

## **AAPICO Hitech Public Company Limited**

### **Criteria for Shareholders to propose of the Agenda of AGM No. 1/2009**

As AAPICO Hitech Public Company Limited (the “Company”) has a policy to follow the principles of Good Corporate Governance relating to the equitable treatment of shareholders. Eligible shareholders of the Company are therefore invited to propose in advance the agenda for the Company’s Annual General Meeting that they consider important and beneficial. Eligible shareholders are also invited to nominate qualified candidates for election to the Company’s Board of Directors, under the following criteria:

#### **Criteria:**

#### **1. Qualification of shareholder(s) entitling to propose the AGM agenda**

Shareholders who would like to propose the agenda to the AGM, whether one or several, must hold the Company’s shares totally more than 5 percent for a minimum period of 12 consecutive months prior to the date the shareholders has proposed the agenda.

#### **2. Proposal of the agenda**

The shareholders who are fully qualified under criteria No. 1, can propose the agenda for the AGM by filling out the “**Proposed Agenda for 1/2009 AGM Form**”, and submit it with other supporting documents as required by the Company to the following address within March 13,2009:

Corporate Secretary  
AAPICO Hitech Public Company Limited  
99 Moo 1, Hitech Industrial Estate,  
Tambol Ban Lane, Ampur Bangpa-in,  
Ayuthaya 13160, Thailand

In case where several shareholders jointly propose the agenda, each of the shareholders must fill out the “Proposed Agenda for 1/2009 AGM Form”, and sign their names as evidence separately. Then the forms must be gathered and sent in one set.

The shareholder may unofficially submit the “Proposed Agenda for 1/2009 AGM Form”, via facsimile at 035-350881 or through email address at [natdanai.p@aapico.com](mailto:natdanai.p@aapico.com) before sending the original to the Company. In this regard, the original with other complete supporting documents must be delivered to the Company within March 13,2009.

#### **3. For purpose of conducting the AGM effective, the Company reserves its right not to include the following matters in the meeting’s agenda:**

- (1) Matter relating to normal business of the Company;
- (2) Matter without any benefit to the Company;
- (3) Matter that is beyond the authority of the Company;
- (4) Matter under the management authority of the Company, except those causing material adverse impacts on the shareholders in general.
- (5) Matter already undertaken by the Company;
- (6) Matter or evidence proposed and supplied by the shareholders that is incomplete or untrue or ambiguous;

- (7) Matter proposed by unqualified shareholders, or not able to provide complete and correct information and evidence, and not able to propose on the time set forth;
- (8) Matter that violates the laws, rules, regulations of the government authorities or other regulatory bodies or is not complied with the objectives or articles of association of the Company;
- (9) Matter already proposed in shareholders' meetings in the past 12 months and was supported by less than 10% of to total voting shares, provided that the fact of said matter has not yet changed significantly.

**4. Process to consider Shareholders' proposal**

- (1) The Company's Secretary will initially review the correctness and the completeness of the proposal made by the shareholders prior to present of to the Board's consideration.
- (2) The Board's decision for each proposal is final.
- (3) The Company will notify results only to the shareholders who proposed the agenda.

\*\*\*\*\*