



Minutes of the Annual General Meeting of Shareholders No. 35/2022  
of  
Fine Metal Technologies Public Company Limited

**Date, Time & Venue**

The Meeting was held on Friday, 29 April 2022 at 14:00 hours, in the conference Room 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120.

**Directors attending the Meeting :**

1.	Mr. Chai	Sophonpanich	Chairman
2.	Mr. Hideki	Shiraishi	Director
3.	Mrs. Chanida	Asdathorn	Director
4.	Mr. Tinnakorn	Asdathorn	Director
5.	Mr. Nobutaka	Taniguchi	Director
6.	Mr. Yoshihiko	Mezaki	Director
7.	Mr. Junichi	Ishihara	Director & Managing Director
8.	Mr. Shingo	Nishijima	Director & Factory Manager
9.	Mr. Hideki	Takayasu	Director & General Manager of Sales Department
10.	Mr. Vibul	Aunsnunta	Independent Director & Chairman of Audit Committee
11.	Mr. Chor Nun	Petpaisit	Independent Director & Audit Committee Member
12.	Mr. Akira	Fujita	Independent Director & Audit Committee Member
13.	Mr. Iruru	Hidaka	Independent Director

**Director not attending the Meeting**

1.	Mr. Deja	Tulananda	Independent Director
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**Attendees**

1.	Mr. Hiroshige	Nose	General Manager of Business Planning Management
2.	Ms. Arpaporn	Jitsuteesiri	General Manager of Finance & Accounting Department
3.	Mr. Nopporn	Moonsarn	Factory Advisor
4.	Mrs. Siriporn	Lueangrachanee	Company Secretary
5.	Ms. Pilaiporn	Trakulphadekrai	Interpreter
6.	Mr. Songchai	Wongpiriyaporn	Auditor from KPMG Phoomchai Audit Limited.

Mrs. Siriporn Lueangrachanee (Company Secretary) cordially welcome the Board of Directors and our shareholders who attended this Meeting and introduced the Company's directors, totally 14 directors, were consists of directors, independent director and audit committee. In the meantime, four directors based in Japan were Mr. Hideki Shiraishi, Mr. Takeshi Nishizawa, Mr. Akira Fujita and Mr. Iruru Hidaka had participated the Meeting via electronic media due to the impact of COVID-19 outbreak situation.

Page 2 \_\_\_\_ In this regard, /

In this regard, Mrs. Siriporn Lueangrachanee explained the procedure of voting to the Shareholders' Meeting that each shareholder has number of votes equal to the number of shares holding or the number of shares granted by proxy. The voting will be based on one share per one vote, and the shareholders or proxies must vote only one of the following : Agree, Disagree or Abstain. The voting results shall be counted the number of votes that disagree or abstain and deducted from the total votes attended. The remaining votes are agree in that agenda. The documents relevant Shareholders' Meeting such as Notice of the Annual General Meeting of Shareholders No. 35/2022 and 2021 Annual Report (Form 56-1 One Report) those documents sent to shareholders in advance.

A quorum was thus constituted, then Mrs. Siriporn Lueangrachanee (Company Secretary) stated to invite Mr. Chai Sophonpanich, the Chairman opened the Meeting to our shareholders.

**The Meeting commenced at 14:10 Hours.**

Mr. Chai Sophonpanich, the Chairman of the Meeting opened the Meeting and informed that there were 12 shareholders totally attending the Meeting in persons, representing a total of 4,794,925 shares, and by proxies a total of 30 proxies, representing 34,597,139 shares. Thus there were shareholders attending the Meeting both in persons and by proxies of 42 persons totally, representing a total of 39,392,064 shares equivalent to 82.07 percent of the Company's total shares are 48,000,000 shares.

The Chairman conducted the Meeting according to the agenda as following.

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 34/2021.**

- The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 34/2021 was held on Friday, 30 April 2021.

The invitation letter and relevant documents which have been submitted to all shareholders prior to the Meeting.

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed that the Meeting acknowledged the Minutes of Annual General Meeting of Shareholders No. 34/2021 was held on Friday, 30 April 2021.

- **Resolution** The Meeting considered and certified the Minutes of the Annual General Meeting of Shareholders No. 34/2021 was held on Friday, 30 April 2021 with unanimous votes as follow:

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.



Agenda 2 To acknowledge the summarized report of the Company's operating results of the fiscal year 2021, and the 2021 Annual Report of the Board of Directors. (Form 56-1 One Report)

- The Chairman proposed the Meeting to acknowledge the summarized report of the Company's operating results of the fiscal year 2021, and the 2021 Annual Report of the Board of Directors (Form 56-1 One Report) which was sent to the shareholders prior to the Meeting.

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed that the Meeting acknowledge the Company's operating results of the fiscal year 2021.

- Resolution The Meeting considered and acknowledged the Company's operating results of the fiscal year 2021, and the 2021 Annual Report with unanimous votes as follow:

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2021 and Independent Auditor's Report.

- The Chairman proposed the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2021 and Independent Auditor's Report, which have been considered by the Audit Committee and audited by the Company's auditor, Mr. Songchai Wongpiriyaporn ; CPA Registration No. 10996 of KPMG Phoomchai Audit Limited. The details of the Financial Statements shown in the 2021 Annual Report, which have been sent to the shareholders.

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed that the Meeting approved the Company's financial statements for the year ended 31 December 2021 and Independent Auditor's Report.

- Resolution The Meeting considered and resolved to approve the Company's financial statements for the year ended 31 December 2021 and Independent Auditor's Report, with unanimous votes as follow:

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

Agenda 4 To consider and approve the annual dividend payment for 2021.

- The Chairman notified the Meeting to consider the Board of Directors' recommendation to the shareholders to consider and approve the annual dividend payment for 2021 from the Company's net profit from January to December 2021, at the rate of Baht 2.625 per share, amounting to Baht 126,000,000. The Record Date of share register for the right to receive the dividend payment was on Friday, 11 March 2022, and the dividend payment date shall be on Friday, 20 May 2022. The payment of dividend for 2021 is subject to the corporate income tax of 20%.

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed that the Meeting approved the annual dividend payment for 2021 from the Company's net profit.

- Resolution The Meeting considered and resolved to approve the annual dividend payment for the year 2020 from the Company's net profit, with unanimous votes as follow :

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

Agenda 5 To consider and approve the election of four directors to replace those retiring by rotation for the year 2022.

- The Chairman proposed the Meeting to nominate directors for the election of four directors who had to retire by rotation in 2022 to be the Company's directors for another term. The profile of the directors were proposed in the attachment of Invitation Letter to the Meeting and requested the Meeting to resolve for approval on the election of four directors by individual as follows:

- |    |               |              |                                |
|----|---------------|--------------|--------------------------------|
| 1) | Mr. Chai      | Sophonpanich | (Chairman)                     |
| 2) | Mr. Junichi   | Ishihara     | (Director & Managing Director) |
| 3) | Mr. Deja      | Tulananda    | (Independent Director)         |
| 4) | Mr. Tinnakorn | Asdathorn    | (Director)                     |

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed that the Meeting approved the election of four directors in 2022 by individual.



- Resolution The Meeting considered and resolved to approve the election of each director with unanimous vote as follows:

1) Mr. Chai Sophonpanich

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

2) Mr. Junichi Ishihara

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

3) Mr. Deja Tulananda

(1) Agreed	39,391,964	votes	equivalent to	99.9997 %
(2) Disagreed	100	votes	equivalent to	.0003 %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

4) Mr. Tinnakorn Asdathorn

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

Agenda 6 To consider and approve the directors' remuneration for 2022.

- The Chairman proposed the Meeting to consider and approve the directors' remuneration and meeting allowance for 2022 is not exceeding Baht 6,000,000 (Baht : Six Million) as follows:

● Chairman	540,000	Baht/Person/Year
● Chairman of the Audit Committee	480,000	Baht/Person/Year
● Audit Committee	410,000	Baht/Person/Year
● Director	340,000	Baht/Person/Year

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed the Meeting to vote the directors' remuneration for 2022 is not exceeding 6,000,000 Baht per year.

- Resolution The Meeting considered and resolved to approve the directors' remuneration for 2022 as proposed with unanimously vote as follows:

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.

Agenda 7 To consider and approve the appointment of the Company's external auditors and fix the audit fee for 2022.

- The Chairman proposed the Meeting to consider and approve the appointment of KPMG Phoomchai Audit Limited as the Company's Auditors for 2022 are following:

1. Mr. Songchai Wongpiriyaporn Certified Public Accountant, Registration No. 10996 or
2. Miss Sirinuch Vimolsathit Certified Public Accountant, Registration No. 8413 or
3. Mr. Sumate Jangsamsee Certified Public Accountant, Registration No. 9362

In addition, three auditors have been performing as the auditor from 2020 or 3 years consecutive services. The annual audit fee of Baht 1,500,000 (Baht : One Million Five Hundred Thousand). Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In this regard, those auditors do not have relationship or transactions with the Company, Executives, Major shareholders or any persons who have relationship with the said persons that may create the conflicted of interest.

Then the Audit Committee recommended that the auditors from KPMG Phoomchai Audit Ltd. are independent to audit and give opinions on the Company's financial statements with the reasonable audit fee.

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions.

Since there was no question, the Chairman proposed that the Meeting considered and approved the appointment of the Company's external auditors and fix the audit fee for 2022 as proposed.

- Resolution The Meeting considered and resolved to appoint the three auditors of KPMG Phoomchai Audit Limited, as the Company's auditors for 2022 with the annual audit fee of Baht 1,500,000 with unanimously vote as follows:

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

of all the votes of the shareholders who attended the meeting and exercised their votes.



Agenda 8 To consider and approve the amendment of Articles of Association of Fine Metal Technologies Public Company Limited.

- The Chairman proposed the Meeting to consider and approve the amendment of Articles of Association of Fine Metal Technologies Public Company Limited.
  - Section- 2 : Issuance of Shares and Share Transfer.
  - 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.”

This is to increase the liquidity of the Company’s shares in the stock market by providing flexibility in the composition of shareholders.

This agenda, total 42 shareholders attended both in persons and by proxies representing a total of 39,392,064 shares or 82.07 percent of the Company’s paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions. Since there was no question, the Chairman proposed that the Meeting approved the amendment of Articles of Association of Fine Metal Technologies Public Company Limited as proposed.

- Resolution The Meeting considered and resolved to approve the amendment of Articles of Association of Fine Metal Technologies Public Company limited as the Company’s Board of Directors’ proposed with unanimous votes as follow:

(1) Agreed	39,392,064	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and casing their votes or 29,544,048 votes.

Agenda 9 Other business.

- Mr. Chai Sophonpanich, the Chairman inquired shareholders whether any shareholders have any proposal for consideration or not ?
- Then no shareholders raised any proposal for consideration. The Chairman gave the opportunity to shareholders for interrogations.
- There was no questions from the Shareholders’ Meeting.

Mr. Chai Sophonpanich, the Chairman expressed his sincere thanks to the shareholders and proxies for contributing their valuable time to join the Meeting. The Meeting adjourned at 14:50 Hours.



( Mr. Chai Sophonpanich )  
Chairman