



# METCO

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

Registration No. Bor. Mor. Jor. 326

January 8, 2015

Subject : Notice Calling the Annual General Meeting of Shareholders No. 1/2015

To : The Shareholders of the Company

Enclosure : (1) Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2014;  
(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 2015, being the Meeting No. 1/2015, will be held on January 23, 2015, beginning at 14.00 hours at Lavender Room, Rama Gardens Hotel, No. 9/9 Vibhavadi - Rangsit Road, Khet Bangkokhen, Bangkok, to deliberate business matters according to the following agendas :-

**Agenda 1. To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2014, held on January 24, 2014**

**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, 2014 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, 2014 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. Paichitr Rojanavanich, Mr. Yoshiyuki Muramoto and Mr. Ichiro Nishimura, 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 9.00 per share should be declared and paid to the shareholders on 20<sup>th</sup> February 2015. The dividend of Baht 9.00 per share is paid from net profit after 20% 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.

(Note : Propose to fix the remuneration to the Auditor of Muramoto Electron (Thailand) Public Company Limited not exceeding 2,916,000 Baht and Sima Technology Company Limited (Subsidiary) not exceeding 1,005,000 Baht.

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 15, 2014 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.1/2014**

**Of**

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

### **Date, Time and Place**

The Meeting was held on January 24, 2014 at 14.00 pm. at Lavender Room of the Rama Gardens Hotel, No. 9/9 Vibhavadeerangsit Road, Bangkhen, Bangkok.

### **Preliminary Proceeding**

Mr.Yoichi Muramoto, Chairman 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 40 persons, representing an aggregate of 16,040,081 shares or 76.75 % 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.1/2013 Dated January 25, 2013**

The Chairman proposed to the Meeting to adopt the Minutes of Annual General Meeting of Shareholders No.1/2013 dated January 25, 2013. 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.1/2013, dated January 25, 2013 be adopted as proposed by the Chairman.

#### **2. To approve the Balance Sheet and the Profit & Loss Statement for the period ending September 30, 2013 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, 2013, a copy of which had been circulated among the shareholders with the notice.

The Chairman informed to Meeting that, the operating performance for 2013 is described in detail in the annual report which has been distributed. The report summary is as follows;

The operating result for 2013 is included in the annual report submitted to you, and therefore, a summary is presented as follows:

Total sales revenue of both the company and its affiliates is 11.237 billion Baht in total, a decrease of 1.025 billion Baht or 9.0% from the previous year. Cease production of the LCD & Plasma TV business unit and other non-profitable business units, as well as the downturn in popularity for the in-dash changer for passenger vehicles, and disappointing sales of Digital Single Lens Reflex Cameras are the major causes reducing the revenue of the company in fiscal 2013. In foreseeing the future for the METCO Group of Companies, the company decided to implement a major re-engineering program and withdraw from non-profitable business units, and change from being an electrical parts manufacturer for the automobile industry, and review the profit structure.

The company placed much effort repeatedly in cutting costs throughout the year; however, what comes along with the re-engineering caused great pain: 2 consecutive year of deficit, worth 832 million Baht, which registered the greatest loss in the company's history.

#### Fiscal 2014 outlook.

The first priority is to promote any activity that supports the reconstruction in order to restore profitability. Therefore, in 2013, the company reformed the management system, reviewed human resource of the company, sold non-profit making assets, depreciated assets, and reviewed all the investors' proposals to support the reconstruction. These activities caused the personnel great pain, but since the 4th quarter of 2013 the company has achieved profitability and good performance in other activities.

Nevertheless, there is a risk due to the unfavorable economic conditions. As a result, the company has launched the following measures to maintain profitability in this unfriendly circumstance:

1. Restore its profitability.
2. Implement a more challenging growth strategy.
3. Implement human resource management and development.
4. Improve internal and external affairs by complying with the company's regulations.

Firstly, regarding profitability restoration, the details shown below are fiscal year 2013's profit and loss statement by quarter. This is itemized by the expenses for the sale of the non-profitable assets, depreciation of the assets, and profit structure review.

In terms of sales value, the diversification from electrical parts to automobile parts manufacturing has been successful and this new business unit is growing.

In terms of cost savings, as a result of the human resource management review and reducing the number of staff, eliminating losses and by improving the management control of parts & raw materials, the company turned the deficit into a profit in the 4th quarter.



To engage in a more challenging growth strategy, the company has advanced in the auto-part industry by focusing on such products as Escutcheon and Center Panel Units for passenger cars that were manufactured for purchase orders in the second half of the previous fiscal year. This also includes the Engine Control Unit called the ECU and Key Fob for Keyless Entry. Finally, the company also aims to develop new products with new technology for the next production period.

Human resource development is required to be implemented continuously and it involves redundant subjects. Therefore, the company has made efforts to introduce new training systems to avoid such redundancy, by creating a new work environment that encourages self-development, and building the structure that promotes job rotation.

Finally, in order to handle internal and external affairs according to the company's regulations, the company shall comply with the Compliance System and international quality systems such as the ISO, environmental, and occupational health and safety systems, and the laws of Thailand, and comply with the obligations of social responsibility as a respected public company limited.

The next section describes progress of the major production lines:

Firstly, in 2013, the company stopped manufacturing press parts for plasma and LCD TVs, and closed other business units that are likely to become non-profitable in the future. Press and Clinching inventory used in this business was sold and depreciated in fiscal 2013.

Although popularity of the CD Changer is diminishing, and ICD production volume is forecast to reduce year by year, the new model is still welcomed by automobile manufacturers and production is expected to continue until 2020. In the digital camera market, compact cameras have been replaced by the Smart Phone. Moreover, the Mirror Lens market is saturated. Although the production of Single Reflex Lens digital cameras does not stop, the aggressive price war in the market is a great challenge for the company to overcome, and this trend is expected to continue. On the other hand, the printer business, for which the production volume decreased greatly last year, is likely to bounce back in 2014 because the customers have accepted the company's plan for cost reduction through production efficiency enhancement.

The company has also adopted value analysis (VA) and value engineering (VE) in new models; moreover, with plans to increase purchase orders and profit.

The company has been successful in starting Mass Production of Front Panels for passenger cars and is supplying these parts to the largest car manufacturer of Japan. This business unit is part of the current core business of which purchase orders are acquired in the second half of 2013, and the next model is on its way. The company will spend every resource to ensure that front panel manufacturing shall become the flagship product of METCO 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, 2013 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 8 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. Yoichi Muramoto, Mr. Shinichiro Yamamoto, Mr. Wanchai Umpungart and Mr. Nop Rojanavanich. He thereby proposed that the four retiring Directors be reelected.

After careful consideration, The Meeting unanimously resolved that the retiring Directors, namely Mr. Yoichi Muramoto, Mr. Shinichiro Yamamoto, Mr. Wanchai Umpungart and Mr. Nop Rojanavanich. 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 494 Million in 2013. The un-appropriated retain earning carried forward from previous year was Baht 3,777 Million, the un-appropriated retain earning at the end of accounting year 2013 was Baht 3,283 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 21, 2014. And the shareholder register book for right to receive dividend shall be recorded on February 6, 2014. Also, February 7, 2014 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 21, 2014 and the shareholders register book for right to receive dividend shall be recorded on February 6, 2014. Also, February 7, 2014 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 2014 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 2014 with the annual remuneration of Baht 2,780,000 (Baht: Two million seven hundred eighty thousand).

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

The Chairman proposed to the Meeting 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 (a new clause) 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, detail as per Form Bor Mor Jor 002 attached hereto."

The Chairman informed to the Meeting that the background for registering the newly registered business is to provide loan services to the Muramoto Group of companies. With our support, Muramoto can expand its network from the Asian countries into international markets without requiring loans from external financial institutions, enabling it to control the loan source expenses and the creditor can increase the benefit of interest to be higher than the saving rate by funding within the Group. As a result, the company has registered a financial service unit to provide the right financial planning to the Muramoto Group.

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

There being no other business was proposed to the meeting,

The Meeting was adjourned at 15.54 pm.

(Signature).....

Mr.Seiji Osaki

Vice President on behalf of Chairman of the Meeting



## Supporting Documents for Agenda 3

### Biography

#### Mr. Paichitr Rojanavanich

**Position** : Independent Director and Chairman of Audit Committee

**Age** : 86 years

**Nationality** : Thai

**Education** : Thammasat University, Thailand  
University of Pennsylvania, USA.

**Work Resume** : Present Independent Director and Chairman of Audit Committee  
Muramoto Electron (Thailand) Public Company Limited  
Certified Public Accountant (Thailand)  
Former Deputy Permanent Secretary, Ministry of Finance  
Director General, Treasury Department  
Director General, Excise Department  
Deputy Director General, Revenue Department  
Deputy Director General, Customs Department  
Chairman ASEAN Finance & Banking Committee

**Meeting Attendance** : in 2014 Board of Directors' Meeting 4 times, attend 4 times  
Audit Committees' Meeting 4 times, attend 4 times

**Appointment** : From April 30, 1992 to present

**Training** : Director Certification Program (DCP) Thai Institute of Directors Association



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#### Mr. Yoshiyuki Muramoto

**Position** : Director

**Age** : 50 years

**Nationality** : Japanese

**Education** : Bachelor Degree in Administration Engineering,  
Fukuoka Institute of Technology, Japan

**Work Resume** : Present Director  
Muramoto Electron (Thailand) Public Company Limited  
Former Factory Manager and Authorized Director to sign on behalf of the Company

**Meeting Attendance** : in 2014 Board of Directors' Meeting 4 times, attend 4 times

**Appointment** : From March 12, 2001 to present





## Mr. Ichiro Nishimura

**Position** : Director

**Age** : 53 years

**Nationality** : Japanese

**Education** : Bachelor of Business Administration, Meiji University in Japan  
Business Administration, University of Leicester in U.K.

**Work Resume** : Present Director

Muramoto Electron (Thailand) Public Company Limited

Former General Manager in Admin Division of Muramoto Electron (Thailand)  
Public Company Limited

Senior Administrative Manager of Sato Kogyo Co.,Ltd. Singapore Branch

**Meeting Attendance** : in 2014 Board of Directors' Meeting 4 times, attend 3 times

**Appointment** : From May 14, 2014 to present

**Training** : None



# Proxy Form (Form 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. 1/2015 to be held on January 23, 2015 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.

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

*Affix Duty Stamp Baht 20.-*

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 (Form 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. 1/2015 to be held on January 23, 2015 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. 1/2014, held on January 24, 2014.
- 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, 2014. 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. Paichitr Rojanavanich
 

Approve                       Disapprove                       Abstain
  2. Mr. Yoshiyuki Muramoto
 

Approve                       Disapprove                       Abstain
  3. Mr. Ichiro Nishimura
 

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

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

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

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

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

*Affix Duty Stamp Baht 20.-*



**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 (Form 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 my/our behalf at the annual general meeting of shareholder's No. 1/2015 to be held on January 23, 2015 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. 1/2014, held on January 24, 2014.

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, 2014. 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. Paichitr Rojanavanich
- Approve                       Disapprove                       Abstain
2. Mr. Yoshiyuki Muramoto
- Approve                       Disapprove                       Abstain
3. Mr. Ichiro Nishimura
- 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

(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 shareholders No. 1/2015 to be held on January 23, 2015 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.....Grantee

(.....)

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 documents 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 :

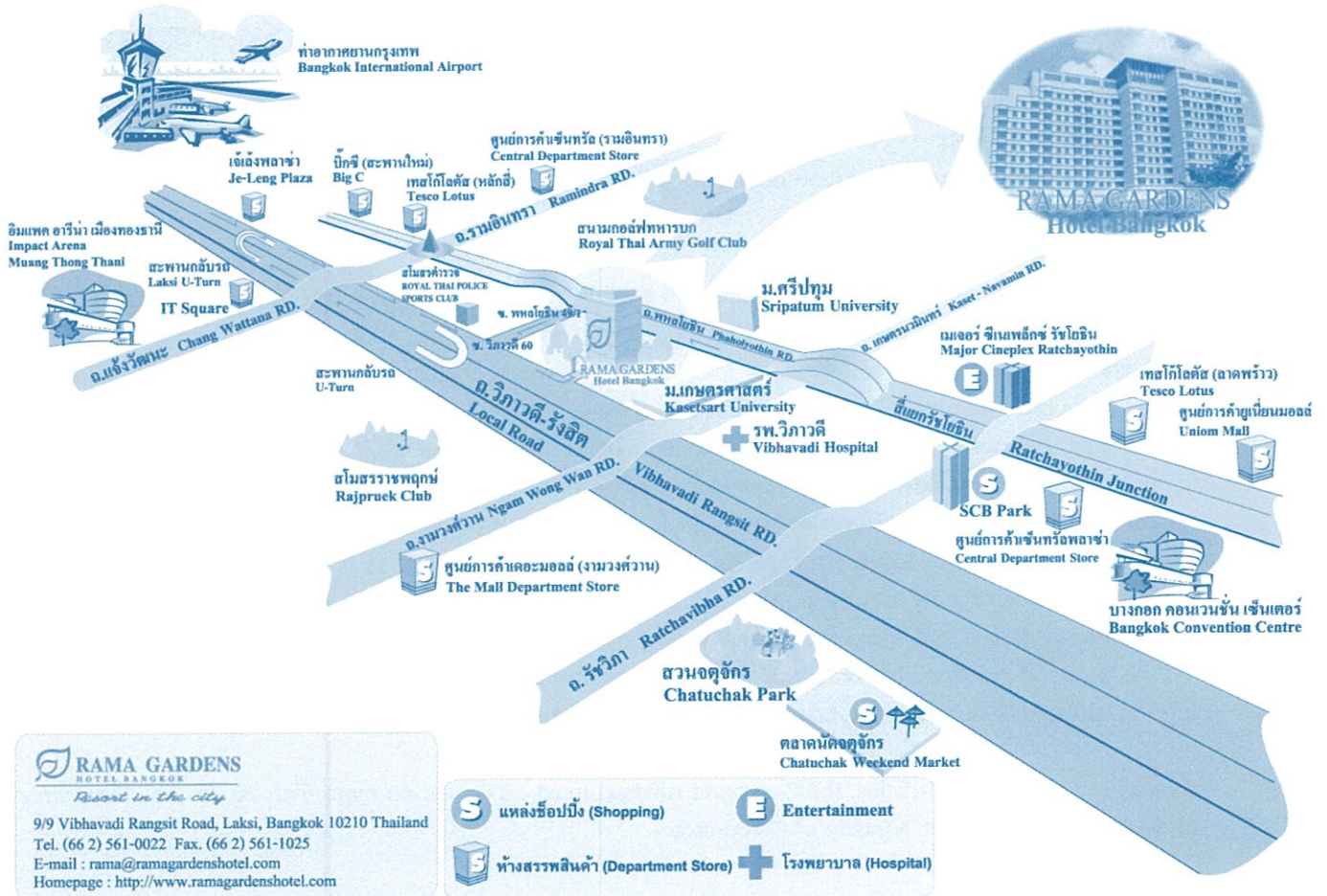
- (a) The document of identification of the legal entity can be issued by the government of the country where the legal entity is located or by an officer of that legal entity. However, the document must contain the name of the legal entity, authorized signatures, conditions and limitations of authorizing 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 authorizes. Any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

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



# Rama Gardens Map



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