

บริษัท ชินพูน อิเลคทรอนิกส์ (ประเทศไทย) จำกัด (มหาชน) CHIN POON ELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED

152 หมู่ 5 สวนอุตสาหกรรมบางกะดี, ถนนติวานนท์, ปทุมธานี 12000 เลขประจำตัวผู้เสียภาษี 0107536000561 สำนักงานใหญ่
152 MU 5, BANGKADI INDUSTRIAL PARK, TIWANON ROAD, PATHUMTHANI 12000, THAILAND
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Notice to Shareholders Annual General Meeting of Shareholders for the Year 2024 Chin Poon Electronics (Thailand) Public Company Limited

Date: March 18, 2024

- Subject: Invitation of the Annual General Meeting of Shareholders for the Year 2024
- To: Shareholders
- Attachments:
1. QR CODE for Annual Report for the year 2023
 2. Copy of the Minutes of the Extraordinary General Meeting of Shareholders number 1/2023
 3. Curricula Vitae of the nominated Persons to be Director in Replacement for that who is due to retire by Rotation
 4. Remuneration of the Board of Directors
 5. Details of the proposed Auditors and the Audit Fee for the year 2024
 6. The Company's Articles of Association relating to the Annual General Meeting of Shareholders
 7. Documents and evidences required prior to attending the Meeting, Proxy Form, Registration and Voting Procedure
 8. Proxy Form as specified by Department of Business Development, Ministry of Commerce (Form B)
 9. Personal Data Protection for the shareholders' meeting
 10. Map of meeting location; Meeting Room at Chin Poon Electronic (Thailand) Public Company Limited

NOTICE IS HEREBY GIVEN that by virtue of the resolution of the Company's Board of Directors Meeting held on Tuesday, February 27, 2024, the Annual General Meeting of Shareholders for the year 2024 will be held on Tuesday, April 30, 2024 at 09:30 hours at Chin Poon Electronics (Thailand) Public Company Limited, Meeting Room, 152 Mu 5, Bangkadi Industrial Park, Tiwanon Rd., Muang, Pathumthani to consider the matters according to the agenda together with the Board's opinion as follows:

Agenda 1: To approve the Minutes of the extraordinary meeting of shareholders #1/2023 held on December 8, 2023

Rationale & Background: The Company convened the extraordinary meeting of shareholders #1/2023 held on December 8, 2023. The minutes of such meeting is appended as *Attachment No. 2*.

Board of Directors' Opinion: The minute of the extraordinary meeting of shareholders #1/2023 which was held on December 8, 2023 was completely and accurately recorded in a written form. The Board of Directors, therefore, recommended to the shareholders for approval.

Agenda 2: To acknowledge the Board of Directors' report on the Company's Operating Performance in the year 2023.

Rationale & Background: The Company's operating performance of the year 2023 can be found in the Annual Report.

Board of Directors' Opinion: The Board agreed to propose the report on the Company's Operating Performance in the year 2023 to shareholders for acknowledgement.

Agenda 3: To consider and approve the Company's Financial Report for the Year ended December 31, 2023 and the Auditors' report.

Rationale & Background: In compliance with Section 112 of the Public Limited Companies Act of B.E.2535 (including the amendment), the Company prepares a Statement of Financial Position and Statements of Comprehensive Income as at the end of the fiscal year of the Company and be audited by the auditor and proposes for the shareholders' approval. The details of the Statement of Financial Position and Statements of Comprehensive Income are attached herewith in the Company's Annual report for "Financial Statement" (*Attachment No.1*).

Board of Directors' Opinion: Agreed to propose the Audited Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2023, to shareholders for approval.

Agenda 4: To approve the dividend omission.

Rationale & Background: It is the Company's dividend payment policy that the dividend rate is subject to the Company annual operating performance, economic situation, future investment plan and other related matters as deemed appropriate.

Board of Directors' Opinion: Since year 2023, the Company still had operational loss, thus the Board have reviewed the Company financial status and the working capital and recommended the Meeting to approve the dividend omission.

Agenda 5: To approve the Election of Directors in Replacement for those who are due to retire by Rotation.

Rationale & Background: In compliance with the Public Limited Companies Act B.E. 2535 (including the amendment) and the Company's Articles of Association, Clause 14, one-third of the directors shall retire from office at the Annual General Meeting of Shareholders.

One Director who is due to retire by rotation in this Meeting will be:

1. Mrs. Tseng, Liu Ye Chih

Chairman of the Board

The Board also proposes the Meeting to approve the directors' remuneration.

Board of Directors' Opinion: the Board considers the qualifications and deems that Mrs. Tseng, Liu Ye Chih is qualified and knowledgeable person with fundamental, expertise from electronic industry and various professions which shall be highest benefit for the Company's operation. The Board thus agrees and recommends the Meeting to re-elect the said director to retain office for another

term. (The curricula vitae of the nominated persons are as shown in the *Attachment No. 3*).

For the remuneration of Board of Directors, after comparing with other companies in the same industry (Printed Circuit Board Manufacturing both domestic and oversea) and also the duties and responsibilities; the Board agrees and recommends the Meeting to approve the directors' remuneration as below:

1. Chairman of the Board 10,000 Baht per month, and
2. Directors 10,000 Baht per month

and details of the remuneration of the Board of Directors are as shown in the *Attachment No. 4*.

Agenda 6: **To approve the Appointment of the Auditor and the Audit Fee for the year 2024**

Rationale & Background: In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (including the amendment) indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected". The existing auditor shall be replaced on a 5-yearly basis.

The Board has considered and would like to appoint KPMG Phoomchai Audit Ltd. as the Company's Auditors for year 2024 due to their working standard which have been accepted by many international companies. Moreover, because currently the major shareholder of the Company is Chin Poon Industrial Co., Ltd., so the audit firm should be reliable and well known. The detail of the proposed Auditors and the audit fee are as shown in *the Attachment No. 5*.

Board of Directors' Opinion: The Board recommends the Shareholders Meeting to approve the appointment the auditors of KPMG Phoomchai Audit Ltd. to the Company's Auditors and approve the Audit Fee for the year 2024 at 1,030,000.- Baht. This proposed service fee is for Audit Service only. The detail of the proposed Auditors and the audit fee are as shown in *the Attachment No. 5*.

Agenda 7: **Other Business (if any)**

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders for the year 2024 on Tuesday, April 30, 2024 at 09:30 hours at Chin Poon Electronics (Thailand) Public Company Limited, 3rd floor Meeting Room; Office building, 152 Mu 5 Bangkadi Industrial Park, Tiwanon Rd., Muang, Pathumthani (refer to the map presented in *the Attachment No.10*). The commencement of registration to attend the meeting will be from 08:30 hours.

For your convenience, if you wish to appoint a person to attend and vote on your behalf in the meeting, please complete and duly execute the proxy form attached as *Attachment No. 8*.

You are kindly requested to submit the completed Proxy Form to the Company by Wednesday, April 24, 2024 or submit to the Chairman of the meeting or any other persons who have been appointed from the Chairman before the meeting started.



Yours faithfully,
By Order of the Board of Directors

(Mrs. Laksana Samranthiwawan)
Company Secretary

Annual report 2023 with a copy of financial statements for the year ended December 31, 2023 and auditor's report in QR Code format



For more details, please visit our website at:
<https://thailand.chinpoon.com/investor/19>

-Translation-
Extraordinary General Meeting of Shareholders No. 1/2023
of
Chin Poon Electronics (Thailand) Public Company Limited

Date, Time and Place of Meeting

The Meeting was held on December 8, 2023 at 9.30 hrs, at the Company's Meeting Room 3rd Floor, no. 152 Moo 5, Bangkadi industrial park, Tiwanon road, Tumbol Bangkadi, Amphoe Muang Pathum Thani, Pathum Thani province.

Preliminary Proceedings

The meeting's moderator has informed that, Mr. Chen Jung Kun, director, was selected to be the Chairman of the Meeting. The Chairman had welcomed the shareholders who attended the meeting and opened the Extraordinary General Meeting of Shareholders No. 1/2023. Mr. Chen Jung Kun informed the meeting and asked Khun Laksana Samranthiwawan to be meeting moderator to conduct the meeting and also informed all details during the meeting so that it would be clear communication and understanding. Khun Laksana then informed the Meeting that there were 32 shareholders presented (in person or by proxy), representing 831,987,955 shares equivalent to 99.83 percent of the total paid-up shares (the total issued shares of the Company equaled to 833,404,917 shares), thereby constituting a quorum as required by the company's Articles of Association.

Board of Directors: Present 2 directors

- | | | |
|----|-----------------------------|--------------------------------------|
| 1. | Mr. Chen Jung Kun | Director and chairman of the meeting |
| 2. | Mrs. Laksana Samranthiwawan | Director |

The Management: Present 4 persons

- | | | |
|----|------------------------|--|
| 1. | Mr. Jason Chen | AVP of the manufactory department |
| 2. | Ms. Kanda Opasri | Factory manager |
| 3. | Mrs. Jittima Noeythong | Senior manager of Sales and Marketing |
| 4. | Mr. Chartchai Soiraya | Senior manager of Human Resources and General Admin. |

Before convening the shareholders' meeting, meeting moderator had informed the Meeting the procedures to conduct the Meeting and voting's procedures for the shareholders in each agenda item as follows:

1. The shareholders who are personally attending the Meeting and proxy holders who have been given proxy to vote at this Meeting will have each been given a ballot paper when they registered for the Meeting.
2. The Meeting will consider the agenda items in the order as per the notice of the Meeting. The information in each agenda will be presented and the shareholders will be given opportunity to ask questions they may have before asking for the resolution in the relevant agenda. If the shareholders

or proxyholders wish to ask questions or express their views, they are required to inform their names and last names to the Chairman. In case of proxyholders, they are required to inform the shareholders who give proxies to attend the Meeting.

3. After the shareholders have been given the information related to each agenda item, which is presented to the Meeting for acknowledgement, the shareholders who disagree or abstain from voting on an agenda item must indicate their voting choices on the ballot paper given before the Meeting. When this is done, the shareholders shall raise their hands so that the staff can collect the ballot paper.
4. Each shareholder has one vote per share held. Any shareholder who have special interest in any agenda is prohibited to exercise his/her voting rights in such agenda.
5. In counting the votes, agenda item no. 1 and no.3 requires majority of the votes of the shareholders who attend and exercise their votes while agenda item no. 2 requires the votes of the shareholders who are present at the meeting and have the right to vote of not less than three fourths of the total issued shares of the Company. The Company will deduct the votes of disapproval and abstention from the total votes of the Meeting. The rest of the votes will be deemed votes of approval. Where no-one has stated an opposing or differing opinion, the Meeting will be deemed to have unanimously agreed or given a unanimous approval. As to save time during the collecting of the votes, the Meeting will proceed with the next agenda item.

The Chairman then declared the Meeting duly convened and proposed the Meeting to consider the following matters according to the agenda items.

Agenda item no. 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders held on April 28th, 2023

Meeting moderator proposed that the Meeting to certify the minutes of Year 2023 Annual General Meeting of Shareholders held on April 28th, 2023. The shareholders were asked, if anyone wished to add any wording to the minutes of Year 2023 Annual General Meeting of Shareholders which have been sent to every shareholder, no shareholders had any comment. It was proposed by the Chairman that the minutes of Year 2023 Annual General Meeting of Shareholders would be certified.

Resolution The Meeting unanimously resolved that Year 2023 Annual General Meeting of Shareholders held on April 28th, 2023 as Chairman proposed, be certified by the votes as follows:

Approved	831,987,955	shares	equal to	100%
Disapproved	-	shares	equal to	0
Abstained	-	shares	equal to	0

Agenda item no. 2 To consider and approve the increase of the Company's registered capital and the amendments to Clause 4 of the Company's Memorandum of Association to reflect the capital increase

Meeting moderator informed the Meeting that the Company was planning to invest in its new printed circuit board factory and was required to be compliance with the condition to receive investment promotion from Board of Investment, it was proposed that the Meeting considered and approved the increase of the Company's registered capital for another Baht 705,882,332, from the existing registered capital of Baht 833,404,917, to be new registered capital Baht 1,539,287,249 by issuing 705,882,332 new ordinary shares with a par value of Baht 1 each.

In addition, she also proposed that Clause 4 of the Company's Memorandum of Association would be amended to reflect the increase of the Company's registered capital, according to the following details:

Clause 4. The registered capital Baht 1,539,287,249			(Baht One Thousand Five Hundred and Thirty Nine Million Two Hundred and Eighty-Seven Thousand Two Hundred and Forty-Nine)
Divided into	1,539,287,249 shares		(One Thousand Five Hundred and Thirty Nine Million Two Hundred and Eighty-Seven Thousand Two Hundred and Forty-Nine shares)
At the par value of	Baht 1 each		(Baht One) each
Categorized into			
Ordinary shares	1,539,287,249 shares		(One Thousand Five Hundred and Thirty Nine Million Two Hundred and Eighty-Seven Thousand Two Hundred and Forty-Nine shares)
Preferred shares	- None-		(-)

Meeting moderator had informed the meeting that in this agenda should be approved by a vote of not less than three-fourths of the number of shares of shareholders and proxies attending the meeting and having the right to vote.

The Chairman asked the shareholders if there were any shareholders who had any questions or concerns. One shareholder, Mr. Hangchai Akkhawasakul, a representative from the Thai Shareholders Association, who was shareholder and took another two shareholders' representatives asked questions as follows:

1. Since the company had capital increased in last June and the purpose of this capital increase would be for production capacity of printed circuit board expansion. He would like to know if there was a plan to use this capital increase to repay loan/debt or not.

2. If this capital increase also be reserved for warrants? If there were warrants, what would be the conversion price of the warrants, what is the amount? If there was no warrant, please ignore this question.

Khun Laksana had explained that the purpose of June capital increase was to increase the Company's liquidity but for this December capital increase, it would be an investment in the production of Multi-layer printed circuit board expansion. This investment project would be around Baht 3,900 million. In the first phase, the company would increase capital by Baht 1,200 million (share capital + share premium) and the rest would come from subsequent capital increases and borrowing money from financial institute in the future. This capital increase would be used for land purchasing; factory building construction and purchases of machinery. The Company did not need to reserve money for the conversion of warrants or debentures because the Company did not have both warrants and convertible debenture.

Khun Hangchai requested that questions and answers from today's meeting would be recorded in the meeting minutes. He also asked if funds would be used to purchase land, would the land be located in this area or anywhere else. Khun Laksana clarified that the land that the company would purchase would be land in Bangkadi Industrial Park. In the meantime, a memorandum of understanding for the land purchase had been signed. Because the company was a foreign company, to be able to buy land it was necessary to receive investment promotion from the Board of Investment (BOI) only. The company had already submitted documents to receive investment promotion since September. It was in the process of consideration and would be presented to the BOI subcommittee. After the Company had received investment promotion, the Company could buy this land.

The Chairman asked the shareholders if there were any shareholders who had any other questions, if no any other questions, he would like the meeting to consider and approve the increase of the Company's registered capital and Clause 4 of the Company's Memorandum of Association amendment.

Resolution

The Meeting unanimously resolved to approve the increase of the Company's registered capital for another Baht 705,882,332 from the existing registered capital of Baht 833,404,917, to be new registered capital Baht 1,539,287,249 by issuing 705,882,332 new ordinary shares with a par value of Baht 1 each and the amendments to Clause 4 of the Company's Memorandum of Association to reflect the capital increase according to the above details, be approved by the votes as follows:

Approved	831,987,955	shares	equal to	100%
Disapproved	-	shares	equal to	0
Abstained	-	shares	equal to	0

Agenda item no. 3 To consider and approve the allotment of new issued ordinary shares in amount of 705,882,332 shares

Due to the increase of the Company's registered capital approved in Agenda item no. 2 above, the meeting moderator proposed that the meeting should consider and approved the allotment of 705,882,332 new ordinary shares at the par value of Baht 1 each, in one or several tranches, to existing shareholders by way of rights issue, whose names appear in the share register book on November 17, 2023 with subscription ratio of 1.180657 existing shares to 1 new shares (Any fraction of the allotment of such new shares would be disregarded) at the offering price of Baht 1.70 per share.

Any unsubscribed shares from the subscription by the existing shareholders (**Unsubscribed Shares**) would during the subscription period be re-allotted to the shareholders, who wished to subscribe such Unsubscribed Shares in excess of their entitlement, in proportion to their shareholding at the same offering price. Such Unsubscribed Shares would be re-allotted to the shareholders, who wished to subscribe such Unsubscribed Shares only when there were new ordinary shares remaining from the allotment to existing shareholders who had already completed their subscription under rights issue. The subscription period of new shares would be between December 20-26, 2023 (totaling 5 business days). The Chairman of the Board of Directors or his designated person would be authorized to amend and/or determine the closing date of the Company's share register book in order to determine the names of shareholders who are entitled to subscribe for new ordinary shares, and subscription period, as well as to determine terms and all other details relating to the offer of such unsubscribed shares to the shareholders who wished to subscribe for excess rights shares in proportion to the shareholding of each of such shareholders until no new shares remained unsubscribed.

If the number of the Unsubscribed Shares were sufficient for allotting to all shareholders subscribing for excess rights shares, the Unsubscribed Shares might be allotted to each shareholder subscribing for excess right according to the number of shares specified in his/her subscription. Any new ordinary shares remaining unsubscribed at this stage would be proposed for the consideration of the shareholders' meeting for further capital reduction.

The Chairman of the Board of Directors or his designated person would be also authorized to amend wording or statement in any documents ie. minutes of shareholders' meeting, the Memorandum of Association and/or applications and/or carry out any acts in order to comply with the registrar's advice in applying for registration of the Company's capital increase to the Business Development Department, Ministry of Commerce.

The meeting moderator also informed the meeting that in the slides projected on the screen was a brief summary of information regarding the subscription of new shares. The shareholders would receive detailed documents again from Thailand Securities Depository Co., Ltd. (TSD) who would send documents to shareholders together with notification of the number of shares subscription rights. It was expected that the document would be sent to all shareholders on December 13, 2023.

The Chairman asked the shareholders if there were any shareholders who had any other questions and there was one shareholder named Mr. Nara Sripetch asked questions as follows:

1. Because the company was not listed in the Stock Exchange of Thailand, many information was not generally available therefore, he would like to ask how much the Company's shareholders' equity was?
2. From this capital increase he would like to know the duration of the project, when it would be completed and when it was expected to start production.

The Chairman of the meeting answered the 2nd question that it would take around 2 years and expected to start operation by next 2 years or year 2025. Moreover, Khun Laksana had informed that currently the Company had shareholders equity total Baht 1,291 million.

Khun Nara asked further questions that for this capital increase, the minority shareholders did not have information and subscribed the new share according to their right, the major shareholder would take their over right shares or not. Khun Laksana described that major shareholders; Chin Poon Industrial Co., Ltd. in Taiwan would subscribe all these increase shares, therefore if the minority shareholders did not subscribe their shares according to their right, our major shareholder would take all shares over their right.

The Chairman asked the shareholders if there were any shareholders who had any other questions, if there was no any further questions, he would like to meeting to approve the allotment of new issued ordinary shares.

Resolution The Meeting unanimously resolved that the allotment of 705,882,332 new shares at the par value of Baht 1 each according to the above details, be approved by the votes as follows:

Approved	831,987,955	shares	equal to	100%
Disapproved	-	shares	equal to	0
Abstained	-	shares	equal to	0

Agenda item no. 4 Other Business (if any)

The Chairman asked the shareholders if there were any shareholders who had any other questions, and there was 1 shareholder, Mr. Hangchai Akkhawasakul, would like to ask some information of the Company and if it was the Company confidential information, it would be acceptable not to answer this question. If it was not, he requested to record it in the meeting minutes so that shareholders who did not attend the meeting today would also receive this information. He asked if this capital increase was an investment in expanding the production of printed circuit boards that would be used in what industry and what the future growth trend would be? He also shared his opinion that the automotive industry tended to grow continuously, especially electric vehicle from China manufacturers which had been produced more and more. He thought that other major automotive manufacturers in the world might have to develop their own technology to compete with China manufacturer.

The Chairman explained that this capital increase would be the expansion of printed circuit boards production for the automotive industry. The company had also focus the future growth trend of this industry, not only in Thailand but it was also the potential future growth business in the world. Therefore, it was the main objective of this capital increase for investment. The Company expected to receive an investment promotion certificate around the end of December or the beginning of January and because it was a big investment and needed a lot of money, the machines used in production would be intelligent and automated to increase production efficiency, high quality and energy saving.

No others business has proposed by the shareholder for the meeting consideration, the Chairman then thank to the meeting attended and close the meeting.

The Meeting was closed at 10.05 hrs.

Certified for correctness of the minutes

-Signed-

(Mr. Chen Jung Kun)

Chairman of the meeting

-Signed-

(Mrs. Laksana Samranthiwawan)

Company's secretary/ the minutes recorder

*** The Curricula Vitae of the nominated Persons to be Director in Replacement for those who are due to retire by Rotation**



Name	Mrs. Tseng Liu Yu Chih
Age	74 Years old
Nationality	Taiwanese
Position	- Chairman of the Board, authorized to sign on behalf of the Company
Education	Bachelor Degree – Business Management – Taiwan
Tenure in Directorship	1 year & 2 months
Family relationship between directors	- None -
Position in other Business	<ul style="list-style-type: none"> - Listed Company <ul style="list-style-type: none"> - Chairman of the Board CHIN POON INDUSTRIAL CO., LTD. TAIWAN (Listed Company in SET - Taiwan) - Other Business (Non-listed Companies) <ul style="list-style-type: none"> - Chairman of the Board CHIN POON (CHANG-SHU) ELECTRONIC CO., LTD. CHINA - Holding directorship in other companies which compete directly/have any related business, which is material to the Company <ul style="list-style-type: none"> - None -
Previous Experiences	Assistant Engineering Manager CHIN POON INDUSTRIAL CO., LTD. TAIWAN
Board of director meeting attendance	Had attended the Company board of directors meeting 7/7 times
No. of shareholding	-0- shares

Remuneration of the Board of Directors

According to Board of directors meeting #1/2024 on February 27, 2024, after comparing with other companies in the same industry (Printed Circuit Board Manufacturing both domestic and oversea) and also the duties and responsibilities, the Board of Directors thus agreed to propose the year 2024 Board of Directors' remuneration to the shareholders as follows:

	Year 2024 Monthly Remuneration	Year 2023 Monthly Remuneration
Chairman of the Board	Baht 10,000.00	Baht 10,000.00
Board members	Baht 10,000.00	Baht 10,000.00

Details of the proposed Auditors and the Audit Fee for the year 2024

The Board of Director Meeting No. 1/2024 held on February 27, 2024 agreed with the management to propose for final approval of the Annual General Meeting of Shareholders the appointment of the Company's auditor and the audit fee for the year 2024 as the following details:

1. To appoint the auditor of KPMG Phoomchai Audit Ltd. as the Company's auditor as the following details:

Auditors' Name	Certified Public Accountant	
	Registration No.	Past Auditing Year
1. Mr. Natthaphong, Tantichattanont	8829	4 year
2. Mr. Waiyawat Kosamarnchaiyakij	6333	--
3. Ms. Sophit, Prompol	10042	--

One of the above auditors has authorized to audit and sign for the Company's financial report. If such certified auditor is unable to perform his/her assigned duties, then KPMG Phoomchai Audit Limited can arrange for another certified auditor to replace him/her.

The Board has considered and given the opinion that KPMG Phoomchai Audit Ltd.'s working standard has been accepted by many international companies. Moreover, because currently the major shareholder of the Company is Chin Poon Industrial Co., Ltd., so the audit firm should be reliable and well known.

The Board recommends the Meeting to approve the appointment of KPMG Phoomchai Audit Ltd. to be the Company's auditor for the year 2024 with the audit fee at 1,030,000 Baht.

2. To determine the audit fee for the year 2024 and acknowledge the fee totally amounted to 1,030,000 Baht as the following details:

	Year 2024 Audit fee (Baht)	Year 2023 Audit fee (Baht)
• Annual Audit fee	1,030,000.00	995,000.00
• Non audit service fee	570,000.00	550,000.00

Remarks: The Company did not have any subsidiary or associated company.

The Company's Articles of Association relating to the Annual General Meeting Shareholders

Directors' Qualifications, Election and Rotation of Directors

12. The Company's director shall be at least five (5) in number, provided that half of the total number of directors must have residence in Thailand.

13. A shareholders Meeting shall elect directors in accordance to the following rules and procedures:

- a) Every shareholder has one vote for every share held.
- b) Each shareholder shall cast all his/her votes in a) to elect a director or more but he/she not allot his/her votes to any such person.
- c) The persons who receive the highest votes in their descending order shall be elected directors in number not exceeding the number of directors to be elected in that meeting. In case the last person in that respective order and the person next to him have equal votes, the chairman of the meeting shall have a casting vote.

14. At every annual ordinary general meeting the Company, one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third must retire from office.

The directors to retire on the first and second year following the registration of the Company shall be decided by drawing lots. In each subsequent year, the directors who have been in office longest shall retire first.

15. Apart from retirement by rotation, the directors shall vacate office upon:

- 1) death
- 2) resignation
- 3) loss of qualifications or disqualification by law
- 4) removal by a resolution of the shareholders' meeting pursuant to Article 18
- 5) removal by court order

16. The director may resign from the directorship and has to submit the resignation letter to the Company. The effective date will be counted at the date of this letter has reached the Company.

The resigned director from the previous clause may inform his/her resignation to the registration office.

17. In the case of a vacancy of directorship for reason other than expiration of term of office, the Board of directors shall elect a person possessed of qualifications and not possessed of disqualifications under the section 68 of the Public Company Limited Act, B.E. 2535 as the replacement director in the next meeting of Board of directors, unless the remaining term of office of the director is less than two months. The replacement director pursuant to paragraph one may hold only for the remainder of term of office of the director whom he replaces.

The resolution of the Board of directors under paragraph one must be supported by votes not less than one third of number of the remaining directors.

18. A director may be removed for any reason at any time by a resolution passed by the votes of not less than three-fourths of the shareholders present or represented and entitled to vote at the general meeting and holding at least half of the number of shares held by shareholders attending the meeting and being entitled to vote.

19. The directors may occupy the company's shares.

23. The directors have to perform their duties and responsibilities according to the law, objectives, Company's Articles of Association and the shareholders meeting resolution.

24 No director shall engage in any business of similar nature and in competition with the businesses of the Company unless he has notified the general meeting of shareholders prior to his appointment to the Board of Directors.

Shareholder's meeting

28. The Board of directors shall hold the annual ordinary meeting of shareholders within four months from the date ending the account period of the Company.

Other meeting of shareholders in addition to the annual meeting shall be called extra-ordinary meetings. The Board of directors may convene an extra-ordinary meeting of shareholders any time it deems expedient or the 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 holding shares amounting to not less than one-tenth of the total number of shares sold may subscribe their names to a notice requesting the Board of directors to convene an extra-ordinary meeting of shareholders at any time but they shall also specify reasons for such request in the notice. In such case, the Board of directors must arrange for a meeting of shareholders within one month from the date of receipt of the notice.

29. In calling a meeting of shareholders, the Board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with reasonable details, by expressly specifying as to the matters to be set forth to the meeting for information; approval, or consideration, as the case may be, including opinion of the Board of directors on said matters, and send the same to the shareholders and the Registrar for information not less than seven days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than three days before the date of the meeting.

30. In the meeting of shareholders there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders shares amounting to not less than one-third of the total number of sold shares to constitute a quorum.

In the event at any meeting of shareholders, upon the lapse of one hour from the time fixed for the meeting commencement, number of the shareholders present is insufficient to form a quorum under paragraph one; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the

shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

31. A resolution of the meeting of shareholders shall be supported by votes as follows.

(1) In a normal case, by the majority of votes of the shareholders present and voting; in case of an equality of votes, the chairman of the meeting shall have the casting vote.

(2) In cases as follows, by votes not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:

(a) The sale or transfer of business of the Company, in whole or in essential part, to other persons;

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

(c) Entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

32. The agenda that the annual general meeting shall be performed are as follows.

(1) To approve of the Board of Directors' Report for the operating result of previous year.

(2) To consider and approve the financial report.

(3) To consider and approve the allocation of the net profit to Legal Reserve.

(4) To approve the election of directors in replacement of those who were due to retire.

(5) Appoint the Company's auditor.

(6) Other matters

Dividends and Reserves

37. No dividend shall be paid other than out of profit. As long as the Company continues to sustain accumulated losses, no dividend shall be paid.

Dividends shall be distributed according to the number to shares in equal amount on each share.

The Board of Directors may pay interim dividends to the shareholders from time to time if they feel that the Company has sufficient profit to do so. Any distribution of interim dividends shall be reported at the next general meeting.

Payment of dividends shall be made within one month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. Written notice shall also be sent to the shareholders and the publication of notice of such payment of dividends shall be made in a newspaper.

38. The Company shall allocate to a reserve fund at least five percent of the annual net profit less total accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than ten percent of the registered capital.

Documents and Evidences required prior to attending the Meeting, Proxy Form, Registration and Voting Procedure

This will create confidence among shareholders, investors, and all related parties, in order to have the meeting of shareholders of the company performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential documents showing the status of shareholders or their representatives who are entitled to participate in the meeting examined and as the standard procedures to be followed further by them. However, the company hereby reserves the right for making the exception in submitting such documents or evidential documents showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the company

1. Documents Required Prior to Attending the Meeting

- Registration form or Proxy form (for the Proxy)

For Natural Person

1. Self-Attending:

- Identification card or governmental identification card or driving license or passport (for non-Thai nationality Shareholders)

2. Proxy:

- Proxy Form attached to the Notice to Shareholders, completely filled in
- Certified true copies of identification card or governmental identification or driving license or passport (for non-Thai nationality Shareholders) of both the Shareholder and the Proxy

For Juristic Person

- Representative of Shareholder (Authorized Director) Attending the Meeting
 - Certified true copy of identification card or governmental identification or driving license or passport (for non-Thai nationality Shareholders)
 - Copy of Shareholder's Letter of Certification (Affidavit) issued by Ministry of Commerce certified by the authorized director(s)
- General Proxy
 - Proxy Form attached to the Notice to Shareholders, completely filled in
 - Certified true copy of identification card or governmental identification or driving license or passport (for non-Thai nationality Shareholders) of the authorized director(s) who has the authority to act on behalf of the juristic person and the Proxy
 - Certified true copy of Shareholder's Letter of Certification (Affidavit) issued by Ministry of Commerce or certified true copy of Affidavit of the company registered abroad
- Custodian in Thailand Authorized to Act for Foreign Investors Abroad

- The documents required are the same as stated in item 1 or 2 of For Juristic Person
- In case the foreign investors authorize the custodian to sign in the Proxy Form, more documents required are as follows:
 - Power of Attorney from the foreign investors authorizing Custodian in Thailand to sign in the Proxy Form
 - Letter to certify that the person signing in the Proxy Form is legally allowed to do the Custodian business

In case the original documents are not in English, the English translation shall be required and certified true and correct by the Shareholder or the authorized representative(s) of the Shareholder.

2. Proxy Form

Department of Business Development, Ministry of Commerce specified Proxy Forms according to Regulation of Department of Business Development Re:Form of Proxy (No.5) B.E. 2550 as follows:

- 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

The Company distributes the Proxy Form B as specified by Department of Business Development, Ministry of Commerce as attached herewith.

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

1. Complete either the Proxy Form herewith attached or the other Form mentioned above only one Proxy Form. If not Custodian, you can use Proxy Form B.
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 a Director of the Company by making a choice in front of a name of such Director and completely fill the Proxy Form. The Company's Directors are:

- | | |
|---------------------------|---------------|
| - Dr. Adul Amatavivadhana | Age: 85 years |
| - Mr. Chen, Jung-Kun | Age: 61 years |

3. Affix the 20 Baht duty stamp and specify the date of Proxy across such duty stamp. For your convenience, the Company will provide the duty stamp to facilitate the Proxy when registration to attend the meeting.
4. Return the completed Proxy Form to the General Administration Department by contacting Ms. Khanjana Yuket or Ms. Jenjira Somsri, Telephone 02-501-1040 and fax. 02-106-3110 by Wednesday, April 24, 2024 for the documents verification.

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 08.30 hours at Chin Poon Electronics (Thailand) Public Company Limited, 3rd floor Meeting Room, Office building, 152 Mu 5, Bangkadi Industrial Park, Tiwanon Rd., Muang, Pathumthani. Please refer to the map attached.

4. Voting

Voting Regulation

General Agenda

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.
2. In case of Proxy
 - 2.1 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.
 - 2.2 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.

Election of Director's Agenda

In accordance with the Clause 13 of the Company's Articles of Association stated that a Shareholders Meeting shall elect directors in accordance to the following rules and procedure.

- (1) The Shareholder shall have one vote for one share.
- (2) Each shareholder shall cast all its votes to elect a director or more but it may not allot its votes to any such person.
- (3) The persons who receive the highest votes in their descending order shall be elected directors in a number not exceeding the number of directors to be elected in the meeting. In case the last person in that respective order and the person next to him have equal votes, the chairman of the meeting shall have a casting vote.

Voting Procedures

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

- (1) The Chairman will propose the Meeting to have the vote in each Agenda by asking time by time whether there is any Shareholder approve, disapprove or abstain.
- (2) The Shareholder or Proxy has to cast its votes of approving, disapproving or abstaining openly by showing of hand and also marked ☐ his/her vote onto 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 made from the voting of Shareholder or Proxy. Then the vote result of every agenda shall be informed to the Meeting after the adjournment of each agenda.

Personal Data Protection for the shareholders' meeting

The Company values and respects the right of privacy and security of your personal information as a shareholder. attorney or proxies by establishing policies, regulations and criteria in the operation of the company with strictly measures to maintain the security of personal information so that you can be confident that your personal information that the Company received will be used to meet your needs and legally. The Company would like to inform you as the owner of personal data about the purpose and details of the collection, use and/or disclosure of personal data as well as your legal rights related to personal data as follows:

“Personal Information” means information that enables you to be identified either directly or indirectly.

1. Personal data collected, used and/or disclosed by the Company and attendance at the shareholders' meeting; name, surname, age, date of birth, ID number, passport number, tax payer identification number, securities holder registration number, contact information such as address, workplace, telephone number, fax numbers, e-mails, audio recordings, photos, movies and any other information that is considered as personal data under the Personal Data Protection Laws, the Company would like to request you sending a photo and/or a copy of your ID card for identity verification. The information in the ID card may contain sensitive personal information such as religion, blood group which the Company will not collect all these sensitive personal information from you, the Company ask for your cooperation to block out the information in that section before providing a copy of the ID card to the Company.
2. Objectives and legal bases for collecting, using and/or disclosing personal data; the Company will collect, use and/or disclose your personal data only as necessary under legitimate purposes or have a legal basis to support. Whether it is legal duty (Legal Obligation) such as meetings invitation and conducting the shareholders' meetings, identity verification, the relevant documents delivery or any action in order to comply with the law, such as the Public Act, BE 2535, the Civil and Commercial Code and any other relevant laws or performing necessary actions under the Company's legitimate interests or of other persons or juristic persons (Legitimate Interest), such as the minutes of the shareholders' meeting preparation, photos and/or video recording during the meeting to be used as evidence of the meeting, public relations through any printing and/or electronic media, for security purpose including any other necessary matters which your fundamental rights in personal data was taken into account and not beyond the extent that you can reasonably expect.
3. For the source of personal information, the Company will collect personal information from you directly and/or may collect personal information from the registrar (here is “Thailand Securities Depository Co., Ltd.” (TSD)), only in case of necessity required by law.
4. Disclosure of personal information, the Company may disclose your personal information to government agencies, regulator and other related persons or agencies under the set objectives in this data protection policy such as the Ministry of Commerce, Thailand Securities Depository Co., Ltd., courts, data processors, external service provider, legal authorized persons etc.. The Company will ensure that the person or agency responsible for such information collection, uses and/or discloses your personal data within the stated objective in accordance with this policy.

5. Period of storage of your personal data, the Company will preserve your personal data for the certain period during you are a shareholder of the Company or for the necessary period to achieve the relevant objectives. It may need to be kept afterwards if required by law or not more than 10 years. All reasonable procedures will be taken to delete or destroy your personal data or make it non-personally identifiable when it is no longer needed or when such period has expired.

6. Protection of your personal data, the Company will store your personal data in accordance with technical measures and administrative measures (Organizational measures) to maintain the security of the appropriate processing of personal data and to prevent the violation of personal data. The Company has established the protection of personal data policies, regulations and criteria such as security standards of information technology systems to prevent any unauthorized information recipients from the Company to use or disclose this information for other purposes without authority or illegitimately. The Company has amended this personal data policy, regulations and criteria from time to time as necessary and appropriate.

In addition, executive staffs, employees, contractors, agents, advisors and recipients of information from the Company have obligation to maintain the confidentiality of personal information in accordance with the confidentiality measures set by the company.

7. Your rights regarding personal data, your rights are legal rights, such as

- the right to cancel your consent,
- the right to access the information,
- the right to request any data transfer,
- the right to object any provided information,
- the right to request deletion or destruction of data,
- the right to request to suspend the use of information,
- the right to request correction of information,
- the right to complain,

in which you can request to exercise your rights which is subject to the law requirements as set forth now or as amended in the future as well as the criteria set by the Company. In case that you are under 20 years old or limited in your ability to conduct legal acts, you can apply the right through your parents, legal guardian or agent as requester.

Your exercising rights mentioned above may be restricted under applicable law and in some cases where it is necessary, the Company may refuse or be unable to process your request to exercise the above rights. For example: to comply with a law or a court order, for public interest, the rights may violate the rights or liberties of other persons etc. If the Company rejects the above request, the Company will notify you of the reason for the refusal.

PROXY FORM B (SPECIFIC DETAILS FORM)
According to Regulation of Department of Business Development
Re : Form of Proxy (No. 5) B.E. 2550

Written at
 DateMonth.....Year.....

(1) I.....Nationality.....
 Address.....Road.....Sub-district.....
 District.....Province.....Postal Code.....

(2) being a shareholder of ...**Chin Poon Electronics (Thailand) Public Company Limited**
 the holding the total amount of.....shares with the voting rights of.....votes as follows:

Ordinary shareshares with the voting rights of.....votes
 Preferred share.....shares with the voting rights of.....votes

(3) do hereby appoint either one of the following persons:

☐ (1)..... Age..... Year
 Address.....Road.....Sub-district.....
 District.....Province.....Postal Code.....or

☐ (2) Dr. Adul Amatavivadhana Age.....85.....Year
 Address...410 Punya Village ...Road.....Patthanakarn.....Sub-district.....Suan Luang.....
 District.....Suan Luang.....Province BangkokPostal Code...10250.....or

☐ (3) Mr. Chen, Jung-Kun..... Age.....61.....Year
 Address...152 Mu 5, Bangkadi Industrial Park ...Road...Tiwanon.....Sub-district... Bangkadi.
 District.....Muang.....Province PathumthaniPostal Code...12000.....or
 as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for the Year
 2024 to be held on Tuesday, April 30, 2024 at 09:30 hours at Chin Poon Electronics (Thailand) Public Company
 Limited, 3rd floor Meeting Room, Office building, 152 Mu 5, Bangkadi Industrial Park, Tiwanon Rd., Muang,
 Pathumthani or at any adjournment thereof.

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

Agenda 1 : **To approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on December 8, 2023**

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 : **To acknowledge the Company's Annual Report for the year 2023**

Agenda 3 : **To consider and approve the Company's Financial Report for the Year ended December 31, 2023 and the Auditors' report**

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 : To approve the Dividend omission

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 : To approve the Election of Director in Replacement for those who is due to retire by Rotation and the Remuneration of Board of Directors.

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instruction:

To elect each director individually

5.1 Name of Director : Mrs. Tseng Liu Ye Chih

☐ Approve ☐ Disapprove ☐ Abstain

5.2 To approve the remuneration of Board of Directors

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 : To approve the Appointment of the Auditor and the Audit Fee for the year 2024

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 : Other Business (if any)

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of directors, it is applicable to either directors as a whole or elect each director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of Chin Poon Electronics (Thailand) Public Company Limited.

For the Annual General Meeting of Shareholders for the Year 2024 to be held on Tuesday, April 30, 2024 at 09:30 hours at Chin Poon Electronics (Thailand) Public Company Limited, 3rd floor, Meeting Room, Office building , 152 Mu 5, Bangkadi Industrial Park, Tiwanon Rd., Muang, Pathumthani or at any adjournment thereof.

Agenda No.: Subject.....

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No.: Subject.....

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No.: Subject.....

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No.: Subject.....

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instruction :

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No.: Election of Directors (continued)

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director

☐ Approve

☐ Disapprove

☐ Abstain

