

No. CC20200504ELE

May 12, 2020

Subject Report of the Resolutions of Board of Directors' Meeting No.3/2020

To President
The Stock Exchange of Thailand

The Board of Directors' meeting of Cal-Comp Electronics (Thailand) Public Company Limited (the "Company") No. 3/2020 was held on May 12, 2020 the following resolutions were passed:

1. The Board of Directors approved the intention of the initial public offering (the "IPO Plan") of newly issuance ordinary shares of the Company's subsidiary Cal-Comp Precision Holding Co., Ltd. ("CCPT-KY") on the Taiwan Stock Exchange (the "TWSE") for the purpose of supporting future business expansion domestically and internationally as well as for the purposes of overall competitiveness in financial management accordingly. The Company will remain as the major and controlling shareholder of CCPT-KY after IPO and details of IPO plan shall as below:

Name of the IPO company	Cal-Comp Precision Holding Co., Ltd.
Initial paid-up capital	NT\$ 565 million
Estimated IPO issuance size	Not exceed 23,500,000 shares or approximately 29.38 % outstanding shares after IPO
Estimated of the Company's existing shares for Over-allotment option	Not exceed 15% of IPO issuance size
Estimated IPO pricing	Subject to Auction (80%) & Lottery (20%) method upon TWSE approve the IPO application
Initial shareholding %	CCET hold 95 % shareholding, and other minor shareholders hold 5% shareholdings
Estimated Shareholding of the Company after IPO	Not less than 62.68% shareholding
Proposed Transaction parties	Publicly trade in Taiwan stock exchange market (the "TWSE")
Estimated completion date	Q1/FY2021

The Company will provide not more than 15% of IPO issuance size or equivalent 3,525,000 existing shareholding from the Company in CCPT-KY for the purpose of over-allotment practice ("Optional Shares") during the underwriting period to implement the price stabilization operation after being listed on the Taiwan Stock Exchange.

In addition, the Company intends to waive the subscription right in accordance with the Taiwan Stock Exchange's regulation for applying IPO and believed the IPO price of CCPT-KY will be the result of an open auction and does not harm the rights and interests of the original shareholders of the Company, therefore, approved to exempt the offering of CCPT-KY's newly issuance IPO shares to the Company's shareholders.

Furthermore, the Board has also approved and authorized the Chairman to final the relevant details, documentations, and/or actions for Overallotment Agreement and/or CCPT-KY Plan as deem appropriate.

The IPO Plan and the Optional Shares will dilute the Company's shareholding in CCPT-KY therefore shall be considered as a disposition of assets of a listed company according to the Notification of Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules for entering into a substantial transaction classified as an acquisition or disposal of assets, dated August 31, 2008 (as amended) and Notification of Stock Exchange of Thailand Board Re: Disclosure of information and required practice for listed company relating to acquisition or disposal of assets, dated October 29, 2004 (collectively called the "Acquisition and Disposal Notifications"). When consider the transaction size pursuant to the Acquisition and Disposal Notifications, the size of the IPO Plan (calculated as if Optional Shares fully exercised and disposed) is of the highest value when calculated from 12-month period net profit criteria consideration based on the latest reviewed consolidated financial statement ended March 31, 2020 which equals to 32.52% and is therefore considered as Class 2 transaction (transaction with a total value of at least 15 percent or higher but lower than 50 percent) according to the Acquisition or Disposal of Assets Notifications.

Therefore, the Company is required to immediately prepare a report and disclose the information memorandum to the Stock Exchange of Thailand (the "SET") as well as to its shareholders within 21 days from the disclosure to the SET.

2. The Board of Director has acknowledged the resignation of Mr. Shen, Shyh-Yong as Vice Chairman of the Company dated on May 7, 2020. The Board of Director would like to reinstate Mr. Shen, Shyh-Yong as Vice Chairman of the Company as of May 12, 2020.
3. The Board of Director has approved the appointment of Mr. Chen, Wei-Chang as the Company's Chief Strategy Officer.
4. The Board of Directors had approved the related transactions as following detail;

2.1 Acquisition on fixed asset

1st transaction

Partners of Contract Seller: Kinpo International Ltd. ("KPI")

Type of fixed asset	Buyer: Cal-Comp Electronics (Thailand) PCL. ("CCET") 2 sets Temperature Chamber Machine Averaged 10 years of lifetime and 1.2 of used year
Transaction date	March 2020
Transaction amount	USD 30,321 or approximately Baht 958,826
Pricing policy	At Book value (transaction amount) and near market value
Payment term	By cash with 90 days of credit term
The reason	In order to support the Company's production purpose, CCET has purchased the machines from Kinpo to support the manufacturing purpose.

The total transaction size of acquisition on fixed assets is USD 30,321 (Approximately Baht 958,826) which is accounted to 0.002% under the total value of consideration criteria (maximum transaction 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 and/or its subsidiary with Kinpo International Ltd. and/or its subsidiaries, the total transaction size is USD 30,321 (Approximately Baht 958,826), which is accounted to 0.006% of NTA as March 31, 2020.

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 1,054,825.74 (Approximately Baht 30,997,442.62) which is accounted to 0.205% of NTA during the past six-month periods.

Note: Exchange Rate

USD/Baht = 31.6225

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:

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