

No. CC20191104ELE

November 12, 2019

Subject Report of the Resolutions of Board of Directors' Meeting No.5/2019

To President
The Stock Exchange of Thailand

The Board of Directors' meeting of Cal-Comp Electronics (Thailand) Public Company Limited (the "Company") No. 5/2019 was held on November 12, 2019 the following resolutions were passed:

1. The Board of Directors approved the Company propose to newly invest a subsidiary Cal-Comp Brazil Holding Co., Ltd. for the purpose of future organization structure and operating plan for the brazil entities, and details as the following;

Estimated Subsidiary name	Cal-Comp Brazil Holding Co., Ltd.
Shareholding	100% shareholding owned by CCET
Location	Registered in Cayman and setup branch in Taiwan which subject to tax consultant final opinion.
Capital Injection	Not exceed USD 55,000,000 (Approximately Baht 1,685 million)
Purpose of investment	For the purpose of organization restructuring for the Company's Brazil subsidiary as well as to be more flexible for potential future funding methods in overseas capital market whether privately and publicly.
Estimated completion period	FY2020/Q1
Acquisition and Disposition on Fixed Asset	2.86% of total asset in Q3/2019 (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.

Propose to authorized the Chairman or a designee by the Chairman to finalize the relevant details of investment and documentation

2. The Board of Directors approved the organization restructure for the Company's Brazil 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:

2.1 Approved the Company's ("CCET") subsidiary Cal-Comp Holding (Brasil) S.A. to sell all shares of Cal-Comp Industria e Comercio de Eletronicos e Informatica Ltda to the new Brazil Holding Company, details as below;

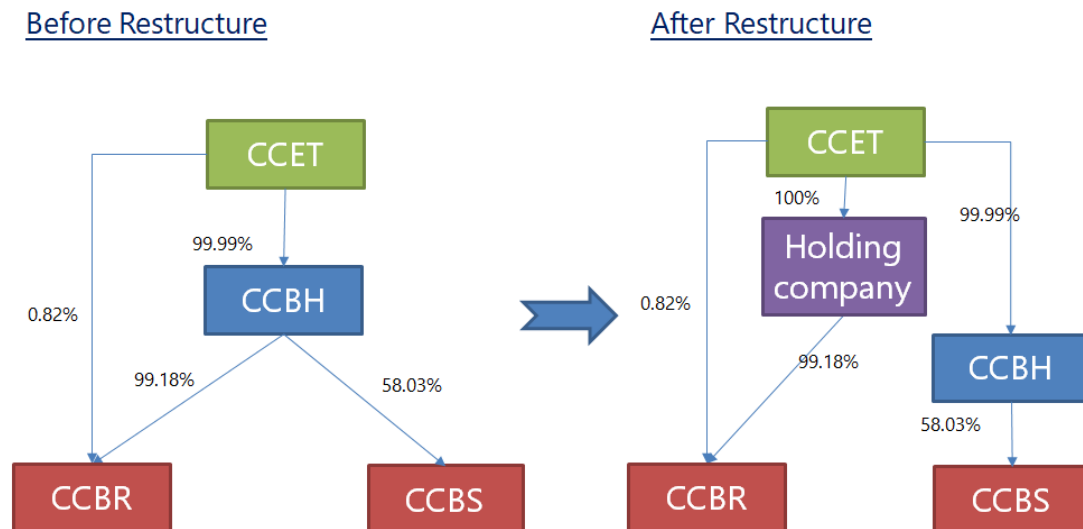
Acquired company	Cal-Comp Brazil Holding Co., Ltd. ("Holding")
Transaction counterparty	Cal-Comp Holding (Brasil) S.A. ("CCBH")
Company acquired	Cal-Comp Industria e Comercio de Eletronicos e Informatica Ltda ("CCBR")
Transaction Amount*	BRL 176,000,000 (Approximately Baht 1,302 million)
Estimated completion period	2020/Q1

2.2 Approved Cal-Comp Holding (Brasil) S.A. propose to reduce its capital and return the reduced capital to CCET;

Name of the Subsidiary	Cal-Comp Holding (Brasil) S.A. ("CCBH")
Shareholding	100% shareholding owned by CCET
Registered Capital	BRL 258,220,566.00
Estimated withdraw amount from the investment*	BRL 176,000,000 (Approximately Baht 1,302 million)
Estimated completion period	2020/Q3

* above net values are based on the reviewed financial statements as at September 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 Brazil 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

3. The Board of Directors approved the following related transactions;

3.1 Disposal on fixed asset

1st transaction

Partners of Contract	Seller: Cal-Comp Electronics (Thailand) PCL. ("CCET") Buyer: Kinpo International Ltd. ("KPI")
Type of fixed asset	4 sets of solder paste inspection machine and 10 sets of modular high speed placement machine 9 years of lifetime and 5.62 of used year
Transaction date	July - August 2019
Transaction amount	USD 978,501 or approximately Baht 29,985,478
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 30 days of credit term
The reason	CCET sold unused equipments to KPI to reduce outstanding idle assets and to create maximum benefit for the Company.

The total transaction size of Disposal on fixed asset is USD 978,501 (Approximately Baht 29,985,478 which is accounted to 0.05% under the total value of consideration criteria (maximum disposition 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 on fixed asset for related party transaction criteria

Included 1 transaction of the Company with Kinpo International Ltd., the total transaction size is USD 978,501 (Approximately Baht 29,985,478 which is accounted to 0.188% of NTA as September 30, 2019.

3.1.2 Share MIS (Management Information System) resource transaction

1. Contract Date: July 1, 2019 - June 30, 2020

2. Partners of Contract: Connected transaction between subsidiary and related person.

User : Cal-Comp Precision (Singapore) Limited Taiwan Branch

Provider : Kinpo Electronics Inc.

3. Ordinary form of transaction

Cal-Comp Precision (Singapore) Limited Taiwan Branch 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 6,840,000 or approximately Baht 6,692,256 accounted for 0.042% of NTA as September 30, 2019, the pricing will be contract price and the actual charge will be subject to the employee's headcount and actual expense.

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

Overall, total size of related party transaction is at approximately USD 1,877,790.23 (Approximately Baht 57,543,567 which accounted to 0.36% of NTA during the past six-month periods.

Note: Exchange Rate

USD/Baht = 30.6443

NTD/Baht = 0.9784

BRL/Baht = 7.3964

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

-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,

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