



**METCO**

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

Registration No. Bor. Mor. Jor. 326

January 9, 2014

Subject : Notice Calling the Annual General Meeting of Shareholders No. 1/2014

To : The Shareholders of the Company

Enclosure : (1) Copy of the Minutes of the Annual General Meeting of shareholder No. 1/2013;  
(2) Annual report, the copy of the balance sheet and the statement of profit and loss; and  
(3) Proxy Form

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 2013, being the Meeting No. 1/2014, will be held on January 24, 2014, beginning at 14.00 pm. at Lavender Room, Rama Gardens Hotel, No. 9/9 Vibhavadi - Rangsit Road, Khet Bangkhen, Bangkok, to deliberate business matters according to the following agendas :-

**Agenda 1. To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2013, held on January 25, 2013**

**Board's opinion :** The minutes should be certified.

**Agenda 2. To approve the balance sheet and the profit and loss statement for the period ending September 30, 2013 and certify the Board of Directors' operation for the previous year.**

**Board's opinion :** The balance sheet and the profit and loss statement for the year ending September 30, 2013 should be approved.

**Agenda 3. To consider the election of the directors retired by rotation and fix their remuneration**

**Board's opinion :** The directors who are due to retire at the Meeting are Mr. Wanchai Umpungart, Mr. Nop Rojanavanich, Mr. Shinichiro Yamamoto and Mr. Yoichi Muramoto. They should be re-elected to serve the Company for another term and that in order to smooth out the Company operation. The director's remuneration should be fixed same as last year as follows ;

1. Independent Director	15,000.00	Baht/person/month
2. Chairman of Audit Committee	20,000.00	Baht/month
3. Audit Committee member	10,000.00	Baht/person/month

**Agenda 4. To distribute profit, declare dividend and fix the date of the payment**

**Board's opinion :** Dividends at Baht 3.00 per share should be declared and paid to the shareholders on 21<sup>st</sup> February 2014, The dividend of Baht 3.00 per share is paid from retained earnings after 25% and 30% corporation income tax.

**Agenda 5. To appoint the Company's auditor and fix his/her remuneration**

**Board's opinion :** The shareholders should have absolute discretion over the appointment of the auditor.

(Not : Propose to fix the remuneration to the Auditor of Muramoto Electron (Thailand) Public Company Limited not exceeding 2,780,000 Baht and Sima Technology Company Limited (Subsidiary) not exceeding 960,000 Baht.

**Agenda 6. To consider and approve the corporate objective additional item of the Company's Memorandum of association**

**Board's opinion :** agreed to consider and approve the corporate objective additional item of the Company's Memorandum of association as follow

6.1 The following be adopted as Clause 18 of the Company's objectives:

"18. To operate a business of providing loans to affiliated company in Thailand and to affiliated company outside Thailand."

6.2 Article 3 of the Memorandum of association be superseded by the following

"Article 3 the objectives of the Company are contained in 18 clauses."

Please kindly acknowledge and attend the Meeting at the date, time and place above mentioned. Any shareholder wishes to appoint a proxy and vote on his/her behalf at this Meeting, please duly complete the attached proxy form (choose only one form). 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 and submit it to the Chairman prior to the Meeting

The Company will close the share register book on December 17, 2013 as to determine the shareholders entitlement to attend the meeting.



Yours Faithfully,

(Mr. Yoichi Muramoto)

Chairman/President



# METCO

## Muramoto Electron (Thailand) Public Company Limited

Registration No. Bor. Mor. Jor. 326

### Minutes of the Annual General Meeting of Shareholders No.1/2013

Of

### Muramoto Electron (Thailand) Public Company Limited

#### Date, Time and Place

The Meeting was held on January 25, 2013 at 14.00 pm. at Lavender Room of the Rama Gardens Hotel, No. 9/9 Vibhavadeerangsit Road, Bangkhen, Bangkok.

#### Preliminary Proceeding

Mr. Hirokazu Muramoto, President of the Company, was Chairman of the Meeting. The Chairman declared that there were shareholders present in persons and by proxies at the Meeting at 43 persons, representing an aggregate of 17,087,799 shares or 81.77 % of the total issued shares of the Company. A quorum was thus constituted. The Chairman then declared the Meeting duly convened to consider the agenda as follows;

#### 1. To adopt the Minutes of the Annual General Meeting of Shareholders No.1/2012 Dated January 27, 2012

The Chairman proposed to the Meeting to adopt the Minutes of Annual General Meeting of Shareholders No.1/2012 dated January 27, 2012. a copy of which had been circulated among the shareholders in advance, together with the notice calling the present Meeting.

After careful consideration, the Meeting unanimously resolved that the Minutes of the Annual General Meeting of Shareholders No.1/2012, dated January 27, 2012 be adopted as proposed by the Chairman.

#### 2. To approve the Balance Sheet and the Profit & Loss Statement for the period ending September 30, 2012.and To endorse the Management Report for the last accounting period.

The Chairman proposed to the Meeting to consider and approve the Balance Sheet and the Profit & Loss Statement for the year, ended September 30, 2012, a copy of which had been circulated among the shareholders with the notice.

The Chairman informed to Meeting that, the operating performance for 2012 is described in detail in the annual report which has been distributed. The report summary is as follows;

Sales of the Company and SIMA, its subsidiary company, has decreased by 3,425 million Baht or 22% to 12,262 million Baht.

This reduction in revenue resulted from the impact of the flood situation over the past two years until early last year. The sales volume by Japanese electrical appliance manufacturers has reduced significantly. In addition, the increase in the minimum wage rate to 300 baht adds a huge pressure on costs. Last year, the Company made every effort to reduce costs but in turn there were requests to reduce costs even more from the customers. Therefore, the profit and loss statement after tax has shown a loss of 487 million baht, which was the biggest loss ever.

The previous year's situation was considered as difficult. However, this year's situation is predicted as even more difficult. We need to consider how to deal with the change in the business environment related to Japanese manufacturers, the economic slowdown in China, and the impact of sanctions against Japanese products. The Company has initiated the following five policies in coordination with all the staff in order to pass through this difficult period.

1. Change the main focus from electronic appliances to the automobile industry
2. Establish a Design Center
3. Approach other than Japanese customers
4. Appointment of Thai staff to be responsible in executive managerial roles
5. The Turnaround Project

Firstly, the Company has tried to change step by step continuously to reflect the changes in the automobile industry. The Company has succeeded in achieving big orders for the center panel in automobiles called the Escutcheon in this fiscal year. At the same time, the Company started mass production of an Engine Control Unit, generally called an ECU, and a key fob for Keyless Entry.

The Company plans to establish a Design Center, which have never existed in the Company, and focus on the importance of approaching potential customers other than Japanese customers. In addition, the Company has appointed Thai mid-level executives to assume important positions as per the reorganization plan last October. The Company did not stop only at increasing the motivation of Thai staff but also aimed at cost reduction by decreasing the number of Japanese staff seconded from headquarters on either a permanent or a temporary basis.

The Turnaround Project targets new customers through the strategy of expressing the strengths of Muramoto implemented until now. This strengthens the confidence of customers towards the Company, improves the work processes, reduce cost continuously, and implements projects for further organizational reform.

Next, I will explain briefly about the manufacturing forecast of our main products. The CD Changer product has reached saturation point. It is forecast that the production volume of IDC will reduce every year. However, it was decided that the installation of this device in new car models will continue. Therefore, it is predicted that the production will continue until 2020.

The competition in production cost for digital cameras (EC) will become tougher. It will be more difficult to get new orders. Moreover, the camera market is shrinking now as a result

of more widespread use of smart phones. This trend will continue.

It is forecast that the production volume of printers will decrease significantly compared to the initial period of their introduction. The Company is determined to increase the number of orders, reduce stock, and introduce the principle of Value Engineering (VE). The Company also plans to strengthen its business operations in order to win more orders and manufacturing new products.

The sales volume of press parts for PDP work and the LCD backlight assembly business has decreased tremendously because the production by customers has shrunk severely and will stop in 2013.

On the other hand, the Company commits fully to achieve all the initiatives mentioned above in order to acquire new business. The mass production of front panel parts for cars will become the main business of the Company and begin in April, which is the second half of this fiscal year. This is not only to substitute the deterioration of existing business but also to bring about the negotiation for larger business, which will become the main business of the Company in the future.

After careful consideration, the Meeting unanimously resolved that the Balance Sheet and the Profit & Loss Statement for the year, ended September 30, 2012 be approved. And the report delivered by the Chairman on behalf of the management was unanimously accepted and endorsed by the shareholders.

### **3. To consider the election of the directors retired by rotation, appoint additional new director and fix their remuneration**

The Chairman informed the Meeting that there were 11 Directors of the Company of which one – third of the Company’s Directors must retire and vacate their offices by rotation at each Annual General Meeting of Shareholders and that the Directors who are to retire at this Meeting are namely Mr. Hirokazu Muramoto, Mr. Apidej Bantukul and Ms. Yuko Muramoto. He thereby proposed that the three retiring Directors be reelected.

After careful consideration, The Meeting unanimously resolved that the retiring Directors, namely Mr. Hirokazu Muramoto, Mr. Apidej Bantukul, and Ms. Yuko Muramoto. be reelected to serve on the Board of Directors for another term.

Further that, the Chairman proposed to the Meeting to fix director remuneration. The remuneration should be paid to independent Directors only and be fixed same as last year as follows;

1. Independent Director	15,000.00	Baht/person/month
2. Chairman of Audit Committee	20,000.00	Baht/month
3. Audit Committee member	10,000.00	Baht/person/month

After careful consideration, the Meeting unanimously resolved that the director remuneration be paid to independent directors and be fixed as proposed by the Chairman.

#### **4. To distribute profit, declare dividend and fix the date of the payment**

The Chairman informed to the Meeting that the Company made a loss of Baht 534 Million in 2012. The un-appropriated retain earning carried forward from 2010 was Baht 4,372 Million and deduct dividend payment for the previous year Baht 355 Million Therefore, the un-appropriated retain earning at the end of accounting year 2012 was Baht 4,624 Million. There was no need for the Company to appropriate any amount to the statutory reserve fund as the total amount of such fund had reached 10% of the Company's capital. The Board of Directors had proposed that dividend be declared and paid out of such accumulated profit at Baht 3.00 per share, that the date of the payment of such dividend be February 22, 2013. And the shareholder register book for right to receive dividend shall be recorded on February 7, 2013. Also, February 8, 2013 shall be the book-closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied. The Chairman thereby asked the Meeting to declare and pay a dividend as proposed.

The Meeting unanimously resolved that Baht 3.00 per share be paid as a dividend to shareholders. The dividend of Baht 3.00 per share is paid from retain earning after 25-30% corporation income tax. The dividend shall be paid on February 22, 2013 and the shareholders register book for right to receive dividend shall be recorded on February 7, 2013. Also, February 8, 2013 shall be the book-closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be complied.

#### **5. To appoint the Company's auditor and fix his/her remuneration**

The Chairman proposed to the Meeting to appoint Mr. Ekkasit Chuthamsatid Certified Public Accountant No.4195 or Mr. Sakda Kaothanthong Certified Public Accountant No.4628 or Ms. Sureerat Thongarunsang Certified Public Accountant No.4409 of KPMG Phoomchai Audit Ltd. to be the Auditor of Muramoto Electron (Thailand) Public Company Limited for the accounting period of 2013 with the annual remuneration of Baht 2,780,000 (Baht two million seven hundred eighty thousand).

The Meeting unanimously resolved to appoint Mr. Ekkasit Chuthamsatid Certified Public Accountant No.4195 or Mr. Sakda Kaothanthong Certified Public Accountant No.4628 or Ms. Sureerat Thongarunsang Certified Public Accountant No.4409 of KPMG Phoomchai Audit Ltd. to be the Auditor of Muramoto Electron (Thailand) Public Company Limited for the accounting period of 2013 with the annual remuneration of Baht 2,780,000 (Baht: Two million seven hundred eighty thousand).

#### **6. To consider and approval the corporate object additional item of the Company's Memorandum of Association**

The Chairman proposed to the Meeting to consider and approve the corporate object additional item of the Company's Memorandum of Association as follow

6.1 The following be adopted as clause 17 (a new clause) of the Company's objects:

“17. To operate a business of components and parts procurement for chemical and

plastic industry, electronic and electric appliances industry, and automotive industry for wholesale domestically and exporting.”

6.2 Article 3 of the Memorandum of Association be superseded by the following:

“Article 3 the objects of the Company are contained in 17 clauses, detail as per Form Bor Mor Jor 002 attached hereto.”

The Chairman informed to the Meeting that the background for registering the new business is the increase in customers’ needs in the automobile industry so the Company may procure and supply components other than the parts made by the Company. The Company has submitted the registration for the new business in order to increase the customers’ satisfaction by procuring parts necessary for the customers as a one-stop service.

After careful consideration, the Meeting unanimously resolved that the corporate object additional item be adopted as proposed by the Chairman.

There being no other business was proposed to the meeting,

The Meeting was adjourned at 15.25 pm.



(Signature) .....

Mr.Seiji Osaki  
Vice President on behalf of  
Chairman of the Meeting

## Supporting Documents for Agenda 3

### Biography

#### Mr. Wanchai Umpungart

**Position** : Independent Director, Audit Committee Member  
**Age** : 66 years  
**Nationality** : Thai  
**Education** : Sasin Graduate Institute of Business Administration of Chulalongkorn University



**Work Resume** : Present Director (Independent) of Muramoto Electron (Thailand) Public Company Limited  
Chairman of Audit Committee of Saha Patthana Inter Holding Public Company Limited  
President of Thai Herbal Products Company Limited  
President of Lohakit Metal Public Company Limited

**Meeting Attendance** : in 2013 Audit Committees' Meeting 5 times, attend 5 times  
Board of Directors' Meeting 6 times, attend 6 times

**Appointment** : From 2002 to present

**Training** : none

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#### Mr. Nop Rojanavanich

**Position** : Independent Director and Audit Committee Member  
**Age** : 58 years  
**Nationality** : Thai  
**Education** : Master in Business Administration, Kasetsart University, Thailand  
Master of Science in Civil Engineering, West virginia University, USA  
Bachelor of Science in Engineering, Chulalongkorn University, Thailand



**Work Resume** : Present Director (Independent) of Muramoto Electron (Thailand) Public Company Limited  
Former Chief Engineer Public Works & Town Planning Department  
Executive Director Chaophraya Port Co., Ltd.  
Construction Project Consultant Veterans Welfare Organization  
Project Consultant Election Committee Organization  
Civil Engineer Thai Engineering Consultants Co., Ltd.

**Meeting Attendance** : in 2013 Audit Committees' Meeting 5 times, attend 4 times  
Board of Directors' Meeting 6 times, attend 5 times

**Appointment** : From 2005 to present

**Training** : Building Engineering Japan  
Management for Executive Person  
Public Works & Town Planning Department Thailand  
Mediator Process King Prajadhipok's Institute



## Mr. Shinichiro Yomamoto

**Position** : Director  
**Age** : 51 years  
**Nationality** : Japanese  
**Education** : Kanazawa Institute of Technology, Japan  
**Work Resume** : Present Director of Muramoto Electron (Thailand)



Public Company Limited

Former Production Manager (Plastic Parts), Muramoto Electron (Thailand)  
Public Company Limited

Die Department, Muramoto Industry Co., Ltd.

**Meeting Attendance** : in 2013 Board of Directors' Meeting 6 times, attend 5 times

**Appointment** : From 2005 to present

**Training** : none

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## Mr. Yoichi Muramoto

**Position** : Chairman/President  
**Age** : 56 years  
**Nationality** : Japanese  
**Education** : Okayama University of Science, Japan  
**Work Resume** : Present Chairman/President of Muramoto Electron



(Thailand) Public Company Limited

President of Muramoto Industry Co., Ltd

Chairman of Muramoto Audio - Visual Philippines, Inc. - Philippines

Director of Muramoto Manufacturing Europe S.R.O. - Czecho Republic

Director of Muramoto USA, Inc. - United State of America

**Meeting Attendance** : in 2013 Board of Directors' Meeting 6 times, attend 6 times

**Appointment** : From 2010 to present

**Training** : none

# Proxy Form (From A.)

Made at.....  
Date.....Month.....Year.....

I/We.....Nationality.....  
residing/located at No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....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.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

(2).....age: .....years, residing/located at  
No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

(3).....age: .....years, residing/located at  
No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....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. 1/2014 to be held on January 24, 2014 at 14.00 pm. at Lavender Room, Rama Garden Hotel No. 9/9 Vipavadeerangsit Road, Khet Bangkhen, Bangkok, Thailand or such other date, time and place as may be 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

*Affix Duty Stamp Baht 20.-*

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

Signed.....Grantee  
(.....)

## 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 (From B.)

Made at.....

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

(1) I/We.....Nationality.....  
residing/located at No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....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.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

(2).....age: .....years, residing/located at  
No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

(3).....age: .....years, residing/located at  
No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....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. 1/2014 to be held on January 24, 2014 at 14.00 pm. at Lavender Room, Rama Garden Hotel No. 9/9 Vipavadeerangsit Road, Khet Bangkhen, Bangkok, Thailand or such other date, time and place as may be 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 certify the minutes of the ordinary general meeting of shareholders

No. 1/2013, held on January 25, 2013

Approve

Disapprove

Abstain

Agenda No. 2 To consider and approve the balance sheet and the statement of profit and loss for the year, ended September 30, 2013 and certify the Board of Director's operation for the previous year.

Approve

Disapprove

Abstain



Agenda No. 3 In relation to an appointment of directors, the proxy will cast the votes under my/our instruction as follow :

Approve the appointment of all directors

Approve the appointment of certain directors as follows :

1. Mr. Wanchai Umpungart

Approve                       Disapprove                       Abstain

2. Mr. Nop Rojanavanich

Approve                       Disapprove                       Abstain

3. Mr. Shinichiro Yamamoto

Approve                       Disapprove                       Abstain

4. Mr. Yoichi Muramoto

Approve                       Disapprove                       Abstain

Approve remuneration of directors

Agenda No. 4 To consider the allotment of profits, payment of dividends, and to fix the dividends payment date.

Approve                       Disapprove                       Abstain

Agenda No. 5 To consider the appointment of the auditor and his remuneration.

Approve                       Disapprove                       Abstain

Agenda No. 6 To consider and approve the corporate object additional item of the company's memorandum of association.

Approve                       Disapprove                       Abstain

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

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

*Affix Duty Stamp Baht 20.-*

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

Signed.....Grantee  
(.....)

**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 as specified in clause (2) above. Partial proxy, which less than number of shares as specified in clause (2), is prohibited.
3. If there is any additional agenda to be consider in the meeting, the additional agenda can be specified in the attachment to the proxy form.

# Proxy Form (From C.)

Made at.....

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

(1) I/We.....Nationality.....  
residing/located at No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....  
In the capacity of a custodian for.....  
who/which is a shareholder of.....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.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

(2).....age: .....years, residing/located at  
No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

(3).....age: .....years, residing/located at  
No. ....Road.....Tambol/Kwaeng.....  
Amphur/Khet.....Province.....Postal Code.....

Only one of the above person to be my/our proxy to attend and vote on me/us behalf at the annual general meeting of shareholder's No. 1/2014 to be held on January 24, 2014 at 14.00 pm. at Lavender Room, Rama Garden Hotel No. 9/9 Vipavadeerangsit Road, Khet Bangkhen, Bangkok, Thailand or such other date, time and place as may be adjourned.

(3) I/We authorize 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.....votes

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

Total votes : .....

(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 certify the minutes of the ordinary general meeting of shareholders

No. 1/2013, held on January 25, 2013

Approve

Disapprove

Abstain

Agenda No. 2 To consider and approve the balance sheet and the statement of profit and loss for the year, ended September 30, 2012 and certify the Board of Directors' operation for the previous year.

Approve                       Disapprove                       Abstain

Agenda No. 3 In relation to an appointment of directors, the proxy will cast the votes under my/our instruction as follow :

Approve the appointment of all directors

Approve the appointment of certain directors as follows :

1. Mr. Wanchai Umpungart

Approve                       Disapprove                       Abstain

2. Mr. Nop Rojanavanich

Approve                       Disapprove                       Abstain

3. Mr. Shinichiro Yamamoto

Approve                       Disapprove                       Abstain

4. Mr. Yoichi Muramoto

Approve                       Disapprove                       Abstain

Approve remuneration of directors

Agenda No. 4 To consider the allotment of profits, payment of dividends, and to fix the dividends payment date.

Approve                       Disapprove                       Abstain

Agenda No. 5 To consider the appointment of the auditor and his remuneration.

Approve                       Disapprove                       Abstain

Agenda No. 6 To consider and approval the corporate object additional item of the company's memorandum of association.

Approve                       Disapprove                       Abstain

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

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

*Affix Duty Stamp Baht 20.-*

Signed.....Grantor

(.....)

Signed.....Grantee

(.....)

## 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 C.



# Attachment to Proxy Form

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

For annual general meeting of shareholder No. 1/2014 to be held on January 24, 2014 at 14.00 pm. at Lavender Room, Rama Garden Hotel No. 9/9 Vipavadeerangsit Road, Khet Bangkhen, Bangkok, Thailand. or such other date, time and place as may be adjourned

Agenda no. ....subject :.....

- Approve
- Disapprove
- Abstain

Agenda no. ....subject :.....

- Approve
- Disapprove
- Abstain

Agenda no. ....subject :.....

- Approve
- Disapprove
- Abstain

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

Signed.....Grantor

(.....)

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

Signed.....Grantor

(.....)

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

# Document for Rights to Attend the Meeting

**Attendees must present the following document before participating in a company meeting (depending on their status)**

## **1. Shareholder, as a person**

- 1.1 In case that the shareholder is attending the meeting, one must present a government issued document which features the shareholder's photo and has not expired, such as an Identity Card, a Driving License, or a Passport.
- 1.2 In case that the shareholder wishes to give proxy to another person.
  - (a) A Proxy Form, as per attached with the meeting invitation, must be completed and signed with the signatures of both the transferor and the transferee.
  - (b) The shareholder's copy of a government issued document as per the above 1.1, with a transferor's signature of approval is required.
  - (c) A transferee's government issued document as per the above 1.1 is required.

## **2. Shareholder, as a legal entity**

- 2.1 In case that a representative of the shareholder is attending the meeting, the following documents are required.
  - (a) The representative's document issued by the government, as per the above 1.1.
  - (b) A copy of the Certificate of Articles of the shareholder, which contains a signature of approval of the legal entity's authorized person and a statement which states that the representative who attends the meeting has the right and power to act on behalf of the legal entity's shareholders.
- 2.2 In case that the shareholder gives its proxy to a transferee to attend the meeting.
  - (a) A Proxy Form as per attached with the meeting invitation must be completed and signed with the signatures of both the transferor and the transferee.
  - (b) A copy of the Certificate of Articles of the shareholder, which has an approved signature from the legal entity's authorized person and a statement which stipulates that the representative who appoints the grantee has the right and power to act on behalf of the legal entity's shareholders.
  - (c) The representative's and the transferee's document issued by the government, as per the above 1.1 and 1.2.

In case of Certificate of Articles, the Corporate Affidavit must be issued no more than 30 days by Department of Business Development, Ministry of Commerce.

## **3. Shareholder, as a non-Thai resident or a legal entity established under a foreign law.**

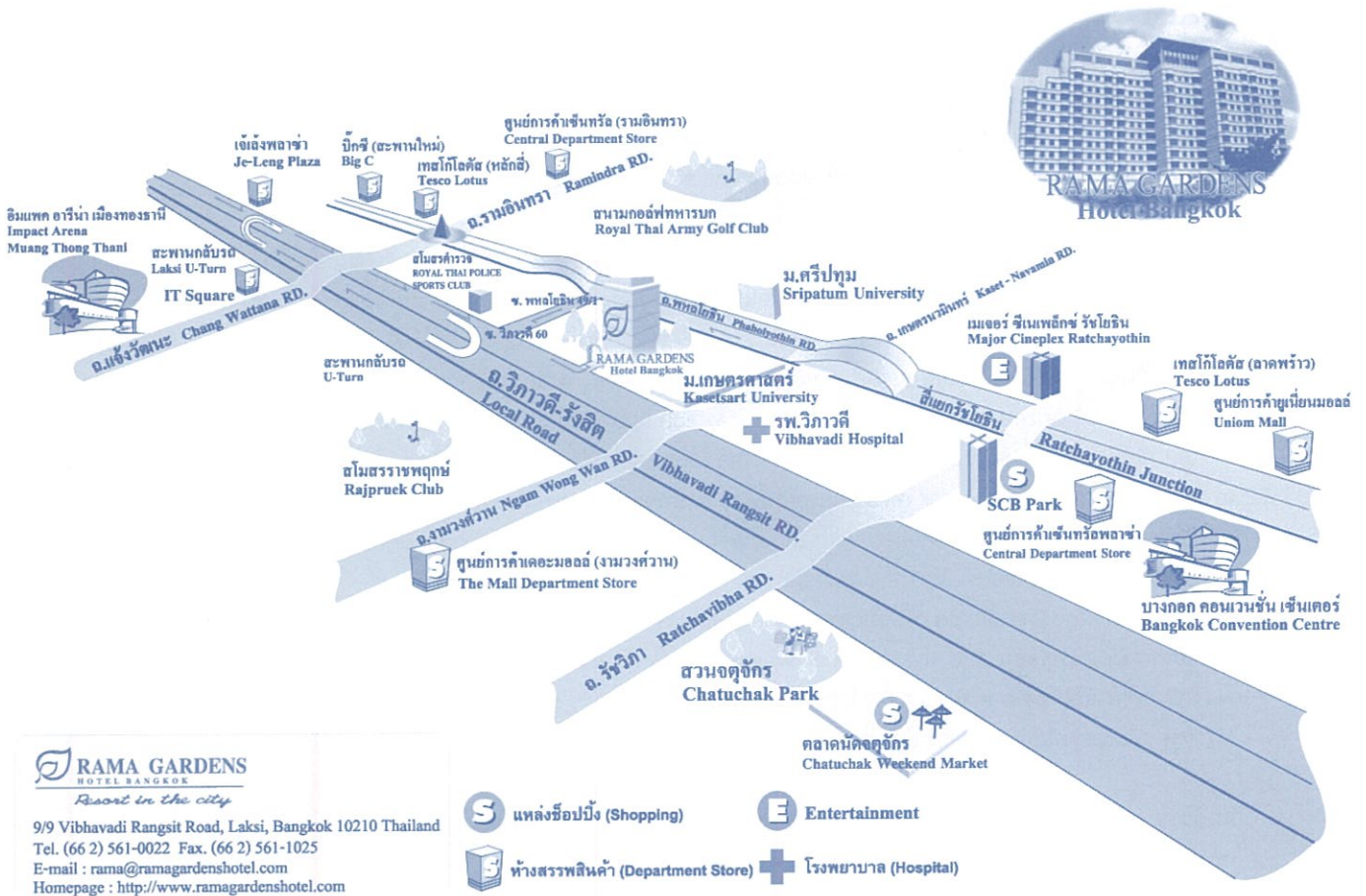
The required document as stated in the above 1 and 2 may apply to the shareholder who is a non-Thai resident, or a legal entity established under a foreign law, depending on each individual case. However, such case is subject to the following :

- (a) The document of identification of the legal entity can be issued by the government of the country where the legal entity is located or by an officer of that legal entity. However, the document must contain the name of the legal entity, authorized signatures, conditions and limitations of authorizing a signature, and the location of the legal entity's headquarters.
- (b) A correct English translation of any documents which are not in English is required, and this must be signed by the legal entity's representative to approve the accuracy of the document.

In case of copy of documents, it must be certified true copy by the authorize. Any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

The company reserves the right to lessen or strengthen the regulation that requires shareholders and shareholders' representatives to present documents of identification in order to attend each company meeting.

# Rama Gardens Map



**Note :** Conyention Center Building, Lavender room, 2<sup>nd</sup> Floor  
(From the entrance of hotel, the building is on your right hand.)