

No. CC20190203ELE

February 27, 2019

Subject Report of the Resolutions of Board of Directors' Meeting No.1/2019

To President
The Stock Exchange of Thailand

The Board of Directors of Cal-Comp Electronics (Thailand) Public Company Limited No.1/2019 was held on February 27, 2019 at 14.30 – 15.30 Hrs. the following resolutions were passed:

1. Approved the Audited Financial Statement of the year ended 2018 and Annual Report of the Board of Directors in relation to the Company operating result in respect of the year 2018, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2019.
2. Approved the appropriation and retaining of the net profit Baht 511 million as legal reserve and the declaration of dividend payment from the Company consolidated net profit for the period of July-December 2018 at Baht of 0.03 per share. The total outstanding shares entitled for the dividend is 4,554,643,575 shares and total dividend amount is Baht 136,639,307, the record date for the shareholders who has right to receive the dividend will be on March 21, 2019. The payment date of dividends is scheduled on May 16, 2019 from the Company consolidated net profit that still enjoys the tax exemption for corporate income tax under the BOI privileges, therefore, the dividend is not subject to withholding tax in Thailand, in which the dividend payment will be subject to shareholder approval. The right to receive the dividend depends on the resolution of Annual General Meeting of Shareholders No.1/2019. Meanwhile, the Company had paid the interim dividend payment at the rate of Baht 0.06 per share for the period of January – June 2018 on September 13, 2018, therefore the total dividend payment for the year 2018 will be Baht 0.09 per share, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2019
3. The Board of Directors had approved the retirement of Mr. Hsu, Sheng-Chieh, Mr. Yu, Shih-Tung , and Mr. William Hang Man Chao. The Meeting unanimously resolved that the re-appointment of Mr. Hsu, Sheng-Chieh, Mr. Yu, Shih-Tung, and Mr. William Hang Man Chao to resume their positions as the directors of the Company for another term and also approved the nomination of Mr. Chiang, Tai-Chang to be the new director of the Company, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2019.
4. The Board of Directors had approved the determination for Board of Directors' remuneration not exceeding Baht 25,000,000 for the year 2019, which is subject to the approval of the Annual General Meeting of Shareholders No. 1/2019.
5. The Board of Directors had approved the appointment 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 EY Office Limited be appointed as the Company's auditor for the year 2019 for a total remuneration of Baht 4,090,000. In the event auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place, which shall be subject to the approval of the Annual General Meeting of Shareholders No. 1/2019.

6. The Board of Directors had approved the change of the Company's functional currency from "Thai Baht" to "US Dollar" from FY2019 in order to appropriately reflect the change of the Company's foreign currencies operation as well as in considering more distinct foreign functional currency method has put into practice for both accounting and tax purposes where the Company's primary operation resides. The Board also approved and authorized the Chairman or a designee by the Chairman to final the details of implementation schedule and relevant actions following the International Accounting Standard 21 accordingly.
7. Approved the related parties transaction as the following transaction:
 - 7.1 The transaction between the Company and/or its subsidiaries with Kinpo Electronics Inc. and/or its subsidiary as the following details:

7.1.1 Disposal on fixed asset

1st transaction

Partners of Contract	Seller: Cal-Comp Electronics (Thailand) PCL. ("CCET") Buyer: Kinpo Electronics (Philippines) Inc. ("KPPH")
Type of fixed asset	2 sets of custom made industrial computer and controller set 5 years of lifetime and average 1.17 of used years
Transaction date	November 2018
Transaction amount	Baht 113,655
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 30 days of credit term
The reason	The Company sold the unused equipment to KPPH to reduce outstanding idle equipment and to create maximum benefits for the Company.

2nd transaction

Partners of Contract	Seller: Cal-Comp (Malaysia) SDN. BHD. ("CCMY") Buyer: CastleNet Technology, Inc. ("CastleNet")
Type of fixed asset	1 set of production router machine and 1 set of Automatic Optical Inspection machine 8 years of lifetime and average 3.96 of used years
Transaction date	December 2018
Transaction amount	USD 33,966 or approximately Baht 1,118,085.99
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 60 days of credit term
The reason	CCMY sold the unused equipment to CastleNet to reduce outstanding idle equipment and to create maximum benefits for the Company.

3^d transaction

Partners of Contract	Seller: Cal-Comp Electronics and Communications (Suzhou) Co.,Ltd. ("CCCS") Buyer: Kinpo Electronics (China) Co., Ltd. ("Kinpo China")
Type of fixed asset	2 sets of conveyors for production purpose 6 years of lifetime and 5.00 of used year
Transaction date	December 2018
Transaction amount	RMB 10,302 or approximately Baht 48,839.72
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 90 days of credit term
The reason	CCCS sold the unused equipments to Kinpo China to reduce outstanding idle assets and to create maximum benefit for the Company.

The total transaction size of Disposal on fixed asset is Baht 1,280,580.71 which is accounted to 0.002% under the total value of consideration criteria (maximum disposition value criteria). The transaction is categorized as small transaction, is not required to be disclosed according to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposal of Assets B.E. 2547 (2004).

Total size of disposal on fixed asset for related party transaction criteria

Included 3 transactions of the Company and/or its subsidiary with Kinpo International Ltd., the total transaction size is Baht 1,280,580.71, which is accounted to 0.01% of NTA as December 31, 2018.

7.1.2 Share MIS (Management Information System) resource transaction

1. Contract Date: January 1, 2019 - December 31, 2019
2. Partners of Contract: Connected transaction between subsidiary and related person.
User : Cal-Comp Electronics and Communications Co., Ltd.
Provider : Kinpo Electronics Inc.
3. Ordinary form of transaction
Cal-Comp Electronics and Communications Co., Ltd shared MIS resource and system from Kinpo Electronics Inc. to support operation and reporting system.
4. Total cost
Total cost for one year is NTD 24,000,000, approximately Baht 25,692,000, accounted for 0.15% of NTA as December 31, 2018, the pricing will be contract price and the actual charge will be subject to the employee's headcount and actual expense.

7.1.3 Consultant Service transaction

1. Contract Date: January 1, 2019 - December 31, 2019

2. Partners of Contract: Connected transaction between subsidiary and related person.
User: Cal-Comp Electronics and Communications Co., Ltd.
Provider: Kinpo Group Management Service Co., Ltd.

3. Ordinary form of transaction
 Kinpo Group Management Service Co., Ltd. provides Consultant Service for accounting, finance and tax planning to Cal-Comp Electronics and Communications Co., Ltd.

4. Total cost
 Total cost for 1 year is NTD 2,240,000 approximately Baht 2,397,920, accounted for 0.014% of NTA as December 31, 2018. The pricing will be contract price.

5. Details of related person

-Name of related person :	Kinpo Group Management Service Co., Ltd.
-Relationship :	Cal-Comp Electronics and Communications Co., Ltd. is holding in Kinpo Group Management Service Co., Ltd. for 12.50%

The directors who have conflict of interest did not join and vote for this agenda.

Total size of related party transactions during the past six-month periods

Overall, total size of related party transactions between the Company and/or its subsidiaries with Kinpo Electronics Inc. and/or its subsidiaries are at Baht 31,000,062.52 which is accounted to 0.18% of NTA during the past six-month periods.

Note: Exchange Rate
 USD/Baht = 32.9178
 NTD/Baht = 1.0705
 RMB/Baht = 4.7408

Details of related person of the Company and/or its subsidiary with Kinpo Electronics Inc and/or its subsidiary

- Name of related person: Kinpo Electronics (Philippines) Inc. ("KPPH")
- Relationship: KPPH is a subsidiary of Kinpo Electronics Inc. Kinpo Electronics Inc, holds 40.39% in the Company and holds 80.81% in KPPH through Kinpo International (Singapore) Pte. Ltd., and has nominated 3 people to be directors in the Company:
 Mr. Hsu, Sheng-Hsiung, Mr. Hsu, Sheng-Chieh and Mr. Shen, Shyh-Yong,

- Name of related person: CastleNet Technology, Inc. ("CastleNet")
- Relationship: CastleNet is a subsidiary of Kinpo Electronics, Inc.

Kinpo Electronics, Inc. holds 40.39% in the Company and holds 31.89% in CastleNet, and has nominated 3 people to be directors in the Company:

Mr. Hsu, Sheng-Hsiung, Mr. Hsu, Shen-Chieh, and Mr. Shen, Shih-Yong,

- Name of related person: Kinpo Electronics (China) Co., Ltd. ("Kinpo China")
- Relationship: Kinpo China is a subsidiary of Kinpo Electronics Inc. Kinpo Electronics Inc, holds 40.39% in the Company and holds 100% in Kinpo China, and has nominated 3 people to be directors in the Company: Mr. Hsu, Sheng-Hsiung, Mr. Hsu, Sheng-Chieh and Mr. Shen, Shyh-Yong.

The directors who have conflict of interest did not join and vote for this agenda.

Opinion of the Board of director and Audit Committee

The connected transactions of the Company are reasonable in the normal course of business due to all transactions are taking to supporting the business operation and also the terms and conditions are satisfied.

8. The Board of Directors had approved the date of the Annual General Meeting of Shareholders No. 1/2019 to consider the following agenda:
 - 1) To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2018.
 - 2) To consider and approve the Audited Financial Statement of the year ended 2018 and Annual Report of the Board of Directors.
 - 3) To consider and approve the appropriation of net profit as legal reserve and declaration of dividend payment for the year 2018.
 - 4) To consider and approve the appointment of directors to replace those retired by rotation for the year 2019 and the nomination of new board director for the Company.
 - 5) To consider and approve the determination of remuneration for Board of Directors for the year 2019.
 - 6) To consider and approve the appointment of the company's auditor and audit fee for the year 2019.
 - 7) To consider any other business (if any).

The Board of Directors had also approved the Record Date on March 21, 2019 and collects the names of shareholders in order to determine the shareholders' entitlement to attend the Annual General Meeting of Shareholders No. 1/2019.

The Annual General Meeting of Shareholders No. 1/2019 shall be held on April 26, 2019 at 08.30 a.m. at Samut Sakhon Factory, the Conference Room of R&D Building 5th Floor, 60 Moo 8, Sethakij Road, Tambon Klong Maduea, Amphoe Krathum Baen, Samut Sakhon, Thailand to consider the above agendas.

Please be informed accordingly.

Sincerely yours,

Mr. Khongsit Choukitcharoen
Managing Director