

18 March 2013

Subject: Resolutions of the Meeting of the Board of Directors No. 3/2013

To: President
The Stock Exchange of Thailand

Enclosure: 1. Preliminary Details of the Warrants to Purchase Ordinary Shares of KCE Electronics Public Company Limited to be Allocated to Existing Shareholders.

2. Capital Increase Report Form (F 53-4)

Pursuant to the meeting of the Board of Directors No. 3/2013 held by KCE Electronics Public Company Limited (the “**Company**”) on 18 March 2013 from 4.00 p.m. to 6.25 p.m. at 21st floor, Vongvanich Building, Rama 9 Road, Bangkok, the Company would like to inform its resolutions with details as follows:

1. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and certify the Minutes of the Annual General Meeting of Shareholders of the year 2012 held on April 27, 2012.
2. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and acknowledge the results of the Company’s operation for the year 2012.
3. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the financial statements and profit and loss statement of the Company for the fiscal year ending December 31, 2012.
 - The Board of Directors of the Company deems it appropriate to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the financial statements and profit and loss statement of the Company for the fiscal year ending December 31, 2012 which are audited by authorised auditor and reviewed by the Audit Committee.
4. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the allocation of the net profit to serve as a legal reserve and dividend payment for the year 2012.
 - The Board of Directors of the Company has considered that since the Company has already allocated the Company’s net profit to serve as a legal reserve in the full amount as required by law , the Company is not required to further allocate any additional legal reserve.
 - With respect to the dividend payment for the operation year 2012, the Board of Directors’ meeting No. 9/2012, held on August 7, 2012, has approved the interim dividend payment for the first half of the year ending June 30, 2012 to the Company’s shareholders at the rate of Baht 0.20 (Twenty Satang per share) and such interim dividend was paid to the shareholders of the Company on September 7, 2012. In addition, the Board

of Directors of the Company deems it appropriate to propose to the Annual General Meeting of Shareholders No. 30/2012 to consider and approve the dividend payment for the second half of the operation year of the Company at the rate of Baht 0.35 (Thirty-five Satang per share) to shareholders. In this regard, the Company shall pay such dividend to the shareholders whose names appear on the record date on Wednesday April 3, 2013 and shall collect the names of shareholders pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by the closing of the Register Book on Thursday April 4, 2013. The dividend payment shall be made on Wednesday May 15, 2013.

5. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the reduction of the Company's registered capital in the amount of Baht 14,975,731 from the current registered capital of Baht 491,829,500 to the new registered capital of Baht 476,853,769 by cancelling 14,975,731 unissued ordinary shares at par value of Baht 1 per share, and to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital.
6. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company ("**Warrants**") in the amount of not exceeding 115,248,942 units to existing shareholders of the Company in proportion to their shareholdings (Rights Offering) at the ratio of 4 ordinary shares to 1 unit of warrant (in case of fractions, such fractions shall be rounded down) without any charge, and at the exercise price of Baht 5 per share. In this regard, the detailed information of the issuance and offering of Warrants above is disclosed in the Enclosure No.1.
7. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the increase of the Company's registered capital in the amount of Baht 115,567,813 from the registered capital of Baht 476,853,769 to the new registered capital of Baht 592,421,582 by issuing 115,567,813 new ordinary shares at par value of Baht 1 per share, and to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital.
8. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 115,567,813 shares at par value of Baht 1 per share with details as follows:
 - 8.1 not exceeding 115,248,942 shares to accommodate the exercise of Warrants to be allocated to existing shareholders of the Company in proportion to their shareholdings (Rights Offering);
 - 8.2 not exceeding 81,520 shares to accommodate the rights adjustment of the Warrants to Purchase Ordinary Shares of the Company (ESOP-W3) allocated to directors and employees of the Company and/or its subsidiaries ("**ESOP Warrants-W3**"). In this regard, the calculation of the amount of shares to be allocated to accommodate the above adjustment is based on the assumption that the weighted average market price of the Company's ordinary shares

during the last five business days prior to the XW sign has been posted equals to Baht 20. Nevertheless, the weighted average market price of the ordinary shares to be applied to the calculation of the new exercise price and exercise ratio will be based on the weighted average market price of the Company's ordinary shares during 5 consecutive business days prior to the first day on which the XW sign is posted by the SET, which is on 26, 29-30 April and 2-3 May 2013. Following the rights adjustment, the Company will notify the result of such adjustment to the SET within 15 days and to the holders of ESOP Warrants-W3 within 21 days, from the date of the adjustment.

In this connection, the above allocation of newly issued ordinary shares of the Company is due to the offering of Warrants at discount which affects the holders of ESOP Warrants-W3. The Company, therefore, is obliged to adjust the exercise price and exercise ratio of ESOP Warrants-W3 pursuant to the formula in the rights adjustment conditions set out in the Terms and Conditions and Obligations of the Issuer of Warrants and Details of the Offering of ESOP Warrants-W3 as set out in the following table:

ESOP Warrants-W3	Prior to the Adjustment	Following the Adjustment
Exercise Price	6.860	Baht 5.855 per share
Exercise Ratio	1 unit: 1 share	1 unit: 1.17162 shares

In this regard, the adjustment to the exercise price and exercise ratio hereof shall become effective immediately upon the first day on which the shareholders are not entitled to subscribe for newly issued Warrants (i.e. the first day on which the XW sign is posted by the SET).

- 8.3 not exceeding 237,351 shares to accommodate the rights adjustment of the Warrants to Purchase Ordinary Shares of the Company (ESOP-W4) allocated to directors and employees of the Company and/or its subsidiaries (“**ESOP Warrants-W4**”). In this regard, the calculation of the amount of shares to be allocated to accommodate the above adjustment is based on the assumption that the weighted average market price of the Company's ordinary shares during the last five business days prior to the XW sign has been posted equals to Baht 20. Nevertheless, the weighted average market price of the ordinary shares to be applied to the calculation of the new exercise price and exercise ratio will be based on the weighted average market price of the Company's ordinary shares during 5 consecutive business days prior to the first day on which the XW sign is posted by the SET, which is on 26, 29-30 April and 2-3 May 2013. Following the rights adjustment, the Company will notify the result of such adjustment to the SET within 15 days and to the holders of ESOP Warrants-W4 within 21 days, from the date of the adjustment.

In this connection, the above allocation of newly issued ordinary shares of the Company is due to the offering of Warrants at discount which affects the holders of ESOP Warrants-W4. The Company, therefore, is obliged to adjust the exercise price and exercise ratio of ESOP Warrants-W4 pursuant to the

formula in the rights adjustment conditions set out in the Terms and Conditions and Obligations of the Issuer of Warrants and Details of the Offering of ESOP Warrants-W4 as set out in the following table:

ESOP Warrants-W4	Prior to the Adjustment	Following the Adjustment
Exercise Price	7.810	Baht 6.666 per share
Exercise Ratio	1 unit: 1 share	1 unit: 1.17162 shares

In this regard, the adjustment to the exercise price and exercise ratio hereof shall become effective immediately upon the first day on which the shareholders are not entitled to subscribe for newly issued Warrants (i.e. the first day on which the XW sign is posted by the SET).

However, as of 18 March 2013, the Company has remaining treasury stocks in the total amount of 14,000,000 shares, representing 2.96 per cent of the total issued shares of the Company which equals to 472,600,769 shares. In this connection, the Company will complete the sale of the remaining treasury stocks or the write off of the unsold or remaining treasury stocks by virtue of Section 3 regarding the Sale and Write off of the Treasury Stocks of the Ministerial Regulations entitled Rules and Procedures regarding Treasury Stocks, the Sale of Treasury Stocks and the Write off of Treasury Stocks of a Company B.E. 2554 prior to the first exercise period of Warrants.

9. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve to authorise the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other relevant details which are necessary and relevant to the issuance and offering of Warrants including the issuance and allocation of ordinary shares to accommodate the exercise of Warrants and rights adjustments of ESOP Warrants-W3 and ESOP Warrants-W4, as necessary and appropriate pursuant to relevant laws as well as to perform any acts, including having Warrants and the said shares listed on the SET.
10. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the appointment of the Directors in replacement of those who retire by rotation.
 - The Board of Directors of the Company deems it appropriate to propose to the Annual General Meeting of Shareholders No. 30/2012 to consider and approve the appointment of the following directors who shall retire by rotation to resume their positions for another term as proposed by the Nomination Committee.

- | | |
|-----------------------------|--------------------------------------|
| (1) Mr. Buncha Ongkosit | Chairman/Managing Director |
| (2) Mrs. Ubon Chiramongkol | Audit Committee/Independent Director |
| (3) Mrs. Siripun Santanapun | Director |

11. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the determination of the remuneration and meeting allowance of directors and the remuneration of the Audit Committee for the year 2013.

- The Board of Directors of the Company deems it appropriate to propose to the Annual General Meeting of Shareholders No. 30/2012 to consider and approve the determination of the remuneration and meeting allowance of directors and the remuneration of the Audit Committee for the year 2013 as proposed by the Remuneration Committee as follows:

Remuneration and Meeting Allowance	Year 2013	Year 2012	Year 2011
Directors' Remuneration (Baht/Person/Year)			
- Chairman	1,400,000.00	1,250,000.00	1,250,000.00
- Director	700,000.00	600,000.00	600,000.00
Meeting Allowance (Baht/Person/Time)			
- Chairman	35,000.00	30,000.00	30,000.00
- Director	30,000.00	25,000.00	25,000.00
Audit Committee's Remuneration (Baht/Person/Year)			
- Chairman	500,000.00	400,000.00	400,000.00
- Director	400,000.00	300,000.00	300,000.00

12. Approved to propose to the Annual General Meeting of Shareholders No. 30/2013 to consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2013 as advised by the Audit Committee.

- The Audit Committee deems it appropriate to propose the following 3 auditors of KPMG Phoomchai Co.Ltd. ("KPMG") to be the Company's auditors for the financial year 2013 with details as follows;

- (1) Mr. Veerachai Ratanajaratkul Auditor Permit No. 4323 and/or
- (2) Mr. Vichien Thamtrakul Auditor Permit No. 3183 and/or
- (3) Ms. Bongkot Amsageam Auditor Permit No. 3684,

and the determination of the auditor's remuneration of the Company's and its subsidiaries to be Baht 3,464,000 per annum. (The Company's auditor's remuneration is Baht 930,000 per annum).

13. Approved to appoint Mr. Paitoon Taveephol as the Chairman of the Audit Committee, since Lt.Gen.Dr.Suprija Mokkhavesa ,the former Chairman of the Audit Committee has resigned, effective today.

14. Approved to schedule the Annual General Meeting of Shareholders No. 30/2013 on Monday 29 April 2013 at 3.00 p.m. at Ballroom B, 7th floor, Westin Grand Sukhumvit, Sukhumvit Road, Vadhana, Bangkok, with the following agenda:

- Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders of the year 2012 held on April 27, 2012.
- Agenda 2 To consider and acknowledge the results of the Company's operations for the year 2012.
- Agenda 3 To consider and approve the financial statements and profit and loss statement of the Company for the fiscal year ending December 31, 2012.
- Agenda 4 To consider and approve the allocation of the net profit to serve as a legal reserve and dividend payment for the year 2012.
- Agenda 5 To consider and approve the reduction of the Company's registered capital in the amount of Baht 14,975,731 from the current registered capital of Baht 491,829,500 to the new registered capital of Baht 476,853,769 by cancelling 14,975,731 unissued ordinary shares at par value of Baht 1 per share, and to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital.
- Agenda 6 To consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company in the amount of not exceeding 115,248,942 units to existing shareholders of the Company in proportion to their shareholdings (Rights Offering).
- Agenda 7 To consider and approve the increase of the Company's registered capital in the amount of Baht 115,567,813 from the registered capital of Baht 476,853,769 to the new registered capital of Baht 592,421,582 by issuing 115,567,813 new ordinary shares at par value of Baht 1 per share, and to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital.
- Agenda 8 To consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 115,567,813 shares at par value of Baht 1 per share.
- Agenda 9 To consider and approve the appointment of the Director to replace those who retire by rotation.
- Agenda 10 To consider and determine the remuneration and meeting allowance of directors and the remuneration for the Audit Committee for the year 2013.
- Agenda 11 To consider and approve the appointment of the auditor and determination of the auditor's remuneration for the year 2013.

Agenda 12 To consider other matters (if any).

In this connection, the names of the eligible shareholders for the Annual General Meeting of Shareholders No. 30/2013 and dividend payment shall be recorded on Wednesday 3 April 2013 (Record Date) and collected in pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by the closing of the Register Book on Thursday 4 April 2013 and the names of the shareholders who are eligible to be allocate with Warrants shall be recorded on Thursday 9 May 2013 (Record Date) and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by the closing of the Register Book on Friday 10 May 2013.

Please be informed accordingly.

Yours sincerely,

(Mrs. Voraluksana Ongkosit)

Executive Director

**Preliminary Details of the Issuance and Offering of Warrants to the Existing
Shareholders of
KCE Electronics Public Company Limited**

Securities	:	Warrants to purchase the ordinary shares of KCE Electronics Public Company Limited No.1 (“Warrants No.1 ”)
Type	:	Specified warrant holders and transferable
Term of Warrants	:	3 years from the issuing date of the warrants
Amount of Warrants	:	115,248,942 units
Price Per Unit	:	Baht 0 per unit
Method of Allotment	:	The warrants shall be allocated to the existing shareholders at the ratio of 4 existing shares to 1 unit of warrant (in case there are any fraction of shares remaining, they shall be disregarded). In this regards, the record date to determine the list of shareholders who will be eligible for the allotment of warrants shall be on May 9, 2013 and the closing date of share register book to collect the list of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (amended in B.E. 2551) shall be on May 10, 2013.
No. of Shares Reserved for Exercise of Warrants	:	115,248,942 ordinary shares (at a par value of Baht 1.00 per share), representing 24.26% of total paid-up capital of the Company as of December 31, 2012 at 472,600,769 shares, together with the ordinary shares resulted from the exercise of the Warrants to Purchase Ordinary Shares of the Company (ESOP-W4) allocated to directors and employees of the Company and/or its subsidiaries (“ESOP Warrants-W4”) during March 1 – 10, 2013 at 1,855,000 shares and the exercise of the Warrants to Purchase Ordinary Shares of the Company (ESOP-W3) allocated to directors and employees of the Company and/or its subsidiaries (“ESOP Warrants-W3”) during March 15 – 18, 2013 at 540,000 shares. Thus, total number of shares is 474,995,769 shares.
Exercise Ratio	:	One unit of warrant to one new ordinary share (the exercise ratio may be altered in case of right adjustment)
Exercise Price	:	Baht 5.00 per share, which is 70.23% discounted from the weighted average closing price of the Company’s shares during 7 consecutive business days prior to the date of the Board of Directors' Meeting No.3/2013 held on March 18, 2013, which was Baht 16.79 per share (the exercise price may be altered in case of right adjustment).
Issue date of warrant	:	June 20, 2013
Exercise Date	:	The warrant holders can exercise their rights on 1 – 10 of March, June, September and December each year (Exercise Date). In this regards, the first exercise date shall be during September 1 – 10, 2013 and the last exercise date shall be on the 3-year maturity date of the warrants, which shall be on June 19, 2016. In case that the Exercise Date falls on the holiday of the Stock Exchange of Thailand (“the SET”), the Exercise Date shall be moved to the next business day. To exercise their rights on the last exercise date, the warrant holders must declare their intention at least 15 days prior to the last exercise date. In this regards, the Company will complete the sales of repurchased shares or cancellation of repurchased shares by virtue of the Ministerial Regulations regarding Rules and Regulations concerning the Share Purchase, the Sale of Repurchased Shares and the Cancellation of Repurchased Shares on Section 3 prior to the first exercise date.

Secondary Market for the Warrants	:	The warrants will be listed on the SET.
Secondary Market of the Exercised Shares	:	The common shares resulted from the exercise of warrants will be listed on the SET.
Share Registrar	:	Thailand Securities Depository Company Limited
Adjustment of Rights	:	<p>The Company will adjust the exercise price and ratio in order to maintain the benefits of the warrant holders upon the occurrences of any of the following events:</p> <ol style="list-style-type: none"> (1) When there is a change in a par value of the Company's ordinary shares as a result of share split or consolidation. (2) When the Company offers to sell its newly issued shares at the offering price lower than 90% of the market price of the Company's share. (3) When the Company offers to sell any new convertible securities i.e. convertible debentures or warrants at the offering price lower than 90% of the market price of the Company's share. (4) When the Company makes partial or whole stock dividend payment to its shareholders. (5) When the Company pays out cash dividend at higher than 60% of net profit after tax from the Company's consolidated financial statements for any accounting period. (6) In case that there are other events not mentioned in clauses (1) – (5) above that may impair the benefits of the warrant holders. <p>The Board of Directors of the Company or any person(s) designated by the Board of Directors shall be authorized to consider the terms and conditions pursuant to the adjustment of the exercise ratio and price of the warrants.</p>
Other Conditions	:	The Board of Directors or any other person(s) designated by the Board of Directors shall have the authority to consider and determine other terms and conditions of this warrant. In addition, they shall have signing authority for any relevant documents as well as authority to perform any other necessary tasks related the issuance of this warrant which shall include the listing of the warrant on the SET and obtaining necessary approvals from relevant regulatory.
Effects to the Existing Shareholders	:	<ol style="list-style-type: none"> 1. The ordinary shares of the Company resulted from the exercise of this warrant shall hold equal right to the existing ordinary shares. 2. Apart from the 115,248,942 ordinary shares (a par value at Baht 1.00 per share) reserved for the exercise of these warrants, the Company may have to additionally increase its registered capital to reserve for the adjustment of right, in the presence of any circumstances according to the Regulations of the Office of the Securities and Exchange Commission regarding the Issuance and Offering of warrants. 3. The issuance of these warrants to the existing shareholders shall not have any adverse effect to the existing shareholders at the time of the issuance and offering, but may result in the dilution of shareholding percentage once the rights under these warrants are exercised to purchase ordinary shares of the Company. Provided that prior to the allocation of the warrants to the existing shareholders, the Company

	<p>had paid-up capital after the exercise of ESOP Warrants-W4 during March 1 – 10, 2013 and the exercise of ESOP Warrants-W3 during March 15 – 18, 2013, altogether of Baht 474,995,769, comprising of 474,995,769 shares at a par value of Baht 1.00 per share. The effect toward the existing shareholders may be divided into two different scenarios:</p> <p><u>Scenario 1</u>: The existing shareholders fully exercise their rights to subscribe newly issued ordinary shares</p> <p><u>Scenario 2</u>: The warrant holders who are not the existing shareholders of the Company fully exercise their rights to subscribe newly issued ordinary shares</p> <table border="1"> <thead> <tr> <th>(unit: percent)</th> <th>Scenario 1</th> <th>Scenario 2</th> </tr> </thead> <tbody> <tr> <td>Control Dilution</td> <td>-*</td> <td>19.53</td> </tr> <tr> <td>Earnings Dilution</td> <td>19.53</td> <td>19.53</td> </tr> <tr> <td>Price Dilution</td> <td>13.71</td> <td>13.71</td> </tr> </tbody> </table> <p>Remark: * There is no control dilution effect under scenario 1 since all warrants are exercised by the existing shareholders</p>	(unit: percent)	Scenario 1	Scenario 2	Control Dilution	-*	19.53	Earnings Dilution	19.53	19.53	Price Dilution	13.71	13.71			
(unit: percent)	Scenario 1	Scenario 2														
Control Dilution	-*	19.53														
Earnings Dilution	19.53	19.53														
Price Dilution	13.71	13.71														
Calculation of Reserved New Ordinary Shares																
Proportion of Reserved Shares	<p>= [(number of shares reserved for the exercise of this warrant) + (number of shares reserved for the exercise of other warrants, excluding shares reserved for the exercise of ESOP-Warrants)] / (total paid-up shares of the Company)</p> <p>Whereas:</p> <table border="1"> <tr> <td>Number of share reserved for the exercise of these warrants</td> <td>=</td> <td>115,248,942 shares</td> </tr> <tr> <td>Number of shares reserved for the exercise of other warrants, excluding shares reserved for the exercise of ESOP-Warrants</td> <td>=</td> <td>0 shares</td> </tr> <tr> <td>Total paid-up shares of the Company as of December 31, 2012 at 472,600,769 shares, together with the ordinary shares resulted from the exercise of ESOP Warrants-W4 during March 1 – 10, 2013 at 1,855,000 shares and the exercise of ESOP Warrants-W3 during March 15 – 18, 2013 at 540,000 shares</td> <td>=</td> <td>474,995,769 shares</td> </tr> <tr> <td>Proportion of reserved shares</td> <td>=</td> <td>115,248,942 / 474,995,769</td> </tr> <tr> <td></td> <td>=</td> <td>24.26%</td> </tr> </table>	Number of share reserved for the exercise of these warrants	=	115,248,942 shares	Number of shares reserved for the exercise of other warrants, excluding shares reserved for the exercise of ESOP-Warrants	=	0 shares	Total paid-up shares of the Company as of December 31, 2012 at 472,600,769 shares, together with the ordinary shares resulted from the exercise of ESOP Warrants-W4 during March 1 – 10, 2013 at 1,855,000 shares and the exercise of ESOP Warrants-W3 during March 15 – 18, 2013 at 540,000 shares	=	474,995,769 shares	Proportion of reserved shares	=	115,248,942 / 474,995,769		=	24.26%
Number of share reserved for the exercise of these warrants	=	115,248,942 shares														
Number of shares reserved for the exercise of other warrants, excluding shares reserved for the exercise of ESOP-Warrants	=	0 shares														
Total paid-up shares of the Company as of December 31, 2012 at 472,600,769 shares, together with the ordinary shares resulted from the exercise of ESOP Warrants-W4 during March 1 – 10, 2013 at 1,855,000 shares and the exercise of ESOP Warrants-W3 during March 15 – 18, 2013 at 540,000 shares	=	474,995,769 shares														
Proportion of reserved shares	=	115,248,942 / 474,995,769														
	=	24.26%														

In this regards, the Board of Directors or any person(s) designated by the Board of Directors shall have the authority and discretion to determine the terms, amount and other details pursuant to the issuance of this warrants as well as the issuance of new ordinary shares to meet the adjustment of exercise price and/or ratio (if any) as deemed appropriate.

(F 53-4)

Capital Increase Report Form
KCE Electronics Public Company Limited
March 18, 2013

We, KCE Electronics Public Company Limited (“the Company”) would like to submit the resolution of the Board of Directors’ Meeting No. 3/2013 held on Monday, March 18, 2013 at 16.00 hrs, in respect of the change in the Company’s registered capital and share allotments as follows:

1. Change in capital

The Board of Directors’ Meeting has considered and passed the resolution to approve the decrease and increase of the Company’s registered capital as follows:

- To decrease a registered capital of the Company from the existing registered capital of Baht 491,829,500, comprising of 491,829,500 shares at a par value of Bath 1.00 per share to Baht 476,853,769, comprising of 476,853,769 shares at a par value of Bath 1.00 per share, by cancelling the registered capital, which has not yet been allotted of 14,975,731 shares at a par value of Baht 1.00 per share and
- To increase a registered capital of the Company from Bath 476,853,769, comprising of 476,853,769 shares at a par value of Bath 1.00 per share to Baht 592,421,582, comprising of 592,421,582 shares at a par value of Bath 1.00 per share, by issuing 115,567,813 new ordinary shares at a par value of Baht 1.00 per share, in total of Baht 115,567,813.

Details of the each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	115,567,813	1.00	115,567,813
	Preferred	-	-	-
<input type="checkbox"/> General mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares

The Board of Directors’ Meeting has passed the resolution to approve the allotment of 115,567,813 newly issued ordinary shares at a par value of Baht 1.00 per share, in total of Baht 115,567,813. Details of the allotment are as follows:

- 115,248,942 new ordinary shares at a par value of Baht 1.00 per share, in total of Baht 115,248,942, to reserve for the exercise of the warrants that will be allotted to the existing shareholders.
- 81,520 new ordinary shares at a par value of Baht 1.00 per share, in total of Baht 81,520, to reserve for the adjustment of the exercise price of the Warrants to Purchase Ordinary Shares of the Company (ESOP-W3) allocated to directors and employees of the Company and/or its subsidiaries (“ESOP Warrants-W3”), following the issuance and offering of warrants to existing shareholders at discount.
- 237,351 new ordinary shares at a par value of Baht 1.00 per share, in total of Baht 237,351, to reserve for the adjustment of the exercise price of the Warrants to Purchase Ordinary Shares of the Company (ESOP-W4) allocated to directors and employees of the Company and/or its subsidiaries (“ESOP Warrants-W4”), following the issuance and offering of warrants to existing shareholders at discount.

On March 18, 2013, the Company had treasury stocks of 14,000,000 shares, representing 2.96% of the Company’s paid-up shares at 472,600,769 shares. In this regards, the Company will complete the sales of repurchased shares or cancellation of

repurchased shares by virtue of the Ministerial Regulations regarding Rules and Regulations concerning the Share Purchase, the Sale of Repurchased Shares and the Cancellation of Repurchased Shares on Section 3 prior to the first exercise date.

2.1 Details of allotments:

Allotted to	Number of shares	Ratio (old : new)	Offering price per share (Baht)	Subscription and payment
Reserve for the exercise of the warrants, that will be allotted to the existing shareholders	115,248,942	4 ordinary shares : 1 unit of warrant	- Free warrant - Exercise price of Baht 5.00 per share, at a conversion ratio of 1 warrant for 1 ordinary share	Please see Attachment 1 for details
Reserve for the right adjustment of ESOP Warrants-W3 following the issuance and offering of warrants to existing shareholders at discount.	81,520	-	-	-
Reserve for the right adjustment of ESOP Warrants-W4 following the issuance and offering of warrants to existing shareholders at discount.	237,351	-	-	-

The record date to determine the list of shareholders who will be eligible for the allotment of these warrants shall be on May 9, 2013 and the closing date of share registration book to collect the list of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (amended in B.E. 2551) shall be on May 10, 2013.

2.2 The company's plan in case there is a fraction of shares remaining

In the case that the allotment of the warrant creates any fraction of shares, such fraction of shares shall be disregarded.

2.3 The number of shares remaining from the allotment

-None-

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

The Annual General Shareholders' Meeting for the year 2013 will be held on April 29, 2013 at 15.00 hrs at The Westin Grande Sukhumvit, Ballroom B, 7th floor, Bangkok.

- The share registration book will be closed in order to determine the right to attend this meeting from _____ until the meeting has been duly convened.
- The share registration book will be recorded in order to determine the right to attend this meeting on April 3, 2013. Also, April 4, 2013 will be the book-closing date on which the shareholders' list as specified in section 225 of the Security Act shall be complied.

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

- Approval from the Annual General Shareholders' Meeting for the year 2013.
- The Company shall register the capital increase with Ministry of Commerce.
- Approval from the SET for the listing of the warrants allotted to the existing shareholders and the new ordinary shares resulted from the exercise of warrants.

- 5. Objective of the capital increase and plans to utilize the proceeds received from the capital increase**
- To reserve for the exercise of warrants offering to the existing shareholders and the right adjustment of ESOP Warrants-W3 and ESOP Warrants-W4.
 - To utilize the proceeds as the Company's working capital.
- 6. Benefits that the Company will receive from the capital increase/share allotments**
- The Company will have an adequate amount of capital for its current operation and future expansion.
 - The expansion of the Company's capital base will strengthen its financial status as well as help lowering the borrowing cost in the future.
- 7. Benefits that the shareholders will receive from the capital increase/share allotments**
- The Company has a policy to payout dividend only when the Company generates profits together with consideration of future investment plan and other necessity.
 - The subscribers of the warrants shall be the shareholders of the Company when the Company has registered its paid-up capital with the Department of Business Development, Ministry of Commerce and shall be entitled to receive dividend when the Company considers paying dividend to the shareholders.
- 7 Any other necessary details for shareholders to consider for approval the capital increase/share allotment**
- None -
- 8 Schedule of actions where the Board of Directors of the Company passes the resolution to approve the capital increase or allotment of new shares**

Proceedings	Date
1. The date of the Board of Directors' Meeting	March 18, 2013
2. The Record Date to determine the list of shareholders eligible to attend the Annual General Shareholders' Meeting of 2013	April 3, 2013
3. The closing date of share register book to collect the list of shareholders eligible to attend the Annual General Shareholders' Meeting of 2013	April 4, 2013
4. The date of the Annual General Shareholders' Meeting of 2013	April 29, 2013
5. Registration of the resolution to 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. The Record Date to determine the list of shareholders eligible for the allotment of warrants	May 9, 2013
7. The closing date of share registration book to collect the list of shareholders eligible for the allotment of warrants	May 10, 2013

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

(Mrs.Voraluksana Ongkosit)
Executive Director