



(Additional Information-2)

Resolutions of the Board of Directors' Meeting

22 February 2022

Subject : Fine Metal Technologies Public Company Limited declares dividend payment for 2021, and determines the Annual General Meeting of Shareholders for 2022.

Attn : Director and Manager
The Stock Exchange of Thailand

The Meeting of Board of Directors of Fine Metal Technologies Public Company Limited No. 1/2022, held on Tuesday, 22 February 2022, has been resolved as follows:

1. It was resolved to approve the annual dividend payment for 2021 at the rate of Baht 2.625 per share. from the Company's net profit from January to December 2021. The Record Date for determining the right to receive the dividend was set on Friday, 11 March 2022. In this regard, granting such a right is still uncertain subject to approval from the Shareholders' Meeting. The dividend payment date was set on Friday, 20 May 2022, and the dividend would be subject to the withholding tax at the rate specified by the laws. It was also resolved for this matter to be proposed to the Annual General Meeting of Shareholders for further approval.
2. It was resolved to approve the renewal of the Technical Collaboration Agreement for the Royalty Fee Payment & Service Agreement for the year 2022/2023 with Okumura Metals Co., Ltd., (in Japan) the related party in Japan ; effective from 1 April 2022 to 31 March 2023. Under the agreement, Okumura Metals Co., Ltd. shall provide the Company with technical collaboration and information on the manufacturing operations, including an exclusive right to manufacture and sell the product in the countries specified in the agreement. The Company is committed to paying a technical assistance fee computed from the net sales volume of seamless copper tube (Inner Grooved Tube) at the rate of Baht 2.25 per kilogram.

Since Okumura Metals Co., Ltd.(in Japan) is the connected person, the technical collaboration agreement for the royalty fee payment & service agreement must be the connected transaction. These transactions can be categorized as the Ordinary business support transaction under the standard trading price conditions in the agreement.

(Transaction details shown in Financial Statements 2021).

3. It was resolved that the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022 at time 14:00 Hours, at the Conference Room No. 1103 on the 11th Floor of Bangkok Insurance Building, 25 Sathorn Tai Road, Thung Mahamek, Sathorn, Bangkok Metropolis 10120. The Record date to determine the right to attend the Annual General Meeting of Shareholders No. 35/2022 be set on Friday, 11 March 2022.

Page 2 ____ 4. That the agenda /

4. That the agenda for the Annual General Meeting of Shareholders No. 35/2022 are as follows:

4.1 To certify the minutes of the Annual General Meeting of Shareholders No. 34/2021.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to adopt the Minutes of the Annual General Meeting of Shareholders No. 34/2021 held on Friday, 30 April 2021.

4.2 To consider and acknowledge the summarized report of the Company's operating performance and the Annual Report of the year 2021 (Form 56-1 One Report) of the Board of Directors.

Board of Directors' opinion It was deemed appropriate to propose to the shareholders' meeting to acknowledge the summarized report of the Company's operating performance and the Annual Report of the year 2021 (Form 56-1 One Report) of the Board of Directors.

- The details are as appeared in the Annual Report 2021.
(Form 56-1 One Report)

4.3 To consider and approve the Company's Financial Statements for the fiscal year ending 31 December 2021 and Independent Auditor's Report by KPMG Phoomchai Audit Limited.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the Company's Financial Statements and the Auditor's Report for the fiscal year ending 31 December 2021, which had already been audited and certified by the auditor from KPMG Phoomchai Audit Limited.

- The details are as appeared in the Annual Report 2021.
(Form 56-1 One Report)

4.4 To consider and approve the annual dividend payment for 2021 from the Company's net profit in 2021.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the dividend payment for the year 2021 from the Company's net profit from January to December 2021 to shareholders in the amount of 48 million shares at the rate of Baht 2.625 per share, Baht 126,000,000 in total. The Record Date to determine the right to attend the 2022 Annual General Meeting of Shareholders and to receive dividends was set to be on Friday, 11 March 2022, and the dividend would be paid on Friday, 20 May 2022.

- 4.5 To consider and approve the appointment of four directors to replace those who retired by rotation for 2022.

Board of Directors' opinion In 2022, the directors who will retire by rotation are the following four directors:

1. Mr. Chai Sophonpanich
2. Mr. Junichi Ishihara
3. Mr. Deja Tulananda
4. Mr. Tinnakorn Asdathorn

In this regard, it was deemed appropriate to propose to the Shareholders' Meeting to re-appoint four directors who were retired by rotation as the Company's directors for another term.

- 4.6 To consider and determine the directors' remuneration for the year 2022.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the directors' remuneration for the year 2022, the aggregate amount of yearly remuneration and meeting allowance of not exceeding Baht 6,000,000 per year as follows:

- Chairman 540,000 Baht/person/year
- Chairman of Audit Committee 480,000 Baht/person/year
- Audit Committee 410,000 Baht/person/year
- Director 340,000 Baht/person/year

- 4.7 To consider and approve the appointment of an external auditor and determine the audit fee for 2022.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the appointment of KPMG Phoomchai Audit Limited. as an external auditor of the Company for the year 2022 with an annual audit fee is 1,500,000 Baht.

(increased from 2021 = 50,000 baht or 3.44%)

The comprising of external auditors are as follows:

1. Mr. Songchai Wongpiriyaporn CPA Registration No. 10996 ; or
2. Miss Sirinuch Vimolsathit CPA Registration No. 8413 ; or
3. Mr. Sumate Jangsamsee CPA Registration No. 9362

- 4.8 To consider and approve the amendment to Clause 7, Chapter 2- : Issuance of Shares and Share Transfer of the Articles of Association of Fine Metal Technologies Public Company Limited.

The original text in the Articles of Association of Fine Metal Technologies Public Company Limited, Chapter 2, "Issuance of Shares and Share Transfer" follows.

Clause 7. The shares of the Company can be freely transferred at any time ; all the shares held by any individual who does not have Thai nationality must be no greater than forty-nine (49) percent of all the shares that have been paid - up.

As for any share transfer that will cause the shareholding ratio of people without Thai nationality to become greater than the aforementioned ratio, the Company is entitled to reject it.

Amendment in the Articles of Association of Fine Metal Technologies Public Company Limited, Chapter 2, "Issuance of Shares and Share Transfer" follows.

Clause 7. The Company's shares can be freely transferred, and the Company allows non-Thai nationality (Foreigners) to hold shares of the Company in excess of forty-nine (49) percent of the total number of shares sold.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the amendment to Clause 7, Chapter 2-: Issuance of Shares and Share Transfer of the Articles of Association of Fine Metal Technologies Public Company Limited, as follows.

Clause 7. The Company's shares can be freely transferred, and the Company allows non-Thai nationality (Foreigners) to hold shares of the Company in excess of forty-nine (49) percent of the total number of shares sold.

Signed 石原淳一 西島真吾 Authorised Director
(Mr. Junichi Ishihara and Mr. Shingo Nishijima)

