

【譯文】 泰金寶科技股份有限公司 2025年度第一次股東常會開會通知書

主 旨:2025年度第一次股東常會開會通知書 受文者:泰金寶科技股份有限公司之股東

附件:1.投票指示書

2.2024年第一次股東常會議事錄

依泰金寶科技(股)公司董事會之決議,2025年第一次股東常會訂於2025年4月30日早上08:30召開線上股東會(E-AGM:會議控制室設於泰國曼谷Floor 18, No. 191/54, 191/57 CTI Tower Building, Rachadapisek Road, Klongtoey District, Bangkok,上述地點並無安排會議室),相關議程如下:

議程1:2024年股東常會議事錄承認案

說明及董事會意見:董事會通過2024年4月30日召開之股東常會議事錄,並提請股東會決議。

議程2:2024年經會計師查核財務報表承認案

說明及董事會意見:董事會承認業經會計師查核及審計委員會核閱之2024年財務報表,並提請股東會決議,重要財務數字彙總如下:

總資產:830.12億泰銖 總負債:569.38億泰銖 總股東權益:260.74億泰銖 總收入:1.477.33億泰銖 基本每股盈餘:0.25元泰銖 稅後淨利:25.63億泰銖

議程3:2024年提撥法定盈餘公積及股利發放核准案

說明及董事會意見:董事會通過提列法定盈餘公積至10.45億泰銖及發放2024年下半年度股利,本公司股利政策為不低於每年合併盈餘之30%,2024年9 月12日已發放上半年每股現金股利0.07泰銖,董事會通過發放2024年下半年每股現金股利0.13泰銖,實際發放辦法將依本次股東會決議之,實際台幣金 額將於實際發放時另行公告,下半年股利除權息交易日爲2025年3月19日,預計於5月20日於泰國發放股利,合計2024年度共發放每股股利0.20泰銖,本 案提請股東會決議。

說明及董事會意見:依泰國法令規定,每年需改選1/3席董事會成員,董事會通過今年改選董事爲許介立、 許勝傑、陳益昌及William Hang Man Chao,並決議再選任許介立、 許勝傑、陳益昌及William Hang Man Chao續任職務,本案提請股東會決議。

說明及董事會意見:董事報酬依各董事相關職責進行分配;董事會通過2025年董事酬勞不得超過2,600萬泰銖,本案提請股東會決議。

議程6:2025年查核會計師任用暨年費核准案

說明及董事會意見:本公司自2000年起委託EY Office Limited會計師事務所進行財務報表簽證,該會計師事務所與本公司、子公司、經營團隊及股東等 關係人無任何利益關聯性;董事會核准任用EY Office Limited為本公司2025年查核會計師事務所,其費用為520萬泰銖,本案提請股東會決議。

議程7:新增本公司營業項目核准案

說明及董事會意見:爲符合本公司未來營運狀況,董事會通過新增下列營業項目,並修改公司章程之營業項目及申請相關許可,本案需經股東會決議。

| 公司營業項目 | 變更後營業項目內容 (中譯僅供參考) | 備註 |
|--------------|---|----|
| Objective 33 | Operate a business for establishing and managing a free zone which is permitted by the Customs Department for industrial, commercial, or other activities for the benefit of the company or other persons 經營、設立、及管理經濟關總署核准的自由貿易區(Free Zone),使本公司或其他人進行工業、商業或其他活動行為。 | 新增 |

議程8:其他

泰金寶科技(股)公司投資人關係部門 地址:新北市深坑區北深路三段147號

電話: (02) 7705-8001

2024年度第一次股東常會議事錄(譯文) 泰金寶科技股份有限公司

2024年4月30日上午8:30召開線上股東會(E-AGM:會議控制室設於泰國Samut Sakhon工廠,R&D大樓5樓,60號Moo 8, Sethakij路, Tambon Klong Maduea, Amphoe Krathum Baen, Samut Sakhon省,上述地點並無安排會議室),相關議程如下:

議程1:2023年股東臨時會議事錄承認案

說明及董事會意見:董事會通過2023年10月3日召開之股東臨時會議事錄,並提請股東會決議。 決議:經主席徵詢全體出席股東後照案通過

議程2:2023年經會計師查核財務報表承認案 說明及董事會意見:董事會承認業經會計師查核及審計委員會核閱之2023年財務報表,並提請股東會決議,重要財務數字彙總如下:

總資產:858.38億泰銖 總負債:596.11億泰銖 總股東權益:262.26億泰銖 總收入:1,508.13億泰銖

稅後淨利:11.07億泰銖 基本每股盈餘:0.17泰銖 決議:經主席徵詢全體出席股東後照案通過

議程3:2023年提撥法定盈餘公積及股利發放核准案

說明及董事會意見:董事會通過提撥法定盈餘公積10.45億泰銖及發放2023年下半年度股利,本公司股利政策為不低於每年合併盈餘之30%,2023年9月 12日已發放上半年每股現金股利0.04泰銖,董事會通過發放2023年下半年每股現金股利0.075泰銖,實際發放辦法將依本次股東會決議之,實際台幣金額 將於實際發放時另行公告,下半年股利除息交易日爲2024年3月19日,預計於5月20日於泰國發放股利,合計2023年度共發放每股股利0.115泰銖,本案提 請股東會決議

決議:經主席徵詢全體出席股東後照案通過。

議程4:2024年董事改選核准案

說明及董事會意見:依泰國法令規定,每年需改選1/3席董事會成員,董事會通過今年改選董事爲Khongsit Choukicharoen、姜台昌、田弘茂及Alan Chi Yim Kam,並決議再選任Khongsit Choukicharoen、姜台昌、田弘茂及Alan Chi Yim Kam續任職務,本案提請股東會決議。 決議:經主席徵詢全體出席股東後照案通過。

議程5:2024年董事報酬核准案

說明及董事會意見:董事報酬依各董事相關職責進行分配;董事會通過2024年董事酬勞不得超過2,600萬泰銖,本案提請股東會決議。 決議:經主席徵詢全體出席股東後照案通過。

議程6:2024年查核會計師任用暨年費核准案

說明及董事會意見:本公司自2000年起委託EY Office Limited會計師事務所進行財務報表簽證,該會計師事務所與本公司、子公司、經營團隊及股東等關係人無任何利益關聯性;董事會核准任用EY Office Limited為本公司2024年查核會計師事務所,其費用為510萬泰銖,本案提請股東會決議。決議:經主席徵詢全體出席股東後照案通過。

議程7:變更本公司公司章程核准案

| Section | 原公司章程內容(中理媒件參考) | 變更後公司章程內容 |
|--------------|---|--|
| (條次) | (中譯僅供參考) To call a Board meeting, the chairperson or person assigned by him/her shall send a notification for the meeting to each Director at least seven (7) days before the meeting, except in case of necessary or urgency | (中譯僅供參考) To call a Board meeting, the chairperson shall send a notification for the meeting to each Director at lea three (3) days before the meeting, except in case of necessity or urgency and to maintain the Company |
| | and to maintain the Company*s rights and interest, notification may be sent by other means and a meeting may be held earlier. | rights and interest, notification may be sent <u>by electronics means or</u> other means and a meeting may be he earlier. |
| Section 23 | In case two or more directors call for a Board meeting, the chairperson shall schedule a meeting in fourteen (14) days upon receiving that request. | Two or more directors may request to call for a Board meeting. In such case, the chairperson shall sched a meeting in fourteen (14) days upon receiving that request. In case the chairperson does not proceed in accordance with paragraph two, such requesting directors in jointly call for and schedule a Boards* meeting to consider the proposed agenda in fourteen (14) days up the end of such period mentioned in paragraph two. In case there is no chairman due to whatever reason, the vice-chairman shall call for a Board meeting. |
| | | case there is no vice-chairman due to whatever reason, two or more directors may jointly call for a Bos meeting. |
| | 召開董事會會議時,主席或其指派的人應在會議召開前至少七(7)天向每位董事發出會議通知,除非 有必要或緊急情況以及爲了維護公司的權利和義務,可以以其他方式發出通知,並可提前召開會 議。 | 召開董事會會議時,主席應在會議召開前至少 <u>三(3)天</u> 向每位董事發出會議通知,除非有必要或緊情况以及爲了維護公司的權利和義務,可以以電子方式或是其他方式發出通知,並可提前召開議。 |
| | 如果兩名或兩名以上董事要求召開董事會會議,主席應在收到請求後十四(14)天內召開董事會會議。 | 如果兩名或兩名以上董事要求召開董事會會議,主席應在收到請求後十四(14)天內召開董事會會議 如主席不依前述第二段叙述召開董事會,提出需求之董事可以於前述期限後十四(14)天內,聯 召集並安排董事會。 |
| | | 如遇主席因故缺席時,由副董事長召集董事會會議。 如因故無副主席時,可由兩名以上董事共同 集董事會會議。 |
| Section 31 | A Board meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the chairperson or person assigned by the chairperson. | A Board meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the chairperson or person assigned by the chairperson. The Board of Directors may set the form of the meeting by conducting via electronic means in accordance. |
| | 董事會會議應於總部或附近省份或其他地方舉行,由主席或主席指派人選決定。 | with laws on meetings via electronic means. 董事會會議應於總部或附近省份或其他地方舉行,由主席或主席指派人選決定。 董事會可依據電子媒體會議法的相關規定,以電子會議的形式召開董事會會議。 |
| | A shareholders* meeting shall be held where the head office is located or a nearby province or elsewhere, specified by the Board. | A shareholders* meeting shall be held where the head office is located or a nearby province or elsewholders because the Board. |
| Section 33 | | The Shareholders' Meeting may be conducted via electronic means as provided in the law on meetings electronic means. |
| | 股東會應於總部所在地或附近省份或其他地方舉行,由董事會指定。 | 股東會應於總部所在地或附近省份或其他地方舉行,由董事會指定。 <u>股東會可依據電子媒體會議</u> 的相關規定,以電子媒體會議方式召開線上會議。 |
| | A General Shareholders' Meeting shall be held once in year, called "General Meeting". Such a general meeting shall be held in four (4) months after the end of the company's accounting cycle. Other general meetings shall be called *Extraordinary General Meetings". The Board may call an Extraordinary General Meeting anytime as they feel appropriate, or shareholders carrying total shares of not less than one fifth (1/5) of all the shares distributed or at least twenty-five (25) shareholders holding combined total shares of not less than one tenth (1/10) of all the shares distributed can jointly make a request in writing for the Board to call an extraordinary general meeting, clearly specifying reasons and objectives for the meeting in that request. In such a case, the Board shall hold a meeting in one | A General Shareholders' Meeting shall be held once in year, called "General Meeting". Such a gene meeting shall be held in four (4) months after the end of the company's accounting cycle. Other gene meetings shall be called "Extraordinary General Meetings". The Board may call an Extraordinary General Meeting anytime as they view appropriate. |
| Section 34 | (1) month upon receiving the request. 股東會每年須召開一次,簡稱「股東常會」。股東常會應於當年度之會計年度結束後之四(4)個月內舉行。 | 股東會每年須召開一次,簡稱「股東常會」。股東常會應於當年度之會計年度結束後之四(4)個月舉行。 |
| | 其他股東會稱為「臨時股東會」。 董事會可以複其適當時程召開臨時股東會,或股東可透過持有不少於已發行並流通在外股數之五分之一(1/5)的股數或至少二十2(5)位股東且合併持有公司已發行並流通在外之股數不少於十分之一(1/10的股數可聯合向董事會以書面方式提出召開臨時股東會的請求,並於書面請求中明確說明召開臨時股東會議的理由和目的。於此情況下,董事會應於收到書面請求後—(1)個月內召開臨時股東會 | 其他股東會稱為「臨時股東會」。 董事會可以視其適當時程召開臨時股東會 · |
| | ik · | One or more shareholders holding not less than ten percent (10%) of the total number of shares distributed in the percent of t |
| | | may jointly request the Board to call for an Extraordinary General Meeting at any time. However, s request must clearly specify the subject and reasons for calling the meeting in the written notice. In this c the Board must arrange for a shareholder meeting within forty-five (45) days from the date of receiving |
| | | written request. In the event that the Board does not arrange for a meeting within the specified period under paragraph of the property of th |
| | | the shareholders who subscribed their names or any other shareholders collectively holding the shares as the required threshold may call for a meeting themselves within forty-five (45) days from the expiration |
| | | the time frame specified under paragraph one. In this regard, the meeting called by the shareholders shall |
| | | considered as those called by the Board. The company shall be responsible for necessary expenses aris from such meeting and reasonably provide facilitation therein. The company shall bear necessary expenses are such as the company shall bear necessary expenses. |
| | | incurred for organizing the meeting and reasonably provide facilitation. In this regard, shareholders we call for a meeting may send a notification for the meeting to shareholders via electronic means if st |
| Section 34/1 | NA NA | shareholders have informed their intention or given their consent to the company or the Board for delivering of such notification or document via electronic means. In this regard, it shall be in accordance |
| ection 5 # 1 | | with the relevant laws. In case the quorum of the meeting called by the shareholders as stated under paragraph two cannot |
| | | formed as required under these Articles of Association, the shareholders under paragraph two shall be join |
| | | responsible for expenses incurred for organizing the meeting to the company. 持有已發行流通在外股數不低於百分之十(10%)的一名或多名股東可聯合向董事會以書面方式提出開臨時股東會前求,並於書面請求中明確說明召開臨時股東會議的理由和目的。 於此情況下, |
| | | 事會應於收到書面請求起,於四十五(45)天內召開臨時股東會議。 如董事會未於前述第一段敘述之規定期限內召開股東會議,前述提出書面申請需求之股東,可放 |
| | | 述第一段敘述之期限屆滿後之四十五(45)天內自行召開股東會·以此而言,該次股東召集的股東 議應視同董事會召集的會議。 本公司應承擔該次股東會議所需的費用,並提供合理的協助。對此 |
| | | 召集該次會議的股東(們)可以透過電子方式向股東發送會議通知,但前提是已先告知股東並取得 意讓本公司或董事會以電子媒體方式發送該通知或文件。 對此,應遵循相關法律規定辦理。 如上述第二段敘述由股東(們)所召集之股東會議無法達到本公司章程所規定的法定開會人數,前 |
| | To call a general shareholders* meeting, the Board shall prepare a notification specifying the meeting venue, | 第二段敘述之股東(們)應當與本公司共同承擔召開會議的相關費用。 To call a general shareholders* meeting, the Board shall prepare a notification specifying the meeting ven |
| | date, time and agendas of the meeting, issues to be raised in the meeting with sufficient details, whether for the shareholders* information, approval or consideration, whichever the case may be as well as the Board*s | date, time and agendas of the meeting, issues to be raised in the meeting with sufficient details, whether the shareholders* information, approval or consideration, whichever the case may be as well as the Boar |
| | opinions on those issues, send it to shareholders and the Registrar at least seven (7) days before the meeting. | opinions on those issues, send it to shareholders and the Registrar at least seven (7) days before the meeti And such notification for the meeting shall be advertised in a newspaper for three (3) consecutive days |
| | And such notification for the meeting shall be advertised in a newspaper for there (3) consecutive days at least there (3) days before the meeting. | least three (3) days before the meeting. The notice for the Shareholders* Meeting may be advertised via electronic means in accordance with |
| Section 35 | | criteria prescribed by law or relevant notification. 召開股東會議時,董事會應備有一份開會通知書,載明會議地點、會議日期、時間和議程,並提 |
| | 召開股東會議時,董事會應備有一份開會通知書,載明會議地點、會議日期、時間和議程,並提供 完整資訊,以供股東參考、決議或考量,及董事會意見,並於股東會議前至少七(7)天寄發給股東和 | 完整資訊,以供股東參考、決議或考量,及董事會意見,並於股東會議前至少七(7)天寄發給股東 主管機關。 |
| | 主管機關。 | 股東會議開會通知書應至少於股東會議召開之前(3)天於報紙上刊登公告至少連續(3)天。 |

股東會開會通知書可依相關法規或規定,以電子媒體方式進行公告

股東會議開會通知書應至少於股東會議召開之前(3)天於報紙上刊登公告至少連續(3)天。

| | At a shareholders* meeting shareholders may appoint a proxy to attend the meeting and cast votes on their behalf. The proxy shall be made in writing, signed by assignor in the form specified by the PLC Registrar. The proxy shall be handed over to the chairperson of the Board or person appointed by the chairperson at the meeting venue before the proxy participates in the meeting. The proxy shall feature at least the following: A. The number of shares the assignor holds, | At a shareholders* meeting shareholders may appoint a proxy to attend the meeting and cast votes on their behalf. The proxy shall be made in writing, signed by assignor in the form specified by the PLC Registrar. The proxy shall be handed over to the chairperson of the Board or person appointed by the chairperson at the meeting venue before the proxy participates in the meeting. The proxy form shall feature at least the followine: |
|------------|--|---|
| | B. Name of the assignee, | A. The number of shares the assignor holds, |
| | C. The original number of the meeting assigned to attend and cast votes. | B. Name of the assignee, C. The original number of the meeting assigned to attend and cast votes. |
| Section 37 | 股東可以委託代理人出席股東會議並代爲投票。 委託書需以書面形式簽署,其格式需依照主管機關 (PCL Registrar)指定之格式, 代理人須於出席股東會議前,先將委託書交給主席或其指定的人。 委託書需至少包含以下: A. 受讓人持有之股數, B. 受讓人姓名, C. 詳列指定出席及投票哪次的股東會議。 | Appointment of a proxy may be done via electronic means in accordance with the criteria stipulated by law. 股東可以委託代理人出席股東會議並代爲投票。 委託書需以書面形式簽署,其格式需依照上市公司主管機關(PCL Registrar)指定之格式,代理人須於出席股東會議前,先將委託書交給主席或其指定的人。 委託書需至少包含以下: A. 受護人持有之股數, B. 受護人姓名, C. 詳列指定出席及投票哪次的股東會議。 |
| | | 指派代理人可以依相關法規,以電子媒體方式授權。 |
| Section 47 | Announcement of dividend payment is not allowed except after an resolution in general meeting or Board Announcement of dividend payment is not allowed except after an resolution in general meeting or Board resolution in case of interim dividend payment. Notification for dividend payment shall be mailed to shareholders and advertised in a local newspaper for at least there (3) successive days. That dividend shall be paid out in one (1) month from the date of that resolution. 公告發放股利需輕股東會決議,除期中股利(interim dividend)可經董事會決議後公告發放。 股利發放應和應於當地報紙上公告至少連續三日,藉以通知股東。該股利發放應於該決議日起一(1) 個月內發放。 | Announcement of dividend payment is not allowed except after a resolution in general meeting of Shareholders or Board resolution in case of interim dividend payment. Notification for dividend payment shall be notified to shareholders and advertised in a newspaper or via electronic means pursuant to criteria stipulated by the registrar. The dividend shall be paid out in one (1) month from the date of that resolution. 公告發放股利需經股東會決議,除期中股利(interim dividend)可經董事會決議後公告發放・股利發放通知應於報紙上公告或是依主管機關規定,以電子媒體方式通知股東。該股利發放應於該決議日起一(1)個月內發放, |

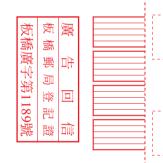
決議:經主席徵詢全體出席股東後照案通過。

議程8:新增本公司營業項目核准案

說明及董事會意見:爲符合本公司未來營運狀況,董事會通過新增下列營業項目,並修改公司章程之營業項目及申請相關許可,本案需經股東 會決議。

| 公司營業項目 | 變更後營業項目內容 (中譯僅供參考) | 備註 |
|--------------|---|----|
| Objective 32 | To engage in the business of packaging which includes packing, repacking, as well as sale of wrapping materials, packing, and other equipment for all product types including electronics products and electronic component of all kinds. 從事所有產品類別,包含電子產品和各種電子元件之包裝業務,含包裝、重新包裝以及銷售包裝材料、包裝和其他設備等。 | 新增 |

決議:經主席徵詢全體出席股東後照案通過



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股務代理人亞東證券股份有限公司存託機構遠東國際商業銀行股份有限公司收秦金寶科技股份有限公司台灣存託 證

新站路近號5樓新北市板橋區

存託股份所賦予表決權之行使

- (一)存託機構、保管機構或其指定之人係為持有人之利益持有臺灣存託憑證所表彰之存託股份。存託機構、保管機構或其指定之人應依泰國相關法令、發行公司公司章程、內部規則及本契約,行使存託股份所表彰之表決權。
 - 1. 持有人不得自行、直接或個別行使存託股份所表彰之表決權。
 - 2. 倘因召開股東會而須停止股東名簿記載之變更者,發行公司應於停止變更股東名簿記載日前,於法令規定之合理期間內,將其股東會議之召集及事由通知存託機構,由存託機構儘速通知持有人及依法公告。
 - 3. 存託機構於通知持有人股東會議之舉行時,應同時檢附投票指示書,由持有人在投票指示書上載明其贊成或反對待表決之議 案。
 - 4. 如存託機構於其訂定之基準日前已收到代表臺灣存託憑證已發行總數過半數持有人對同一議案爲相同之指示(下稱「持有人指示」),存託機構、保管機構或其指定之人應出席股東會,且(1)如發行公司股東會係以舉手方式表決議案,存託機構、保管機構或其指定之人就所有存託股份所表彰之表決權數,應依持有人指示就該議案以舉手方式進行表決;或(2)如發行公司股東會係以投票方式表決議案,則存託機構、保管機構或其指定之人就每一持有人持有臺灣存託憑證所表彰存託股份所賦予之表決權數,應依持有人寄交投票指示書所載之指示,就相關議案分別填寫投票單。有關持有人未寄交投票指示書部份之表決權數,存託機構、保管機構或其指定之人不得就相關議案填寫投票單。
 - 5. 如存託機構未於其所訂定之基準日前收到代表臺灣存託憑證已發行總數過半數持有人對同一議案爲相同之指示,則存託機構、保管機構或其指定之人應就存託股份所表彰之全部表決權數出具委託書予發行公司之董事長或其指定之人,由其自行全權行使存託股份所表彰之表決權。
 - 6. 如依相關法令,存託機構、保管機構或其指定之人有不得就臺灣存託憑證所表彰之存託股份於相關股東會議中依本條規定行使 表決權之情事者,發行公司應儘快通知存託機構該等情事。存託機構、保管機構或其指定之人即不得在相關股東會議中依本條 規定行使表決權,且發行公司及存託機構應儘速修改本條規定,使存託機構、保管機構或其指定之人能於其後之股東會議,以 符合相關法律之方式,行使存託股份所表彰之表決權。
 - 7. 存託機構應促使並確保保管機構或其指定之人依本契約規定行使存託股份所表彰之表決權。