

(Translation)

Criteria for the Right of Shareholders to Propose Agenda and to Nomination of Candidate for the Company Director in Advance of Annual General Meeting (AGM) for the 2020

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as APCS directors in advance of the Annual General Meeting of shareholders for the 2020 which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, The Asia Precision Public Company Limited ("the Company" or "APCS") has set up the criteria for shareholders to propose the agenda and nominate the director in advance.

1. Proposal of the Agenda

- 1.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by APCS (not less than 33 million shares), which can be either owned by one shareholder or combined.
- 1.2 Shareholders possessing the qualifications as specified in 1.1 above must complete the **"Form Agenda Proposal in Advance Form of the 2020 APCS Annual General Meeting of Shareholders"** and submit required documents and evidences to the Company. If many shareholders have unified to propose the agenda, each of them must complete the **"Form Agenda Proposal in Advance Form of the 2020 APCS Annual General Meeting of Shareholders"** and sign their names as evidence and consolidate all the forms into one set and sent to the Company within **December 31, 2019** to the following address

The Company Secretary

Asia Precision Public Company Limited

700/331 Moo 6, Donhualor, Muang, Chonburi 20000 Thailand.

Tel. 038-468-300 ext. 148

or E-Mail address of Independent Directors at ind_dir@asiaprecision.com to allow sufficient time for the Audit Committee to consider and make proposal to the Board of Directors. The company will notify the Board of Director's resolution after the Board of Director's Meeting scheduled in March 2020.

1.3 Should the Board of Directors opine that the proposed issues are significant and beneficial to APCS, they will be included in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed issues, the Board of Directors will report those incidents and its rationales at the Annual General Meeting of Shareholders.

Criteria for the Agenda Proposals that will not be accepted :

- 1.3.1 matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E.2551*
- 1.3.2 Matters that violate the law, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company
- 1.3.3 Matters that the Company has already implemented
- 1.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
- 1.3.5 Matters proposed for personal benefits or special benefits for particular group of persons

*Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E.2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operating and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

2. The Nomination of the Director

2.1 Shareholders wishing to propose to nominated the person for election as the Company directors must have holding a minimum of five percent of the total shares issued by APCS (not less than 33 million shares), which can be either owned by one shareholder or combined shareholders.

2.2 Shareholder fully qualified as in criteria in 2.1 can fill out the following forms:

2.2.1 **Form Nominated Qualified Candidate for Directorship in AGM 2020**

2.2.2 **Form Personal Data on Qualified Candidate for Directorship in AGM 2020**

2.2.3 **Letter of Consent from the Nominated Candidate for Directorship in AGM 2020**

And submit required documents and evidences to the Company. If many shareholders have unified to propose the agenda, each of them must complete the *"Form Nominated Qualified Candidate for Directorship in AGM 2020"* and sign their names as evidence and consolidate all the forms into one set and sent to the Company within **December 31, 2019** to the following address

The Company Secretary

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700/331 Moo 6, Donhualor, Muang, Chonburi 20000 Thailand.

Tel. 038-468-300 ext. 148

Or E-Mail address of Independent Directors at ind_dir@asiaprecision.com to allow sufficient time for the Recruitment Committee to consider and make proposal to the Board of Directors. The company will notify the Board of Director's resolution after the Board of Director's Meeting scheduled in March 2020.

2.3 The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:

2.3.1 Having the qualifications and not possessing prohibited qualification according to The Securities and Exchange Commission (SEC), The Stock Exchange of Thailand, the Public Companies Act B.E.2535, and Articles of Association

2.3.2 Having knowledge and skill in the areas significantly beneficial to the Company

2.3.3 Should not serve as directors of more than 5 listed companies

2.4 The director nominee approved by the Board of Director will be included in the Agenda remarked as "proposed by shareholders" in the notice to shareholders.