



M.D. 122/2019

June 17, 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

To: Shareholders of Kang Yong Electric Public Company Limited

Enclosures:

1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders
2. Annual Report of the fiscal year 2018 (QR Code)
3. Profile of Candidates Nominated for Director Election to replace the Directors Retiring by rotation
4. Information about the auditors and the auditor fees for fiscal year 2019
5. Registration Form (Please brought for registration on the meeting date)
6. Two Proxy Forms (Form A and Form B)
7. Definition of Independent Director and the criteria of Nomination of Directors
8. Profile of Independent Directors as the Shareholders' Proxy
9. Evidence representing right to attend the meeting of Shareholders for the year 2019
10. Articles of Association of company involving Annual General Meeting of Shareholders
11. Criteria for submitting questions in advance for 2019 Annual General Meeting of Shareholders
12. Map of the venue for 2019 Annual General Meeting

The Board of Directors of Kang Yong Electric Public Company Limited ("the Company" or "KYE") resolved to arrange the 2019 Annual General Meeting of Shareholders on Thursday, July 25, 2019, 14.00 hrs. at Bu-Nga Room, 3rd Floor, Golden Tulip Sovereign Hotel, No. 92 , Soi Saengcham, Rama 9 Road, Huay Kwang, Bangkok.

For the agenda of the 2019 Annual General Meeting of Shareholders, the Company invited the shareholders to propose any agenda items in advance via the Company's website at www.mitsubishi-kye.com during January 11-March 12, 2019, but none of them proposed any other agenda items to the Company. Therefore, the Company would like to propose the agenda of the meeting as resolved by the Board of Directors as follows:

Agenda No. 1 To adopt the minutes of the Annual General Meeting of Shareholders for the year 2018

Objective and rationale: The Company prepared the minutes of the 2018 Annual General Meeting of Shareholders, held on Wednesday, July 25, 2018, and submitted them to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date by the law, and also posted the minutes via the Company's website at www.mitsubishi-kye.com for the shareholders' information and examination as appropriate. No objection and correction was accordingly proposed by any shareholder.

Board of Directors' opinion: It is deemed appropriate to propose the Annual General Meeting of Shareholders to consider adopting the minutes of the 2018 Annual General Meeting of Shareholders, since the Board of Directors had an opinion that the minutes of the meeting have been recorded correctly and completely taken. (Details are as presented in Enclosure No. 1)

/Board of Directors'.....

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 2 To acknowledge the Board of Directors' report on the operational result for year 2018

Objective and rationale: Pursuant to Article 35(1) of the Company's Articles of Association, it is stipulated that the Company shall prepare and submit a report of the Board of Directors for the shareholders' acknowledgement of the Company's operating results for 2018

Board of Directors' opinion: It is considered appropriate to propose to the Annual General Meeting of Shareholders for acknowledgement of the Company's operating results for the fiscal year ended March 31, 2019, which is appeared in the Annual Report 2018 under the topic, "Management's Discussion and Analysis". (Details are as presented in Enclosure No. 2)

Resolution: Since this agenda item is proposed for acknowledgement, thus no votes.

Agenda No. 3 To consider and approve the annual financial statement 2018 year ended 31 March 2019

Objective and rationale: Pursuant to Article 38 of the Company's Articles of Association, it is stipulated that the Board of Directors shall arrange for preparation of balance sheets and statements of income for the accounting period ended March 31, 2019, duly audited by the auditor, for submission to the annual general meeting of shareholders for consideration and approval. (Details are as presented in Enclosure No. 2 under the topic, "Financial Statements and Notes to the Financial Statements")

Board of Directors' opinion: It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the Company's financial statements for the accounting year ended March 31, 2019, duly audited by the auditor, reviewed and considered accurate by the Audit Committee as appropriate in material aspects according to the generally accepted accounting standards.

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 4 To consider and approve the profit appropriation and annual dividend payment

Objective and rationale: Pursuant to Article 40 of the Company's Articles of Association, it is stipulated that the Company shall pay dividend when it could earn a profit. Therefore, the Company has a policy to pay dividend to the shareholders at a rate of approximately 50% of net profit after corporate income tax as shown on the financial statements in which the equity method is applied, depending however on the Company's performance and the economic condition.

From its 2018 performance, the Company posted a net profit for the year of 180.1 million baht, representing earnings per share of 4.55 baht. Comparison of its performance and dividend payment rates in the past years are shown below:

	2014	2015	2016	2017	Propose 2018
Net profit (Mbaht)	926.9	841.9	1,335.8	719.3	180.1
Number of Shares (Mshares)	22.0	22.0	22.0	22.0	19.8
Dividend per share (Baht/Share)	21.07	19.14	30.36	16.35	4.55
Dividend Amount (Mbaht)	463.5	421.1	667.9	359.7	90.1
% of Net Profit	50.01%	50.02%	50.00%	50.02%	50.01%

/Board of Directors'.....



Board of Directors' opinion: It is deemed appropriate to propose to Annual General Meeting of Shareholder for consideration and approval the profit appropriation for dividend payment to the Company's shareholders for its 2018 performance at the rate of 4.55 baht per share, amounting to 90.1 million baht in total. The Record Date for determining names of shareholders with rights to receive the dividend payment is set to be Friday, August 2, 2019, and the dividend payment is scheduled for Thursday, August 22, 2019.

Therefore, the shareholders who receive the dividend in 2019 will be entitlement to tax credit of 20%.

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 5 To consider the election of Directors in place of those retiring by rotation

Objective and rationale: Pursuant to Article 15 of the Company's Articles of Association, it is stipulated that at every annual general meeting of shareholders, one-third of the total number of directors shall vacate office. At this annual general meeting, there are five directors retiring by rotation, namely

1	Mr. Takenori	Adachi
2	Mr. Manu	Leopairote
3	Mr. Praphon	Potivorakun
4	Mr. Yasumichi	Tazunoki
5	Mr. Hirotaka	Abo

The Company invited the shareholders to nominate qualified candidates for election as the Company's directors in accordance with the criteria announced on the Company's and Stock Exchange of Thailand's websites during January 11 -March 12, 2019, but none of them proposed any candidates for election as the Company's directors.

Board of Directors' opinion: The Board of Directors, excluding directors with beneficial interests, has made consideration based on opinion of the Nomination and Remuneration Committee that the five retiring directors have knowledge, competence and experience in the Company's business, and throughout their directorship tenure, they have performed duties within their scope of authority, responsibilities and under good corporate governance principles, which are beneficial to the Company's business operations. It is therefore deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders for consideration the appointment of the following persons as the Company's directors for another term:

1	Mr. Takenori	Adachi	as director
2	Mr. Manu	Leopairote	as director/independent director
3	Mr. Praphon	Potivorakun	as director
4	Mr. Yasumichi	Tazunoki	as director
5	Mr. Hirotaka	Abo	as director

(Profile of candidates nominated for director election and definition of independent directors are presented in Enclosure No. 3 and No.7 respectively)

Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

/Agenda No.6.....



Agenda No. 6 To consider and approve the directors' remuneration of fiscal year 2019

Objective and rationale: Pursuant to Article 29 of the Company's Articles of Association, it is stipulated that the directors shall be entitled to receive remuneration from the Company as to be approved by the shareholders' meeting.

Board of Directors' opinion: It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the remuneration for the Company's directors for fiscal 2019 in the form of monthly retainer fee and meeting allowance at the same rate as 2018, i.e. within a limit of 6,500,000 baht, for the Board of Directors and Board committees, as proposed by the Nomination and Remuneration Committee based on through consideration on all appropriate factors and comparison with peer companies in a similar type of industry and with about the same business scale, and the overall business environment, the detail as below:

	BOD			AC		NRC		PPC	
	Chairman	ViceChairman	Director	Chairman	Director	Chairman	Director	Chairman	Director
Retainer fee (per month)	15,000	13,000	10,000	15,000	10,000	9,000	6,000	-	-
Meeting allowance (per time)	42,000	36,000	30,000	47,000	32,000	32,000	22,000	37,000	27,000

Unit:Baht

Resolution: Required to be approved by a vote not less than two-thirds of the total number of votes of the shareholders who attend the meeting and cast their votes.

Agenda No. 7 To consider the appointment of auditors and fix of audit fee of fiscal year 2019

Objective and rationale: Pursuant to Article 35(5) of the Company's Articles of Association, it is stipulated that the annual general meeting of shareholders shall appoint an auditor and fix the audit fee on a yearly basis.

Board of Directors' opinion: The Board of Directors, through the scrutiny by the Audit Committee, deems it appropriate to propose to the Annual General Meeting of Shareholders the appointment of certified public accountants the auditor, KPMG Phoomchai Audit Ltd., with any of the following to perform duty as the Company's auditor for 2018:

- | | | | |
|----|--------------|----------|--------------------------------|
| 1. | Ms. Sophit | Prompol | Registration No. 10042, and/or |
| 2. | Ms. Dussanee | Yimsuwan | Registration No. 10235, and/or |
| 3. | Ms. Pornthip | Rimdsut | Registration No. 5565 |

The proposed auditors are independent in conducting audit work and expressing opinion on the financial statements. They do not have any relationship or conflict of interest with the Company, its associated companies, executives, major shareholders or their related persons. They also serve as auditors for Mitsubishi Electric Kang Yong Watana Co., Ltd., which is the Company's sole distributor in Thailand, in order to eradicate a conflict of interest. Moreover, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the audit fee for 2019 in the total amount of 1,338,000 baht (Detail are as presented in Enclosure No. 4)

/Resolution:.....



Resolution: Required to be approved by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 8 To consider other businesses (if any)

Schedule of the 2019 Annual General Meeting of Shareholders

13.00 - 14.00 hrs. Registration for the meeting by the shareholders and/or proxies and examination of proxy assignment documents.
The Company would like to recommend that all shareholders and/or proxies study the conditions of meeting registration and proxy assignment as provided in Enclosure No. 9 For more convenience in the registration, the shareholders and/or proxies are recommended to bring and present the documents and evidence indicated in Enclosure No.5 and No.6 for registration on the meeting date.

Remark: In case of shareholders who are foreign investors and have appointed a custodian in Thailand to attend the meeting on your behalf, please use Proxy Form C, which is downloadable from our website at www.mitsubishi-kye.com.

For shareholders who wish to assign any of our independent directors as your proxy (details are given in Enclosure No.8), please send the Proxy Form and other required documents to the Company's Corporate Strategic Planning Office no later than Friday, July 19, 2019 so that we could coordinate with the assigned independent directors.

14.00 hrs. Start of the 2019 Annual General Meeting of Shareholders.

In addition, the shareholders who would like to raise questions or give comments regarding significant issues on the agenda may send your questions and/or comments before the meeting to the Company by post and/or through E-mail: information@kye.meap.com and/or facsimile no. 02-337-2439 - 40 no later than Friday, 19 July, 2019

You are cordially invited to attend the meeting at the time and the venue indicated above.

Yours sincerely,

(Praphad Phodhivorakhun)
Chairman of the Board of Directors