



บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)
Fine Metal Technologies Public Company Limited



Minutes of the Annual General Meeting of Shareholders No. 34/2021
of
Fine Metal Technologies Public Company Limited

Date, Time and Place

The Meeting was held on Friday, 30 April 2021 at 10:00 hours, in the conference Room 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120.

The Directors Attending Shareholders' Meeting :

1.	Mr. Chai	Sophonpanich	Chairman
2.	Mr. Junichi	Ishihara	Director & Managing Director
3.	Mr. Takeshi	Nishizawa	Director
4.	Mr. Hideki	Shiraishi	Director
5.	Mrs. Chanida	Asdathorn	Director
6.	Mr. Tinnakorn	Asdathorn	Director
7.	Mr. Nobutaka	Taniguchi	Director
8.	Mr. Shjngo	Nishijima	Director & Factory Manager
9.	Mr. Daisuke	Hamada	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. Deja	Tulananda	Independent Director
14.	Mr. Iruru	Hidaka	Independent Director

In the meantime, Mrs. Siriporn Lueangrachanee (Company Secretary) cordially welcome the Board of Directors and our shareholders who attended this Meeting and informed that the Company's Board of Directors attended 14 persons, 4 directors 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. Also the Company's management were Mr. Nopporn Moonsarn (Factory Advisor), Miss Arpaporn Jitsuteesiri (General Manager of Finance & Accounting Department), Mrs. Siriporn Lueangrachanee (Company Secretary), Miss Pilaiporn Trakulphadetkrai (Interpreter) and Mr. Songchai Wongpiriyaporn (Auditor from KPMG Phoomchai Audit Ltd.) attended this Meeting.

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. For the documents relevant Shareholders' Meeting such as Notice of the Annual General Meeting of Shareholders in 2021 and 2020 Annual Report those documents sent to shareholders in advance.

Page 2 ___ A quorum /

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.

Preliminary Proceedings

Mr. Chai Sophonpanich, the Chairman of the Meeting opened the Meeting and informed that there were 7 shareholders totally attending the Meeting in persons, representing a total of 4,793,930 shares, and by proxies a total of 22 proxies, representing 33,269,510 shares. Thus there were shareholders attending the Meeting both in persons and by proxies of 29 persons totally, representing a total of 38,063,440 shares equivalent to 79.29 percent of the Company's total shares are 48,000,000 shares.

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

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 33/2020, and to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020.

- The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 33/2020 held on Wednesday, 29 April 2020, and to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on Monday, 9 November 2020. The invitation letter and relevant documents which have been submitted to all shareholders prior to the Meeting.

This agenda, total 29 shareholders attended both in persons and by proxies representing a total of 38,063,440 shares or 79.29 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. 33/2020 held on Wednesday, 29 April 2020 and acknowledged the Minutes of Extraordinary General Meeting of Shareholders No. 1/2020 held on Monday, 9 November 2020.

- Resolution The Meeting considered and certified the Minutes of the Annual General Meeting of Shareholders No. 33/2020 held on Wednesday, 29 April 2020, and certified the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020, with unanimous votes as follow :

(1) Agreed	38,063,440	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	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 operation performance of the Company and the 2020 Annual Report of the Board of Directors.

- The Chairman proposed the Meeting to acknowledge the summarized report of operation performance of the Company and the 2020 Annual Report of the Board of Directors which was sent to the shareholders prior to the Meeting.

During the meeting, there were 3 shareholders attended in person with representing of 1,003 shares, and by proxy 1 person with representing of 1 share.

Total 33 shareholders attended both in persons and by proxies representing a total of 38,064,444 shares or 79.30 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 Board of Directors' Annual Report 2020 on the Company's operational results in 2020.

- **Resolution** The Meeting considered and acknowledged the Board of Directors' Annual Report 2020 and the Company's operational results in 2020, with unanimous votes as follow :

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	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 and the auditor's report for the fiscal year ending 31 December 2020.

- The Chairman proposed the Meeting to consider and approve the Company's financial statements and the auditor's report for the fiscal year ending 31 December 2020, which have been considered by the Audit Committee and audited and certified by the Company's auditor, Mr. Songchai Wongpiriyaporn ; CPA Registration No. 10996 of KPMG Phoomchai Audit Limited. The details of the Financial Statements are in the Annual Report 2020, which have been sent to the shareholders.

Total 33 shareholders attended both in persons and by proxies representing a total of 38,064,444 shares or 79.30 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 and the auditor's report for the fiscal year ending 31 December 2020.

- **Resolution** The Meeting considered and resolved to approve the Company's financial statements and the auditor's report for the fiscal year ending 31 December 2020, with unanimous votes as follow :

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	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 the year 2020 from the Company's unappropriated retained earnings.

- The Chairman notified the Meeting to consider the Board of Directors' recommendation to the shareholders to consider and approve the annual dividend payment for the year 2020 from the

Company's unappropriated retained earnings at the rate of Baht 1.625 per share, amounting to Baht 78,000,000. The Record Date of share register for the right to receive the dividend payment will be on Wednesday, 12 May 2021. The dividend payment date shall be on Tuesday, 25 May 2021. The payment of dividend for the year 2020 is subject to the corporate income tax of 20%.

This agenda, total 33 shareholders attended both in persons and by proxies representing a total of 38,064,444 shares or 79.30 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 the year 2020 from the Company's unappropriated retained earnings.

- Resolution The Meeting considered and resolved to approve the annual dividend payment for the year 2020 from the Company's unappropriated retained earnings as follow :
 - (1) Agreed 38,064,444 votes equivalent to 100.00 %
 - (2) Disagreed - votes equivalent to - %
 - (3) Abstained - 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 4 directors to replace those who retired by rotation for the year 2021.

- The Chairman reported the Meeting that Article 16) of the Company's Articles of Association, one-third (1/3) of directors have to retire by rotation for the Annual General Meeting of Shareholders each year, the directors who have left their positions can be elected to resume the positions.

There were 4 directors who will retire by rotation in 2021 as follows :

1)	Mrs. Chanida	Asdathorn	Director
2)	Mr. Hideki	Shiraishi	Director
3)	Mr. Daisuke	Hamada	Director
4)	Mr. Shingo	Nishijima	Director

The Chairman proposed the Meeting to nominate directors for re-election (4) four directors who had to retire by rotation in 2021 to hold the position of the Company directors for another term. The biographical details of those directors were proposed in the attachment of Invitation Letter to the Meeting and requested the Meeting to resolve for approval on election of 4 directors by individual.

This agenda, total 33 shareholders attended both in persons and by proxies representing a total of 38,064,444 shares or 79.30 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 (4) four directors in 2021 by individual.

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

1) Mrs. Chanida Asdathorn

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %

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

2) Mr. Hideki Shiraishi

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %

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

3) Mr. Daisuke Hamada

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %

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

4) Mr. Shingo Nishijima

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	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 the year 2021.

- The Chairman proposed the Meeting to consider the directors' remuneration for the year 2021 consists of remuneration and meeting attendance at the amount not exceed Baht 5,000,000 (Baht : Five Million) as follows :

● Chairman	480,000	Baht/Person/Year
● Chairman of the Audit Committee	420,000	Baht/Person/Year
● Audit Committee	360,000	Baht/Person/Year
● Director	300,000	Baht/Person/Year

This agenda, total 33 shareholders attended both in persons and by proxies representing a total of 38,064,444 shares or 79.30 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 the year 2021 and notified that the Company will consider the directors' remuneration and meeting allowance of the director not exceeding 5,000,000 Baht per year, same as year 2020.

- Resolution The Meeting considered and resolved to approve the directors' remuneration for the year 2021 as proposed with unanimously vote as follows :

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	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 the year 2021.

- The Chairman proposed the Meeting to consider and approve the appointment of (3) three auditors of KPMG Phoomchai Audit Limited as the Company's Auditors in 2021 are following :

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

The annual audit fee of Baht 1,450,000 (Baht : One Million Four Hundred and Fifty Thousand), same as year 2020. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In this regard, (3) three mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder or their related persons.

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 and has audit fee in the appropriate and suitable for the scope of audit.

This agenda, total 33 shareholders attended both in persons and by proxies representing a total of 38,064,444 shares or 79.30 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 2021 as above.

- Resolution The Meeting considered and resolved to appoint the above 3 auditors of KPMG Phoomchai Audit Limited, as the Company's auditors for the year 2021 with the annual audit fee of Baht 1,450,000 with unanimously vote as follows :

(1) Agreed	38,064,444	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %

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

Agenda 8 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. Thus, the Chairman expressed gratitude to shareholders for attending this Meeting, and invited Mr. Junichi Ishihara (Managing Director) to report the summary of the performance in year 2020 of the Company to our shareholders.

Mr. Junichi Ishihara The Director and Managing Director said, "the Company would like to extend gratitude to shareholders for attending today's Meeting also stated, in 2020 has been the year of the great change of the Company because there has been the new major shareholder of the Company in Japan and the name of the Company has been changed. Furthermore, some customers of the Company are affected by the spread of Corona Virus (COVID-19) that has hindered the production lines of certain departments of customer companies from running the production. Consequently, customer companies have to stop the production. Hence, it can be granted that year 2020 is a very tough year for the operations of the Company in order to gain profit. Nevertheless, with the aforementioned situations, the Company has implemented strict measures to prevent the spread of Corona Virus (COVID-19). There has been no COVID-19 infected patient in the Company, in both the factory in Saraburi Province and headquarters in Bangkok. In addition, in 2020, the Company has increased productivity by increasing the manufacture capacity for products that are highly profitable and increasing the sales volumes of such products. From the present onward, the Company would like the shareholders to further support the Company. The Company would also like to show gratitude to all shareholders for voting in the consideration of all the agendas of the Annual General Meeting of Shareholders today. Thank you very much."

Mr. Chai Sophonpanich, the Chairman expressed his sincere thanks to the shareholders for attending the Meeting and closed the Meeting at 10:21 Hours.



(Mr. Chai Sophonpanich)

Chairman