

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
TEL. 66-2-501 1241-6 FAX. 66-2-106-3110 www.chinpoon.com

Notice to Shareholders Annual General Meeting of Shareholders for the Year 2025 Chin Poon Electronics (Thailand) Public Company Limited

Date: March 17, 2025

Subject: Invitation of the Annual General Meeting of Shareholders for the Year 2025

To: Shareholders

Attachments:

1. QR CODE for Annual Report for the year 2024
2. Copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2024
3. Curricula Vitae of the nominated Persons to be Directors in Replacement for that who are 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 2025
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 Wednesday, February 26, 2025, the Annual General Meeting of Shareholders for the year 2025 will be held on Wednesday, April 30, 2025 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 Annual General Meeting of Shareholders for the Year 2024

Rationale & Background: The Company convened the Annual General Meeting of Shareholders for the Year 2024. The minutes of such meeting is appended as *Attachment No. 2*.

Board of Directors' Opinion: The minute of the Annual General Meeting of Shareholders for the Year 2024 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 2024.**

Rationale & Background: The Company’s operating performance of the year 2024 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 2024 to shareholders for acknowledgement.

Agenda 3: **To consider and approve the Company’s Financial Report for the Year ended December 31, 2024 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, 2024, 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 the Company had profits from operations in Y2024, the Company currently has a large accumulated loss and the Board had considered the Company's overall financial position and investment expansion in the near future, therefore, the Board deemed it appropriate to propose to the shareholders' meeting to consider approving 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.

Three Directors who are due to retire by rotation in this Meeting will be:

- | | |
|--------------------------------------|----------------------|
| 1. Mr. Vincent Huang (Huang Wei Jin) | Director |
| 2. Mr. Pi Chi Lin | Director |
| 3. Mr. Suchart Tantimekabut | Independent director |

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

Board of Directors' Opinion: the Board considers the qualifications and deems that Mr. Huang Wei Jin (Vincent Huang), Mr. Pi Chi Lin and Mr. Suchart Tantimekabut are 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 directors 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
2. Directors 10,000 Baht per month, and
3. Independent director 15,000 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 2025**

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 2025 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 2025 at 1,080,000.- 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 2025 on Wednesday, April 30, 2025 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 Friday, April 25, 2025 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 2024 in QR Code format



**a copy of financial statements for the year ended December 31, 2024
and auditor's report in QR Code format**



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

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(Translation)

Minutes of Year 2024 Annual General Meeting of Shareholders

The meeting was held on April 30, 2024 at 09:30 hours, at Chin Poon Electronics (Thailand) Public Company Limited, 3rd floor meeting room at office building, 152 Mu 5 Bangkadi Industrial Park, Tiwanon Road, Muang, Pathumthani Thailand.

The meeting staff informed the meeting that there were 29 shareholders presented (in person or by proxy), representing 1,537,835,959 shares equivalent to 99.91 percent of the total paid-up shares, thereby constituting a quorum as required by Article 30 of the company's Articles of Association. She then declared the meeting duly convened and proposed the meeting to consider the following matters according to the agenda.

The Directors and the management attending the meeting were as follows:

Board of Directors: Present 2 directors

- | | |
|-------------------------------|----------|
| 1. Mr. Chen Jung Kun | Director |
| 2. Mrs. Laksana Samranthiawan | Director |

The Management: Present 2 persons

- | | |
|---------------------------|--|
| 1. Mr. Jason Chen | AVP of Manufacturing |
| 2. Ms. Kanda Opasri | Plant manager |
| 3. Mrs. Jittima Noeythong | Sr. Sales and Marketing Manager |
| 2. Mr. Chartchai Soiraya | Sr. Human Resources and General Admin. Manager |

The meeting staff informed the meeting that since there were 2 directors attending the meeting, the chairman of the board was unable to attend the meeting due to other engagements, so she proposed that Mr. Chen Jung Kun, a director, be the chairman of the meeting. She asked if any shareholders had any other opinions, and the shareholders who attended the meeting agreed to have Mr. Chen Jung Kun be the chairman of the meeting today. After that, the chairman assigned the meeting staff to explain the meeting procedures and the voting procedures for shareholders in each agenda before considering the meeting agenda.

Before the meeting commenced, the meeting staff had explained the voting procedure that a vote cast of each agenda shall be done openly by hand showing and returned the voting card (distributed to shareholder or proxy when registration to the meeting). Then the voting card shall be collected by meeting staff for counting votes and using as voting evidence of each agenda. One share would be entitled to one vote.

In counting votes in agenda items 1, 3, 4, 5 and 6, the majority vote of the shareholders attending the meeting and casting votes shall be considered. The Company shall deduct the votes of disapproval and abstention from the total number of votes attending the meeting. The remaining votes shall be considered as votes of approval for that agenda item. In the event that no one expresses any objection or other opinion, it should be deemed that the meeting unanimously approves or approves.

In order not to waste time while waiting for the vote counting, the next agenda item should be considered.

After the meeting staff had informed the meeting of the voting details, the Chairman started opening the meeting and proceeding with the meeting according to the following agenda items:

1. To approve of the Minutes of Extraordinary Meeting of Shareholders #1/2023

The Chairman proposed the meeting to consider and approve the Minutes of Extraordinary Meeting of Shareholders #1/2023 of the Company which had been held on December 8, 2023 and it had correctly been recorded, a copy of which together with the notice was distributed to all shareholders.

The Meeting's Resolution: After consideration, the Meeting approved the said minutes with the following votes:

Approved:	1,537,835,959 shares equal to 100.00%
Disapproved:	None
Abstained:	None

2. Approval of the Board of Directors' Report for the Year 2023.

The Chairman had reported on the company's performance over the past year, with total sales revenue of 1,504 million Baht, 20% less than Year 2022. Sales revenue was 31% lower than the set budget, and total revenue was 1,513 million Baht.

For Expenses; there was cost of goods sold of 1,436 million Baht, selling expenses of 49 million Baht, and administrative expenses of 186 million Baht. The Administrative expenses had included company idle costs of 108 million Baht, resulting in administrative expenses of 78 million Baht.

Compared to Year 2022, the company had idle costs of 154 million Baht and administrative expenses of 68 million Baht. In addition, the company had financial costs of 9 million Baht. Therefore, in the financial result for the period of 2023, the company had a net loss of 163 million Baht, a loss reduced by 25 million Baht from Year 2022.

After that the Chairman had requested Khun Laksana; the Financial Controller to provide the brief explanation on the Company result to the meeting. She had explained to the meeting that from the graph shown on the screen; sales turnover of PCB in year 2023 decreased in all categories of PCB because:

1. Due to the slowdown of the global economy, the demand for electrical appliances and electronic devices had decreased, resulting in a decrease in the demand for printed circuit boards because customers were unable to sell their products and had a large amount of inventory.
2. In addition, the Russia-Ukraine crisis had no sign of ending, which had a significant impact on the global economy, including the geopolitical problems of Israel and the Gaza Strip, which had inevitably worsened the global economy.
3. Moreover, the shortage of ICs had continued since last year. When there was a shortage of ICs, there was no need to order printed circuit boards in advance. Therefore, the company's sales in 2023 had decreased significantly.

However, if we looked at the graph that categorizes the products, we would see that the sales of the automotive parts industry had increased compared to previous years. The automotive industry was an important target of the company in the future because it was an industry that continued to grow, especially the electric vehicle manufacturing industry that required printed circuit boards to control various devices in the car.

In terms of cost of sales, the company had organized various activities to help reduce production costs in all departments by encouraging employees to participate in cost saving activities to help reduce overall production costs. In 2023, the company's cost-to-sales ratio decreased from 96% in 2022 to 95% in 2023. However, the company had a net loss of 163 million Baht, a decrease of 25 million Baht from 2022.

As there were no questions from the Shareholders, the Chairman requested the Meeting to acknowledge the report on the Company's 2023 performance.

The Meeting's Resolution: The Meeting acknowledged the report on the Company's 2023 performance.

3. To Adopt the Company's Statement of Financial Position and Statements of Comprehensive Income for the Fiscal Year Ended December 31, 2023.

The Chairman requested the shareholders to consider the Statement of Financial Position and Statements of Comprehensive Income for the fiscal year ending December 31, 2023 as duly audited and certified auditor of KPMG Phoomchai Audit Ltd. and distributed to all shareholders prior to this meeting.

As there were no any questions, the Chairman proposed the Meeting to approve the Statement of Financial Position and Statements of Comprehensive Income of the Company for the fiscal year ending December 31, 2023.

The Meeting's Resolution: The Meeting by simple majority votes of present shareholders with valid voting rights, adopted the Statement of Financial Position and Statements of Comprehensive Income for the year ended December 31, 2023 with the following votes:

Approved:	1,537,835,959 shares equal to 100.00%
Disapproved:	None
Abstained:	None

4. To Approve the omission of Dividend Payment.

The Chairman reported to the shareholders that the Company had operation loss 163 million Baht in year 2023 and accumulated loss over 1,100 million Baht; considering the Company financial status and the operation liquidity, the Board recommended the Meeting to approve the omission of dividend payment.

As there were no any questions, the Chairman proposed the Meeting to approve the omission of dividend payment. This agenda required not less than one half of the total number of votes of shareholders present at the meeting with valid voting rights.

The Meeting's Resolution: The Meeting by simple majority votes of present shareholders with valid voting rights, adopted the omission of dividend payment with the following votes:

Approved:	1,537,835,959 shares equal to 100.00%
Disapproved:	None
Abstained:	None

5. To Approve the Election of Director in Replacement of That Who was due to Retire by Rotation and Fixing the Director fee.

The Chairman stated to the shareholders that there was one director who was due to retire by rotation in this meeting; Mrs. Tseng, Liu Yu Chih; Chairman of the Board. According to the Company's Articles of Association, the retiring director was entitled to be re-elected. The Chairman informed the Meeting that the Printed Circuit Board Industry had their own special interest and required the directors who were knowledgeable with fundamentals and expertise in this field. The Board of Directors, thus, agreed to propose the Shareholders Meeting to elect the retiring director to be director of the Company for another term. The curricula vitae of the said retiring director was distributed to the shareholders prior to the meeting together with the notice.

As there was no any question, the Chairman requested the Meeting to elect the retiring director for another term.

The Meeting's Resolution: The Meeting by simple majority votes of present shareholders with valid voting rights, resolved to re-elect

5.1 Mrs. Tseng, Liu Yu Chih to be director of the Company for another term with the following votes:

Approved:	1,537,835,959 shares equal to 100.00%
Disapproved:	None
Abstained:	None

5.2 To approve the Remuneration of Board of Directors.

The Chairman informed the Meeting to consider and approve the remuneration of the Chairman of the Board at 10,000 Baht and the Board Directors at 10,000 Baht per month.

As there was no any question, the Chairman requested the Meeting to consider and approve the remuneration of the Board directors.

The Meeting's Resolution: The Meeting by simple majority votes of present shareholders with valid voting rights, approved the remuneration of the Chairman of the Board and Board Directors at the amount as proposed by the Board of Directors with the following votes:

Approved:	1,537,835,959 shares equal to 100.00%
Disapproved:	None
Abstained:	None

6. Appointment of the Company's Auditors and Fixing their Remuneration.

The Chairman informed the Meeting that in order to be in compliance with the Public Limited Companies Act, the annual general meeting of shareholders would appoint the auditor and determine the audit fee of the company every year.

The Board of Directors had reviewed the service and audit fee proposed by the existing auditors and agreed to recommended the Meeting to approve the appointment of the auditor of KPMG Phoomchai Audit Ltd. as the Company's auditor as the following details:

Auditor Name	Certified Public Accountant Registration No.
1. Mr. Natthaphong, Tantichattanon	8829 and/or
2. Mr. Waiyawat Kosamarnchaiyakij	6333 and/or
3. Ms. Sophit, Prompol	10042

All the above name lists had no direct or indirect material relationship or conflict of interest with the Company/Subsidiary/the Management/major shareholders or affiliated persons. For the audit fee, the Company had compared and presented during the meeting. The audit fee had been proposed not exceeding 1,030,000.00 Baht per annum.

There was no any further question, the Chairman proposed the Meeting to approve the appointment of the auditor and audit fee for the year 2024 as the above-mentioned details.

The Meeting's Resolution: The Meeting by simple majority votes of present shareholders with valid voting rights, approved

Auditor Name	Certified Public Accountant Registration No.
1. Mr. Natthaphong, Tantichattanon	8829 and/or
2. Mr. Waiyawat Kosamarnchaiyakij	6333 and/or
3. Ms. Sophit, Prompol	10042

of KPMG Phoomchai Audit Ltd., as the Company's auditors, being authorized to conduct the audit and express an opinion on the annual financial statements of the Company with the remuneration of not exceeding Baht 1,030,000.00 per annum with the following votes:

Approved:	1,537,835,959 shares equal to 100.00%
Disapproved:	None
Abstained:	None

7. Others Business.

The Chairman had requested the Meeting for the questions or any further explanation needed.

There was no further business to be discussed; the Chairman then expressed his thanks to all shareholders for attending the meeting and approving the proposal submitted by the Board of Directors.

The meeting adjourned at 10:00 a.m.

Certify true copy


-Signed-


Mr. Chen Jung Kun
Chairman of the Meeting


-Signed-

Mrs. Laksana Samranthiwawan
Company Secretary

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

Name	Mr. Vincent Huang	
Age	79 years	
Nationality	Taiwan	
Position	- Director, (authorized to sign on behalf of the Company)	
Education	B.A. in English Literature, National Cheng Kung University, Taiwan	
Seminar	Securities & Futures, Laws, Responsibility and the duty for Director, Securities & Futures Institute, Taiwan	
Tenure in Directorship	37 years	
Position in other Business	<ul style="list-style-type: none">○ Listed Company<ul style="list-style-type: none">- 1 company- Director, Chin Poon Industrial Co., Ltd., Taiwan. (registered in Taiwan Stock Exchange Corp.)○ Other Business (Non-Listed Companies)<ul style="list-style-type: none">- 1 company- Director, Chin Poon (Chang-Su) Electronics 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">- 2 companies- Director, Chin Poon Industrial Co., Ltd. Taiwan (Chin Poon has been PCB maker for over 40 years who has provided their know-how and technology supporting to Draco PCB)- Director, Chin Poon (Chang Su) Electronics Co., Ltd. (China)	
Previous Experiences	Sales & Marketing Manager, Tai Fong Circuit Co., Ltd., Taiwan	

Name	Mr. Lin, Pi Chi	
Age	78 years	
Nationality	Taiwan	
Position	Director, (authorized to sign on behalf of the Company)	
Education	- High School Education, National Tao-Yuan Agricultural & Industrial Vocational High School	
Seminar	Securities & Futures, Laws, Responsibility and the duty for Director, Securities & Futures Institute, Taiwan	
Tenure in Directorship	24 years	
Position in other Business	<ul style="list-style-type: none"> ○ Listed Company <ul style="list-style-type: none"> - 1 company - Director, Chin Poon Industrial Co., Ltd., Taiwan. (Registered in Taiwan Stock Exchange Corp.) ○ Other Business (Non-Listed Companies) <ul style="list-style-type: none"> - 2 companies - Director, Dalux Technology Co., Ltd., Taiwan. - Director, Chin Poon(Chang-Su) Electronics 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"> - 2 companies - Director, Chin Poon Industrial Co., Ltd., Taiwan. - Director, Chin Poon(Chang-Su) Electronics Co., Ltd, China. 	
Previous Experiences	Maintenance Manager, Chin Poon Industrial Co., Ltd., (Has over 45 years' experience in PCB industry especially in production mechanical engineering)	

Name	Mr. Suchart Tantimekabut	
Age	73 years	
Nationality	Thai	
Position	Independent Director	
Education	MSc. in Engineering, Asian Institute of Technology (AIT)	
Tenure in Directorship	5 Months	
Position in other Business	<ul style="list-style-type: none"> ○ Listed Company <ul style="list-style-type: none"> - None ○ Other Business (Non-Listed Companies) <ul style="list-style-type: none"> - 1 companies - Managing Director of SWS Group Co., Ltd. ○ 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		
1989 – 1992	General Manager of Draco PCB Co., Ltd.	
1992 – 2005	Director of Draco PCB Public Company Limited	
1999 – 2008	General Manager of Sony Thailand Co., Ltd.	
2008 – 2015	Managing Director of Advance Broadcast Corporation Co., Ltd.	
2016 – Now	Managing Director of SWS Group Co., Ltd.	

Remuneration of the Board of Directors

According to Board of directors meeting #1/2025 on February 26, 2025, 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 2025 Board of Directors' remuneration to the shareholders as follows:

	Year 2025 Monthly Remuneration	Year 2024 Monthly Remuneration
Chairman of the Board	Baht 10,000.00	Baht 10,000.00
Board members	Baht 10,000.00	Baht 10,000.00
Independent director	Baht 15,000.00	--

Details of the proposed Auditors and the Audit Fee for the year 2025

The Board of Director Meeting No. 1/2025 held on February 26, 2026 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 2025 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. Ms. Vipavan Pattavanvivek	4795	--
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 2025 with the audit fee at 1,080,000 Baht.

2. To determine the audit fee for the year 2025 and acknowledge the fee totally amounted to 1,080,000 Baht as the following details:

	Year 2025 Audit fee (Baht)	Year 2024 Audit fee (Baht)
• Annual Audit fee	1,080,000.00	1,030,000.00
• Non audit service fee	670,000.00	570,000.00

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:

- Mr. Suchart Tantimekabut Age: 73 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 Friday, April 25, 2025 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.

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) Mr. Suchart TantimekabutAge.....73.....Year

Address...516/100Road.....Petchkaseam.....Sub-district.....Bangkai Nue.....

District.....Bangkai.....Province BangkokPostal Code...10160.....

as my sole proxy to attend and vote on my behalf at the Annual General Meeting of Shareholders for the Year 2025 to be held on Wednesday, April 30, 2025 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 Y2024 Annual General Meeting of Shareholders held on April 30, 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 2 : **To acknowledge the Company's Annual Report for the year 2024**

Agenda 3 : **To consider and approve the Company's Financial Report for the Year ended December 31, 2024 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 : Mr. Vincent Huang (Huang Wei Jin)

☐ Approve

☐ Disapprove

☐ Abstain

5.2 Name of Director : Mr. Pi Chi Lin

☐ Approve

☐ Disapprove

☐ Abstain

5.3 Name of Director : Mr. Suchart Tantimekabut

☐ Approve

☐ Disapprove

☐ Abstain

5.4 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 2025

☐ (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 2025 to be held on Wednesday, April 30, 2025 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

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.

