

No. CC20240204ELE

February 27, 2024

Subject Report of the Resolutions of Board of Directors' Meeting No.1/2024

To President  
The Stock Exchange of Thailand

The Board of Directors of Cal-Comp Electronics (Thailand) Public Company Limited No.1/2024 was held on February 27, 2024 at Thailand time 10:00 – 11:00 Hrs. and the following resolutions were passed:

1. Approved the Audited Financial Statement of the year ended 2023 in relation to the Company operating result in respect of the year 2023, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2024.
2. Approved the appropriation and retaining of the net profit Baht 1,045 million as legal reserve and the declaration of dividend payment from the Company consolidated net profit for the period of July-December 2023 at Baht of 0.075 per share. The total outstanding shares entitled for the dividend is 10,450,002,831 shares and total dividend amount is Baht 783,750,212.33, the record date for the shareholders who have right to receive the dividend will be on March 20, 2024. The payment date of dividends is scheduled within May 20, 2024 from the Company consolidated 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, in which the dividend payment will be subject to shareholder approval. The right to receive the dividend depends on the resolution of Annual General Meeting of Shareholders No.1/2024. Meanwhile, the Company had paid the interim dividend payment at the rate of Baht 0.04 per share for the period of January – June 2023 on September 12, 2023, therefore the total dividend payment for the year 2023 will be Baht 0.115 per share, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2024.
3. The Board of Directors had approved the retirement of Mr. Khongsit Choukicharoen, Mr. Chiang, Tai-Chang, Mr. Tien, Hong-Mao, and Mr. Alan Chi Yim Kam. The Meeting unanimously resolved the re-appointment of Mr. Khongsit Choukicharoen, Mr. Chiang, Tai-Chang, Mr. Tien, Hong-Mao, and Mr. Alan Chi Yim Kam 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. 1/2024.
4. The Board of Directors had approved the determination for Board of Directors' remuneration not exceeding Baht 26,000,000 for the year 2024, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2024.
5. The Board of Directors had approved the appointment Ms. Orawan Techawatanasirikul, C.P.A. Registration No. 4807 and/or Ms. Rosaporn Decharkom, C.P.A Registration No. 5659 and/or Ms. Sumana Punpongsanon, C.P.A Registration No. 5872 and/or Ms. Naraya Srisukh, C.P.A. Registration No. 9188 and/or Ms. Wilaiporn Chaowiwatkul, C.P.A Registration No. 9309 of EY

Office Limited be appointed as the Company's auditor for the year 2024 for a total remuneration of Baht 5,100,000. 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. 1/2024.

6. The Board of Directors had approved amendment of the Company's article of association In order to comply with latest Thailand public listed company act amended and announced on May 23, 2022 propose to amend the Company' Article of Association accordingly which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2024. Details as follow:

	Section	Original Phrase	Revised Phrase
	Section 23	<p>To call a Board meeting, the chairperson or person assigned by him/her shall send a notification for the meeting to each Director at least seven (7) days before the meeting, except in case of necessary or urgency and to maintain the Company's rights and interest, notification may be sent by other means and a meeting may be held earlier.</p> <p>In case two or more directors call for a Board meeting, the chairperson shall schedule a meeting in fourteen (14) days upon receiving that request.</p>	<p>To call a Board meeting, the chairperson shall send a notification for the meeting to each Director at least <u>tree (3)</u> days before the meeting, except in case of necessity or urgency and to maintain the Company's rights and interest, notification may be sent <u>by electronics means or other means</u> and a meeting may be held earlier.</p> <p>Two or more directors may request to call for a Board meeting. In such case, the chairperson shall schedule a meeting in fourteen (14) days upon receiving that request.</p> <p><u>In case the chairperson does not proceed in accordance with paragraph two, such requesting directors may jointly call for and schedule a Boards' meeting to consider the proposed agenda in fourteen (14) days upon the end of such period mentioned in paragraph two.</u></p> <p><u>In case there is no chairman due to whatever reason, the vice-chairman shall call for a Board meeting. In case there is no vice-chairman due to whatever reason, two or more directors may jointly call for a Board meeting.</u></p>
	Section 31	<p>A Board meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the chairperson or person assigned by the chairperson.</p>	<p>A Board meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the chairperson or person assigned by the chairperson.</p> <p><u>The Board of Directors may set the form of the meeting by conducting via electronic means in accordance with laws on meetings via electronic means.</u></p>
	Section 33	<p>A shareholders' meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the chairperson or person assigned by the chairperson.</p>	<p>A shareholders' meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the Board.</p> <p><u>The Shareholders' Meeting may be conducted via electronic means as</u></p>

			<u>provided in the law on meetings via electronic means.</u>
	Section 34	<p>A General Shareholders' Meeting shall be held once in year, called "General Meeting". Such a general meeting shall be held in four (4) months after the end of the company's accounting cycle.</p> <p>Other general meetings shall be called "Extraordinary General Meetings".</p> <p>The Board may call an Extraordinary General Meeting anytime as they feel appropriate, or shareholders carrying total shares of not less than one fifth (1/5) of all the shares distributed or at least twenty-five (25) shareholders holding combined total shares of not less than one tenth (1/10) of all the shares distributed can jointly make a request in writing for the Board to call an extraordinary general meeting, clearly specifying reasons and objectives for the meeting in that request. In such a case, the Board shall hold a meeting in one (1) month upon receiving the request.</p>	<p>A General Shareholders' Meeting shall be held once in year, called "General Meeting". Such a general meeting shall be held in four (4) months after the end of the company's accounting cycle. Other general meetings shall be called "Extraordinary General Meetings".</p> <p>The Board may call an Extraordinary General Meeting anytime as they view appropriate.</p>
	Section 34/1	NA	<p><u>One or more shareholders holding not less than ten percent (10%) of the total number of shares distributed may jointly request the Board to call for an Extraordinary General Meeting at any time. However, such request must clearly specify the subject and reasons for calling the meeting in the written notice. In this case, the Board must arrange for a shareholder meeting within forty-five (45) days from the date of receiving the written request.</u></p> <p><u>In the event that the Board does not arrange for a meeting within the specified period under paragraph one, the shareholders who subscribed their names or any other shareholders collectively holding the shares as per the required threshold may call for a meeting themselves within forty-five (45) days from the expiration of the time frame specified under paragraph one. In this regard, the meeting called by the shareholders shall be considered as those called by the Board. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation therein. The company shall</u></p>

			<p><u>bear necessary expenses incurred for organizing the meeting and reasonably provide facilitation. In this regard, shareholders who call for a meeting may send a notification for the meeting to shareholders via electronic means if such shareholders have informed their intention or given their consent to the company or the Board for the delivering of such notification or document via electronic means. In this regard, it shall be in accordance with the relevant laws.</u></p> <p><u>In case the quorum of the meeting called by the shareholders as stated under paragraph two cannot be formed as required under these Articles of Association, the shareholders under paragraph two shall be jointly responsible for expenses incurred for organizing the meeting to the company.</u></p>
	Section 35	<p>To call a general shareholders' meeting, the Board shall prepare a notification specifying the meeting venue, date, time and agendas of the meeting, issues to be raised in the meeting with sufficient details, whether for the shareholders' information, approval or consideration, whichever the case may be as well as the Board's opinions on those issues, send it to shareholders and the Registrar at least seven (7) days before the meeting.</p> <p>And such notification for the meeting shall be advertised in a newspaper for there (3) consecutive days at least there (3) days before the meeting.</p>	<p>To call a general shareholders' meeting, the Board shall prepare a notification specifying the meeting venue, date, time and agendas of the meeting, issues to be raised in the meeting with sufficient details, whether for the shareholders' information, approval or consideration, whichever the case may be as well as the Board's opinions on those issues, send it to shareholders and the Registrar at least seven (7) days before the meeting.</p> <p>And such notification for the meeting shall be advertised in a newspaper for three (3) consecutive days at least three (3) days before the meeting.</p> <p><u>The notice for the Shareholders' Meeting may be advertised via electronic means in accordance with the criteria prescribed by law or relevant notification.</u></p>
	Section 37	<p>At a shareholders' meeting shareholders may appoint a proxy to attend the meeting and cast votes on their behalf. The proxy shall be made in writing, signed by assignor in the form specified by the PLC Registrar. The proxy shall be handed over to the chairperson of the Board or person appointed by the chairperson at the meeting venue before the proxy participates in the meeting. The proxy shall feature at least the following:</p> <p>A. The number of shares the assignor holds, B. Name of the assignee,</p>	<p>At a shareholders' meeting shareholders may appoint a proxy to attend the meeting and cast votes on their behalf. The proxy shall be made in writing, signed by assignor in the form specified by the PLC Registrar. The proxy shall be handed over to the chairperson of the Board or person appointed by the chairperson at the meeting venue before the proxy participates in the meeting. The proxy form shall feature at least the following:</p> <p>A. The number of shares the assignor holds, B. Name of the assignee, C. The original number of the meeting assigned to attend and cast votes.</p>

		C. The original number of the meeting assigned to attend and cast votes.	<u>Appointment of a proxy may be done via electronic means in accordance with the criteria stipulated by law.</u>
	Section 47	Announcement of dividend payment is not allowed except after a resolution in general meeting or Board resolution in case of interim dividend payment.  Notification for dividend payment shall be mailed to shareholders and advertised in a local newspaper for at least three (3) successive days. That dividend shall be paid out in one (1) month from the date of that resolution.	Announcement of dividend payment is not allowed except after a resolution in general meeting of Shareholders or Board resolution in case of interim dividend payment. Notification for dividend payment shall be notified to shareholders and advertised in a newspaper <u>or via electronic means pursuant to criteria stipulated by the registrar.</u> The dividend shall be paid out in one (1) month from the date of that resolution.

7. The Board of Directors had approved amendment of Company's objectives in order to accommodate and to support the Company's operation by newly add Objective 32, also approved the amendment of Clause 3 of the Company's Memorandum of Association in order to correspond to the amendment of the Company's objectives, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2024. Details as follow:

Additional of the Company's objectives:

Objective 32      Previous: -None-

New:            "To engage in the business of packaging which includes packing, repacking, as well as sale of wrapping materials, packing, and other equipment for all product types including electronics products and electronic component of all kinds"

Clause 3 of Memorandum of Association

Clause 3            Former:    "There are 31 objectives for which the company is established, the details of which are shown in the attached Form BorMorJor. 002."

Amend:            "There are 32 objectives for which the company is established, the details of which are shown in the attached Form BorMorJor. 002."

8. The Board of Directors had resolved that the Annual General Meeting of Shareholders No. 1/2024 shall be held **via electronic media (E-AGM) for only one form** on Tuesday, April 30, 2024 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 Klomg Maduea, Amphoe Krathum Baen, Samut Sakhon, Thailand without any arrangements for meeting room at the aforementioned location.

The Annual General Meeting of Shareholders No.1/2024 shall be held to consider the following agenda:

- 1) To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
- 2) To consider and approve the Audited Financial Statement of the year ended 2023.
- 3) To consider and approve the appropriation of net profit as legal reserve and declaration of dividend payment for the year 2023.
- 4) To consider and approve the appointment of directors to replace those retired by rotation for the year 2024.
- 5) To consider and approve the determination of remuneration for Board of Directors for the year 2024.
- 6) To consider and approve the appointment of the company's auditor and audit fee for the year 2024.
- 7) To consider and approve the amendment of the Company's article of association
- 8) To consider and approve the newly add of the Company's objectives and the amendment to clause 3 of the Company's Memorandum of Association in order to correspond to the newly add of the Company's objective.
- 9) To consider any other business (if any).

The Board of Directors had also approved the Record Date on March 20, 2024 and collects the names of shareholders in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders No. 1/2024.

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

9.1 Acquisition of Fixed Asset

1<sup>st</sup> transaction

Partners of Contract	Seller: Kinpo Electronics, Inc. ("KPO") Buyer: Cal-Comp Electronics (Thailand) PCL. ("CCET")
Type of fixed asset	1 set of Robot Controller Average 5 years of lifetime and 5 of used years
Transaction date	October 2023
Transaction amount	USD 335,631 or approximately Baht 11,728,457.48
Pricing policy	Book Value (transaction amount) and near market value
Payment term	Cash with a 90-day of credit term
The reason	The Company purchased Robot Controller sets to support the Company's production purpose.

The total transaction size of this acquisition of fixed assets is USD 335,631 (Approximately Baht 11,728,457.48) which is accounted to 0.01% under the total value of consideration criteria (maximum transaction value criteria). This transaction is categorized as small transaction, and is not required to be disclosed according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposal of Assets B.E. 2547 (2004).

## 9.2 Disposal on fixed asset

### 1<sup>st</sup> transaction

Partners of Contract	Seller: Cal-Comp Optical Electronics (Yueyang) Co., Ltd. ("CCYY") Buyer: Kinpo Electronics (Philippines), Inc. ("KPPH")
Type of fixed asset	1 sets of Robot Arms Average 3 years of lifetime and 1.75 of used years
Transaction date	October 2023
Transaction amount	USD 35,097 or approximately Baht 1,226,447.12
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 60 days of credit term
The reason	CCYY sold used Robot Arms to KPPH

The total transaction size of acquisition on fixed assets is USD 35,097 (Approximately Baht 1,226,447.12) which is accounted to 0.001% under the total value of consideration criteria (maximum transaction value criteria). The transaction is categorized as small transaction, and is not required to be disclosed according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposal of Assets B.E. 2547 (2004).

### 2<sup>st</sup> transaction

Partners of Contract	Seller: NKG Advanced Intelligence & Technology Development (Yueyang) Co.,Ltd. ("CCNY") Buyer: Kinpo Electronics (Philippines), Inc. ("KPPH")
Type of fixed asset	2 sets of ICT test equipment and test set lines Average 6.3 years of lifetime and 1.75 of used years
Transaction date	October 2023
Transaction amount	USD 1,213,750 or approximately Baht 42,413,886.88
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 90 days of credit term
The reason	CCNY sold ICT test equipment and test set line to KPPH

The total transaction size of acquisition on fixed assets is USD 1,213,750 (Approximately Baht 42,413,886.88) which is accounted to 0.048% under the total value of consideration criteria (maximum transaction value criteria). The transaction is categorized as small transaction, and is not required to be disclosed according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposal of Assets B.E. 2547 (2004).

### 3<sup>st</sup> transaction

Partners of Contract	Seller: NKG Advanced Intelligence & Technology Development (Yueyang) Co.,Ltd. ("CCNY") Buyer: Kinpo Electronics (China) Co.,Ltd. ("KPC")
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Type of fixed asset	14 sets of office equipment Average 3 years of lifetime and 2.3 of used years
Transaction date	November 2023
Transaction amount	USD 4,122 or approximately Baht 144,041.23
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 60 days of credit term
The reason	CCNY sold idle office equipment to support to KPC

The total transaction size of acquisition on fixed assets is USD 4,122 (Approximately Baht 144,041.23) which is accounted to 0.0002% under the total value of consideration criteria (maximum transaction value criteria). The transaction is categorized as small transaction, and is not required to be disclosed according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposal of Assets B.E. 2547 (2004).

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

9.3.1 Share MIS (Management Information System) resource transaction

1. Contract Date: January 1, 2024 - December 31, 2024
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 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 26,803,200, accounted for 0.102% of NTA as December 31, 2023, the pricing will be contract price and the actual charge will be subject to the employee's headcount and actual expense.

9.3.2 Consultant Service transaction

1. Contract Date: January 1, 2024 - December 31, 2024
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 2,380,000 approximately Baht 2,657,984, accounted for 0.010% of NTA as December 31, 2023, the pricing will be contract price.

### 9.3.3 Rent office

1. Contract Date: January 1, 2024 - December 31, 2024
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 43,877,494 approximately Baht 49,002,385.30, accounted for 0.187% of NTA as December 31, 2023, the pricing will be contract price.

### Total size of disposal and acquisition on the fixed asset for related party transaction criteria

Included 7 transactions of the Company had with Kinpo Electronics Inc., Inc. and Kinpo Electronics (Philippines) Inc. ("KPPH") the total transaction size is USD 3,833,980 (Approximately Baht 133,976,402.00 which is accounted to 0.510% of NTA as June 30, 2023.

### 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 332,235,295.41 which is accounted to 1.55% of NTA during the past six-month periods.

### Note: Exchange Rate

USD/Baht = 34.9445

NTD/Baht = 1.1168

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. ("KPO")
- Relationship: Kinpo Electronics, Inc. holds 49.99% 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 Electronics (Philippines) Inc. ("KPPH")
- Relationship: KPPH is a subsidiary of Kinpo Electronics Inc., in which Kinpo Electronics Inc. holds a 49.99% stake and is also a shareholder of Kinpo-Philippines at 80.81% through investments in Kinpo International (Singapore) Pte. Ltd. Kinpo Electronics Inc. has two directors in the Company: Mr. Hsu, Sheng-Hsiung,, and Mr. Chen, Wei-Chang.
  
- Name of related person: Kinpo Electronics (China) Co., Ltd. ("KPC")
- Relationship: KPC is a subsidiary of Kinpo Electronics, Inc. Kinpo Electronics, Inc. holds 49.99% in the Company and has nominated two directors in the Company: Mr. Hsu, Sheng-Hsiung and 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%

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,

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Mr. Khongsit Choukitcharoen  
Managing Director