

Ref. AP002-2563

28 February 2020

Subject: Dividend payment, debenture issuance, and annual general meeting schedule for 2020

To: Managing Director  
The Stock Exchange of Thailand

Approval from the Board of Directors' meeting of Asia Precision Public Company Limited ("Company") no.1/2020, held on 28 February 2020, are as follows:

1. Approval for submission to shareholder's meeting to approve financial statements for year ended 31 December 2019, which has already been audited.
2. Approval for submission to shareholder's meeting to approve dividend payment from 2019 operation to shareholders in the form of cash at 0.06 Baht per share, or not exceeding 39.60 million Baht.

List of shareholders who are entitled to receive the dividend to be specified on 11 May 2020 (Record Date), and name of shareholders to be collected according to Article 225 of the Securities and Exchange Act B.E.2535, and date of dividend payment to be on 22 May 2020.

3. Approval for submission to shareholder's meeting to consider and approve the re-appointment of 1) Prof. Udomsil Srisaengnam, MD 2) Mr. Apichart Karoonkornsakul 3) Mr. Anurote Nitipornsri to serve another term as the Company's board of directors.
4. Approval to appoint Mr.Wichien Cherdchutrakuntong to be a Director / Audit Committee / Independent Director in place of Mr. Sompoch Walyasewi , who resigned as a Director on February 28, 2020.
5. Approval to appoint the risk management committee as follows: 1) Mr.Wichien Cherdchutrakuntong 2) Mr. Apichart Karoonkornsakul 3) Mr. Chairaj Vetnaruman in place of the directors whose term have ended. The new risk management committee term is 3 years.
6. Approval to appoint the Nomination and Remuneration Committee as follows: 1) Prof. Udomsil Srisaengnam, MD 2) Mr.Wichien Cherdchutrakuntong 3) Mr. Narong Warongkriangkrai in place of the directors whose term have ended. The new Nomination and Remuneration Committee term is 3 years.

7. Approval for submission to shareholder's meeting to approve Mr. Sompoch Walyasewi as a director.
8. Approval for submission to shareholder's meeting to approve remuneration for the Company's Directors with total amount not exceeding 2,000,000 Baht. The details are as follows :

Directors	Company's Directors		Audit Committee				Recruitment and Compensation Committee		The Risk Management Committee		Meeting Allowance	Remuneration	Total (Year)
	Meeting Allowance		Remuneration	Meeting Allowance		Remuneration	Meeting Allowance		Meeting Allowance				
	No.	Amount		No.	Amount		No.	Amount	No.	Amount			
Chairman	6	150,000	120,000	4	40,000	120,000	2	20,000	2	20,000	230,000	240,000	470,000
Vice Chairman	6	90,000	120,000	4	-	-	2	-	2	-	90,000	120,000	210,000
Director	6	90,000	60,000	4	40,000	120,000	2	20,000	2	-	150,000	180,000	330,000
Director (Management)	6	360,000	-	4	-	-	2	-	2	20,000	380,000	-	380,000
Total		690,000	300,000		80,000	240,000		40,000		40,000	850,000	540,000	1,390,000
Commission for directors (allocation based on operating results)													610,000
Total remuneration for directors for the year 2020 of no more than													2,000,000

9. Approval for submission to shareholder's meeting to approve Mr. Jadesada Hungsapruet, Certified Public Accountant No. 3759 and/or Miss Kannika ipanurat, Certified Public Accountant No. 7305 and/or Mr. Jirote Sirirorote, Certified Public Accountant No. 5113 and/or Miss Nonglak Pattanabandith, Certified Public Accountant No. 4713 and/or Mrs. Sumana Senivongse, Certified Public Accountant No. 5897 of Karin Audit Company Limited to be the auditors of the Company in the year 2020 with remuneration of Baht 757,000 per annum.
10. Approval for submission to shareholder's meeting to approve debenture issuance of total limit not exceeding 1,500 million Baht. Details as follows:

Objectives	:	For use in normal business operation, and/or for repayment of debentures, and/or for investment by the Company and its subsidiaries, and/or for working capital of the Company and its subsidiaries, and for any objectives the board of directors deem as appropriate.
Type	:	Debentures of any type: <ul style="list-style-type: none"> <li>- Specified and unspecified holder's name</li> <li>- Secured and unsecured type</li> <li>- With and without guarantor</li> </ul>

		<ul style="list-style-type: none"> <li>- With and without holder's representative</li> <li>- Subordinated or unsubordinated</li> </ul> <p>The type of debenture issues depends on market condition at the time of issuance and any other factors affecting.</p>
Currency	:	Thai Baht and/or foreign currencies of the equivalent value
Total debenture value	:	Principal value of debenture not exceeding 1,500 Baht, or equivalent value in other currencies. The Company may choose to issue debenture(s) as a single issuance or multiple issuances, and/or per project basis. The Company may issue new debentures to replace existing debentures of any types of redemption (Revolving Basis). The total value of outstanding debentures at any point in time must not exceed the aforementioned principal value limit.
Interest rate	:	Depends on the market condition at the time of issuance of each debenture
Age	:	Depends on the market condition at the time of issuance of each debenture, and follow the terms set by SEC and/or SET
Early redemption	:	Holders of debentures and/or the Company may or may not exercise early redemption, this will depend on the terms set for each debenture issued
Issuance	:	The debenture may be issued as a single issuance in one or multiple batches or as multiple issuances. The debenture may be offered to the general public, and/or private investors, and/or institutional investors, and/or high net worth investors, and/or investors that have characteristics specified in SEC and SET announcement. The debenture may be issued to domestic and/or international market following terms set by SEC and/or SET, and/or regulations set by the related ministries.

Seeking the board of directors' approval to delegate authority to the chairman of the board, and/or board of directors, and/or managing director, and/or designated persons involved with the issuance of debenture. The delegates will have the authority to manage, but not limited to, the following matters:

i) Define conditions and details related to the debenture issuance as appropriate per market condition including, but not limited to, the debenture name, type, collateral (if any), currency, amount, age, face value, unit price, interest rate, redemption, issuance method, payment method, allocation method, right terms, and etc. The debenture may be issued as a single or multiple issuances.

ii) Perform necessary tasks to facilitate debenture issuance, and have the authority to assign debenture holder's representative, and/or debenture registrar, and/or distributor, and/or underwriter, and/or various consultants, and/or any person related to debenture issuance, and/or credit rating agency, and/or appraiser. Facilitate registration to ThaiBMA and/or other secondary markets.

iii) Contact, inform, negotiate, sign, endorse, submit, and amend documents and agreements related to debenture issuance; this includes, but not limited to, permission request, prospectus, information sheet, documents and evidence to be submitted to SEC and SET, and/or other related authorities

iv) Perform any other necessary tasks to complete debenture issuance


11. Approval for 2020 Annual General Meeting to be held 25 April 2020 at 10.00 AM. on the 17<sup>th</sup> Floor of Theptarin Hospital, no. 3850 Rama 4 Road, Klongtoey, Bangkok. The agenda is as follows:

- (1) To approve the Minutes of the 2019 Annual General Meeting.
- (2) To acknowledge the Company and its subsidiaries' operating results for the year 2019.
- (3) To consider and approve the Company and its subsidiaries' financial statements for the year ended 31 December 2019.
- (4) To consider and approve the dividend payment and the allocation of profit from operation of year ended 31 December 2019.
- (5) To consider and approve the appointment of directors to replace those completed their terms.
- (6) To consider and approve the appointment of new directors.
- (7) To consider and approve directors' remuneration for the year 2020.
- (8) To consider and approve the appointment of auditors and their remuneration for the year 2020.
- (9) To consider and approve the debenture issuance.
- (10) To consider any other issues (if any).

12. Approval of the Record Date with a list shareholders who are entitled to take part and vote in the 2020 AGM of Shareholders to be on 13 March 2020 (Record Date).

Yours faithfully

**Asia Precision Public Company Limited**



(Mr. Apichart Karoonkornsakul )

Director

Authorized to sign on behalf of the Company

Company Secretary

Tel: 038-468-300 ext. 148 Fax: 038-458-751

(Translate)

### Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting of Asia Precision Public Company Limited No. 1/2563 held on 28 February 2020 resolved the meeting's resolutions in the following manners:



Renewal for the term of audit committee:



Chairman of the audit committee



Member of the audit committee

As follows:

- |  |                                 |
|--|---------------------------------|
| (1) Mr. Narong Varongkriengkrai        | Chairman of the Audit Committee |
| (2) Professor. Udomsil Srisaengnam, MD | Member of the Audit Committee   |
| (3) Mr. Wichien Cherdchutrakuntong     | Member of the Audit Committee   |

, the renewal of which shall take an effect as of 28 February 2020.



Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

- No -

, the determination/change of which shall take an effect as of (-)

The audit committee is consisted of:

- |                                    |                                    |  |
|------------------------------------|------------------------------------|--|
| 1. Chairman of the audit committee | Mr. Narong Varongkriengkrai        | remaining term in office 2 year 10 month |
| 2. Member of the audit committee   | Professor. Udomsil Srisaengnam, MD | remaining term in office 2 year 10 month |
| 3. Member of the audit committee   | Mr. Wichien Cherdchutrakuntong     | remaining term in office 2 year 10 month |

Secretary of the audit committee : Mrs.Duangduan Hirunruk

Enclosed hereto is 1 copies of the certificate and biography of the audit committee . The audit committee number 3 has/have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Review and ensure the accuracy and adequacy of the Company's financial reporting;
2. Review and make certain that the Company's internal control and internal audit systems are proper and effective, determine the independence of its internal audit unit, and approve the appointment, transfer and dismissal of head of the internal audit unit or any other unit concerned with internal audit function;
3. Review and make sure that the Company complies with the law on securities and exchange, the SET's regulations and the laws relevant to its business;
4. Consider, select, and nominate an independent person to serve as the Company's auditor and propose remuneration for such person, as well as participate in a meeting with the auditor, without presence of the management, at least once a year;
5. Consider any connected transaction or transaction prone to a conflict of interest to ensure that it conforms to the relevant laws and the SET regulations and that it is a reasonable transaction with the utmost benefit to the Company;
6. Prepare a report of the Audit Committee, duly signed by the Audit Committee Chairman, for publishing in the Company's Annual Report, containing at least the following details:

- (a) Opinion on the accuracy, completeness and reliability of the Company's financial report;
- (b) Opinion on the adequacy of the Company's internal control system;
- (c) Opinion on the Company's compliance with the law on securities and exchange, the SET regulations or the laws relevant to its business;
- (d) Opinion on the suitability of the auditor;
- (e) Opinion on the transaction with a possible conflict of interest;
- (f) Number of the Audit Committee meetings held and attendance by individual Audit Committee members;
- (g) Opinion or observation received by the Audit Committee from its performance of duties in accordance with the Charter; and

(h) Other transactions that should be notified to the shareholders and the general investors within the scope of duties and responsibilities designated by the Board of Directors.

- 7. Perform any other act as assigned by the Board of Directors, with the approval of the Audit Committee;
- 8. Report the Board of Directors when the Audit Committee discovers or suspects any of the following transactions or acts which might have a material effect on the Company's financial position and business performance, for further rectification within the period of time deemed appropriate by the Audit Committee:

- (a) A transaction involving a conflict of interest;
- (b) A fraud or irregular practice or material error in relation to the internal control activities; and
- (c) A violation of the law on securities and exchange, the SET regulations or the of interest;

The company hereby certifies that

- 1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand.
- 2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed ..... Director

( Mr. Apichart Karoonkornsakul )

Signed ..... Director

( Mr. Chairoj Vetnaruemarn )