บริษัท อลูดอน จำกัด (มหาชน) **ALUCON** Public Company Limited

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BANGKOK 10501, THAILAND

Minutes of the Annual General Meeting of Shareholders No. 61

ALUCON Public Company Limited

Time & Venue:

The Meeting was held on 20th April 2021 at 10.00 hrs, at MR211, Bangkok International Trade and Exhibition Bangkok (BITEC), 2nd Floor, 88 Bangna-Trad Road Km.1, Bangna District, Bangkok 10260 Thailand.

Directors Attending:

Independent Director, Chairman of Board of Directors 1. Mr. Somchai Aungsananta

Director, Managing Director 2. Mr. Takaaki Takeuchi

Director, Assistant Managing Director 3. Ms. Salinee Mahtani

Director, Manufacturing Manager 4. Mr. Subpachai Lovanit

Independent Director, Audit Committee 5. Ms. Vrinporn Uer-anant

Chairperson

Independent Director, Audit Committee 6. Mr. Krit Indhewat

Independent Director, 7. Mr. Vibool Uer-anant

Chairman – Risk Management Committee

Director

Absent Director:

1. Mr. Toshiyuki Koike

8. Mrs. Eumporn Pamornbutr

Independent Director, Audit Committee,

Risk Management Committee

Director 2. Ms. Kasumi Takeuchi

Reason for absent: Both directors live in Japan and they cannot enter into Thailand according to the government policy due to the outbreak of COVID-19.

The Company has 10 directors but only 8 directors attended the Meeting that was equivalent to 80% of all directors.

Related Person:

Mrs. Piyatida Tangdenchai
 Mr. Pitipong Archamongkol
 Mrs. Theerapha Thirapatana
 Mrs. Tharnthip Choktumstit
 Mr. Songchai Limsombatanant
 Mr. Nattapon Phuenpathom
 Auditor – KPMG Phoomchai Audit (Thailand) Ltd.
 Company Secretary & Manager – Legal Department
 Chief Finance Officer (CFO)
 Manager – Accounts & Finance Department
 Manager – Sale Department
 Manager – HR Department

Preliminary Proceeding:

Mr. Somchai Aungsananta, Chairman of Board of Directors, welcomed all shareholders to attend the Annual General Meeting of Shareholders and inform the Meeting that it would present in Thai language to keep up the meeting time and achieve it due course and then the Chairman introduced all members of Board of Directors to the Meeting and then presided the Chairman of the Meeting and stated that there were the shareholders present at the Meeting as follows:

- 25 shareholders present in person, representing 2,112,897 shares;
- 19 proxy-holders from the shareholders presenting 34,276,229 shares;
- Totaling 44 shareholders, representing 37,389,126 shares, equal to 86.55% of the total of 43,199,986 shares of the Company and thereby a quorum was constituted with the Company's Article of Association.

The Chairman proposed Mr. Pitipong Archamongkol, the Company Secretary, to present the Meeting the procedures for voting as well as the rights of the shareholders in this Meeting.

- Each shareholder had 1 share for 1 vote
- The Meeting and voting would be conducted in accordance with the agenda prescribed in the Invitation to AGM No. 61 totaling 9 agenda
- Chairman of the Meeting will request for a resolution of the Meeting in accordance with each agenda in order for the Shareholders who attend the Meeting in person and proxy-holders under the Proxy Form to be able to vote according to the forms that you all have received at the registration desk.
- ❖ With regard to the Vote, vote in only one of the following, i.e. approve, disapprove, or abstain your vote, by indicate "★" in the blanket that the shareholder wish to vote in each agenda.

- Any shareholders attending the Meeting after the Meeting is commenced, such shareholder is still entitled to attend the Meeting and vote as from the agenda that such shareholders are presenting onwards.
- With regard to counting process, the Meeting will count the shareholder's vote in accordance with each agenda under the voting forms being provided by the Company's officers and will add the vote of proxy-holders under the Proxy Form, which have already been recorded by our officers. The vote of the shareholders who disapprove or abstain their votes shall be deducted from the total votes of the Shareholders who are present at the Meeting in each agenda.
- Any shareholders who had special interest in any agenda should not be entitled to vote on such agenda, except for the election of directors.
- Resolution in each agenda would be passed by majority votes, except the agenda 7 which is required to be affirmative by two-thirds of vote by shareholders attending the Meeting.

Furthermore, the Company invited the Company's Auditor, Khun Piaytiday Tangdenchai to attend this Meeting as the inspector for transparency and in compliance with the laws including Khun Yupa Naksinaehaphol and Khun Platcha-in Jinaphan as the volunteer shareholders.

The Chairman concluded that the rules and procedures for voting as aforesaid would ensure the smoothness and transparency of the Meeting and be in compliance with the Article of Association of the Company, the regulations as well as the guidelines of the Stock Exchange of Thailand and the Securities and Exchange Committee, respectively.

The Chairman then declared the Meeting commenced to consider the matters in accordance with the following agenda.

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No. 60, which was held on 4th August 2020

The Chairman requested the Meeting to consider and approve the Minutes of the Annual General Meeting of the Shareholders No. 60 held on 4th August 2021, pursuant to the copy of the Minutes of the Meeting that was sent to all shareholders together with the Notice of this Meeting. The Minutes of the Annual General Meeting

of Shareholders No. 60 was sent to the Stock Exchange of Thailand on 18th August 2021 posted on Alucon's website and no one objected to such minutes.

Thus, the Chairman proposed the Meeting to consider the Minutes of Annual General Meeting of Shareholders No. 60. After due consideration, the Meeting resolved as follows:

Resolution:

The Meeting had considered and by majority vote of the shareholders approved the Minutes of the said Annual General Meeting of Shareholders No. 60 as proposed by the Chairman with the following votes:

App	oroved	37,389,726	No. of shares equivalent to	100.00	%
Disa	approved	0	No. of shares equivalent to	0.00	%
	tained	0	No. of shares equivalent to	0.00	%
Inva	alid Ballots	0	No. of shares equivalent to	0.00	%
from	the total nu	mber of 46 s	hareholders, being 37,389,726	votes o	r
100 % of all votes of shareholders who attended the Meeting and be					
eligil	eligible to vote on such agenda.				

Remark: There were two shareholders holding 600 shares came to the Meeting before starting consideration of Agenda 1 of the Meeting.

Agenda 2 To acknowledge the Company's Annual Report and Operation Results in the fiscal year 2020

The Chairman proposed Mr. Takaaki Takeuchi, Managing Director, to report the Company's operation performance results in fiscal year 2020. Mr. Takaaki Takeuchi reported to the Meeting the Company's business performance during 2020.

After having reported the business performance during 2020 to the Meeting, Mr. Pitipong Archamongkol, Company Secretary reported the update on the Anti-Corruption Policy that Alucon has announced the Anti-Corruption Policy and has joined the Anti-Corruption scheme with the Private Sector Collective Action Coalition against Corruption (CAC) and now is in process to obtain the certification.

As this agenda is to present for acknowledgement; therefore, there was no vote on this agenda.

Agenda 3 To consider and approve the Company's Financial Statements: Statement of Financial Position and Statement of Comprehensive Income for year ended 31st December 2020

The Chairman proposed Mrs. Theerapha Thirapatana, CFO, to report the Meeting the significant details of Company's Financial Statements, Statement of Financial Position and Statement of Comprehensive Income for year ended 31st December 2020, which was audited by the certified auditor and considered by the Audit Committee, as appeared in the Financial Statement Section of the Annual Report, a copy of which was sent to all shareholders together with the Invitation to AGM No. 60.

Mrs. Theerapha Thirapatana has summarized the financial highlight to the Meeting as follows:

Items	2019	2020	Dif.
Revenue	5,644.37 MB	5,072.38 MB	-10.13%
Expenses	4,986.48 MB	4,243.97 MB	-14.89%
Financial Costs	1.24 MB	- MB	-100.00%
EBT	657.88 MB	828.41 MB	+25.92%
Net Profit	532.12 MB	669.00 MB	+25.72%
EPS	12.32 Baht	15.49 Baht	+25.73%
Total Assets	6,610.62 MB	6,799.06 MB	+2.85%
Total Liabilities	1,005.56 MB	836.83 MB	-16.78%
Total Equity	5,605.06 MB	5,962.23MB	+6.37%

Mrs. Theerapha Thirapatana has further informed the Meeting that the revenue as stated above came from (1) Sale of Goods (2) Foreign Exchange Gain and (3) Others of which the sale of goods on 2020 was comprised of the sale of aluminium tubes and cans at 2,842.6 MB and the sale of slugs at 2,085.4 MB.

In addition, she has summarized that there are significant changes in Y2020, with items that are not recurring regularly. During Y2020, the Board of Directors of the Company approved the Company to invest in the financial fund account with a certain asset management company amounted to MB 700. The Company intended to hold the securities for the higher return than general cash deposit at the Bank purposes. The Company has designated them a measured at FVBTPL. The gain

(loss) on measurement of these investments will be reclassified to profit or loss at the end of the accounting period. The Company recognized gain on fair value adjustment on such investment amounted to MB1.1 in the profit or loss for the year ended 31st December 2020 as not affected to the financial status and operation

After having reported the detail of the Financial Statement to the Meeting, the Chairman, proposed the Meeting to consider the Company's Financial Statements: Statement of Financial Position and Statement of Comprehensive Income for year ended 31st December 2020.

After due consideration, the Meeting resolved as follows:

Resolution:

The Meeting has considered and by the majority vote of the shareholders approved the Financial Statements: Statement of Balance Sheet and Statement of Income for the year ended 31st December 2020 as proposed by the Chairman with the following votes:

Approved	37,390,437	No. of shares equivalent to	100.00	%	
Disapproved	0	No. of shares equivalent to	0.00	%	
Abstained	0	No. of shares equivalent to	0.00	%	
Invalid Ballots	0	No. of shares equivalent to	0.00	%	
from the total number of 51 shareholders, being 37,390,437 votes or					
100 % of all votes of shareholders who attended the Meeting and be					
eligible to vote on such agenda.					

Remark: There were five shareholders holding 711 shares came to the Meeting before starting consideration of Agenda 3 of the Meeting.

Agenda 4 To consider and approve the allocation of profits derived from operation results for the year 2020 and dividend payment

The Chairman proposed Mr. Takaaki Takeuchi, the Company's Managing Director, to report the details of this agenda.

Mr. Takaaki Takeuchi reported the Meeting that from the operation results of the year ended 31st December 2020, the Company reported a net profit in the amount of Baht 669,003,251. The Board of Directors of the Company has considered and is of the view that a legal reserve of the Company has been met the legal requirement, so that, the Company has enough profit to pay the dividend and the proposed dividend is appropriate for its remaining strong capital funds to accommodate continuous growth and business expansion. Then, the Company proposes the Meeting to consider the Record Date for the right of shareholders to receive the dividend on 28th April 2021, and, the dividend payment is scheduled to be 14th May 2021.

In addition, the Company wishes to propose the Meeting to approve the dividend payment as follows:

- 4.1 The Company will pay dividend in cash at the rate of Baht 10 per share.
- 4.2 In such dividend payment, the Company will deduct withholding income tax as required by law at the rate of 10 % of total amount of dividend to be paid. Thus, the Company shall deduct the withholding tax in an amount of Baht 1 with the balance of dividend paid in cash being Baht 9 per share and the total amount of dividend payment will be equivalent to Baht 431,999,860.

Provided that the details were stated in the Attachment No. 4 of which has been sent to all shareholders together with the Invitation to AGM No. 61.

Further, Mr. Takaaki Takeuchi has illustrated the dividend payment records of 6 previous years as follows:

A record of Dividend Payments between 2015 and 2020 as follows;

Artecord of Division System			
Year	Net profit ('000)	Dividend	% of net profit
2015	775,067	10.00	55.74
2016	1,069,812	15.00	60.57
2017	783,739	11.00	60.63
2018	719,666	10.00	60.03
2019	532,116	7.50	60.89
2020	669,003	10.00	64.57

There was no further question; then, the Chairman, proposed the Meeting to consider the allocation of profits derived from operation results for the year 2020 and dividend payment. After due consideration, the Meeting resolved as follows:

Resolution:

The Meeting had considered and by majority vote of shareholders approved the details of the requested that the Company has enough profit to pay the proposed dividend and has met the legal reserves which are required by Public Limited Company Act B.E. 2535; therefore, the payment of dividends approved by the Meeting at the rate of Baht 10.00 per share, of which will be paid in cash. The total amount of 2020 dividend payment is equivalent to Baht 431,999,860 and be in line with the Company's Dividend Policy, accordingly.

This dividend payment will be made only to the shareholders entitled to receive dividend according to the Company's Article of Association whose names appearing in the shareholder register as of the date on 28th April 2021 and the dividend payment shall be made on 14th May 2021.

Then the resolution was passed with the following votes:

Approved	37,390,437	No. of shares equivalent to	100.00	%
Disapproved	0	No. of shares equivalent to	0.00	%
Abstained	0	No. of shares equivalent to	0.00	%
Invalid Ballots	0	No. of shares equivalent to	0.00	%
from the total number of 51 shareholders, being 37,390,437 votes or				
100 % of all votes of shareholders who attended the Meeting and be				
eligible to vote on such agenda.				

Agenda 5 To consider and approve the appointment of new directors to replace those who retire by rotation namely Mr. Subpachai Lovanit, Mr. Vibool Uer-anant, Mr. Krit Indhewat and Ms. Kasumi Takeuchi

The Chairman presented to the Meeting that this Agenda is to comply with the Company's Article of Association, Article 14 which stipulate that

"At every annual ordinary general meeting, one-third of the Directors, or, if their number is not multiple of three, then the nearest to one-third, must retire from the office. The Directors who have been longest in the office shall retire. A retiring Director is eligible for re-election."

And for this year, the directors who are due to retire from office are the following four directors:

- 1. Mr. Subpachia Lovanit
- 2. Mr. Vibool Uer-anant
- 3. Mr. Krit Indhewat
- 4. Ms. Kasumi Takeuchi

In this Agenda, three of proposed directors: Khun Subpachai Lovanit, Mr. Vibool Ueranant and Mr. Krit Indhewat having a special interest in this Agenda would like to abstain the votes on their election.

As the Meeting of the Board of Directors which was exclusive of interested directors, was of the opinion that all four directors have performed their duties with dedication and prudence and have given beneficial suggestion and made comments that were useful to the Company and the Shareholders. With regard to the proposed independent directors who were in directorship over 9 years, the that they have a lot of experience that could lead the business to grow up and expand. It was resolved to propose the Shareholders' Meeting to approve the relection of all four directors to hold their positions for another term. Details of the four directors who are nominated for re-election appear in the document already sent to the shareholders together with the Invitation of this Meeting. Please see the Attachment No. 5.

After having reported the detail to the Meeting, there was no further question. Then, the Chairman of the Meeting requested the shareholders to consider the election of each director.

Resolution: The Meeting had considered and by majority vote of the shareholders approved the re-election of those 4 directors as the Company's directors for another term as proposed by the following votes:

Mr. Subpachai Lovanit

Approved 37,331,037 No. of shares equivalent to 99.84	%				
Disapproved 0 No. of shares equivalent to 0.00	%				
Abstained 59,400 No. of shares equivalent to 0.16	%				
Invalid Ballots 0 No. of shares equivalent to 0.00	%				
from the total number of 51 shareholders, being 37,390,437 votes or					
100 % of all votes of shareholders who attended the Meeting and be					
eligible to vote on such agenda.					

Mr. Vibool Uer-anant

Approved	37,380,437	No. of shares equivalent to	99.97	%	
Disapproved	0	No. of shares equivalent to	0.00	%	
Abstained	10,000	No. of shares equivalent to	0.03	%	
Invalid Ballots	0	No. of shares equivalent to	0.00	%	
from the total number of 51 shareholders, being 37,390,437 votes or					
100 % of all votes of shareholders who attended the Meeting and be					
eligible to vote on such agenda.					

Mr. Krit Indhewat

Approved	37,235,038	No. of shares equivalent to	99.57	%	
Disapproved	150	No. of shares equivalent to	0.01	%	
Abstained	155,250	No. of shares equivalent to	0.42	%	
Invalid Ballots	0	No. of shares equivalent to	0.00	%	
from the total nu	from the total number of 52 shareholders, being 37,390,438 votes or				
100 % of all votes of shareholders who attended the Meeting and be					
eligible to vote on such agenda.					

Remark: There were one shareholder holding 1 shares came to the Meeting before starting consideration of Agenda 5.3 of the Meeting.

Ms. Kasumi Takeuchi

Approved	37,390,438	No. of shares equivalent to	100.00	%
Disapproved	0	No. of shares equivalent to	0.00	%

Abstained 0 No. of shares equivalent to 0.00 % Invalid Ballots 0 No. of shares equivalent to 0.00 % from the total number of 52 shareholders, being 37,390,438 votes or 100 % of all votes of shareholders who attended the Meeting and be

Agenda 6 To consider and approve the appointment of new directors – Mr. Maksimiljan Pristovsek

eligible to vote on such agenda.

The Chairman presented to the Meeting that the Articles of Association, Clause 12 stated that the Company shall have the Board of Directors comprising not less than 5 directors but not exceeding than 15 directors, and not less than one-half of the total number of directors must have a residence in the Kingdom of Thailand. At present, there are 10 directors in total.

In previous years, the Company has expended its business and the growth rate on slugs sale and production were growing up continuously. Mr. Maksimiljan Pristovsek is the Senior Technical Plant Manager (Slugs); thus, the Company appropriately considers to appoint him as the new executive director to jointly manage and administrate the business with progressive and update vision to the current situation.

As the Meeting of the Board of Directors was of the opinion that the proposed director meets the consideration procedures by Board of Director that he has suitable qualifications for the sake of company's business. Thus, it should be proposed to Meeting to consider the appointment of the new director under the criteria of law and Articles of Association of the Company.

After having reported the detail to the Meeting, there was no further question. Then, the Chairman of the Meeting requested the shareholders to consider the election of the new director.

Resolution:

The Meeting had considered and by majority vote of the shareholders approved the election of Mr. Maksimiljan Pristovsek as the Company's director for one term with the following votes:

Approved 37,389,438 No. of shares equivalent to 99.99 %

Disapproved 0 No. of shares equivalent to 0.00 %

Abstained 1,000 No. of shares equivalent to 0.01 % Invalid Ballots 0 No. of shares equivalent to 0.00 % from the total number of 52 shareholders, being 37,390,438 votes or 100 % of all votes of shareholders who attended the Meeting and be eligible to vote on such agenda.

Agenda 7 To consider and approve the remunerations for the Directors and Sub-committees in 2021

For this agenda, the Chairman proposed Mr. Takaaki Takeuchi, Managing Director, to present the details to the Meeting, as details attached in the Invitation to this Meeting sent to all shareholders.

Mr. Takaaki Takeuchi stated that from the Company's Board of Directors' consideration on the amount of the remuneration for the directors and the sub-committees for year 2021, they referred to the data base of remuneration for directors for the listed companies in the year 2020, which was prepared by Thai Institute of Director in association with Stock Exchange of Thailand being used as reference by listed companies in paying remuneration to their directors, in the section regarding director remuneration for each business sector, and including the consideration on their experience, role and scope of duties and responsibilities, as well as, expected benefits from each director are at the rate of appropriate and par with comparable companies in the manufacturing industry.

Because of the remuneration set for the directors and sub-committees has been approved by the last Annual General Meeting and the Board has considered and deemed it appropriate to use the remuneration same as the last year for directors and sub-committees as follows:

- Remuneration for Chairman of Board of Directors at 650,000 Baht/annum
- Remuneration for Director at 400,000 Baht/person/annum
- Remuneration for Chairman of Audit Committee at 300,000 Baht/annum
- Remuneration for Audit Committees at 250,000 Baht/person/annum
- Remuneration for Chairman of Risk Management Committee at 50,000 Baht/meeting.
- Remuneration for Risk Management Committees at 30,000 Baht/meeting.

After having reported the details of the remuneration for the Directors and Sub-committees for year 2021, the Chairman has asked the shareholders for the question on the details what provided to the Meeting. After having presented to the Meeting, there was no further question; then, the Chairman proposed the Meeting to consider the remuneration for the Director and Sub-committee for year 2021.

After due consideration, the Meeting resolved as follows.

Resolution: The Meeting had considered and by not less than two-thirds of votes of the shareholders attended the Meeting approved the annual remuneration for Directors and Sub-committee as proposed with the following votes:

Approved	37,389,938	No. of shares equivalent to	99.99	%	
Disapproved	0	No. of shares equivalent to	0.00	%	
Abstained	500	No. of shares equivalent to	0.01	%	
Invalid Ballots	0	No. of shares equivalent to	0.00	%	
from the total nu	from the total number of 52 shareholders, being 37,390,438 votes or				
100 % of all votes of shareholders who attended the Meeting and be					
eligible to vote on such agenda.					

Agenda 8 To consider and approve the appointment of the auditor for year ending 31st December 2021 and to fix their remunerations

The Chairman proposed Ms. Vrinporn, Chair-person of Audit Committee, to present the details to the Meeting.

Ms. Vrinporn Uer-anant reported the Meeting to consider the details shown on the Attachment no. 7 which was sent to all shareholders together with the Invitation to this Meeting.

It is in order to comply with the Company's Article of Association, Ms. Vrinporn Uer-anant requested the Meeting to please consider the appointment of the Company's auditor and fixing the auditor's remuneration for the fiscal year ending as of 31st December 2021. The Board of Directors of the Company has considered and deemed it appropriate to appoint

1.	Mrs. Piyatida Tangdenchai	License No. 11766 and/or
2.	Mr. Sumate Jangsamsee	License No. 9362 and/or
3.	Mr. Banthit Tangpakorn	License No. 8509 and/or

from KPMG Phoomchai Audit Limited to be the Company's auditors. Any one of the auditors shall audit and provide his/her opinion on the Company's Financial Statements. The Company's audit committee deemed it appropriate to approve an audit fee for year 2021 in the amount of Baht 1,190,000.

After having presented to the Meeting, there was no further question; then, the Chairman, then, proposed the Meeting to consider the appointment of auditor and the remuneration of Auditor for year 2021. After due consideration, the Meeting resolved as follows.

Resolution:

The Meeting had considered and by majority vote of the shareholders approved the appointment of Mrs. Piyatida Tangdenchai, License No. 11766, Mr. Sumate Jangsamsee License No. 9362 <u>and/or</u> Mr. Banthit Tangpakornfrom KPMG Phoomchai Audit Limited to be the Company's auditors. Any one of the auditors shall audit and provide his/her opinion on the Company's Financial Statements. The Company's audit committee deemed it appropriate to approve an audit fee for the year 2021 in the amount of Baht 1,190,000, with the following votes:

Approved	37,390,438	No. of shares equivalent to	100.00	%
Disapproved	0	No. of shares equivalent to	0.00	%
Abstained	0	No. of shares equivalent to	0.00	%
Invalid Ballots	0	No. of shares equivalent to	0.00	%
from the total r	number of 52	shareholders, being 37,390,43	8 votes o	or
100 % of all votes of shareholders who attended the Meeting and be				
eligible to vote on such agenda.				

Agenda 9 To consider other businesses

The Chairman has opened floor to shareholders to ask the questions and there were shareholders asking the questions as follows:

The shareholder asked to whether it is possible to break the par value from Baht 10 to Baht 1 per share and then Mr. Somchai Aunsananta replied that there was no idea at this moment to break the par value as it is suitable to the market.

Next, the shareholder asked to whether there will be plant visit tour in the near future and then Mr. Somchai Aungsanantaa replied that it is possible to arrange it this year but it may be postponed to the next year if the COVID-19 situation is still in crisis.

Next, the shareholder asked about the way how to decrease the production cost to keep the good performance. Mr. Takaaki Takeuchi responded to the inquiry that at present, two production plants are merged into one plant at Sriracha Plant. The cost of production would be decreased. Moreover, closing of Samrong Plant on April 2020 also reduced the loss from production and the installation of solar panels to generate electricity from solar energy in CPS9 and SPS4 Building would help reduce the cost of electricity generation, which is part of production cost.

No shareholder proposed any matter to additionally consider.

Meeting adjourned at 11.15 pm.

gned _____Chairman of the Meeting

(Mr. Somchai Aungsananta)

Signed ______Managing Director

(Mr. Takaaki Takeuchi)

Recorded by

Signed _____Company Secretary

(Mr. Pitipong Archamongkol)