

No. CC20230203ELE

February 24, 2023

Subject Report of the Resolutions of Board of Directors' Meeting No.1/2023

To President
The Stock Exchange of Thailand

The Board of Directors of Cal-Comp Electronics (Thailand) Public Company Limited No.1/2023 was held on February 24, 2023 at Thailand time 10.00 – 11.00 Hrs. and the following resolutions were passed:

1. Approved the Audited Financial Statement of the year ended 2022 and F56-1 One Report of the Board of Directors in relation to the Company operating result in respect of the year 2022, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2023.
2. Approved the appropriation and retaining of the net profit Baht 563 million as legal reserve and the declaration of dividend payment from the Company consolidated net profit for the period of July-December 2022 in the amount of stock & cash dividend total not exceeding Baht 500,760,579.78 with the following details and conditions;
 - Payment in the form of ordinary shares in the amount of not exceeding 450,000,521 shares at the par value of Baht 1 per share to the shareholders at the ratio of 12 existing shares to 1 dividend stock (the Company's total existing shares are 5,386,344,480 shares as of February 24, 2023 and in consider there shall have 11,646,874 units of CCET-WC or equivalent to 13,661,774 ordinary shares to be exercised and executed on Feb. 24, 2023, therefore, total outstanding shares shall proposed using maximum at 5,400,006,254 shares) totaling not exceeding Baht 450,000,521. Provided that if any shareholder holds the fraction of share remaining after such allocation, the dividend shall be paid by cash in the amount of Baht 0.083 per share;
 - Payment in the form of cash dividend of Baht 0.0094 per share in the amount of not exceeding the total outstanding shares entitled for the dividend is 5,400,006,254 shares as aforementioned, therefore, total cash dividend amount shall not exceeding Baht 50,760,058.78.
 - The payment of dividends will be paid from the Company net profit that still enjoys the tax exemption for corporate income tax under the BOI privileges, therefore, the dividend is not subject to withholding tax in Thailand.
 - The payment of stock and cash dividend is subject to the approval of General shareholder meeting No.1/2023.

It is proposed that the record date for shareholders who are entitled to receive the said dividends be determined on March 20, 2023. The payment date of dividends shall be scheduled within May 18, 2023.

Meanwhile, in 2022, the Company has declared the interim dividend payment at the rate of Baht 0.02 per share in cash from the net profit on and from January 1, 2022 to June 30, 2022, or equivalent to the amount of Baht 107,704,058.34, therefore, the total dividend payment for the year 2022 will be equivalent to Baht 0.1124 per share which is subject to the approval of the Annual General Meeting of Shareholders No.1/2023.

3. Approved the reduction of registered capital by decreasing the number of registered shares which have not yet been issued in an amount of 225,914,674 shares representing (1) the remaining of 3,455 ordinary shares due to allotment of stock dividend for 2H'2021 on May 19, 2022 and there are 3,455 remaining shares paid in cash due to indivisible shares, and (2) the remaining of ordinary shares which were reserved for employees of the Company and/or its subsidiaries under Employee Stock Option Plan (CCET-WC) Program which shall be expired on February 24, 2023 in an amount of 225,911,219 shares. As a result of the reduction of registered capital, the registered capital shall be decreased from Bt 5,625,920,928 to Bt 5,400,006,254 and approved to amend Clause 4 in Memorandum of Association in order to correspond with reduction of registered capital:

Clause 4	Registered Capital:	Baht 5,400,006,254 (Baht five billion four hundred million, six thousand two hundred fifty-four)
	Divided into:	5,400,006,254 shares (five billion four hundred million, six thousand two hundred fifty-four shares)
	Par Value:	Baht 1 (one)
	Consisting of Ordinary Stock:	5,400,006,254 shares (five billion four hundred million, six thousand two hundred fifty-four shares)
	Preferred Stock:	- Share (-)

This agenda will be subject to the approval of the Annual General Shareholders Meeting No. 1/2023.

4. Approved an increase of registered capital of the Company from 5,400,006,254 shares (five billion four hundred million, six thousand two hundred fifty-four Shares) to 5,850,006,775 shares (Five billion, eight hundred and fifty million, six thousand seven hundred and seventy – five Shares) by issuing 450,000,521 new ordinary shares (Four hundred fifty million, five hundred and twenty-one shares) at par value of Baht 1, in the amount of Baht 450,000,521 (Four hundred fifty million, five hundred and twenty-one Baht) to be reserved for the stock dividend payment. The Board also approved to amend Clause 4 in Memorandum of Association in order to correspond with the capital increase:

Clause 4	Registered Capital:	Baht 5,850,006,775 (Five billion, eight hundred and fifty million, six thousand seven hundred and seventy –five Baht)
	Divided into:	5,850,006,775 shares (Five billion, eight hundred and fifty million, six thousand seven hundred and seventy – five shares)

Par Value:	1 Baht (one Baht)
Consisting of Ordinary Stock:	5,850,006,775 shares (Five billion, eight hundred and fifty million, six thousand seven hundred and seventy – five shares)
Shares) Preferred Stock:	- Share (-)

This agenda will be subject to the approval of the Annual General Meeting of Shareholders No. 1/2023.

5. Approved the allotment of newly increased ordinary shares not exceed 450,000,521 shares to support the stock dividend payment and is subjected to the approval of the Annual General Shareholders Meeting No.1/2023.
6. The Board of Directors had approved the retirement of Mr. Hsu, Sheng-Hsiung, Mr. Hsu, Sheng-Chieh, Mr. Chen, Wei-Chang, and Mr. Thanasak Chanyapoon. The Meeting unanimously resolved the re-appointment of Mr. Hsu, Sheng-Hsiung, Mr. Hsu, Sheng-Chieh, Mr. Chen, Wei-Chang, and Mr. Thanasak Chanyapoon to resume their positions as the directors of the Company for another term which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2023.
7. The Board of Directors had approved the determination for Board of Directors' remuneration not exceeding Baht 26,000,000 for the year 2023, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2023.
8. The Board of Directors had approved the appointment Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521, and/or Ms. Orawan Techawatanasirikul, C.P.A. Registration No. 4807 and/or Ms. Rosaporn Decharkom, C.P.A Registration No. 5659 and/or Ms. Sumana Punpongsonon, C.P.A Registration No. 5872 of EY Office Limited be appointed as the Company's auditor for the year 2023 for a total remuneration of Baht 4,590,000. In the event auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place, which shall be subject to the approval of the Annual General Meeting of Shareholders No. 1/2023.
9. The Board of Directors had resolved that the Annual General Meeting of Shareholders No. 1/2023 shall be held **via electronic media (E-AGM) for only one form** on Friday, April 28, 2023 at 08.30 hours in accordance with criteria specified in related laws and regulations. The meeting control room will be at Samut Sakhon Factory, of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambon Klong Maduea, Amphoe Krathum Baen, Samut Sakhon, Thailand without any arrangements for meeting room at the aforementioned location. The Annual General Meeting of Shareholders No1./2023 well be held to consider the following agenda:
 - 1) To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022.

- 2) To consider and approve the Audited Financial Statement of the year ended 2022 and F56-1 One Report of the Board of Directors.
- 3) To consider and approve the appropriation of net profit as legal reserve and declaration of dividend payment for the year 2022.
- 4) To consider and approve the reduction of registered capital and amendment of the Clause 4 in Memorandum of Association in respect of the reduction of registered capital.
- 5) To consider and approve the increase of registered capital and the amendment of the Clause 4 in Memorandum of Association to correspond with the increased of registered capital to support the stock dividend payment.
- 6) To consider and approve the allotment of new ordinary shares to support the stock dividend payment.
- 7) To consider and approve the appointment of directors to replace those retired by rotation for the year 2023.
- 8) To consider and approve the determination of remuneration for Board of Directors for the year 2023.
- 9) To consider and approve the appointment of the company's auditor and audit fee for the year 2023.
- 10) To consider any other business (if any).

The Board of Directors had also approved the Record Date on March 20, 2023 and collects the names of shareholders in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders No. 1/2023.

10. Approved the related parties transaction as the following transaction:

10.1 The transaction between the Company and/or its subsidiaries with Kinpo Electronics Inc. and/or its subsidiary as the following details:

10.1.1 Share MIS (Management Information System) resource transaction

1. Contract Date: January 1, 2023 - December 31, 2023
2. Partners of Contract: Connected transaction between subsidiary and related person.

<i>User</i>	: Cal-Comp Electronics and Communications Co., Ltd.
<i>Provider</i>	: Kinpo Electronics, Inc.
3. Ordinary form of transaction
Cal-Comp Electronics and Communications Co., Ltd shared MIS resource and system from Kinpo Electronics Inc. to support operation and reporting system.
4. Total cost
Total cost for one year is NTD 24,000,000, approximately Baht 27,422,400, accounted for 0.15% of NTA as December 31, 2022, the pricing will be contract price and the actual charge will be subject to the employee's headcount and actual expense.

10.1.2 Consultant Service transaction

1. Contract Date: January 1, 2023 - December 31, 2023
2. Partners of Contract: Connected transaction between subsidiary and related person.
User : Cal-Comp Electronics and Communications Co., Ltd.
Provider : Kinpo Group Management Service Co., Ltd.
3. Ordinary form of transaction
Kinpo Group Management Service Co., Ltd. provides Consultant Service for accounting, finance and tax planning to Cal-Comp Electronics and Communications Co., Ltd.
4. Total cost
Total cost for 1 year is NTD 2,760,000 approximately Baht 3,153,576, accounted for 0.02% of NTA as December 31, 2022, the pricing will be contract price.

10.1.3 Rent office

1. Contract Date: January 1, 2023 - December 31, 2023
2. Partners of Contract: Connected transaction between subsidiary and related person.
User : Cal-Comp Electronics and Communications Co., Ltd.
Provider : Kinpo Electronics, Inc.
3. Ordinary form of transaction
Cal-Comp Electronics and Communications Co., Ltd rent Shengkeng and Taipei office from Kinpo Electronics, Inc.
4. Total cost
Total cost for one year is NTD 57,128,009 approximately Baht 65,274,463.08, accounted for 0.35% of NTA as December 31, 2022, the pricing will be contract price.

10.1.4 Financial Loan from a related party (Financial Assistance)

1. Partners of Contract : Connected transaction between subsidiary and related person.
Lender : Cal-Comp Optical Electronics (Yue Yang) Co., Ltd.
Borrower : Kinpo Electronics (China) Co., Ltd.

Credit facility : short-term loan
Interest Rate : by contract, at 1 year LPR + 0.15%
Duration : February 24, 2023 – February 24, 2025
Objectives : to be supporting as additional credit expansion with lower interest rate than current bank loans.
2. Ordinary form of transaction
Kinpo Electronics (China) Co., Ltd. provide a loan (a financial support) to Cal-Comp Optical Electronics (Yue Yang) Co., Ltd.

3. Value of transaction

Total value of transaction = maximum borrowing amount x est. interest rate
= RMB 50,000,000 x 3.8%
= RMB 51,900,000 or approximately Baht
257,019,180, accounted for 1.37% of NTA as December
31, 2022, the pricing will be contract price.

Total size of related party transactions during the past six-month periods

Overall, total size of related party transactions between the Company and/or its subsidiaries with Kinpo Electronics, Inc. and/or its subsidiaries are at Baht 354,922,163.75 which is accounted to 1.89% of NTA during the past six-month periods.

Note: Exchange Rate

USD/Baht = 35.3725

NTD/Baht = 1.1426

CNY/THB = 4.9522

Details of related person of the Company and/or its subsidiary with Kinpo Electronics Inc and/or its subsidiary

- Name of related person: Kinpo Electronics, Inc.
- Relationship: Kinpo Electronics, Inc. holds 46.63% of the Company, and nominates 2 people to be directors in the Company: Mr. Hsu, Sheng-Hsiung, Mr. Chen, Wei-Chang

- Name of related person: Kinpo Group Management Service Co., Ltd.
- Relationship: Cal-Comp Electronics and Communications Co., Ltd. is holding in Kinpo Group Management Service Co., Ltd. for 12.50%

- Name of related person: Kinpo Electronics (China) Co., Ltd. ("Kinpo China")
- Relationship: Kinpo China is a subsidiary of Kinpo Electronics, Inc. Kinpo Electronics, Inc. holds 46.63% in the Company, and has nominated 2 people to be directors in the Company: Mr. Hsu, Sheng-Hsiung, and Mr. Chen, Wei-Chang

The directors who have conflict of interest did not join and vote for this agenda.

Opinion of the Board of director and Audit Committee

The connected transactions of the Company are reasonable in the normal course of business due to all transactions are taking to supporting the business operation and also the terms and conditions are satisfied.

Please be informed accordingly.

Sincerely yours,

Mr. Khongsit Choukitcharoen
Managing Director