



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

# NOTIFICATION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS No.1/ 2023

**Friday, January 27<sup>th</sup>, 2023 at 14:00 hrs.**

Meeting type :

**Electronic Meeting (e-AGM)**

With live broadcast from

**SHERATON GRANDE SUKHUMVIT HOTEL  
SUKHUMVIT ROOM**



December 23<sup>rd</sup>, 2022

**Re : Notification of the Annual General Meeting of Shareholders (e-AGM) No.1/2023**

**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 2023, being the Electronic Meeting (e-AGM) Live Streaming only No.1/2023, will be held on Friday, January 27<sup>th</sup>, 2023 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 Tuesday, December 13<sup>th</sup>, 2022. The agenda items of e-AGM are as follows :

- **Agenda 1** To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on January 28<sup>th</sup>, 2022
- **Agenda 2** To approve the financial statement for the period ending September 30<sup>th</sup>, 2022
- **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>, 2022 and Dividend payment
- **Agenda 6** Appointment of the Auditors and Determination of the Audit Fees
- **Agenda 7** To consider and approve the amendment to the Company's Articles of Association and the grant of the relevant authority.
- **Agenda 8** Others, if any

- Enclosure** : 1. Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2022
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>, 2022 and Notification of meeting.
  3. Brief Profile and Background of Directors Proposed
  4. Brief Profile of Auditors
  5. Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited
  6. Articles of Association concerning General Meeting of Shareholders
  7. Proxy Forms including the instruction for use
  8. Details of Independent Directors (Proxy)
  9. Practice Guideline for e-AGM and the Appointment of Proxies
  10. Registration form for attending the e-AGM
  11. Submit questions in advance form for the e-AGM

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED  
**Annual General Meeting of Shareholders (e-AGM) No.1/2023**

**Agenda 1. To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2022 held on January 28<sup>th</sup>, 2022**

**Objective and Reason :**

The 2022 Annual General Meeting of Shareholders was held on January 28<sup>th</sup>, 2022. 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](http://www.metco.co.th)).

**Board's opinion :**

The Board of Directors considers and has the opinion that the minutes of the 2022 Annual General Meeting of Shareholders held on January 28<sup>th</sup>, 2022 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>, 2022**

**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>, 2022, which has been audited by the auditor and reviewed by Audit Committee. Details are appeared in the 2022 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>, 2022, and the Company's operation for the year 2022, 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. Tatsuya Awazu** Director
2. **Mr. Nop Rojanavanich** 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, 2022 and 30<sup>th</sup> September, 2022. 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. Tatsuya Awazu** 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 Risk Management Committee, **Mr. Nop Rojanavanich** to be an Independent Director, and a member of the Audit Committee, a member of the Good Corporate Governance Committee, and a member 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 2023 as follows :

Position	2023 (Proposed)			2022		
	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	25,000	None	None
<b>Audit Committee (Additional Fee)</b>						
Chairman	30,000	None	None	30,000	None	None
Member	20,000	None	None	20,000	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 2023 as stated above. The Board proposed the Director's fee at the same rate as the year 2022.

## Agenda 5. Profit allocation from performance of the year ended September 30<sup>th</sup>, 2022 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 18.00 per share from Net Profit, to specify the record date for the right to receive dividend on February 9<sup>th</sup>, 2023.

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

Details of dividend payment	2022	2021	2020
Net profit (Baht)	658,247,960	645,396,422	261,592,011
Earnings per share (Weighted average number)	31.50	30.88	12.52
Dividend Payment (Baht)	376,165,800	292,573,400	208,981,000
Dividend per share (Baht/Share)	18.00	14.00	10.00
Payout ratio	57.15%	45.33%	79.89%

**Note :** Net Profit for the 2022 and Retained Earnings which applicable corporate income tax rate is 20%

The dividend payment will be scheduled on February 24<sup>th</sup>, 2023. 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>, 2023, 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. Ms. Sirinuch Vimolsathit CPA Registration No. 8413 or,
3. Ms. Nareewan Chaibantad CPA Registration No. 9219

**Note :** There have been 2 auditors changes which as follow :

1. Mrs. Siripen Sukcharoenyingyong Reason: Completed their term of 7 years according to criteria of the The Securities and Exchange Commission, Thailand
2. Mr.Vairoj Jindamaneepitak Reason : Retired

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 2023 in amount not exceeding 4,400,000 Baht

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

Auditor's remuneration	Y2023 (Proposed)	Y2022	Change (%)
<b>Audit Fee (Baht)</b>			
The Company	3,300,000	3,200,000	3.13 up
Subsidiary Company	1,100,000	1,100,000	0.00
<b>Total</b>	<b>4,400,000</b>	<b>4,300,000</b>	<b>2.33 up</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. To consider and approve the amendment to the Company's Articles of Association and the grant of the relevant authority.**

**Objective and Reason :**

In order that the Company's Articles of Association are consistent with the provisions of the Public Limited Companies Act, B.E. 2535 (1992) (as amended), as well as other laws that are currently applicable, and/or for the purpose of clarity, it is proposed that the Company's Articles of Association be amended. The details of the Articles of Association, and the reasons for the proposed amendment are described in **Enclosure 5** sent along with this notice of meeting. In addition, it is proposed that the Board of Directors, the Company's authorized directors and/or any persons delegated by the Board of Directors be empowered to amend the contents or statements in the amended Articles of Association of the Company in accordance with the instructions, opinions, or recommendations of the registrar or concerned officials.

**Board's opinion :**

The Board of Directors considers and has the opinion that it is appropriate to propose to shareholders for approval of the amendment to the Company's Articles of Association, and the granting of authority regarding the amendment to the Company's Articles of Association to the Board of Directors, the Company's authorized directors and/or any persons delegated by the Board of Directors, as proposed.

**Agenda 8. Others, if any**

During July 1<sup>st</sup>, 2022 to September 30<sup>th</sup>, 2022 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](http://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](http://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.1/2023 attached with your copy of identification documents for verification to the Company via e-mail : [ir@metco.co.th](mailto:ir@metco.co.th) or via Registered within Friday January 20<sup>th</sup>, 2023. After the Company has examined the list of shareholders as of the Record Date on Tuesday, December 13<sup>th</sup>, 2022 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](http://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 13<sup>th</sup> December, 2022 as to determine the shareholders entitlement to attend the meeting.



Yours Faithfully,

(Mr.Yoichi Muramoto)  
Chairman



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

## Minutes of the Annual General Meeting No.1/2022 of Muramoto Electron (Thailand) Public Company Limited

### Date, time, and place

The meeting was held on 28<sup>th</sup> January 2022, at 14:00 hrs. in the Sukhumvit Room of the Sheraton Grande Sukhumvit Hotel, No. 250 Sukhumvit Road, Khlong Toei, Khlong Toei, 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 (Independent)
6. Mr. Nop	Rojanavanich	Director (Independent)
7. Mrs. Wongtipa	Bunnag	Director (Independent)

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 2022 Annual General Meeting (herein after mentioned e-AGM) of Muramoto Electron (Thailand) Public Company Limited today. The e-AGM was broadcasted from Sukhumvit Room of the Sheraton Grande Sukhumvit Hotel, No. 250 Sukhumvit Road, Bangkok, the meeting is based on COVID-19 Prevention Protocols, some of directors to attend the meeting via electronic. I would like to apologize if there is any inconvenience due to the meeting via electronic.

The meeting is conducted by the relevant Laws and regulations of the Company. I would like to serve as the Chairman of this e-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 e-AGM.

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

The Chairman informed that this e-AGM was conducted through e-meeting & Voting System by QuidLab Co. Ltd., a vendor certified by ETDA or Electronic Transactions Development Agency, acting as the system controller whereby the standards comply with the conditions and methods stipulated in Royal Decree on Electronic Media Conference B.E. 2563 (2020) and the Notification of Ministry of Digital Economy and Society on Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020). The Notification of the e-AGM delivered to the shareholders in advance, and the information of the shareholders and proxies who make an inquiry or comment will be recorded in the minutes of the Meeting in alignment with the Personal Data Protection Act, 2562 B.E. (2019).



## Enclosure 1

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. We received 12 questions from 2 shareholders in advance via "Submit Question in Advance Form" which the Company shall respond in the **Agenda 2**. On each Agenda, the shareholders may ask questions or make comments by Asking Question through the system and click send the question.

The questions or comments that is not related on each Agenda shall be responded on the **Agenda 7**.

After the question-and-answer session, the shareholders shall cast votes as 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" via electronic. In case that the shareholders do not make a vote on each Agenda, this shall be deemed as "Agree".

For the method of voting results and Asking Question, we understand that you have already studied and understood from the Manual and Video (YouTube), have been delivered in advance to everyone. If there are any issues are not clearly understood, please let us know. The electronic votes will have legal binding same as physical vote.

For shareholders who authorized the Director as their proxies to attend the e-AGM on their behalves and vote according to the intention specified in the proxy form, the Director has, in advance, recorded their vote cast in each agenda as specified in the proxy form and such vote shall be calculated together with the votes of other shareholders in the meeting.

After the voting for each agenda has ended. The chairman of the meeting will propose to the meeting to acknowledge the voting results in each agenda by specifying the number of votes "Agree", "Disagree" and "Abstain". When the voting results of any agenda have been announced, it is deemed that the voting for that agenda is final. In the case of shareholders attending the meeting after the meeting has started, the shareholders have the right to vote for the remaining agenda only.

Agenda that must be approved by a majority vote of the shareholders who attended the meeting, according to Section 107 of the Public Company Act B.E. 2535, and Article 38 of the Meeting Rules and Articles of Association, which is Agenda 1, 2, 3, 5, 6 and agenda that must be approved by a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting according to Section 90 of the Public Company Act B.E. 2535, and Article 90 is **Agenda 4**.

In addition, from 1<sup>st</sup> July 2021 to 30<sup>th</sup> September 2021, the Company has opened for the shareholders to propose agenda items for the e-AGM and to nominate persons to be elected as directors of the Company in advance, according to the criteria disclosed on the website of the Company. It appears that no shareholder proposed the meeting agenda or nominate a person to be elected as a director of the Company.

I am finishing this information about proceeding the e-AGM meeting now. If anybody has any doubts or questions, please send the question via Asking question and click send.

## Meeting start

**Mr. Yoichi Muramoto**, the Chairman of the meeting, confirms that all shareholders understand of proceeding this e-AGM. The company has verified that Shareholders, registered to attend the meeting, have logged in to the system, and seeing pictures and hearing sounds from the meeting venue including be able to ask questions and exercise voting rights through this system. Currently, the system continues to operate without any problems. The system continues to run without any problems and all attendees are at the meeting and able to communicate their opinions equally smoothly.

To prevent the disturbance sound, the company will mute the microphone of the shareholders attending the meeting via electronic media today. To communicate with the company, please type a message using the Asking Question system and send a message. Therefore, the meeting shall commence.

The Chairman informed that there were 7 shareholders, representing the total number of 773,712 shares, and represented by proxy 35 persons, counting the total number of 16,968,114 shares, hence total number of shareholders and proxies present for this meeting is 42 persons, holding 17,741,826 shares or 84.8968% of the total of 20,898,100 trading shares, that constituted the necessary quorum. Therefore, the Chairman opened the 2022 e-AGM.

The starting time was 14:10 hrs.

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

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

And the Independent auditor from KPMG Phoomchai Audit Limited, **Ms. Siripen**, and four other persons attended the meeting. **Ms. Vipavee** will act as a witness to verify whether today's e-AGM meeting has been carried out in accordance with the relevant laws and whether the voting was conducted incorrect

**The 3 Directors who join the e-AGM via electronic media as follows :**

Director	<b>Mr. Tatsuya</b>	<b>Awazu</b>
Director and Chairman of the Risk Management Committee	<b>Mr. Shinichiro</b>	<b>Yamamoto</b>
Chairman of Board of Executive (COO)	<b>Mr. Shigeru</b>	<b>Takamatsu</b>

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 chairman informed that the invitation letter for the annual general meeting of shareholders has been delivered previously. Therefore, all shareholders are requested to consider on the agenda

## Enclosure 1

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.1/2021, held on 28<sup>th</sup> January, 2021

The Chairman proposed the meeting to certify the minutes of the AGM No.1/2021, held on 28<sup>th</sup> January 2021, which was enclosed in the notice of meeting distributed to shareholders together with the invitation letter in advance.

After proposed, the Chairmen opened for questions or comments for 2 minutes. If you had questions, please typed a message by using the asking question system.

**<2 minutes have passed, and no questions have come in, therefore enter to voting process.>**

The **Agenda 1**, to approve the Minutes of the Annual General Meeting of Shareholders 2021, shareholders please mark either the "Agree", "Against", or "Abstain".

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

**Vote result :** Vote **Agenda 1** to approve the Minutes of the Annual General Meeting of Shareholders No.1/2021, as follows

<b>Approved</b> - Shareholders	<b>Representing</b> 17,615,326 vote	<b>Equivalent to</b> 99.2836
<b>Disapproved</b> - Shareholders	<b>Representing</b> - vote	<b>Equivalent to</b> -
<b>Abstain</b> - Shareholders	<b>Representing</b> 127,103 vote	<b>Equivalent to</b> 0.7164
<b>Voided Ballot</b> - Shareholders	<b>Representing</b> - vote	<b>Equivalent to</b> -

**Remark :** *There were 3 additional shareholders joining on this Agenda in total of 603 shares. (Total of 45 Persons present in person), the total of the Representative on this agenda was 17,742,429 vote or 84.8997% 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.1/2021 that was held on 28<sup>th</sup> January 2021

### 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>, 2021 and to acknowledge the Company's operation results for the year 2021

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.60 of 56-1 One Report in both Thai and English version.

The balance sheet and income statement for the year 2021 have been approved by the Audit Committee and the Board of Directors as reported in the annual report. and details of the operating results for the year 2021 have been reported in the 56-1 One Report. We would like to a summarize of the report including the forecast of the business operations in the fiscal year 2022 as follows :

The Chairman informed that on the Fiscal year 2021, the epidemic of COVID-19 has spread all over the world and we found infected staffs in the company. However, by implementing epidemic prevention measures and following the recommendations of relevant government agencies, the company can minimize various obstacles that may arise in production activities and can operate the business continuously.

Regarding the orders of the Company, although there was a progress on the vaccination in many countries for the prevention of the spread of COVID-19. But this is still not at the point where you can go back to be a normal life. Therefore, there are recommendations for Work from home, Teleworking. As a result, printer production increased dramatically due to the demand for printers to provide a ready-to-work environment at home. The printer business benefited from a huge increase of the demand, resulting in a 45% increase in revenue compared to the previous year. Increased demand for private cars due to the risk of COVID-19 infection due to the use of public transportation which has a large number of users, as a result, businesses related to the automotive industry had a 50% increase in revenue compared to the previous fiscal year.

Regarding the profits of the Company, the result of increasing of the orders for printers, production efficiency improvements, cost reductions, and gains from foreign exchange as the result of the baht depreciated. This is due to uncertainty about the future of the Asian economy due to the impact of the COVID-19 pandemic. As a result, there was a profit before tax of 751 Million Baht.

Under this situation, forecast for Y2022 as follows.

The Chairman informed that we expect that in 2022, it will be another year that the continuation of delivery problems will be affected due to the delayed delivering of Semiconductor, the increasing of the price of raw material due to high crude oil prices, and the epidemic of the Omicron variant of COVID-19, especially the impact on economic activities from the Omicron variant epidemic, is still very vague. We pray that this epidemic will end soon, we think that the recovery of economic activities to be like before the epidemic of COVID-19 should take a time.

#### **Under the mentioned-circumstances, in fiscal year 2022**

- According to the printer business, we are concerned about production parts. Due to the shortage Semiconductor. But there are still many companies that promote and support remote working or work from home to prevent the spread of COVID-19. As a result, the company expects that the sales to be at the same level as the fiscal year 2021

- For businesses related to the automotive industry such as the panel business for interior installation, Blu-ray, Keyless, there still be the delayed deliveries due to the problems of shortage of the Semiconductor. Then the delayed deliveries are still ongoing and the situation in the future is still be unclear.

- The Keyless for the motorcycle (Yamaha), the impact of the COVID-19 epidemic has greatly increased our production. And the company expects that growth of the sales will increase in the future. The revenue of the Business related to the automotive industry is expected that not increase much. We expect that there will be orders at the same level as the previous fiscal year.

Aforementioned is the report on the financial results of the fiscal year 2021 and the forecast of the fiscal year 2022 in brief.

There were questions in writing in advance from the shareholders regarding this agenda. For questions on this agenda and to ensure the smooth running of the meeting. Therefore, we would like to answer the questions in Thai language

**The questions as follows :**

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 1** : Why did the number of employees decrease from 5,700 to 5,000 although the production volume and sales increased, and why did personnel-related costs increase even though the number of employees decreased?  
**Answer** : The number of employees described in page76 is the number of employees as at 30<sup>th</sup> September, 2021. From August to September 2021 was the peak period for the spread of corona infection, and as a result, we reduced our workforce considerably. On the other hand, the cumulative total number of persons in FY2021 was 65,931 and in FY2020 was 54,237. The cumulative total number of persons increased by 11,694, resulting in an increase in personnel cost.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 2** : Have you completed your investment to increase printer production, how much have you budgeted for this year and what percentage of your production capacity do you currently use?  
**Answer** : Capital investment related to printers in FY2021 was approximately THB 80 Million. This is mainly for updating the molding machines (12 units). We also invested 350 Million Baht in the construction of a new warehouse and the canteen extension, which was completed in December last year. The production capacity in use at the moment is about 80%. (13 belts x 2 shifts = 26 Current operating: 21 days, therefore 21/26=80%)

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 3** : What percentage has the Company set as its sales growth target? What are the main sales segments?  
**Answer** : In FY2022, we planned almost the same amount of sales as in FY2021, considering the impact of the semiconductor supply problem and the spread of corona infection on economic activities. Same as last year, the main business is the office automation (printer) segment.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 4** : How has the Company been affected by the rising cost of raw materials and IC chips?  
**Answer** : As for high-priced components such as semiconductors, increases in procurement prices for procurement from the manufacturers designated by the customers are reflected in the product sales prices. We are also negotiating with customers to pass on other raw material price increases to the product sales prices.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 5** : How much the Company's target of the gross profit margin?  
**Answer** : We are aiming for approximately 10%.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 6** : Why did the profit decrease despite the increase in sales of other electronic segment, and what kind of equipment part is it?  
**Answer** : In the other electronic segment, the sales increased particularly for parts for microwaves. This business has been continuously producing for long years and thus the added value is very small. Profits dropped due to the excessive increase in expenses caused by Corona.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 7** : Why does the Company sell EPSON printers through Sumitomo Corporation, and will the sales of this printer continue for the next 3 to 5 years?  
**Answer** : The reason for conducting domestic sales in Thailand through Thai Sumitomo Corporation is to hedge the Company's foreign exchange risk. In order to maintain the same scale of orders for the next three to five years, we will make every effort for the Muramoto Group.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 8** : Have the orders you received from Philippines finished, and how do you see the trend of relocating production bases from China in the future?

**Answer** : In 2021, due to the Corona pandemic in the Philippines, production at SEIKO EPSON's Philippine plant was halted, and production was reassigned to our Company. Based on this experience, SEIKO EPSON Corporation has adopted a production policy of decentralization rather than centralization. Therefore, it is expected that SEIKO EPSON Corporation will continue to place orders with our Company. Due to the BCP and decentralized production policy, there will be no major transfer from China for the time being.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 9** : Why are the Company's quarterly taxes changing so rapidly? — Taxes in one quarter were very high, while in another quarter they were very low, and how much is the appropriate tax rate for one year?

**Answer** : It is from Y2020, the Company had not set up deferred tax assets because there are some uncertainties on future taxable profit to utilize them and loss from previous year. So, these unutilized deferred tax assets were recognized in Q1'21. The Company's CIT tax rate is 20% except addback/less back items or some privilege such as deductible of ATK 1.5 times or royal decree 604 for promotional investment. These are all effect to change in effective tax rate to the Company.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 10** : Has the Company resumed normal operations now after shutting down the plant in the most recent quarter?

**Answer** : Although there was a period when overtime hours were restricted due to the curfew imposed by the government to prevent the spread of the Corona infection, factory operations have not been halted. We are currently operating at full capacity 24 hours a day.

**Mr. Jarupat Sosongsermkul, meeting registration No. 4017642114**

**Question 11** : What is the direction of your overall business this year?

**Answer** : Although the current business environment is uncertain due to the spread of Corona infection, semiconductor supply problems, and rising raw material prices, we will strive to achieve the same level of sales and profits as last year, with the printer business as our core business, and we are expecting a recovery in the orders related to automobiles.

**Mr. Jarupat Sosongsermkul, meeting registration No. 4017642114**

**Question 12** : Do you have any plans for new product development in the next 2-3 years?

**Answer** : Currently, new digital technologies such as EVs, IOT, AI, Robots, and 5G are emerging. We will start researching products that incorporate this technology and develop sales activities to receive orders connecting with such research in the future.

**Ms. Sureeporn Teewasuwet, (proxy from Ms.Aroonsri Rattanatanyaporn) meeting registration No. 4051227049**

**Question 13** : What is the trend for 2022 earnings, how many pre-orders and what product groups?

**Answer** : This question been responded in the previous question from another shareholder.

**Ms. Sureeporn Teewasuwet, (proxy from Ms.Aroonsri Rattanatanyaporn) meeting registration No. 4051227049**

**Question 14** : Does the company have a chance to get a job related to EV Car parts?

**Answer** : At present, there are no orders related to EV Car parts, however, the automotive industry is likely to shift more towards EVs, so we are trying to find work in this segment.

## Enclosure 1

### **Ms. Sureeporn Teewasuwet, (proxy from Ms. Aroonsri Rattanatanyaporn) meeting registration No. 4051227049**

**Question 15** : Has the company been affected by Chip Shortage or not and how?

**Answer** : In relation to the automotive industry, the uncertainty of Semiconductor is the one that we are quite worried about. We endeavor to communicate with our customers in order to continue to do so.

### **Mr. Wanchai Lertsrijatuporn, (proxy from Thai Investors Association), meeting registration no. 4015499913**

**Question 16** : Revenue from the sale of printers last year was 43 percent. I would like to know the proportion of domestic sales and exports and the year 2022, Will orders grow at the same level as in 2021?

**Answer** : 43% was from Export for the question on the orders from 2022. We have communicated with customers; the order will be at the same level as in 2021.

### **Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 17** : I would like to ask about the large customer of printer (EPSON) be how many percent of the office equipment segment?

**Answer** : EPSON is 99% and the rest is the others.

### **Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 18** : What are the parts that the company made for YAMAHA? What is the proportion of this?

**Answer** : The system of motorcycle Keyless entry used on motorcycles is the control panel.

### **Mr. Jarupat Sorsongsermsakul, meeting registration No. 4017642114**

**Question 19** : The depreciation of the baht is negative or positive for the company. Please explain?

**Answer** : The depreciation of the baht is positive for the company. Our total cost shall be reduced, then our revenue in other currency will be increased

### **Mr. Jarupat Sorsongsermsakul, meeting registration No. 4017642114**

**Question 20** : For any reason, the performance in Q4 has dropped considerably, please explain?

**Answer** : Q4 is the quarter of July, August, September which is the 4<sup>th</sup> quarter of our fiscal year. During that time, we have taken various measures to prevent the spread of COVID-19 because our staffs infected COVID-19. It is necessary to stop the production line. The production volume has been adjusted, resulting in less production. In addition, we have also set a budget of 30 million baht in order to provide a test kit. We set up the money for giving to staff. So, the staff can get the day off and can receive salary. This is the reason why the operating results in the said quarter declined.

### **Mr. Basant Kumar Dugar, meeting registration No. 5001016305**

**Question 21** :

- A. Operating Cash Flow (OCF) Of 781.11 MB is higher than net profit (NP) of 641.78 MB = very good.
- B. Positive Free OCF of 200.69 MB (OCF 781.11MB-ICF 580.42 MB) = very good.
- C. Suggestion Cum question : of OCF of 781.11MB should always be higher than ICF : 580.42MB plus FCF : 302.87 MB, Say, Now, By Baht - 102.18 MB

**Mr. Basant Kumar Dugar, meeting registration No. 5001016305**

**Question 22 :**

- A. Cash cycle days of 34.02 is declining in three years from 44.18 to 42.83 to 34.02 days. = very good.
- B. Average Collection Period 40.97 Days is now coming almost equal to Average Payment Period Days of 39.06 = Very Good.
- C. What you give to the market comes equal to what you get from the market = very good.
- D. Suggestions cum questions : can you use others' money, most wisely, as per norms by **Mr. Robert Kiyosaki** -a learned Japanese origin American gentleman?
- E. Can average payment period days 39.06 always be higher than "both" average collection period days of 40.97 plus average inventory period days of 11.36?
- F. Can METCO have the negative cash cycle days or zero cash cycle days, from present cash cycle of 34.02 days, "Self-financed strongest company"?
- G. Can METCO allow its vendors to use "factoring", based on the METCO's strongest balance sheet?
- H. Can METCO use "just in time" lowest RM inventory?

**Mr. Basant Kumar Dugar, meeting registration No. 5001016305**

**Question 23 :**

- A. Both ROE% 11.16 and ROA% 9.32 are elevating from previous year = very good.
- B. Suggestion cum question : can METCO get higher ROA% than ROE%, by using new "income bearing assets ratio", in every BOD meeting, for most optimum beneficial use of its assets?

**Mr. Basant Kumar Dugar, meeting registration No. 5001016305**

**Question 24 :**

- A. The D/E ratio of 0.44 times is marginally increasing, but it is kept in the lower quartile. = very good.
- B. Praising your zero = OD and zero = current portion of L.T. loans. = very good.
- C. Suggestion cum question : Can METCO use the net D/E ratio, by considering your positive operating cash flow? Your net D/E ratio will be reduced more, as the self-financed company.

**High admirations beneficial points of views :**

- 1. C.G. report: IOD stars are 5 : as the maximum one = very good.
- 2. Both the market CAP of 5,809.67 MB and shareholders' equity are elevating = very good.
- 3. You are a value company with positive OCF of 781.11 MB. you are a growth company with negative ICF of 580.42 MB. taking together both the good attributes of investments METCO is the most bright and brilliant company of the set for the investors.
- 4. Net profit growth% of 156.52 is very good.
- 5. Highest congratulations to the most honorable chairman and most honorable CEO (Chief Executive Officer) and the top most eminent management of METCO, for displaying superb and splendid profitable business excellences.

**Answer : Mr. Ichiro Nishimura** to answer this question.

We would like to thank **Mr. Basant** for questions and suggestions. In the areas of advice, we will accept and implement. For the questions that we received in English, but in order for other shareholders which attending the meeting to understand, we will answer in Thai. The English answers will be given again in the minutes of the meeting.

The first question is about operating cash flow that has increased. The company would like to inform you that last year we built a warehouse to support the production for EPSON of the 3<sup>rd</sup> factory, which the cost here is quite high. Therefore, the cash flow may decrease.



## Enclosure 1

The next question is whether it should make the payment period longer than the collection period or investment period. In this section, we would like to inform you that we have a large number of suppliers, and we have to pay to these suppliers. As I am a responsible person of the finances, I think that the time period set for payment at the present time is appropriate. And if we have a need to use a lot of capital to invest. We will have to allocate money to come in appropriately.

The next question is whether we have permission for our Vendor to use our space for factoring. Please note that there is no Vendor to use our space for factoring.

The next question asked if the Just in Time system was used for parts procurement. We would like to inform you that the parts that will be delivered to EPSON are the parts that we operated according to this Just in Time system.

The next question is whether the D/E ratio should be reduced or not. We make an effort to reduce it. However, this should be noted that we do not have any loans. We will make an effort to reduce it.

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>, 2021, shareholders please mark either the "Agree", "Against", or "Abstain".

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

**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>, 2021

<b>Approved</b>	- Shareholders	<b>Representing</b>	17,737,726 vote	<b>Equivalent to</b>	99.9735
<b>Disapproved</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-
<b>Abstain</b>	- Shareholders	<b>Representing</b>	4,703 vote	<b>Equivalent to</b>	0.0265
<b>Voided Ballot</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-

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>, 2021, and to acknowledge the Company's operation results for the year 2021

### 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 2 persons as follow ;

1. **Mr. Ichiro Nishimura**, Director
2. **Mr. Wanchai Umpungart**, Director (Independent)

The two directors will leave the meeting room and will come back again after the meeting has make their votes.

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 2 directors were proposed to be re-elected.

The company, therefore proposed to appoint 2 directors to be a new director. Details of 2 directors are in the invitation letter for the e-AGM of the company.

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

To approve this Agenda shareholders please mark either the "Agree", "Against", or "Abstain". After completely checking the vote count, the Chairman announced the vote result of appointment **Mr. Ichiro Nishimura** was as follows :

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

<b>Approved</b>	- Shareholders	<b>Representing</b>	17,737,726 vote	<b>Equivalent to</b>	99.9735
<b>Disapproved</b>	- Shareholders	<b>Representing</b>	4,700 vote	<b>Equivalent to</b>	0.0265
<b>Abstain</b>	- Shareholders	<b>Representing</b>	3 vote	<b>Equivalent to</b>	0.0000
<b>Voided Ballot</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-

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. Ichiro Nishimura** to re-appointed to the position of the Director, for another term.

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

To approve this Agenda shareholders please mark either the "Agree", "Against", or "Abstain". After completely checking the vote count, the Chairman announced the vote result of appointment **Mr. Wanchai Umpungart** was as follows :

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

<b>Approved</b>	- Shareholders	<b>Representing</b>	17,737,626 vote	<b>Equivalent to</b>	9.9729
<b>Disapproved</b>	- Shareholders	<b>Representing</b>	4,800 vote	<b>Equivalent to</b>	0.0271
<b>Abstain</b>	- Shareholders	<b>Representing</b>	3 vote	<b>Equivalent to</b>	0.0000
<b>Voided Ballot</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-

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. Wanchai Umpungart** to re-appointed to be a director.

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

Director **Mr. Yoichi Muramoto** said at the shareholders' meeting that for the fourth agenda, **Mr. Ichiro Nishimura** and **Mr. Wanchai Umpungart** would be invited to return to the meeting.

**Agenda 4 To approve the determination of fees and remuneration of Directors for the year 2022**

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 e-AGM. Therefore, the company proposed to pay remuneration by based on that each directors has additional duties from the performance of the Good Corporate Governance Committee and various sub-committees and directors also provides useful advice for the changing management environment due to the COVID-19 epidemic. Therefore, it is proposed that the remuneration of external directors is 25,000 Baht per month for the audit committee. Chairman of the Audit Committee 30,000 Baht per month, and other directors 20,000 Baht per month, the detail as below :

1. Remuneration for the Independent Directors	25,000.00 Baht/person/month
2. Remuneration for the Chairman of Audit Committee,	30,000.00 Baht/month
3. Remuneration for the Audit Committee	20,000.00 Baht/person/month

After proposed, the Chairmen opened for questions or comments, shareholders should send the questions via Asking Question system.

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 2022, shareholders please mark either the "Agree", "Against", or "Abstain".

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

<b>Approved</b>	- Shareholders	<b>Representing</b>	17,742,426 vote	<b>Equivalent to</b>	100.0000
<b>Disapproved</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-
<b>Abstain</b>	- Shareholders	<b>Representing</b>	3 vote	<b>Equivalent to</b>	0.0000
<b>Voided Ballot</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-

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

The chairman informed that there were 2 questions which related to the **Agenda 3**, and would like to ask permission to answer on the **Agenda 7** (Other Agenda)

## 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 2021 after paying dividends in February 2021 in the amount of 3,517 Million Baht (3,517,092,163 Baht).

Profit and loss for the year 2021 recorded gain of 645 Million Baht (645,396,422 Baht). Therefore, the unappropriated profit at the end of the year 2021 is 4,162 Million Baht (4,162,488,585 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 2021 in the amount of 14.00 Baht per 1 share. Thus, the total amount of dividends that must be paid is 293 Million Baht (292,573,400 Baht), resulting in the unappropriated retained earnings carried forward in the next year in the amount of 3,870 Million Baht (3,869,915,185 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 10<sup>th</sup> February 2022.

Who, will receive dividends payment, are all shareholders whose names are in the shareholder register as of 10<sup>th</sup> February 2022 for the dividend payment date is set on the date of 25<sup>th</sup> February 2022. Both proposals are to be considered together in this meeting.

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

### Mr. Nattasart Pitwongkasem, meeting registration No. 4017731816

**Question 1** : As mentioned on the Agenda 5, the Last year, the profit was quite good, but why dividends from retained earnings? Why the Company pay the dividend from net profit?

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

As we have explained, we are talking about unappropriated retained earnings after dividend payment which includes this year's net profit as well. Therefore, it is a dividend from the profit that has already included net profit.

### Ms. Pichanan Sutirawut, meeting registration No. 6006749030

**Question 2** : How to calculate the dividend payout?

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

The company's dividend payment policy is set at approximately 30% of the profits to the shareholders. This year, we set the dividend at 14 Baht, and since 2011, 2012 and 2013 were difficult times for the company to manage the business, we tried to increase this year's portion from 30% and plus 5% So, the dividend will be 35% The dividend in the amount of 14 which is about 35% of the profit

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".

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>	- Shareholders	<b>Representing</b>	17,742,426	vote	<b>Equivalent to</b>	100.0000
<b>Disapproved</b>	- Shareholders	<b>Representing</b>	-	vote	<b>Equivalent to</b>	-
<b>Abstain</b>	- Shareholders	<b>Representing</b>	3	vote	<b>Equivalent to</b>	0.0000
<b>Voided Ballot</b>	- Shareholders	<b>Representing</b>	-	vote	<b>Equivalent to</b>	-

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 and determination of his/her remuneration**

The chairman mentioned about **Agenda 6**, the consideration of nominated auditors and the auditor's remuneration for the fiscal year 2022. In the selection of the auditor company for the fiscal year 2022, from the comparison of many auditing companies of the audit committee was recommendation to select KPMG Phoomchai Audit Ltd., 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

- **Ms. Sujitra Masena** (Certified Public Accountant Registration No. 8645)
- **Mrs. Siripen Sukcharoenyingyong** (Certified Public Accountant Registration No. 3636)
- **Mr. Vairoj Jindamaneepitak** (Certified Public Accountant Registration No. 3565)

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 2022, 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 be the same amount 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 :

No questions or prior written comments from shareholders. The company will be open to ask questions about this agenda for 2 minutes. If there are questions or comments about the agenda The Company will open to ask questions about this agenda for 2 minutes. Please type a message using the Asking Question system and send a message

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"

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

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

<b>Approved</b>	- Shareholders	<b>Representing</b>	17,742,426 vote	<b>Equivalent to</b>	100.0000
<b>Disapproved</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-
<b>Abstain</b>	- Shareholders	<b>Representing</b>	3 vote	<b>Equivalent to</b>	0.0000
<b>Voided Ballot</b>	- Shareholders	<b>Representing</b>	- vote	<b>Equivalent to</b>	-

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 July to September last year. However, there was no proposal from shareholders. We will response on the questions from the shareholders as follows :

**Mr. Jarupat Sosongsermkul, meeting registration No. 4017642114**

**Question 1** : From the explanation of the impact of Q4 because of the shutdown of the production line due to the workers got the COVID. If this year, there is no such event, can shareholders expect sales and earnings in 2022 to be better or not lower than 2021?

**Answer** : For 2022, we have a plan on our production to be at the same level as 2021, so we think profits will come out at the same level as last year.

However, as mentioned earlier that we are still unclear on the situation in the future on the policy and the Government measures to control COVID-19, the production of Semiconductor to feed into the industry enough or not? This is an issue that we are still concerned, so it must be taken into account on the numbers we have discussed before, we cannot commit that the figure will be like that 100%

**Mr. Jarupat Sosongsermkul, meeting registration No. 4017642114**

**Question 2** : Does the company have concerns about competing with Chinese competitors? The Chinese companies have lower production costs and higher production efficiencies that customers might order from Chinese companies instead of ordering from the company?

**Answer** : In the past few years, this issue has been raised and discussed. We think that it is possible to move the production base from China. We are trying to do marketing to order.

**Mr. Jarupat Sosongsermkul, meeting registration No. 4017642114**

**Question 3** : On the last year, the company used a lot of money to invest in the purchase of land, buildings and equipment. I would like to ask if this year is it still necessary to invest or if we have to continue to invest if we have enough budget in this area?

**Answer** : Last year, we got the same question which Mr. Nishimura replied that last year we have planned to invest for increasing production capacity by purchasing more machines and building more warehouses. Thus, we can have a production capacity according to the amount referred. But this year we probably won't have any investment.

**Mr. Wanchai Lertsrijatuporn, (Proxy from Thai Investors Association), meeting registration No. 4015499913**

**Question 4** : Q1 : After the expiration of the investment promotion certificate for electronic product manufacturing business, how much will it affect the overall production cost?

**Answer** : Regarding to import and export that we have received tax benefits. We have already applied for renewal on the promotion certificate. Therefore, in the matter of import and export will receive tax benefit.

**Mr. Wanchai Lertsrijatuporn, (Proxy from Thai Investors Association), meeting registration No. 4015499913**

**Question 5** : Q2 : In addition to the risk of delayed delivery of the Semiconductor/Outbreak COVID-19 and the risks described in the company's 2021 annual report. I would like to hear from the company's management on what other risks executives foresee may arise in the next two years.

**Answer** : At this moment, we are concerned about the situation in Russia and China which we sincerely hope that these two situations occurring in these two countries could be worst and be resolved very well.

Enclosure 1

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 6** : Due to the situation of chip shortage and shipping line that be better respectively, is there any chance of growth in the automotive segment?

**Answer** : We try our best for opportunities to make the growth

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 7** : Does the company have customers who are not Japanese?

**Answer** : Our affiliates based in Thailand, Philippines, Indonesia have Japanese customers. But we have a company in Europe that we do business with companies in Europe as well.

**Mr. Nithipoom Durongwattana, meeting registration No. 4021273999**

**Question 8** : How does the current shortage of shipping lines affect the company or not?

**Answer** : As you are already aware that the reservations for ships which departing from Thailand to the United States were also affected by the shortage of shipping lines. However, we try to consult with customers. By trying to increase the Ocean Freight a bit in order that our order shall be shipped first. And we have good relationship with the company that is in charge of the warehouse. Therefore, we are able to proceed in this matter quite well. Although there are some effects.

**Mr. Nishimura** informed that the question from **Mr. Basant Kumar Dugar**, shareholder registration number 5001016305, which we have already answered. It appears that **Mr. Basant** have problem to connect the Internet, so he did listen to our responses on his questions and he wants to listen again. We would like to ask **Mr. Basant** to check in the minutes of the meeting that we will prepare for the shareholders later due to limited of the time.

The Chairman of the meeting informed that all questions had been answered.

The Company has been audited and confirmed by auditor **Ms. Vipavee** that today's e-AGM meeting has been conducted in accordance with relevant laws and that the vote has not been conducted invalid and **Ms. Vipavee** had no further comments.

The chairman of the meeting informed that there was no further comment from **Ms. Vipavee** and it has been reviewed and confirmed that today's e-AGM meeting was carried out in accordance with relevant laws and the vote was not conducted invalid. Therefore, the consideration of the agenda as informed in the invitation to the meeting is complete and there was no malfunction system from the beginning to the end of the meeting.

Therefore, I would like to announce the closing of the 2022 Annual General Meeting of Shareholders today. The video and audio recorded throughout today's e-AGM meeting will continue to be published on the company's website.

The Chairman mentioned to close today the Annual General meeting of Shareholders year 2022. 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 15:58 hrs.



(Signed)

(Mr. Yoichi Muramoto)  
The Chairman of the meeting





## Brief Profile and Background of Directors Proposed

### ① MR. TATSUYA AWAZU

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 Risk management Committee</p> <p><b>Education</b> : Akashi Commercial Senior High School, Japan</p> <p><b>Date of first appointment</b> : 24<sup>th</sup> November 2017</p> <p><b>Number of years as the director</b> : 5 years 1 month</p> <p><b>Number of terms as the director</b> : 3 Terms</p> <p><b>Experience :</b></p> <table border="0"> <tr> <td>2017 – Present</td> <td>Director of Muramoto Electron (Thailand) Public Company Limited</td> </tr> <tr> <td>2015 – Present</td> <td>General Manager of Production 2,3 Muramoto Electron (Thailand) Public Company Limited</td> </tr> <tr> <td>2001 – 2010</td> <td>Mecha Assembly Unit Leader, Muramoto Electron (Thailand) Public Company Limited</td> </tr> <tr> <td>1999 – 2001</td> <td>Chief of Quality Control of In-house Deck Production, Muramoto Industry Company Limited</td> </tr> <tr> <td>1998 – 1999</td> <td>Production control Section, Muramoto Industry Company Limited</td> </tr> <tr> <td>1985 – 1998</td> <td>Mechanism Production Section, Muramoto Industry Company Limited</td> </tr> </table> <p><b>Training Course</b> : None</p> <p><b>Number of shareholding as of 30<sup>th</sup> September 2022 Including shareholding by spouse and/or non-adult child.</b></p> <p>: None (0%)</p> <p><b>Meeting attendance in 2022 :</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>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></p> <p>: None</p> <p><b>Nomination process :</b> The Board of Directors has considered the appointment of Mr. Tatsuya Awazu to serve as director through the screening processes of the Nomination Committee, without attendance of Mr. Tatsuya Awazu himself, and has been considered in accordance with the process specified by the company and qualified according to the Relevant rules and suitable for the Company's business operations 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>	2017 – Present	Director of Muramoto Electron (Thailand) Public Company Limited	2015 – Present	General Manager of Production 2,3 Muramoto Electron (Thailand) Public Company Limited	2001 – 2010	Mecha Assembly Unit Leader, Muramoto Electron (Thailand) Public Company Limited	1999 – 2001	Chief of Quality Control of In-house Deck Production, Muramoto Industry Company Limited	1998 – 1999	Production control Section, Muramoto Industry Company Limited	1985 – 1998	Mechanism Production Section, Muramoto Industry Company Limited	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%)	Risk Management Committee	Meeting 1 of 1 times (100%)
2017 – Present	Director of Muramoto Electron (Thailand) Public Company Limited																					
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Risk Management Committee	Meeting 1 of 1 times (100%)																					

## Brief Profile and Background of Directors Proposed

### ② MR. NOP ROJANAVANICH

Position : Independent Director



Nationality	Age	Resume								
Thai	67	<p><b>Position for election</b> : Independent Director  <b>Director type</b> : Re-appointment from a retired director  <b>Committee recommended</b> : Board of Directors (Independent)  Audit Committee  Good Corporate Governance Committee  Nomination Committee</p> <p><b>Education :</b></p> <ul style="list-style-type: none"> <li>- Master of Engineering (Structural Engineering) West Virginia University, United State of America</li> <li>- Master in Business Administration (Executive MBA), Kasetsart University</li> <li>- Bachelor of Engineering (Civil Engineering) Chulalongkorn University</li> </ul> <p><b>Date of first appointment</b> : 25<sup>th</sup> November 2005  <b>Number of years as the director</b> : 17 years 1 month (over 9 years)  <b>Number of terms as the director</b> : 6 terms</p> <p><b>Experience</b></p> <ul style="list-style-type: none"> <li>: 2005 – Present Independent Director of Muramoto Electron (Thailand) Public Company Limited (METCO)</li> <li>1997 – Present Executive Director, Chaophaya Terminal International Company Limited</li> <li>2015 – 2022 Advisor at Ministry of Foreign Affairs Kingdom of Thailand</li> <li>2016 – 2017 Advisor to Chulabhorn Hospital</li> </ul> <p><b>IOD Training Course</b> : None  <b>Number of shareholding as of 30<sup>th</sup> September 2022 Excluding shareholding by spouse and/or non-adult child which is none.</b>  : 7,000 (0.0335%)</p> <p><b>Meeting attendance in 2022 :</b></p> <table border="0"> <tr> <td>Board of Directors</td> <td>Meeting 4 of 4 times (100%)</td> </tr> <tr> <td>Audit Committee</td> <td>Meeting 4 of 4 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> </table> <p><b>Take the position in other listed companies</b> : None  <b>Take the position in other non-listed companies</b>  : Executive Director, Chaophaya Terminal International Company Limited  <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  <b>Nomination process</b> : The Board of Directors has considered the appointment of <b>Mr. Nop Rojanavanich</b> to serve as an independent director through the screening processes of the Nomination Committee, without attendance of <b>Mr. Nop Rojanavanich</b> himself, and the Board of Directors has considered that the person nominated to be an independent director has qualifications in accordance with the law related to the requirements relating to independent directors. 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>	Board of Directors	Meeting 4 of 4 times (100%)	Audit Committee	Meeting 4 of 4 times (100%)	Good Corporate Governance Committee	Meeting 2 of 2 times (100%)	Nomination Committee	Meeting 2 of 2 times (100%)
Board of Directors	Meeting 4 of 4 times (100%)									
Audit Committee	Meeting 4 of 4 times (100%)									
Good Corporate Governance Committee	Meeting 2 of 2 times (100%)									
Nomination Committee	Meeting 2 of 2 times (100%)									

## Brief Profile of Auditors KPMG Phoomchai Audit Ltd.

### ① MS. SUJITRA MASENA

Position : Audit partner, CPA (Thailand) Number 8645



Nationality	Age	Resume
Thai	44	<p><b>Experience years of auditing</b> : 21 years</p> <p><b>The Experience of the company and its subsidiaries' auditor</b> : • 2022 (1 year) The Company (METCO) • 2022 (1 year) Sima Technology Co.,Ltd. (SIMA) (Subsidiaries)</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, 2022</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 MS. SIRINUCH VIMOLSATHIT**

Position : Audit partner, CPA (Thailand) Number 8413



Nationality	Age	Resume
Thai	42	<p><b>Experience years of auditing</b> : 22 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> : • Master's Degree in Business Administration, Chulalongkorn University • Bachelor's Degree in Business Administration, 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, 2022</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.

### ③ MS. NAREEWAN CHAIBANTAD

Position : Audit partner, CPA (Thailand) Number 9219



Nationality	Age	Resume
Thai	40	<p><b>Experience years of auditing</b> : 18 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> : • Master's degree of Accounting, Chulalongkorn University • 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, 2022</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>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>2. In these Articles, the "Company" shall mean Muramoto Electron (Thailand) Public Company Limited.</p>	<p>2. In these Articles, the "Company" shall mean Muramoto Electron (Thailand) Public Company Limited.</p> <p><u>The term "Registrar" shall mean Public Limited Companies Registrar.</u></p>	<p>2. In these Articles, the "Company" shall mean Muramoto Electron (Thailand) Public Company Limited.</p> <p>The term "Registrar" shall mean Public Limited Companies Registrar.</p>	<p>To add the definition of "Registrar" for use as reference in these Articles of Association.</p>
<p>4. Unless otherwise specified in these Articles of Association, the provisions of the laws relating to public limited companies, and securities and securities exchange shall apply.</p> <p>If the Company or any of its subsidiaries decides to enter into a connected transaction or a transaction involving acquisition/disposal of assets of the Company or that subsidiary, and that transaction is within the scope of a notification of the Stock Exchange of Thailand governing either connected transactions or acquisition/disposal of assets of listed companies (as the case may be), then the Company must comply with the criteria and procedures prescribed by the relevant notification.</p>	<p>4. Unless otherwise specified in these Articles of Association, the provisions of the laws relating to public limited companies, and securities and securities exchange shall apply.</p> <p><del>If the Company or any of its subsidiaries decides to enter into a connected transaction or a transaction involving acquisition/disposal of assets of the Company or that subsidiary, and that transaction is within the scope of a notification of the Stock Exchange of Thailand governing either connected transactions or acquisition/disposal of assets of listed companies (as the case may be), then the Company must comply with the criteria and procedures prescribed by the relevant notification.</del></p>	<p>4. Unless otherwise specified in these Articles of Association, the provisions of the laws relating to public limited companies, and securities and securities exchange shall apply.</p>	<p>As the entry into a connected transaction by a listed company, or a material transaction that is deemed to be an acquisition or disposal of assets by a listed company, is currently provided for under the law on securities and exchange</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>8. A person who acquires shares in the Company by reason of death or bankruptcy of any shareholder is required to furnish to the Company a legally valid and conclusive evidence of his acquisition. The Company shall issue new share certificates to that person and register him as a new shareholder within one month after the receipt of such evidence.</p> <p>A new share certificate shall be issued by the Company as a substitute for the one that is damaged or defaced provided that the damaged or defaced certificate is surrendered to the Company. If a certificate is lost or destroyed, a copy of a complaint lodged from an interrogation officer relating to such loss or destruction of share certificate, or, other reasonable evidence shall be furnished to the Company. A new certificate shall be issued as a substitute within the period fixed by relevant laws.</p>	<p>8. A person who acquires shares in the Company by reason of death or bankruptcy of any shareholder is required to furnish to the Company a legally valid and conclusive evidence of his acquisition. The Company shall issue new share certificates to that person and register him as a new shareholder within one month after the receipt of such evidence.</p> <p>A new share certificate shall be issued by the Company as a substitute for the one that is damaged or defaced provided that the damaged or defaced certificate is surrendered to the Company. If a certificate is lost or destroyed, a copy of a complaint lodged <del>from</del> <u>with</u> an interrogation officer relating to such loss or destruction of share certificate, or, other reasonable evidence shall be furnished to the Company. A new certificate shall be issued as a substitute within the period fixed by relevant laws.</p>	<p>8. A person who acquires shares in the Company by reason of death or bankruptcy of any shareholder is required to furnish to the Company a legally valid and conclusive evidence of his acquisition. The Company shall issue new share certificates to that person and register him as a new shareholder within one month after the receipt of such evidence.</p> <p>A new share certificate shall be issued by the Company as a substitute for the one that is damaged or defaced provided that the damaged or defaced certificate is surrendered to the Company. If a certificate is lost or destroyed, a copy of a complaint lodged with an interrogation officer relating to such loss or destruction of share certificate, or, other reasonable evidence shall be furnished to the Company. A new certificate shall be issued as a substitute within the period fixed by relevant laws.</p>	<p>To revise the wording for clarity purpose.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>10. The Company may not hold its own shares or take them in pledge, except in the following cases :</p> <p>(1) It may buy back shares from any shareholder who made objections against a shareholders' resolution approving any amendment of the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated ; or</p> <p>(2) It may buy back the shares for the purposes of its financial management in the case where the Company has retained earnings and surplus liquidity, but such share buyback must not cause any financial difficulties to the Company</p> <p>The capital held by the Company shall not be part of a quorum for a general meeting of shareholders, nor shall they give the Company the right to cast votes or to receive dividends thereon.</p> <p>The Company must sell or dispose of all of the bought back shares within the period specified in the share buyback scheme. After the specified period, the Company must proceed to cancel the unsold shares it holds through a reduction of its paid-up capital.</p>	<p>10. The Company may not hold its own shares or take them in pledge, except in the following cases :</p> <p>(1) It may buy back shares from any shareholder who made objections against a shareholders' resolution approving any amendment of the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated ; or</p> <p>(2) It may buy back the shares for the purposes of its financial management in the case where the Company has retained earnings and surplus liquidity, but such share buyback must not cause any financial difficulties to the Company</p> <p>The <del>capital</del> <u>shares</u> held by the Company shall not be part of a quorum for a general meeting of shareholders, nor shall they give the Company the right to cast votes or to receive dividends thereon.</p> <p>The Company must sell or dispose of all of the bought back shares within the period specified in the share buyback scheme. After the specified period, the Company must proceed to cancel the unsold shares it holds through a reduction of its paid-up capital.</p>	<p>10. The Company may not hold its own shares or take them in pledge, except in the following cases :</p> <p>(1) It may buy back shares from any shareholder who made objections against a shareholders' resolution approving any amendment of the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated ; or</p> <p>(2) It may buy back the shares for the purposes of its financial management in the case where the Company has retained earnings and surplus liquidity, but such share buyback must not cause any financial difficulties to the Company</p> <p>The shares held by the Company shall not be part of a quorum for a general meeting of shareholders, nor shall they give the Company the right to cast votes or to receive dividends thereon.</p> <p>The Company must sell or dispose of all of the bought back shares within the period specified in the share buyback scheme. After the specified period, the Company must proceed to cancel the unsold shares it holds through a reduction of its paid-up capital.</p>	<p>To revise the wording for clarity purpose.</p>



**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>The share buyback, the sale or disposal of the bought back shares and the reduction of paid-up capital process in respect of the bought back shares including the number of shares, the purchase and disposal price or any other relevant procedures must be made in accordance with the criteria and procedures prescribed in the relevant ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand.</p> <p>If the number of shares to be bought back is ten (10) per cent of the total paid-up capital or less, the share buyback scheme can be approved by the Board of Directors. If the number of shares to be bought back is more than 10 per cent of the total paid-up capital, the Company must obtain a resolution passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. The Company must proceed with the share buy back within one year after obtaining the shareholders' approval.</p>	<p>The share buyback, the sale or disposal of the bought back shares and the reduction of paid-up capital process in respect of the bought back shares including the number of shares, the purchase and disposal price or any other relevant procedures must be made in accordance with the criteria and procedures prescribed in the relevant ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand.</p> <p>If the number of shares to be bought back is ten (10) per cent of the total paid-up capital or less, the share buyback scheme can be approved by the Board of Directors. If the number of shares to be bought back is more than 10 per cent of the total paid-up capital, the Company must obtain a resolution passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. The Company must proceed with the share buy back within one year after obtaining the shareholders' approval.</p>	<p>The share buyback, the sale or disposal of the bought back shares and the reduction of paid-up capital process in respect of the bought back shares including the number of shares, the purchase and disposal price or any other relevant procedures must be made in accordance with the criteria and procedures prescribed in the relevant ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand.</p> <p>If the number of shares to be bought back is ten (10) per cent of the total paid-up capital or less, the share buyback scheme can be approved by the Board of Directors. If the number of shares to be bought back is more than 10 per cent of the total paid-up capital, the Company must obtain a resolution passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. The Company must proceed with the share buy back within one year after obtaining the shareholders' approval.</p>	

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>18. Apart from vacating his/her office upon the expiration of his/her term, a Director shall vacate his/her office upon :</p> <p>(1) Death;  (2) Resignation;  (3) Lacking of qualifications pursuant to the law governing public limited companies;  (4) Being removed by the general meeting of shareholders;  (5) Being removed by an order of the Court.</p>	<p>18. Apart from vacating his/her office upon the expiration of his/her term, a Director shall vacate his/her office upon :</p> <p>(1) Death;  (2) Resignation;  3) Lacking of qualifications pursuant to the law governing public limited companies <u>or the law governing securities and exchange</u>;  (4) Being removed by the general meeting of shareholders;  (5) Being removed by an order of the Court.</p>	<p>18. Apart from vacating his/her office upon the expiration of his/her term, a Director shall vacate his/her office upon :</p> <p>(1) Death;  (2) Resignation;  (3) Lacking of qualifications pursuant to the law governing public limited companies or the law governing securities and exchange;  (4) Being removed by the general meeting of shareholders;  (5) Being removed by an order of the Court.</p>	<p>In order to be consistent with the law currently applicable.</p>
<p>20. In case there is a vacancy in the Board of Directors for reasons other than the expiration of a term of office, the Board shall elect a person who possesses proper qualifications and who is not prohibited to take office by the law governing public limited companies as a substitute Director at the next Board meeting, unless the remaining term of the vacating Director is less than two months.</p> <p>The substitute Director shall hold office only for the remaining period left by the vacating Director whom he replaces.</p> <p>The resolution of the Board of Directors under the first paragraph shall be by a vote of not less than three-fourths of the remaining Directors.</p>	<p>20. In case there is a vacancy in the Board of Directors for reasons other than the expiration of a term of office, the Board shall elect a person who possesses proper qualifications and who is not prohibited to take office by the law governing public limited companies <u>and the law governing securities and exchange</u> as a substitute Director at the next Board meeting, unless the remaining term of the vacating Director is less than two months.</p> <p>The substitute Director shall hold office only for the remaining period left by the vacating Director whom he replaces.</p> <p>The resolution of the Board of Directors under the first paragraph shall be by a vote of not less than three-fourths of the remaining Directors.</p>	<p>20. In case there is a vacancy in the Board of Directors for reasons other than the expiration of a term of office, the Board shall elect a person who possesses proper qualifications and who is not prohibited to take office by the law governing public limited companies and the law governing securities and exchange as a substitute Director at the next Board meeting, unless the remaining term of the vacating Director is less than two months.</p> <p>The substitute Director shall hold office only for the remaining period left by the vacating Director whom he replaces.</p> <p>The resolution of the Board of Directors under the first paragraph shall be by a vote of not less than three-fourths of the remaining Directors.</p>	<p>In order to be consistent with the law currently applicable.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>22. In convening a Board meeting, the Chairman of the Board or a person assigned by him shall send a notice calling the Board meeting to all the Directors at least 7 days in advance. If it is necessary or urgent to preserve the rights or benefits of the Company, the Board meeting may be called by other methods and held at an earlier date.</p> <p>If two or more Directors request a Board meeting, the Chairman shall determine the date of the meeting within 14 days after the date of the receipt of such request.</p>	<p><del>22. A Board meeting shall be convened by the Chairman of the Board. If there is no Chairman, the Vice-Chairman shall convene a Board meeting. If there is no Vice-Chairman, two or more Directors may jointly convene a Board meeting. In convening a Board meeting, the Chairman of the Board or a person assigned by him shall send a notice calling the Board meeting to all the Directors at least 7 days in advance. If it is necessary or urgent to preserve the rights or benefits of the Company, the Board meeting may be called by other methods and held at an earlier date.</del></p> <p><u>If there are justifiable grounds or for preservation of the rights or benefits of the Company, two or more Directors may jointly request that the Chairman of the Board convene a Board meeting, provided that the matters and reasons to be proposed to the meeting for consideration is specified. †</u></p> <p><u>The Chairman shall convene and determine the date of the meeting within 14 days after the date of the receipt of such request.</u></p> <p><u>If the Chairman of the Board fails to comply with paragraph two, the Directors making a request may jointly convene and determine the date of a Board meeting for considering the matters according to the request within 14 days from the expiration of the period under paragraph two.</u></p> <p><u>In convening a Board meeting, either being a meeting in person or a meeting via electronic media, written notice of meeting must be sent to all Directors at least three days before the date of the meeting. However, if it is necessary or urgent to preserve the rights or benefits of the Company, a meeting may be called by electronic means or other method, and an earlier meeting date may be fixed.</u></p>	<p>22. A Board meeting shall be convened by the Chairman of the Board. If there is no Chairman, the Vice-Chairman shall convene a Board meeting. If there is no Vice-Chairman, two or more Directors may jointly convene a Board meeting.</p> <p>If there are justifiable grounds or for preservation of the rights or benefits of the Company, two or more Directors may jointly request that the Chairman of the Board convene a Board meeting, provided that the matters and reasons to be proposed to the meeting for consideration is specified. The Chairman shall convene and determine the date of the meeting within 14 days after the date of the receipt of such request.</p> <p>If the Chairman of the Board fails to comply with paragraph two, the Directors making a request may jointly convene and determine the date of a Board meeting for considering the matters according to the request within 14 days from the expiration of the period under paragraph two.</p> <p>In convening a Board meeting, either being a meeting in person or a meeting via electronic media, written notice of meeting must be sent to all Directors at least three days before the date of the meeting. However, if it is necessary or urgent to preserve the rights or benefits of the Company, a meeting may be called by electronic means or other method, and an earlier meeting date may be fixed.</p>	<p>To be consistent with the Public Limited Companies Act, B.E. 2535 (1992) (as amended) (the "PLCA") which allows the vice-chairman or two or more directors to convene a board meeting in the events as specified, and provides for the requisition for a board meeting and the amendment to the period for sending notice of a board meeting.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>29. The Board of Directors' meeting shall be held in the locality where the Company is located or in any adjacent province or at any other place fixed by the Chairman of the Board or a person designated by him.</p>	<p>29. The Board of Directors' meeting shall be held in the locality where the Company's head office is located or in any adjacent province or at any other place <u>in the Kingdom as</u> fixed by the Chairman of the Board or a person designated by him.</p> <p><u>The meeting under paragraph one may be held via electronic media as provided for by the law governing meetings via electronic media, and the Company's head office shall be deemed the meeting venue.</u></p>	<p>29. The Board of Directors' meeting shall be held in the locality where the Company's head office is located or in any adjacent province or at any other place in the Kingdom as fixed by the Chairman of the Board or a person designated by him.</p> <p>The meeting under paragraph one may be held via electronic media as provided for by the law governing meetings via electronic media, and the Company's head office shall be deemed the meeting venue.</p>	<p>To be consistent with the PLCA which provides that a board meeting of a public limited company must be held in the Kingdom, or may be held by electronic media, with the meeting venue as specified by the PLCA.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>32. There shall be at least one general meeting in a year. Such meeting shall be called "Annual General Meeting" ("AGM"). The AGM shall be held within four months after the closing of the Company's accounting period.</p> <p>Any other general meeting shall be called "Extraordinary General Meeting" ("EGM").</p> <p>The Board of Directors may summon an EGM whenever it deems fit. The shareholders holding an aggregate of not less than one-fifth of the total issued shares or a minimum of twenty five shareholders holding an aggregate of not less than one-tenth of the total issued shares of the Company may request the Board of Directors for an EGM. The requisition must clearly specify the object for which the meeting is required to be summoned. The Board of Directors shall call and convene such EGM within one month from the date of the receipt of such request.</p>	<p>32. There shall be at least one general meeting in a year. Such meeting shall be called "Annual General Meeting" ("AGM"). The AGM shall be held within four months after the closing of the Company's accounting period.</p> <p>Any other general meeting shall be called "Extraordinary General Meeting" ("EGM").</p> <p>The Board of Directors may summon an EGM whenever it deems fit <u>or one or several shareholders holding shares amounting to no less than 10 percent of the total number of shares sold may sign their names to a letter requesting the Board of Directors to convene an EGM at any time, provided that they must clearly state the matters to be discussed and the reasons for that request in the letter. In this case, the Board of Directors must convene an EGM within 45 days from the date of receipt of that letter from shareholders.</u></p> <p><del>The shareholders holding an aggregate of not less than one fifth of the total issued shares or a minimum of twenty five shareholders holding an aggregate of not less than one tenth of the total issued shares of the Company may request the Board of Directors for an EGM. The requisition must clearly specify the object for which the meeting is required to be summoned. The Board of Directors shall call and convene such EGM within one month from the date of the receipt of such request.</del></p>	<p>32. There shall be at least one general meeting in a year. Such meeting shall be called "Annual General Meeting" ("AGM"). The AGM shall be held within four months after the closing of the Company's accounting period.</p> <p>Any other general meeting shall be called "Extraordinary General Meeting" ("EGM").</p> <p>The Board of Directors may summon an EGM whenever it deems fit or one or several shareholders holding shares amounting to no less than 10 percent of the total number of shares sold may sign their names to a letter requesting the Board of Directors to convene an EGM at any time, provided that they must clearly state the matters to be discussed and the reasons for that request in the letter. In this case, the Board of Directors must convene an EGM within 45 days from the date of receipt of that letter from shareholders.</p> <p>If the Board of Directors fails to convene a meeting within the period specified under paragraph two, the shareholders who sign their names, or other shareholders holding shares as required may convene a meeting by themselves within 45 days from the expiration of the period under paragraph two.</p>	<p>To be consistent with the PLCA, which prescribes shareholders' right to convene an extraordinary general meeting of shareholders, and other related matters, and the holding of a shareholders meeting via electronic media with the meeting venue as specified by the PLCA.</p>

## Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
	<p><u>If the Board of Directors fails to convene a meeting within the period specified under paragraph two, the shareholders who sign their names, or other shareholders holding shares as required may convene a meeting by themselves within 45 days from the expiration of the period under paragraph two.</u></p> <p><u>In this regard, that shareholders meeting shall be deemed a meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from that meeting, and reasonably provide facilitation.</u></p> <p><u>In any meeting that is summoned due to a request by the shareholders under paragraph three, if it appears that the number of shareholders present does not form a quorum as specified in these Articles of Association, the shareholders under paragraph three must be jointly responsible for compensating the Company for expenses incurred as a result of that meeting.</u></p> <p><u>A shareholders meeting may be held via electronic media as provided for by the law governing meetings via electronic media, and the Company's head office shall be deemed the meeting venue.</u></p>	<p>In this regard, that shareholders meeting shall be deemed a meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from that meeting, and reasonably provide facilitation.</p> <p>In any meeting that is summoned due to a request by the shareholders under paragraph three, if it appears that the number of shareholders present does not form a quorum as specified in these Articles of Association, the shareholders under paragraph three must be jointly responsible for compensating the Company for expenses incurred as a result of that meeting.</p> <p>A shareholders meeting may be held via electronic media as provided for by the law governing meetings via electronic media, and the Company's head office shall be deemed the meeting venue.</p>	

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>33. In summoning a general meeting, the Board of Directors shall prepare a notice calling the meeting indicating the date, time and place of the meeting, the agenda and matters to be transacted together with appropriate details. The notice shall clearly specify the nature of each agenda whether it is proposed for endorsement, approval or deliberation. Each of the items on the agenda shall be accompanied by comment of the Board of Directors. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the meeting date.</p> <p>Such notice must also be published in a newspaper for 3 consecutive days at least 3 days prior to the meeting date.</p>	<p>33. In summoning a general meeting, <u>either being a meeting in person or a meeting via electronic media</u>, the Board of Directors shall prepare a notice calling the meeting indicating the date, time and place of the meeting, the agenda and matters to be transacted together with appropriate details. The notice shall clearly specify the nature of each agenda whether it is proposed for endorsement, approval or deliberation. Each of the items on the agenda shall be accompanied by comment of the Board of Directors. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the meeting date.</p> <p>Such notice must also be published in a newspaper <u>or via electronic media according to the rules prescribed by the Registrar</u> for 3 consecutive days at least 3 days prior to the meeting date.</p>	<p>33. In summoning a general meeting, either being a meeting in person or a meeting via electronic media, the Board of Directors shall prepare a notice calling the meeting indicating the date, time and place of the meeting, the agenda and matters to be transacted together with appropriate details. The notice shall clearly specify the nature of each agenda whether it is proposed for endorsement, approval or deliberation. Each of the items on the agenda shall be accompanied by comment of the Board of Directors. The notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the meeting date.</p> <p>Such notice must also be published in a newspaper or via electronic media according to the rules prescribed by the Registrar for 3 consecutive days at least 3 days prior to the meeting date.</p>	<p>To be consistent with the amendment to the Articles of Association, which allows the holding of a shareholders meeting via electronic media, as well as to be consistent with the PLCA which prescribes an additional channel for the publication via electronic media.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>34. In a general meeting, there must be present at least 25 shareholders and/or proxies or at least one-half of the total number of shareholders, whichever shall be applicable, representing altogether not less than one-third of the total issued shares of the Company at the meeting in order to constitute a quorum.</p> <p>If, after the lapse of one hour from the time fixed for the general meeting, a quorum is not attained, the meeting, if called at the request of shareholders, shall be dissolved. If the meeting has not been held at the request of the shareholders, 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. No quorum shall be necessary for the second meeting.</p>	<p>34. In a general meeting, <u>either being a meeting in person or a meeting via electronic media</u>, there must be present at least 25 shareholders and/or proxies or at least one-half of the total number of shareholders, whichever shall be applicable, representing altogether not less than one-third of the total issued shares of the Company at the meeting in order to constitute a quorum.</p> <p>If, after the lapse of one hour from the time fixed for the general meeting, a quorum is not attained, the meeting, if called at the request of shareholders, shall be dissolved. If the meeting has not been held at the request of the shareholders, 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. No quorum shall be necessary for the second meeting.</p>	<p>34. In a general meeting, either being a meeting in person or a meeting via electronic media, there must be present at least 25 shareholders and/or proxies or at least one-half of the total number of shareholders, whichever shall be applicable, representing altogether not less than one-third of the total issued shares of the Company at the meeting in order to constitute a quorum.</p> <p>If, after the lapse of one hour from the time fixed for the general meeting, a quorum is not attained, the meeting, if called at the request of shareholders, shall be dissolved. If the meeting has not been held at the request of the shareholders, 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. No quorum shall be necessary for the second meeting.</p>	<p>To be consistent with the amendment to the Articles of Association, which allows the holding of a shareholders meeting via electronic media.</p>



**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>35. In a general meeting, any shareholder is entitled to appoint a proxy to attend and vote at the meeting on his behalf.</p> <p>The instrument appointing a proxy shall be in writing, signed by the shareholder and completed in the form prescribed by the Public Company Registrar, and shall at least contain the following particulars :</p> <p>(a) The amount of shares held by the appointing shareholder;</p> <p>(b) The name of the proxy;</p> <p>(c) The meeting or meetings at which the proxy is appointed to attend and vote.</p> <p>The instrument appointing a proxy must be submitted to the Chairman or his designated person prior to the proxy's attendance.</p>	<p>35. In a general meeting, any shareholder is entitled to appoint a proxy to attend and vote at the meeting on his behalf.</p> <p>The instrument appointing a proxy shall be in writing, signed by the shareholder and completed in the form prescribed by the <del>Public Company</del> Registrar, and shall at least contain the following particulars :</p> <p>(a) The amount of shares held by the appointing shareholder;</p> <p>(b) The name of the proxy;</p> <p>(c) The meeting or meetings at which the proxy is appointed to attend and vote.</p> <p>The instrument appointing a proxy must be submitted to the Chairman or his designated person prior to the proxy's attendance.</p> <p><u>The appointment of a proxy under paragraph two may be made by electronic means, provided that the method used is secure and can assure that the appointment of proxy is made by the shareholder according to the rules prescribed by the Registrar.</u></p>	<p>35. In a general meeting, any shareholder is entitled to appoint a proxy to attend and vote at the meeting on his behalf.</p> <p>The instrument appointing a proxy shall be in writing, signed by the shareholder and completed in the form prescribed by the Registrar, and shall at least contain the following particulars :</p> <p>(a) The amount of shares held by the appointing shareholder;</p> <p>(b) The name of the proxy;</p> <p>(c) The meeting or meetings at which the proxy is appointed to attend and vote.</p> <p>The instrument appointing a proxy must be submitted to the Chairman or his designated person prior to the proxy's attendance.</p> <p>The appointment of a proxy under paragraph two may be made by electronic means, provided that the method used is secure and can assure that the appointment of proxy is made by the shareholder according to the rules prescribed by the Registrar.</p>	<p>To be consistent with the PLCA which provides that appointment of a proxy to attend at a shareholders meeting may be made by electronic means.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>36. If the meeting cannot conclude all the agendas tabled for deliberation, including the one newly proposed by the shareholders representing at least one-third of the total issued shares of the Company, and it is deemed expedient to postpone the meeting, a next general meeting shall be scheduled for the continuing deliberation of the impending matters. In which case, the Board of Directors shall, not less than 7 days prior to the date of the meeting, circulate a notice calling the deferred meeting, indicating the place, date, time and the agenda of the deferred meeting. The notice calling such deferred meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.</p>	<p>36. If the meeting cannot conclude all the agendas tabled for deliberation, including the one newly proposed by the shareholders representing at least one-third of the total issued shares of the Company, and it is deemed expedient to postpone the meeting, a next general meeting shall be scheduled for the continuing deliberation of the impending matters. In which case, the Board of Directors shall, not less than 7 days prior to the date of the meeting, circulate a notice calling the deferred meeting, indicating the place, date, time and the agenda of the deferred meeting. The notice calling such deferred meeting shall also be published in a newspaper <u>or via electronic media according to the rules prescribed by the Registrar for 3 consecutive days at least 3 days prior to the meeting date.</u> <del>not less than three days prior to the date of the meeting.</del></p>	<p>36. If the meeting cannot conclude all the agendas tabled for deliberation, including the one newly proposed by the shareholders representing at least one-third of the total issued shares of the Company, and it is deemed expedient to postpone the meeting, a next general meeting shall be scheduled for the continuing deliberation of the impending matters. In which case, the Board of Directors shall, not less than 7 days prior to the date of the meeting, circulate a notice calling the deferred meeting, indicating the place, date, time and the agenda of the deferred meeting. The notice calling such deferred meeting shall also be published in a newspaper or via electronic media according to the rules prescribed by the Registrar for 3 consecutive days at least 3 days prior to the meeting date.</p>	<p>To be consistent with the PLCA which prescribes an additional channel for the publication via electronic media and to enhance clarify regarding the publication period.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>43. In the event of reduction of capital, the Company shall in writing notify all of its known creditors of the resolution to reduce the capital within fourteen days after the date of such resolution. In such notice, the creditors shall be asked to respond to such resolution within two months should they have any objection. The Company shall also publish the resolution to reduce the capital in a newspaper within the above mentioned fourteen day period.</p>	<p>43. In the event of reduction of capital, the Company shall in writing notify all of its known creditors of the resolution to reduce the capital within fourteen days after the date of such resolution. In such notice, the creditors shall be asked to respond to such resolution within two months should they have any objection. The Company shall also publish the resolution to reduce the capital in a newspaper <u>or via electronic media according to the rules prescribed by the Registrar</u> within the above mentioned fourteen day period.</p>	<p>43. In the event of reduction of capital, the Company shall in writing notify all of its known creditors of the resolution to reduce the capital within fourteen days after the date of such resolution. In such notice, the creditors shall be asked to respond to such resolution within two months should they have any objection. The Company shall also publish the resolution to reduce the capital in a newspaper or via electronic media according to the rules prescribed by the Registrar within the above mentioned fourteen day period.</p>	<p>To be consistent with the PLCA which prescribes an additional channel for the publication via electronic media.</p>

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
<p>44. No dividend shall otherwise be paid unless by a resolution of the shareholders or Board of Directors in the case of an interim dividend.</p> <p>Notice of dividend payment must be sent in writing to shareholders, and must be published in a local newspaper. Dividend payment must be made within one month from the date of the resolution.</p>	<p>44. No dividend shall otherwise be paid unless by a resolution of the shareholders or Board of Directors in the case of an interim dividend.</p> <p>Notice of dividend payment must be sent in writing to shareholders, and must be published in a local newspaper <u>or via any other electronic medias according to the rules prescribed by the Registrar.</u> Dividend payment must be made within one month from the date of the resolution.</p>	<p>44. No dividend shall otherwise be paid unless by a resolution of the shareholders or Board of Directors in the case of an interim dividend.</p> <p>Notice of dividend payment must be sent in writing to shareholders, and must be published in a local newspaper or via any other electronic medias according to the rules prescribed by the Registrar. Dividend payment must be made within one month from the date of the resolution.</p>	<p>To be consistent with the PLCA which prescribes an additional channel for the publication via electronic media.</p>
Chapter VII	<u>Chapter VI</u>	Chapter VI	To sequence the chapter number in the Articles of Association.
Chapter VIII	<u>Chapter VII</u>	Chapter VII	To sequence the chapter number in the Articles of Association.
Chapter IX	<u>Chapter VIII</u>	Chapter VIII	To sequence the chapter number in the Articles of Association.

**Amendment to the Articles of Association of Muramoto Electron (Thailand) Public Company Limited**

Existing Articles of Association	Proposed amendments to the Articles of Association (showing amended parts (in Marked-up))	Proposed amendments to the Articles of Association	Reason for Amendment
- None -	<p><u>60. If the Company or the Board of Directors has the duty to send notices or documents under these Articles of Association or the law governing public limited companies to the Company's Directors, shareholders, or creditors, and if these persons have declared their intention or given consent for the delivery of notices or documents by electronic means, the Company or the Board of Directors may send those notices or documents by electronic means according to the rules prescribed by the Registrar.</u></p>	<p>60. If the Company or the Board of Directors has the duty to send notices or documents under these Articles of Association or the law governing public limited companies to the Company's Directors, shareholders, or creditors, and if these persons have declared their intention or given consent for the delivery of notices or documents by electronic means, the Company or the Board of Directors may send those notices or documents by electronic means according to the rules prescribed by the Registrar.</p>	<p>To be consistent with the PLCA which prescribes an additional channel for sending notices or documents to directors, shareholders, or creditors by electronic means according to the prescribed rules.</p>
- None -	<p><u>61. Any notices via newspaper as specified in the law governing public limited companies may be published via electronic media instead.</u></p>	<p>61. Any notices via newspaper as specified in the law governing public limited companies may be published via electronic media instead.</p>	<p>To be consistent with the PLCA which prescribes an additional channel for the publication via electronic media.</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 be proposed to the meeting together with appropriate details by clearly specifying 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 6

- 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.1/2023 to be held on January 27<sup>th</sup>, 2023 at 14.00 hrs. 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.1/2023 to be held on January 27<sup>th</sup>, 2023 at 14.00 hrs. 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.1/2022 held on January 28<sup>th</sup>, 2022

Approve

Disapprove

Abstain

Enclosure 7

**Agenda No.2** To approve the financial statement for the period ending September 30<sup>th</sup>, 2022  
 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. Tatsuya Awazu**

Approve  Disapprove  Abstain

3.2 Approve the appointment of **Mr. Nop Rojanavanich**

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>, 2022 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** To consider and approve the amendment to the Company's Articles of Association and the grant of the relevant authority.

Approve  Disapprove  Abstain

**Agenda No.8** 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  
(.....)

**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.1/2023 to be held on January 27<sup>th</sup>, 2023 at 14.00 hrs. 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 7

(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.1/2022 held on January 28<sup>th</sup>, 2022
- Approve                       Disapprove                       Abstain
- Agenda No.2** To approve the financial statement for the period ending September 30<sup>th</sup>, 2022
- 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. Tatsuya Awazu**
- Approve                       Disapprove                       Abstain
- 3.2 Approve the appointment of **Mr. Nop Rojanavanich**
- 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>, 2022 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** To consider and approve the amendment to the Company's Articles of Association and the grant of the relevant authority.
- Approve                       Disapprove                       Abstain
- Agenda 8** 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.1/2023 to be held on 27<sup>th</sup> January, 2023 at 14.00 hrs. 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>	75 years old	67 years old	39 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 - 2022</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>2021 - 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 2023** : All interested directors under the agenda on directors' remuneration. **Mr. Nop Rojanavanich** 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 from 26<sup>th</sup>December 2022, to 20<sup>th</sup>January 2023, the Form can be downloaded through the Website [www.metco.co.th](http://www.metco.co.th) 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 25<sup>th</sup>January 2023, 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 75 years old
2. **Mr. Nop Rojanavanich** Independent director 67 years old
3. **Mrs. Wongtipa Bunnag** Independent director 39 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 **enclosure7** proposed in the Annual General Meeting of Shareholders No.1/2023)

## Enclosure 9

After completing and signing the proxy form that Company has sent to the shareholders or downloading from Company's website "[www.metco.co.th](http://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, 2023 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

## 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, 2023 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

**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. 1/2023 on 27<sup>th</sup> January, 2023 at 14.00 hrs. 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, 2023 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 2023 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

