

March 10, 2015

Subject: Resolutions of the Meeting of the Board of Directors No. 3/2015
To: President
The Stock Exchange of Thailand

Pursuant to the meeting of the Board of Directors No. 3/2015 held by KCE Electronics Public Company Limited (the “**Company**”) on 10 March 2015, the Board of Directors has passed its resolutions concerning agenda of the Annual General Meeting of Shareholders No. 32/2015 (the “**AGM**”) as follows:

1. Approved to propose to the 2015 AGM to consider and certify the Minutes of the Annual General Meeting of Shareholders of the year 2014, held on April 29, 2014.
2. Approved to propose to the 2015 AGM to consider and acknowledge the results of the Company’s operation for the fiscal year 2014.
3. Approved to propose to the 2015 AGM to consider and approve the Company’s statement of financial position and the statement of comprehensive income for the fiscal year ended December 31, 2014 which was reviewed by the Audit Committee and the Board of Directors, and the independent auditor expressed an unconditional opinion.
4. Approved to propose to the 2015 AGM to consider and approve the dividend payment for the operating results of July to December 2014, at the rate of 0.70 Baht per share (Seventy Satang per share) to the shareholders. The record date for the right to receive dividend will be on Tuesday March 24, 2015, and the shareholders’ names would be gathered under the section 225 of the Securities and Exchange Act, B.E. 2535 (amended) by the closing of the Share Register Book on Wednesday March 25, 2015. The dividend payment will be made on Friday May 15, 2015. However, the right to receive dividend is subject to the approval of Shareholders at the 2015 AGM.
5. The Board agreed with the Nomination and Remuneration Committee’s proposal and approved to propose to the 2015 AGM to consider and approve the election of the following directors who shall retire by rotation in 2015 to resume their positions as Directors for another term.

- 1) Mr. Bancha Ongkosit Executive Director
- 2) Lt. Gen. Suprija Mokkhavesa, Md Non-executive Director
- 3) Mr. Paitoon Taveebhol Non-executive Director

6. The Board agreed with the Nomination and Remuneration Committee's proposal and approved to propose to the 2015 AGM to consider and approve the determination of the remuneration and meeting allowance of the Directors and the remuneration of the Audit Committee for the year 2015 as follows;

| Remuneration and Meeting Allowance | Year | | |
|---|-----------|-----------|-----------|
| | 2015 | 2014 | 2013 |
| <u>Director Remuneration (Baht/Person/Year)</u> | | | |
| - Chairman | 1,600,000 | 1,400,000 | 1,400,000 |
| - Director | 800,000 | 700,000 | 700,000 |
| <u>Audit Committee Remuneration (Baht/Person/Year)</u> | | | |
| - Chairman | 600,000 | 500,000 | 500,000 |
| - Director | 500,000 | 400,000 | 400,000 |
| <u>Meeting Allowance (Baht/Person/Time)</u> | | | |
| - Chairman | 35,000 | 35,000 | 35,000 |
| - Director | 30,000 | 30,000 | 30,000 |

7. The Board agreed with the Audit Committee's proposal and approved to propose to the 2015 AGM to consider and approve the appointment of;

- 1) Mr. Veerachai Ratanajaratkul CPA Registration No. 4323 and/or
- 2) Ms. Vannaporn Jongperadechanon CPA Registration No. 4098 and/or
- 3) Ms. Vipavan Pattavanvivek CPA Registration No. 4795

from KPMG Poomchai Audit Limited, that anyone of the above serve as the auditor and express opinion on the Company's and its subsidiaries' financial statements for fiscal year 2015 and approve the auditor's remuneration for 2015 at the amount totaling to Baht 3,284,500.- (Three million two hundred eighty four thousand and five hundred Baht only)

| | Year | | |
|------------------------------|------------------|------------------|------------------|
| | 2015 | 2014 | 2013 |
| Audit fee – The Company only | 1,018,500 | 930,000 | 930,000 |
| Audit fee – All Subsidiaries | 2,266,000 | 2,139,000 | 2,139,000 |
| Total Audit fee | 3,284,500 | 3,069,000 | 3,069,000 |
| Increase | 3.76% | 3.14% | 1.62% |
| [Subsidiary | 7 | 6 | 6] |

8. Approved to convene the Annual General Meeting of Shareholders No. 32/2015, by determine the names of the eligible shareholders for the 2015 AGM and dividend payment on Tuesday March 24, 2015 (Record date) and the shareholders' names would be gathered in 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 March 25, 2015. The 2015AGM will be held on Wednesday April 29, 2015 at 15.00 hrs., at Srinakarin 2, 9th floor, the Grand FourWings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkok, with the following agenda:

- Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders of the year 2014 held on April 29, 2014
- Agenda 2 To acknowledge the results of the Company's operation for the fiscal year 2014
- Agenda 3 To consider and approve the Company's statement of financial position and the statement of comprehensive income for the fiscal year ended December 31, 2014
- Agenda 4 To consider and approve the allocation of the net profit to serve as a legal reserve and dividend payment for the operating results of 2014.
- Agenda 5 To consider and approve the election of the Directors to replace those who retired by rotation for the year 2015
- Agenda 6 To consider and approve the determination of the remuneration of the Directors and the remuneration of the Audit Committee for the year 2015
- Agenda 7 To consider and approve the appointment of the auditor of the Company and its subsidiaries and approve the auditor's remuneration for the fiscal year 2015
- Agenda 8 To consider other matters (if any)

The Company provided the minor shareholders with an opportunity to propose in advance agenda items for the 2015 annual shareholders' meeting and qualified candidates to be nominated for election of the Board of Directors between September 22, 2014 and December 31, 2014 as announced on the Company's website (www.kcethai.in.th) and SET's news and information system. However, there was no shareholders' proposal submitted for the agenda items and candidates to be nominated for election of the Board of Directors.

The Company will disclose the details of the Annual General Meeting of Shareholders of the year 2015 and its agenda items prior to the meeting on the Company's website (www.kcethai.in.th).

Please be informed accordingly.

Yours sincerely,



(Mrs. Voraluksana Ongkosit)

Executive Vice Chairperson

