

Resolutions of the 2014 Annual General Meeting of Shareholders (No. 31/2014)
KCE Electronics Public Company Limited

April 29, 2014

Subject: Resolutions of the Annual General Meeting of Shareholders No. 31/2014

To: President
 The Stock Exchange of Thailand

Pursuant to the 2014 Annual General Meeting of Shareholders No. 31/2014 (the “**AGM**”) held by KCE Electronics Public Company Limited (the “**Company**”) on April 29, 2014 at 15.00 to 17.15 hours at Ballroom, 3rd floor, the Grand Fourwings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkok, Bangkok, the Company would like to inform its resolutions with details as follows:

1. Certified the minutes of the 2013 Annual General Meeting of Shareholders (No. 30/2013) held on April 29, 2013.

In this regard, the AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes as follows:

	Approved	Disapproved	Abstained	Total
Votes	405,090,928	0	100	405,091,028
Equivalent to	100.0000 %	0.0000 %	-	-

2. The AGM acknowledged the Company’s performance report of 2013 operational performance as detailed in the 2013 Annual Report (page 71-77), on the topic of the “Management Discussion and Analysis”.
3. Approved the Company’s financial statements and comprehensive income statement for the year ended December 31, 2013, which have been reviewed by the Audit Committee and the Board of Directors, and been audited by the auditors of KPMG Poomchai Audit Co., Ltd.

In this regard, the AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes as follows:

	Approved	Disapproved	Abstained	Total
Votes	404,376,228	0	725,000	405,101,228
Equivalent to	100.0000%	0.0000%	-	-

4. Approved the allocation of the net profit to serve as a legal reserve and the dividend payment for the year 2013 as follows:
- 1) as the Company has fully allocated its profit to its legal reserves in accordance with the requirements under the law; therefore, no additional allocation is required.
 - 2) the Company shall pay dividend in respect of the second half of the year 2013 to its shareholders at the rate of Baht 0.50 (fifty Satang) per share. In this regard, the names of the shareholders who are entitled to dividend payment was recorded on Tuesday, April 1, 2014 (Record Date) and collected pursuant to Section 225 of the Securities and Exchange Act, B.E. 2535 (as amended) by the closing of the share register book on Wednesday, April 2, 2014, and the dividend shall be paid to the shareholders on Thursday, May 15, 2014.

In this connection, the Company has paid the interim dividend in respect of the first half of the year 2013 ended June 31, 2013 to its shareholders at the rate of Baht 0.25 (twenty-five Satang) per share, and such dividend was paid to the shareholders on September 6, 2013.

In this regard, the AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes as follows:

	Approved	Disapproved	Abstained	Total
Votes	405,101,128	0	100	405,101,228
Equivalent to	100.0000%	0.0000%	-	-

5. Approved the election of the Directors to replace those who retired by rotation for the year 2014.

In this regard, the AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes. The election shall be voted individually as follows:

5.1 Mr. Panja Senadisai (Non-Executive Director)

	Approved	Disapproved	Abstained	Total
Votes	404,309,128	687,100	105,000	405,101,228
Equivalent to	99.8303%	0.1696%	-	-

5.2 Dr. Chantima Ongkosit (Non-Executive Director)

	Approved	Disapproved	Abstained	Total
Votes	404,371,828	686,900	42,500	405,101,228
Equivalent to	99.8304%	0.1695%	-	-

5.3 Mrs. Voraluksana Ongkosit (Executive Director)

	Approved	Disapproved	Abstained	Total
Votes	404,371,828	686,900	42,500	405,101,228
Equivalent to	99.8304%	0.1695%	-	-

6. Approved the appointment of Mr. Pitharn Ongkosit as a new Director (the executive director) and the amendment to the Authorized Directors in order to comply with the role of the Board

The AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes as follows:

	Approved	Disapproved	Abstained	Total
Votes	404,414,228	686,900	100	405,101,228
Equivalent to	99.8304%	0.1695%	-	-

7. Approved the determination of the remuneration of the Directors and the remuneration of the Audit Committee for year 2014, at the same rate of 2013, with details as follows:

Remuneration and Meeting fee	2014
1. Remuneration for Directors (Baht/person/year)	
• Chairman	1,400,000.00
• Director	700,000.00
<u>Meeting Allowance (Baht/person/time)</u>	
• Chairman	35,000.00
• Director	30,000.00
2. Remuneration for Audit Committee (Baht/person/year)	
• Chairman	500,000.00
• Director	400,000.00

In this regard, the AGM approved this resolution with a vote of not less than two-thirds of the total number of votes of all the shareholders attending the meeting as follows:

	Approved	Disapproved	Abstained	Total
Votes	405,142,128	0	5,100	405,147,228
Equivalent to	99.9987%	0.0000%	0.0012%	100.0000%

8. Approved the appointment of the auditor of KPMG Poomchai Audit Co., Ltd. as following:

- 1) Mr. Veerachai Ratanajaratkul CPA (Thailand) No. 4323
- 2) Miss Bongkot Amsageam CPA (Thailand) No. 3684
- 3) Mr. Thanit Osathalert CPA (Thailand) No. 5155

as the Company and Subsidiary's auditor for the year 2014 by stipulating that any one of the aforementioned auditor to perform the audit and give an opinion on the financial statements, and approved the auditor's remuneration for 2014 in respect of the Company and its subsidiaries in a total amount of Baht 3,165,000 (the remuneration in respect of the Company only equals Baht 970,000).

In this regard, the AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes as follows:

	Approved	Disapproved	Abstained	Total
Votes	405,123,128	19,000	5,100	405,147,228
Equivalent to	99.9953%	0.0046%	-	-

9. The AGM acknowledged the amendment to the expiration period of the ESOP-W4 project as the employees who hold the rest warrants at 438,551 units have already resigned from the company; therefore, those warrant holders can not exercise their rights, according to the condition of the ESOP project (item No. 3.3), therefore the Board of Directors passed a resolution in the amendment to the expiration period of the project to be on March 31, 2014.
10. Approved the reduction of the Company's registered capital in the amount of Baht 995,071, to the new registered capital of Baht 577,426,511 by cancelling 995,071 unissued ordinary shares at the par value of Baht 1 per share, and approved 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.

In this regard, the AGM approved this resolution with a vote of not less than three-fourths of the total number of votes of all the shareholders attending the meeting and eligible to vote as follows:

	Approved	Disapproved	Abstained	Total
Votes	405,142,328	0	5,100	405,147,428
Equivalent to	100.0000%	0.0000%	-	-

11. Approved the issuance and offering of the warrants to purchase ordinary shares of the Company (ESOP-W5) in the amount of not exceeding 10,000,000 units (1.82% of issued shares) to employees, managements and directors of the Company and its subsidiaries. The warrant's offering price is zero per unit and the exercise price is set at the weighted average of company's share price trading in stock exchange of Thailand, during 15 consecutive business days before the date of the 2014 AGM, with no discount.

In addition, the meeting approved to authorize the Board of Directors and/or the person appointed by the Board of Directors to consider, determine or amend certain terms, conditions and other details which are necessary and relevant to the issue and offering of Warrants ESOP-W5, as necessary and appropriate pursuant to applicable laws.

In this regard, the AGM approved this resolution with a vote of not less than three-fourths of the total number of votes of all the shareholders attending the meeting and eligible 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 as follows:

	Non-voting Right	Approved	Disapproved	Abstained	Aggregated	Total
Votes	168,375,525	235,275,176	1,491,900	5,100	-	236,772,176
Equivalent to	-	99.3677%	0.6300%	0.0021%	-	100.0000%

12. Approved the increase of the Company's registered capital in the amount of Baht 10,000,000 from the current registered capital of Baht 577,426,511 to the new registered capital of Baht 587,426,511 by issuing 10,000,000 new ordinary shares at the par value of Baht 1 per share, and approved 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.

In this regard, the AGM approved this resolution with a vote of not less than three-fourths of the total number of votes of all the shareholders attending the meeting and eligible to vote as follows:

	Approved	Disapproved	Abstained	Total
Votes	404,835,028	307,300	5,100	405,147,428
Equivalent to	99.9241%	0.0758%	-	-

13. Approved the allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 10,000,000 shares as par value of Baht 1 per share to reserve for the exercise of Warrants to purchase ordinary shares of the Company (ESOP-W5)

In addition, the meeting approved to authorize the Board of Directors and/or the person appointed by the Board of Directors to consider, determine or amend certain terms, conditions and other details which are necessary and relevant to the issue and offering of Warrants ESOP-W5, as necessary and appropriate pursuant to applicable laws.

In this regard, the AGM approved this resolution with a majority vote of the total number of votes of all the shareholders attending the meeting and casting their votes as follows:

	Approved	Disapproved	Abstained	Total
Votes	403,650,428	1,491,900	5,100	405,147,428
Equivalent to	99.6317%	0.3682%	-	-

Please be informed accordingly.



Yours sincerely,

(Mrs. Voraluksana Ongkosit)
Executive Vice Chairperson