ELECTRONICS INDUSTRY PUBLIC COMPANY LIMITED

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(Amendment)

-Translation-

Information Concerning the Acquisition of Assets
(Smart Traffic Company shares)
by Electronics Industry Public Company Limited

Resolution of The Board of Directors' Meeting No. 7/2015 of The Electronics Industry Public Company Limited ("**EIC**" or "**Company**") held on 24 June 2015 approved the subscription of the newly issued ordinary shares of Smart Traffic Co., Ltd. on a pro rata basis.

Resulting from the Extraordinary Meeting of Shareholder No. 1/2015 of Smart Traffic Co., Ltd., the Company approved to increase the registered capital from Baht 10,000,000 to Baht 60,000,000 by issuing 10,000,000 shares at Baht 5 each. These will be allocated to existing shareholders on pro rata basis.

1. Date of Transaction

Payment for right offering shared is fixed no later than middle of August.

2. Counter Parties and relationship

Buyer : Electronics Industry Public Company Limited (EIC)

Seller : Smart Traffic Company Limited (currently held by Electronics Industry Public Company Limited (EIC) 30.2%

3. Transaction Overview

3.1 General feature

The Company approved the subscription of the newly issued ordinary shares of Smart Traffic Co., Ltd. on a pro rata basis.

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The EIC Board of Directors approved to buy its right offering shares in Smart Traffic Co., Ltd. in the amount of 3,020,000 shares at Baht 5 each. Total consideration is Baht 15,100,000.

The main reason for EIC to subscribe to the capital increase shares of Smart Traffic Co., Ltd. is to avoid dilution and to maintain EIC's shareholding position at 30.2% altogether with related rights.

Use of funds : The use of fund of Smart Traffic Co., Ltd. is for working capital and to increase its registered capital in order to enter into more biddings for projects as the project owners set out the minimum bidders' registered capital at Baht 60,000,000.

3.2 Calculation Method

EIC calculates its size of transaction as follows: Criteria for classifying size of acquisition:

a) Asset Value

NTA (Net Tangible Asset) = Total Asset – Intangible Asset – Total Liabilities – Equity in the non-controlling portion
: ((NTA of Smart Traffic Co. * proportion of acquisition) * 100)) / NTA of EIC
: (-44,885,000* (3,020,000/ 12,000,000 = 25%) *100) / 559,778,000
: Due to Smart Traffic Co., Ltd. financial statement has negative equity, the calculation is not valid. Total Asset were Baht 234,149,000, total liability were Baht 279,034,000, Equity were -44,885,000.

b) Net Profit

((Smart Traffic Co's net profit * (EIC payment for Smart Traffic's share / total share after capital increase)) / EIC's net profit

: Because Smart Traffic Co. and EIC's financial statement showed net loss, so the calculation is not valid.

C) Value of consideration

(Value of consideration * 100) / total assets of EIC)
: (15,100,000 *100) / 582,816,000
: 2.59%

D) Value of securities issued for the payment
: Because Smart Traffic is not listed co., the calculation is not applied.

As per the above calculation, the maximum is 2.59% according to C) Value of consideration, and the calculated size of the acquisition of the Right to lease land and building is 2.47%. In total, the acquisition of asset size is 5.06%. In addition, the Company does not acquire other asset in the past 6 months.

4. Details of Asset Acquired

The newly issued ordinary shares of Smart Traffic Co., Ltd. on a pro rata basis.

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The EIC Board of Directors approved to buy its right offering shares in Smart Traffic Co., Ltd. in the amount of 3,020,000 shares at Baht 5 each. Total consideration is Baht 15,100,000 to maintain EIC's shareholding position at 30.2% altogether with related rights.

4. 1 Details of Smart Traffic Company

Smart Traffic Company Limited ("Smart Traffic"), The Company holds 30.02% of the total shares of Smart Traffic. Smart Traffic designs, develops and sells Electronic Tollway Collection Systems (ETCS) for use in the collection of expressway tolls, automatic cash (Easy Pass), electronic payment via mobile phone or Near Field Communication (NFC) and payment by credit card (VISA Pay wave) for transportation, management system and exchange of points issued by retail outlets and communication (Loyalty Program), and the preparation of a common ticketing system and Clearing House (Clearing House). Smart Traffic also provides the integrated electronic systems to track service and maintenance for private and public entities. Smart Traffic products and services are as follows:

(1) System Integration of Manual and Electronic Toll Collection System

Smart Traffic has provided consulting, operating, networking and installation of integrated toll collection systems with which users could utilize contactless smart card to replace cash.

a) Installed electronic toll collection systems for DOH on Express Highway no.7 and no.9

b) Installed electronic toll collection systems for EXAT on Chalongrat Expressway, Chalerm Maha Nakhon Expressway and Buraphawithee Expressway.

(2) Maintenance toll collection systems and equipment

Smart Traffic has provided maintenance and repair services for toll collection system. The services include both equipment damage and system maintenance.

a) Smart Traffic was awarded a contract from DOH to repair damaged toll collection equipment.
b) Smart Traffic was awarded a contract from DOH to maintenance toll collection system on Express Highway no.7 and no.9.

(3) Electronic Payment Solution based on contactless Smart Card Technology

The system is based on contactless smart card technology to replace cash payment method by allowing users to add value of the smart card via through service centers for which Smart Traffic provides both equipment and management systems. Moreover, it provides electronic payment solutions for Major at the Paragon Cineplex and the Esplanade Cineplex through which users were able to utilize smart cards to buy movie tickets and the products and services of Major group instead of cash payment.

(4) Parking Management

The Parking Management system uses computers to control the system which records various information related to parking business such as parking fees calculation and records traffic statistic based on contactless smart card.

- Provide Parking Management System for various department stores, buildings and organizations such as department stores under Central Group

(5) Distribute smart cards used for electronic toll collection system.

Smart Traffic has provided Easy Pass cards to EXAT and BECL, which is the smart card used for electronic toll collection system.

The customers of Smart Traffic can be classified into two groups consisting of: (1) government agencies including the Department of Highways and Expressways, and (2) other organizations, including the University Mall, office buildings and hotels, etc. To date, the main customers of Smart

Traffic have been government agencies. Most of the jobs consist of installing electronic toll booths, plazas and control rooms as well as the maintenance and repair of ETCS. Smart Traffic has to go through the process of bidding and purchasing the units. Smart Traffic has high skilsl and is effective in working with major clients in several projects including private and government entities.

4. 2 Board of Director (only 1 member)

(1) Ms. Pornpun Siriwong Na Ayudhaya – Authorized Director

4. 3 Shareholders list as at 31 March 2015

Before the capital increase, according to the List of Shareholders (Form Bor Or Jor 5) from the Ministry of Commerce shows the shareholders of Smart Traffic Co., Ltd. as of 31 March 2015 as follows:

Name	**Relationship / position**	**Number of Shares and Percentage**
3 . 1 Electronics Holding Industry Pcl.	None	302,000 shares or 30.2 %
3.2 Miss Pornpun Siriwong Na	Director ,Smart Traffic Co.	400,000 shares or 40 %
3.3 Mrs. Rojana Kriengwattanasiri	None	99,990 shares or 10 %
3.4 Mr. Apirak Nong po	Chief Operating Officer, Smart Traffic Co.'s	10,000 shares or 1 %
3.5 Mr. Pisit Kriengwattanasiri	Chief Financial Officer, Smart Traffic Co.'s	10 shares or 0.001 %
3.6 Smart Merchant	100% of shares held by Miss Pornpun Siriwong Na	188,000 shares or 18.8 %
		Total 1,000,000 shares or 100 %

Note The par value of the above structure of shares is at Baht 10.

Other Shareholders of Smart Traffic Co., Ltd. are not the related person to the Company, the directors and executives of the Company and the major shareholders of the Company.

4. 4 Related persons or controlling person and their ownership

-N/A-

4. 5 Financial Status and Operating Performance

Smart Traffic Company (Baht)	Quarter 1' 2015
Total Assets	234,149,000
Liabilities	279,034,000
Paid up capital	10,000,000
Equity	-44,885,000

5. Total Consideration

Ordinary shares of Smart Traffic Co., Ltd. in the amount of 3,020,000 shares at Baht 5 / share par value. (Equal to 30.2% of Smart Traffic Co., Ltd. shares)

Total Consideration: Baht 15,100,000 payable by middle of August

6. Total asset acquisition

Common shares of Smart Traffic Company in the amount of 3,020,000 shares (equal to 30.2% of Smart Traffic Co., Ltd. shares) at Baht 5 / share par value in total Baht 15.000,000.

7. The basis used to determine the value of consideration:

The consideration comes from the price of newly issued Ordinary Share, Baht 5 per share, which equals to the par value.

8. Benefit received

The main reason for EIC to subscribe to the capital increase shares of Smart Traffic Co., Ltd. is to avoid dilution and to maintain EIC's shareholding position at 30.2% with related rights.

9. Source of fund

EIC will borrow via promissory note issued to EIC Semiconductor Co.

10. Approval required

The said transaction is the acquisition of assets less than 15% of each category. It required approval only at Board of Director level which is mention to # 7 / 2015 Board Meeting held on 25 June 2015.

11. Comment from Board of Director in this acquisition

EIC Board of Director agrees on this acquisition views this is the opportunity to avoid dilution and to maintain EIC's shareholding position at 30.2%. EIC regards Smart Traffic as a company with good potential and expects that it will start to realize the income from projects which were delayed from 2014 due to the political crisis.

Please be informed accordingly

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(Mr. Luca Roveda)

Director and General Manager