



METCO

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED

Registration No. Bor. Mor. Jor. 326

Minutes of the Annual General Meeting No.1/2019
of
Muramoto Electron (Thailand) Public Company Limited

Date, time, and place

The meeting was held on 24 January, 2019, at 14:00 hrs.in the Tulip Room of the Rama Gardens Hotel, No. 9/9 Viphavadirangsit Road, Bangkhen, Bangkok.

Directors attending the meeting :-

1. Mr.Yoichi	Muramoto	Director
2. Mr.Yoshiyuki	Muramoto	Director
3. Mr.Tatsuya	Awazu	Director
4. Mr.Ichiro	Nishimura	Director
5. Mr.Wanchai	Umpungart	Director
6. Mr.Nop	Rojanavanich	Director
7. Mrs.Wongtipa	Bunnag	Director

Prior to beginning the meeting, according to the agenda detail in the invitation letter to attend the meeting, Mr. Yoichi Muramoto, the Chairman of the meeting asked for a few seconds to deliver his speech as follows: First of all, I would like to thank you all for taking your precious time to participate in the 2019 Annual General Meeting (herein after mentioned AGM) of Muramoto Electron (Thailand) Public Company Limited today.

I am Yoichi Muramoto as President, Chairman of Good Corporate Governance Committee and Chairman of Remuneration Committee.

Today, I would like to serve as the Chairman of AGM in accordance with No 37 of the Articles of Association. Prior to commencing the meeting, we would like to explain of proceeding of AGM and vote method.

<Explanation of AGM proceeding and vote method>

I would like to explain the conduct of this AGM. Firstly, the issues submitted to the meeting for approval according to the meeting agenda will be explained. Then, the shareholders may ask questions or make comments. In the case of a question, please raise your hand, and the Chairman of the meeting will invite the shareholders to ask questions in turn. The questioner shall walk to the nearest microphone, provide the name and number in the participants' list, and address the issue.

After the question-and-answer session, the shareholders shall cast votes by the ballots issued at the registration procedure.

According to No. 38 of the Articles of Association regarding voting, one share shall be counted as having one vote. For a proposal for consideration in each agenda point, the shareholders shall mark either "Agree", "Against", or "Abstain" in the box on the ballot paper and sign it. In the case of a proxy from a shareholder who owns proxy B or proxy C which has already cast a vote, please be careful not to vote again with the ballot.

Then, only the ballots of "Against" or "Abstain" will be submitted. Therefore, any shareholder who did not submit a ballot will be considered as "Agree" on the ballot concerning the proposed item.

If both the "Against" and "Abstain" boxes are marked on a ballot paper, this ballot paper shall be considered invalid; therefore, please be careful on this matter. The ballots with the "Agree" mark must be retained by the shareholders; the Company's staff will collect them after the meeting.

For this voting, Ms. Vipavee from KPMG Phoomchai Audit Limited will act as an independent inspector to verify the vote count and oversee that the meeting was held transparently and pursuant to the applicable regulation and the Company's article of association.

After Ms. Vipavee inspected the vote, the result of the vote count of Agree, Against, Abstain, and void ballots will be announced.

For a shareholder attending today's AGM and abruptly leaving the meeting due to urgent matter, you may cast your vote on the items not yet raised in the meeting. In this case, please mark either the "Agree", "Against", or "Abstain" box on the ballot, sign it, and raise your hand. The Company's staff will collect your ballot paper and give it to Ms. Vipavee. She will cast your vote accordingly when each item is raised in the meeting.

If a shareholder votes twice on a passing resolution, the ballot will be considered as invalid.

In order to run the meeting smoothly, a shareholder arriving late for AGM after the close of registration may attend the meeting, but shall not receive a ballot paper for any issue which already announced the voting result. In addition, if a proxy form is incomplete, it shall be rejected. However, the proxy may attend the meeting, but will not receive a ballot paper.

I have now finished this information on how to proceed the meeting. If anybody has any doubts or questions, please raise your hand.

As there was no question and comment from shareholders

For a tranquil meeting, please turn off or switch mobile phones to silent or vibration mode.

Meeting start

Mr. Yoichi Muramoto confirmed that shareholders understand of proceeding and chair this AGM. The Chairman informed that there were 48 shareholders present in person, representing the total number of 75,168 shares, and represented by proxy 34 persons, counting the total number of 16,987,814 shares, hence total number of shareholders and proxies present for this meeting is 82 persons, holding 17,062,182 shares or 81.64 % of the total of 20,898,100 trading shares, that constituted the necessary quorum. Therefore, he opened the 2019 AGM.

The starting time was 14:06 hrs.

Prior to commencing the meeting, the Chairman introduced the Directors of the Company:

Vice- President: Mr. Yoshiyuki Muramoto (President of SIMA Co., Ltd. & the Chairman of Risk Management Committee)

Director: Mr. Tatsuya Awazu

Director: Mr. Ichiro Nishimura

Independent Director, Chairman of the Audit Committee and Nomination Committee:

Mr. Mr. Wanchai Umpungart

Independent Director and Audit Committee member: Mr. Nop Rojanavanich

Independent Director and Audit Committee member: Mrs. Wongtipa Bunnag

Mrs. Wongtipa Bunnag was appointed an Independent Director and Audit Committee member in place of Independent Director Prof. Paichitr Rojanavanich who resigned the position in November 2018.

The Chairman also informed that the Company had 7 directors, and all (100%) were in attendance at the meeting. The Chairman of the Board, Audit Committee, the Nomination Committee, Remuneration Committee, The Good Corporate Governance Committee and the Risk Management Committee all attended the meeting.

KPMG Phoomchai Audit Limited as audit firm, Ms Siripen, and other 2 persons attended this AGM.

All 3 persons stood up and greeted the shareholders.

The meeting started according to the agenda in the invitation letter as following:

Agenda1. To certify the minutes of the Annual General Meeting No. 1/2018, held on January 26, 2018

The Chairman proposed the meeting to certify the minutes of the AGM No. 1/2018, held on 26 January, 2018, which was enclosed in the notice of meeting distributed to shareholders in advance.

As there was no question and comment from shareholders, The Chairman asked the meeting to vote on Agenda 1.

After completely checking the vote count, he announced the vote result was as follows:

Vote result:

Agree	83	person	representing	17,063,382	vote	in the percentage of	100.0000
Against	-	person	representing	-	vote	in the percentage of	-
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	-	person	representing	-	vote	in the percentage of	-

Resolution: The Meeting approved the Minutes of the AGM No. 1/2018 that was held on 26 January 2018

Agenda2. To consider and approve the Statement of the Financial Position and Statement of Comprehensive Income for the year ended 30 September, 2018

Before consideration of Agenda 2, the chairman declared that The Board of Directors shall realize, place importance on, and ensure good corporate governance in terms of the operations in compliance with Good Corporate Governance Practices and the relevant laws in line with the Securities Exchange of Thailand's guidelines. Therefore, the Board of Directors has established the Anti-Corruption Policy is as follows:

The Directors, Executives, and employees must not be involved in corruption, bribery from/to government and private officers, for example, people from different companies that have transactions with the Company either directly, indirectly, in order to obtain or maintain the business or competitive advantage or for personal benefit, or that of any family, friends, or acquaintances. And the further Anti-Corruption Policy showed Page 49 of annual report, please refer to it

And the company started to consider joining the CAC (Private Sector Collective Action Coalition Against Corruption Committee). In 2018, the company has attached the Self Evaluation Tool for Countering Bribery and survey. The Company will report the progress in the next year AGM.

The Chairman proposed that the meeting consider the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended 30 September, 2018. These statements were sent to the shareholders in advance along with the invitation letter and the 2018 Operating Performance of the Company was printed in the Annual Report. Therefore, they were briefly reported as follows:

When combined with the sales of SIMA, a subsidiary company, the Company achieved sales revenue of 13,464 million Baht. The revenue had decreased approximately 605 million baht compared with Y2017. In 2018, Printer business had increased by 20% of sales compared with Y2017 due to drive Seiko Epson's strong sales in the world market. The company had got a new automotive business such as car navigation, however, the current automotive business had decreased significantly.

The Company achieved a profit before income tax is 187 Million Baht, which decreased 94 Million Baht compared with 281 Million Baht in Y2017 due to the decrease in the overall revenue.

Next, I would like to report briefly on the business forecast for Y2019, The world economic in 2019 is predicted that the economic growth will be slow down especially USA and China by US-China trade disputes.

The United States economy has been expected to expand by infrastructure investment. However, USA growth will be slowdown by US-China trade disputes and a rise of long term interest rate.

Therefore, The China also will support own economy growth by expand of infrastructure investment, reduce taxation, and through the comprehensive monetary easing. However, The China economy growth also will be slowdown by US-China trade disputes which will cause decrease exporting and investment

In addition, the aftermath of US-China trade disputes gradually cause adverse effects on many countries that depend on export to USA and China. The sign of economic recession became clearer from the falling stock prices around the world at the same time in December 2018.

Under a worldwide hard economy situation, the Company main business of automotive and printer will be slowdown.

Refer to each product of automotive business:

- The center panel in automotive business, the new model had stated on Q2 of Y2018, However, the expectation on the expansion of production is quite vague.
- Single CD parts had ended by the end of 2018. New business of car navigation which was sold in car accessories shop was started from June 2018, but it also the expectation on the expansion of production is quite vague too.
- The automobile Keyless business grows steadily and continuously since the start of that business from Y2015. The Mass Production of Model Series 7 was started in June 2018. The sales volume of this product is expected to expand continuously.
- PCB for automotive cameras had ended in 2018.
- Blu-ray for Toyota Lexus has exceeded sales expectations, thus we will expect the same of volume of last year.

The overview of automotive business, Y2019 would be year of the next model development time. Thus the Company will manufacture current model only, Expectation of receiving new orders is obscure. Therefore, In addition, vehicles called cars are saturated in technology. From now on, the development in new fields will be accelerated such as replacing with electric cars, adding functions for safety driving, automatic driving system, connecting to internet all the time, etc. Our Company must be prepared to support these challenges.

For Printer business

Y2018 October, the company had started to mass production of new model. The Company plan to enhance to improve of the production efficiency of new model together with current model. The total sales volume is predicted to be equivalent to Y2018. However, the Company recognizes that the competition with other companies will be more serious so it will be a hard time.

After presented, The Chairmen opened for questions or comments, There were questions from shareholders as follows:

Question: Khun Ekachai Pipithvej No. 66

From your report, is there a chance that profit will return as good as before or will it continue like this?

Answer:

Y 2019 will be hard year, but we try to our best and the profit of Y2019 would be at the same level as Y2018. Therefore, the development of new technologies in businesses, I think that from Y2020 onwards, the profit will definitely increase.

Question:

This year, the dividend is 13 Baht while the profit is 9.53 Baht per share. If the following years are more profitable, such as 11 Baht, the dividend will be equivalent to this year or it will decrease to approximately 65%.

Answer:

Basically, we have the dividend payment policy is 30% of net profit. Although the operating results of Y2018 is deteriorating but we consider many elements of operating Y2019 such as the investment plan of equipment, tools and a capital fund, therefore we proposed the dividend is 13 Baht per share. We still stand that the dividend payment policy is 30% of net profit. However, in the future, it will increase or change in any way, especially in the year 2020, depending on whether the Company is confident in the good operating result or not.

Question:

Considering if the car can be connected always to internet requires technology, it from the parent company's technology or the Company already has the own technology or the Company must study further.

Answer:

Presently, the Company still doesn't have this technology but many companies begin to be interested in developing technology and the Company has also started to study this technology.

Question: Khun Anupot Phanapornsirikul, No. 38

Electric cars are will be developed. 1. How is the Company prepared for this matter? 2. Which parts does the Company participate or how is the research conducted? 3. At present, electric cars are still in the experimental stage. It will take many years to launch in the market completely. What is the tendency of the parent company?

Answer:

At present, the Company has keyless business in automotive already. The Company has PCB control to control the body of cars. Using keyless to control the body will lead to the development of automatic driving cars further. At present, the Company has started the business related to this matter already. In case you asked if there is an investment or not, the Company can use the existing machine lines that are related to SMT assembly line. In addition, clean room can be utilized. From now on, there will be more investment or not, consideration will be taken further. Moreover, there is also the development of the existing DVD technology of the Company which is the audio technology of which the quality will be improved to shift from audio business to be audio visual in cars that are always connected to internet which emphasizes entertainment more and expands together with electric driving technology.

Question: Khun Thongyos Panglad, No. 54.

From this financial statements, the Company's profit decreased approximately 105 Million Baht. When looking in details, I found that it is resulted from administrative expenses in forms of impairment at 32.77 Million Baht, investment in IT expenses at 63.41 Million Baht. I would like to know the details in this part. Another part is the loan to Muramoto Asia Pacific which remains at 2 Million U.S.Dollars due on December 16, 2018. What is the process? Continue to pay in average or repay. Another matter is what is the Company's strengths that lead to achieve the strategies and plans.

Answer:

The impairment of 32.77 Million, the subsidiary, SIMA Technology that its business is to supply parts for Nikon Company. The profit of this business is terrible. If SIMA doesn't do anything, the future situation will more get worse and cause to future damage also. Therefore, impairment is required for all production machinery equipment. For the IT expenses in 2018, which is ERP system called SAP, was used in all operation so the expenses including initial cost, consultation cost and support fee were incurred. However, the Company sees that SAP investment will make more benefit for the Company. Such as purchasing has been upgraded so the work will be monitored in a better way which is worth to invest. Another question is the loan to Muramoto Asia Pacific Company was due on December 16, 2018. All was repaid to the Company and no more extension.

For the Company's strength, METCO has operated in Thailand for about 30 years. The Company has a solid foundation. The employees have worked for a long time. Customers considered that the Company has high quality products. Although the price is not low, it is in a reasonable level. Therefore, the Company uses the strength in high quality to create good relationship with customers continuously.

Question: Khun Tara Cholpranee, No. 53.

As mentioned before, the increased expenses resulted in lower profit from last year approximately 100 Million Baht. If considering the details on page 102 of Notes to Financial Statements, employee benefit expense also increased from the previous one. When viewing this separate statement, it was found increase from 89.32 Million to 97.60 Million. But the consolidated statement showed increase from 120 Million to 140 Million. It's different. We can see that the additional portion of this consolidated financial statement increased significantly. Information expenses increased too. The question is this portion of expenses was reported as initial cost, consultation cost and support fee. I would like to know how much the annual expenses is so that I will know when in the following years, this cost will incur, when the contract is due to renew, and how much they payment is.

Loss from impairment of SIMA Company at 32.87 Million Baht was due to less orders. In the following years, additional impairment is required or not or it is completed. Please give more explanation. If considering the year 2015, the Company gained the highest profit then it decreased continuously. Although these additional expenses were cut, profit is just about the same as last year at approximately 280 Million only. But if considering the profit in 2015 at 797 Million, the Company's profit decreased significantly. So, I wonder if the Company knows the reason why the profit decreased to 25-30% of the profit used to gain. Is there a strategy to solve the problem? Since the past 4 years, the Company's profit decreased continuously. It seems the Company still don't know the main cause.

Answer:

Employee remuneration expense reported in the consolidated financial statements increased 20 Million which is more than the separate financial statements because, in addition to SIMA's impairment, and lay off also causes additional expense so the expenses and employee benefits of the consolidated financial statements were increased. This year, the Company invested 63 Million in SAP and 30 Million Baht a year under 5-year contract. After the contract has expired, there will be a discussion again about what to add. The profits that significantly decreased compared to 2015 as explained in the previous meeting that it was because less orders of center panel sold for Toyota Corolla/Camry in America causing this item to be affected as well even though orders of others were received as a substitution and we are trying to find other income but it was still not enough. In addition, for center panel, the Company tried not to emphasize big part but focus on medium part or small part. At present, the Company decided to emphasize more on entertainment field in cars. Currently, the Company is planning to achieve business results from 2020 onwards in order to recover the profit. In addition, printers as mentioned before that new models have been released like CIS that has a lot of ink. Making parts for this new model printer will make the Company add value at 1.5 times more than previous models and will make more profit in this part. Keyless business requires enhancing high quality and value added by using the existing technologies like surface painting that creates the luxury of parts enabling the Company to generate profit.

Question:

The 32.78 Million impairment of SIMA is still there or not.

Answer:

Completed in this year.

Question : Khun Sathaporn Koteeranurak, No. 64.

From previous questions, the 32.78 Million impairment of SIMA Company, What is the opportunity from this impairment? or How will you manage? For the information system on page 89, the first paragraph, the Company has used the ERP System by signing a contract for use with Head Office. You mean the parent company in Japan or which company? As the relevant transactions involved other companies too, Singapore or the Philippines. And, over 60 million investment in this system, the auditor can record the assets or not or post as expense for what reason. How to use? And, what does the contract mention? As the managements informed that it's a 5-year contract at 30 million per year, which is a high value and affects the following years. How the Company will use it worthily since we have to pay more than 200 million in total. What is worth for the investment? How is SIMA Company now? As in the past, dividends were paid to the company as well. But in the consolidated statements, only SIMA Company greatly decreased the Company's profits. In Note 9, page 90, investment in the subsidiaries, obtained 72.79 Million dividends from SIMA Company even though the company had poor performance. I want to know the current situation and operating results concerning the production capacity of all 3 factories. How many % does the capacity take? As I asked the staff and knew that Epson had orders in advance and very good (large amount). Therefore, I would like to ask if the factory can respond to the increased order or not. How many % of production capacity?

Answer:

Impaired machine equipment are the only device of Nikon business and all were impaired in the same year which could not become assets anyhow because they were the specific device of Nikon business and can't be switched to use for the other production for the other customers. For ERP (SAP), a contract for use is made between with the parent company. The parent company will try to distribute this ERP for every subsidiary company in Singapore or elsewhere to enhance flexibility, work efficiency and make contract through the parent company to reduce expenses. For SIMA, the situation is still not good. Employees were laid off causing additional expenses and poor performance. But, if our business can deliver more products to NSC, SIMA's performance is likely to be better. For the operation of machines in all 3 factories related to Epson, casting and molding machines have been procured for the parts casting factory to cast 160,000 pieces per year for Epson Company. The operation rate in the factory is quite high. For the production of DVD parts, the Company tried to make finished goods together with the control panel. Clean room will be developed to support the sensitivity of the production in order to make the higher quality product based on the strengths of the company to satisfy the customers. The company will set up a production system including the appropriate production environment further.

Question: Khun Anupot Phanapornsirikul, No. 38.

Please explain page 70 of financial statements regarding accounts payable, cost of land, building and equipment and Technical fees on page 87. I would like to have more information. In addition, as Thai baht appreciation continued for a while, how the Company managed this matter. The production of box/model parts still has a lot which still needs to buy the transmission line. Can we invest in or produce the transmission line?

Answer:

The financial statements regarding accounts payable, cost of land and equipment, since METCO's factory is quite old, 30 years old, therefore, new sprinkler system were installed So, accounts payable for property plant and equipment were increased. For technical fees, engineers have been dispatched from head office to assist for production operating, so expenses incurred. For the measures to support the current Thai Baht appreciation, trading related to exchange rate is not much. Natural hedge can be done. But, if in the future the Baht value is higher, we have to consider future forward contract can be made. Currently, no plan to produce flexible signaling cable on our own but the connector has cost down in the assembly parts.

Question: Khun Ekachai Pipithvej, No. 66

Please explain further for the question, what SIMA's customer .

Answer:

SIMA' business partners are NSC Japan Company that produces thermal fuse, Denso Ten that produces pressed parts, Nikon that has cancelled the production of the original parts for Nikon, and Pioneer that produces pressed parts.

Question from Khun Tara Cholpranee, No. 53.

In the Notes to Financial Statements, Article 4, the last paragraph, page 89 mentioned that "The Company has used ERP by making a contract through head office. Head Office is the buyer of ERP System that helps improve and enhance production efficiency by simplifying the production process and enabling cost-effective. Head Office allows the Company to use ERP System through cloud system. When the Company uses ERP System for accounting, finance, raw material management, production, planning and control, sales and product delivery under the contract terms, the Company agrees to pay service fee for the amount of usage. This contract is valid for 1 year and can be automatically renewed annually unless a party notifies the non-renewal of the contract at least 30 days before the contract expires." You just said a 5-year contract at 30 million per year. The message does not show here. The contract stated that payment of service fee is based on usage, not a fixed rate. Why? Should we change it? After using for a full year, evaluation is conducted or not to see how this system helps simplify the work. How much of cost is saved? Does it worth the initial cost and annual fee? Please give more explanation. If not, it should be assessed how much it can help reduce costs each year because I think it's not clear.

Answer:

The parent Company made the contract for use of SAP for the Muramoto group company operation. But the contract does not allow to subleasing for group companies. Therefore, a user license agreement must be belong with the parent company. When the parent company purchased the system from abroad, it will be recorded as own fixed asset and set up depreciation for 5 year. The Company decided that it should be used continuously for 5 years by paying user fee to the parent company. The parent company plans to use for all group companies to enhance improve of production efficiency.

The Company just used the system from Y2018. There are still issues that need to be updated. Therefore, the evaluation of SAP efficiently should start to see how many % it worth comparing to non-use.

As there was no more question and comment from shareholders, The Chairman asked the meeting to vote on Agenda2.

After completely checking the vote count, he announced the vote result was as follows:

Vote result:

Agree	84	person	representing	17,062,183	vote	in the percentage of	99.9912
Against	-	person	representing	-	vote	in the percentage of	-
Abstained	1	person	representing	1,500	vote	in the percentage of	0.0087
Invalid	-	person	representing	-	vote	in the percentage of	-

Resolution: The Meeting approved Agenda-2 of the Statement of the Financial Position and Statement of comprehensive Income for the year ended 30 September, 2018

Agenda 3. To consider and re-elect the Directors retiring from office at the end of their term for another term

The Chairman informed the meeting that according to the law and the Articles of Association one-third of the number the Directors shall retire upon expiry of their term of office at AGM each year.

This year, two Directors, Mr. Wanchai Umpungart as an Independent Director and audit committee chairman, and Mr. Ichiro Nishimura as a Director retire accordingly.

The Chairman further advised that those two directors were proposed by the Nomination Committee excluding the nominated directors, to be re-elected due to the satisfaction with their performance, effectiveness and commitment to the roles. Both of them have qualifications suitable to the Company's business and Mr. Wanchai Umpungart can provide his opinions independently and comply with relevant rules and regulations. The brief profile of those directors had been distributed to shareholders for consideration.

Since, Director Prof. Paichitr Rojanavanich expressed his intention to resign from the position of Independent Director and chairmen of audit committee on the 30th of November 2018. Therefore, the Company appointed Mrs. Wongtipa Bunnag as a Director and audit committee member replace of Prof. Paichitr Rojanavanich.

The Company has opened for the shareholders to nominate the director's name via the Company's website since September 2018 but no nomination from the shareholders

Question: Khun Tara Cholpranee, No. 53.

Mrs. Wongtipa used to be Secretary of the Audit Committee. Is it considered a permanent employee of the Company? Since Independent Director of the Company according to on page 33 of Annual Report must be qualified in accordance with the requirements of The Stock Exchange of Thailand, Article 2, "Not or used to be a director who is an executive, staff, employee or advisor that receives a regular salary from the company or is the authorized person to control the parent company, subsidiaries or affiliated companies, major shareholders or authorized person of the Company except being removed from the position for not less than 2 years before becoming an Independent Director of the company." And, the word "removed" from the position should be deleted because it seems being released due to a fault.

Answer:

She is not the Company's employee.

As there was no more question and comment from shareholders, The Chairman asked the meeting to vote on Agenda3.

After completely checking the vote count, he announced the vote result was as follows:

Vote result: 3-1 Mr. Wanchai Umpungart as an independent director and Audit committee chairman for another term,

Agree	82	person	representing	17,058,383	vote	in the percentage of	99.9689
Against	3	person	representing	5,300	vote	in the percentage of	0.0310
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	-	person	representing	-	vote	in the percentage of	-

Vote result: 3-2 Mr. Ichiro Nishimura as a Director for another term,

Agree	81	person	representing	17,037,383	vote	in the percentage of	99.8458
Against	4	person	representing	26,300	vote	in the percentage of	0.1541
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	-	person	representing	-	vote	in the percentage of	-

Vote result: 3-3 Mrs.Wongtipa Bunnag as an independent director and Audit committee member for another term,

Agree	85	person	representing	17,063,683	vote	in the percentage of	100.0000
Against	-	person	representing	-	vote	in the percentage of	-
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	-	person	representing	-	vote	in the percentage of	-

Resolution: The Meeting approved the Agenda 3 of the appointment of Mr Wanchai Umpungart as an independent director and Audit committee chairman, Mr. Ichiro Nishimura as a Director and Mrs.Wongtipa Bunnag as an independent director and Audit committee member for another term,

Agenda 4. To consider the Directors' remuneration

Before considering this agenda, the Company apologizes for the typographical errors in the Notice to the Meeting and has already made corrections according to the documents that the registration department has distributed to everyone.

The Chairman proposed that the meeting consider the Directors' remuneration. He suggested that the independent Directors should be paid the same amount as last year as follows:

1. Remuneration for the Independent Directors, 15,000.00 Baht/person/month
2. Remuneration for the Chairman of Audit Committee, 20,000.00 Baht/person/month
3. Remuneration for the Audit Committee, 10,000.00 Baht/person/month

As there was no question and comment from shareholders, The Chairman asked the meeting to vote on Agenda4.

After completely checking the vote count, he announced the vote result was as follows:

Vote result:

Agree	87	person	representing	17,063,884	vote	in the percentage of	100.0000
Against	-	person	representing	-	vote	in the percentage of	-
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	-	person	representing	-	vote	in the percentage of	-

Resolution: The Meeting approved vote of two-thirds or more Agenda-4 of the Directors remuneration in accordance with Public Company Law article No90

Agenda 5. To consider the allocation of profit, dividend payment rate, and dividend payment date.

The Chairman informed the meeting that in Y2018 the Company achieved accumulated earnings, after paying dividends in February Y2018, of 3,884 million Baht, with a profit in Y2018 of 199 million Baht, thus, the unappropriated retained earnings at the end of the Y2018 accounting period achieved 4,083 million Baht. This year, there was no need to allocate the annual net profit to the legal Reserve Fund because the Company's Reserve Fund has reached 10 percent of the registered capital. Furthermore, the Company has the policy to pay dividends to the shareholders. The Board of Directors has deemed it appropriate to propose for the shareholders' consideration an allocation of profits and distribution of dividends at the rate of 13.00 baht (Thirteen baht) per share to the qualifying shareholders. Therefore, the shareholders whose names appear in the Share Register on 8 February, Y2019, shall be entitled to receive such dividend payment. As a result, the total the amount paid out in dividends will be 272 million baht, and unappropriated retained earnings carried forward will be 3,812 million baht, and the dividend will be paid on the 22th of February, Y2019.

As there was no question and comment from shareholders, The Chairman asked the meeting to vote on Agenda5.

After completely checking the vote count, he announced the vote result was as follows:

Vote result:

Agree	87	person	representing	17,063,884	vote	in the percentage of	100.0000
Against	-	person	representing	-	vote	in the percentage of	-
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	-	person	representing	-	vote	in the percentage of	-

Resolution: The Meeting approved Agenda-5 of the allocation of profit, dividend payment rate, and dividend payment date.

Agenda 6.To appoint the Auditors and fix their remuneration for 2019.

The Chairman proposed that the meeting consider appointing the auditors and fixing their remuneration for the 2019 accounting period as follows:

- Mrs. Siripen Sukcharoenyingyong, Certified Public Accountant Registration No. 3636 and/or
- Mr. VairojJindamaneepitak, Certified Public Accountant Registration No. 3565 and /or
- Mr. Yoothapong Soontalinka, Certified Public Accountant Registration No. 10604

from KPMG Phoomchai Audit Limited the as auditors of Muramoto Electron (Thailand) Public Company limited for the 2019 accounting period. The remuneration of the auditors shall be fixed as follows: not exceeding 3,350,000 baht (three million three hundred and fifty thousand baht) for Muramoto Electron (Thailand) Public Company Limited, and 1,150,000 baht (one million and one

hundred fifty thousand baht) for SIMA Technology Co., Ltd. Total 4,500,000 baht (four million five hundred thousand baht)

Question: Khun Tara Cholpranee, No. 53.

As to audit fees for the SIMA Technology that SIMA's Nikon business and the related machine portions were impaired. So, why did the audit fee increase from 1,030,000 to 1,050,000. Were there more transactions, although the expenses on BOI audit decreased?

Answer:

Expenses on auditor fees increased for both SIMA and METCO also. Nikon business of SIMA did end by Y2018, although SIMA did not operate for Nikon business further, they tried to earn from other new businesses.

Question: Khun Anupot Phanathornsirikul, No.38

Why is the audit fee a big different from last year? If separating each company of METCO, it is still cheaper than SIMA Company.

Answer:

We have already discussed with the KPMG. This year, the Company wants to upgrade the accounting management by using the SAP System to manage accounts so the value came out like this.

As there was no question and comment from shareholders, The Chairman asked the meeting to vote on Agenda6.

After completely checking the vote count, he announced the vote result was as follows:

Vote result:

Agree	85	person	representing	17,008,584	vote	in the percentage of	99.6759
Against	1	person	representing	200	vote	in the percentage of	0.0011
Abstained	-	person	representing	-	vote	in the percentage of	-
Invalid	1	person	representing	55,100	vote	in the percentage of	0.3229

Resolution: The Meeting approved Agenda-6 of the appointment Auditors and fixed their remuneration for 2019.

Agenda 7. Other Business (If any)

As there was no any other item brought up.

The Chairman thanked the shareholders attending the meeting and hoped to receive further support and suggestions beneficial to the Company. The Chairman then declared the Meeting adjourned at 16: 25 hrs.



(Signed)

(Mr. Yoichi Muramoto)

The Chairman of the meeting