

Capital Increase Report Form (F53-4)

KCE Electronics Public Company Limited

We, KCE Electronics Public Company Limited (“the Company”) would like to submit the resolution of the Board of Directors’ Meeting No. 3/2014 held on Tuesday, March 18, 2014 at 18.00 hrs, in respect of the change in the Company’s registered capital / shares allotments as follows:

1. Capital increase:

The board meeting passed a resolution approving the decrease and increase of the company’s registered capital as follows:

- To decrease of the registered capital from THB 578,421,582 to THB 577,426,511 by canceling the registered capital 995,071 unissued ordinary shares with the par value of THB 1 per share and
- To increase of the registered capital from THB 577,426,511 to THB 587,426,511 by issuing 10,000,000 ordinary shares with a par value of THB 1 each, totaling THB 10,000,000. Details of each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	10,000,000	1	10,000,000
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares:

2.1 Specifying the purpose of utilizing proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders	-	-	-	-	-
General public	-	-	-	-	-
Other persons (specify)	-	-	-	-	-

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Reserve for the exercise of the ESOP-W5, that will be allotted to the directors, management and/or employees of the Company and its subsidiaries	10,000,000	-	- Free warrant - Exercise price : the weighted average of company's share price, trading in SET, during 15 consecutive business days before the date of the shareholder meeting with no discount (at a conversion ratio of 1 unit of ESOP-W5 : 1 new ordinary share)	Details of ESOP-W5 are in the attachment	-

2.1.1 The company's plan in case where there is a fraction of shares remaining
In the case that the exercise of ESOP-W5 creates any fraction of shares less than the board lot as determined by the Stock Exchange of Thailand ("the SET"), such fraction of shares shall be exercisable during the last exercisable period.

2.2 In case of General Mandate

- None -

3. Schedule for Shareholders' Meeting to approve the capital increase/allotment

The Annual General Shareholders' Meeting No. 31/2014 will be held on Tuesday April 29, 2014 at 15.00 hrs., at Ballroom, 3rd floor, the Grand Four Wings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkok, Bangkok.

- ☐ The share register will be closed to share transfers in order to determine the right to attend this meeting from _____ until the meeting has been duly convened.
- ☒ The share register will be recorded for share transfer in order to determine the right to attend this meeting on Tuesday, April 1, 2014. Also, Wednesday April 2, 2014 will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

- Approval from the Annual General Shareholders' Meeting No. 31/2014
- The Company shall register the capital increase with Ministry of Commerce.
- Approval from the SET for the listing of the new ordinary shares resulted from the exercise of the ESOP-W5.

5. Objective of the capital increase and plans to utilize the proceeds received from the capital increase

- To use as reserved shares for the exercise of ESOP-W5 offering to the Company's directors, management and/or employees.
- To utilize the fund rising proceeds from the exercise of the ESOP-W5 as the Company's working capital for the Company's business.

6. Benefits that the Company will receive from the capital increase/share allotments

- To increase the Company's stock liquidity.
- The Company will have capital for its current operation and future expansion.
- To reward the Company's directors, management and/or employees for their dedication and contribution to the Company's success as well as to maintain experienced management and employees in order to sustain the competitive advantage of the Company.

7. Benefits that the shareholders will receive from the capital increase/share allotments

The issuance and offering of the ESOP-W5 will impel and motivate the determination of the Company's directors, management and/or employees in order to stimulate sustainable development and maximize long-term growth to the Company, which in turn will benefit the shareholders.

8. Any other necessary details for shareholders to consider for approval the capital increase/share allotment

- None -

9. Schedule of actions where the Board of Directors of the Company passes the resolution to approve the capital increase or allotment of new shares

No.	Procedures of the capital increase	Date/Month/Year
1	The date of the Board of Directors' Meeting	18 March 2014
2	The Record Date to determine the list of eligible shareholders to attend the Annual General Shareholders' Meeting No. 31/2014	1 April 2014
3	The closing date of share register book to collect the list of eligible shareholders to attend the Annual General Shareholders' Meeting No. 31/2014	2 April 2014
4	The date of the Annual General Shareholders' Meeting No. 31/2014	29 April 2014
5	Registration of the resolution of the shareholders' meeting approving the increase the registered capital with Department of Business Development, Ministry of Commerce	Within 14 days after the date of approval from the shareholders' meeting
6	Issuance and offering of ESOP-Warrants to the directors, management and/or employees of the Company	The Board of Directors or the authorized person(s) by the Board of Directors, will determine the issuing date after obtaining an approval from the shareholders' meeting.

The Company hereby certifies that the information contained in this report form is true and complete in all respects.



Mr. Bancha Ongkosit
Authorized Director




Mrs. Voraluksana Ongkosit
Authorized Director