

No. CC20190504ELE

May 14, 2019

Subject Report of the Resolutions of Board of Directors' Meeting No.2/2019

To President
The Stock Exchange of Thailand

The Board of Directors' meeting of Cal-Comp Electronics (Thailand) Public Company Limited (the "Company") No. 2/2019 was held on May 14, 2019 the following resolutions were passed:

1. The Board of Directors approved the dissolution and liquidation of the Company's subsidiary in Malaysia for more efficient corporate strategy as a whole, as per the Notifications of the Stock Exchange of Thailand regarding Rules, Conditions and Procedures of information disclosure as the following details:

Name of the Subsidiary	CAL COMP (MALAYSIA) SDN. BHD. ("CCMY")
Shareholding	100% shareholding owned by CCET
Location	SHAH ALAM, SELANGOR, MALAYSIA
Purpose of Business Operation	Manufacturing of PCBA product
Registered Capital	MYR 28,038,680.00 (Approximately Baht 216,767,035.08)
Estimated withdraw amount from the investment after the termination	Estimated to be MYR 178 million (Approximately Baht 1,376.12 million) based on equity of financial statement as at 03/31/2019, and shall be subject to the final result of liquidation process.
Reason for the Dissolution and Liquidation	The Company and its customer has planned to transfer all its operation to Thailand site, therefore, proposed to dissolve and liquidate the Malaysia subsidiary in consider to better maintain the Company's operation efficiency as a whole.
Estimated Dissolution and Liquidation period	Q4 /FY2021
Acquisition and Disposition on Fixed Asset	2.19% of total asset in Q1/2019 (under the total value of the consideration criteria). 8.24% of total asset during the past six-month period (under the total value of the consideration criteria). The transaction size of the asset disposal and acquisition is not more than 15%, therefore is not subject to comply with the Acquisition and Disposal of Assets as stipulated in the Notification of the Stock Exchange of Thailand and the Notification of the Capital Market Supervisory Commission.

2. The Board of Directors had approved the related transactions as following detail;

2.1 Disposal on fixed asset

1st transaction

Partners of Contract	Seller: Cal Comp (Malaysia) SDN. BHD. ("CCMY") Buyer: Kinpo Electronics (Philippines) Inc. ("KPPH")
Type of fixed asset	2 sets of industrial routers 8 years of lifetime and 2.6 of used year
Transaction date	January 2019
Transaction amount	USD 29,320 or approximately Baht 922,896.84
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 60 days of credit term
The reason	In order to reduce outstanding of unused equipments and create maximum benefits for the Company and its subsidiaries, CCMY sold unused equipments to KPPH.

2nd transaction

Partners of Contract	Seller: Cal Comp (Malaysia) SDN. BHD. ("CCMY") Buyer: Kinpo International Ltd. ("KPI")
Type of fixed asset	3 sets of modular high speed placement Averaged 8 years of lifetime and 5.1 of used year
Transaction date	March 2019
Transaction amount	USD 268,255 or approximately Baht 8,443,782.16
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 60 days of credit term
The reason	In order to reduce outstanding of unused equipments and create maximum benefits for the Company and its subsidiaries, CCMY sold unused equipments to KPI.

The total transaction size of Disposal on fixed asset is USD 297,575 (Approximately Baht 9,366,679) which is accounted to 0.01% under the total value of consideration criteria (maximum transaction 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).

2.2 Acquisition on fixed asset

1st transaction

Partners of Contract	Seller: CastleNet Technology Inc. ("CastleNet") Buyer: Cal-Comp Electronics (Thailand) PCL. ("CCET")
Type of fixed asset	1 set of cable modem termination system machine, Signal analyzer machine, RF analyzer machine, industrial router machine, and 3 sets of function test equipments. Averaged 5 years of lifetime and 1.2 of used year
Transaction date	February 2019

Transaction amount	USD 412,649 or approximately Baht 12,988,828.78
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 90 days of credit term
The reason	In consider to support the Company's operation, CCET has purchased the equipments from CastleNet for set top box products manufacturing purpose.

The total transaction size of acquisition on fixed assets is USD 412,649 (Approximately Baht 12,988,828.78) which is accounted to 0.02% under the total value of consideration criteria (maximum transaction 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 and acquisition on fixed asset for related party transaction criteria

Included 3 transactions of the Company and/or its subsidiary with Kinpo Electronics Inc. and/or its subsidiaries, the total transaction size is USD 710,224 (Approximately Baht 22,355,507.78), which is accounted to 0.13% of NTA as March 31, 2019.

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 USD 1,652,218.14 (Approximately Baht 53,355,570.31) which is accounted to 0.31% of NTA during the past six-month periods.

Note: Exchange Rate

USD/Baht = 31.4767

MYR/Baht = 7.7310

USD/MYR = 4.07

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 hold 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:	Kinpo International Ltd. ("KPI")
-Relationship:	KPI is subsidiary of Kinpo Electronics Inc. Kinpo Electronics Inc. holds 40.39% in the Company,

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: 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,

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.

Please be informed accordingly.

Sincerely yours,

Mr. Khongsit Choukitcharoen
Managing Director