



Invitation of the Extraordinary General Meeting of Shareholders

No.1/2023

**Cal-Comp Electronics (Thailand) Public Company Limited**  
**“CCET”**

**October 3, 2023 at 08.30 A.M.**  
By meeting through electronic media only\*



## **Cal-Comp Electronics (Thailand) Public Company Limited**

สำนักงานใหญ่ 191/54, 191/57 อาคารซีทีไอทาวเวอร์ ชั้น 18 ถนนรัชดาภิเษก แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110  
Head Office 191/54, 191/57 18th Floor, CTI Tower, Rachadapisek Road, Klong Toey, Bangkok 10110  
โทร/Tel. 02-261 5033-7, 02-661 9381-4 แฟกซ์/Fax. 02-661-9396 ทะเบียนเลขที่ บมจ./Tax ID No.: 0107543000023

September 11, 2023

- Subject** : Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media (E-EGM)
- Attention** : Shareholders of Cal-Comp Electronics (Thailand) Public Company Limited
- Enclosures** : 1. Copy of Minutes of the Annual General Meeting of Shareholders No.1/2023  
2. Guidelines for attending the Meeting via electronic media (E-EGM) and the Appointment of Proxies  
3. Registration form (“Notification of Meeting”)  
4. Proxy Form  
5. Details of the independent directors as the proxy holder  
6. Company’s Article of Association relating to the General Meeting of Shareholders  
7. Manual for E-EGM System  
8. Capital Increase Report Form (F 53-4)

By the resolution of the Board of Directors of Cal-Comp Electronics (Thailand) Public Company Limited, (“Company”) No. 3/2023 held on August 14, 2023 the Extraordinary General Meeting of Shareholders No. 1/2023 will be held on Tuesday 3 October, 2023 at 08.30 a.m. via electronic means only (there will be no on-site registration), which be in accordance with the requirements of the laws in relation to Electronic Meetings, and broadcast live from the conference room at Samut Sakhon Factory, R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambon Klong Maduea, Amphoe Krathum Baen, Samut Sakhon, Thailand to consider the following agenda:

**Agenda Item 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2023**

**Preamble:** The Annual General Meeting of Shareholders No.1/2023 was held on April 28, 2023 of which the copy of the Minutes as detailed in Attachment 1 and posted on the Company’s website ([www.calcomp.co.th](http://www.calcomp.co.th))

**Opinion of the Board:** The Board of Directors considered that it was correctly recorded as proposed, therefore, the minutes of the Annual General Meeting of Shareholders No. 1/2023 be certified.

**Required votes for resolution:** This agenda must be approved by majority votes of the shareholders and proxy holders who attend the meeting and cast their votes.

**Agenda Item 2 To acknowledge the declaration of interim dividend payment for the year 1H/2023**

**Preamble:** The Company has declared the interim dividend payment for the first half of the year ending June 30, 2023 to shareholders of the Company at Baht 0.04 per share. The total number of

outstanding shares entitled to the dividend is 5,850,002,831 shares and the total dividend amount is Baht 234,000,113.24.

The Record Date for the shareholders who have the right to receive the interim dividend will be on August 30, 2023, and the interim dividend will be paid on September 12, 2023 from the net profit that still enjoys the tax exemption for corporate income from BOI, therefore, the dividend is exempt from income tax.

**Opinion of the Board:** The Board of Directors has considered the matter and is of the opinion that Shareholders should acknowledge the declaration of interim dividend payment for the year 1H/2023

**Required votes for resolution:** This agenda is for acknowledgement and does not require voting.

**Agenda Item 3                    To consider and approve the reduction of registered capital and the amendment of Clause 4 in Memorandum of Association of the Company in order to correspond with the reduction of registered capital of the Company**

**Preamble:** In consider there are 3,944 registered shares which have reserved but not yet been issued due to allotment of stock dividend for 2H'2022 on May 18, 2023 which are paid in case due to indivisible shares. As a result of the reduction of registered capital, the registered capital shall be decreased from Baht 5,850,006,775 to Baht 5,850,002,831 and also proposed to approve to amend Clause 4 in Memorandum of Association in order to correspond with reduction of registered capital:

Clause 4	Registered Capital:	Baht 5,850,002,831 (Baht five thousand eight hundred fifty million, two thousand eight hundred thirty one)
	Divided into:	5,850,002,831 shares (five thousand eight hundred fifty million, two thousand eight hundred thirty one shares)
	Par Value:	Baht 1 (one)
	Consisting of Ordinary Stock:	5,850,002,831 shares (five thousand eight hundred fifty million, two thousand eight hundred thirty one shares)
	Preferred Stock:	- Share (-)

In addition, proposed to authorize the Company's Board of Directors, the authorized directors, or the person delegated by the Company's Board of Directors or by the authorized directors, to have the power to register amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to undertake other necessary actions to comply with the registrar's order for the completion of the registration process as deemed appropriate.

**Opinion of the Board:** The Board of Directors has agreed with the reduction of registered capital of the Company from Baht 5,850,006,775 to Baht 5,850,002,831 at par value of Baht 1 and the amendment of Clause 4 in Memorandum of Association to correspond with the capital reduction and proposed to the Extraordinary General Shareholders No. 1/2023 for approval.

**Required votes for resolution:** This agenda must be approved by not less than three-fourth votes of the shareholders who attend the meeting and cast their votes.

**Agenda Item 4                    To consider and approve the increase of registered capital and the amendment of Clause 4 in Memorandum of Association of the Company in order to correspond with the capital increase.**

**Preamble:** The Company proposed the increase of registered capital of the Company from 5,850,002,831 shares to 10,450,002,831 shares for the purpose of offering 4,600,000,000 new ordinary shares at par value of Baht 1, in the totaling amount of Baht 4,600,000,000, to the existing shareholders of the Company proportionate to their shareholding (Right Offering) and also proposed to approve to the amendment of Clause 4 in Memorandum of Association in order to correspond with the capital increase:

Clause 4	Registered Capital:	Baht 10,450,002,831 (Baht ten thousand four hundred fifty million two thousand eight hundred thirty one)
	Divided into:	10,450,002,831 shares (Ten thousand four hundred fifty million two thousand eight hundred thirty one shares)
	Par Value:	1 Baht (Baht one)
	Consisting of Ordinary Stock:	10,450,002,831 shares (Ten thousand four hundred fifty million two thousand eight hundred thirty one shares)
	Shares) Preferred Stock:	- Share (-)

In addition, the Company proposed to authorize the Company’s Board of Directors, the authorized directors, or the person delegated by the Company’s Board of Directors or by the authorized directors, to have the power to register amendments to the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to undertake other necessary actions to comply with the registrar’s order for the completion the registration process as deemed appropriate.

**Opinion of the Board:** The Board of Directors has agreed with the increase of registered capital of the Company from 5,850,002,831 shares to 10,450,002,831 shares at par value of Baht 1 for the purpose of offering new ordinary shares not exceed 4,600,000,000 shares at par value of Baht 1 to the existing shareholders of the Company proportionate to their shareholding (Right Offering), and the amendment of Clause 4 in Memorandum of Association to correspond with the capital increase, and has proposed to the Extraordinary General Meeting of Shareholders No. 1/2023 for approval.

**Required votes for resolution:** This agenda must be approved by not less than three-fourth votes of the shareholders who attend the meeting and cast their votes.

**Agenda Item 5                    To consider and approve the offering and the allocations of newly-issued ordinary shares (Right Offering) to the Company’s shareholders**

**Preamble:** The Company propose the offering and allocating of newly-issued ordinary shares of not more than 4,600,000,000 new ordinary shares, at par value of Baht 1 each, in the totaling amount of Baht 4,600,000,000 with the details as follows:

1. Allotment of not more than 4,600,000,000 new ordinary shares at par value of Baht 1 to existing shareholders of the Company proportionate to their shareholding (“Right Offering”) at the offering ratio of 1 existing share for 0.7863 new ordinary share, and in the event that there is a fraction of share resulting from the calculation, such fractions of shares shall be disregarded. The Offering Price of the Company’s newly-issued ordinary shares selling to the existing shareholders

in proportion to their shareholding (Right Offering) ("Offering price") shall be calculated from the weighted average price of the Company's shares 7 consecutive days prior to the Extraordinary General Meeting of Shareholders No.1/2023, which is scheduled on October 3, 2023, less a discount of 10 percent. In this regard, the Company will announce the Offering Price on October 2, 2023.

2. The existing shareholder may subscribe for the newly-issued ordinary shares in excess of their rights (oversubscription), *provided that* oversubscribing shareholders shall be entitled to the oversubscription shares only after there are shares remaining from the allocation to the existing shareholders who subscribe for the shares in accordance with their rights.

In concerning that the existing shareholders of the Company shall have rights to subscribe the new issuance and allotment of new ordinary shares in proportionate to their shareholding ("Right Offering"), if there are remaining unallotted shares after first-round-allocation, the Company shall allot such remaining unallotted shares to each oversubscribing shareholder in proportionate to their respective shareholding percentage at the same offering price as the shares which are allocated in accordance with their rights. Further details are as follows:

- 2.1 In the case where the number of remaining unallotted shares after the first-round-allocation to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering) is higher than or equivalent to the number of oversubscribed shares by the existing shareholders, the Company shall allocate the remaining shares to all oversubscribing shareholders who express their intention to oversubscribe and make full subscription payment for such shares.
  - 2.2 In the case where the number of remaining unallotted shares after the first-round-allocation to the existing shareholders of the Company proportionate to their shareholding (Right Offering) is lower than the number of oversubscribed shares, the Company shall allot oversubscribed shares as follows:
    - (a) The Company shall allocate the remaining shares proportionate to the shareholding percentage of each oversubscribing shareholders by multiplying the existing shareholding percentage of each oversubscribing shareholders with the number of remaining unallotted shares. The result will be the number of oversubscribed shares to be allocated to each oversubscribing shareholder (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded). In any case, the number of oversubscribed shares to be allocated to each oversubscribing shareholder shall not exceed the number of shares that such oversubscribing shareholder has subscribed and paid in full.
    - (b) In the case where there are remaining unallotted shares from the allocation under 2.2(a), the Company shall allocate such remaining unallotted shares proportionate to shareholding percentage to each oversubscribing shareholder that not yet received the oversubscribed shares up to their full oversubscription amount by multiplying existing shareholding percentage of each oversubscribing shareholder with the number of remaining unallotted shares. The result will be the number of oversubscribed shares to be allocated to each oversubscribing shareholders (in case there is a fraction of share as a result from calculation, such fraction of share shall be disregarded).The Company shall repeat the allotment of remaining unallotted shares with the method prescribed in 2.2(b) until there is no remaining unallotted share left.
3. In any case, the allocation of oversubscribed shares as aforementioned shall not cause any shareholder (including persons under Section 258 of the Securities and the Stock Exchange Act, B.E. 2535 (as amended) of such shareholders) holding the Company shares in the following manners;

- (a) In the manner that the increase to or across the trigger point of a tender offer as specified in the Notification of the Capital Supervisory Board No. TorJor.12/2554 on the procedure, condition, and the shareholding method of the takeover (“Announcement TorJor.12/2554) (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor.12/2554); or,
  - (b) In addition, the Company shall reserves the right not to offer the newly-issued ordinary shares to any existing shareholders of the Company (Right Offering) if such allocation will cause or may cause the Company with obligations under the law of other jurisdictions. In this regard, the Company has considered that there will be no offering or allocation of new ordinary shares in the Right Offering to shareholders in the U.S.A., Canada, South Africa, People’s Republic of China and other countries as the Company may deem appropriate. The Company may notify additional shareholders of such foreign country later (if any) via SET system if it causes the Company with obligations under the law of other jurisdictions as aforementioned.
- 4. In the event that there are newly issued ordinary shares remaining from the allocation to the existing shareholders in proportion to their shareholding (Right Offering) after aforementioned allocations, the Company shall proceed for the reduction of the Company’s registered capital by canceling the remaining unallocated ordinary shares from the Right Offering.
- 5. The Board of Directors’ Meeting No.3/2023 has resolved that the Record Date for determining the rights of the Company’s shareholders who will be offered to subscribe for new ordinary shares in the Right Offering will be on October 11, 2023, and also resolved to set the date for the subscription period during November 2 to10, 2023. However, the determination of rights for subscription and allotments of new ordinary shares, including the determination of subscription period remains uncertain and subject to the approval through the Extraordinary General Meeting of Shareholders No.1/2023.
- 6. The Board of Directors or any person designated by the Board of Directors shall be authorized to undertake any actions with regard to the allocations of such new ordinary shares including but not limited to the following:
  - (a) To determine or modify the details of the offering and allocation of new ordinary share such as any alterations to the offering period, payment method, such as change of the date to determine the list of shareholders who will be entitled for the allotment of newly-issued ordinary share, to determine the subscription period or to determine conditions and any details pertaining to such allotment of new ordinary in accordance with related laws and regulations on issuance and offering securities;
  - (b) To sign the application form, request waiver (if any), notification, or any other documents related to the offering and allocation of new ordinary shares, including to contact and file the documentation with officials or representatives of the relevant agencies (either domestic or overseas), the listing of newly-issued ordinary shares on the Stock Exchange of Thailand (“SET”) and to undertake any other necessary actions for and relevant to the allocation of the newly-issued ordinary shares for the purpose of offering and allocation to the existing shareholders proportionate to their respective shareholdings in compliance with the applicable laws;
  - (c) To register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce and also has power to undertake any necessary actions to comply with the registrar’s order for the completion of registration process as deemed appropriate.

In addition, resolved to authorize the Company's Board of Directors, the authorized directors, or the person delegated by the Company's Board of Directors or by the authorized directors, to have the power to undertake any necessary actions with regard to the offering and allocations of such new ordinary shares as deemed appropriate.

Please refer to additional details in the Capital Increase Report Form (F 53-4) (Attachment 8).

**Opinion of the Board:** The Board of Directors has agreed with the offering and allocation of newly-issued ordinary shares to the existing shareholders proportionate to their shareholding (Right Offering) and proposed to the Extraordinary General Meeting of Shareholders No. 1/2023 for approval.

**Required votes for resolution:** This agenda must be approved by not less than three-fourth votes of the shareholders who attend the meeting and casting their votes.

**Agenda Item 6            To consider any other business (if any).**

The Board of Directors had passed a resolution to set up the Record Date on August 30, 2023 and collected the names of shareholders in order to determine the shareholders' entitlement to attend the Extraordinary General Meeting of Shareholders No. 1/2023.

The shareholders of Cal-Comp Electronics (Thailand) Public Company Limited are cordially invited to attend the meeting at the date, time and place mentioned above. The Company will conduct the meeting in accordance with the Company's Article of Association concerning the shareholders' meeting as detailed in Attachment 6.

**For shareholders attending in person via electronic media:** Please register through link: <https://portal.eservice.set.or.th> or scan the QR Code specified in Attachment 3 and prepare the Notification of Meeting (as specified in Attachment 3) **to register through the e-Service Platform from September 15, 2023\***. The registration documents will be reviewed to ensure the identification of the shareholders. After the documents are reviewed and confirmed, the shareholders will obtain the email with Username and Password **for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 06.30 a.m. onwards**. Please refer to Attachment 7 for the Manual for E-AGM System for more details.

**For shareholders attending by proxy via electronic media:** Shareholders may appoint any person to act as their proxy to attend the electronic meeting. In such case, please prepare the Notification of Meeting (Attachment 3) and Proxy Form B (Attachment 4) together with the required document in proxy granting (as described in Attachment 2), and submit all documents to the Company via email at [IR@calcomp.co.th](mailto:IR@calcomp.co.th) and via post to the following address;

Company Secretary  
Cal-Comp Electronic (Thailand) Public Company Limited  
191/54,191/57 CTI Tower, 18th Floor, Rachadapisek Road  
Klong Toey, Bangkok 10110

Such proxy documents together with the required supporting documents must be sent **via post** to the Company **within the office hour of September 28, 2023**

The registration document will be reviewed to ensure the identification of the shareholders. Upon review and confirmed, the proxy will obtain the email with Username and Password for logging into the electronic meeting system (e-Service Platform) on the date of the Meeting from 06.30 a.m. onwards. Please see the procedure in attending E-AGM (Attachment 7) for more details.

\* Please register through e-Service Platform at least 3 days before October 3, 2023 for the convenience in attending the meeting on the meeting date.

In addition, shareholders may appoint either one of the following independent directors of the Company: Mr. Alan Chi Yim Kam or Mr. William Hang Man Chao or Mr. Thanasak Chanyapoon as their proxy. In such case, please prepare the Notification of Meeting (Attachment 3) and Proxy Form B (Attachment 4) together with the required document in proxy granting (as described in Attachment 2). After that, please send all documents to Company via email and via post at the address within the timeline as specified above. The appointed independent director shall vote on each agenda as stated by the shareholder in the Proxy Form. Profiles of the independent directors are set out in Attachment 5.

Please be informed accordingly.

Sincerely Yours,



(Mr. Hsu, Chieh-Li)  
Vice Chairman



Investor Relations Department  
Tel : (02) 2615033-36



**Minutes of the Annual General Meeting of Shareholders No. 1/2023**  
**Of**  
**CAL-COMP ELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED**

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**Time and Place**

Held on April 28, 2023 at 08.30 a.m. in only one form via electronic media (E-AGM) which was in accordance with the requirements of the laws in relation to Electronic Meetings, and broadcast live from the conference room of Cal-Comp Electronic (Thailand) Public Company Limited located at Samut Sakhon Factory, R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambon Klong Maduea, Amphoe Krathum Baen, Samut Sakhon, Thailand (“the Meeting”)

**Preliminary Proceeding**

Mr. Hsu, Chieh-Li Vice Chairman of the Board was Chairman of the Meeting (“Chairman”). The Chairman stated that there were 5 shareholders attending online and 41 shareholders attending by proxies, together, total 46 shareholders of the Company present in person and by proxy, representing 3,687,075,740 shares which are more than one-third of the total issued shares of the Company (there are 9,021 shareholders in the Company, holding altogether 5,400,006,254 shares) and that a quorum was formed. The Chairman informed that the attended directors, management, auditors and legal advisors were as follows:

<u>Attended directors</u>	7 persons
1. Mr. Hsu, Chieh-Li	Vice Chairman
2. Mr. Chen, Wei-Chang	Director
3. Mr. Khongsit Choukitcharoen	Managing Director
4. Mr. Chiang, Tai-Chang	Director
5. Mr. Alan Chi Yim Kam	Chairman of Audit Committee and Independent Director
6. Mr. William Hang Man Chao	Audit Committee and Independent Director
7. Mr. Thanasak Chanyapoon	Audit Committee and Independent Director

<u>Unattended directors</u>	4 persons
1. Mr. Hsu, Sheng-Hsiung	Chairman
2. Mr. Hsu, Sheng-Chieh	Director
3. Mr. Chen, Yee-Chang	Director
4. Mr. Tien, Hung-Mao	Independent Director

<u>Attended managements</u>	1 person
1. Ms. Luo, Chia-Chu	Vice director of Finance and Accounting

<u>Auditor</u>	2 persons
1. Ms. Rosaporn Decharkom	EY Limited Office

2. Ms. Naraya Srisukh

EY Limited Office

Legal Counsel 1 person

1. Mr. Somyod Suteerapornchai Wayu and Partners Co.,Ltd

Then, the Chairman declared the meeting open and introduced the following matters:

The Chairman assigned Mrs. Sunadda Jaypong and Ms. Yi-Chun, Chou (“Corporate Representatives”) to explain the voting procedure via electronic media and details for each agenda. There are two cases in casting votes as the following:

1. In case of the shareholder in person via electronic media (E-AGM), the Chairman would propose the Meeting to consider and approve each agenda. At the time of voting for each agenda the system will allow voting for that agenda. Shareholders are required to click the Vote button within the period specified. Attendees can choose to vote for "Agree", "Disagree" and "Abstained" for each agenda, and if attendees do not vote anything within the voting period will be considered as "Agreed" and there will be 2 minutes to vote, except for Agenda 7 which will have 1 minute to vote for each nominated director.
2. In case of the proxy holders via electronic media (E-AGM), the proxy form B as formulated by the Department of Business Development was applied that the shareholder could choose either to authorize the proxy to vote on behalf of his/her or to specify his/her opinion in the proxy form and such particular votes submitted during registration would be counted for the Meeting’s resolution.

The shareholders have 1 vote for 1 share. In the meeting, there will be Q&A session before entering the voting session of each agenda. Shareholders will have opportunity to send questions or to express their opinion in the issue relating to such agenda as appropriate by typing his/her first name-surname and the questions via DAP s-Shareholder Meeting Platform to queue up, and the Company will unmute the microphone and/or camera to allow him/her to ask such questions in person.

The Chairman reported the Meeting that the document for today’s meeting, which were already distributed to all shareholders before the meeting day.

The Company had posted an announcement on the Company’s website to inviting shareholders to propose any matters that they consider as important to be included on the Meeting agenda as well as names of qualified nominees to be selected as the Company’s directors. The proposal should be submitted to the Company by January 31, 2023. However, there had been no propositions sent to the Company. Therefore, the Chairman proceeded with the Meeting in accordance with the following notified agendas:

**Agenda Item 1**                    **To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2022**

The Chairman and Corporate Representatives informed the Meeting to consider certifying the Minutes of the Annual General Meeting of Shareholders No. 1/2022 held on April 29, 2022 as per the details in the documents, which had already been distributed to all shareholders.

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 1 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 1 had been announced and appeared on the meeting screen as the following;

Votes	Number of votes	Percentage of voting rights exercised by the shareholders
Agreed	3,687,076,505	100.0000%
Disagreed	0	0.0000%
Abstained	2,346	-
Voided ballots	0	-

**Resolution:**

**The Meeting by unanimously votes approved the Minutes of the Annual General Meeting of Shareholders No. 1/2022 as the Board proposed.**

**Agenda Item 2      To consider and approve the Audited Financial Statements of the year ended 2021 and F56-1 One Report of the Board of Directors**

The Chairman and the Corporate Representatives informed the Meeting to consider and approve the financial statement year 2022 were audited and certified by the Auditor and were reviewed by the Audit Committee for the year 2022 and F56-1 One Report of the Company and subsidiary companies that were correct.

The details of financial statement can be summarized as follows:

Item	Amount
Total Assets	Baht 96,543.21 million
Total Liabilities	Baht 77,878.31 million
Total Shareholder's equity	Baht 18,664.90 million
Total Revenues	Baht 172,364.59 million
Net Income	Baht 785.45 million
Earning per share	Baht 0.15 per share

- The total asset as at year end of 2022 was 96,543 million Baht, which increased by 19.41% from 2021 and was mainly come from the increased in Trade and other accounts receivable which equivalent to 37.26% as well as increased in Advances payment for raw materials and molds which equivalent to 1.83% of total asset and both are for supporting the Company and its subsidiaries' operation
- Total liability as at year end of 2022 was 77,878 million Baht, which increased by 23.90% from 2021 and was mainly due to the increased in trade and other payables by

Baht 3,340.04 million as well as the increased of short-term and long-term loan by Baht 10,861.85 million in order to support the Company and its subsidiaries' operation and ongoing manufacturing expansion.

- The shareholders' equity of 2022 was 18,665 million Baht, which increased by 3.71% compared to 2021 and was mainly due to the increased in retained earnings during the year as compared.
- The Company has total revenue of 172,365 million Baht in 2022, which increased by 35.83% from 2021 and as compared to previous year. The increased sales revenue was mainly derived from the smart wearable devices and other computer peripherals products as compared to the previous year.
- The Company's net profit for the year 2022 was 785 million Baht, which increased by 117.20% from year 2021 and the increased net profit for year 2022 was mainly in related to the increased sales revenue as well as overall improved business management even during the pandemic situation as compared to previous year.

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 2 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 2 had been announced and appeared on the meeting screen as the following.

<b>Votes</b>	<b>Number of votes</b>	<b>Percentage of voting rights exercised by the shareholders</b>
Agreed	3,683,102,162	100.0000%
Disagreed	0	0.0000%
Abstained	4,000,160	-
Voided ballots	0	-

**Resolution:**

**The Meeting by unanimously votes approved the Audited Financial Statement of the year ended 2022 and F56-1 One Report of the Company as the Board proposed.**

**Agenda Item 3      To consider and approve the appropriation of net profit as legal reserve and declaration of dividend payment for the year 2022**

The Chairman and the Corporate Representatives informed the Meeting that the Company has the dividend policy to pay not less than 30% of its Company consolidated net profit of each fiscal year after legal reserve. Provided that the rate of dividend payment will be subject to cash flows and investment plans of the Company and its subsidiaries, as well as regulatory restrictions and other requirements.

The subsidiaries' dividend payment will depend on the consideration of the Company, as the case may be.

Therefore, the Chairman proposed the Meeting to approve the appropriation and retaining of the net profit as legal reserve from Baht 518 million to be Baht 563 million, and the

declaration of dividend payment from the Company consolidated net profit for the period of July-December 2022 in form of stock & cash dividend total not exceeding Baht 500,760,579.78.

- 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 issued shares are 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, therefore, total cash dividend amount shall not exceed 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.

It is proposed that the shareholders entitled to receive the said dividends be determined on March 20, 2023 (Record Date). The payment of dividends shall be made to the shareholders within May 18, 2023.

In 2022, the Company declared the interim dividend payment in cash at the rate of Baht 0.02 per share 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 0.1124 Baht per share.

The past payment records as below:

Details of dividend payment	2022 (included interim dividend)	2021 (included interim dividend)
Company net profit (Million Baht)	785.45	361.63
No. of share (Share)	5,400.15	4,961.12
Dividend payment (Baht/share)	0.1124	0.1124
Total dividend Amount (Baht)	608.46	559.25
Dividend payout ratio (%)	75.09	204.28

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 3 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 3 had been announced and appeared on the meeting screen as the following.

Votes	Number of votes	Percentage of voting rights exercised by the shareholders
Agreed	3,687,076,505	100.0000%

Disagreed	0	0.0000%
Abstained	2,346	-
Voided ballots	0	-

**Resolution:**

The Meeting by unanimously votes approved the appropriation and retaining of the net profit as legal reserve from Baht 518 million to be Baht 563 million, and the declaration of both stock & cash dividend payment for the period of July-December 2022 by paying stock dividends at the rate of 12 existing shares per 1 stock dividend, and by paying cash dividend at the rate of 0.0094 baht per share as the Board proposed.

**Agenda Item 4      To consider and approve the reduction of registered capital and the amendment of the Clause 4 in Memorandum of Association in respect of the reduction of registered capital**

The Chairman and the Corporate Representatives informed the Meeting to consider and approve the reduction of registered capital by reducing 225,914,674 registered shares which were reserved but not yet issued in an amount of (1) 3,455 ordinary shares reserved due to allotment of stock dividend for 2H'2021 on May 19, 2022 which were 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 has 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 Baht 5,625,920,928 to Baht 5,400,006,254, and also 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 (-)

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 4 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 4 had been announced and appeared on the meeting screen as the following.

Votes	Number of votes	Percentage of voting rights exercised by the shareholders
Agreed	3,686,701,709	99.9898%
Disagreed	0	0.0000%
Abstained	377,142	0.0102%
Voided ballots	0	-

**Resolution:**

The Meeting by not less than  $\frac{3}{4}$  of the shareholders who attended and have rights to vote approved the reduction of registered capital from Baht 5,625,920,928 Baht to 5,400,006,254 and the amendment of Clause 4 in Memorandum of Association as the Board proposed.

**Agenda Item 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 increase of registered capital to support the stock dividend payment**

The Chairman and the Corporate Representatives informed the Meeting that as the Meeting approved the allotment of stock dividend payment the Company has to increase the registered capital of the Company from 5,400,006,254 shares to 5,850,006,775 by issuing 450,000,521 new ordinary shares at par value of Baht 1, in the amount of Baht 450,000,521 to be reserved for the stock dividend payment and amend Clause 4 in Memorandum of Association in order to correspond with the capital increase:

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

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 5 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 5 had been announced and appeared on the meeting screen as the following.

<b>Votes</b>	<b>Number of votes</b>	<b>Percentage of voting rights exercised by the shareholders</b>
Agreed	3,686,701,709	99.9898%
Disagreed	0	0.0000%
Abstained	377,142	0.0102%
Voided ballots	0	-

**Resolution:**

**The Meeting by not less than  $\frac{3}{4}$  of the shareholders who attended and have rights to vote approved the increase of registered capital of the Company from Baht 5,400,006,254 shares to 5,850,006,775 shares at par value of Baht 1 by issuing newly increased ordinary shares not exceeding 450,000,521 shares at par value of Baht 1 to reserve for stock dividend payment and the amendment of Clause 4 in Memorandum of Association to correspond with the capital increase to support the stock dividend payment as the Board proposed.**

**Agenda Item 6      To consider and approve the allotment of new ordinary shares to support the stock dividend payment**

The Chairman and the Corporate Representatives informed the Meeting to consider and approve the allotment of not exceeding 450,000,521 newly ordinary share shares to support the stock dividend payment of 450,000,521 shares.

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 6 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 6 had been announced and appeared on the meeting screen as the following.

<b>Votes</b>	<b>Number of votes</b>	<b>Percentage of voting rights exercised by the shareholders</b>
Agreed	3,687,076,505	100.0000%
Disagreed	0	0.0000%
Abstained	2,346	-
Voided ballots	0	-

**Resolution:**

**The Meeting by unanimously votes of shareholders who attended and cast their votes approved the allotment of not exceeding 450,000,521 newly ordinary shares to support the stock dividend payment in an amount of 450,000,521 shares as the Board proposed.**



**Agenda Item 7**      **To consider and approve the appointment of directors to replace those retired by rotation for the year 2023**

The Chairman and the Corporate Representatives informed the Meeting that according to the Public Companies Limited Act B.E. 2535, at every annual general meeting of shareholders, one-third (1/3) of the directors, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. The Company has published their profiles in the attachment no. 4 which had already been disseminated to the shareholders, and the following directors would retire:

- (1) Mr. Hsu, Sheng-Hsiung
- (2) Mr. Hsu, Sheng-Chieh
- (3) Mr. Chen, Wei-Chang
- (4) Mr. Thanasak Chanyapoon

The Board proposed the Meeting to consider and approve to re-elect 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

When there were no other proposals or query, the Chairman asked the Meeting to vote for each nominated director for Agenda 7 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 7 had been announced and appeared on the meeting screen as the following.

	<i>Directors' name</i>	Type of Director	Agreed (%)	Disagreed (%)	Abstained (%)	Voided ballots (%)
1.	Mr. Hsu, Sheng-Hsiung	<i>Chairman</i>	3,648,163,645 (99.8072%)	7,045,793 (0.1928%)	2,346	-
2.	Mr. Hsu, Sheng-Chieh	Director	3,672,990,236 (99.8102%)	6,985,734 (0.1898%)	7,362	-
3.	Mr. Chen, Wei-Chang	<i>Director</i>	3,634,618,011 (98.5772%)	52,460,840 (1.4228%)	-	-
4.	Mr. Thanasak Chanyapoon	<i>Audit Committee and Independent Director</i>	3,684,928,826 (99.9417%)	2,150,025 (0.0583%)	-	-

**Resolution:**

**The Meeting by majority votes of shareholders who attended and cast their votes approved the 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 as the Board proposed.**

**Agenda Item 8**      **To consider and approve the determination of remuneration for Board of Directors for the year 2023**

The Chairman and the Corporate Representatives informed the Meeting to consider and approve the determination for Board of Directors' remuneration and proposed to approve by shareholders' meeting. At the present, the Company does not have the Compensation Committee, however, the remuneration will be worthwhile to the assigned duties and responsibilities, and it will be highly rewarding to attract qualified personnel with the Company. For year 2023, the Company proposed the Board of Directors' remuneration of not exceeding Baht 26,000,000 (Year 2022: Not exceeding Baht 26,000,000)

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 8 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 8 had been announced and appeared on the meeting screen as the following.

<b>Votes</b>	<b>Number of votes</b>	<b>Percentage of voting rights exercised by the shareholders</b>
Agreed	3,686,514,109	99.9949%
Disagreed	187,600	0.0051%
Abstained	377,142	-
Voided ballots	0	-

**Resolution:**

**The Meeting by not less than 2/3 of shareholders who attended approved the determination of remuneration for Board of Directors not exceeding Baht 26,000,000 for the year 2023 as the Board proposed.**

**Agenda Item 9**      **To consider and approve the appointment of the Company's auditor and audit fee for the year 2023**

The Chairman and the Corporate Representatives informed the Meeting to consider and approve 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 Punpongsanon, 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, EY 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.

The Company has appointed EY Office Limited to serve as its independent auditor since year 2000. There are no relationships or conflict of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related those parties.

When there were no other proposals or query, the Chairman asked the Meeting to vote for Agenda 9 via the DAP e-Shareholder Meeting Platform.

After the witnesses finished with the vote calculation, the resolution results of the agenda item 9 had been announced and appeared on the meeting screen as the following.

Votes	Number of votes	Percentage of voting rights exercised by the shareholders
• Agreed	3,686,643,996	99.9984%
• Disagreed	60,059	0.0016%
• Abstained	374,796	-
• Voided ballots	0	-

**Resolution:**

**The Meeting by majority votes of shareholders who attended and cast their votes approved the appointment of EY Office Limited to be the Company’s auditor for the year 2023 for a total remuneration of Baht 4,590,000 as the Board proposed.**

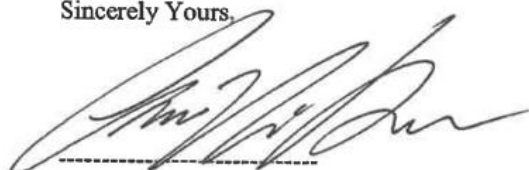
**Agenda Item 10      To consider any other businesses (if any)**

There was no other business or questions raised to consider.

The Chairman thanked all shareholders and adjourned the Meeting closed at 09.50 a.m.

After the Chairman declared the opening of the Meeting, 3 more shareholders joined the meeting in person via electronic media (E-AGM). Therefore, there were 49 shareholders and proxies altogether attending the Meeting and holding 3,687,078,851 Shares or 68.28% of the Company’s paid up capital.

Sincerely Yours,



(Mr. Hsu, Chieh-Li)  
Chairman of the Meeting



## **Guidelines for attending the Meeting via electronic media (E-AGM) and the Appointment of Proxies**

### **1. Documents required Prior to attending the Meeting via electronic media (E-EGM)**

#### *For individual person*

1. Self-Attending via electronic media (E-EGM)
  - Individual Shareholders who are Thai national shall present a valid identification card, government officer identification, or driver's license supported by any documents in case of change of name-surname.
  - Individual Shareholders who are foreign national shall present a valid passport as an identity card; in the event of a change of first name or family name, a supporting document must also be submitted.
2. Proxy via electronic media (E-EGM)
  - One of the Proxy Form as attached in the Invitation to shareholders
  - Certified true copy of valid evidence of the Shareholders as specified in Item 1
  - Certified true copy of valid evidence of the Proxy as specified in Item 1

#### *For Juristic person*

1. Representative of Shareholders (Authorized Director) attending the Meeting via electronic media (E-EGM)
  - Valid evidence of the authorized director(s) issued by governmental authorities similar to those of individual person specified in Item 1
  - Copy of the company certificate certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.
2. Proxy via electronic media (E-EGM)
  - One of the Proxy Form as attached to the invitation to shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
  - Copy of the company certificate certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.
  - Certified true copy of evidence of the authorized director(s) signing the Proxy Form as specified in Item 1
  - Evidence of the Proxy issued by governmental authorities similar to those of individual person in item 1.

### **2. Shareholder appoints the Proxy Holder or Independent Director**

#### 2.1 Shareholder appoints the Independent Director

Shareholder unable to attend the Annual General Meeting of Shareholder via electronic media (E-AGM) may authorize one of the Independent Directors, Mr. Alan Chi Yim Kam or Mr. William Hang Man Chao or Mr. Thanasak Chanyapoon. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

To authorize one of the independent Directors, via the e-Registration system, shareholder will required to fill up the information in DAP e-Shareholder Meeting system and select one of the

independent directors whom the shareholders wish to appoint as proxy and upload the identity document issued by the government agency of the proxy grantor and supporting documents as required under "Documents to be presented for the meeting via electronic media". Upon above e-registration, please send the originals of all documents to the company by post at the address below.

Company secretary  
Cal-Comp Electronic (Thailand) Public Company Limited  
191 / 54,191 / 57 CTI Tower, 18th Floor, Rachadapisek Road  
Klong Toey, Bangkok 10110

## 2.2 Shareholder appoints the Proxy Holder

Shareholder and proxy holder must fill in complete and correct Notification of Meeting and submit the required documents as required under "Documents Required for Attending the meeting" aforementioned.

Shareholders are required to submit all supporting documents for the Meeting which including a copy of the identification card of the shareholder and proxies (In case a shareholder has a proxy) in the invitation letter of the Meeting together with the email address and contact number (That can be contacted) to verify your identity via both email and post as follows;

1. Submit the soft copy of all required documents to [IR@calcomp.co.th](mailto:IR@calcomp.co.th)
2. Submit the Original copy of all required documents to the Company **via post** to the following address;

Company secretary  
Cal-Comp Electronic (Thailand) Public Company Limited  
191 / 54,191 / 57 CTI Tower, 18th Floor, Rachadapisek Road  
Klong Toey, Bangkok 10110

**The Company must be received all the original documents within the office hour of September 28, 2023** since the document verification process might take time in order to properly organize the E-AGM

*The Company reserves the right not to accept the registration to E-EGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.*

## 3. Registration and Confirmation of the identity of shareholders or proxies

### 3.1 Registration to attend the Meeting via electronic media (E-EGM)

Shareholders can notify the Company the intention to attend the Annual General Meeting of Shareholders **via e-Service Platform starting from September 15, 2023** by filling in complete and correct Notification of Meeting and using the Shareholder's ID card to register at <https://portal.eservice.set.or.th/Account/Login?refer=XaUpqT80vroIRsoMLOGbLvmQ%2fk6tALn9befakQOs1uZVLKvXGFb0LA%3d%3d> or QR code here.



**Please register through e-Service Platform at least three days before October 3, 2023** for convenience in attending the Meeting on the Meeting date.

Online registration program can be done using desktop or computers, notebooks, tablets or mobile phones with camera installed and enter through web Browser including **Internet Explorer, Google Chrome or Safari 4G speed internet or basic home Internet both IOS and Android systems**. Please refer to the registration process in Attachment 7 or view the registration process in “Manual for E-AGM System” at [https://portal.eservice.set.or.th/Account/Login?refer=XaUpqT80vroIRsoMLOGbLvmQ%2fk6tALn9befakQOs1uZVLKvXGFb0LA%3d%3d\\_or](https://portal.eservice.set.or.th/Account/Login?refer=XaUpqT80vroIRsoMLOGbLvmQ%2fk6tALn9befakQOs1uZVLKvXGFb0LA%3d%3d_or) QR code here.

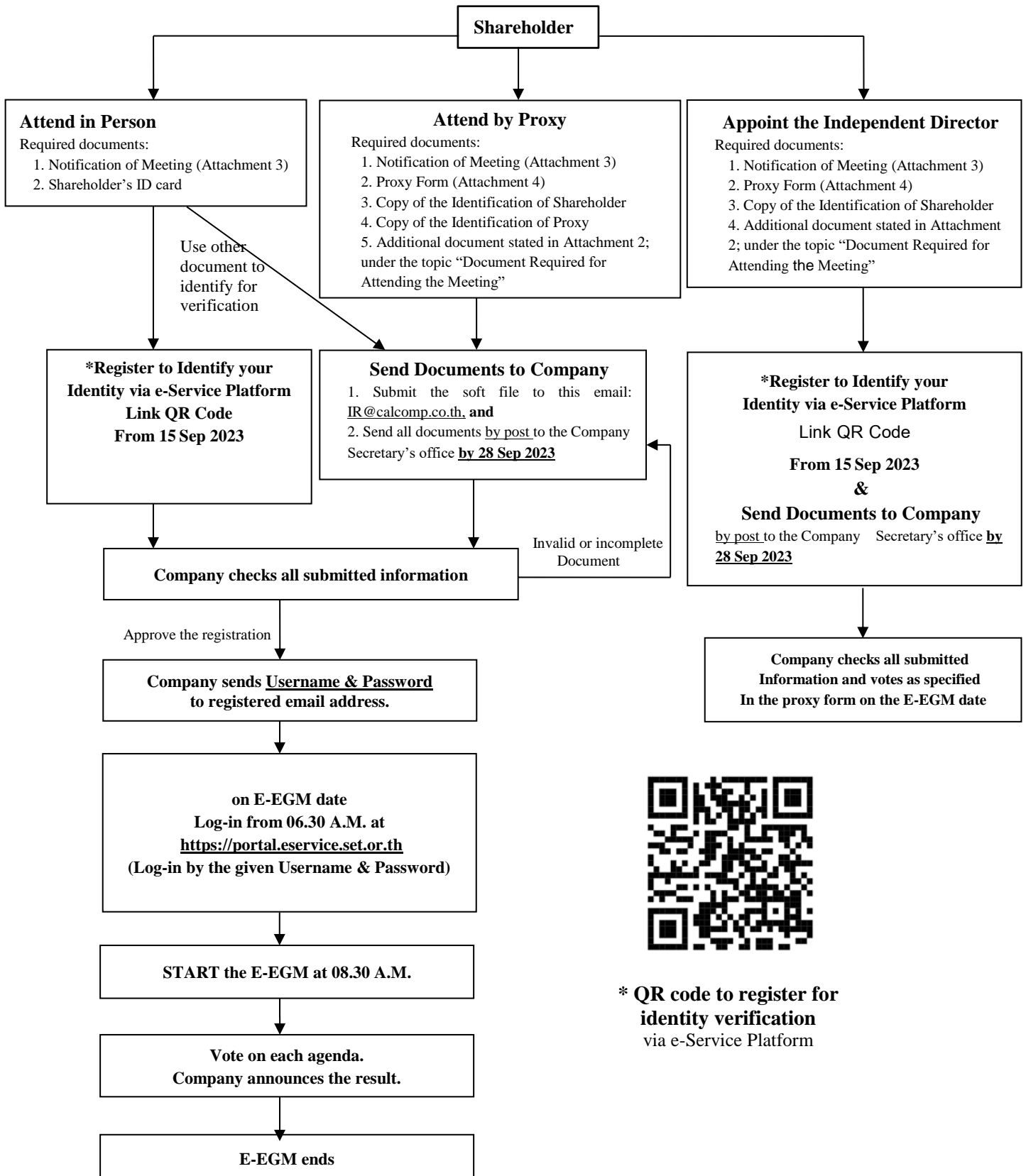


3.2 After Shareholders have applied the registration through e-Service Platform and the Company has verified the validity of the submitted documents, Username and Password, to be used for log-in the electronic meeting (e-Service Platform), will be send to Shareholder’s or the proxy holder’s (as the case may be) email provided to the Company at the registration process.

#### **4. Voting**

- At the time of voting according to the agenda of the meeting, the Chairman will propose the meeting to vote on each agenda item. The e-Service Platform will allow the meeting attendees to vote "Approve" or "Disapprove" or "Abstain" on each agenda and vote within the period specified. Attendees who have not chosen “approve”, “disapprove”, or “abstain” within the voting period will be deemed resolved to approve the matter as proposed to the Meeting for consideration. However, the Attendees may return to amend their votes within the specified voting period of each agenda.
- If the Shareholder has voted on each agenda in the proxy form, the voting in the form will be adhered to.
- In case of the proxy holders, the proxy form B which formulated by the Department of Business Development was applied. The shareholder could choose either to authorize the proxy to vote on behalf of his/her or to specify his/her opinion in the proxy form and such particular votes submitted during registration would be counted for the Meeting’s resolution.
- The shareholders have rights by 1 right for 1 vote.
- The resolution of the Meeting is by majority vote except Agenda 3, 4 & 5 needed the approval for the three quarter of all votes of shareholders attending the Meeting and having the right to vote.

## Procedures for Attending 2023 Extraordinary General Meeting of Shareholders



**\* QR code to register for identity verification via e-Service Platform**

## หนังสือมอบฉันทะ (แบบ ข.)

## Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท แคล-คอมพ์ อิเล็กทรอนิกส์ (ประเทศไทย) จำกัด (มหาชน) ("บริษัท")  
being a shareholder Cal-Comp Electronics (Thailand) Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามเอกสารแนบ 5)  
Hereby appoint (The shareholder may appoint the independent director of the Company to be the proxy, please use details in Attachment 5)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambon/Khwaeng Amphoe/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambon/Khwaeng Amphoe/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambon/Khwaeng Amphoe/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ในวันที่ 3 ตุลาคม 2566 เวลา 08.30 น. โดยวิธีการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เท่านั้น ณ โรงงานสมุทรสาคร ประเทศไทย หรือที่ซึ่งฟังเสียงไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media (E-EGM) only on October 3, 2023 at 08.30 a.m. by live broadcasting from the Samut Sakhon Factory Thailand or such other date, time and place as the meeting may be adjourned.



- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

**วาระที่ 1**                      **พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2566**  
**Agenda No. 1**                **To certify the Minutes of the Annual General Meeting of Shareholder No. 1/2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 2**                      **รับทราบการจ่ายเงินปันผลระหว่างกาลงวดครึ่งปี 2566**  
**Agenda No. 2**                **To acknowledge the declaration of interim dividend payment for the year 1H/2023**

หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ

Remark This matter is for acknowledgement and does not require voting.

**วาระที่ 3**                      **พิจารณาและอนุมัติการลดทุนจดทะเบียนและแก้ไขข้อ 4 ในหนังสือบริคณห์สนธิของบริษัทฯ เพื่อให้**  
**เกิดความสอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ**  
**Agenda No. 3**                **To consider and approve the reduction of registered capital and the amendment of Clause 4 in**  
**Memorandum of Association of the Company in order to correspond with the reduction of**  
**registered capital of the Company.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 4**                      **พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนและแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้**  
**เกิดความสอดคล้องกับการเพิ่มทุนจดทะเบียน**  
**Agenda No. 4**                **To consider and approve the increase of registered capital and the amendment of Clause 4 in**  
**Memorandum of Association of the Company in order to correspond with the capital increase.**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 5 พิจารณานุมัติการเสนอขายและจัดสรรหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมของบริษัทฯตามสัดส่วนการถือหุ้น (Right Offering)

Agenda No. 5 To consider and approve the offering and the allocation of newly-issued ordinary shares (Right Offering) to the Company's shareholders

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 6 To consider any other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any acts performed by the proxy in this meeting shall be deemed as the actions performed by myself/ourselves in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder may appoint only one Proxy to attend and vote at the meeting and may not split the number of shares to more than one proxy for splitting votes.
2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ  
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the grantor may use the Supplemental Proxy Form as enclosed.

**ใบประจำต่อแบบหนังสือมอบฉันทะ**  
Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แคล – คอมพ์ อีเล็คโทรนิคส์ (ประเทศไทย) จำกัด (มหาชน)  
The proxy is granted by a shareholder of **Cal-Comp Electronics (Thailand) Public Company Limited**

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 โดยวิธีการจัดประชุมแบบผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เท่านั้น ในวันที่ 3 ตุลาคม 2566 เวลา 08.30 น. ณ. โรงงานสมุทรสาคร ประเทศไทย หรือที่จะพึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For the Extraordinary General Meeting of Shareholders No. 1/2023 (E-EGM) via electronic media only on October 3, 2023 at 08.30 a.m. by live broadcasting from the Samut Sakhon Factory Thailand or such other date, time and place as the meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed \_\_\_\_\_ ผู้มอบฉันทะ/ Grantor  
( )  
วันที่/ Date \_\_\_\_\_

ลงชื่อ/ Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/ Proxy  
( )  
วันที่/ Date \_\_\_\_\_

## รายชื่อกรรมการอิสระเพื่อการรับมอบฉันทะ

นายอลัน ชิ ยิม แคม ในฐานะกรรมการอิสระของบริษัทฯ

อายุ 66 ปี

ที่อยู่ เลขที่ 200/32 ซอยพัฒนสิน แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร

นายวิลเลียม แสง แมน เซาว์ ในฐานะกรรมการอิสระของบริษัทฯ

อายุ 65 ปี

ที่อยู่ เลขที่ 234/102 ถนนอโศก-ดินแดง แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร

หรือ นายธนะศักดิ์ จรรยาพูน ในฐานะกรรมการอิสระของบริษัทฯ

อายุ 55 ปี

ที่อยู่ เลขที่ 519 ถนนพิชัย แขวงถนนนครไชยศรี เขตดุสิต กรุงเทพมหานคร

ณ วันที่ 11 กันยายน 2566 นายอลัน ชิ ยิม แคม นายวิลเลียม แสง แมน เซาว์ และนายธนะศักดิ์ จรรยาพูน ไม่มีการถือหุ้นสามัญของบริษัท แคล-คอมพ์ อีเล็กทรอนิกส์ (ประเทศไทย) จำกัด (มหาชน) ทั้งนี้ไม่มีส่วนได้ส่วนเสียใดๆ ในการประชุมวิสามัญผู้ถือหุ้นของบริษัทฯในครั้งนี้

เพื่อความสะดวกโปรดส่งหนังสือมอบฉันทะและหลักฐานมายังบริษัทฯล่วงหน้าอย่างน้อย 3 วันทำการก่อนวันประชุม

**The Details of the independent directors as the proxy holder**

If a shareholder prefers to appoint the Company's Independent Directors to be the proxy holder, please appoint;

**Mr. Alan Chi Yim Kam, on behalf of the Independent Directors of the Company**

Age: 66 Years old.

Address: 200/32 Soi Pattanasin, Kwang Thungmahamek, Khet Sathorn, Bangkok

**Mr. William Hang Man Chao, on behalf of the Independent Directors of the Company**

Age: 65 Years old.

Address: 234/102, Asoke-Dindaeng Road, Kwang Bangkapi, Khet Huaykwang, Bangkok

**Or Mr. Thanasak Chanyapoon, on behalf of the Independent Directors of the Company**

Age: 55 Years old.

Address: 519 Pichai Road, Kwang Thanonnakhonchaisri, Khet Dusit, Bangkok

As of September 11, 2023, Mr. Alan Chi Yim Kam, Mr. William Hang Man Chao, and Mr. Thanasak Chanyapoon do not hold the Company's common share and not having the special interest in this Extraordinary General Shareholders' Meeting of the Company.

**For your convenience, please deliver the proxy form to the Company at least three working day prior to the meeting day.**

## The Company's Article of Association relating to Shareholders' Meetings

### Shareholders' Meetings

33. The meeting of Shareholders of the company shall be held in the area where the registered office of the Company is located or at any adjacent province or any other places as prescribed by the Board of Directors.
34. The meeting of shareholders shall be held at least once in every twelve months. This meeting shall be called "General Meeting". The General Meeting shall be held within four (4) months from the end of the accounting period of the Company.

Any other shareholders' meeting shall be called "Extraordinary General Meeting".

The Board of Directors may call an Extraordinary General Meeting whenever they think fit or the shareholders holding in aggregate of not less than one-fifth (1/5) of the total shares issued or at least twenty-five (25) shareholders, holding in aggregate of not less than one-tenth (1/10) of the total share issued, request in a piece of written document to the Board of directors for holding an Extraordinary General Meeting. The requisition must clearly specify the objects for which the meeting is required to be called. The Board of Directors shall hold the meeting within one (1) month from the date of receiving such request.

35. In calling for shareholders' meeting, the Board of Directors shall prepare a notice of the meeting indicating the place, date, time, agenda, and matters to be proposed to the meeting together with appropriate details by clearly specifying that such matter is for acknowledgment, for approval, or for consideration, and shall send it with the Board of directors' opinion on such matters to the shareholders and the Registrar not less than seven (7) days, prior to the meeting date.

Such notice must also be published in a newspaper for three (3) consecutive days with at least three (3) days prior to the meeting date.

36. In a shareholders' meeting, there must be at least twenty-five (25) shareholders or one-half of the total shareholders and the holding not less than one-third (1/3) of the total shares issued present in the persons or by proxies (if any) in order to constitute a quorum.

If within one (1) hour from the time fixed for the shareholders' meeting the required quorum is not constituted, the meeting, if called upon the requisition of shareholders, shall be dissolved. If such meeting is called other than by shareholders' requisition, another meeting shall be called and notice of the meeting shall be sent to shareholders at least seven (7) days prior to the meeting date. At such meeting no quorum shall be required.

37. In any shareholders' meeting, a shareholder may appoint a proxy to represent him at the meeting and the vote on his behalf. The instrument appointing a proxy shall be in writing and signed by the shareholder appointing the proxy in accordance with the form as prescribed by the Public Company Registrar and the instrument appointing the proxy shall be submitted to the Chairman or the person authorized by the Chairman prior the proxy attending the meeting with at least the following particulars:

- a) the amount of shares held by such shareholder;
  - b) the name of the proxy; and
  - c) the meeting at which the proxy is appointed to attend and vote.
38. In the event that the meeting has not completed the consideration of the agenda prescribed in the notice of the meeting or the consideration of matters raised by the shareholders holding not less than one-third (1/3) of the total shares issued and it is necessary that the consideration be adjourned, the meeting shall fix place, date and time for the next meeting and the Board of directors shall give a notice of the meeting indicating place, date, time and agenda to shareholders with not less than seven (7) days prior to the meeting date. The said notice shall also be published in a newspaper at least three (3) days prior to the meeting date.
39. The Chairman of the Board of Directors shall be the Chairman for the shareholders' meeting. In the event that the Chairman is not present or is unable to discharge his duties, Vice-chairman, if any, shall serve as the Chairman. If there is no Vice-chairman or such Vice-chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the Chairman.
40. In every shareholders' meeting, all shareholders shall have one vote for each share.  
A shareholder who has in any resolution a special interest may not vote on such resolution, except for the election of Directors.
41. A resolution of any shareholders' meeting or approval of any affairs in the shareholders' meeting shall be passed by a majority votes of all the shareholders attending the meeting and having the right to vote, except in the following cases, a resolution of not less than three fourths (3/4) of the votes of the shareholders attending the meeting and having the right to vote is required:
- a) the sale or transfer of the Company's business whether in whole or in substantial part to other person;
  - b) the purchase by or the transfer to the Company in respect of business of other public or private company;
  - c) the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, an assignment to any person for the management of the Company's business, or the merger with other person for the purpose of profit and loss sharing;
  - d) any amendment to the Memorandum and/or Articles of Association of the Company;
  - e) the amalgamation of the dissolution of the Company.
42. In every General Meeting, the meeting will consider the following:
- a) report of the board of directors in relation to the company's operation during the previous year;
  - b) consider and approve the financial statement;
  - c) consider the allotment of dividend;
  - d) appointment of directors retired by rotation;
  - e) appointment of auditor;
  - f) other business.