

Notice of the Annual General Meeting of Shareholders for the year 2009
KCE Electronics Public Company Limited

Subject: Invitation to the Annual General Meeting for the year 2009 (No. 26/2552)

Attn: The Shareholders

- Enclosure:**
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2008 (No. 25/2551);
 2. Copy of the Company balance sheet and the profit and loss statement for the accounting period ending December 31, 2008 audited and certified by the auditor (as shown per pages 95-145 of the Annual Report of 2008);
 3. Company Annual Report of 2008;
 4. Profiles of the directors who will retire on rotation and will be proposed to the Shareholders for re-election to the office for another term;
 5. Documents and proofs addressed by the attendees prior to the commencement of the Meeting;
 6. Proxy form B ; and
 7. Map of Shareholders' Meeting venue.

Please be informed that the Annual General Meeting of Shareholders of KCE Electronics Public Company Limited for the year 2009 (No. 26/2552) is scheduled to be held on Wednesday, April 29, 2009 at 15.00 hrs. at Montientip Room, Montien Hotel, Surawong Road, Bangkok, in order to consider the following agenda items:

Agenda 1: To consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2008 (No. 25/2551) which was held on April 29, 2008.

Proposal for consideration The company Board of Directors has considered the Minutes of the Annual General Meeting of Shareholders for the year 2008 (No. 25/2551) which was held on April 29, 2008 and agreed that such Minutes are correct in accordance with the resolution passed by the Shareholders' Meeting. It is therefore proposed that the Shareholders' Meeting consider and certify the Minutes of the Annual General Meeting of Shareholders for the year 2008 (No. 25/2551) attached herewith (as detailed in Enclosure 1).

Board of Directors' Opinion The Shareholders' Meeting should certify the Minutes of the Annual General Meeting of Shareholders for the year 2008 (No. 25/2551) which was held on April 29, 2008.

Agenda 2: To acknowledge the Company performance results for the period of 2008 and the Board of Directors' report on the performance results for the year 2008.

Proposal for consideration The Company has prepared the Board of Directors' report on the performance results for the year 2008, presenting the Company's performance results for the period of 2008, which was verified for accuracy and adequacy by the Board of Directors, in order to be submitted to the Shareholders' Meeting for the acknowledgement of the Company performance results for the period of 2008 and for the certification of the Board of Directors' report on the Company performance result for the year 2008, as detailed in the Annual Report delivered to the Shareholders along with this Meeting notice.

Board of Directors' Opinion The Company's performance results for the period of 2008 should be reported to the Shareholders' Meeting for acknowledgement.

Agenda 3: To consider and approve the Company balance sheet and the profit and loss statement for the accounting period ending December 31, 2008 audited and certified by the auditor.

Proposal for consideration The Company has prepared the balance sheet and profit and loss statement for the accounting period ending December 31, 2008 which was audited and certified by the auditor and reviewed by the Company Audit Committee on February 24, 2009. It is therefore proposed that the Shareholders' Meeting approve the balance sheet and the profit and loss statement for the accounting period ending December 31, 2008, attached herewith.

Board of Directors' Opinion The Shareholders' Meeting should approve the balance sheet and the profit and loss statement for the accounting period ending December 31, 2008 which was audited and certified by the auditor and reviewed by the Company Audit Committee.

Agenda 4: To consider and approve the omission of the payment of dividend for the year 2008.

Proposal for consideration According to the balance sheet and the profit and loss statement for the accounting period ending December 31, 2008, the Company sustained a net loss in 2008 in the amount of Baht 168.5 million. As a result, the Board of Directors is of the opinion that the payment of dividend for the year 2008 to the Shareholders should be omitted.

Board of Directors' Opinion The Shareholders' Meeting should approve the omission of the payment of dividend for the year 2008.

Agenda 5: To consider and approve the election of new directors to replace the directors who will retire by rotation.

Proposal for consideration According to Article 16 of the Company Articles of Association, one-third of the number of directors shall retire from office by rotation at each annual general meeting of shareholders. At this Annual General Meeting of Shareholders, the following directors shall retire from office: 1) Mr. Panja Senadisai 2) Lt.Gen.Dr. Suprija Mokkhavesa, and 3) Dr. Chantima Ongkosit.

Board of Directors' Opinion The Shareholders' Meeting should re-elects the directors, as listed below, who shall retire by rotation, to hold their office for another term since they have good knowledge, capability and experience in the Company management. (The profiles of these directors are detailed in Enclosure 4).

- 1) Mr. Panja Senadisai
- 2) Lt.Gen.Dr. Suprija Mokkhavesa
- 3) Dr. Chantima Ongkosit

Agenda 6: To consider and approve the determination of remuneration and meeting fee of directors and remuneration of the Audit Committee for the year 2009.

Proposal for consideration Pursuant to the applicable laws and Company's Articles of Association, it is required that the Company considers the determination of remuneration of directors for the year 2009. Since the Company has been affected by the current economic situation, the Remuneration Committee viewed that the remuneration of directors and the Audit Committee should decrease to 50% of the remuneration determined in 2008, while the meeting fee for directors should be at the same rate as that for the year 2008. Consequently, the remuneration and meeting fee of directors and remuneration of the Audit Committee for the year 2009 should be determined as follows :

- (a) Remuneration: Chairman: Baht 500,000 per annum,
Director: Baht 250,000 per person/annum, totaling Baht 2,250,000 per annum.
(This is equivalent to half of the remuneration determined in 2008).
- (b) The meeting fee: Chairman: Baht 25,000 per meeting,
Director: Baht 20,000 per person/meeting.
(Which is equivalent to the meeting fee determined in 2008).
- (c) The remuneration of Audit Committee: Baht 125,000 per person/annum, totaling Baht 375,000.
(This is equivalent to half of the remuneration determined in 2008).

Board of Directors' Opinion The Shareholders' Meeting should approve the determination of remuneration for the year 2009, as detailed above.

Agenda 7: To consider and approve the appointment of an auditor for the accounting period ending December 31, 2009 and the determination of the auditing fee.

Proposal for consideration Pursuant to the laws and Company's Articles of Association, it is required that the Company considers the nomination of the appropriate office of auditors. After having considered the qualification, expertise and efficiency in auditing, as well as the appropriate auditing fee, the Audit Committee proposed the appointment of Ernst & Young Office Limited, the previous auditor of the Company and the subsidiaries, to be the Company auditor for the year 2009.

Board of Directors' Opinion The Shareholders' Meeting should approve the appointment of the following auditors to be the auditors of the Company and the subsidiaries for the accounting period ending December 31, 2009:

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| 1. Mrs. Saifon Inkaew | Certified Public Accountant License No.4434 and/or |
| 2. Ms. Kamontip Lertwitworatep | Certified Public Accountant License No.4377 and/or |
| 3. Ms. Ratana Jala | Certified Public Accountant License No.3734. |

The Shareholders' Meeting should also approve the determination of the auditing fee for the Company and the subsidiaries for the year 2009 totaling Baht 3,305,000 per annum (the auditing fee for the Company is 990,000 Baht per annum), as proposed by the Audit Committee. In the case that the aforementioned auditors cannot perform their duties, Ernst & Young Office Limited shall procure other licensed auditors to audit and give an opinion on the Company financial statement for the appointed auditors.

Agenda 8: To consider other matters (if any)

Please be invited to attend the Annual General Meeting of Shareholders for the year 2009 (No. 26/2552) on Wednesday April 29, 2009 at 15.00 hrs. at Montientip Room, Montien Hotel, Surawong Road, Bangkok. The registration of attendance of this Meeting will commence at 13.00 hrs.

In the case of inability to attend this Meeting in person, please be advised to authorize a third person or of the following persons:

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| 1. | Dr. Thongdee Shaipanich | Audit Committee/Independent Director |
| 2. | Mrs. Ubol Chiramongkol | Audit Committee/Independent Director |

Please be informed accordingly.



Yours sincerely,

(Mrs. Voraluksana Ongkosit)
Executive Director