



April 25, 2019

Subject: Resolutions of the 2019 Annual General Meeting of Shareholders No. 36/2019

To: President
 The Stock Exchange of Thailand

Pursuant to the 2019 Annual General Meeting of Shareholders No. 36/2019 (the “AGM”) held by KCE Electronics Public Company Limited (the “Company”) on April 25, 2019 at 15.00 to 16.55 hours at Srinakarin 2, 9th floor, the GrandFourwings Convention Hotel, 333 Srinakarin Road, Huamark, Bangkapi, Bangkok, There were 1,140 shareholders attending the Meeting representing 815,710,198 shares or 69.5528% of the total shares, at the commencement of the meeting. The Meeting resolved as follows:

1. Certified the Minutes of the 2018 Annual General Meeting of Shareholders for the year 2018

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	Void ballot	Total
Votes	752,509,598	-	63,250,700	-	815,760,298
Equivalent to	92.2464	-	7.7563	-	100

2. The AGM acknowledged the Company’s performance report of 2018 operational performance as detailed in the 2018 Annual Report (page 324-330), on the topic of the “Management Discussion and Analysis”.

3. Approved the Company’s financial statements for the year ended December 31, 2018, 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	Void ballot	Total
Votes	814,680,098	-	1,139,800	-	815,819,898
Equivalent to	99.8603	-	0.1397	-	100

4. Approved the dividend payment for the operating results of 2018 as follows:

The Company shall pay dividend in respect of the year 2018 to the shareholders at the rate of Baht 1.10 per share. In this connection, the Company has paid the interim dividend in respect of the first half of the year 2018 to the shareholders at the rate of Baht 0.55 per share and such dividend was paid on September 6, 2018

The Company will pay the dividend for the second half of the year 2018 to the shareholders at the rate of Baht 0.55 per share. In this regard, the names of the shareholders who are entitled to receive the dividend on March 26, 2019 (Record Date) and the dividend shall be paid on May 9, 2019

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	Void ballot	Total
Votes	815,819,898	-	-	-	815,819,898
Equivalent to	100	-	-	-	100

5. Approved the election of the Directors to replace those who retired by rotation for the year 2019

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 Mrs.Voraluksana Ongkosit : to resume position as Director for another term

	Approved	Disapproved	Abstained	Void ballot	Total
Votes	799,310,153	16,509,745	-	-	815,819,898
Equivalent to	97.9763	2.0237	-	-	100

5.2 Mrs.Siriphan Suntanaphan : to resume position as Director for another term

	Approved	Disapproved	Abstained	Void ballot	Total
Votes	799,310,153	16,509,745	-	-	815,819,898
Equivalent to	97.9763	2.0237	-	-	100

5.3 Mr. Kanchit Bunajinda : to resume position as Independent Director and Audit Committee member for another term

	Approved	Disapproved	Abstained	Void ballot	Total
Votes	814,522,998	1,296,900	-	-	815,819,898
Equivalent to	99.8410	0.1590	-	-	100

6. Approved the determination of the remuneration of the Directors and the remuneration of the Audit Committee for year 2019, with details as follows:

Remuneration and Meeting fee	2019
<u>Annual fee for Directors (Baht/person/year)</u>	
● The Chairman	2,000,000
● Director	1,000,000
<u>Meeting fee for Director (Baht/person/time)</u>	
● The Chairman	40,000
● Director	35,000
<u>Annual fee for the Audit Committee (Baht/person/year)</u>	
● The Chairman	560,000
● Director	480,000
<u>Meeting fee for Audit Committee (Baht/person/time)</u>	
● Chairman	40,000
● Director	35,000
<u>Meeting fee for Nomination and Remuneration Committee (Baht/person/time)</u>	
● Chairman	30,000
● Director	25,000
<u>Meeting fee for Enterprise Risk Policy Committee (Baht/person/time)</u>	
● Chairman	30,000
● Director	25,000

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 and eligible to cast their votes as follows:

	Approved	Disapproved	Abstained	Void ballot	Total
Votes	812,500,497	3,399,401	-	-	815,819,898
Equivalent to	99.5834	0.4166	-	-	100

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

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|----------------------------------|--------------------------|
| 1) Mr. Vipavan Pattavanvivek | CPA (Thailand) No. 4795 |
| 2) Ms. Marisa Tharathornbunpakul | CPA (Thailand) No. 5752 |
| 3) Mr. Chokechai Ngamwutikul | CPA (Thailand) No. 9728 |
| 4) Mr. Treerawat Witthayaphalert | CPA (Thailand) No. 11464 |

as the Company and Subsidiary's auditor for the year 2019 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 2019 in respect of the Company and its subsidiaries in a total amount of Baht 4,340,000 (the remuneration in respect of the Company only equals Baht 1,430,000)

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	Void ballot	Total
Votes	814,641,347	1,258,951	-	-	815,900,298
Equivalent to	99.8457	0.1543	-	-	100

8. Approve the issuance and offering of warrants to purchase ordinary shares of the Company (ESOP-W6) to directors, managements and employees of the Company and its subsidiaries in the amount of not exceeding 10,000,000 units (0.85% 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 2019 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-W6, 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	Void ballot	Total
Votes	241,170,454	561,035,678	13,700,166	-	-	-	574,735,844
Equivalent to	-	97.6163	2.3837	-	-	-	100

9. Approved the increase of the Company's registered capital in the amount of Baht 5,000,000 by issuing 10,000,000 new ordinary shares at the par value of Baht 0.50 per share, and to consider 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	Void ballot	Total
Votes	802,329,362	13,576,936	-	-	815,906,298
Equivalent to	98.3360	1.6640	-	-	100

10. Approved the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 10,000,000 shares to reserve for the exercise of Warrants to purchase ordinary shares of the Company (ESOP-W6)

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	Void ballot	Total
Votes	802,206,132	13,700,166	-	-	815,906,298
Equivalent to	98.3209	1.6791	-	-	100

11. Approved the amendment to the Company's Articles of Association, article 31 regarding to the arrangement of the Extraordinary General Meeting called by shareholders to align it with the amendment to the Public Limited Companies Act, B.E.2535 section 100.

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

	Approved	Disapproved	Abstained	Void ballot	Total
Votes	815,906,298	-	-	-	815,906,298
Equivalent to	100	-	-	-	100

Please be informed accordingly.

Yours sincerely,



(Mrs. Voraluksana Ongkosit)
Executive Vice Chairperson