

## KCE Electronics Public Company Limited

Details of issuance and offering of the Warrants to purchase the Company's ordinary shares to be allocated to Directors, management and employees of the Company and Subsidiaries (ESOP-W6)

KCE Electronics Public Company Limited ("Company") wishes to issue and offer warrant for the purchase of newly-issued shares of the Company ("Warrant") of 10,000,000 units to directors and employees of the Company and its subsidiaries with the following details;

1. Objectives and necessities of offering of securities to the directors and employees of the Company and Subsidiaries

1.1 To motivate and compensate directors and employees for their contribution to the Company, stimulating their intention to work and return the utmost benefits to the Company.

1.2 To offer the opportunity for employees to participate in the ownership of the Company, entailing them to share the same objectives as the shareholders to bring prosperity to the Company.

1.3 To retain knowledgeable and capable personnel over a long period.

2. Preliminary details of the warrants

Name of securities	:	Warrant to purchase the Company's ordinary shares. KCE Electronics PCL. (ESOP-W6)
Type of warrants	:	Named Warrant and non transferable, except as specified in clause 3.2.2 below
Number of warrants to be offered	:	10,000,000 units
Number of warrants accounted for	:	0.85% of the total of shares issued and paid-up of the Company
Offering price per unit	:	Baht 0
Offering period	:	Within 1 year from the date of approval by Shareholders Meeting
Term	:	Not exceed 3 years from the issuance of Warrant
Number of shares reserved for exercise of Warrant	:	10,000,000 shares (with the par value of Baht 0.50)
Allocation method	:	Directly allocate to directors and employees of the Company and subsidiaries and not offering through any intermediary
Exercise ratio	:	1 warrant per 1 share

Exercise price	:	The weighted average of company's share price, trading in Stock Exchange of Thailand, during 15 consecutive business days before the date of the shareholder meeting with no discount
Issuing and offering date	:	To be determined by the Company's Board of Directors or any person assigned by the Board of Directors
Exercise period	:	Directors and employees of the Company and subsidiaries can exercise their rights to purchase all ordinary shares as allocated during the exercise date until the expiration period of Warrant
Exercise date	:	The Warrant holders can exercise the right in every quarter which is during the date of 1-5 of March, June, September and December of every year. In case the Exercised Date of such installation will be postponed to the next business day. The company's Board of Directors has the Authority to determine the 1 <sup>st</sup> exercise date to purchase the Company's ordinary shares as proper.
Secondary market of Warrant	:	The Company will not list the Warrant on the SET or any other security markets.
Secondary market of ordinary shares arising from the exercise of warrants	:	The Company will list the newly issued ordinary shares exercised from the warrant on the SET according to the conditions under the relevant notification, regulations and approval of the Office of the Securities and Exchange Commission.

### 3. Terms and conditions of allocation and exercise conditions of the Warrants.

#### 3.1 Qualified persons for the allotment of Warrants and condition of allotment.

3.1.1 Must be a director or an employee of the Company and/or its subsidiaries on the allotment date.

3.1.2 The number of the warrants to be received by each of the director or employees of the Company and/or its subsidiaries need not be equal, but could vary based on the position, experience, ability efficiency, past performance and potential contribution to the Company.

#### 3.2 Required qualifications of director employee of the Company and/or its subsidiary to exercise the Warrants.

3.2.1 Warrant holder must be employees of the Company and/or its employees on the exercise date, except as specified in 3.2.2 below

3.2.2 In the case that a director, an employee of the Company and/or its subsidiaries allocated the Warrant has deceased, disappeared (by court order), adjudged incapable or being adjudged incompetent, the inheritor or the person named as beneficiary of the deceased, has disappeared, is adjudged incapable or adjudged an incompetent employee, as the case may be, will be entitled to exercise the warrants from the date of decease or disappearance (by court order), incapability or being adjudged incompetent, as the case may be, until the expiration period of the warrants.

3.3 In the case where a director, an employee ceases to be a director, an employee of the Company, except for the cases mentioned in 3.2.2 above, that employee will immediately forfeit his/her right to exercise the warrants on that resignation date, or termination date, as the case maybe. In such event, the Company will cancel the warrants allotted to that person.

#### 3.4 Right adjustment

The Company may issue newly-issued shares to be reserved for any possible adjustment to the price and/or exercise ratio in respect of the allocated Warrants upon the occurrence of any events as defined by the relevant notifications of the Capital Market supervisory Board or the occurrence of paying dividend in case which exceeding sixty percent (60%) of net profit as the rate specified in the terms and conditions of the Warrants.

4. List of the directors and the employees of the Company and its subsidiary nominated to receive the allocation of the Warrant.

4.1 List of the director nominated to receive the allocation of the ESOP-W6 is as follows;

Name of director	Position	Number of allocated Warrants	Percent of total number of ESOP-W6
1. Mr. Bancha Ongkosit	Chairman of Executive Board	400,000	4.00
2. Mrs.Voraluksana Ongkosit	Executive Vice Chairperson	200,000	2.00
3. Mr.Pitham Ongkosit	President and Chief Executive Officer	500,000	5.00
4. Dr. Panja Senadisai	Director	200,000	2.00
5. Mrs. Chantima Ongkosit	Director	200,000	2.00
6. Lt.Gen.Dr. Suprija Mookhavesa	Director	200,000	2.00
7. Mr. Paitoon Taveebhol	Director	200,000	2.00
8. Mrs. Siriphan Suntanaphan	Director	200,000	2.00
9. Mr. Kanchit Bunajinda	Director	200,000	2.00

The Director considered for nominated to receive the allocation of the ESOP-W6 shall has no right to vote or shall temporary leave the meeting room.

4.2 List of the director of Company's subsidiary nominated to receive the allocation of the ESOP-W6 is as follows;

Name of director	Position	Number of allocated Warrants	Percent of total number of ESOP-W6
1. Mrs. Tanyarat Tessalee	Director	200,000	2.00
2. Mrs. Wanwadee Pattanasath	Director	150,000	1.50
3. Mr. Pol Duriyabanleng	Director	150,000	1.50
4. Ms. Nittaya Rojjanakumpol	Director	150,000	1.50
5. Mrs. Sunee Ekteerajit	Director	150,000	1.50
6. Mr. Fredrick Gharapet Ohanian	Director	500,000	5.00
7. Mr. Athit Krairiksh	Director	100,000	1.00
8. Mr. Lin Po-Chiung	Director	100,000	1.00
9. Ms. Pichaya Ongkosit	Director	100,000	1.00

The Director considered for nominated to receive the allocation of the ESOP-W6 shall has no right to vote or shall temporary leave the meeting room

4.3 List of the employee who will be allocated more than five percent (5%) of the total ESOP-W6  
-None-

5. Effects on the shareholders according to the allotment and offering ESOP-W6

The offering of the Warrants to a director, an employee of the Company and/or its subsidiary will decrease the profit sharing or control dilution of the current shareholders at 0.85 percent calculated from the total amount of paid-up share and under the condition that all Warrants are exercised as follows;

Number of registered and paid-up share	= 1,172,793,596 shares (par value 0.50 Baht)
Number of issued Warrants (Esop-W6)	= 10,000,000 Units
Total number of share after exercise	= 1,182,793,596 shares
Percentage of the current paid-up share	= 99.15%

After exercising, it may effect to the Price dilution because the exercise price is the market price which is the weighted average of company's share price, trading in stock exchange of Thailand, during 15 consecutive business days before the date of the shareholder meeting with no discount. On the date of exercising, the market price may change.

6. Obligations among the Company, directors and employees of the Company and its subsidiaries in the allocation of the warrants

-None-

7. Assistance from the Company in terms of funding source, financial assistance, or other financial benefits for the employees.

-None-

8. Warrants issued and offered to the directors and employees of the Company and its subsidiaries shall be under the rules, condition, and regulation of the of the Capital Market supervisory Board No. Thor.Jor. 32/2551 regarding offering securities newly issued for sale to the directors or staff, dated December 15, 2008 and/or any related regulations.

9. Rights of shareholders in opposing the issuance of Warrants under the rules, condition, and regulation of the of the Capital Market supervisory Board No. Thor.Jor. 32/2551 regarding offering securities newly issued for sale to the directors or staff, dated December 15, 2008. The issuance and offering of warrant to directors or employees of the Company and its subsidiaries must be approved by a Shareholders' Meeting with votes of not less than three quarters of all votes of shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of shareholders attending the meeting.

10. The List of independent directors who the shareholders may authorized as their proxies to attend the meeting on their behalf. Please note that these independent directors are nominated to receive the allocation of ESOP-W6

1. Lt. Gen. Dr. Suprija Mokkhavesa	Independent Director		
	Number of allocated Warrants	200,000	units
2. Mr. Paitoon Taveebhol	Independent Director		
	Number of allocated Warrants	200,000	units
3. Mr. Kanchit Bunajinda	Independent Director		
	Number of allocated Warrants	200,000	units