

Criteria for Minority Shareholders to Propose Items for the AGM Agenda and Candidates for Director in Advance

Section 1 Objective

To ensure the equitable and fair treatment of all shareholders, KCE Electronics Public Company Limited (“Company”) provides shareholders with an opportunity to propose in advance agenda items for the annual general shareholders’ meeting and qualified candidates to be nominated for directorship. The Company has the criteria, method of consideration and procedure for this that is clear and transparent, as follows:

Section 2 Definition

“Company” means KCE Electronics Public Company Limited

“Board” means the Board of Directors of KCE Electronics Public Company Limited

“Agenda” means the Agenda of the Annual General Shareholders’ Meeting (AGM) of KCE Electronics Public Company Limited

“Executive Director” means a director who also is a member of the management team

Section 3 Qualification of shareholders

A shareholder who wishes to propose an item for the agenda or a candidate for director must be a shareholder of the Company on the date the shareholder proposes the agenda item or candidate for director. The shareholder making the proposal can be an individual or a group of shareholders holding a minimum of not less than 1% of the total number of voting right shares.

Section 4 Proposal of the Agenda

4.1 Proposals that will not be placed on the Agenda

Generally, proposals that will not be placed on the Agenda are as prescribed below:

(1) Matters prescribed in the second paragraph of Section 89/28 of the Securities and Exchange Act (No.4) B.E.2551, as follows:

- A proposal that is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable grounds to suspect the irregularity of such matter.
 - A proposal that is beyond the Company's power to produce the proposed result.
 - A proposal that was submitted to the shareholders' meeting for its consideration within the previous twelve months that received the supporting votes of less than 10% of the total number of voting rights of the Company, unless the facts pertaining to the resubmission have significantly changed from those reviewed at the previous shareholders' meeting.
 - Any other cases as specified in the notification of the Capital Market Supervisor.
- (2) A proposal that violates the law, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, articles of association, shareholder resolutions or good corporate governance of the Company.
- (3) A proposal that is within the power and authority of the Board of Directors, unless it has a significant impact on shareholders in general.
- (4) A proposal that the Company has already implemented.
- (5) A proposal that is beneficial for a specific person or group and is unlikely to benefit the Company.
- (6) A proposal from shareholders who are not fully qualified and whose information provided is incomplete or incorrect or is proposed outside of the proposal period.
- (7) A proposal or evidence from shareholders that is untrue or ambiguous.
- (8) A proposal that is stipulated by law for consideration at the Annual General Shareholders' Meeting and that has been pursued regularly by the Company.

4.2 Procedure to propose an item for the AGM Agenda

A shareholder who possesses the qualifications according to Section 3 must submit a signed AGM Agenda Proposal form to the Board of Directors between 22 September 2014 and 31 December 2014 together with the following supporting documents:

- (1) Evidence of shares held, namely a certified letter of the securities company or other evidence of the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Other supporting documents (if any) beneficial for the consideration of the Board of Directors
- (3) Submission of Proposal: Shareholders are required to submit the original proposal with the shareholders' signature and relating documents to the Corporate Secretary via registered mail to:

Executive Office

Corporate Secretary

KCE Electronics Public Company Limited

72/1-3 Lat Krabang Industrial Estate, Soi Chalongkrung 31, Kwang Lumplataew, Lat
Krabang, Bangkok 10520, Thailand

OR send the proposal unofficially via facsimile to 0-2326-0300 or through the Corporate Secretary's e-mail address at tanyarat@kce.co.th or the Company's website at www.kcethai.in.th before sending the original and all related documents to the Corporate Secretary at the address previously given.

- (4) Process to Consider Shareholders' Proposal: The Corporate Secretary will initially review the completeness of the proposal before submission to the Board of Directors for its consideration. The Board of Directors judgment regarding each proposal is considered as final. The review procedure is as follows:

- In the event that the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders by 15 January 2015. If the shareholder fails to correct and resubmit the original proposal to the Company before 22 January 2015,

the Corporate Secretary will notify the shareholders that the proposal has been excluded from the Agenda.

- In the event that the shareholders are not considered fully qualified according to criteria No.3, the Corporate Secretary will notify the shareholders that the proposal has been excluded from the Agenda by 15 January 2015.
- The Corporate Secretary will present proposals that are not classified under item No. 4.1 to the Board of Directors meeting.
- The Board of Directors will consider the necessity and suitability of the proposed Agenda items. The Board of Directors judgment is considered final. Proposals approved by the Board of Directors along with the Board of Directors opinion will be included in the Agenda of the AGM Notice.
- Proposals declined by the Board of Directors and proposals that will not be placed on the Agenda will be notified as a matter for information at the shareholders' meeting or through other appropriate information channels, together with the reasons for such refusal.

Section 5 The Nomination of a Director

5.1 Director Qualifications

The candidates for Director Nominees should possess the following qualifications:

- (1) Hold qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- (2) Be knowledgeable, capable, independent and dedicated with the ability to perform the duties of a director with care and loyalty. Candidates should be able to attend Board of Directors meetings regularly, study meeting agendas in advance and productively participate in the meeting in a straightforward manner.

- (3) Have the skills and knowledge crucial to the business: accounting& finance, business management, business strategy, corporate governance and laws.
- (4) Should not hold more than three board positions if an executive director and not more than four board positions if a non-executive director (refer to the definition).
- (5) Be not over 65 years of age on the election date. When elected, a director who becomes 65 can maintain his/her directorship until the expiry of his/her term.

5.2 Procedure to Propose a Director Candidate

A shareholder who possesses qualifications according to Section 3 must submit a signed Proposing Director Candidate form to the Board of Directors between 22 September 2014 and 31 December 2014 together with the following supporting documents:

- (1) Evidence of shares held, namely a certified letter from the securities company or other evidence of the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Supporting document relates to the Director candidate's qualification such as a CV that describes the education and work experience.
- (3) Other supporting documents (if any) beneficial for the consideration of the Board of Directors.
- (4) Submission of Proposal: Shareholders are required to submit the original proposal with the shareholders' signature and relating documents to the Corporate Secretary via registered mail to:

Executive Office

Corporate Secretary

KCE Electronics Public Company Limited

72/1-3 Lat Krabang Industrial Estate, Soi Chalongkrung 31, Kwang Lumplatew, Lat

Krabang, Bangkok 10520, Thailand

OR send the proposal unofficially via facsimile to 0-2326-0300 or through the Corporate Secretary's e-mail address at tanyarat@kce.co.th or the Company's website at www.kcethai.in.th before sending the original and all related documents to the Corporate Secretary by registered mail at the address previously given.

(5) Process to consider a shareholder proposal: The Corporate Secretary will initially review the completeness of the proposal before submission to the Board of Directors for its consideration. The Board of Directors judgment regarding each proposal is considered final. The review procedure is as follows:

- In the event that the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholder by 15 January 2015. If the shareholder fails to correct and resubmit the original proposal to the Company by 22 January 2015, the Corporate Secretary will notify the shareholder that the proposal has been excluded from the agenda.
- In the event that the shareholder is not considered fully qualified according to criteria No.3, the Corporate Secretary will notify the shareholder that the proposal has been excluded from the agenda by 15 January 2015.
- The Corporate Secretary will present proposals that are not classified under item No. 5.1 to the Board of Directors meeting.
- The Board of Directors will consider the suitability of the proposed candidates for director. The Board of Directors judgment is final. The names of the Director Candidates approved by the Board of Directors along with the Board of Directors opinion will be included in the Agenda item for the election of the Board of Directors in the AGM Notice.
- The names of the Director Candidates declined by the Board of Directors will be notified as a matter for information at the shareholders' meeting or through other appropriate information channels, together with the reasons for such refusal.