



MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED  
Registration No. Bor. Mor. Jor. 326

**NOTIFICATION OF  
THE ANNUAL GENERAL  
MEETING OF SHAREHOLDERS  
No.1/ 2022**

**Friday, January 28<sup>th</sup>, 2022 at 14:00 hrs.**

Meeting type :  
**Electronic Meeting (e-AGM)**

With live broadcast from  
**SHERATON GRANDE SUKHUMVIT HOTEL  
SUKHUMVIT ROOM**



December 24<sup>th</sup>, 2021

**Re : Notification of the Annual General Meeting of Shareholders (e-AGM) No.1/2022**

**Dear : Shareholders**

Pursuant to a resolution of the Board of Directors of **Muramoto Electron (Thailand) Public Company Limited**, notice is hereby given that the Annual General Meeting of Shareholders for the accounting year of 2022, being the Electronic Meeting (e-AGM) Live Streaming No.1/2022, will be held on Friday, January 28<sup>th</sup>, 2022 at 14:00 hrs. according to laws and regulation relating to Electronic Meeting with live broadcast from **Sheraton Grande Sukhumvit Hotel** and to determine the list of shareholders entitled to attend the e-AGM (Record date) on Monday, December 13<sup>th</sup>, 2021. The agenda items of e-AGM are as follows :

- **Agenda 1** To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2021 held on January 28<sup>th</sup>, 2021
- **Agenda 2** To approve the financial statement for the period ending September 30<sup>th</sup>, 2021
- **Agenda 3** Election of Directors to replace those retiring by rotation
- **Agenda 4** Directors fee and remuneration
- **Agenda 5** Profit allocation from performance of the year ended September 30<sup>th</sup>, 2021 and Dividend payment
- **Agenda 6** Appointment of the Auditors and Determination of the Audit Fees
- **Agenda 7** Others, if any

- Enclosure** : 1. Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2021
2. 56-1 One report in the form of QR code and the copy of the statement of financial position and the statement of comprehensive income for the fiscal year ending September 30<sup>th</sup>, 2021 and Notification of meeting.
  3. Brief Profile and Background of Directors Proposed
  4. Brief Profile of Auditors
  5. Articles of Association concerning General Meeting of Shareholders
  6. Proxy Forms including the instruction for use
  7. Details of Independent Directors (Proxy)
  8. Practice Guideline for e-AGM and the Appointment of Proxies
  9. Registration form for attending the e-AGM
  10. Submit questions in advance form for the e-AGM

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED  
Annual General Meeting of Shareholders (e-AGM) No.1/2022

**Agenda 1. To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2021 held on January 28<sup>th</sup>, 2021**

**Objective and Reason :**

The 2021 Annual General Meeting of Shareholders was held on January 28<sup>th</sup>, 2021. A copy of those Minutes (Enclosure 1) was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the prescribed timeline according to the requirement of the laws. The minutes in Thai and English were also published on the Company's website (www.metco.co.th).

**Board's opinion :**

The Board of Directors considers and has the opinion that the minutes of the 2021 Annual General Meeting of Shareholders held on January 28<sup>th</sup>, 2021 were properly and accurately recorded. Therefore, the Board of Directors recommends that shareholders certify and adopt the minutes.

**Agenda 2. To approve the financial statement for the period ending September 30<sup>th</sup>, 2021**

**Objective and Reason :** In compliance with the Public Companies Limited Act B.E.2535 (as amended), the Company has prepared financial statements for the fiscal year ended September 30<sup>th</sup>, 2021, which has been audited by the auditor and reviewed by Audit Committee. Details are appeared in the 2021 Annual Report which is attached to this notice (Enclosure 2 QR Code)

**Board's opinion :** The Board of Directors considers and has opinion that shareholders should approve the Company's financial statements for the fiscal year ended September 30<sup>th</sup>, 2021, and the Company's operation for the year 2021, which have been reviewed by the Audit Committee and the Board of Directors, and audited by the Auditor.

**Agenda 3. Election of Directors to replace those retiring by rotation.**

**Objective and Reason :** As stated in the Public Company Limited Act B.E. 2535 (as amended), and Article 17 of the Memorandum of Association of the Company, one-third (1/3) of the number of directors of the Company shall retire by rotation; thus, the following directors are retiring by rotation at this Meeting :

1. **Mr. Ichiro Nishimura** Director
2. **Mr. Wanchai Umpungart** Independent Director

The Company granted the Shareholders the right to nominate person(s) to be selected as the Company's Directors and submit the names between 1<sup>st</sup> July, 2021 and 30<sup>th</sup> September, 2021. However, the shareholders did not nominate anyone to be considered. Therefore, the Nomination Committee (excluding the nominated Directors) has considered carefully such retiring Directors. The consideration focused on the qualifications of each Director individually as detailed in Enclosure 3, and the Nomination Committee (excluding the nominated Directors) deemed that all the retiring Directors have demonstrated the required performance, experience, and expertise. In addition, they have handled the assigned work in a satisfactory manner, and deserve to be re-elected as Directors for another term.



**Board's opinion :** The Company recently granted Shareholders the right to nominate person(s) to be selected as the Company's Directors. However, the shareholders did not nominate anyone for consideration. Therefore, the Nomination Committee (excluding the nominated Directors) has considered carefully from the Directors retiring by rotation and deemed that a motion should be proposed to the Shareholders to approve the appointment of **Mr.Ichiro Nishimura** to be a Director of the Company, and a member of the Board of Executives and a member of the Good Corporate Governance Committee, and a member of the Remuneration Committee, and a member of the Nomination Committee, and a member of the Risk Management Committee, **Mr.Wanchai Umpungart** to be an Independent Director, and sit on the Chairman of Audit Committee, a member of the Good Corporate Governance Committee, and the Chairman of the Nomination Committee as described above for another term.

#### Agenda 4. Directors fee and remuneration

##### Objective and Reason :

According to Article 15 of the Company's Articles of Association, the Director's fees and remuneration shall be fixed by the Annual General Meeting of shareholders. In order to attract and retain competent director, the Board of Directors considers the following factors.

- Scope of works and responsibilities
- The additional capabilities required for the Independent Director
- Current market rate
- The Company's overall performances

Taking these factors into consideration, the Board of Director proposes fees and remuneration of Directors for the year 2022 as follows :

Position	2022 (Proposed)			2021		
	Monthly Fee (Baht/ month)	Meeting Allowance (Baht/meeting)	Other Benefits	Monthly Fee (Baht/ month)	Meeting Allowance (Baht/meeting)	Other Benefits
<b>Independent Directors</b>	25,000	None	None	15,000	None	None
<b>Audit Committee (Additional Fee)</b>						
Chairman	30,000	None	None	20,000	None	None
Member	20,000	None	None	10,000	None	None
<b>Other Committees</b>	None	None	None	None	None	None
<b>Executive Director*</b>	None	None	None	None	None	None

**Note :** \*Directors, who are an employee of Muramoto group parent company in Japan shall not be entitled to receive these fees and remuneration.

##### Board's opinion :

The Board of Directors considers and has the opinion that shareholders should approve the fees and remuneration of the Independent Director and Audit Committee for the year 2022 as stated above. The Board proposed that Independent Director's fee and Audit committee remuneration increase each 10,000 Baht Due to increase of responsibility of work and reporting to Board of Director respond to the rapid change such as **COVID-19**



## Agenda 5. Profit allocation from performance of the year ended September 30<sup>th</sup>, 2021 and Dividend payment

### Objective and Reason :

The Company has a dividend payment policy as least 30% of its net profit on annual basis, after deduct all kind of legal reserved, except for cases when the Company needs more fund for business expansion or other significant activities.

Therefore, following its dividend policy as mention above, the Company considered appropriate to declare a dividend payment at the rate of baht 14.00 per share from Net Profit, to specify the record date for the right to receive dividend on February 10<sup>th</sup>, 2022.

The comparison of dividend payments for the previous year is as follows :

Details of dividend payment	2021	2020	2019
Net profit (Baht)	645,396,422	261,592,011	(147,574,377)
Earnings per share (Weighted average number)	30.88	12.52	(7.06)
Dividend Payment (Baht)	292,573,400	208,981,000	208,981,000
Dividend per share (Baht/Share)	14.00	10.00	10.00
Payout ratio	45.33%	79.89%	RE

**Note :** Net Profit for the 2021 and Retained Earnings which applicable corporate income tax rate is 20%

The dividend payment will be scheduled on February 25<sup>th</sup>, 2022. This dividend payment is in accordance with the Company's policy. In compliance with the Public Companies Limited Act B.E.2535 (as amended), the dividend payment is subject to shareholders' approval.

### Board's opinion :

The Board of Directors consider and has the opinion that it is appropriate to propose to shareholders for approval of the declaration of dividend as the distribution of Net Profit with details as stated above.

## Agenda 6. Appointment of the Auditors and Determination of the Audit Fees

### Objective and Reason :

In compliance with the Public Companies Limited Act B.E.2535 (as amended) the shareholders' meeting must approve the appointment of the auditors and determination of the auditors' remuneration for each fiscal year. The Audit Committee shall contact various auditor offices and found that **KPMG Phoomchai Audit Ltd.** is suitable to audit the financial statement of the Company and its subsidiary company, **SIMA Technology Company Limited (SIMA)** and their remuneration is not to high as compared with others. For the fiscal year ended September 30<sup>th</sup>, 2022, Audit Committee has proposed to the Board of Directors to appoint the auditors from **KPMG Phoomchai Audit Ltd.** as the auditors of the Company and **SIMA** so that 3 of the following persons can conduct the audit and express and opinion as to the financial statements of the Company and **SIMA**.

1. **Ms. Sujitra Masena** CPA Registration No. 8645 or,
2. **Mrs. Siripen Sukcharoenyingyong** CPA Registration No. 3636 or,
3. **Mr. Vairoj Jindamaneepitak** CPA Registration No. 3565

**Note :** Reason for changing auditor from **Mr. Yoothapong Soontalinka** to **Ms. Sujitra Masena** to accommodate auditors will complete their term of 7 years according to The Securities and Exchange Commission, Thailand (SEC) criteria.

In the case that the above auditors are unable to perform the duty, we may provide an alternative auditor from **KPMG Phoomchai Audit Ltd.** to perform the duty. Each auditor's profile is shown in Enclosure 4. The remuneration of the auditor is proposed as follows :

**Board's opinion :**

The Board of Directors has agreed with the Audit Committee to propose to the Annual General Meeting of Shareholders to approve the appointment of **KPMG Phoomchai Audit Ltd.** as the auditor.

The Board of Directors has consideration of the Audit Committee recommend the Annual General Meeting of Shareholders to approve the audit fees for the year 2022 in amount not exceeding Baht 4,300,000

The Comparison of the auditors' remuneration in the previous year is as follows :

<b>Auditor's remuneration</b>	<b>Y2022 (Proposed)</b>	<b>Y2021</b>	<b>%Change</b>
<b>Audit Fee (Baht)</b>			
The Company	3,200,000	3,200,000	0
Subsidiary Company	1,100,000	1,100,000	0
<b>Total</b>	<b>4,300,000</b>	<b>4,300,000</b>	<b>0</b>
<b>Non-Audit Fees</b>			
The Company	None	None	None
Subsidiary Company	None	None	None
<b>Total</b>	<b>None</b>	<b>None</b>	<b>None</b>

**Agenda 7. Others, If any**

During July 1<sup>st</sup>, 2021 to September 30<sup>th</sup>, 2021 the company had granted rights to the shareholders to propose any meeting agenda in advance under the rules as disseminated on Company's website (www.metco.co.th) but no shareholder proposed any agenda

Please kindly acknowledge and attend the Meeting at the date and time mentioned above. Any shareholder wishes to appoint a proxy and vote on his/her behalf at this Meeting, please duly complete the proxy form (choose only one form), which can be found as attached Enclosure 6, or can be downloaded from Company's website (www.metco.co.th). If a shareholder prefers to appoint the Company's independent director to be the proxy, please appoint one of them whose details are shown in Enclosure 7. However, the shareholder is required to submit the proxy form and documents or evidence showing that he/she is a shareholder or an authorized representative as specified in the attached list Enclosure 8 to the Chairman prior to the Meeting.

For the shareholder or proxy who wishes to attend the e-AGM, please send the Registration Form for the Electronic Annual General Meeting of Shareholders (e-AGM) No.1/2022 attached with your copy of identification documents for verification to the Company via e-mail : ir@metco.co.th or via Registered within Thursday January 20<sup>th</sup>, 2022. After the Company has examined the list of shareholders as of the Record Date on Monday, December 13<sup>th</sup>, 2021 including verifying the correctness and completeness of all documents, the Company will send the WebLink to access the e-AGM system together with Username, Password and the e-Meeting & Voting System User's Manual to each shareholder or proxy via the e-mail provided to the Company and Company's website (www.metco.co.th).



The Company has been publishing the convening notice for this meeting and other supporting document on the Company's website ([www.metco.co.th](http://www.metco.co.th)) in order to make the shareholders to consider the agenda in advance.

The Company will close the share register book on December 13<sup>th</sup>, 2021 as to determine the shareholders entitlement to attend the meeting.



Yours Faithfully,

A handwritten signature in blue ink, appearing to read 'Yoichi Muramoto', written over a horizontal line.

(Mr.Yoichi Muramoto)  
Chairman



MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED  
Registration No. Bor. Mor. Jor. 326

## Minutes of the Annual General Meeting No.1/2021 of Muramoto Electron (Thailand) Public Company Limited

### Date, time, and place

The meeting was held on 28<sup>th</sup> January 2021, at 14:00 p.m. in the **Cattleya Room of the Rama Gardens Hotel**, No. 9/9 Vibhavadi-Rangsit Road, Khet Laksi, Bangkok.

### Directors attending the meeting :-

- |                   |              |          |
|-------------------|--------------|----------|
| 1. Mr. Yoichi     | Muramoto     | Director |
| 2. Mr. Tatsuya    | Awazu        | Director |
| 3. Mr. Ichiro     | Nishimura    | Director |
| 4. Mr. Shinichiro | Yamamoto     | 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 :

Good afternoon, I am **Yoichi Muramoto**, Chairman of the Board Director, Chairman of Good Corporate Governance Committee, and Chairman of Remuneration Committee. I would like to thank you all for taking your precious time to participate in the 2020 Annual General Meeting (herein after mentioned AGM) of **Muramoto Electron (Thailand) Public Company Limited** today. The meeting is based on **COVID-19** Prevention Protocols subject to masking, sterilization, and ventilation with social distancing, which may cause inconvenience to all shareholders. However, please kindly all shareholders to cooperate in implementing this protocol as well.

Today, the meeting shall be conducted by the relevant Laws and regulations of the Company. I would like to serve as the Chairman of this AGM in according to No. 37 of the Articles of Association. Prior to commencing the meeting, I would like to explain the conduct of this AGM.

### <Explanation of AGM proceeding and vote method>

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 by wearing a mask all the time and 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.



## Enclosure 1

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.

Incidentally to send ballots, please put the ballot in the upper left corner or the top right corner of the table, where shareholder is sitting next to the aisle. In order to prevent of **COVID-19**, the Company's staff will collect the ballot that are placed on. Also, for 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 inspect voting ballots 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 be proceeding the meeting. If anybody has any doubts or questions, please raise your hand.

## Meeting start

**Mr. Yoichi Muramoto**, the Chairman of the meeting, confirmed that all shareholders understand of proceeding and chair this AGM. Therefore, the meeting shall commence.

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

The Chairman informed that there were 24 shareholders, representing the total number of 674,032 shares, and represented by proxy 36 persons, counting the total number of 17,059,310 shares, hence total number of shareholders and proxies present for this meeting is 60 persons, holding 17,733,342 shares or 84.8562% of the total of 20,898,100 trading shares, that constituted the necessary quorum. Therefore, the Chairman opened the 2021 AGM.

**The starting time was 14:11 hrs.**

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

Director	<b>Mr. Tatsuya Awazu</b>
Director and Person in Charge of Financial	<b>Mr. Ichiro Nishimura</b>
Director	<b>Mr. Shinichiro Yamamoto</b>

The attendance of AGM, is via electronic media accordance with the announcement of the Ministry of Digital Economy and Society on April 10<sup>th</sup>, 2020

Independent Director, Chairman of the Audit and Nomination Committee	<b>Mr. Wanchai Umpungart</b>
Independent Director and Audit Committee Member	<b>Mr. Nop Rojanavanich</b>
Independent Director and Audit Committee Member	<b>Mrs. Wongtipa Bunnag</b>

And the Independent auditor from **KPMG Phoomchai Audit Limited, Mrs. Siripen**, and three other persons attended the meeting.

There is a total of 7 directors. Introducing themselves just a moment ago is to confirm identity of 7 directors, attending the meeting today. They are counted for 100 percent and consisted of the Chairman of the Board of the Corporate Governance Committee, the Nominating Committee, the Remuneration Committee and the Risk Management Committee, all attended the meeting today. The meeting started according to the agenda in the invitation letter as following :

**Agenda 1. To approve the Minutes of the Annual General Meeting of Shareholders No.1/2020, held on January 30<sup>th</sup>, 2020**

The Chairman proposed the meeting to certify the minutes of the AGM No. 1/2020, held on 30<sup>th</sup> January 2020, which was enclosed in the notice of meeting distributed to shareholders in advance.

After proposed, the Chairman opened for questions or comments, shareholders should raise their hand.

Shareholders inform their name and meeting registration number. There were questions from shareholders as follows :

**Question : Mr. Basant Kumar Dugar, meeting registration No.62**

Thank you for Chairman, Independent Director, Chairman of the Audit Committee, Audit Committee and all directors, I appreciate the company's report, explanation and any operation. I wish it well in the year to come. My suggestions for submitting of the minute of the meeting to The Stock Exchange of Thailand Ministry of Commerce and the Office of the Securities Exchange Commission should be within 14 days for shareholders in order to control and regulate good business and to increase the creditability of the company.

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you and acknowledged comment, the company will take your recommendation for consideration.

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

The Agenda 1, to approve the Minutes of the Annual General Meeting of Shareholders 2020, shareholders please mark either the "Agree", "Against", or "Abstain" box on the ballot, sign it.

The Company's staff will collect ballot of agenda 1 of shareholders only mark "Against", or "Abstain". Please put the ballot in the upper left corner or the top right corner of the table.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of Agenda 1.

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



## Enclosure 1

**Vote result :** Vote **Agenda 1** to approve the Minutes of the Annual General Meeting of Shareholders No.1/2020, as follows

<b>Approved</b>	64	Shareholders	Representing	17,737,044	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

**Remark :** *There were 4 additional shareholders joining on this Agenda in total of 3,702 shares. (Total of 64 Persons present in person), the total of the Representative on this agenda was 17,737,044 vote or 84.8740% of the total trading shares*

Since there is no argument and the vote result are approval more than half shares of holding shareholders in the meeting, the meeting is considered to have a resolution approving in this agenda.

**Resolution :** The Meeting approved the Minutes of the AGM No. 1/2020 that was held on 30<sup>th</sup> January 2020

**Agenda 2. To approve the financial statement of financial position and the statement of comprehensive income for the period ending September 30<sup>th</sup>, 2020 and to acknowledge the Company's operation results for the year 2020**

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 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.

The shareholder can see detail of Anti-Corruption Policy in the page No. 52 of Annual Report in both Thai and English version.

The Company's Balance Sheet and Income Statement are approved by the Audit Committee and Board of Directors as reported in the annual report and the operating performance for the year 2020 are detailed which are reported in the annual report that has been submitted. Therefore, the company would like to briefly report including the forecast of business operations in the fiscal year 2021 as follows :

When combined with the sales of **SIMA**, a subsidiary company, the Company achieved sales revenue of 11,614 million baht, the revenue having increased by 634 million baht of 5.8% when compared with last fiscal year.

Year 2020, the **COVID-19** Pandemic, created the new work System called Remote Working or Work from Home to greatly boost the demand of the Printer. In addition, **SEIKO EPSON** at **Philippine** plant has encountered a significant barrier to production due to the **COVID-19** outbreak. As a result of the order has been greatly increased to the company as a replacement for the **Philippine** plant.

On other hand, the business related to Auto parts have some spare parts that generate more revenue, for example increased production of PCB panel parts used for car interior, increased production of DVD. However, due to the impact of the **COVID-19** epidemic, revenues of the Auto parts related business have decreased compared to the previous fiscal year

In terms of profits, the company got the increase order of Printer, as well as improving productivity, reducing costs, and recording foreign exchange gains on the weakening baht. However, due to the uncertainty about the future of the Asian economy as a result of the **COVID-19** epidemic, earning before tax were reached 280 million baht.

Next, the Chairman report briefly on the business forecast for Y2021 and status of main products.

The forecast for Y2021 is still be a year that be affected by the trend of the ongoing **COVID-19** epidemic. The **United States** and other countries have started vaccination as a great hope that the epidemic will be ended. However, the world economy is still in recession and still unable to eliminate anxiety about the future.

**Under this situation, forecast for Y2021 as follows ;**

- According to the printer business, there are many companies promoting and supporting remote working or work form home for the prevention of the epidemic of **COVID-19**. So, the company expects sales of this business to expand even further in the fiscal year 2021

On the other hand, the **COVID-19** epidemic has resulted in supply chain disruptions as well as occasional disruptions to logistics. Therefore, the company need to operate the business with careful consideration in these matters.

- The panel business for interior installation due to the impact of the **COVID-19** epidemic, the company expected low product explanation as well as not having many changes at present.
- The automobile Keyless business has been slow down for a while. However, now there is a slight resurgence. In addition, the production of Keyless for motorcycles (**Yamaha**) has increased significantly whether certainly be a result of the epidemic of **COVID-19**.
- Blue ray used for **Toyota Lexus** cars; sale is likely to increase.

The Overview of the business related to the automobile industry; the company foresee that revenue shall be more increase than fiscal year 2020.

Aforementioned is the report on the financial results of the fiscal year 2020 and the forecast of the fiscal year 2021 in brief. The Chairmen opened for questions or comments, shareholders should raise their hand.

Shareholders inform their name and meeting registration number. There were questions from shareholders as follows :



**Question : Ms. Ketsiri Pantura (Proxy from Thai Investors Association), meeting registration No. 39**

I would like to ask the Chairman, as presented the results of the operating was very interesting. At the same time, there are issues that are worth noting and are consistent with the independent Auditor's report on page 76 of the annual report regarding the inventory. The report was stated that there was logistic problem and lack of raw materials which go along with the Auditor's comment. Could the company please tell shareholders the plan to solve these problems?

**Answer : Chairman, Mr. Yoichi Muramoto**

Subject to operating performance report that the printer business, the company has a lot of sales. Currently, the company assemble the Printers approximately 24 containers per day or around 150 containers per week for exporting. Since the company has a problem with logistics and container shortages. As a result, the company need to increase the enough storage for the inventory that for export. Therefore, the company's inventory greatly increased or more capacity as a consequent result. But in the future, the company is considering how to solve this situation, which must be considered from solving the problems of various shipping lines as well. In order to provide the company with stable profits, this product is shown profitability.

**Question : Ms. Ketsiri Pantura (Proxy from Thai Investors Association), meeting registration No. 39**

Regarding to previous report, trading border between Thailand, China, and the United State, impact the company's business performance. Therefore, I would like to ask about changing of the USA's president. Do the company think that this will be an opportunity or the constrain to the company?

**Answer : Chairman Mr. Yoichi Muramoto requested for Director Mr. Ichiro Nishimura to answer this question.**

The company would like to clarify that form this question is related to printer business. As you know that the COVID 19 outbreak in the United States is continuing fierce. Therefore, the company expects that more work from home will increase more printer used. This will currently affect the company manufacturing. Regarding to policy of President Biden on trade with China, it is unofficial policy yet. The company expected to have a good trend towards, compared to the previous president. However, currently the impact to the company is strengthening of Thai Baht. Since the company is an export business and the current baht is still quite strong. It will affect the income and company's business.

**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

I am coming to admire to good point of the company that both the company's operating cashflow is positive then the company is considered by the investors as a value company. Another one is investing cashflow is negative means the company are considered as a growth company. They cannot be these together in combination, very few companies on the SET about 650 companies may be less than 50 companies that having these 2 good attributes together. So, the company is very attractive for individual and institutional investors. I am appreciating the company. I would like to suggest to some person from Thai investors so please observe on one thing and normally mistake done by SET in the presentation of Set Smart this morning that I observed. The company has sales growth higher, cost of goods sold lower, profit margin will be more. Another good thing, total revenue growth is higher, the company's total expense growth is lower meaning the company's profit margin will be elevating but they showed net profit growth is not available or not applicable, all three comparisons. So, this is harmful to investors see at a glance the company in good position, positive position, attractive position, profitability position, not able to see at a glance. So please go and revert to them why the company put N/A (not applicable), figures are apparently positive, if negative the company can just avoid for one quarter or one year. So, this is my session, this is positive to the company, please make it changed.



Another thing is the good sense. Regarding the company's cash cycle from previous day to this year is reducing by 1 day, it is good, but I have one question the company to know. In case of account payable is 39.37 days but in case of account receivables is 51.08 days. This is corpse, apparent is corpse, imminent is corpse to increase the account receivables days at least equal to the market norm of account receivables. So, this way the company's cash cycle will, again, reduced and this will help to the company.

Another question comes for debt/equity ratio. The company is having 0.42, very good in the lower quartile but it can be reduced more because the company is having positive operating cashflow if the company reduce. Net debt/equity ratio will be, around, lower than this and the company will be the best and strong company, financially strong company. The company's strength will be assuring to shareholders.

Another admire to the company, coming to **EBITDA** margin, **EBITDA** value is increasing from previous year, stockholder's equity is increasing from previous year but in case of the market cap also needs to be increased. The company can use roadshow more and more because the company's financial condition is very good. Sales is elevating means the company's product confident in the market is good. The company can also see **RCEP** not come, but another agreement comes in 15 countries excluding India. It is still giving discouragement among 15 countries to sell your good products having appealing situation.

I admire the company keeping financial performance also good corporate governance all the way, all best to best. Thank you very much.

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you and acknowledged comment. The company will focus on the reduce of the cost and improve the production efficiency to help the company to increase profit.

**Question : Ms. Janenet Methawewinit**

From financial report of last year, the company was foreign exchange gain of 62 million baht with the best exchange rate was in the second quarter reported in May during the **COVID-19** epidemic. At that time the baht was risen to 32 baht per dollar. After the third quarter, the baht value returned to reflect the reality. So, I would like to ask that if in the year 2021, the **COVID-19** calms down, the baht will be adjusted around 30 baht per dollar. I do not know how the company will manage this matter.

**Answer : Chairman Mr. Yoichi Muramoto requested for Director Mr. Ichiro Nishimura to answer this question.**

From the profit from exchange rate, it was affected by the onset of **COVID-19**. On Year 2020, the **COVID-19** was epidemic from March 2020, it resulted in the baht weakening. The Company was directly affected to gain the revaluation of foreign currency deposit. Therefore, the company closed the account with foreign exchange gains.

As for the strengthening of the baht, it will affect the company's profit and loss. Former informed that the company has been affected by the appreciation of the baht. But normally, business operation of the company will operate with no hedging the exchange rate. The company will be trading as usual and accepts foreign currency whether it is a dollar currency or the currency of the **YEN** according to the normal amount. Unless it is expected that there will be anything that will affect the exchange rate at this time, the company will do currency swap. But if there are no extreme factors entering the company will leave it to be a normal operation.



**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

Refer to the page 81, income statement, according to the employee benefit expense of year 2019 (Consolidated Financial Statements) had around 83 million Baht, why there is no figure of the employee benefit expense of year 2020, and at the bottom of 2020 (Consolidated Financial Statements), there were 37 million baht in employee benefits.

**Answer : Director, Mr. Ichiro Nishimura**

For the first question (Answering the question on the sole financial statements) in the amount of 73 million baht, since in 2019 the new accounting standard for the provision of employee retirement benefits for employees over 20 years has been adjusted from 300 days to 400 days. The company has adjusted the provision and payment to employees, resulting in the benefit increased to 73 million baht.

For the second question, profit of Employee benefit was 37 million baht come from last year, resulting from the company has set aside a 5% salary adjustment, but due to the impact of the **COVID-19** epidemic, the adjustment rate of Employee salary from the 5% to the actual employee salary adjustment of 4%. Also, the impact of the trade war between the **United States** and **China** impact the provisioning rate of salary adjustment at 5% and adjust according to the actual figure causing the difference to happen with actual paying 4%, resulting in a difference of 37 million baht.

**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

Regarding to page 86, Cashflows from operating activities, it can be seen that in 2019 (the consolidated financial statements) there was a loss from the sale of property, plant and equipment of 17.88 million baht. But in 2020 (the consolidated financial statements) there was a profit from the sale of land, buildings and equipment at 19 million baht. What is from distribution?

**Answer : Chairman Mr. Yoichi Muramoto requested  
for Director Mr. Ichiro Nishimura to answer this question.**

Because in this figure is the consolidated budget with the subsidiary, the figure of 17.88 million baht is combined with the subsidiary in 2019. There are sales of unused machinery or deteriorated machinery. Once taking into account after deducting from the remaining of book value, there will be profit from the sale of the machinery. On the other hand, in 2020, the sale of machines and the press machine of the subsidiary company appears that the book value is greater than the value the company sold. Therefore, in accounting, it is shown loss figure.

**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

Subject to page 87, Statement of Cashflow, line 2, Cash paid for purchase Land, Building and Equipment, what is purchase of cash flow of 244 million baht?

**Answer : Chairman Mr. Yoichi Muramoto requested  
for Director Mr. Ichiro Nishimura to answer this question.**

The figure of 244 million was from the increasing of the production of **SEIKO EPSON** printer, which has increased in mass production and in the part of the existing injection molding machine that has been used for a long time and some parts have deteriorated. In order to accommodate the increased production, a total of 15 injection molding machines was purchased for a total of 15 new injection molding machines. This amount was therefore the investment of 15 additional injection molding machines.

**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

The Company informed in the meeting last year that Bosch would visit the plant, do the company have any update on this?

**Answer : Chairman, Mr. Yoichi Muramoto**

We did not get the order from **Bosch**. However, we still have the good relationship with **Bosch**, we are looking for the opportunity to get the new order with **Bosch**

**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

What is the situation of the **SIMA Technology** now? Whether operating performance is getting better or not.

**Answer : Chairman, Mr. Yoichi Muramoto**

Compared with the previous year, **SIMA Technology** has the better performance. Because in terms of work pieces that are electronic components and other non-electronic parts the company can clearly separate business. As a result, to see that how profit and loss are going, if compared, it is better.

**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

I would like to inquire about how much better the operating performance of the subsidiary company, **SIMA Technology** are from page 99. Investment in a subsidiary, how is it recorded as cost? If the subsidiary company is better, why is the dividend received the same as the previous year.

**Answer : Chairman Mr. Yoichi Muramoto requested for Director Mr. Ichiro Nishimura to answer this question.**

Thanks for your advice, which from the principle of operation should be like that. Although the business is improving but since **SIMA** has new businesses, it is necessary to invest in this new business. Causing the dividend received to remain the same because it will have to take part of the money for investment. Addition for **METCO** itself, it has expanded its investment from an increase business of 300 million baht, so 50 million baht is like a part that gives the company, **SIMA** a return profit, so that the company can use it in the various interest payments.

**Question : Mr. Pramote Lipratanaskul, meeting registration No. 32**

From the beginning of the meeting said that the company got the order from the **Philippines**, how many percent the company got? Once **COVID-19** of the **Philippines** improved, how much production from **Philippines** will be returned?

**Answer : Chairman, Mr. Yoichi Muramoto**

In terms of increasing the production of **EPSON** printers as already described. Total production from the **Philippines** will not be a large factor that increase production. Because when the minutes of AGM last year were informed to the shareholders that as previously mentioned, the trade war between the **United States** and **China** led **EPSON** to move its factories from **China** and it was planned to move production from **China** factories to **METCO**. **METCO** also has prepared to support the production that has moved from **China**, started production around April last year, which until now, the preparation for production has been planned and has doubled in this fiscal year. However, it is expected that the total production will continue this year.



**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

Coming to add the value. From the annual report, the promotional privileges of the subsidiary company. The company have mentioned 8 years tax stories. I am not considered your exemption for import duties of your company, No? Considering 8 years of tax exemption, what is the name of subsidiaries company. What is the name of the countries whether they enjoy **Double Taxation Avoidance Agreements (DTAA)**, special incentives available tax sparing credit so that the company can give to the foreign callable return of your company or they can give to the company vice versa. So, this to be seen in the **Double Taxation Avoidance Agreement** of the countries, **Thailand** and the other countries where the company have subsidiaries. And the name of the credit of that tax sparing credit means if the company declare 100 baht dividend but the withholding tax, the Government of **Thailand** spared or the countries where the company invests, they spared, it will be compensate by the callable entity company in that country. These are available in most of countries which are friendly to **Thailand** but not all the countries. I've studied **OECD** countries **DTAA**. Many countries are offering this incentive. I am giving the company this because substantially savings will be coming to the company.

Another thing, coming to page 78. The company is putting that going concern basis. I am asking the company one question. Does the company or all companies have business continuity insurance? Now it is very common to protect some, or all business go to the closure. Even the company see **Central embassy**, they say coming soon. many of the shopping part close completely for few months or may be all most a year. So, owner of those shops or companies or businesses, if they have insurance, they can survive it otherwise they got total losses. So similarly, the company have subsidiaries in many countries. Look into this, because **COVID-19** now is global event and it will be called long **COVID-19** not short term **COVID-19**, so impact will be with us.

Another question comes to page 76, key audit message. Has the company having slow moving inventories and the auditor did not able to see it beforehand. Can the company adopt or give appointment your auditor (**KPMG**) or the company can put another independent auditor approved by **SEC** to do but make sure audit means week-to-week, month-to-month, quarter-to-quarter so anything that will deviate not that lets the company guy reuse to the customers with some little discount but after passing one of the year and also let slow moving, it will become gradually dormant. This is the example how to reduce the losses.

Another question is coming to the loss of previous year. Does the company have double tax benefit? Does the company have tax shield enjoyed which is sparing? Getting this benefit by filing tax return of the current year so this will give the company effective net corporate tax will be reduced. Thank you

**Answer : Chairman, Mr. Yoichi Muramoto**

Now, we have not had plan to business continuity insurance. Secondly, regarding the slow moving of the Company, mostly it was for the part that our customer has asked the Company to keep as the spare part. If eventually, these spare parts could not be sent to the customer, the loss that the company will correct from the customers of the company because this the requirements of those customer.

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

**The Agenda 2**, to approve the financial statement of financial position and the statement of comprehensive income for the period ending September 30<sup>th</sup>, 2020, shareholders please mark either the "Agree", "Against", or "Abstain" box on the ballot, sign it.

The Company's staff will collect ballot of agenda 2 of shareholders only mark "Against", or "Abstain". Please put the ballot in the upper left corner or the top right corner of the table.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of **Agenda 2**.



**Vote result** : Vote Agenda 2 to approve the financial statement of financial position and the statement of comprehensive income for the period ending September 30<sup>th</sup>, 2020

<b>Approved</b>	67	Shareholders	Representing	17,738,345	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

**Remark** : There were 3 shareholders joining on this Agenda in the total of 1,301 shares (Total of 67 Persons present in person), the total of the Representative on this agenda was 17,738,345 vote or 84.8802% of the total trading shares Since there is no argument and the vote result are approval more than half shares of holding shareholders in the meeting, the meeting is considered to have a resolution approving in this agenda.

**Resolution** : The Meeting approved the financial statement of financial position and the statement of comprehensive income for the period ending September 30<sup>th</sup>, 2020 and to acknowledge the Company's operation results for the year 2020

**Agenda 3. To Consideration for approval of appointment of directors to replace the directors retiring by rotation**

For **Agenda 3**, it is considered a new appointment for the directors who retired by rotation. According to the Public Limited Companies Act and in accordance with the company's Memorandum of Association, The Directors, who are expiry of their term are 3 persons as follow ;

1. **Mr. Yoichi Muramoto**
2. **Mr. Shinichiro Yamamoto**
3. **Mrs. Wongtipa Bunnag**

The Company has opened for the shareholders to nominate the director's name via the Company's website since September last year but no nomination from the shareholders. Since the names of 3 directors were proposed to be re-elected. The company, therefore proposed to appoint 3 directors to be a new director. Details of 3 directors and **Mr. Yamamoto** are in the invitation letter for the AGM of the company.

After proposed, the Chairmen opened for questions or comments, shareholders should raise their hand.

Shareholders inform their name and meeting registration number. There were questions from shareholders as follows :

**Question : Mr. Basant Kumar Dugar, meeting registration no. 62**

I object three directors to be reappointed. After this **Mr. Shinichiro Yamamoto** is not having any other costs, I recommend that he should have **IOD** cost anything convenience time at the time of **Corona**. Is it okay? Other things in other training, I'd recommend to the **Mr. Yoichi Muramoto** in one good course of **IMD (Institute for Management Development, Lausanne in Switzerland)** on the course of business competitiveness. They also have one branch in **Singapore**. I would not suggest going to **Singapore**, go to the parent company because they will have more innovation and they are giving the ranking throughout the global 182 countries early so the company will get more attribute and enhance your company competitiveness.



## Enclosure 1

Regarding other remuneration, the company does not disclose who are the authorized directors. Can the company put on ethics? The company has not also disclosed the name of the directors putting ethics, the director employs in Japan will be or not be paid by position. I am interesting that Japan is Japan, Thailand is Thailand. The people who stay in Thailand should be paid cover the minimum cost of attending the meeting because cost cross border, not to think that the company does the work here and compensate in Japan. This is not a normal practice as well as transfer pricing regulations of Thailand and for us. How does the company know it in debt? So, countries where the company perform is better to compensate within the countries of the time or whatever time is imminent. This is my question. Because transfer pricing regulations are taking for **OECD**, Thailand adopted almost similar to that but some time some countries has stringent, sometime same house at least follow in good order to assist to the countries.

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you for the advices, we shall consider on the **IOD** as per your advice.

**Question : Ms. Ketsiri Pantura (Proxy from Thai Investors Association), meeting registration No. 39**

This Agenda is for the appointment of directors and for independent consideration, this should be approved by agenda, secondly, the dominations should not be sitting the meeting while the shareholders are voting, the candidates should be leave a meeting for the while, then the shareholders can be consider to choose the candidates freely.

**Answer : Chairman, Mr. Yoichi Muramoto**

We shall do as your suggestion, the director candidates shall leave the meeting room and for **Mr. Shinichiro Yamamoto** shall be offline, and **Mr. Ichiro Nishimura** will be the Chairman of the meeting instead. Director **Mr. Ichiro Nishimura** is requested to act as the Chairman of the meeting instead of **Mr. Yoichi Muramoto**. First, the company's staff will collect only the ballot "Against" and "Abstain" for the appointment of director **Mr. Yoichi Muramoto** to return to the position of Chairman of the Board of Director, Chairman of Corporate Governance and the new Chairman of the Remuneration Committee shall vote. Please put the ballot in the top left or right corner of the table as well.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of appointment of **Mr. Yoichi Muramoto**. After completely checking the vote count, the Chairman announced the vote result of appointment **Mr. Yoichi Muramoto** was as follows :

**Vote result** : Agenda 3.1 to consider and approve the appointment of directors to replace those retiring by rotation : **Mr. Yoichi Muramoto**

<b>Approved</b>	67	Shareholders	Representing	17,738,345	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

Since there is no argument and the vote result are approval more than half of holding shareholders in the meeting, the meeting is considered to have a resolution approving **Mr. Yoichi Muramoto** to re-appointed to the position of Chairman of the Board of Director, Chairman of Corporate Governance and the new Chairman of the Remuneration Committee for another term.

**Resolution** : The Meeting approved the appointment of directors to replace those who retired by rotation :

**Mr. Yoichi Muramoto** Next, the company officers will collect only the ballot for appointment of **Mr. Shinichiro Yamamoto** to be re-appointed as the director and Chairman of Risk Management Committee, the shareholder who case the vote "Against" or "Abstain" only, Please put the ballot in the top left or right corner of the table as well.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of appointment of **Mr. Shinichiro Yamamoto**.

After completely checking the vote count, the Chairman announced the vote result of appointment **Mr. Shinichiro Yamamoto** was as follows :

**Vote result** : Agenda 3.2 to consider and approve the appointment of directors to replace those retiring by rotation : **Mr. Shinichiro Yamamoto**

<b>Approved</b>	67	Shareholders	Representing	17,738,345	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-		Representing	-	vote	Equivalent to	-

Since there is no argument and the vote result are approval more than half of holding shareholders in the meeting, the meeting is considered to have a resolution approving **Mr. Shinichiro Yamamoto** to re-appointed to be a director and Chairman of Risk Management Committee for another term.

**Resolution** : The Meeting approved the appointment of directors to replace those who retired by rotation : **Mr. Shinichiro Yamamoto**

Finally, the company officers will go to collect only the voting card for appointment of **Mrs. Wongtipa Bunnag** to be accepted the position of Independence Director and Audit Committee Member, the shareholder who case the vote "Against" or "Abstain" only, Please put the ballot in the top left or right corner of the table as well.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of appointment of **Mrs. Wongtipa Bunnag**.

After completely checking the vote count, the Chairman announced the vote result of appointment **Mrs. Wongtipa Bunnag** was as follows :

**Vote result** : Agenda 3.3 to consider and approve the appointment of directors to replace those retiring by rotation : **Mrs. Wongtipa Bunnag**

<b>Approved</b>	67	Shareholders	Representing	17,738,345	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

Since there is no argument and the vote result are approval more than half of holding shareholders in the meeting, the meeting is considered to have a resolution approving **Mrs. Wongtipa Bunnag** to re-appointed to be Independence Director and Audit Committee Member.



**Resolution :** The Meeting approved the appointment of directors to replace those who retired by rotation :

**Mrs. Wongtipa Bunnag**

Director **Mr. Ichiro Nishimura** said at the shareholders' meeting that for the fourth agenda,

**Mr. Yoichi Muramoto** would be invited to return to take over as the chairman of the meeting.

**Agenda 4. To approve the determination of fees and remuneration of Directors for the year 2021**

The Chairman said in the meeting to consider certifying the determination of the remuneration of the director. Directors' remuneration is a topic that must be approved by the AGM. Therefore, the company proposed to pay remuneration only for independent directors, when considering various factors, the proposal therefore to be paid in equal to last year without changes 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	/ month
3. Remuneration for the Audit Committee,	10,000.00 Baht	/person/month

After proposed, the Chairmen opened for questions or comments, shareholders should raise their hand.

**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

Congratulations for your appointment and coming on **Agenda number 4**, Speaking the company Executive directors of putting Estrict of those names' Executive directors for the Estrict. Just putting Estrict is not enough, the company has to disclose the name.

That is one thing. Another thing is that the company is having meeting allowance, other than **Switzerland** only has 6-month leave is very low. I suggest the company one thing of variable nature. This idea is taken from Fortune 500 companies of the world. Any new cost the company incurred in the future enhance more variable cost and reduce fixed cost like any calamity in the world, it may come it may be liquidated, it may be sudden, difficult to manage. But when the company has the variable cost, variable sales to manage, your variable cost may also decline but in case sales with multiple your cost can be variable to that. So, we like that, the company should get one other remuneration about 1% of your net profit (gross). I am using the word "gross" so that the company bring faster money to the company then the company incurred the cost. So, this is the incentive motivation given to the imminent directors on the Board to executives more bring more profit. This is growth-oriented incentive. This is coming from Fortune 500 where taught. If the company can include this will be very good. In future, thing may be enhancing more. This is the lowest point of the economy now. It will be boost back or any kind of recovery is imminent. So, the company will be getting benefit. This is my question to the company, please consider.

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you and acknowledged comment for consideration.

**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

In case of other benefits, I've just taking the demographic of **Thailand** and also the demographic of **Japan**. People are advance as **Korean** is. Their valuable experience we can have more number of years. So, I present to the company. Longevity package to company that offering now, Bamrungraj Hospital Intl and also AIA, the company can consider which is most convenience to the company. I have my experience and my senior experience from Vital life of Bamrungraj, I suggest that fixed remuneration but give them benefits so that working hours, their health will be giving back to the company very soon. It has more cost but put in the fixed note so that one package for, this is enhance your useful life of the person who are executives in Japan who are executives in US who are executives in more so they can be living and contributing more to the company. I am elevating the company more this is most sincere and super most sincere feature of life now. All people sitting here, nobody can predict of what will happen tomorrow morning, who will be infected, who will be good. So, this life is invincible, very minor miniserries. So it is good that the company is having high human and I explicit to the government of Thailand recent news coming in multimedia that they are having human passports so please help vaccination of all senior people, give them free as remuneration and get human passports. The human passport will be provided by the government of Thailand. Please obtain it so the company can move freely among 10 subsidiary companies easily, the company can walk and move in region in a good way. Thank you.

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you and acknowledged comment for consideration.

As there was no question and comment from shareholders, the Chairman asked the meeting to vote on this Agenda The **Agenda 4**, to approve the determination of fees and remuneration of Directors for the year 2021, shareholders please mark either the "Agree", "Against", or "Abstain" box on the ballot, sign it.

The Company's staff will collect ballot of **Agenda 4** of shareholders only mark "Against", or "Abstain". Please put the ballot in the upper left corner or the top right corner of the table.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of **Agenda 4**.

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

**Vote result** : Vote **Agenda 4** to approve the determination of fees and remuneration of Directors for the year 2021

<b>Approved</b>	67	Shareholders	Representing	17,738,345	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

Since there is no argument and the number of votes more than two-thirds accordance to Section 90 of the Public Limited Company Act, it is considered that the meeting has approved in this agenda.

**Resolution** : The Meeting approved the determination of fees and remuneration of Directors for the year 2021



**Agenda 5. To approve the distribution of profit and declaration of dividend**

The chairman informed the meeting that the unappropriated retained earnings as of 30<sup>th</sup> September 2020 after paying dividends in February 2020 in the amount of 3,452 million baht (3,452,489,529 baht). Profit and loss for the year 2020 recorded gain of 261 million baht (261,592,011 baht). Therefore, the unappropriated profit at the end of the year 2020 is 3,714 million baht (3,714,081,540 baht) as a legal reserve Fund that currently has been achieved cumulative balance of 10% of the registered capital, according to the royal act Companies. Therefore, there is no need to add more accumulated earnings.

Determining the distribution of dividends is an important topic for all shareholders. Therefore, in the Board of Directors' meeting, has been considered carefully to propose to pay the dividend for the year 2020 in the amount of 10.00 baht per 1 share. Thus, the total amount of dividends that must be paid is 209 million baht (208,981,000 baht), resulting in the unappropriated retained earnings carried forward in the next year in the amount of 3,505 million baht (3,505,100,540 baht).

Refer to the invitation letter stated that the shareholders who, will receive dividends payment, are all shareholders whose names are in the shareholder register as of 12<sup>th</sup> February 2021. However, after sending out the invitation letter, there was the announcement that 12<sup>th</sup> February 2021 is the Public Holiday, then the date shall be 11<sup>th</sup> February 2021 instead.

Who, will receive dividends payment, are all shareholders whose names are in the shareholder register as of 11<sup>th</sup> February 2021. for the dividend payment date is set on the date of 25<sup>th</sup> February 2021. Both proposals are to be considered together in this meeting The Chairmen opened for questions or comments, there were questions from shareholders as follows :

**Question : Ms. Ketsiri Pantura (Proxy from Thai Investors Association), meeting registration No. 39**

Refer to Dividend paid by the company on the same level every year and also refer to the invitation letter on the page no.4 which presents table that compared the historical of the Company's dividend paid on year 2018, 2019, and 2020. On 2019, the Company paid the dividend to the shareholder at 10 baht even though there was loss on 2019 and on 2020, the company had the profit 260 Million baht and the Company paid the dividend at 10 baht. Could the company please advise us what the plan is on your mine?

**Answer : Director, Mr. Ichiro Nishimura**

Management has put emphasis on this issue. In addition to the importance of all shareholders the company also must look at the future in the company's operations. The shareholder asked that in the year 2019 that the company had a loss, there was a dividend payment of 10 baht, in the year 2020, there was a profit, it paid 10 baht. There are two big investments.

The first is a matter of the second factory section. In a nearby place that the company used to rent but now the company has purchased about 10 rai there, and the second investment is that, as the company has already explained, in part of the **EPSON** printer business. which it has expanded a lot. The company has received a lot of employees. Then the company's cafeteria is a temporary canteen. The company had to construct a new cafeteria to accommodate the number of employees. There is a warehouse construction for parts and the issue of keeping these lockers, here we need additional construction with an area of approximately 18,000 square meters, both of which are total investment. The company will need an investment of about 500 million baht. According to this review, the Board of Director thereby considered paying a dividend of 10 baht for this year.



**Question : Ms. Ketsiri Pantura (Proxy from Thai Investors Association), meeting registration No. 39**

I have a question on the Retained Earning, the free cash flow 3,505 million baht, I think the company should find solution to make it worth to every single penny of the investors. However, if the company does not pay additional dividends. Then the company argues that the money is invested further the shareholders agreed. But if the accumulated profit amount is still placed, shareholder would the company like to know a plan to manage the 3,505 million baht to create the best value for money?

**Answer : Director, Mr. Ichiro Nishimura**

Our company is the Manufacturing company, our sale is not stable because some time the customer suddenly cancels the order by whatever the reasons and this will affect to our sale directly. Therefore, for stability and confidence that if it happens to the company, if it has been affected by this customer. The company also has funds that will come to circulate that will be spent on the operation of the company. Therefore, the company needs to keep the accumulated profit here to accommodate what might be unexpected in the event of fluctuations in sales and orders that the company receives from customers.

**Question : Ms. Ketsiri Pantura (Proxy from Thai Investors Association), meeting registration No. 39**

Thank you for the clarifications, I agree with the Company to have a backup plan. However, the amount 3,505 Million baht is a lot of the proceeds that Company should invest to get more benefit, I will leave this to the company for consideration, and again I appreciated that the director for taking care on the benefit of the shareholder.

Refer to the Page 87 of the Statement of Cash flows and I have found that the Company do the great job on the cash flow from the operation activities, appreciated it, still there is the cash used from the cash flow from financing activities, the financial cost around 4 million baht, kindly advise the detail of this item? Why that company still has the financing cost while the company has the free cash around 3,505 million baht. This is what I would like the Company to consider for investing of 3,505 million baht, this may not be answered by today, there was the cost of financing that mean the company has to find the source of fund from the outside while there was the free cash around 3,505 million baht. What is 1% of the 3,505 million baht is should be the result that the direct to manage on this which will be the plan for the next year.

**Answer : Director, Mr. Ichiro Nishimura**

The direct will be considered on your suggestion. However, now the interest rate is quite low, so it seems hard to manage this to get the highest benefit, still the director will find the solution to deal with this.

**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

I appreciated to **KPMG** to make creative accounting from beginning to end. Many disclosures are not apparently none to us. What is not that is, page number 4 of your unnoticed dividend. Most of the noticing giving grossing of the dividend in the hand of the Thai shareholders that is totally silent, not include people here. A notice is coming further to me to know from **KPMG** that the company deceptive tax is good I congratulate 11% instead of 20%. What will be the grossing up 20% or 11%? Because our goal from your company is net of 11%. The company has revenue court most of the time having this preamble that whatever the company goes out, credit should be given to the shareholders, not to pay double taxation. So please clarify on this.

Page number 4, the company has silent, but the company has put the note that cover in context of 20%, right. Effective tax rate on page 110 in annual report is 11% in this year after compensating previous loss. So, what will be the grossing up, the company is silent putting it here, but we would like to know what the credit in the hand of the shareholders is.

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you and acknowledged comment for consideration.



**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

Grossing up credit. Whatever tax rate company is having, when the company declare dividend. In case of individual tax rate, they are grossing up then they pay dividend individual as progressive tax rate, this is idea. In your company case, effective tax rate is 11% instead of 20%. Congratulation for getting lower corporate effective tax rate but what will be deduct credit because you did not enumerate this is a not what will integrate in a hand of auditor. Do You have better experience with **Baker & McKenzie**? So please elaborate it a little more. What will be the deduct tax rate? I will be repeat again.

**Answer : Mrs. Siripen from KPMG Phoomchai Audit Limited**

(Mrs. Siripen gave the clarification directly that the effective corporate tax rate is 20% to **Mr. Basant Kumar Dugar**) As there was no question and comment from shareholders, the Chairman asked the meeting to vote on this Agenda

The **Agenda 5**, to approve the distribution of profit and declaration of dividend, shareholders please mark either the "Agree", "Against", or "Abstain" box on the ballot, sign it.

The Company's staff will collect ballot of agenda 5 of shareholders only mark "Against", or "Abstain". Please put the ballot in the upper left corner or the top right corner of the table.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of **Agenda 5**.

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

**Vote result : Vote Agenda 5 to approve the distribution of profit and declaration of dividend**

<b>Approved</b>	66	Shareholders	Representing	17,738,245	vote	Equivalent to	99.9994
<b>Disapproved</b>	1	Shareholders	Representing	100	vote	Equivalent to	0.00006
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

Since there is no argument and the vote result are approval more than half of holding shareholders in the meeting, the meeting is considered to have a resolution approving in this agenda.

**Resolution : The Meeting approved Agenda 5 the distribution of profit and declaration of dividend**

**Agenda 6. To approve the appointment of the Company's auditor**

The chairman mentioned about agenda 6, the consideration of nominated auditors and the auditor's remuneration for the fiscal year 2021. In the selection of the auditor company for the fiscal year 2021, from the comparison of many auditing companies of the audit committee was recommendation to select **KPMG Phoomchai Audit Limited**, which has a lot of experience in auditing and well understanding the accounting and tax system related to the manufacturing industry. In addition, advice and guidance from **KPMG** is essential for improving the company's accounting standards and the audit fees are not very expensive when compared to other companies. Being the same auditor as in the previous year, 3 persons as follows

**Mrs. Siripen Sukcharoenyingyong** (Certified Public Accountant Registration No. 3636)  
**Mr. Vairoj Jindamaneepitak** (Certified Public Accountant Registration No. 3565)  
**Mr. Yoothapong Soontalinka** (Certified Public Accountant Registration No. 10604)



The details about the three auditors are provided in the invitation letter of the annual general meeting of shareholders of the Company.

According to the auditor's remuneration for the fiscal year 2021, the company proposed the same remuneration as the previous year. For **Muramoto Electron (Thailand) Public Company Limited** remuneration of 3,200,000 baht and **SIMA Technology Co., Ltd.** remuneration of 1,100,000 baht, total fees are 4,300,000 baht, which reduced 350,000 baht from the previous year

Therefore, the company considers it appropriate to be nominated all 3 auditors and remuneration for all shareholders' consideration.

The Chairmen opened for questions or comments, there were questions from shareholders as follows :

**Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

This is on **Agenda 6**, audit fees. The company is having zero fee proposed for 2021 but your **BOI** subsidiaries is continue for 8 years. Can the company explain when this is expiring on **BOI** subsidiaries? This is the one the company sent.

Second question is that not non-audit fee depends on number of **BOI** certificate each year. Number of audits **BOI** certificates do not differ numbers. Numbers differ only four quarters and how much is the fee for each quarter.

And number 3 is suggestion to the company. How to be effective audit fee the company use in **Asian**. Whether **KPMG** I look into profile of three auditors. None is having **Asian CPA**. **Asian CPA** is under **AEC Asian** economic communities and they can contact work or relative works among **Asian**. The company has present is in **Asian** so the same auditor can do the work and know to increase or decrease the fee. So, this is the most effective way because the understand of same auditor of business operation and everything- so I would like to know why **KPMG** auditors who signing (**Khun Siripen** and the other one) can also hold the **Asian CPA** licenses. This will help to us to do not to appoint another person who is holding **Asian CPA** licenses.

Another question comes to here is. Why the audit committee is asking question to the audit committee on page number 37. Audit committee has appointed **Mrs. Darunee Chang** to head internal audit department. Is this part of **KPMG** or staff of the company. Just elaborate more to know if they hold **CPA** license or not. Something more about the cross-country capability of this staff who is doing internal control and audit.

**Answer : Chairman, Mr. Yoichi Muramoto**

Regarding to the question of the non-Audit fee of **SIMA**, a subsidiary company, there were the Audit Fee that related with the **BOI** licenses which **SIMA** had this Audit Fee until previous year. Currently, the **BOI** licenses have been expired. So, there was no non-Audit fee occurred on this year

Regarding to the question of **Mrs. Darunee Chang**, on the page 37, stated that **Mrs. Darunee Chang** is the company's staff under the Internal Audit Department, which is report directly to the Chairman of the company, that has the responsibility to audit the internal department of the company as the Company's annual plan.

As there was no question and comment from shareholders, The Chairman asked the meeting to vote on **Agenda 6**.

On **Agenda 6**, to approve the appointment of the Company's auditor and determination of his/her remuneration, shareholders please mark either the "Agree", "Against", or "Abstain" box on the ballot, sign it.

The Company's staff will collect ballot of agenda 5 of shareholders only mark "Against", or "Abstain". Please put the ballot in the upper left corner or the top right corner of the table.

(The Company's staff collect ballot and take to **Khun Vipavee of KPMG**), the Chairman said for **Khun Vipavee** please case voting ballot of **Agenda 5**.

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



## Enclosure 1

**Vote result** : Vote **Agenda 6** to approve the appointment of the Company's auditor and determination of his/her remuneration

<b>Approved</b>	67	Shareholders	Representing	17,738,345	vote	Equivalent to	100.0000
<b>Disapproved</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Abstain</b>	-	Shareholders	Representing	-	vote	Equivalent to	-
<b>Voided Ballot</b>	-	Shareholders	Representing	-	vote	Equivalent to	-

Since there is no argument and the vote result are approval more than half of holding shareholders in the meeting, the meeting is considered to have a resolution approving in this agenda.

**Resolution** : The Meeting approved **Agenda 6** of the appointment of the Company's auditor and determination of his/her remuneration

### **Agenda 7. Other Business (If any)**

The chairman of the meeting said that the company has opened for shareholders to nominate the agenda on the company website since September last year. However, there was no proposal from shareholders. Is there an agenda related to the administration that will be proposed? If yes, please raise your hand.

#### **Question : Mr. Basant Kumar Dugar, meeting registration No. 62**

First of all, I admire to the company. Your company is having market cap higher than enterprise value (EV). Enterprise value is the value when some company is under market acquisition or is about to be bought to buyout to outside company, so market cap is highly admirable, I am appreciated with confident of investors in you is highly elevating every year. So, this is excerpt from Setsmart today morning on the first page. This is the best presentation of your company. Thank you.

Another thing I would recurse to you, please introduce vegetarian food for **Asia** holders, give some choices like **SCC, SCB, BBL** and Kasikorn they are giving because religion to follow is very important. If the company give to **Muslim** a pork, he will not like it. If the company give to Hindu a beef, he will not be liking it. So, the company put in a focus not to changing I say the company can change to other things but the company remove it not as flexible as I speak in the meeting.

Number 2, Please provide during Japanese, because economy of the world having translation device that three languages multiple like this, **Japanese, Thai and English**. This will save the time of imminent officer here and all the people will listen the language that we are not able to catch the company in a single word so this is the way translate instantly the company will updated.

Number 3. Regarding your internal audit, I give special questions to the company. As for example, company from **Bombay** parts for **Hyderabad company**, the biggest wisdom gives to the top most of the list of **India** is that rotation of level and division of level. If the company do this, the company can control even sitting in Japan through the terminal or many things. When the company has one person in internal audit not explicitly have more than one person and also rotate the work, the company is having staff multitasking person so the one person can know the work of two staff or three staff where compensate and save to the company. Another division is forgetting the auditor roles, 5 years and 5 years, upper two, first two auditors 5 years experiences but regulations they will do the work on a 6th year or not.

Number 2, the first two auditors are having **Master degree**. The total degree they are having the number of their **CPA** certificates is a very new one. As for the traditional accounting profession in Thailand, the pricing of the auditors or the partners or the director executives, they are putting their fringes according to the **CPA** degree or the number of hours, number of year experiences they have Therefore, signing auditors now is sit on higher trust because they are senior among them, respect to them. But what will be the coming year to be seen by the audit committee in that.

This I have completed and wish you for success in the year to come. Thank you

**Answer : Chairman, Mr. Yoichi Muramoto**

Thank you and acknowledged comment.

As no one proposed other matters for consideration.

The Chairman mentioned to close today the Annual General meeting of Shareholders year 2021. The company would like to thank all shareholders for taking the time to attend the meeting today and sincerely hope to receive further support and suggestions beneficial to the Company in the future. The Chairman then declared to close the Annual General Meeting,

**The meeting closed at 16:55 hrs.**



(Signed)

(Mr.Yoichi Muramoto)  
The Chairman of the meeting



## Brief Profile and Background of Directors Proposed

### ① MR. ICHIRO NISHIMURA

Position : Director



Nationality	Age	Resume																		
Japanese	60	<p><b>Position for election</b> : Director</p> <p><b>Director type</b> : Re-appointment from a retired director</p> <p><b>Committee recommended</b> : Board of Director Board of Executives Good Corporate Governance Committee Nomination Committee Remuneration Committee Risk Management Committee</p> <p><b>Education</b> : Bachelor of Business Administration, Meiji University, Japan. Business Administration, University of Leicester, The United Kingdom</p> <p><b>Date of first appointment</b> : 14<sup>th</sup> May, 2014</p> <p><b>Number of years as the director</b> : 7 years 7 months</p> <p><b>Number of terms as the director</b> : 3 terms</p> <p><b>Experience :</b></p> <table border="0"> <tr> <td><b>2014 - Present</b></td> <td>Director of Muramoto Electron (Thailand) Public Company Limited.</td> </tr> <tr> <td><b>2012 - Present</b></td> <td>General Manager in Administration Division on Muramoto Electron (Thailand) Public Company Limited.</td> </tr> <tr> <td><b>1999 - 2002</b></td> <td>Senior Administrative Manager of Sato Kogyo Co., Ltd., (Singapore Branch)</td> </tr> </table> <p><b>IOD Training Course</b>      <b>2020</b> : Director Accreditation Program (DAP)</p> <p><b>Number of shareholding as of 30 September 2021</b> : None (0%)</p> <p><b>Including shareholding by spouse and/or non-adult child.</b></p> <p><b>Meeting attendance in 2021 :</b></p> <table border="0"> <tr> <td>Board of Directors</td> <td>Meeting 4 of 4 times (100%)</td> </tr> <tr> <td>Board of Executives</td> <td>Meeting 12 of 12 times (100%)</td> </tr> <tr> <td>Good Corporate Governance Committee</td> <td>Meeting 2 of 2 times (100%)</td> </tr> <tr> <td>Nomination Committee</td> <td>Meeting 2 of 2 times (100%)</td> </tr> <tr> <td>Remuneration Committee</td> <td>Meeting 2 of 2 times (100%)</td> </tr> <tr> <td>Risk Management Committee</td> <td>Meeting 1 of 1 times (100%)</td> </tr> </table> <p><b>Take the position in other listed companies</b> : None</p> <p><b>Take the position in other non-listed companies</b> : None</p> <p><b>Take the position as the director or management in other companies that could lead to potential conflict of interest or compete the business with the Company</b> : None</p> <p><b>Nomination process</b> : The Board of Directors has considered the appointment of Mr. Ichiro Nishimura to serve as director through the screening processes of the Nomination Committee, without attendance of Mr. Ichiro Nishimura himself, which has considered his qualification, experience, and performance. The Nomination Committee has validated to ensure that he is able to perform appropriately for business of the Company.</p>	<b>2014 - Present</b>	Director of Muramoto Electron (Thailand) Public Company Limited.	<b>2012 - Present</b>	General Manager in Administration Division on Muramoto Electron (Thailand) Public Company Limited.	<b>1999 - 2002</b>	Senior Administrative Manager of Sato Kogyo Co., Ltd., (Singapore Branch)	Board of Directors	Meeting 4 of 4 times (100%)	Board of Executives	Meeting 12 of 12 times (100%)	Good Corporate Governance Committee	Meeting 2 of 2 times (100%)	Nomination Committee	Meeting 2 of 2 times (100%)	Remuneration Committee	Meeting 2 of 2 times (100%)	Risk Management Committee	Meeting 1 of 1 times (100%)
<b>2014 - Present</b>	Director of Muramoto Electron (Thailand) Public Company Limited.																			
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Remuneration Committee	Meeting 2 of 2 times (100%)																			
Risk Management Committee	Meeting 1 of 1 times (100%)																			

## Brief Profile and Background of Directors Proposed

### ② MR. WANCHAI UMPUNGART

Position : Independent Director



Nationality	Age	Resume
Thai	74	<p><b>Position for election</b> : Independent Director</p> <p><b>Director type</b> : Re-appointment from a retired director</p> <p><b>Committee recommended</b> : Board of Directors (Independent) Chairman of Audit Committee Good Corporate Governance Committee Chairman of Nomination Committee</p> <p><b>Education</b> : Faculty of Commerce and Accountancy, <b>Chulalongkorn University</b> Sasin Graduate Institute of Business Administration, <b>Chulalongkorn University</b></p> <p><b>Date of first appointment</b> : 13<sup>th</sup> September 2002</p> <p><b>Number of years as the director</b> : 19 years 3 months (over 9 years)</p> <p><b>Number of terms as the director</b> : 7 terms</p> <p><b>Experience</b> :     <b>2002 - Present</b>   Independent Director and Chairman of Audit Committee of <b>Muramoto Electron (Thailand) Public Company Limited. (METCO)</b></p> <p>  <b>Present</b>       Chairman of the Board, Independent Director and Chairman of the Audit Committee of <b>Lohakit Metal Public Company Limited.</b></p> <p>  <b>Present</b>       Independent Director and Audit Committee of <b>O.C.C. Public Company Limited.</b></p> <p><b>IOD Training Course</b> :     <b>2005</b>     Director Accreditation Program (DAP-35)   <b>2008</b>     Directors Certification Program (DCP-102)</p> <p><b>Number of shareholding as of 30 September 2021</b> : None (0%)</p> <p><b>Including shareholding by spouse and/or non-adult child.</b></p> <p><b>Meeting attendance in 2021 :</b></p> <p>                                  Board of Directors   Meeting 4 of 4 times (100%)</p> <p>                                  Audit Committee   Meeting 4 of 4 times (100%)</p> <p>                                  Good Corporate Governance Committee             Meeting 2 of 2 times (100%)</p> <p>                                  Nomination Committee   Meeting 2 of 2 times (100%)</p> <p><b>Take the position in other listed companies :</b></p> <ul style="list-style-type: none"> <li>• Chairman of the Board, Independent Director and Chairman of the Audit Committee of <b>Lohakit Metal Public Company Limited.</b></li> <li>• Independent Director and Audit Committee of <b>OCC Public Company Limited</b></li> </ul> <p><b>Take the position in other non-listed companies</b> : None</p> <p><b>Take the position as the director or management in other companies that could lead to potential conflict of interest or compete the business with the Company</b> : None</p> <p><b>Nomination process</b> : The Board of Directors has considered the appointment of <b>Mr.Wanchai Umpungart</b> to serve as an independent director through the screening processes of the Nomination Committee, without attendance of <b>Mr.Wanchai Umpungart</b> himself, which has considered his qualification, experience, and performance. The Nomination Committee has validated to ensure that he is able to provide opinions independently and comply with the related laws and regulations.</p> <p><b>Note</b> : <i>The Board of Directors has Considered independency of a re-election candidate of the Independent Director who has already served more than 9 years and has confirmed that he meets the qualification of Independent Director before the proposal.</i></p>



## Brief Profile of Auditors KPMG Phoomchai Audit Ltd.

### ① MS. SUJITRA MASENA

Position : Audit partner, CPA (Thailand) Number 8645



Nationality	Age	Resume
Thai	43	<p><b>Experience years of auditing</b> : 20 years</p> <p><b>The Experience of the company and its subsidiaries' auditor</b> : None (She has never signed for the company and its subsidiary)</p> <p><b>Education</b> : Bachelor's degree of Accounting, Thammasat University</p> <p><b>Professional Experience</b> : Member, Federation of Accounting Professions of Thailand Certified Public Accounting, Federation of Accounting Professions of Thailand Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</p> <p><b>Relationship and conflict of interest with the Company, subsidiaries, management, major shareholders of any related person</b> : No relationship or conflict of interest with the Company and its subsidiaries including directors and major shareholders</p> <p><b>Number of Shareholding as of 30<sup>th</sup> September, 2021</b> : 0 share (0%)</p> <p><b>Contact information</b> : KPMG Phoomchai Audit Ltd. 50<sup>th</sup> Floors, Empire Tower 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, Thailand Tel. +(66) 2 677 2000 Fax. +(66) 2 677 2222</p>

**Brief Profile of Auditors  
KPMG Phoomchai Audit Ltd.**

② **MRS. SIRIPEN SUKCHAROENYINGYONG**

Position : Audit partner, CPA (Thailand) Number 3636



Nationality	Age	Resume
Thai	57	<p><b>Experience years of auditing</b> : 36 years</p> <p><b>The Experience of the company and its subsidiaries' auditor</b>                      : 2016-2021 (6 years) <b>The Company (METCO)</b>                      2016-2021 (6 years) <b>Sima Technology Co.,Ltd. (SIMA)</b> (Subsidiaries)</p> <p><b>Education</b> : Master's degree of Accounting, <b>Thammasat University</b></p> <p><b>Professional Experience</b>                      : Member, Federation of Accounting Professions of <b>Thailand</b>                      Certified Public Accounting, Federation of Accounting Professions of <b>Thailand</b>                      Auditor approved by of the Securities and Exchange Commission (SEC) office, <b>Thailand</b></p> <p><b>Relationship and conflict of interest with the Company, subsidiaries, management, major shareholders of any related person</b>                      : No relationship or conflict of interest with the Company and its subsidiaries including directors and major shareholders</p> <p><b>Number of Shareholding as of 30<sup>th</sup> September, 2021</b> : 0 share (0%)</p> <p><b>Contact information</b>                      : <b>KPMG Phoomchai Audit Ltd.</b>                      50<sup>th</sup> Floors, Empire Tower 1 South Sathorn Road,                      Yannawa, Sathorn, Bangkok 10120, Thailand                      Tel. +(66) 2 677 2000                      Fax. +(66) 2 677 2222</p>



## Brief Profile of Auditors KPMG Phoomchai Audit Ltd.

### ③ MR. VAIROJ JINDAMANEEPITAK

Position : Audit partner, CPA (Thailand) Number 3565



Nationality	Age	Resume
Thai	60	<p><b>Experience years of auditing</b> : 37 years</p> <p><b>The Experience of the company and its subsidiaries 'auditor</b>            : 2006-2010 (5 years) <b>The Company (METCO)</b>            2006-2010 (5 years) <b>Sima Technology Co.,Ltd. (SIMA)</b> (Subsidiaries)</p> <p><b>Education</b> : Master's degree of Accounting, <b>Thammasat University</b></p> <p><b>Professional Experience</b>            : Member, Federation of Accounting Professions of <b>Thailand</b>            Certified Public Accounting, Federation of Accounting Professions of <b>Thailand</b>            Auditor approved by of the Securities and Exchange Commission (SEC) office, <b>Thailand</b></p> <p><b>Relationship and conflict of interest with the Company, subsidiaries, management, major shareholders of any related person</b>            : No relationship or conflict of interest with the Company and its subsidiaries including directors and major shareholders</p> <p><b>Number of Shareholding as of 30<sup>th</sup> September, 2021</b> : 0 share (0%)</p> <p><b>Contact information</b>            : <b>KPMG Phoomchai Audit Ltd.</b>            50<sup>th</sup> Floors, Empire Tower 1 South Sathorn Road,            Yannawa, Sathorn, Bangkok 10120, Thailand            Tel. +(66) 2 677 2000            Fax. +(66) 2 677 2222</p>

## Articles of Association Concerning General Meeting of Shareholders

### Division 4 Shareholders' Meetings

31. The general shareholder's meeting of the Company shall be held in the area where the registered office of the Company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.

32. A shareholders' meeting shall be held at least once. This meeting shall be called "Ordinary General Meeting". The general meeting shall be held within four months from the end of accounting period of the Company.

Any other shareholders' meeting shall be called "Extraordinary General Meeting".

The Board of Directors may summon an extraordinary general meeting whenever they think fit or the shareholders holding not less than one-fifth of total shares sold or shareholders of at least twenty five persons, holding not less than one-tenth of total shares sold, request in writing an extraordinary general meeting to the Board of Directors. The requisition must clearly specify the object for which the meeting is required to be summoned. The Board of Directors shall hold the meeting within 1 month from the date of receiving such request.

33. In summoning a shareholders' meeting, the Board of Directors shall prepare the notice of a meeting indicating the place, date, time, agenda and matters to proposed to the meeting together with appropriate details by clearly specified that such matter is for acknowledgement, for approval, for consideration as well as comments of the Board of Directors and send them to the shareholders and Registrar not less than 7 days prior to the meeting date.

Such notice must also be published in a newspaper for 3 consecutive days at least 3 days prior to the meeting date.

34. In a shareholders' meeting, there must be shareholders or proxies (if any) at least 25 shareholders or one-half of the total shareholders holding not less than one-third of the total shares sold attending the meeting in order to constitute a quorum.

If within an hour from the time appointed for the shareholder's meeting the quorum prescribed by the first paragraph is not constituted, the meeting, if summoned upon the requisition of shareholders shall be dissolved. If such meeting has not been summoned by the shareholders' requisition, another meeting shall be summoned and the notice of the meeting shall be sent to the shareholders at least 7 days prior to the meeting date. At such meeting no quorum shall be necessary.

35. In any shareholders' meeting, any shareholder is entitled to appoint a proxy (sui juris person) to represent him at the meeting and having the right to vote.

The instrument appointing a proxy shall be in written, having a signature of the proxy in accordance with forms prescribed by the Public Company's Registrar, and at least, shall have the following particulars :

- a. the amount of shares held by such shareholder ;
- b. the name of proxy ;
- c. the meeting which the proxy is appointed to attend and vote. The instrument appointing a proxy must be submitted to the Chairman or his assignee prior to the proxy attending the meeting.



## Enclosure 5

36. If the meeting cannot be concluded the consideration of the matters according to the sequence of the agenda or the matters raised by the shareholders holding shares amounting to not less than one-third of the total number of shares sold and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than 7 days prior to the date of the meeting deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.
37. In the shareholders' meeting, the Chairman of the Board of Directors shall be the chairman of the meeting. In the event the Chairman is not present or cannot perform his duty, and if there is a vice-chairman, the vice-chairman shall act as chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
38. In every shareholders' meeting, all shareholders have one vote for each share.  
A Shareholder who has in a resolution a special interest cannot vote on such resolution, except for the appointment of Directors.

A resolution of any shareholders' meeting shall be passed by a majority votes of all the shareholders attending the meeting and having the right to vote, except in the following cases, a resolution of not less than three-fourth of votes of the shareholders attending the meeting and having the right to vote is required ;

- (a) selling or transferring the Company's business whether in whole or substantial part to any other person ;
  - (b) purchasing or accepting the transfer of the business of any other public or private company ;
  - (c) making amending or terminating of any agreement, in whole or in substantial part, concerning the lease of the business of the Company ; whether assigning any person to manage the Company's business, or merging the Company's business with other persons for the purpose of profit and loss sharing.
39. The business to be transacted at the general meeting shall be as follows :
- (1) To consider the report of the Board of Directors regarding the Company's Business in the previous year ;
  - (2) To consider and approve the financial statement ;
  - (3) To consider the appropriation of profit ;
  - (4) To elect the directors replacing those retired by rotation ;
  - (5) To appoint an auditor ;
  - (6) To consider any other business.

## Proxy Form (Form A.)

Made at .....

Date ..... Month ..... Year .....

I/ We ..... Nationality .....

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

Being a shareholder of **Muramoto Electron (Thailand) Public Company Limited**,  
holding ..... shares in total.

I/ We wish to appoint :

(1) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(2) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(3) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

Only one of the above person to be my/our proxy to attend and vote on my/our behalf at the annual general meeting of shareholder's No. 1/2022 to be held on January 28<sup>th</sup>, 2022 at 14.00 pm. with live broadcast from **Sheraton Grande Sukhumvit Hotel (250 Sukhumvit Road, Bangkok 10110, Thailand.)** via **Electronic Meeting (e-AGM)** or such other date, time and place as maybe adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects

Signed ..... Grantor

(.....)

*Affix 20 Baht duty stamp*

Signed ..... Proxy

(.....)

### Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. A shareholder may grant a proxy for all of its shares. Partial proxy, which less than total number of shares held by a shareholder, is prohibited.





**Proxy Form (Form B.)**

Made at .....

Date ..... Month ..... Year .....

(1) I/ We ..... Nationality .....

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(2) being a shareholder of **Muramoto Electron (Thailand) Public Company Limited**

Holding ..... shares in total, which are entitled to cast ..... votes as follows :

Ordinary shares : ..... share in total, which are entitled to cast ..... votes,

Preferred shares : ..... share in total, which are entitled to cast ..... votes

(3) I/ We wish to appoint :

(1) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(2) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(3) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

Only one of the above person to be my/our proxy to attend and vote on my/our behalf at the annual general meeting of shareholder's No. 1/2022 to be held on January 28<sup>th</sup>, 2022 at 14.00 pm. with live broadcast from **Sheraton Grande Sukhumvit Hotel (250 Sukhumvit Road, Bangkok 10110, Thailand.)** via **Electronic Meeting (e-AGM)** or such other date, time and place as maybe adjourned.

(4) I/ We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners :

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

**Agenda No.1** To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2021 held on January 28<sup>th</sup>, 2021

Approve

Disapprove

Abstain



Enclosure 6

- Agenda No.2** To approve the financial statement for the period ending September 30<sup>th</sup>, 2021  
 Approve                       Disapprove                       Abstain
- Agenda No.3** Election of Directors to replace those retiring by rotation
- Approve the appointment of all directors  
 Approve                       Disapprove                       Abstain
- Approve the appointment of the individual director as follows :
- 3.1 Approve the appointment of Mr. Ichiro Nishimura  
 Approve                       Disapprove                       Abstain
- 3.2 Approve the appointment of Mr. Wanchai Umpungart  
 Approve                       Disapprove                       Abstain
- Agenda No.4** Directors fee and remuneration  
 Approve                       Disapprove                       Abstain
- Agenda No.5** Profit allocation from performance of the year ended September 30<sup>th</sup>, 2021 and Dividend payment  
 Approve                       Disapprove                       Abstain
- Agenda No.6** Appointment of the Auditors and Determination of the Audit Fees  
 Approve                       Disapprove                       Abstain
- Agenda No.7** Others, if any  
 Approve                       Disapprove                       Abstain

(5) If the meeting considered of resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects

Signed ..... Grantor  
(.....)

*Affix 20 Baht duty stamp*

Signed ..... Proxy  
(.....)



**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. A shareholder may grant a proxy for all of its shares specified in clause (2) above. Partial proxy, which less than number of shares as specified in clause (2), is prohibited.
3. The agenda to elect directors may involve the entire board of directors or individual directors.
4. In the case where there are additional agendas to those specified above, the authorizing party may indicate his/ her intention in the appendix to this Proxy Form.



## Proxy Form (Form C.)

Made at .....

Date ..... Month ..... Year .....

(1) I/ We ..... Nationality .....

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

In the capacity of a custodian for .....

Who/ Which is a shareholder of **Muramoto Electron (Thailand) Public Company Limited**

Holding ..... shares in total, which are entitled to cast ..... votes as follows :

Ordinary shares : ..... share in total, which are entitled to cast ..... votes,

Preferred shares : ..... share in total, which are entitled to cast ..... votes

(2) I/ We wish to appoint :

(1) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(2) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

(3) ..... Age ..... years,

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

Only one of the above person to be my/our proxy to attend and vote on my/our behalf at the annual general meeting of shareholder's No. 1/2022 to be held on January 28<sup>th</sup>, 2022 at 14.00 pm. with live broadcast from **Sheraton Grande Sukhumvit Hotel (250 Sukhumvit Road, Bangkok 10110, Thailand.)** via **Electronic Meeting (e-AGM)** or such other date, time and place as maybe adjourned.

(3) I/ We authorise the proxy to attend this meeting and cast votes on this occasion as follows :

Authority is granted to the proxy for all shares with voting right that I/ We hold

Authority is granted to the proxy for certain shares :

..... ordinary shares, representing shares ..... votes

..... preferred shares, representing shares ..... votes

Total votes .....





Enclosure 6

(4) I/ We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners :

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions :

**Agenda No.1** To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2021 held on January 28<sup>th</sup>, 2021

Approve  Disapprove  Abstain

**Agenda No.2** To approve the financial statement for the period ending September 30<sup>th</sup>, 2021

Approve  Disapprove  Abstain

**Agenda No.3** Election of Directors to replace those retiring by rotation

Approve the appointment of all directors

Approve  Disapprove  Abstain

Approve the appointment of the individual director as follows :

3.1 Approve the appointment of Mr. Ichiro Nishimura

Approve  Disapprove  Abstain

3.2 Approve the appointment of Mr. Wanchai Umpungart

Approve  Disapprove  Abstain

**Agenda No.4** Directors fee and remuneration

Approve  Disapprove  Abstain

**Agenda No.5** Profit allocation from performance of the year ended September 30<sup>th</sup>, 2021 and Dividend payment

Approve  Disapprove  Abstain

**Agenda No.6** Appointment of the Auditors and Determination of the Audit Fees

Approve  Disapprove  Abstain

**Agenda No.7** Others, if any

Approve  Disapprove  Abstain

- (5) If the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects

Signed ..... Grantor  
(.....)

*Affix 20 Baht duty stamp*

Signed ..... Proxy  
(.....)

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**Remarks**

1. This Proxy Form C. is used in the case where the shareholder. Whose name appears in the registration, is an overseas investor with an appointed custodian in Thailand.
2. Documents required to be enclosed with this Proxy Form are as follows.
  - (1) A power of attorney issued by the shareholder, authorizing the custodian to execute the Proxy Form on their behalf.
  - (2) A letter confirming that the party executing the Proxy Form holds a custodian permit.
3. Shareholders must authorize only one proxy to attend the meeting and cast votes.  
It is not possible to distribute shares to multiple proxies for separate voting.
4. The agenda to elect directors may involve the entire board of directors or individual directors.
5. In the case where there are additional agendas to those specified above, the authorizing party may indicate his/her intention in the appendix to this Proxy Form.





## Attachment to Proxy Form

A proxy is granted by a shareholder of Muramoto Electron (Thailand) Public Company Limited.

For annual general meeting of shareholders No. 1/2022 to be held on January 28<sup>th</sup>, 2022 at 14.00 pm. with live broadcast from at **Sheraton Grande Sukhumvit (250 Sukhumvit Road, Bangkok 10110, Thailand.)** via **Electronic Meeting (e-AGM)** or such other date, time and place as maybe adjourned.

Agenda No. .... Subject : .....

- Approve
- Disapprove
- Abstain

Agenda No. .... Subject : .....

- Approve
- Disapprove
- Abstain

Agenda No. .... Subject : .....

- Approve
- Disapprove
- Abstain

We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed ..... Grantor

(.....)

Date ...../ ...../ .....




Signed ..... Proxy

(.....)

Date ...../ ...../ .....



## Details of Independent Directors (Proxy)

Name	Mr. Wanchai Umpungart	Mr. Nop Rojanavanich	Mrs. Wongtipa Bunnag
			
<b>Committee</b>	<ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Good Corporate Governance Committee</li> <li>• Chairman of Nomination Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Good Corporate Governance Committee</li> <li>• Nomination Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Good Corporate Governance Committee</li> <li>• Nomination Committee</li> </ul>
<b>Age</b>	74 years old	66 years old	38 years old
<b>Address</b>	886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao Bangkok 10230 Thailand	886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao Bangkok 10230 Thailand	886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao Bangkok 10230 Thailand
<b>Education</b>	<ul style="list-style-type: none"> <li>• <b>Sasin Graduate Institute</b> of Business Administration of Chulalongkorn University</li> <li>• <b>Faculty of Commerce and Accountancy</b> of Chulalongkorn University</li> </ul>	<ul style="list-style-type: none"> <li>• <b>Master of Engineering</b>, (Structural Engineering) West Virginia University, United State of America</li> <li>• <b>Master in Business Administration</b> (Executive MBA), Kasetsart University</li> <li>• <b>Bachelor of Engineering</b>, (Civil Engineering), Chulalongkorn University</li> </ul>	<ul style="list-style-type: none"> <li>• <b>LL.M. in International Commercial Law</b> University College London London, the United Kingdom</li> <li>• <b>LL.B. (Second-Class Honours)</b> Thammasat University</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>• <b>2002 - Present</b> : Independent Director of Muramoto Electron (Thailand) Public Company Limited</li> <li>• <b>Present</b> : Chairman of the Board, Independent Director and Chairman of the Audit Committee of Lohakit Metal Public Company Limited.</li> <li>• <b>Present</b> : Independent Director and Audit Committee of O.C.C. Public Company Limited.</li> </ul>	<ul style="list-style-type: none"> <li>• <b>2005 - Present</b> : Independent Director of Muramoto Electron (Thailand) Public Company Limited</li> <li>• <b>1997 - Present</b> : Executive Director, Chaophaya Terminal International Company Limited</li> <li>• <b>2015 - Present</b> : Advisor at Ministry of Foreign Affairs Kingdom of Thailand</li> <li>• <b>2016 - 2017</b> : Advisor to Chulabhorn Hospital</li> </ul>	<ul style="list-style-type: none"> <li>• <b>2018 - Present</b> : Independent Director of Muramoto Electron (Thailand) Public Company Limited</li> <li>• <b>2016 - Present</b> : Secretary, Audit Committee of METCO</li> <li>• <b>2021 - Present</b> : VP Legal Padaeng Industry Public Company Limited</li> <li>• <b>2020 - Present</b> : VP Legal Country Group Holdings Public Company Limited and Country Group Securities Public Company Limited</li> <li>• <b>2020 - 2021</b> : General Counsel Fujifilm (Thailand) Ltd.</li> <li>• <b>2019 - Present</b> : Board of Director of Than Tao Mahaprom Erawan Hotel</li> <li>• <b>2014 - 2020</b> : Legal Director Dusit Thani Public Company Limited</li> <li>• <b>2012 - 2014</b> : Lawyer-Baker &amp; McKenzie Ltd.</li> <li>• <b>2011 - 2012</b> : Legal Consultant-Pricewaterhouse Coopers Tax and legal Consultant Ltd.</li> <li>• <b>2008 - 2011</b> : Legal Consultant-Kelvin Chia (Thailand) Co., Ltd.</li> </ul>
<b>IOD Training Course</b>	2005 : Director Accreditation Program (DAP-35) 2008 : Directors Certification Program (DCP-102)	-	<ul style="list-style-type: none"> <li>• IOD : DCP 293/2020</li> <li>• PDPA Training</li> </ul>

**Take the position as the director or management in other companies that could lead to potential conflict of interest** : None for all Interest in AGM 2022 : All interested directors under the agenda on directors' remuneration. **Mr. Wanchai Umpungart** has interests in the Agenda Directors to replace the Directors retiring by rotation.(Conflict of Interest : None)



## Practice Guideline for e-AGM and the Appointment of Proxies

### 1. In case the shareholders attending the Annual General Meeting of Shareholders through Electronic Meeting by themselves

1.1 Please complete the registration form the Annual General Meeting of Shareholders via electronic meeting (e-AGM) (Enclosure 9) by requesting shareholders **clearly provide your e-mail and mobile phone number for using the meeting registration and attach a copy of identity documents to confirm the rights to attend the Annual General Meeting of Shareholders** via electronic meeting (e-AGM) as detailed below :

- **In case the individual shareholders attend the meeting in person**
  - It is required to present a Certified true copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders)
- **In case the juristic person by authorized representative of that juristic person attend the meeting in person**
  - Power of Attorney or Proxy form and its supplement. Please see details in the topic " Proxy form" in the next page

After completing and signing the proxy form for e-AGM, please return it together with identification documents (Please see details in the below topic "Identification documents") to the Company by 20<sup>th</sup> January 2022 via the following channels :

- **Via e-mail** : [ir@metco.co.th](mailto:ir@metco.co.th) or
- **Via Registered Mail** : Corporate Secretary  
**Muramoto Electron (Thailand) Public Company Limited**  
886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao, Bangkok 10230 Thailand

1.2 Once the Company receive the document under item 1.1 the Company shall verify the correctness and completeness of their documents and the Company shall provide Username, Password together with WebLink for attending the e-AGM via e-mail.

Please retain Username, Password and keep them in a safe place to prevent loss as well as keeping them confidential exclusively for the shareholders only. In case that the shareholders have not received the Username, Password within 26<sup>th</sup> January 2022, please contact the Company immediately.

1.3 Please study the manual for attending the e-AGM that Company provide to the shareholders via e-mail and the Company's website is [www.metco.co.th](http://www.metco.co.th). The meeting system will be opened 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.

1.4 Voting via e-Voting system during the meeting: You can vote for each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be automatically counted as "Agree"

1.5 If attendees have problems in using the e-AGM system, please contact Quidlab Co., Ltd. our e-AGM service provider

- **Via e-mail** : [info@quidlab.com](mailto:info@quidlab.com) or
- **Via Cell Phone** : **+(66) 80 008 7616**

### 2. In case the shareholders who wish to appoint a proxy to attend the Annual General Meeting of Shareholders through Electronic Meeting (e-AGM)

In the case that the shareholders are unable to attend the Annual General Meeting of Shareholders through Electronic Meeting (e-AGM), the shareholders can appoint an independent director of the Company or other person as their proxy to attend the meeting and vote on their behalf (please see the Enclosure 7)

1. **Mr. Wanchai Umpungart** Independent director **74** years old
2. **Mr. Nop Rojanavanich** Independent director **66** years old
3. **Mrs. Wongtipa Bunnag** Independent director **38** years old

Address 886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao, Bangkok 10230 Thailand

(The above independent directors have no special interests that are different from other directors other than those mentioned, in enclosure 7 proposed in the Annual General Meeting of Shareholders No.1/2022)

## Enclosure 8

After completing and signing the proxy form that Company has sent to the shareholders or downloading from Company's website "www.metco.co.th", please return it together with identification documents (Please see details in the below topic "Identification documents") to the Company by 20<sup>th</sup> January 2022 via the following channels :

- **Via e-mail** : **ir@metco.co.th** or
- **Via Registered Mail** : Corporate Secretary

**Muramoto Electron (Thailand) Public Company Limited**

886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao, Bangkok 10230 Thailand

## Identification documents

### Shareholder

1. Proxy form which has been completed and signed by the shareholder and the proxy; and
2. Certified true copy of the shareholder's ID card; and
3. Certified true copy of the proxy's ID card.

### Juristic person

1. Proxy form which has been completed and signed by the authorized director granting the proxy with the company seal affixed (if any); and
2. Copy of the Affidavit issued by the Department of Business Development, Ministry of Commerce for no more than 180 days with certified true copy by the authorized director(s) and the company seal affixed (if any); and
3. Certified true copy of ID card of the authorized director(s) who signs the proxy form; and
4. Certified true copy of the proxy's ID card.

### Shareholder with non-Thai nationality or juristic person established under foreign law.

The English translation of the document made in other languages apart from Thai or English, certified by the shareholder or the authorized person (director) should also be attached.

## 3. Submitting questions for shareholders or proxies wanting to attend the meeting via electronic media (e-AGM)

- 3.1 Shareholders or proxies who attend the meeting on the meeting date can still inquire according to the agenda at the e-AGM
- 3.2 Shareholders or proxies can submit questions in advance related to the agenda by attaching the form together with the request form has been completed for attending the Annual General Meeting of Shareholders via electronic media (e-AGM) (Enclosure 10) and send to the company by 20<sup>th</sup> January 2022 via the following channels :

- **Via e-mail** : **ir@metco.co.th** or
- **Via Registered Mail** : Corporate Secretary

**Muramoto Electron (Thailand) Public Company Limited**

886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao, Bangkok 10230 Thailand



**Registration form for attending the e-AGM**

Written at .....

Date ..... Month ..... Year .....

I/ We ..... Nationality .....

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

e-mail .....

Cell phone .....

Shareholder registration number ..... as a shareholder of **Muramoto Electron (Thailand) Public Company Limited**

Holding the total number of ..... shares.

I hereby confirm that I will attend the meeting and cast my votes at the Annual General Meeting of Shareholder No. 1/2022 on 28<sup>th</sup> January 2022 at 14.00 pm. which will be held through Electronic Media (e-AGM), by ;

Attending the e-AGM by myself, please send me a username and password, together with the WebLink for attending the e-AGM to my e-mail at .....

Appointing Mr./ Mrs./ Ms. .... as a proxy to attend the e-AGM. Please send a username and password, together with the WebLink for attending the e-AGM to his/ her e-mail at .....

Signed ..... Shareholder

(.....)

Signed ..... Proxy

(.....)

**Remarks**

Shareholder can send this "Registration form for attending the e-AGM" which has been completely filled out, and attached identification document for inspection of the e-AGM attending right, to the Company by 20<sup>th</sup> January 2022 via the following channels :

- **Via e-mail** : [ir@metco.co.th](mailto:ir@metco.co.th) or
- **Via Registered Mail** : Corporate Secretary

**Muramoto Electron (Thailand) Public Company Limited**

886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao, Bangkok 10230 Thailand

**Submit questions in advance form for the e-AGM**

Date ..... Month ..... Year .....

I ..... Nationality .....

Residing/ Located at No. .... Road ..... Sub-district .....

District ..... Province ..... Postal Code .....

e-mail .....

Cell phone .....

Shareholder registration number ..... as a shareholder of **Muramoto Electron (Thailand) Public Company Limited**

Holding the total number of ..... shares.

Interest information (If any) .....

**Question**

1. ....

2. ....

3. ....

Signed ..... Shareholder

(.....)

**Remarks**

The shareholder can send this "Submit questions in advance form for the e-AGM" which has been completely filled out, to the Company by 20<sup>th</sup> January 2022 via the following channels :

• **Via e-mail** : **ir@metco.co.th** or

• **Via Registered Mail** : Corporate Secretary

**Muramoto Electron (Thailand) Public Company Limited**

886 Ramindhra Road., Kwaeng Kannayao, Khet Kannayao, Bangkok 10230 Thailand





