Invitation of the Annual General Shareholders’ Meeting No.1/2015

Cal-Comp Electronics (Thailand) Public Company Limited
“CCET”
April 29, 2015
08.30 A.M.

At Samuthsakorn Factory, the Conference Room of R&D Building 5th
Floor, 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur
Kratoom Ban, Samuthsakorn, Thailand
March 27, 2015

Subject : Invitation to attend the Annual General Shareholders’ Meeting No. 1/2015

Attention : Shareholders of Cal-Comp Electronics (Thailand) Public Company Limited

Enclosures : 1. Copy of Minutes of the Annual General Shareholders’ Meeting No.1/2014
   2. 2014 Annual Report in CD-ROM
   3. Preliminary details of ESOP (CCET-WB) program
   4. Documents required prior to attend the Meeting of Shareholders, Proxy, Registration and Voting
   5. Information of proposed directors in replacement of those retired by rotation and appointment of new director
   6. Registration form
   7. Proxy Form
   8. Details of the independent directors as the proxy holder
   9. Company’s Article of Association relating to the General Meeting of Shareholders
   10. Map of the Meeting location
   11. Reservation Form for Transportation

By the resolution of the Board of Directors of Cal-Comp Electronics (Thailand) Public Company Limited, the Annual General Shareholder’s Meeting No. 1/2015 will be held on Wednesday 29 April, 2015 at 08.30 a.m. at Samuthsakorn Factory, the Conference Room of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur Kratoom Ban, Samuthsakorn, Thailand to consider the matters according to the agenda together with the Board’s opinions as follow:

Agenda Item 1 To certify the Minutes of the Annual General Shareholders’ Meeting No. 1/2014

Preamble: The Annual General Shareholders' Meeting No.1/2014 was held on April 25, 2014 of which the copy of the Minutes as detailed in Attachment 1 and posted on the Company’s website (www.calcomp.co.th), and submitted to the Ministry of Commerce within the time period required by law.

Opinion of the Board: The Board of Directors considered that it was correctly recorded as proposed, therefore, the minutes of the Annual General Shareholders' Meeting No.1/2014 be certified.

Agenda Item 2 To consider and approve the Audited Financial Statements of the year ended 2014 and Annual Report of the Board of Directors.

Preamble: The financial statements 2014 of the Company and subsidiary companies were audited and certified by the Auditor and were reviewed by the Audit Committee that was correct. The details of financial statements can be summarized as follows:

<table>
<thead>
<tr>
<th>Item</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Assets</td>
<td>Baht 71,734.12 million</td>
</tr>
<tr>
<td>Total Liabilities</td>
<td>Baht 55,194.31 million</td>
</tr>
<tr>
<td>Total Shareholder’s equity</td>
<td>Baht 16,539.81 million</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>Baht 150,726.05 million</td>
</tr>
<tr>
<td>Net Income</td>
<td>Baht 1,059.46 million</td>
</tr>
<tr>
<td>Earning per share</td>
<td>Baht 0.25 per share</td>
</tr>
</tbody>
</table>
**Opinion of the Board:** The Company has recorded net profit of Baht 1,059.46 million in 2014 and its 2014 financial statements has been audited by the auditor and reviewed by the Audit Committee, be proposed to the Annual General Meeting of Shareholders for approval.

**Agenda Item 3**
To consider and approve the appropriation of net profit as legal reserve and declaration of dividend payment for the year 2014.

**Preamble:**
The Company has the dividend policy to pay not less than 30% of its Company only 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.

The Board of director proposed the Meeting to approve the appropriation and retaining of the net profit Baht 511 million as legal reserve and the declaration of dividend payment from the Company only net profit for the period of July-December 2014 in the amount of stock & cash dividend total not exceeding Baht 222,432,920 with the following details and conditions;

- Payment in the form of ordinary shares in the amount of not exceeding 202,211,745 shares at the par value of Baht 1 per share to the shareholders at the ratio of 22 existing shares to 1 dividend stock (the Company’s total existing shares are 4,287,979,436 shares and in consideration of potential execution of unexercised 154,499,000 units of CCET-WA or equivalents to 160,678,960 ordinary shares upon expired date in April 2, 2015, therefore total shares shall maximum at 4,448,658,396 shares), and totaling not exceeding Baht 202,211,745. 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 0.0454545 per share;

- Payment in the form of cash dividend of Baht 0.00454545 per share in the amount of not exceeding the total outstanding shares entitled for the dividend is 4,287,979,436 shares which shall subject to change in consideration of the potential execution of unexercised 154,499,000 units of CCET-WA or equivalents to 160,678,960 ordinary shares upon expired date on April 2, 2015, therefore shall maximum at 4,448,658,396 shares and therefore total cash dividend amount shall not exceeding Baht 20,221,175.

- The payment of dividends will be paid from the Company only net profit that still enjoys the tax exemption for corporate income tax under the BOI privileges, therefore, the dividend is not subject to withholding tax in Thailand.

- The right to receive the dividend depends on the resolution of General Shareholder Meeting No.1/2015.

It is proposed that the shareholders entitled to receive the said dividends be determined on April 10, 2015 (Record Date) and the name of the shareholders shall be gathered under Section 225 of the Securities and Exchange Act by closing the share register on April 16, 2015. The payment of dividends shall be made to the shareholders by May 21, 2015.

In 2014, the Company declared the interim dividend payment at the rate of Baht 0.08 per share in cash from the net profit on and from January 1, 2014 to June 30, 2014, or equivalent to the amount of Baht 340,069,030.08.

The past of dividend payment record as the following:
### Details of dividend payment

<table>
<thead>
<tr>
<th></th>
<th>2014 (included interim dividend)</th>
<th>2013 (included interim dividend)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company only net profit (Million Baht)</td>
<td>1,790.52</td>
<td>716.02</td>
</tr>
<tr>
<td>No. of share (Million Shares)</td>
<td>Not exceeding 4,287.98</td>
<td>4,086.37</td>
</tr>
<tr>
<td>Dividend payment (Baht/share)</td>
<td>0.13</td>
<td>0.12</td>
</tr>
<tr>
<td>Total dividend Amount (Million Baht)</td>
<td>Not exceeding 562.50</td>
<td>490.26</td>
</tr>
<tr>
<td>Dividend payout ratio (%)</td>
<td>Est. at 31.42</td>
<td>68.47</td>
</tr>
</tbody>
</table>

**Opinion of the Board:** The Board of Directors have considered and agreed the appropriation and retaining of the net profit Baht 511 million as legal reserve and the declaration of dividend payment from the Company only net profit for the period of July-December 2014 in the amount of stock & cash dividend total not exceeding Baht 222,432,920. Payment in the form of ordinary shares in the amount of not exceeding 202,211,745 shares at the par value of Baht 1 per share to the shareholders at the ratio of 22 existing shares to 1 dividend stock (the Company’s total existing shares are 4,287,979,436 shares and in consideration of potential execution of unexercised 154,499,000 units of CCET-WA or equivalents to 160,678,960 ordinary shares upon expired date in April 2, 2015, therefore total shares shall maximum at 4,448,658,396 shares), and totaling not exceeding Baht 202,211,745. 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 0.0454545 per share. And payment in the form of cash dividend of Baht 0.00454545 per share in the amount of not exceeding the total outstanding shares entitled for the dividend is 4,287,979,436 shares which shall subject to change in consideration of the potential execution of unexercised 154,499,000 units of CCET-WA or equivalents to 160,678,960 ordinary shares upon expired date in April 2, 2015, therefore shall maximum at 4,448,658,396 shares and therefore total cash dividend amount shall not exceeding Baht 20,221,175.

The record date for the shareholders who have right to receive the dividend will be on April 10, 2015 and the date of closing book to collect the name of shareholders according to the Securities and Exchange Act section 225 will be on April 16, 2015. The dividend will be paid on May 21, 2015 and proposed to the Annual General Meeting of Shareholders for approval.

**Agenda Item 4**

**To consider and approve the issuance and offering of warrant under Employees Stock Option Plan (CCET-WB) program**

**Preamble:** In order to motivate and to retain knowledgeable and capable employees of the Company and/or its subsidiaries as well as to attract new employees who will provide the Company with the benefits at most over the long-term, therefore the Company wishes to issue and offer warrants to purchase common shares of the Company (“Warrants”) for 200,000,000 units to employees of the Company and/or its subsidiaries according to CCET-WB program which is subject to Shareholders' approval; details of which are shown in Attachment 3. The Board also approved to authorize the Chairman to final the required documents and issues of offering.

**Remark:**

This agenda item must be approved in a Shareholders’ Meeting with votes of not less than three quarter of all votes of shareholders attending the Meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10% of all votes of shareholders attending the meeting.
Opinion of the Board: The Board of Directors has agreed the issuance and offering of the Warrants under Employees Stock Option Plan (CCET-WB) program for 200,000,000 units and proposed to the Annual General Meeting of Shareholders for approval.

Agenda Item 5 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.

Preamble: In consider that the number of registered shares which have not yet been issued in an amount of 44 shares due to the allotment of stock dividend for the 2H’2013 has completed as at May 22, 2014 at total 163,455,084 ordinary shares, but there are 44 remaining shares has paid in cash due to indivisible shares. In this regard, there are still remaining the reserved shares of 160,722,960 shares for the purpose of exercising warrant CCET-WA shall remained due to the warrant program is not yet expired until April 2, 2015. As a result of the reduction of registered capital, the registered capital shall be decreased from 4,448,702,440 Baht to 4,448,702,396 Baht. The Board also approved to amend Clause 4 in Memorandum of Association in order to correspond with reduction of registered capital:

<table>
<thead>
<tr>
<th>Clause 4</th>
<th>Registered Capital:</th>
<th>Bailey 4,448,702,396 (Baht four billion, four hundred and forty-eight million, seven hundred and two thousand three hundred ninety-six)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Divided into:</td>
<td>4,448,702,396 shares (four billion, four hundred and forty-eight million, seven hundred and two thousand three hundred ninety-six Shares)</td>
<td></td>
</tr>
<tr>
<td>Par Value:</td>
<td>Baht 1 (one)</td>
<td></td>
</tr>
<tr>
<td>Consisting of Ordinary Stock:</td>
<td>4,448,702,396 shares (four billion, four hundred and forty-eight million, seven hundred and two thousand three hundred ninety-six Shares)</td>
<td></td>
</tr>
<tr>
<td>Preferred Stock:</td>
<td>- Share (-)</td>
<td></td>
</tr>
</tbody>
</table>

Opinion of the Board: The Board of Directors has agreed with the reduction of registered capital from 4,448,702,440 Baht to 4,448,702,396 Baht 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 Annual General Meeting of Shareholders for approval.

Agenda Item 6 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 and the issuance and offering of ESOP program (CCET-WB).

Preamble: In consider that the Company has declared the allotment of stock dividend payment and the issuance of ESOP program CCET-WB, therefore the Company has to increase the registered capital of the Company from 4,448,702,440 Baht to 4,850,914,141 shares by allot newly increased ordinary shares of not exceed 402,211,745 shares at par value of Baht 1 including issuing (i) 202,211,745 new ordinary shares at par value of Baht 1, in the amount of Baht 202,211,745 to be reserved for the stock dividend payment and (ii) 200,000,000 new ordinary shares at par value of Baht
1, in the amount of Baht 200,000,000 to be reserved for the issuance of ESOP program CCET-WB. The Board also approved to amend Clause 4 in Memorandum of Association in order to correspond with the capital increase:

<table>
<thead>
<tr>
<th>Clause 4</th>
<th>Registered Capital:</th>
<th>Baht 4,850,914,141 (four billion, eight hundred and fifty million, nine hundred and fourteen thousand one hundred forty-one Baht)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Divided into:</td>
<td>4,850,914,141 (four billion, eight hundred and fifty million, nine hundred and fourteen thousand one hundred forty-one Shares)</td>
<td></td>
</tr>
<tr>
<td>Par Value:</td>
<td>Baht 1 (one)</td>
<td></td>
</tr>
<tr>
<td>Consisting of Ordinary Stock:</td>
<td>4,850,914,141 (four billion, eight hundred and fifty million, nine hundred and fourteen thousand one hundred forty-one Shares)</td>
<td></td>
</tr>
<tr>
<td>Preferred Stock:</td>
<td>- Share (-)</td>
<td></td>
</tr>
</tbody>
</table>

**Opinion of the Board:** the Board of Directors has agreed with the increase of registered capital from 4,448,702,396 shares to 4,850,914,141 shares at par value of Baht 1 by the company allot newly increased ordinary shares not exceed 402,211,745 shares at par value of Baht 1 and the amendment of Clause 4 in Memorandum of Association to correspond with the capital increase to support the stock dividend payment and the issuance of ESOP program CCET-WB and proposed to the Annual General Meeting of Shareholders for approval.

**Agenda Item 7** To consider and approve the allotment of new ordinary shares to support the stock dividend payment and the issuance and offering of ESOP program (CCET-WB).

**Preamble:** In consider of the capital increase of not exceed 402,211,745 new ordinary shares, therefore, the allotment of newly increased shares as follows:

Allotment of total new ordinary share which not exceed 402,211,745 shares shall included the allotment to support (i) the stock dividend payment of 202,211,745 shares and (ii) the allotment to support the issuance of ESOP program CCET-WB of 200,000,000 shares.

**Opinion of the Board:** the Board of Directors has agreed with the allotment of newly increased ordinary shares not exceed 402,211,745 to support (i) the stock dividend payment and (ii) the issuance of ESOP program CCET-WB and proposed to the Annual General Meeting of Shareholders for approval.

**Agenda Item 8** To consider and approve the appointment of directors to replace those retired by rotation and the appointment of new director for the year 2015.

**Preamble:** According to the Public Limited Companies Act B.E. 2535 (as amended), 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. Therefore, the following directors would retire:

(1) Mr. Khongsit Choukitcharoen  
(2) Mr. Alan Chi Yim Kam  
(3) Mr. Thanasak Chanyapoon

The Company has invited all shareholders to nominate the qualified person to be elected as the Company director as well as to propose the meeting agenda on the Company’s website. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company. Although the process of selecting the directors is not supervised by a nomination committee, as the Company has no such committee, however the Board selected the candidates by considering maximum benefit for the Company’s business and proposed to re-elect three directors, Mr. Khongsit Choukitcharoen, Mr. Alan Chi Yim Kam, and Mr. Thanasak Chanyapoon to resume their positions as the directors of the Company for another term. In addition the board of director also proposed the appointment of Mr. Pan Hung-Sheng to be the new director of the Company details of each individual director’s profile is stated in attachment 5.

**Opinion of the Board:** The Board of directors resolved that to re-elect Mr. Khongsit Choukitcharoen, Mr. Alan Chi Yim Kam, and Mr. Thanasak Chanyapoon to resume their positions as the directors of the Company for another term because they are knowledgeable and competent persons who can distribute for the Company’s success and proposed the appointment of Mr. Pan Hung-Sheng to be the new director of the Company which is subjected to the Annual General Meeting of Shareholders for approval.

**Agenda Item 9** To consider and approve the determination of remuneration for Board of Directors for the year 2015

**Preamble:** The Company has established remuneration to the directors in a precise and transparent manner 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 for the Company to attract and to maintain qualified personnel. For year 2015, the Company proposed the Board of Directors’ remuneration shall not exceed Baht 25,000,000. (Year 2014: Not exceeds Baht 25,000,000)

**Opinion of the Board of Directors:** The Board of Directors has agreed the Board of Directors’ remuneration shall not exceed Baht 25,000,000 for the year 2015 and proposed to the Annual General Meeting of Shareholders for approval.

**Agenda Item 10** To consider and approve the appointment of the Company’s auditor and audit fee for the year 2015

**Preamble:** The Company has appointed Ernst & Young 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 parties.

The Board of Directors agreed to propose the appointment of Mr. Sophon Permsirivallop, C.P.A. Registration No. 3182, and/or Ms. Rungnapa Lertsuwankul, C.P.A. Registration No. 3516, and/or Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521 and/or Ms. Rosaporn Decharkom, C.P.A Registration No. 5659 and/or Ms. Sumana Pupongsanon, C.P.A Registration No. 5872 of Ernst & Young Office Limited be appointed as the Company’s auditor for the year 2015 for a total remuneration of Baht 3,800,000 (Year 2014 was Baht 3,900,000 and no other fee). 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.

As the Company does not use the same audit firm for the Company and subsidiary companies because of the following:

1. Ernst & Young Office Limited, the Company’s auditor and PriceWaterHouse Coopers, the subsidiaries’ auditor are global top 4 audit firms, therefore, the audited financial statements from these 2 firms should be reliable.
2. To leverage the sources of two different independent firms and improve our auditing system.

Note:

1. Mr. Sophon Permsirivallop was the Company’s auditor for 14 years during 2001-2014, but he had audited, gave suggestion and signed the financial statements of the Company as the auditor for 2 years during 2006-2007 and another 2 year in 2013-2014. According to the guideline of SEC, it will only count the year in which the auditor signed the financial statement of the Company. Therefore, Mr. Sophon Permsirivallop is eligible to be the Company’s auditors and signed financial statements for the year 2015 until completing 5 consecutive fiscal years as stipulated be SEC.
2. Miss Rungnapa Lertsuwankul was the Company’s auditor for 15 years during 2000-2015, she had audited, gave suggestion and signed financial statements for 10 years consecutive during 2000-2005 and 2008-2011, but for year 2006-2007 and 2012-2014, it was done by other auditor. However, Miss Rungnapa Lertsuwankul is still eligible to be the Company’s auditors and signed financial statements for the year 2015 until completing 5 consecutive fiscal years as stipulated be SEC.
3. Miss. Pimjai Manitkajohnkit was the Company’s auditor for 4 years during 2011-2014, but she did not audited, give suggestion and sign financial statements.
4. Ms. Rosaporn Decharkom is the Company’s auditor for 1st year.
5. Ms. Sumana Punpongsanon is the Company’s auditor for 1st year.

The Audit Committee has reviewed the proposal of Ernst & Young to continue as External Auditor for the Company. Ernst & Young has performed their duty well in the past 15 years. The Audit Committee recommend to the AGM to re-appoint Ernst & Young as its external auditor for the year 2015 as proposed.

Opinion of the Board: The Board of Directors has agreed the appointment of Mr. Sophon Permsirivallop, C.P.A. Registration No. 3182, and/or Ms. Rungnapa Lertsuwankul, C.P.A. Registration No. 3516, and/or Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521 and/or Ms. Rosaporn Decharkom, C.P.A Registration No. 5659 and/or Ms. Sumana Punpongsanon, C.P.A Registration No. 5872 of Ernst & Young Office Limited be appointed as the Company’s auditor for the year 2015 for a total remuneration of Baht 3,800,000 and proposed to the Annual General Meeting of Shareholders for approval.

Agenda Item 11 To consider any other businesses (if any)

The Board of directors had passed a resolution to set up the Record Date on March 17, 2015 and collects the names of shareholders as stipulated in the Securities and Exchange Act B.E. 2535, Section 225, by closing the share registration book on March 18, 2015 in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders No. 1/2015.
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 9.

The Company has sent the 2014 Annual Report to all shareholders in CD-ROM (Attachment 2). However, if any shareholders would like to have a copy of annual report in hard copy, they may request it from Investor Relations Department, Cal-Comp Electronics (Thailand) Public Company Limited 191/54, 57 18th Floor, CTI Tower, Ratchadapisek Rd., Klongtoey Bangkok 10110, telephone number 0-2261-5033-37, facsimile number 0-2661-9396

For the shareholders who wish to attend the meeting, please bring your identification card, or government officer identification, or driver’s license as evidence of your right to attend the meeting.

If the shareholders would like to attend the Meeting by using the Company's shuttle bus services, please make a reservation by April 18, 2015. Please see Attachment 11 for more details, and please fill-in and send back to the Company before above mentioned date in order to make a reservation.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the proxy form (Attachment 7). The shareholders can use other type of the proxy forms: form A, Form B or Form C (Form C for custodian only) which are posted on the Company’s website (www.calcomp.co.th). The completed and executed proxy with duty stamp duly affixed must be deposited with the Chairman of the Meeting and/or person entrusted by the Chairman prior to the proxy entering the meeting, provided that the proxy bring the following documents to show his or her right to attend the meeting:

Documents required prior to attend the Meeting of Shareholders and voting procedure are stated in the Attachment 4.

Besides, shareholders may appoint the independent director of the Company whose details are in the Attachment 8 as their proxy holder.

Please be informed accordingly.

Sincerely Yours,

(Mr. Shen, Shyh-Yong)
Vice Chairman

Investor Relations Department
Tel : (02) 2615033-37
Minutes of the Annual General Meeting of Shareholders No. 1/2014
Of
CAL-COMP ELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED

Time and Place
Held on April 25, 2014 at Samuthsakorn Factory, the Conference Room of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur Kratoom Ban, Samuthsakorn.

Preliminary Proceeding
Mr. Shen, Shyh-Yong was Chairman of the Meeting. The Chairman stated that there were 80 shareholders of the Company present in person and by proxy, representing 3,138,040,745 shares which is more than one-third of the total issued shares of the Company (there are 6,169 shareholders in the Company, holding altogether 4,086,378,192 shares) and that a quorum was formed. The Chairman informed that the attended/unattended directors, management and auditors are as follows:

Attended directors 6 person
1. Mr. Shen, Shyh-Yong Vice Chairman
2. Mr. Khongsit Choukitcharoen Managing Director
3. Mr. Wang, Ho-Shun Director
4. Mr. Alan Chi Yim Kam Chairman of Audit Committee and Independent Director
5. Mr. William Hang Man Chao Audit Committee and Independent Director
6. Mr. Thanasak Chanyapoon Audit Committee and Independent Director

Unattended directors 3 person
1. Mr. Hsu, Sheng-Hsiung Chairman
2. Mr. Hsu, Sheng-Chieh Director
3. Mr. Chang, Zuei-Wei Director

Attended management 1 person
1. Mr. Zhang, Ming-Cha Assistant Vice President of Finance and Accounting

And the Auditor from Ernst & Young Office Limited has attended the meeting.

Then, the Chairman declared the meeting open and introduced the following matters:
The Chairman authorized Mrs. Sunadda Jaypong and Ms. Yi-Chun, Chou, Corporate Representatives to introduce Directors, Nominate Director, Managements and the Auditor and also explained the voting procedure and details for each agenda. There are two cases in casting votes as the following:

1. In case of the shareholder in person, the Chairman would propose the Meeting to consider and approve each agenda by asking the Meeting for disagreement or abstention. Then the Company’s staff would collect the voting card from the shareholders who raised their hands and for those who did not show their hand it would be considered as agreement votes to the particular agenda. For agenda of Director Appointment, the shareholder can vote whole set of director or by each person and we will collect all voting card of agreed to keep as evidence.
2. In case of the proxy holders, 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 rights by 1 right for 1 vote. In the meeting, if shareholders would like to ask any question, please raise your hand and we will give you an opportunity.

The Chairman reported the Meeting that the document for today’s meeting, which had already distributed to all shareholders 14 days 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 February 3, 2014. 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 consider and certify the Minutes of the Annual General Shareholders' Meeting No. 1/2013

The Chairman authorized the Corporate Representative informed the Meeting to consider certifying the Minutes of the Annual General Meeting of Shareholders No. 1/2013 held on April 11, 2013 as per the details in the documents, which had already been distributed to all shareholders.

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 1 and raised hands, so that our staff could collect the voting cards.

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:

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of vote</th>
<th>Percentage of voting rights exercised by the shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Agreed</td>
<td>3,138,589,945</td>
<td>99.99</td>
</tr>
<tr>
<td>• Disagreed</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>• Abstained</td>
<td>91,300</td>
<td>0.01</td>
</tr>
</tbody>
</table>

**Resolution:**

The Meeting by majority votes resolves approved the Minutes of the Annual General Shareholders’ Meeting No. 1/2013 as Chairman proposed.

**Agenda Item 2**  To consider and approve the Audited Financial Statement of the year ended 2013 and Annual Report of the Board of Directors.

The Chairman authorized the Corporate Representative informed the Meeting to consider and approve the financial statement 2013 of the Company and subsidiary companies were audited and certified by
the Auditor and were reviewed by the Audit Committee that were correct. The details of financial statement can be summarized as follows:

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<td>Total Assets</td>
<td>Baht 62,434.55 million</td>
</tr>
<tr>
<td>Total Liabilities</td>
<td>Baht 46,319.75 million</td>
</tr>
<tr>
<td>Total Shareholder’s equity</td>
<td>Baht 16,114.80 million</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>Baht 121,856.92 million</td>
</tr>
<tr>
<td>Net Income</td>
<td>Baht 461.49 million</td>
</tr>
<tr>
<td>Earning per share</td>
<td>Baht 0.11 per share</td>
</tr>
</tbody>
</table>

- The total asset of 2013 was Baht 62,435 million, which increased by 8.57% from 2012 and is mainly came from increased property, plant and equipments as well its long-term investments both in Thailand and overseas in 2013.
- Total liability of 2013 was Baht 46,320 million, which increased by 9.70% from 2012 and is mainly due to the increased in long-term loans, and short-term loan for the purpose of the Company and its subsidiaries’ routine operation and factory expansion.
- The shareholders’ equity of 2013 was Baht 16,115 million, which increased by 5.45% compared to 2012 due to increased in capital reserve for the Company’s warrant program CCET-WA.
- The Company has total revenue of Baht 121,857 million in 2013, which decreased by 14.04% from 2012 mainly in related to the continuous weakened global demand in PC industry.
- The Company’s net profit for the year 2013 was Baht 461 million, which decreased by 61.51% from year 2012 was mainly a result of weakened economic and demand worldwide as well the undergoing process of the Company’s factory expansion in order to prepare for the incoming demand in the upcoming year which therefore may as well impact the overall net profit in the current period.

A shareholder asked Chairman the following question:

**Question:** Please explain why the Company’s Sales has drop by 14% and how will the Company to improve the situation? Please explain why would the Company’s net profit have drop significantly in 2013 in consider that Q2 and Q3 both have decreased profit as compared and Q4 even has net loss? More, please share the outlook for 2014?

Chairman answered questions as following:

**Answer:** There are 2 main reasons in respond to the decreased of Sales revenue in 2013. Firstly, the global pc market has drop about 10% in 2013 which has impact one of our products, hard disk drive, for about 10% as well. Secondly, the Company has planned to transfer some business and projects from China to Thailand in the beginning of 2013. For instance, the Printer production in China. Unfortunately, the Thailand’s political difficulties have made our customer to postpone transferring the project until end of 2013, and this has impact about 9 months of the Company’s the revenue. Nonetheless, the good news is that the project was be able to kick off again in November so the Company would be finalize and settle for mass production in beginning of 2014. In fact, the Company still have one more project planning to transfer to Thailand base, which again would again expecting for more revenue in the following year.

In addition, the Sales revenue in Q2 & Q3 has dropped and was mainly due to changed of business model. However, this shall have no impact for the Company’s overall result. Moreover, some old
printer projects had end while the new printer projects were between the process and were unable to be ready as scheduled due to unstable political situation in Thailand in 2013, which as well resulting a lower performance since middle of last year. Lastly, the Company has cut off the bad debt of USD 10 Million from our printer customer Kodak in Q4, therefore has impact the overall performance as well.

A shareholder asked Chairman the following question:

**Question:** The Jan-Mar 2014 Sales announcement has dropped as compared to same period in 2013, so how would the Company think that it can achieve better Sales performance in the remaining 9 months? What is the Company’s plan?

Chairman answered questions as following:

**Answer:** In consider that the new project is just settled in Q1, therefore may not yet be able to at it full capacity. However, it is expected that the following 3 quarters shall be much better than Q1. If fact, the management think that the Thailand factory may not have enough capacity to support all the orders.

A shareholder asked Chairman the following question:

**Question:** In last year’s shareholder meeting, it was mentioned that the Sales shall be good but the result was turned out to be very disappointed and has dropped very quarter. So, please share the outlook or sales growth and the major products growth in 2014 so shareholders can remain their confidence to the Company?!

Chairman answered questions as following:

**Answer:** In consider for the capacity, the Company believes that the existing capacity may not be able to support the incoming orders this year, therefore the Company needed for factory expansion. Thus, the Company believes that 2014 shall be at much better performance than 2013. Overall, the Company would expect Sale growth of 10-20% in 2014 and mainly comes from STB and printer products.

A shareholder asked Chairman the following question:

**Question:** Why the SG&A has increased by 38% in Q4/2013? And, is it one-time expense or regular expense from now on?

Chairman answered questions as following:

**Answer:** The increased amount was mainly due to that the Company has cut the bad debt amount in Q4. It was from the customer Kodak whom had declared bankruptcy publicly in the earlier years and the customer has negotiated to return portion of debt amount using securities and warrant. In addition, the amount of R&D Tax expense in Brazil has increased in respond to the increased sales from the Brazil subsidiary, and this tax contribution was generally required by the Brazil government accordingly, nonetheless, the overall profit may still favorable for the Company to produce locally.

A shareholder asked Chairman the following question:

**Question:** In related to the previous question, how would said the sales in Brazil subsidiary has increased while the consolidated Sales was actually dropped by 14%?

Chairman answered questions as following:
**Answer:** The sales in the Brazil subsidiary has increased but the performance from the China facilities have shown a dropped sales in 2013 which due to several reasons including labor shortage, increased labor cost and changed of government policies. As a result, the utilization rate in China was not sufficient enough and impacted the Company’s performance. Moreover, since the dropped of sale growth in the China facilities have greater impact than the other of the Company’s subsidiaries therefore the overall Sales has shown a downturn in 2013.

A shareholder asked Chairman the following question:

**Question:** In consider further, so what would the Company’s solution for the matters?

Chairman answered questions as following:

**Answer:** As explained earlier, the Company has plans to transfer some products from China sites to Thailand. In the future, the sales in the China subsidiaries shall be lower and production shall be more based in Thailand and other locations like Brazil, Philippines and Malaysia. And the main reason to transfer the projects to Thailand is because Thailand has more manpower, more competitive labor cost and supportive government policies, therefore the management has decided to shift most of the production from China sites back to Thailand. However, the political situation in Thailand shall be concerned and monitored.

A shareholder asked Chairman the following question:

**Question:** Would like to know that the loss on financial derivatives in Q4 is actual loss or just book loss? It was mentioned last year in the meeting that the Company has used natural hedging so why there shall still have lost?!

Chairman answered questions as following:

**Answer:** The amount of loss on financial derivatives was accrued by the auditor following the IFRS principle after the evaluation of the fair value of market to market and to record the unrealized gain/loss in the Company’s financial statement prior its mature date. And the Company has applied natural hedge to protect the Company’s asset and liabilities in order to minimize the exchange loss due to fluctuated currency exchange which is considered common strategy for most companies.

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 2 and raised hands, so that our staff could collect the voting cards.

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.

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of vote</th>
<th>Percentage of voting rights exercised by the shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>Agreed</td>
<td>3,138,342,245</td>
<td>99.98</td>
</tr>
<tr>
<td>Disagreed</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Abstained</td>
<td>694,500</td>
<td>0.02</td>
</tr>
</tbody>
</table>

**Resolution:**

The Meeting by majority votes approved the Audited Financial Statement of the year ended 2013 and Annual Report of the Board of Directors as the Chairman proposed.
Agenda Item 3 To consider and approve the declaration of dividend payment for the year 2013

The Chairman authorized the Corporate Representative informed the Meeting that the Company has the dividend policy to pay not less than 30% of its Company only 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.

The Chairman proposed the meeting to approve the declaration of stock dividend payment at the par value of Baht 1 per share to shareholders of the Company at the ratio of 25 existing shares to 1 dividend stock which equivalent to Baht 0.04 per share for the period of July-December 2013. The total outstanding shares entitled for the dividend is 4,086,378,192 shares and the Company will issue the common share for stock dividend not exceeding 163,455,128 shares at the par value of 1 Baht, total dividend amount in not exceeding Baht 163,455,128. 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 0.04 per share. The record date and closing date were on March 17 and March 18, 2014 respectively. The payment date of dividend is scheduled within May 22, 2014 from net profit that still enjoys the tax exemption for corporate income from the BOI, therefore, the dividend is free for income tax. Meanwhile, the Company had paid the interim dividend at Baht 0.08 per share for the period of January-June 2013 on September 13, 2013, therefore the total dividend payment for the year 2013 will be equivalent to Baht 0.12 per share.

The past payment record as below:

<table>
<thead>
<tr>
<th>Details of dividend payment</th>
<th>2013 (included interim dividend)</th>
<th>2012 (included interim dividend)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company only net profit (Million Baht)</td>
<td>716.02</td>
<td>1,917.61</td>
</tr>
<tr>
<td>No. of share (Share)</td>
<td>4,086.37</td>
<td>4,077.56</td>
</tr>
<tr>
<td>Dividend payment (Baht/share)</td>
<td>0.12</td>
<td>0.16</td>
</tr>
<tr>
<td>Total dividend Amount (Baht)</td>
<td>490.26</td>
<td>652.41</td>
</tr>
<tr>
<td>Dividend payout ratio (%)</td>
<td>68.47</td>
<td>34.02</td>
</tr>
</tbody>
</table>

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 3 and raised hands, so that our staff could collect the voting cards.

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.

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of vote</th>
<th>Percentage of voting rights exercised by the shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Agreed</td>
<td>3,138,945,445</td>
<td>99.99</td>
</tr>
<tr>
<td>• Disagreed</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>• Abstained</td>
<td>91,300</td>
<td>0.01</td>
</tr>
</tbody>
</table>
Resolution:

The Meeting by majority votes approved the declaration of stock dividend payment at the par value of Baht 1 per share to shareholders of the Company at the ratio of 25 existing shares to 1 dividend stock which equivalent to Baht 0.04 per share for the period of July-December 2013. The total outstanding shares entitled for the dividend is 4,086,378,192 shares and the Company will issue the common share for stock dividend not exceeding 163,455,128 shares at the par value of 1 Baht, total dividend amount in not exceeding Baht 163,455,128. 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 0.04 per share as chairman proposed.

Agenda Item 4  
To consider and approve the increase of registered capital and to amend the Clause 4 in Memorandum of Association to correspond with the capital increase to support the stock dividend payment and right adjustment of CCET-WA

The Chairman authorized the Corporate Representative informed the Meeting to consider and approve the increase of registered capital from 4,277,556,192 shares to 4,448,702,440 shares by allot newly increased ordinary shares not exceed 171,146,248 at par value of Baht 1 in the amount of not exceed Baht 171,146,248 to be reserved for the stock dividend payment for 163,455,128 shares and the right adjustment of CCET-WA due to the allotment of stock dividend for 7,691,120 shares. And also, approved to amend the Clause 4 in Memorandum of Association in order to correspond with the capital increase:

| Registered Capital: | Baht 4,448,702,440 (four billion, four hundred and forty-eight million, seven hundred and two thousand four hundred forty Baht) |
| Divided into:       | 4,448,702,440 (four billion, four hundred and forty-eight million, seven hundred and two thousand four hundred forty Shares) |
| Par Value:          | 1 Baht (one) |
| Consisting of       | 4,448,702,440 (four billion, four hundred and forty eight million, seven hundred and two thousand four hundred forty Shares) |
| Preferred Stock:    | - Share (-) |

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 4 and raised hands, so that our staff could collect the voting cards.

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.

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of vote</th>
<th>Percentage of voting rights exercised by the shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Agreed</td>
<td>3,138,945,445</td>
<td>99.99</td>
</tr>
<tr>
<td>• Disagreed</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>• Abstained</td>
<td>91,300</td>
<td>0.01</td>
</tr>
</tbody>
</table>
Resolution:

The Meeting by majority votes approved the increase of registered capital of the Company from 4,277,556,192 shares to 4,448,702,440 shares by allot newly increased ordinary shares not exceed 171,146,248 at par value of Baht 1, and that the newly allotment shall included the issuing of 163,455,128 new ordinary shares at par value of Baht 1 in the amount of Baht 163,455,128 to be reserved for the stock dividend payment and the issuing of 7,691,120 new ordinary shares at par value of Baht 1 in the amount of Baht 7,691,120 to be reserved for the right adjustment of warrant CCET-WA. The Meeting also approved to amend Clause 4 in Memorandum of Association in order to correspond with the capital increase as chairman proposed.

Agenda Item 5 To consider and approve the allotment of new ordinary shares to support the stock dividend payment and the right adjustment of CCET-WA

The Chairman authorized the Corporate Representative informed the Meeting to consider and approve the capital increase of not exceed 171,146,248 new ordinary shares, therefore the allotment of newly increased ordinary share of 163,455,128 shares to be issued in order to support the stock dividend payment and the allotment of newly increased ordinary share of 7,691,120 shares to be reserved in order to support the right adjustment of CCET-WA program.

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 5 and raised hands, so that our staff could collect the voting cards.

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.

<table>
<thead>
<tr>
<th>Votes</th>
<th>Number of vote</th>
<th>Percentage of voting rights exercised by the shareholders</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Agreed</td>
<td>3,138,945,445</td>
<td>99.99</td>
</tr>
<tr>
<td>• Disagreed</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>• Abstained</td>
<td>91,300</td>
<td>0.01</td>
</tr>
</tbody>
</table>

Resolution:

The Meeting by majority votes approved the allotment of newly increased ordinary shares not exceed 171,146,248 shares to be issued and offered for the stock dividend payment at not exceed than 163,455,128 shares and for the right adjustment of warrant CCET-WA at 7,691,120 shares as chairman proposed.

Agenda Item 6 To consider and approve the appointment of directors to replace those retired by rotation for the year 2014

The Chairman authorized the Corporate Representative to inform the Meeting that according to the Public Companies 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. The following directors would retire:

(4) Mr. Hsu, Sheng-Hsiung
(5) Mr. Shen, Shyh-Yong
(6) Mr. Chang, Zuei-Wei
The Chairman proposed the meeting to consider and approves to re-elect three directors, Mr. Hsu, Sheng-Hsiung, Mr. Shen, Shyh-Yong and Mr. Chang, Zuei-Wei to resume their positions as the directors of the Company for another term.

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 6 for each director and raised hands, so that our staff could collect the voting cards.

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.

<table>
<thead>
<tr>
<th>Directors’ name</th>
<th>Type of Director</th>
<th>Agreed (%)</th>
<th>Disagreed (%)</th>
<th>Abstained (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Mr. Hsu, Sheng-Hsiung</td>
<td>Chairman</td>
<td>3,003,223,823 Shares (95.67%)</td>
<td>135,721,622 Shares (4.32%)</td>
<td>91,300 Shares (0.01%)</td>
</tr>
<tr>
<td>2. Mr. Shen, Shyh-Yong</td>
<td>Vice Chairman</td>
<td>3,003,223,823 Shares (95.67%)</td>
<td>135,721,622 Shares (4.32%)</td>
<td>91,300 Shares (0.01%)</td>
</tr>
<tr>
<td>3. Mr. Chang, Zuei-Wei</td>
<td>Director</td>
<td>3,037,419,423 Shares (96.76%)</td>
<td>101,526,022 Shares (3.23%)</td>
<td>91,300 Shares (0.01%)</td>
</tr>
</tbody>
</table>

Resolution:

The Meeting by majority votes approved the appointment of Mr. Hsu, Sheng-Hsiung, Mr. Shen, Shyh-Yong and Mr. Chang, Zuei-Wei to resume their positions as the directors of the Company for another term as the Chairman proposed.

Agenda Item 7 To consider and approve the determination of remuneration for Board of Directors for the year 2014

The Chairman authorized the Corporate Representative to inform 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 2014, the Company proposed the Board of Directors’ remuneration of not exceeding Baht 25,000,000 (Year 2013: Not exceeds Baht 25,000,000)

When there was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 7 and raised hands, so that our staff could collect the voting cards.

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.
Voters | Number of vote | Percentage of voting rights exercised by the shareholders
--- | --- | ---
Agreed | 3,138,945,445 | 99.99%
Disagreed | 0 | 0%
Abstained | 91,300 | 0.01%

**Resolution:**

The Meeting by majority votes approved the determination of remuneration for Board of Directors not exceeding Baht 25,000,000 for the year 2014 as the Chairman proposed.

**Agenda Item 8**  
To consider and approve the appointment of the Company’s auditor and audit fee for the year 2014

The Chairman authorized the Corporate Representative to inform the Meeting to consider and approve the appointment Mr. Sophon Permsirivallop, C.P.A. Registration No. 3182, and/or Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521, and/or Mr. Chayapol Suppasedtanon, C.P.A. Registration No. 3972 of Ernst & Young Office Limited be appointed as the Company’s auditor for the year 2014 for a total remuneration of Baht 3,900,000. 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.

The Company has appointed Ernst & Young 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 was no other proposal or query, the Chairman asked shareholders to vote in the voting card that specified agenda item 8 and raised hands, so that our staff could collect the voting cards.

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.

Voters | Number of vote | Percentage of voting rights exercised by the shareholders
--- | --- | ---
Agreed | 3,138,342,245 | 99.98%
Disagreed | 0 | 0%
Abstained | 694,500 | 0.02%

**Resolution:**

The Meeting by majority votes approved the appointment of Mr. Sophon Permsirivallop, C.P.A. Registration No. 3182, and/or Ms. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521, and/or Mr. Chayapol Suppasedtanon, C.P.A. Registration No. 3972 of Ernst & Young Office Limited be appointed as the Company’s auditor for the year 2014 for a total remuneration of Baht 3,900,000 as the Chairman proposed.
Agenda Item 9 To consider any other business (if any)

A shareholder asked Chairman the following question:

**Question:** Does the Company has any anti-corruption policy and does the Company have any plan to join the Collective Action Coalition against Corruption?

Chairman answered questions as following:

**Answer:** Yes, the Company does have anti-corruption policy which applied to all employees within the Company as well have signed agreements with our suppliers and customers in related to the regard. The Company has emphasizes this topic seriously and would monitor closely for any mysterious conduct if any.

A shareholder asked Chairman the following question:

**Question:** Looking at the Company’s annual report on page 21, the sales portion has breakdown into computer peripherals products and telecommunication products. And, it does seem that the portion of computer peripherals has gradually decreased for the past 3 years, therefore would like to know the Sales trend in 2014 and amount of orders confirmed in hand now?

Chairman answered questions as following:

**Answer:** In 2013, some of the customers have consolidated their supplier bases into a smaller group. For instance, one of our printer customers has cut down its suppliers from 3 to 2 bases, so more volume will actually transfer to the Company in 2014. And, the management would not comment on amount of orders received in hand but would comment that the current capacity would be nearly at its full operation by this year end, so this is why the Company is planning for another new factory L9 in our Petchaburi location.

A shareholder asked Chairman the following question:

**Question:** A shareholder has suggest that the Company’s management to consider provide future business plan and product breakdown in the future and also suggest to arrange a factory visit after finish the construction for the new factory.

Chairman answered questions as following:

**Answer:** The management acknowledged and would consider the suggestions for future consideration.

There was no other business to consider.

The Chairman declared the meeting closed at 10.20 a.m.

After the Chairman declared the Meeting open, there still have some shareholders come to join the meeting. Finally, there were 88 shareholders and proxies altogether attending the Meeting and holding 3,139,036,745 Shares or 76.81 % of the Company’s paid up capital.
Sincerely Yours,

(Mr. Shen, Shyi-Yong)
Chairman of the Meeting
Cal-Comp Electronics (Thailand) Public Company Limited

Preliminary Details of the Warrants to Purchase Newly Issued Ordinary Shares of the Company to be Allocated to Employees of the Company and/or Subsidiaries

Cal-Comp Electronics (Thailand) Public Company Limited ("CCET" or the "Company") wishes to issue and offer warrants to purchase newly issued ordinary shares of the Company ("Warrants") to employees of the Company and/or its subsidiaries according to ESOP 2015 program ("CCET-WB"), the details of which are as follows:

1. Objective and necessities of the issuance of the ESOP warrants to be allotted to employees of the Company and/or subsidiaries

   The allotment of ESOP Warrants of the Company or CCET-WB is to motivate and to retain knowledgeable and capable employees of the Company and/or its subsidiaries as well as to attract new employees who will provide the Company with the benefits at most over the long-term.

2. Summary of preliminary details of Warrants to be allocated to employees of the Company and/or subsidiaries (CCET-WB)

   Type and category of Warrants : Warrants to purchase newly issued ordinary shares of Cal-Comp Electronics (Thailand) Public Company Limited, offered to employees of the Company and/or subsidiaries, specified the name of the holder and non-transferable unless in the case of inheritance or transfer from the intermediary.

   Number of Warrants in issuance and offering : Not exceeding 200,000,000 units

   Date of issuance : Within 1 year from the date of the approval of issuance of CCET-WB by the Shareholders Meeting.

   The Board of Directors and/or the person(s) entrusted by the Board of Directors is (are) authorized to determine the issuing date of Warrants after having obtained approval from the Shareholders Meeting.

   Maturity period of Warrants : 3 years from the date of Warrants issuance

   Numbers of ordinary shares allocated to accommodate the : Not exceeding 200,000,000 shares at the par value of Baht 1 per share or equivalent to 4.46%
exercise of the Warrants of the Company’s paid-up capital as of 15 January 2015.

As of 25 February 2015 which is the date of the Board of Directors Meeting No. 1/2015, there are remaining portion of unexercised warrants under CCET-WA of 154,499,000 units which might be partially or fully exercised by the holders before the date of Annual General Meeting of Shareholders No. 1/2015. In this regard, if the remaining unexercised warrants under CCET-WA are fully exercised, the paid-up shares of the Company shall be 4,448,658,396 shares. As such, the numbers of ordinary shares allocated to accommodate the exercise of CCET-WB shall be 4.30% of the Company’s paid-up capital.

Offering price per unit : Baht 0

Distribution method : 1. 70% of the total Warrants (140,000,000 units) will be granted directly to eligible employees of the Company and/or subsidiaries and in the amount as determined by the Board of Director and/or the person(s) entrusted by the Board of Directors without intermediary and the determination will base on the position, role and responsibilities, year of working with the Company, experience, and contribution in the future of the employees. The Board of Director and/or the person(s) entrusted by the Board of Directors will determine any condition and/or other details necessary for the pertinent to the issue and offer newly issued shares including the approval from any related agency, and any other acts necessary and related to the issued warrants.

2. 30% of the total Warrants (60,000,000 units) will be allocated to employees of the Company and/or subsidiaries through intermediary, Mrs. Hsu, Hua-Mei, for future allocation after two (2) year period from the date of issuance of the Warrants. The Board of Director and/or the person(s) entrusted by the Board of Directors may amend the intermediary as deemed appropriate.
There are no employees allocated warrants more than 5% of the total issued warrants.

**Exercise ratio**

1 unit of Warrant has the rights to purchase 1 ordinary share, unless the exercise ratio is adjusted under a rights adjustment.

**Exercise price**

The exercise price is at Baht 3.38 per unit which equals to 90% of weighted average of the daily closing price of the Company’s ordinary shares traded in the Stock Exchange of Thailand (“SET”) during the seven (7) consecutive trading days prior to the Company’s Board of Directors Meeting No.1/2015 dated February 25, 2015.

In any case, the exercise price shall not be lower than 90% of the market price according to the Notification of the Office of the Securities and Exchange Commission No. SorJor 39/2551 Re: Calculation of Offering Share Price and Determination of Market Price for Consideration of offering of New Ordinary Share at Discount dated 24 December 2008.

**Exercise period**

Subject to the lock-up period prescribed below, the holders of CCET-WB can exercise the rights to purchase the newly issued ordinary shares of the Company after one (1) year period from the date of issuance of the Warrants and can exercise their rights to purchase the company’s ordinary shares on the 10th of every 3 months, i.e. 10th March, 10th June, 10th September and 10th December of each year until the maturity of Warrants. The last exercise date will be at the maturity date of the Warrants.

If the last exercise date is a holiday, the last business day prior to the maturity date of the Warrants shall be the last exercise date.

Nevertheless, the Warrant holders shall be subject to the lock-up period as follows:

1. With respect to 70% of total Warrants (140,000,000 units) which will be directly allocated to employees at the Offering Date, not exceeding 50% of the allocated portion...
shall be exercisable after 1 year of the Issuance Date, and the remaining allocated portion shall be exercisable after 2 year of the Issuance Date. The Company will make a written agreement with all allotted employees involving the lock-up period.

2. With respect to 30% of total Warrants (60,000,000 units) which is subject to 2 years lock-up period after the Issuance Date and shall be allocated through intermediary (Mrs. Hsu, Hua-Mei), shall be exercisable upon the allocation.

Period for notification of intention to exercise the Warrants: Holders of CCET-WB who wish to exercise the rights to purchase ordinary shares of the Company are required to submit notification of the intention to exercise the Warrants during the period from 9.00 am to 4.00 pm within 5 business days before each exercise date until the expiration of the Warrants. In any case, for the last exercise date, the holders shall submit their notification of intention within 15 days before the last exercise date. The number of warrants to be exercised must be in a whole number in board lot on SET trading except the last exercise of the warrants.

Conditions concerning the adjustment of the exercise ratio and exercise price: Whenever there is any change in exercise price and exercise ratio under the circumstances as defined by the notifications of Capital Market Supervisory Board.

The Company may adjust the exercise price and exercise ratio to ensure that the benefits of Warrant holders are no less favorable in the event of the following:

(1) when the Company changes the par value of the ordinary shares due to a consolidation or split of the ordinary shares;

(2) when the Company offers newly issued ordinary shares to the existing shareholders on rights offering basis, and/or on public offering and/or on private placement basis at a price lower than 90% of the price calculated based on the market price as stated in the terms and conditions of
Warrants;

(3) when the Company offers any newly issued securities on rights offering basis, and/or on public offering and/or on private placement basis that are convertible/exchangeable into ordinary shares (i.e. convertible bonds or warrants to purchase ordinary shares) for which the offering price of such newly issued ordinary shares is lower than 90% of the price calculated based on the market price as stated in the terms and conditions of Warrants;

(4) when the Company makes all or partial dividend payment by way of issuing new ordinary shares to shareholders;

(5) when the Company pays cash dividend that exceeds [120]% of total net profit after taxes for any operating year during the tenor of CCET-WB;

(6) when there are any other events similar to those mentioned in 1) to 5) above that may impair benefits of holders of CCET-WB. The Company shall adjust the exercise price and exercise ratio to ensure the benefits of the holders of CCET-WB are not less favorable.

Accordingly, the Board of Directors and/or the person(s) entrusted by the Board of Directors is (are) authorized to consider fixing other conditions and details related to adjustment or changes in the exercise ratio and exercise price.

Other conditions: The Board of Directors and/or the person(s) entrusted by the Board of Directors is (are) empowered to determine criteria, conditions and other details related to CCET-WB including but not limited to having the power to negotiate, agree and sign any relevant documents and agreements and to perform any other necessary actions related to CCET-WB including issuing, offering and listing the ordinary shares from the exercise of CCET-WB on the SET. However, the Company shall not extend the tenor of Warrants nor change exercise price and exercise ratio; except any adjustments in accordance with
the terms and conditions of rights adjustment.

Warrants registrar: Thailand Securities Depository Company Limited
Secondary market of Warrants: None
Secondary market of the share issued as result of exercising Warrants: The Stock Exchange of Thailand

3. Allotment method of the Warrants

3.1 The Company will offer the Warrants to employees of the Company and/or subsidiaries within one (1) year from the date of Shareholders Meeting has resolution to issue CCET-WB to be allotted to employees of the Company and/or subsidiaries.

3.2 Warrants that are not allocated to employees of the Company and/or subsidiaries within offering period or unexercised within maturity period will be canceled.

3.3 No employees of the Company and/or subsidiaries are to be allotted more than 5% of the total CCET-WB offered.

3.4 Employees of the Company and/or subsidiaries who are eligible to receive the allocation of CCET-WB must be:

(a) Employee of the Company and/or subsidiaries on the date of allotment of CCET-WB.

(b) The amount of CCET-WB that each employee of the Company and/or subsidiaries will receive can vary based on the position, work experience, role and responsibility, year of working with the Company, competency, current and previous performance, also the potential and prospect that each employee will contribute to the company in the future.

The Board of Directors and/or the person(s) entrusted by the Board of Directors will determine list of eligible employees of the Company and/or subsidiaries, and the number of CCET-WB to be allocated to each employee.

3.5 Terms and conditions to exercise the Warrants:

(a) The Warrants holder must be employee of the Company and subsidiaries on the exercise date.

(b) If employees who are granted warrants resign or are fired, such employees shall not be entitled to exercise the warrants which have not been exercised and shall return certificate of warrants to the Company.

The warrants returned from employees who resign or are fired to the Company in accordance with the first paragraph will be allocated to other employees as appropriate and in accordance with the following conditions:
(b1) If warrants will be allocated to any employee who will receive not more than 5% of the CCET-WB offered, the Board of Directors shall consider and allocate such warrants without approval from the shareholders again.

(b2) If warrants will be allocated to any employee who will receive more than 5% of the CCET-WB offered, a meeting of shareholders is required to approve the re-allocation of CCET-WB and requirements and conditions in relation to documents, notice, resolution of shareholders and veto rights shall be complied with.

(c) If employees who are granted warrants are terminated because of retirement or being transferred to related companies or subsidiaries of the Company for the purpose of the Company’s operation, death or disability or incompetency or other cases as determined by the Board of Directors and/or the person(s) entrusted by the Board of Directors, such persons or their heir, guardian or curator shall be entitled to exercise warrants to purchase ordinary shares on behalf of such employees until expiry of the warrants granted.

(d) Employees who are approved by the Board of Director to leave without pay, he or she will be eligible for the exercisable amounts 1 year from the approved leave date. The remained exercisable and non-exercisable amount shall be suspended until the date of restore of the position.

(e) In case of death or resignation of the intermediary, Mrs. Hsu, Hua-Mei, the Board of Directors shall have the power to appoint the new intermediary.

(f) If the Warrant holders do not exercise or do not fully exercise the rights to purchase ordinary shares pursuant to the Warrants and the term of the Warrants has expired, it shall be deemed that the employee waives their rights pursuant to such un-exercised Warrants. In this respect, such employee shall not be entitled to claim any compensation from the Company.

3.6 The Warrant holders are subject to withholding tax payment from exercising the rights to purchase ordinary shares for which the Company has an obligation to make the payment to the Revenue Department in accordance with the laws. The Warrants holders are liable to pay their own personal income taxes incurred from exercising the rights to purchase ordinary shares.

4. Dilution effect to shareholders from issuing and offering Warrants to the employees of the Company and/or subsidiaries

As at the same shareholders meeting in which considering the issuance of CCET-WB, the Company proposes the shareholders meeting to consider and approve the payment of stock dividend and as the exercise of CCET-WB shall be occurred after the payment of stock dividend, the calculation of dilution effect then shows only the dilution effects following the issuance of stock dividend. The scenarios are divided into [2] cases:

Case 1 the meeting of shareholders resolves (i) disapproval of payment of stock dividend; and (ii) approval of issuance of CCET-WB and CCET-WB are fully exercised.
Case 2 the meeting of shareholders resolves that (i) approval of payment of stock dividend; and (ii) approval of issuance of CCET-WB and CCET-WB are fully exercised.

<table>
<thead>
<tr>
<th>Case</th>
<th>Resolutions of the shareholders meeting</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Stock Dividend</td>
</tr>
<tr>
<td>1</td>
<td>×</td>
</tr>
<tr>
<td>2</td>
<td>✓</td>
</tr>
</tbody>
</table>

### 4.1 Price Dilution

\[
\text{Price Dilution} = \frac{P_{0,\text{adj}} - P_1}{P_1}
\]

- **\( P_0 \)** = the weighted average of the daily trading price of the Company's ordinary shares traded on the SET for seven (7) consecutive trading days prior to the Company’s Board of Directors Meeting No. 1/2015 held on 25 February 2015 passing approval of the Warrants issuance or the weighted average of the daily trading price from 16 February 2015 until 24 February 2015, which is Baht [3.75] per share

- **\( P_{0,\text{adj}} \)** = \( P_0 \) which is adjusted after payment of the stock dividend
  \[
  P_{0,\text{adj}} = \frac{(P_0 \times Q_0) + (P_d \times Q_d)}{(Q_0 + Q_d)}
  \]

- **\( P_d \)** = Stock dividend price (which is equivalent to par value of ordinary share of the Company)

- **\( P_1 \)** = the weighted average of the daily trading price after payment of the stock dividend and issuance of CCET-WB
  \[
  P_1 = \frac{(P_0 \times Q_0) + (P_d \times Q_d) + (P_{\text{esop}} \times Q_{\text{esop}})}{(Q_0 + Q_d + Q_{\text{esop}})}
  \]

- **\( P_{\text{esop}} \)** = Exercise price of CCET-WB

- **\( Q_0 \)** = Total issued shares of the Company, presently, 4,287,979,436 shares

- **\( Q_d \)** = Number of stock dividend which are equal to 0 shares in case that shareholders’ meeting disapproves stock dividend and 194,908,156 shares in case that the shareholders’ meeting approves stock dividend
\( Q_{\text{esop}} \) = Number of Shares which are reserved for exercise of CCET-WB which are equal to 0 shares in case that shareholders’ meeting disapproves issuance of CCET-WB and 200,000,000 shares in case that the shareholders’ meeting approves issuance of CCET-WB and CCET-WB are fully exercised.

Calculation of \( P_{0,\text{adj}} \) can be illustrated as follows:

<table>
<thead>
<tr>
<th>Case</th>
<th>( P_0 )</th>
<th>( Q_o )</th>
<th>( P_d )</th>
<th>( Q_d )</th>
<th>( P_{0,\text{adj}} )</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>3.75</td>
<td>4,287,979,436</td>
<td>-</td>
<td>-</td>
<td>3.75</td>
</tr>
<tr>
<td>2</td>
<td>3.75</td>
<td>4,287,979,436</td>
<td>1</td>
<td>194,908,156</td>
<td>3.63</td>
</tr>
</tbody>
</table>

Calculation of Price Dilution can be illustrated as follows:

<table>
<thead>
<tr>
<th>Case</th>
<th>( P_{0,\text{adj}} )</th>
<th>( P_{\text{esop}} )</th>
<th>( Q_{\text{esop}} )</th>
<th>( P_1 )</th>
<th>( \text{Price Dilution from issuance of CCET-WB} )</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>3.75</td>
<td>3.38</td>
<td>200,000,000</td>
<td>3.74</td>
<td>0.27%</td>
</tr>
<tr>
<td>2</td>
<td>3.63</td>
<td>3.38</td>
<td>200,000,000</td>
<td>3.62</td>
<td>0.28%</td>
</tr>
</tbody>
</table>

4.2 Earnings Dilution

Earnings Dilution = \( \frac{\text{EPS}_{0,\text{adj}} - \text{EPS}_1}{\text{EPS}_{0,\text{adj}}} \)

\( \text{EPS}_0 \) = \( \frac{\text{NI}}{Q_0} \)

\( \text{EPS}_{0,\text{adj}} \) = \( \frac{\text{NI}}{(Q_0 + Q_d)} \)

\( \text{EPS}_1 \) = \( \frac{\text{NI}}{(Q_0 + Q_d + Q_{\text{esop}})} \)

\( \text{NI} \) = Net profit of the Company for 2014 as shown in the consolidated financial statement as of 31 December 2014 which was Baht 1,059,458,557.

Calculation of Earnings Dilution can be illustrated as follows:

<table>
<thead>
<tr>
<th>Case</th>
<th>( \text{NI} )</th>
<th>( Q_o )</th>
<th>( Q_d )</th>
<th>( Q_{\text{esop}} )</th>
<th>( \text{EPS}_0 )</th>
<th>( \text{EPS}_{0,\text{adj}} )</th>
<th>( \text{EPS}_1 )</th>
<th>( \text{Earnings Dilution from issuance of CCET-WB} )</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>1,059,458,557</td>
<td>4,287,979,436</td>
<td>-</td>
<td>200,000,000</td>
<td>0.25</td>
<td>[0.25]</td>
<td>[0.24]</td>
<td>4.00%</td>
</tr>
</tbody>
</table>
2 | 1,059,458,557 | 4,287,979,436 | 194,908,156 | 200,000,000 | 0.25 | [0.24] | [0.23] | 4.17%

4.3 Control Dilution

\[
\text{Control Dilution} = \frac{Q_{\text{esop}}}{(Q_0 + Q_d + Q_{\text{esop}})}
\]

Calculation of Control Dilution can be illustrated as follows:

<table>
<thead>
<tr>
<th>Case</th>
<th>(Q_0)</th>
<th>(Q_d)</th>
<th>(Q_{\text{esop}})</th>
<th>Control Dilution from issuance of CCET-WB</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>4,287,979,436</td>
<td>-</td>
<td>200,000,000</td>
<td>4.46%</td>
</tr>
<tr>
<td>2</td>
<td>4,287,979,436</td>
<td>194,908,156</td>
<td>200,000,000</td>
<td>4.27%</td>
</tr>
</tbody>
</table>

** Remark: the dilution effects may be subject to change in consideration when the remaining portion of unexercised 154,499,000 units of CCET-WA is either partial or fully exercised prior to the Annual Shareholders’ Meeting No.1/2015.

5. **Any other information that may impact decision of investors (if any)**

The Company’s investors should be acknowledged that any possible impact on total shareholders’ return (e.g., in the form of dividend per share, or share price; if any) as a result from the performance of employees of the Company and/or subsidiaries by this CCET-WB scheme, could be regained from motivation from these plan participants that could result increase in profit and share price eventually.

6. **Voting requirement**

The issuance and offer of Warrants to employees of the Company and/or subsidiaries under this program shall be approved by the shareholders’ meeting with the votes of not less than three quarters (3/4) of all votes of the shareholders attending the meeting and having the rights to vote and must not be opposed by shareholders with an aggregate number of shares exceeding 10% of all votes of the shareholders attending the meeting.

7. **Financial assistance from the Company by sourcing funds for employees of the Company and subsidiaries**

The Company has no financial assistance policy by using rights conversion of the CCET-WB offered to employees of the Company and subsidiaries.
8. Warrants issued and offered to the employees of the Company and/or its subsidiaries shall be under the rules, condition, and regulation of the Capital Market Supervisory Board No. Thor.Jor. 32/2551 regarding offering securities newly issued for sale to the directors or staff, dated December 15, 2008 and/or any related regulations.

* * *

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Documents required prior to attending the Meeting, Proxy, Registration and voting

Registration to attend the Annual General Shareholders’ Meeting No.1/2015 of Cal-Comp Electronics (Thailand) Public Company Limited will be made by barcode system. For your convenience, kindly bring Invitation of shareholder, Registration Form and Proxy Form for registration.

1. Documents required Prior to attending the meeting

For individual person

1. Self-Attending
   Please bring your identification card, government officer identification, or driver’s license as evidence of your right to attend the meeting

2. Proxy
   Please bring the following documents:
   - 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
   - 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
   - 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. Meeting registration
   The commencement for registration to attend the meeting will be an hour before the Meeting or 07.30 a.m. on April 29, 2015 at Samuthsakorn Factory, the Conference Room of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur Kratoom Ban, Samuthsakorn, Thailand. Please refer to the map attached.

3. Voting

1. The Company will use the Bar Code System for the voting process. Shareholders will receive the voting card after registration.

2. In case of the shareholder in person, the Chairman would propose the Meeting to consider and approve each agenda by asking the Meeting for disagreement or abstention. Then the Company’s staff would collect the voting card from the shareholders who raised their hands and for those who did not show their hand it would be considered as agreement votes to the particular agenda.
3. 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.

4. For agenda of the appointment of directors, shareholder can vote the appointment of whole set of directors or separate of each director.

5. The shareholders have rights by 1 right for 1 vote.

6. The resolution of the Meeting is majority vote except Agenda 4-5 needed the approval for three quarter of all votes of shareholders attending the meeting and having the right to vote.

----------------------------------------------------
Information on proposed directors in replacement of those retired by rotation

Name: Mr. Khongsit Choukitcharoen
Age: 54
Nationality: Thai
Education: Master of Business Administration, Pacific Western University, USA
Bachelor of Engineering, Feng Chia University, Taiwan
Present Position: Managing Director
Year of Directorship: 11 years
No. of CCET share: Common share of 1,456,000 shares or 0.34% of total voting share
Other Position: Director of non-Thai listed company named as the following:
1. Director
   Cal-Comp Optical Electronics (Suzhou) Co., Ltd.
2. Director
   Cal-Comp Electronics (Suzhou) Co., Ltd.
3. Director
   Cal-Comp Technology (Suzhou) Co., Ltd.
4. Director
   Cal-Comp Electronics and Communications (Suzhou) Co., Ltd.
5. Director and Managing Director
   Cal Comp (Malaysia) SDN. BHD.
6. Director
   Cal-Comp Precision (Singapore) Ltd.
7. Director
   Cal-Comp Precision (Malaysia) Sdn. Bhd.
8. Managing Director
   Cal-Comp Industria e Comercio de Electronica e Informatica Ltda.
9. Director
   Cal-Comp Electronics and Communication Co., Ltd.
10. Director
    Cal-Comp Electronics and Communication Co., Ltd.
11. Director
    Cal-Comp Precision (Thailand) Co., Ltd
12. Director
    Cal-Comp Technology (Philippines), Inc.

No position in other company which may have a conflict of interest with the Company
Training of IOD: Attended the Director Certification Program (DCP), class 47/2004
Illegal record in the Past 10 years: None

Meeting attendance: Attended Board Meeting 6 meetings out of 6 meetings or 100%
Information on proposed directors in replacement of those retired by rotation

Name: Mr. Alan Chi Yim Kam
Age: 58
Nationality: Thai
Education: Master of Business Administration, University of Denver, USA
Bachelor of Business Administration, University of Denver, USA
Present Position: Chairman of Audit Committee and Independent Director
Year of Directorship: 13 years
No. of CCET share: None
Other Position: Director of non-Thai listed company named as the following:

1. Principal
   Libertas Company Limited
2. Chairman of the Board of Directors
   Krungsri Asset Management Company Limited
3. Director and Chairman of the Investment Committee
   Nambawan Super Limited

No position in other company which may have a conflict of interest with the Company

Training of IOD: -Director Certification Program (DCP 39/2004)
   - Fellow Member & Chartered Director
   - Attended the IOD-Corporate Social Responsibility Program (CSR 1/2006)
   - Attended the Chartered Director Class (CDC 2/2008)
   - Attended the Corporate Governance for Capital Market Intermediaries Class (CGI 0/2014)

Illegal record in the Past 10 years: None
Meeting attendance: Attended Board Meeting 5 meetings out of 6 meetings or 83%
Information on proposed directors in replacement of those retired by rotation

Name: Mr. Thanasak Chanyapoon
Age: 47
Nationality: Thai
Education: Master degree in laws (LL.M., University of Cambridge, UK)
Master degree in laws (LL.M. in Business Laws), Chulalongkorn University
Certificate on American and International Laws, Dallas, USA
Bachelor degree in laws (LL.B. (Hons)), Chulalongkorn University
Position: Audit Committee and Independent Director
Year of Directorship: 6 years
No. of CCET share: - None-
Other Position: Director of non-Thai listed company named as the following:

1. Managing Director
   LawAlliance Limited
2. Director
   Khao Soon Tungsten Mining Company Limited
3. Special Lecturer
   Faculty of Law, Chulalongkorn University and Faculty of Business Administration, Kasetsart University
4. Executive Director
   Hillcrest Development (Samui) Company Limited
5. Executive Director
   Hillcrest Resort (Samui) Company Limited
6. Supervisor
   XYZprinting, Inc., (Republic of China) (Taiwan)
7. Executive Director
   Hillcrest Management (Samui) Company Limited

No position in other company which may have a conflict of interest with the Company
Training of IOD:  
IOD Program:  Attended DAP Program of IOD, Class 73/2008

Illegal record in the Past 10 years:  None

Meeting attendance:  Attended Board Meeting 6 meetings out of 6 meetings or 100%
Information on proposed new directors

Name: Mr. Pan Hung-Sheng
Age: 55
Nationality: Taiwanese
Education: Master of Business Administration in Executive Management, Royal Roads University, Canada
Bachelor of Electronics Engineering, China University of Science and Technology, Taiwan
Present Position: Director
Year of Directorship: 1st year proposed
No. of CCET share: None
Other Position: Director of non-Thai listed company named as the following:
1. Director
   Cal-Comp Electronics (USA) Co., Ltd.
2. Director
   Cal-Comp USA (Indiana) Co., Ltd.
3. Director
   Cal-Comp Electronics de Mexico Co. SA de CV
4. Vice President
   Kinpo Electronics, Inc.
Training of IOD: Not attend the course from Thai Institution of directors yet.
Illegal record in the Past 10 years: None
Meeting attendance: None
## Conflict of Interest of nominated person to be the Independent director

<table>
<thead>
<tr>
<th>Conflict of Interest</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Holding shares of the Company</strong></td>
<td>Mr. Alan Chi Yim Kam</td>
</tr>
<tr>
<td>- No. of share (CCET)</td>
<td>None</td>
</tr>
<tr>
<td>- Percentage of voting share</td>
<td></td>
</tr>
</tbody>
</table>

### Having the following interests in the Company, parent company, subsidiaries, affiliates and any legal entities that have conflict or in the past 2 years

1. Being the director who take part in the managing operation, or being an employee, or advisor who receive a regular salary or fee.  
   - No
2. Being a professional service provider (i.e. auditor, lawyer).  
   - No
3. Having the significant business relation that may affect the ability to perform independently.  
   - None

<table>
<thead>
<tr>
<th>Conflict of Interest</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Holding shares of the Company</strong></td>
<td>Mr. Thanasak Chanyapoon</td>
</tr>
<tr>
<td>- No. of share (CCET)</td>
<td>None</td>
</tr>
<tr>
<td>- Percentage of voting share</td>
<td></td>
</tr>
</tbody>
</table>

### Having the following interests in the Company, parent company, subsidiaries, affiliates and any legal entities that have conflict or in the past 2 years

4. Being the director who take part in the managing operation, or being an employee, or advisor who receive a regular salary or fee.  
   - No
5. Being a professional service provider (i.e. auditor, lawyer).  
   - No
6. Having the significant business relation that may affect the ability to perform independently.  
   - None
**Definition of Independent Director of the Company**

1. Holding not more than 1% of the shares entitled to vote of the Company, subsidiary companies and its affiliated companies or conflicting juristic persons, shares held by related persons to be included in the calculation.

2. Not being a director who take part in the management; an employee; a staff; an advisor who receives a regular salary and is not in a position to exert control over the Company, its subsidiaries or fellow-subsidiaries or on any entity likely to give rise to a conflict of interest (at present, and in the two years prior to his appointment)

3. Does not have business dealings with the Company:
   3.1 Is not an auditor of the Company
   3.2 Does not provide other professional services to the Company such as legal or financial consultancy or appraisal worth more than Baht 2 million per year.
   3.3 Does not have habitual related party transaction by way of rent or lease, whether as lesser or lessee, or real estate, or concerning assets/services or the receipt or provision of financial assistance with a value exceeding Baht 20 million or 3% of NTA, whichever is the lower, including transactions carried out in the one year prior to carrying out of any given transaction.

   He must not have business relations as defined in 3.1 to 3.3 above at present, nor in the two years prior to his appointment except where there is necessary and proper reason and in any case not continuously or constantly. An Independent Director or Audit Committee Member may have relations that go beyond those stipulated while performing his office, but only after obtaining the unanimous prior approval of the Company’s Board of Director and subject to the relationship being disclosed per Form 56-1, in the annual report and in the letter of invitation to the Shareholder’s Meeting in the event that the Shareholders’ Meeting is to be asked to renew the term of office of the Independent Director or Audit Committee Member concerned.

4. Not being a person related by blood or by registration under laws as father, mother, spouse, sibling or child or the spouse of a child of an Administrator, major shareholder or other person in a position of authority or candidate as Administrator or person in a position of authority of the Company or any of its subsidiaries.

5. Has not been appointed to represent a Director or major shareholder or other shareholder that is a related party to a major shareholder.

6. Does not have any other characteristic limiting his independence.

7. An Independent Director having the characteristics set out in points 1 to 6 above may be given powers by the Board of Directors to decide on matters involving the Company, its subsidiaries, its joint ventures or fellow-subsidiaries or entities likely to have a conflict of interest on a collective decision basis.

**Remark:** Definition of Independent Director of the Company in accordance with the regulation of the Stock exchange of Thailand and Securities and Exchange Commission.
Proxy (Form B.)

Written at __________________________

Date ____________  Month  ____________  Year

I/We ____________________________________________________________________________________________

Nationality ______________________________________________________________________________________

Address __________________________________________________________________________________________

I/We being a shareholder of Cal-Comp Electronics (Thailand) Public Company Limited ("The Company")

by holding the total amount of ___________ Ordinary shares and have the right to vote equal to ___________ votes;

and holding the total amount of ___________ Preference shares and have the right to vote equal to ___________ votes.

(1) I/We hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Attachment 7)

1. ____________________________________________________________________________________________

Name ________________________________________________________________________________________

Age ___________ years, residing at _______________________________________________________________________

Road _________________________________________________________________________________________

Tambol/Khwaeng _________________________________________________________________________________

Amphur/Khet ____________________________________________________________________________________

Province ______________________________________________________________________________________

Postal Code _____________________________________________________________________________________

2. ____________________________________________________________________________________________

Name ________________________________________________________________________________________

Age ___________ years, residing at _______________________________________________________________________

Road _________________________________________________________________________________________

Tambol/Khwaeng _________________________________________________________________________________

Amphur/Khet ____________________________________________________________________________________

Province ______________________________________________________________________________________

Postal Code _____________________________________________________________________________________

3. ____________________________________________________________________________________________

Name ________________________________________________________________________________________

Age ___________ years, residing at _______________________________________________________________________

Road _________________________________________________________________________________________

Tambol/Khwaeng _________________________________________________________________________________

Amphur/Khet ____________________________________________________________________________________

Province ______________________________________________________________________________________

Postal Code _____________________________________________________________________________________

(2) I/We hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Attachment 7)

1. ____________________________________________________________________________________________

Name ________________________________________________________________________________________

Age ___________ years, residing at _______________________________________________________________________

Road _________________________________________________________________________________________

Tambol/Khwaeng _________________________________________________________________________________

Amphur/Khet ____________________________________________________________________________________

Province ______________________________________________________________________________________

Postal Code _____________________________________________________________________________________

2. ____________________________________________________________________________________________

Name ________________________________________________________________________________________

Age ___________ years, residing at _______________________________________________________________________

Road _________________________________________________________________________________________

Tambol/Khwaeng _________________________________________________________________________________

Amphur/Khet ____________________________________________________________________________________

Province ______________________________________________________________________________________

Postal Code _____________________________________________________________________________________

3. ____________________________________________________________________________________________

Name ________________________________________________________________________________________

Age ___________ years, residing at _______________________________________________________________________

Road _________________________________________________________________________________________

Tambol/Khwaeng _________________________________________________________________________________

Amphur/Khet ____________________________________________________________________________________

Province ______________________________________________________________________________________

Postal Code _____________________________________________________________________________________

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders No. 1/2015 on April 29, 2015 at 08.30 a.m. at Samutthakorn Factory, the Conference Room of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur Kratoom Ban, Samutthakorn, Thailand or such other date, time and place as the meeting may be adjourned.

In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:
วาระที่ 1

พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2557

Agenda No. 1 To certify the Minutes of the Annual General Shareholders’ Meeting No. 1/2014

(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 2

พิจารณาและอนุมัติการเงินของปี 2557 ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีรับอนุญาตแล้ว
และรายงานประจำปีของคณะกรรมการบริษัทที่เกี่ยวข้องกับผลการดำเนินงานปี 2557

Agenda No. 2 To consider and approve the Audited Financial Statement of the year ended 2014 and
Annual Report of the Board of Directors

(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 3

พิจารณาการจัดสรรกำไรสุทธิเพื่อเป็นทุนส่งเสริมและมุ่งมั่นในการดำเนินงานปี 2557

Agenda No. 3 To consider and approve the appropriation of net profit as legal reserve and declaration
of dividend payment for the year 2014

(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 4

พิจารณาและอนุมัติการออกและเสนอขายใบส่งเสริมสิทธิ์ภายใต้โครงการ Employees Stock
Option Plan (CCET-WB)

Agenda No. 4 To consider and approve the issuance and offering of warrant under Employees Stock Option
Plan (CCET-WB) program

(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 5 \textbf{พิจารณาและอนุมัติการลดทุนจดทะเบียนและแก้ไขข้อต่อในหนังสือบริคณห์สนธิของบริษัทเพื่อให้เกิดความสอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ}

**Agenda No. 5** 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.

- (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 6 \textbf{พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนและแก้ไขหนังสือบริคณห์สนธิของบริษัทเพื่อให้เกิดความสอดคล้องกับการเพิ่มทุนจดทะเบียนในการจ่ายหุ้นปันผลและการออกและเสนอขายใบสำคัญแสดงสิทธิภายใต้โครงการ Employees Stock Option Plan (CCET-WB)}

**Agenda No. 6** 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 and the issuance and offering of ESOP program (CCET-WB)

- (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 7 \textbf{พิจารณาและอนุมัติการจัดสรรหุ้นสามัญใหม่เพื่อให้เกิดความสอดคล้องกับการจ่ายหุ้นปันผลและการออกและเสนอขายใบสำคัญแสดงสิทธิภายใต้โครงการ Employees Stock Option Plan (CCET-WB)}

**Agenda No. 7** To consider and approve the allotment of new ordinary shares to support the stock dividend payment and the issuance and offering of ESOP program (CCET-WB).

- (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 8

Agenda No. 8
To consider and approve the appointment of directors to replace those retired by rotation and the appointment of new director for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าให้ทุกประการตามที่เห็นสมควร
(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:

- การแต่งตั้งกรรมการทั้งชุด
  Appointment of whole set of directors
  ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
  Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล
  Appointment of some nominees as the follows:

  8.1 นายคงสิทธิ์ โจวกิจเจริญ (Mr. Khongsit Choukitcharoen)
  ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
  Approve Disapprove Abstain

  8.2 นายอลัน ชิ ยิม แคม (Mr. Alan Chi Yim Kam)
  ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
  Approve Disapprove Abstain

  8.3 นายชนะกิจ จารวยพูน (Mr. Thanasak Chanyapoon)
  ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
  Approve Disapprove Abstain

  8.4 นายพัน หง เซิ่ง (Mr. Pan, Hung-Sheng)
  ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
  Approve Disapprove Abstain

วาระที่ 9

Agenda No. 9
To consider and approve the determination of remuneration for Board of Directors for the year 2015

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าให้ทุกประการตามที่เห็นสมควร
(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 10
Agenda No. 10
To consider and approve the appointment of the company’s auditor and audit fee for year 2015

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
   (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงแสดงความประสงค์ของข้าพเจ้า ดังนี้
   (b) To grant my/our proxy to vote at my/our desire as follows:
       - เห็นด้วย
       - ไม่เห็นด้วย
       - งดออกเสียง

วาระที่ 11
Agenda No. 11
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) ให้ผู้รับมอบฉันทะออกเสียงแสดงความประสงค์ของข้าพเจ้า ดังนี้
   (b) To grant my/our proxy to vote at my/our desire as follows:
       - เห็นด้วย
       - ไม่เห็นด้วย
       - งดออกเสียง

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในการใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
   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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในการใด หรือระบุไว้ไม่ชัดเจน หรือในการนั้นที่ข้าพเจ้ามีการพิจารณาหรือลงมติในเรื่องใดเลยก็ตามที่ข้าพเจ้าระบุไว้ชัดเจน รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงบางประการใด 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.

คีย์:

ลงนาม/Signed ___________________________ ผู้มอบฉันทะ/Grantor
( )

ลงนาม/Signed ___________________________ ผู้รับมอบฉันทะ/Proxy
( )

ลงนาม/Signed/Grantor

ลงนาม/Signed/Proxy

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หมำยเหตุ / 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

   In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจ้าต่อแบบหนังสือมอบฉันทะตามแบบ

   In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Supplemental Proxy Form as enclosed.
ใบประกอบแบบหนังสือมอบฉันทะ

Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แคล–คอมพ์ อิเล็คโทรนิคส์ (ประเทศไทย) จำกัด (มหาชน)

The proxy is granted by a shareholder of Cal-Comp Electronics (Thailand) Public Company Limited

ในการประชุมสามัญประจำปีผู้ถือหุ้นครั้งที่ 1/2558 วันที่ 29 เมษายน 2558 เวลา 08.30 น. ณ โรงงานสมุทรสาคร ห้องประชุมชั้น 5 อาคาร R&D เลขที่ 60 หมู่ที่ 8 ถนนเศรษฐกิจ ต.คลองมะเดื่อ อ.กระทุ่มแบน จ.สมุทรสาคร ประเทศไทย หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 1/2015 on April 29, 2015 at 08.30 a.m. at Samuthsakorn Factory, the Conference Room of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur Kratoom Ban, Samuthsakorn, Thailand or such other date, time and place as the meeting may be adjourned.

วาระที่ ____________ เรื่อง ________________

☐ (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:
      ![Approval Options]

วาระที่ ____________ เรื่อง ________________

☐ (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:
      ![Approval Options]

วาระที่ ____________ เรื่อง ________________

☐ (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:
      ![Approval Options]
วาระที่ ห้อง ____________

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประกาศตามที่เห็นสมควร
  (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:
    - เพื่อผ่าน ☐
    - ไม่เห็นด้วย ☐
    - งดออกเสียง ☐

Approve  Disapprove  Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจ าต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประกาศ
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  (_________)

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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. William Hang Man Chao, on behalf of the Independent Directors of the Company
Age: 57 Years old.
Address: 234/102 Asoke-Dindaeng Road, Bangkapi, Huaykwang, Bangkok 10310

As of March 27, 2015, Mr. William Hang Man Chao do not hold the Company’s common share not having the special interest in this Annual General Shareholders’ Meeting of the Company except in agenda of the determination of remuneration for Board of Directors for the year 2015.

For your convenience, please deliver the proxy form to the Company at least one 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 even 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 a 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.
บริษัทแคล-คอมพ์ อิเล็กทรอนิคส์ (ประเทศไทย) จำกัด (มหาชน)
โรงงานสมุทรสาคร ห้องประชุมชั้น 5 อาคาร R&D
ที่ตั้ง: 60 หมู่ที่ 8 ถนนเศรษฐกิจ ตำบลคลองมะเดื่อ อำเภอกระทุ่มแบน จังหวัดสมุทรสาคร ประเทศไทย
โทรศัพท์ (034) 878-165-70 , (02) 261-5033-37

Cal-Comp Electronics (Thailand) Public Company Limited
Samuthsakorn Factory, the Conference Room, R&D Building 5th Floor,
Address: 60 Moo 8, Sethakij Road, Tambol Klong Maduea, Ampur Kratoom Ban, Samuthsakorn, Thailand
Tel: (034) 878-165-70, (02) 261-5033-37
Attachment 11

Reservation Form for Transportation

Annual General Shareholders’ Meeting No. 1/2015
Of
Cal-Comp Electronics (Thailand) Public Company Limited
Wednesday, April 29, 2015

I ……………………………………………………………………………………………shareholder or proxy holder of
Cal-Comp Electronics (Thailand) Public Company Limited’s stock amount _____________ shares
Mobile No. / Tel. No. (Please specify) ____________________, E-Mail address:
_________________________________ would like to make a reservation for round trip shuttle bus service to
attending the AGM at Samutsakorn Factory.

Shareholder has to fill in the reservation form and fax back to the Company No. (02) 661-9396 or call the
Company staff to make reservation, phone No. (02)2615033-37 before April 18, 2015. The
Company reserves the right for those who make reservation for the shuttle bus service in advance and
receive the confirmation in return from the Company only.

Condition:
1. One shareholder can reserve for 1 seat.
2. Seats are limited for the reservations only.
3. Pick up location will be at the lobby of the Company's head office building at CTI Tower,
   Ratchadapisek Rd., Klongtoey, Bangkok.
4. The Shuttle bus will depart at 07.00 a.m. in responds to the Meeting schedule, therefore please be on time for your conveniences.
5. The Company recommends the shareholder to take the public transportation to the pickup location due to limited of public car park space and the Company will not responsible for any car parking fee.
Map of Transportation Pick Up Point

Pickup location

Cal-Comp Electronics (Thailand) Public Company Limited
Ground floor at CTI Tower, 191/54, 191/57, Ratchadapisek Road, Klongtoey, Bangkok 10110

Schedule for 2015 AGM

07.00 hrs.  Departure CTI Tower (building lobby) to CCET at the Samutsakorn factory
08.30 hrs.  Start of Meeting
10.30 hrs.  End of Meeting
11.45 hrs.  Arrive the Pickup point at CTI Tower

The Company recommends the shareholder to take the public transportation to the pickup location due to limited of public car park space and the Company will not responsible for any car parking fee.