

No. CC20190805ELE

August 13, 2019

Subject Report of the Resolutions of Board of Directors' Meeting No.3/2019

To President
The Stock Exchange of Thailand

The Board of Directors' meeting of Cal-Comp Electronics (Thailand) Public Company Limited (the "Company") No. 3/2019 was held on August 12, 2019 the following resolutions were passed:

1. The Board of Directors approved the declaration of interim dividend payment for the first half of the year ending June 30, 2019 to shareholders of the Company for Baht 0.06 per share. The total number of outstanding shares entitled for the dividend is 4,554,643,575 shares and total dividend amount is Baht 273,278,614.50.

The record date for the shareholders who have right to receive the interim dividend will be on September 3, 2019. The interim dividend will be paid on September 11, 2019 from net profit that still enjoys the tax exemption for corporate income from BOI, therefore, the dividend is free for income tax.

2. The Board of Directors approved the newly establishment of a Company's subsidiary Cal-Comp Precision Holding Co., Ltd. for the purpose of future organization structure and operating plan for precision entities, as per the Notifications of the Stock Exchange of Thailand regarding Rules, Conditions and Procedures of information disclosure as the following details:

Estimated Subsidiary name	Cal-Comp Precision Holding Co., Ltd.
Shareholding	100% shareholding owned by CCET
Location	Registered in Cayman, and registered as tax residence in Singapore or Taiwan which subject to tax consultant final opinion
Capital Injection	Not exceed USD 85,000,000 (Approximately Baht 2,699 million)
Purpose of investment	For the purpose of organization restructuring for the Company's precision entities as well as to be more flexible for potential future funding methods in overseas capital market whether privately and publicly.
Estimated completion period	FY2019/Q4
Acquisition and Disposition on Fixed Asset	4.59% of total asset in Q2/2019 (under the total value of the consideration criteria). The transaction is deemed as acquisition of asset and the transaction size is not more than 15%, therefore is not subject to comply with the Acquisition and Disposition of Assets as stipulated in the Notification of the Stock Exchange of Thailand and the Notification of the Capital Market Supervisory Commission.

The Board also approved and authorized the Chairman or a designee by the Chairman to finalize the relevant details of investment and documentation.

3. The Board of Directors approved the organization restructure for the Company's precision subsidiaries in consider of long-term development of the Company group and to enhance the operating efficiency, as per the Notifications of the Stock Exchange of Thailand regarding Rules, Conditions and Procedures of information disclosure as the following details:

- 3.1 Approved the Company ("CCET") to sell all shares of Cal-Comp Precision (Singapore) Ltd. ("CPSG") and Cal-Comp Precision (Thailand) Ltd. ("CPTH") to the Cal-Comp Precision Holding Co., Ltd. ("Holding") as below;

Acquired company	Cal-Comp Precision Holding Co., Ltd.
Transaction counterparty	Cal-Comp Electronics (Thailand) PLC.
Company acquired	1. Cal-Comp Precision (Singapore) Ltd. 2. Cal-Comp Precision (Thailand) Ltd.
Transaction Amount*	USD 72,198,527 (Approximately Baht 2,293 million)
Estimated completion period	2019/Q4

- 3.2 Approved Cal-Comp Precision (Singapore) Ltd. ("CPSG") to issue new shares ("contribution in kind") to acquire all shares of Cal-Comp Precision (Thailand) Ltd. ("CPTH") from the Cal-Comp Precision Holding Co., Ltd. ("Holding") as below;

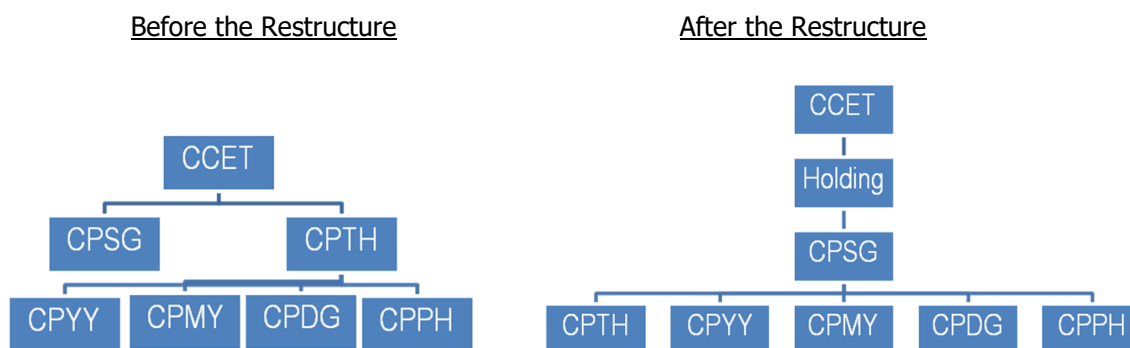
Acquired company	Cal-Comp Precision (Singapore) Ltd.
Transaction counterparty	Cal-Comp Precision Holding Co., Ltd.
Company acquired	Cal-Comp Precision (Thailand) Ltd.
Transaction Amount*	USD 63,245,492 (Approximately Baht 2,008 million)
Estimated completion period	2020/Q1

- 3.3 Approved Cal-Comp Precision (Singapore) Ltd. ("CPSG") to acquire all shares of Cal-Comp Precision (Thailand) Ltd. ("CPTH")'s subsidiaries as below;

Acquired company	Cal-Comp Precision (Singapore) Ltd.
Transaction counterparty	Cal-Comp Precision (Thailand) Ltd.
Company acquired	1. Cal-Comp Precision (Yueyang) Co., Ltd. 2. Cal-Comp Precision (Malaysia) Sdn. Bhd. 3. Cal-Comp Precision (Dongguan) Co., Ltd. and 4. Cal-Comp Precision (Philippines) Inc.
Transaction Amount*	USD 64,939,382 (Approximately Baht 2,062 million)
Estimated completion period	2020/Q2

* above net values are based on the reviewed financial statements as at June 30, 2019, the actual transaction amount will be the net value as stated in its latest financial statements at the date of the transaction.

Upon completion, the details of organization structure of the Company's precision subsidiaries before and after the restructure shall as below;



In consider the restructure of the Company's precision subsidiaries is deemed as internal organization restructure for the Company group, which does not fall into the scope of (a) the acquisition or the disposal of assets under the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on the Material Transactions for Acquisition or Disposal of Assets, and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure and Practice of Listed Company in Acquisition or Disposal of Assets B.E. 2547 and (b) the connected transaction under the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on the Connected Transactions and the Notification of the Board of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies for the Connected Transaction B.E. 2546.

The Board also approved and authorized the Chairman or a designee by the Chairman to finalize the relevant details of organization restructuring and documentation.

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

4.1 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	5 sets of modular high-speed placement machines, 5 sets of solder paste inspection machines, 3 sets of solder paste printing machines, 2 sets of industrial reflow oven for SMT process, and 1 set of Automatic Optic Inspection machine. 8 years of lifetime and 6.31 of used year
Transaction date	May 2019
Transaction amount	USD 494,975 or approximately Baht 15,718,080
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 equipments to KPPH for the purpose of reduced outstanding of unused equipments due to factory closure and create maximum benefit for the Company and its subsidiaries.

The total transaction size of Disposal on fixed asset is USD 494,975 (Approximately Baht 15,718,080 which is accounted to 0.03% under the total value of consideration criteria (maximum acquisition value criteria). The transaction is categorized as small transaction, and 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 1 transaction of the Company's subsidiary, Cal-Comp (Malaysia) SDN. BHD. ("CCMY") had with Kinpo Electronics (Philippines) Inc. ("KPPH"), the total transaction size is USD 494,975 (Approximately Baht 15,718,080, which is accounted to 0.096% of NTA as June 30, 2019.

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

Overall, total size of related party transaction is at approximately USD 2,097,437.49 (Approximately Baht 67,444,088.11 which accounted to 0.40% of NTA during the past six-month periods.

Note: Exchange Rate

USD/Baht = 31.7553

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: Kinpo-Philippines is a subsidiary of Kinpo Electronics Inc. Kinpo Electronics Inc, holds 40.39% in the Company and holds 80.81% in Kinpo Electronics (Philippines) Inc. 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,

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