



**Criteria for Shareholders to propose Nomination of Director
for Annual General Meeting of Shareholders for the year 2019**

Objective

In order to promote the corporate good governance and that the shareholders and stakeholders can be obtained properly, fairly and sustainable benefited. The company has Granting shareholders the right to propose the nominee director is considered as part of the Company's Good Corporate Governance with the purpose of equal and fair treatment of all shareholders.

1. Qualifications of Shareholders

A shareholder or shareholders who hold shares and have the right to vote in the aggregate amount of not less than 5 percent of the total shares with voting rights of the Company may submit a written nomination of candidate to be director of the Company.

2. Nominee Director's Qualification

- 2.1 The Directors must be highly qualified and hold no characteristics prohibited under the Public Limited Company Act, B.E. 2535 and the Securities and Exchange Act, B.E. 2551. or any other relevant laws regarding characteristics and scope of operations of the Company's directors.
- 2.2 Professional ethics and excellent career profile.
- 2.3 Knowledge or experience in business administration, especially in electronics, telecommunications, finance and accounting or any other areas, as the board deems appropriate.
- 2.4 Able to participating in all board's meetings and shareholders' meetings (except in case of emergency).
- 2.5 Other qualifications that the board may later consider appropriate or are required by law.
- 2.6 The candidate holds directorship not more than 5 listed companies which may not be able to dedicate time as the Company's director efficiently.
- 2.7 Any event exists or occurs, as the board may deem fit.

3. Proposal Procedure

- 3.1 The shareholder who possesses qualification according to item 1 of the criteria must submit the nomination form with the following document;
 - 1) Profile of the candidate indicating career background, and personal data of the candidate in the set template, Profile of Nominated Director "**Profile of Nominated Director Form**" which is available on the Company's website at www.adb.co.th
 - 2) Certified true copy of identification card or passport and house registration.
 - 3) Certified true copy of education certificates The Company may request for additional documents later.
- 3.2 Director nomination period is scheduled during October-December of each year. Prior notice of the nomination indicating the candidate's name and the required documents must be sent to the Company before 31 December of each year in order to provide sufficient time for the board to consider the qualifications and select the qualified candidate.
- 3.3 The board's meeting will consider and approve selecting the candidate by the majority votes on the basis of the following criteria:
 - 1) The candidate must have the basic qualifications as specified above.
 - 2) The candidate must have the appropriate potentials which, in the board's opinion, can help improve the efficiency of the board's performance. The board has the discretion to determine the appropriate position for the candidate.



- 3) After the candidate's qualifications are approved by the board's resolution, the board will propose that candidate at the shareholders' meeting for approval according to the Company's articles and association. For the candidate disapproved by the Board, the Company shall inform the shareholders through the Company's website at www.adb.co.th
- 3.4 The board may refuse to consider appointing the candidate if
 - 1) The nomination is not in compliance with specified rules.
 - 2) The candidate is unqualified according to the basic criteria set above.
 - 3) The documents required from the candidate are not completed and/or submitted later than the set schedule.
 - 4) The candidate does not consent to his/her nomination.
- 3.5 The shareholder shall completely in Director Nominating form and submit via the following
 - 1) Fax to 02 709 4397
 - 2) Send the registered mail to Company secretary at Applied DB Public Company Limited
No. 252 Moo 4, Sukhumvit Road, Prakasa Muang Samutprakarn 10280
 - 3) Email to Company secretary at adb_ir@adb.co.th



DIRECTOR NOMINATION FORM

(1) I am (Mr./Mrs./Miss).....,being the shareholder of Applied DB Public Company Limited, holding.....shares, residing at....., Road,.....Sub-District,.....District,..... Mobile Phone.....Home/Office Phone..... E-mail (if any).....Shareholding Period.....Year/Month

(2) I would like to nominate (Mr./Mrs./Miss).....,Age....., who is fully qualified in accordance with the criteria of the Company to be the director. The nominee agrees and certifies that the information provided in Form C (Director Nomination Form) and other supporting documents (if any) have been enclosed and certified true copy on every page,.....pages in total.

I certify that all information written in this Form to Nominate Director, the evidence of shares' held, the evidence of consent and other support document are correct and affix the name as evidence below:

.....Shareholder's signature
(.....)
Date.....

(3) I am (Mr./Mrs./Miss).....the nominee director in (2), consent and certify that the qualification and other documents (if any) in 3.1 of the Criteria for Minority Shareholders to propose Nominee Director is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

.....Nominee Director's signature
(.....)
Date.....

Remarks:

- 1) Required supporting documents that must be submitted along with Director Nomination Form
 - 1.1. Proof of share ownership such as certified letter from Securities Company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd (TSD) or custodian.
 - 1.2. Proof of Identity
 - Individual shareholder must submit a certified true copy of the identification card or passport (for foreigner)
 - Juristic shareholder must submit certified true copies of the corporate affidavit and identification card or passport (for foreigner) of the authorized director who has signed his/her name in Director Nomination Form
 - In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
- 2) In case several shareholders have unified to nominate a director, all shareholders must fill Director Nomination Form and affix their names as evidence separately then gather each of this form together into one set.



บริษัท แอ็พพลาย ดีบี จำกัด (มหาชน)
Applied DB Public Company Limited

- 3) ADB may drop the proposal if founded that information provided is incomplete or incorrect; or those shareholders cannot be contacted; or director nominees are not considered fully qualified.
- 4) Shareholders may complete and send this Director Nomination Form unofficially in advance to the Company via facsimile at 02 709 4397 or through the Company email address at adb_ir@adb.co.th However, the original is required to be submitted to the Company within 31 December 2018 in order to allow the Board of Directors to consider the nominee's qualified in accordance with the set criteria and propose to the AGM.



Nominated Qualified Candidate for Directorship

1. General Information:

- (1) Name-Surname (Thai).....
(English).....
- (2) Date of Birth.....Age.....Year
- (3) Nationality.....Passport No.....
- (4) Spouse's Name(Maiden Name.....)
- (5) Number of Children
- Name.....Age....., Place of Work.....

2. Current Address

Resides at.....Road.....Tambol/Khwaeng.....
Amphur/Khet..... Province.....Mobile Phone.....
Home/Office Phone.....E-mail (if any).....

3. Education Bachelor degree Higher

Educational	Major	Name of Institution Degree	Course Year

(Please attach a transcript)

4. Training programs held by the Thai Institute of Directors Association (IOD)

Curriculum name	Year
<input type="checkbox"/> Director Certification Program (DCP)
<input type="checkbox"/> Director Accreditation Program (DAP)
<input type="checkbox"/> Audit Committee Program (ACP)
<input type="checkbox"/> The Role of Chairman (RCM)
<input type="checkbox"/> Finance for Non-Finance Director (FN)
<input type="checkbox"/> Others (Please indicate)



5. Current Position (Please provide all current positions)

Company	Position	Type of Business	Period (from - to)

6. Work Experience (at least for the past 5 years)

Company	Position	Responsibility	Period (from - to)

7. Shareholding in Applied DB Public Company Limited

Nomination of candidate to be director of the Company, shareholdingShares

Spouse's Shareholding Shares

Minor children;-

1. Name holds share.....shares

2. Name holds share.....shares

3. Name holds share.....shares

8. Other Prohibited Characteristics

(1) Has been subject to the court's receiving order or declared by any court as an insolvent person, an incompetent or a quasi-incompetent person.

Yes No

(2) As has been named by the Stock Exchange of Thailand as a disqualified person to serve as the executives of listed company in accordance with Rule of the Stock Exchange of Thailand.

Yes No

(3) Has been denounced or has been tried in any criminal proceedings instituted by authorities in the offences of unfair trading practices in securities or derivatives, or fraudulent or dishonest management.

Yes No

(4) Is being barred from serving as company's executive by foreign authority.

Yes No



(5) Was convicted by the court's final judgment or fined on any count of offenses as specified in (3)

Yes No

(6) Direct and indirect interest in the Company, its subsidiary, affiliate another company which is a party to a contract made with the Company

have

No have

I (Mr./Mrs./Miss)Give consent and information

As stated above for the nomination and appointment as the Company's director and I hereby represent and warrant that all information and supplementary documents are true and complete and I hereby give my permission to Applied DB Public Company Limited to disclose such information and supplementary documents.

.....Nominee Director's signature

(.....)

Date.....