



(Translation)

April 7, 2009

- Subject : Notice of the Annual General Meeting No. 1/2009  
To : Shareholders of Aapico Hitech Public Company Limited  
Enclosure : 1. A Copy of the Minutes of the Annual General Meeting No. 1/2008;  
2. Annual Report 2008;  
3. Curricula Vitae of the nominated persons to be directors in replacement of those retired by rotation;  
4. Company's Articles of Association relating to the General Meeting of Shareholders;  
5. The Procedures/Conditions for the Registration and document to be declared on the Meeting Day and voting procedures;  
6. Flow Chart of the General Meeting;  
7. Definition of Independent Director;  
8. Information of directors proposed by the Company to be Proxies;  
9. Proxy Forms' and  
10. Map of the Meeting Location  
11. Additional Information

The Board of Directors of AAPICO Hitech Public Company Limited is hereby given that the Annual General Meeting No. 1/2009 to be held on Monday, April 27, 2009 at 10.00 hrs. at Boardroom 3, Queen Sirikit National Convention Center, New Rachadapisek Road, Klongtoey, Bangkok to consider the following agenda:

**Agenda 1**            **To consider and approve the Minutes of the Annual General Meeting No. 1/2008 held on Monday, 28 April 2008.**

**Board Opinion**    The Minutes of the Annual General Meeting No. 1/2008 be approved.

**Agenda 2**            **To acknowledge the performance of the fiscal year 2008 and the business plan of the fiscal year 2009.**

**Board Opinion**    The performance of the fiscal year 2008 and the business plan of the fiscal year 2009 be acknowledged.

**Agenda 3**            **To consider and approve the audited financial statement for the fiscal year ended as of December 31, 2008 and the auditor's opinion.**

**Board Opinion**    The audited financial statement for the fiscal year ended as of December 31, 2008 and the auditor's opinion be approved.

**Agenda 4**            **To acknowledge the payment of interim dividend**

**Board Opinion**    The payment of interim dividend to the shareholder of 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares at Baht 0.29 per share in total amount of Baht 77,973,547.- on September 9,2008 be acknowledged.

**Agenda 5**      **To consider and approve the omission of additional dividend payment from the performance of the 2008 fiscal year.**

**Board Opinion**      Because the Company had paid the interim dividend payment to the shareholders on September 9, 2008 at the rate of Baht 0.29 per share in the amount of Baht 77,973,574.- Therefore, the total dividend for the performance as of December 31, 2008 is at the rate of Baht 0.29 per share in the total amount of Baht 77,973,574.-, representing 32.31% of the net profit of the Company. The omission of additional dividend payment from the performance of the 2008 fiscal year be approved..

**Agenda 6**      **To consider and approve the appointment of the directors replacing the retired directors.**

**Board Opinion**      The appointment of the following retired directors of the Company for another term be approved.

- |    |                              |                              |
|----|------------------------------|------------------------------|
| 1) | Mr. Yeap Swee Chuan          | Chairman                     |
| 2) | Ms. Teo Lee Ngo              | Director                     |
| 3) | Mr. Supasak Chirasavinuprand | Director and Audit Committee |

**Agenda 7**      **To consider and approve the directors' remuneration.**

**Board Opinion**      The remuneration of the Audit Committee and the Independent Director for the 2009 fiscal year at the amount of not exceeding Baht 925,000.- and the attendance fees of the Audit Committee and the Independent Director of Baht 7,500.- per director per time be approved.

Remuneration	2008	2009
1. Annual Remuneration - Chairman of Audit Committee - Director of Audit Committee - Independent Director	Baht 250,000 Baht 225,000 per person -	Baht 250,000 Baht 225,000 per person Baht 225,000 per person
2. Attendance Fees - Chairman of Audit Committee - Director of Audit Committee - Independent Director	Baht 5,000 per person per meeting Baht 5,000 per person per meeting -	Baht 7,500 per person per meeting Baht 7,500 per person per meeting Baht 7,500 per person per meeting

**Agenda 8**      **To consider and approve the appointment of the auditor and the auditor's remuneration.**

**Board Opinion**      The appointment of Ms. Sumalee Reewarabandith, certified license no. 3970 or Ms. Rungnapa Lertsuwankul, certified license no. 3516 or Mr. Sophon Permsirivallop, certified license no. 3182 of Ernst & Young Office to be the auditor of the Company for the fiscal year ended as of December 31, 2009 and the auditor's remuneration for not exceeding Baht 1.5 million be approved, provided that the auditors proposed above have no relationship nor interest with the Company, subsidiary companies, major shareholders, or related persons.

**Agenda 9**

**To consider and approve the amendment to clause 3 of the Memorandum of Association of the Company in respect of adding the purpose of the corporation.**

**Board Opinion**

The company will receive some tax benefits from the research and development business in the future. The amendment to clause 3 of the Memorandum of Association of the Company in respect of adding the research and development business into the purpose of the corporation be approved.

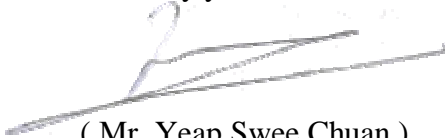
**Agenda 10**

**To consider other business (if any)**

The Record Date for the shareholders to attend the meeting and vote in the Annual General Meeting No. 1/2009 is on March 17,2009, and the closing date of the Share Register Book to gather the shareholders entitling to attend the Annual General Meeting No. 1/2009 under Section 225 of the Security and Exchange Act B.E.2535(no.4 B.E.2551) is on March 18,2009.

The shareholders are hereby invited to attend the meeting on the date, time, place as mentioned above. If you are unable to attend the meeting, you may appoint a proxy to attend the meeting. The signed proxy form must be submitted to the secretary of the Board of directors before the meeting.

Sincerely yours,



( Mr. Yeap Swee Chuan )  
Chairman of the meeting





(Translation)

## MINUTES OF THE ANNUAL GENERAL MEETING NO. 1/2008

OF

## AAPICO HITECH PUBLIC COMPANY LIMITED

The Annual General Meeting of the Company was convened on Monday, April 28, 2008 at 14.30 hours at Arnoma I Room, 3<sup>rd</sup> Floor, Arnoma Hotel Bangkok, No. 99 Rajdamri Road, Pathumwan, Bangkok.

There were in total 34 shareholders present any by proxy representing 164,799,555 shares in total, comprising 61.29% of the total shares of the Company, which satisfied to quorum of the Annual General Meeting in accordance with the Articles of Association of the Company.

Mr. Yeap Swee Chuan, the Chairman of the Board, chaired the meeting and welcomed the shareholders and introduced the members of the Board of Directors attended this meeting as follows:

- |    |                                |  |
|----|--------------------------------|--|
| 1) | Mr. Yeap Swee Chuan            | Chairman                                 |
| 2) | Mr. Him Peow Goh               | Director                                 |
| 3) | Mr. Hiroto Murai               | Director                                 |
| 4) | Mr. Pipat R. Punya             | Director and Chairman of Audit Committee |
| 5) | Ms. Porntipa Praditsuktavorn   | Director and member of Audit Committee   |
| 6) | Mr. Supasak Chirasavinuprapand | Director and member of Audit Committee   |

Thus, a quorum was constituted. Mr. Yeap Swee Chuan then declared the meeting duly convened.

**Agenda 1      To consider and approve the Minutes of Annual General Meeting No. 1/2007**

The Chairman presented the meeting the Minutes of Annual General Meeting No. 1/2007 held on Friday, April 27, 2007 for approval, the details of which are attached to the notice of this meeting as per the attachment no. 1 and already sent to the shareholders.

The meeting duly considered and resolved to adopt and approve the Minutes of Annual General Meeting No. 1/2007 held on Friday, April 27, 2007 with the following votes:

Approved	164,520,555	Votes.	99.98%
Not Approved	15,800	Votes.	0.01%
Abstained	19,000	Votes.	0.01%

**Agenda 2      To acknowledge the performance in the fiscal year 2007 and the business plan in the fiscal year 2008**

The Chairman reported the performance in the fiscal year 2007 and the business plan in the fiscal year 2008 of the Company for the meeting's acknowledgement.

The meeting acknowledged the performance of the Company in the fiscal year 2007 and the business plan of the Company in the fiscal year 2008 as presented by the Chairman.

**Agenda 3      To consider and approve the financial statement in the fiscal year 2007 and the auditor's opinion**

The Chairman proposed to the meeting to consider and approve the financial statement of the Company ended as of December 31, 2007, where the turnover of the 2007 fiscal year is Baht 9,700 million, Baht 1,690 million higher than those of the 2006 fiscal year of Baht 8,010 million. The net profit of the 2007 fiscal year was Baht 350 million, Baht of 31 million lower than the net profit of the 2006 fiscal year, which was of Baht 381 million.

The meeting considered and resolved to approve the 2007 financial statement as proposed by the Chairman with the following votes:

Approved	164,462,855	Votes	99.94%
Not Approved	60,800	Votes	0.04%
Abstained	38,200	Votes.	0.02%



2) Ms. Pornnipa Praditsuktavorn Director and member of Audit Committee

Approved	164,506,355	Votes	99.97%
Not Approved	20,800	Votes	0.01%
Abstained	35,700	Votes.	0.02%

**Agenda 6 To consider and approve the directors' remuneration**

The Chairman proposed to the meeting to consider and approve the directors' remuneration for the fiscal year ended as of December 31, 2008, not exceeding Baht 700,000 and the attendance fees of Baht 5,000 per director per time.

Remuneration	2007	2008
1. Annual Remuneration - Chairman of Audit Committee - Director of Audit Committee	Baht 210,000 Baht 210,000 per person	Baht 250,000 Baht 225,000 per person
2. Attendance Fees - Chairman of Audit Committee - Director of Audit Committee	Baht 5,000 per person per meeting Baht 5,000 per person per meeting	Baht 5,000 per person per meeting Baht 5,000 per person per meeting

The meeting considered and resolved to approve the directors' remuneration and attendance fee as proposed by the Chairman with the following votes:

Approved	164,405,855	Votes	99.89%
Not Approved	45,800	Votes	0.03%
Abstained	136,200	Votes.	0.08%

**Agenda 7 To consider and approve the appointment of the auditor and the auditor's remuneration**

The Chairman proposed to the meeting to consider and approve the appointment of Ms. Sumalee Reewarabandith, certified license no. 3970 or Ms. Rungnapa Lertsuwankul, certified license no. 3516 or Ms. Vissuta Jariyathanakorn, certified license no. 3853 of Ernst & Young Office to be the auditor of the Company for the fiscal year ended as of December 31, 2008 and to approve the auditor's remuneration for not exceeding Baht 1,500,000.-.

The meeting considered and resolved to approve the appointment of the auditor and the auditor's remuneration as proposed by the Chairman with the following votes:

Approved	164,459,855	Votes	99.96%
Not Approved	20,800	Votes	0.01%
Abstained	38,200	Votes.	0.03%

**Agenda 8      To acknowledge the payment of interim dividend**

The Chairman proposed the payment of interim dividend to the shareholder of 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares at Baht 0.15 per share in total amount of Baht 40,331,145 on September 11, 2007 for the meeting's acknowledgement.

The meeting acknowledged the payment of interim dividend to the shareholder of 268,874,300 shares after deduction of the shares purchased back of 13,485,700 shares at Baht 0.15 per share in total amount of Baht 40,331,145 on September 11, 2007 as proposed by the Chairman.

**Agenda 9      To consider and approve other business matters, if any.**

There were no other matters to be tabled for discussion.

The Chairman declared the meeting closed and adjourned at 16.45 hrs.



(Mr. Yeap Swee Chuan)  
Chairman of the meeting

## Curricula Vitae of Directors who are retired by rotation



**Name/Surname** : Mr. Yeap Swee Chuan

**Age** : 61 Years

**Position** : Chairman

**Education** : Bachelor of Technology (Industrial management) , Massey University, Newzealand.

**Seminar** : Director Certification Program (DCP)  
Class 103/2008 Thai Institute of Directors Association (IOD)

**Tenure  
(Since Listed)** : A.D. 2002 - Present

**Positions in other listed companies** : Director of Goodyear (Thailand) Plc.

**Positions in competitive business/  
in relation to the Company's business** : None

**Holding of Company's shares** : 28,236,000 shares

**Attendance in 2007** : 14/14



**Name/Surname** : Mrs. Teo Lee Ngo

**Age** : 59 Years

**Position** : Director

**Education** : Bachelor of Commerce ( Industrial and Business Management )  
Nanyang University, Singapore

**Seminar** : None

**Tenure  
(Since Listed)** : A.D. 2002 - Present

**Positions in other listed companies** : None

**Positions in competitive business/  
in relation to the Company's business** : None

**Holding of Company's shares** : 26,409,455 shares

**Attendance in 2007** : 14/14



**Name/Surname** : Mr. Supasak Chirasavinuprapand ( Age 45 Years )

**Position** : Director, Independent Director and Audit Committee

**Education**

- LL.B. (Thammasart University, Faculty of Law) A.D. 1985
- Barrister-at-Law (The Institute of Legal Education, Thailand) A.D. 1986
- M.S. in Economics – Policy and Planning  
(Northeastern University, Boston, Massachusetts) A.D. 1988
- M.C.L. (California Western School of Law, San Diego, California)  
A.D. 1989
- LL.M. (Arizona State University, College of Law, Tempe, Arizona)  
A.D. 1990

**Seminar** : Director Accreditation Program (DAP)  
Class 10/2004 Thai Institute of Directors Association (IOD)

**Tenure** : A.D. 2002 - Present  
**(Since Listed)**

**Positions in other listed companies**

- Audit Committee BFIT Securities Public Company Limited
- Audit Committee Sea Horse Public Company Limited

**Positions in Competitive business/  
in relation to the Company's business** : None

**Holding of Company's shares** : None

**Attendance of 2007** : 5/14

**Company's Articles of Association relating to the General Meeting of Shareholders****Board of Directors**

Section 14. The company shall have a board of directors consisting of at least five directors and not less than half of whom shall have a residence in Thailand.

Section 15. The directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (a) each shareholder shall have a voting right equal to 1 share per 1 vote;
- (b) each shareholder may exercise all the votes he or she has under (a) to elect one or several persons as director or directors;
- (c) the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

Section 16. At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third, but not exceeding one-third, shall vacate.

A director who vacates office may be re-elected.

The directors vacating from office in the first and second years after the registration of the company, if not provided otherwise, shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate

Section 17. In addition to vacating office upon the termination of the term, the director shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or being under any of the prohibitions under the Public Company Act and the laws governing securities and stock exchange;
- (4) removal by a resolution of the meeting of shareholders under Section 19;
- (5) removal by a court order.

Section 18. Any director wishing to resign from office shall submit his or her resignation letter to the company and the resignation shall be effective from the date on which the company receives the resignation letter.

A director who has resigned under paragraph one may also notify the Registrar for the resignation.

Section 19. The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three-fourths of the

number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Section 20            In the case of a vacancy in the board of directors for reasons other than the termination of the term of office, the board of directors shall elect a person who has the qualifications and is not being under any of the prohibitions under the laws as the substituted director at the next meeting of the board of directors, unless the remaining term of office of the said director is less than two months. The substituted director shall be in the office only in the remaining term.

The resolution of the board of directors under paragraph one shall be by a vote of not less than three-fourths of the number of directors remaining.

Section 21.            The director may be a shareholder of the Company.

Section 22.            The director is entitled to receive a remuneration from the Company as approved by the Shareholders Meeting.

### **Shareholders Meeting**

Section 30.            The board of directors shall call a meeting of shareholders which is an annual ordinary meeting of shareholders within four months of the last day of the fiscal year of the Company.

The board of directors may call an extraordinary meeting of shareholders any time the board considers it expedient to do so.

Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within one month as from the date the request is received from the shareholders.

Section 31.            In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or other place as determined by the board.

Section 32.            In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and

in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Section 33. The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Section 34. A resolution of the meeting of shareholders shall be made by the following votes:

(1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;

(2) in the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:

(a) the sale or transfer of the whole or important parts of the business of the company to other persons;

(b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;

(c) the making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the authorization of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing

(d) Amendment to the Memorandum of Association or the Articles of Association;

(e) Increase or decrease of the Company's capital;

(f) Dissolution of the Company;

(g) Amalgamation or merger;

Section 35. The following issues shall be transacted in the Annual General Meeting:

(a) The Board of Directors' report of past operation;

(b) Approval of the balance sheet and the profit and loss account and report of the auditor thereon for the preceding fiscal year;

(c) Payments of dividend, and legal reserve allocation;

(d) Appointment of new directors to replace those whose terms are expired and fixing the remuneration of the directors;

(e) Appointment of an auditor and fixing his/her remuneration;

(f) Other businesses (if any).

### **Accounts and Reports**

Section 36. The fiscal year of the company shall begin from January 1 and end on December 31 of every year.

Section 37. A board of directors must have a balance sheet prepared at least once for every twelve-month interval i.e. at the end of the fiscal year of the Company. The balance sheet must contain a summary of assets and liabilities of the Company and a profit and loss statement for the Company's fiscal year.

Section 38. A board of directors must prepare a balance sheet and a profit and loss statement as of the end of the fiscal year to present the shareholders at the Annual General Meeting for approval. The board shall procure the auditor to certify the balance sheet and the profit and loss statement prior to presentation to the shareholders meeting.

Section 39. The board of directors shall deliver the following documents to the shareholders along with written notices calling for an annual ordinary meeting:

(1) copies of the balance sheet and the profit and loss statement which have been examined by the auditor, together with the audit report of the auditor;

(2) the annual report of the board of directors with the documents showing particulars

Section 40. Dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares

The board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

Section 41. The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. Upon approval of the shareholders meeting, the company may transfer the reserve fund under paragraph 1 and the premium of the shares, respectively, to compensate the retained loss of the Company.

Section 42. The auditor shall not be a director, staff, employee or person holding any position or having any duty in the company.

Section 43. The auditor has the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures including the property and debts of the company during the working hours of the company. In this regard, the auditor shall also have the power to interrogate the directors, staff, employees, persons

holding any position or having any duty in the company and agents of the company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the company.

Section 44. The auditor has the right to present a written explanation to the meeting of shareholders and has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.

**Documents Required Prior to Attending the Meeting,  
Proxy Form, Registration and Voting**

Documents Required Prior to Attending the Annual General Meeting of AAPICO Hitech Public Company Limited

**1. Documents Required Prior to Attending the Meeting**

**For Natural Person**

**1. Self-Attending**

Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

**2. Proxy**

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the Shareholder and the Proxy.
- 2.2 Certified true copies of governmental authorities as specified in Item 1 of the Shareholder and the Proxy.
- 2.3 Valid evidence of the Proxy as specified in Item 1.

**For Juristic Person**

**1. Representative of Shareholder (Authorized Director) Attending the Meeting**

- 1.1 Valid evidence of the authorized director(s) issued by governmental authorities similar to those of natural person specified in Item 1.
- 1.2 Copy of Shareholder's Letter of Certification (Affidavit) issued by Ministry of Commerce certified by the authorized director(s) has the authority to act on behalf of the Shareholder.

**2. General Proxy**

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
- 2.2 Certified true copies of Shareholder's Letter of Certification certified by the authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form.
- 2.4 Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.

## 2. Proxy Form

The Proxy Forms, i.e. Form A, Form B and Form C are attached hereto in accordance with the Notice of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 as follows:

- ❖ Proxy Form A simple form;
- ❖ Proxy Form B specific details form;
- ❖ Proxy Form C used only for the foreign investors who authorize the Custodian in Thailand to take care of the shares being held.

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete either the Proxy Form attached hereto or the other form mentioned above **only one Proxy Form**. If not Custodian, you can use either Proxy Form A or B. For foreign investors having Custodian in Thailand may use any one of three Proxy Forms (Form A or B or C).
2. Authorize a person to attend and vote in the meeting on your behalf by specifying the name with details of a person to be your Proxy or authorize an Independent Director of the Company by making a choice in front of a name of such Independent Director and completely fill the Proxy Form.
3. Affix the 20 Baht stamp duty and specify the date of Proxy across such stamp duty. For your convenience, the Company will provide the stamp duty to facilitate the Proxy when registration to attend the meeting.

Allocation of shares to several Proxies to vote in the meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes for all of the shares being held. Authorization of less than the total number of shares is not allowed, except the foreign investors whose names appear in the share register book who authorize the Custodian in Thailand to take care of the shares according to the **Proxy Form C**.

## 3. Meeting Registration

The commencement for registration to attend the meeting will be not less than 1 hour before the meeting or from 09.00 hours on Monday, April 27, 2008 at Boardroom 3, Queen Sirikit National Convention Center, New Rachadapisek Road, Klongtoey, Bangkok. Please refer to the map attached.

## 4. Voting

### Voting Regulation

1. A vote cast of each agenda shall be done openly by hand showing, one share will count as one vote. The Shareholder or the Proxy must cast the vote by approving, disapproving or abstaining, only. Allocation of voting is not allowed (except for Custodian votes).

## 2. In case of Proxy

The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any casting votes not comply with the intentions of the Shareholder specified in the Proxy Form shall be considered as incorrect votes and not the votes of the Shareholder.

In case the Shareholder does not specify the authorization or the authorization is unclear or if the meeting considers or resolves any matter other than those stated in the Proxy Form, including any change or additional amendment to any fact, the Proxy shall be authorized to consider and vote such matter on behalf of the Shareholder as appropriate.

### **Voting Procedures**

The Chairman shall inform the Meeting details of the voting procedures as follows:

1. The Chairman will propose the Meeting to have the vote in each agenda by asking time by time whether any Shareholder shall approve, disapprove or abstain.
2. When the Chairman asks as above, a voting by show of hand will be made and the shareholder or proxy shall confirm such intention by filling the vote either for approval, disapproval or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form) for counting by the officers in a voting card provided to the Shareholder or the Proxy when registration. The Shareholder shall indicate its intention by checking ✓ in  in the voting card.

### **Resolution of the Meeting**

- ❖ General case : majority vote of the Meeting
  - ❖ Other case which the laws or the Company's Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each agenda.
1. In case a tie of votes, the Chairman of the Meeting shall have a casting vote.
  2. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave the Meeting, except for voting on election of the Directors.

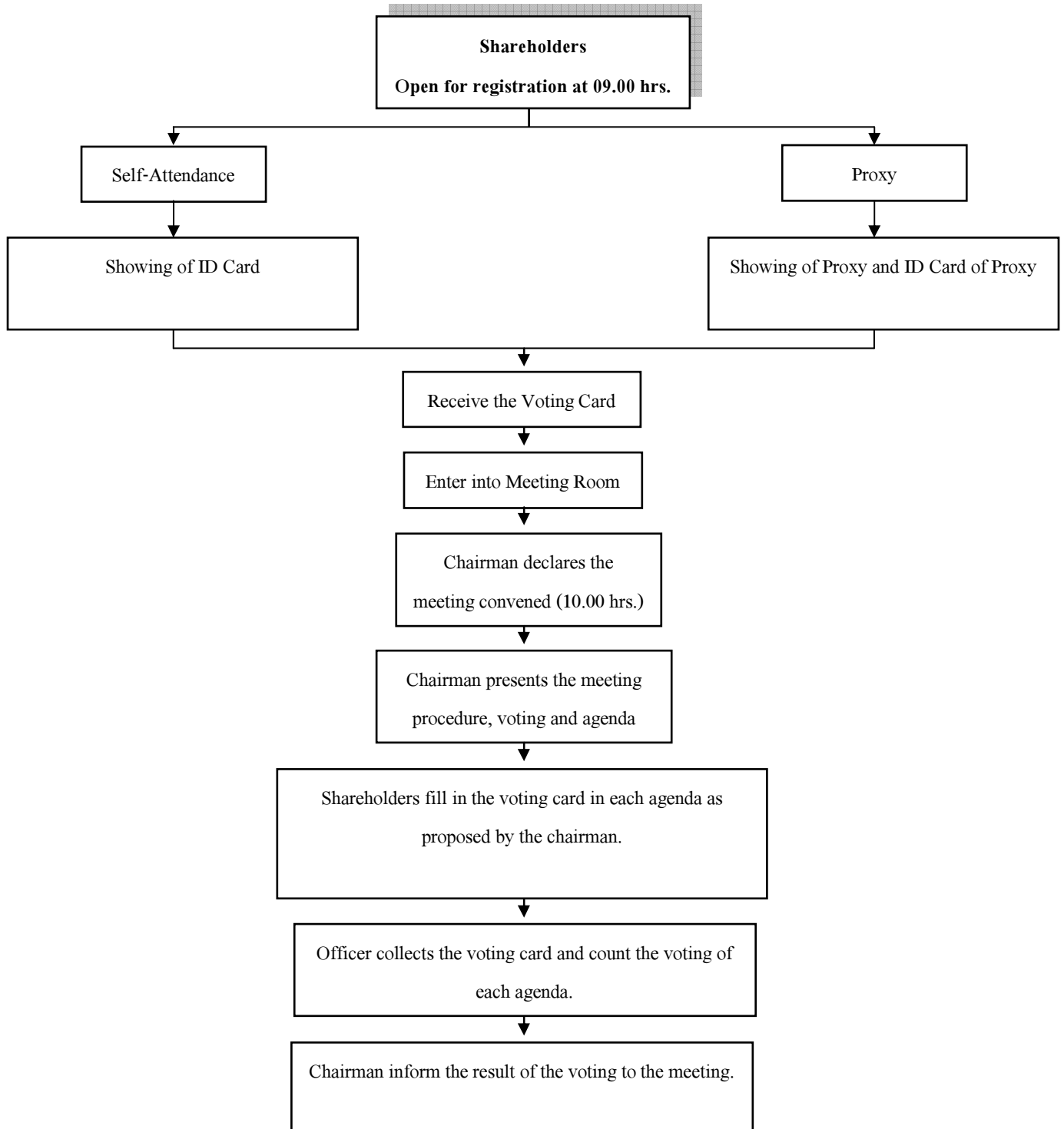
### **Counting and Announcement of the Vote**

Prior to the meeting, the Chairman shall inform that the counting of votes for each agenda shall be counted from the ballot marked by the Shareholder or the Proxy. Then the vote result of every agenda shall be informed to the Meeting after the adjournment.

**Flow Chart of the Annual General Meeting of 2009**

**AAPICO Hitech Public Company Limited**

**Monday, April 27, 2009**



### Definition of Independent Director

**Independent Director:** An independent director is a Director who does not have any related business or work that may affect his or her independent decision and independent director shall possess the qualifications under the regulations of the SEC as follows :

(1) Holding shares not more than 0.5 per cent of the paid-up capital of the company, affiliated company, associated company or related company;

(2) Is not an employee, staff member or advisor who receives a regular salary from the company, affiliated company, associated company, related company or majority shareholder of the company;

(3) Is not a person having a relationship by blood as registration by law in the manner as father, mother, spouse, brother/sister, and children including the spouse of the children of the executive, major shareholder, the controlled person as the person to be nominated as the executive as the controlled person of the Company as affiliated Company.

(4) Has no relationship is business with the company, parent company, affiliated company, associated company or entity that may have a conflict in a way to obstruct the independent judgment of the independent director and has no other manner that may make the independent director not having able to provide independent opinion in relation to the operation of the company.

All these are compliance at the minimum requirement of the office of Securities and Exchange Commission and the Stock Exchange of Thailand.

The brief biographical of Directors who will act as proxies

**Name/Surname** : Mr. Pipat R. Punya

**Age** : 60 Years

**Position** : Director, Independent Director and Chairman of Audit Committee

**Education** : Bachelor of Laws, Thammasat University.  
Master of Public and Private Management, NIDA

**Seminar** : Director Accreditation Program (DAP)  
Class 11/2004 Thai Institute of Directors Association (IOD)

**Tenure  
(Since Listed)** : A.D. 2002 - Present

**Positions in other listed companies** : None

**Positions in other businesses  
(not listed companies)** : Director of U & V Intertrade Co., Ltd.  
Director of GO Thailand Tours Co., Ltd.  
Director of Nitipat Law Office Co., Ltd.  
Director of Nitipat Interlaw Co., Ltd.

**Positions in competitive business/  
in relation to the Company's business** : None

**Holding of Company's shares** : None

**Attendance in 2007** : 5/14



**Name/Surname** : Ms. Porntipa Praditsuktavorn

**Age** : 55 Years

**Position** : Director, Independent Director and Chairman of Audit Committee

**Education** : Master in Accounting, Chulalongkorn University

**Seminar** : Director Accreditation Program (DAP)  
Class 11/2004 Thai Institute of Directors Association (IOD)

**Tenure** : A.D. 2002 - Present  
**(Since Listed)**

**Positions in other listed companies** : None

**Positions in other businesses** : Executive Officer & General Manager HR & GA  
**(not listed companies)** Panasonic Electric Works (Thailand) Co., Ltd.

**Positions in competitive business/** : None  
**in relation to the Company's business**

**Holding of Company's shares** : None

**Attendance in 2007** : 6/14



**Name/Surname** : Mr. Supasak Chirasavinuprapand

**Age** : 45 Years

**Position** : Director, Independent Director and Audit Committee

**Education**

- LL.B. (Thammasart University, Faculty of Law) A.D. 1985
- Barrister-at-Law (The Institute of Legal Education, Thailand) A.D. 1986
- M.S. in Economics – Policy and Planning  
(Northeastern University, Boston, Massachusetts) A.D. 1988
- M.C.L. (California Western School of Law, San Diego, California)  
A.D. 1989
- LL.M. (Arizona State University, College of Law, Tempe, Arizona)  
A.D. 1990

**Seminar** : Director Accreditation Program (DAP)  
Class 10/2004 Thai Institute of Directors Association (IOD)

**Tenure** : A.D. 2002 - Present  
**(Since Listed)**

**Positions in other listed companies**

- Audit Committee BFIT Securities Public Company Limited
- Audit Committee Sea Horse Public Company Limited

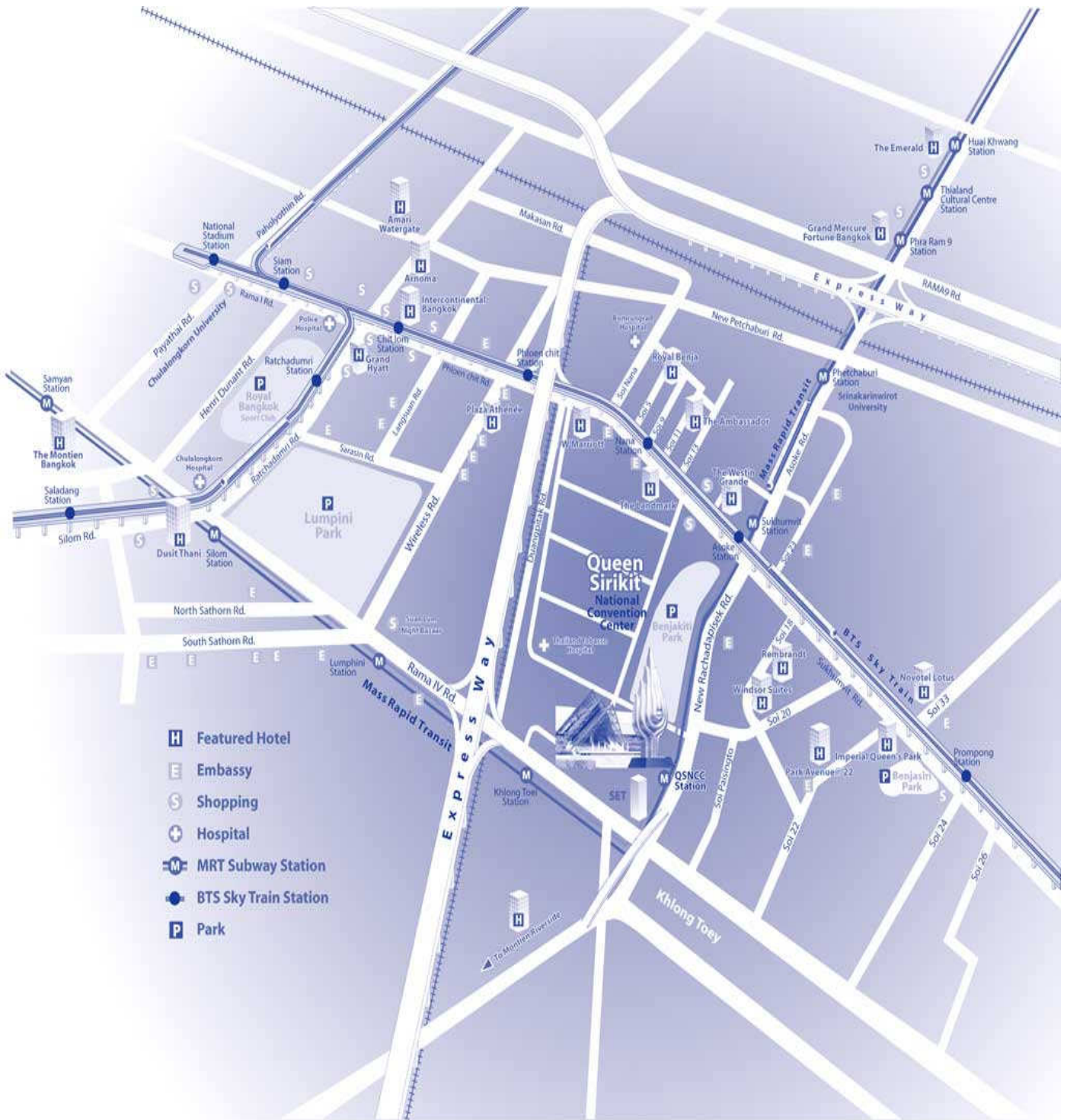
**Positions in other businesses** : None  
**(not listed Companies)**

**Positions in Competitive business/** : None  
**in relation to the Company's business**

**Holding of Company's shares** : None

**Attendance of 2007** : 5/14

**Map of the Annual General Meeting 1/2009 Venue  
Boardroom 3, Queen Sirikit National Convention Center,  
New Rachadapisek Road, Klongtoey, Bangkok. Tel. 02-229-3000**



**Supporting Information for Agenda 4**

The company and its affiliates have a policy to pay dividend of not less than 10% of the net profit after tax. The net profit of the 2008 fiscal year was Baht 241.35 million. The dividend per share is at the rate of Baht 0.29 in the total amount of Baht 77.97 million or 32 % of the net profit. The net profit of the 2007 fiscal year was Baht 350.07 million. The dividend per share is at the rate of Baht 0.39 in the total amount of Baht 104.86 million. This represents 30 % of the net profit .

**Supporting Information for Agenda 5****Nomination Criteria and Method**

The appointment of directors was considered by the nomination director and the existing company directors who have made the consideration and decision of the qualified persons. Having reviewed the past performance of the retired directors, two directors are nominated as the company directors and one director are nominated as the independent director and audited committee. The nature of relationships of one audited committee with company / parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years, as follow;

- not being executive directors , staff members, employees or advisors who earn salaries from the company;
- not being professional service providers
- no material business relationships with the company in such a way that may affect their independence

**Supporting Information for Agenda 6****Remuneration Criteria and Method**

The directors' remuneration was considered by the remuneration directors and the company directors who have decided carefully the appropriate rate to compensate for the committee. The board of directors have determined the remuneration thoroughly from the business expansion, profit of the company and the remuneration of the other listed companies.

**Supporting Information for Agenda 7**

The auditors that we proposed in the shareholder meeting have no relationships and / or interest with the company / affiliates / management / majority shareholders or related persons of the aforesaid. So they will feel free to audit and give the opinion to the financial statement of the company / affiliated and associated companies. The auditor remuneration for year 2009 was considered and approved by the board of directors, not exceed Baht 1.5 million per year, same amount as year 2008