



Minutes of the Annual General Meeting of Shareholders No. 36/2023
of
Fine Metal Technologies Public Company Limited

Date, Time & Venue

The Meeting was held on Friday, 28 April 2023 at 10:00 hours, in the Grand Hall Room, 28th Floor, Bangkok Club, Sathorn City Tower Building, No. 175 South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120.

Directors attending the Meeting :

1.	Mr. Junichi	Ishihara	Director & Managing Director
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. Shingo	Nishijima	Director & Factory Manager
8.	Mr. Hideki	Takayasu	Director & Assistant Factory Manager
9.	Mr. Vibul	Aunsuntha	Independent Director & Chairman of the Audit Committee
10.	Mr. Chor Nun	Petpaisit	Independent Director & Audit Committee Member
11.	Mr. Akira	Fujita	Independent Director & Audit Committee Member
12.	Mr. Iruru	Hidaka	Independent Director

Director not attending the Meeting

1.	Mr. Chai	Sophonpanich	Chairman
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Attendees

1.	Mr. Hiroshige	Nose	General Manager of Business Planning Management Department
2.	Ms. Arporn	Jitsuteesiri	General Manager of Finance & Accounting Department
3.	Mr. Nopporn	Moonsarn	Factory Advisor
4.	Mrs. Siriporn	Lueangrachanee	Company Secretary
5.	Ms. Pilaiporn	Trakulphadekrai	Interpreter

and the auditors from KPMG Phoomchai Audit Limited.

Mrs. Siriporn Lueangrachanee, the Company Secretary, cordially welcomes the Board of Directors and shareholders who are attended this Meeting. The Company has thirteen directors, including independent directors and audit committee members. Twelve directors are present at this Meeting, while two directors based in Japan, Mr. Yoshihiko Mezaki and Mr. Iruru Hidaka, are participating via electronic media.

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 documents relevant Shareholders' Meeting such as Notice of the Annual General Meeting of Shareholders No. 36/2023 and the 2022 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. Junichi Ishihara, the Chairman of the Meeting opened the Annual General Meeting of Shareholders for 2023.

Opening the Meeting.

Mr. Junichi Ishihara, the Chairman of the Meeting opened the Meeting and informed that there were 9 shareholders attending the Meeting in persons, representing a total of 2,532,021 shares, and by proxies a total of 28 proxies, representing 36,702,310 shares. Thus there were shareholders attending the Meeting both in persons and by proxies of 37 persons, totally representing a total of 39,234,331 shares equivalent to 81.74 percent of the Company's total shares are 48,000,000 shares.

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

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 35/2022.

- The Chairman of the Meeting proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 35/2022 was held on Friday, 29 April 2022.

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

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting acknowledged the Minutes of Annual General Meeting of Shareholders No. 35/2022 was held on Friday, 29 April 2022 as above.

- **Resolution** The Meeting considered and certified the Minutes of the Annual General Meeting of Shareholders No. 35/2022 was held on Friday, 29 April 2022 with unanimous votes as follows:

(1) Agreed	39,234,331	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 Performance for 2022, and the 2022 Annual Report of the Board of Directors. (Form 56-1 One Report)

- The Chairman of the Meeting proposed the Meeting to acknowledge the summarized report of the Company's performance for 2022, and the 2022 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 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting acknowledge the Company's performance for 2022.

- Resolution The Meeting considered and acknowledged the Company's performance for 2022, and the 2022 Annual Report (Form 56-1 One Report) with unanimous votes as follows:

(1) Agreed	39,234,331	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 2022 and Independent Auditor's Report.

- The Chairman of the Meeting proposed the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2022 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 2022 Annual Report (Form 56-1 One Report), which have been sent to the shareholders.

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting approved the Company's financial statements for the year ended 31 December 2022 and Independent Auditor's Report.

- Resolution The Meeting considered and resolved to approve the Company's financial statements for the year ended 31 December 2022 and Independent Auditor's Report, with unanimous votes as follows:

(1) Agreed	39,234,331	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 2022.

- The Chairman of the Meeting notified the Meeting to consider the Board of Directors' recommendation to the shareholders to consider and approve the annual dividend payment for 2022 from the Company's retained earnings, at the rate of Baht 2.75 per share, amounting to Baht 132,000,000. The Record Date of share register for the right to receive the dividend payment was on Friday, 10 March 2023, and the payment date shall be on Friday, 19 May 2023. The payment of dividend for 2022 is subject to the corporate income tax of 20%.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting approved the annual dividend payment for 2022 from the Company's retained earnings.

- Resolution The Meeting considered and resolved to approve the annual dividend payment for 2022 from the Company's retained earnings, with unanimous votes as follows:

(1) Agreed	39,234,331	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 five directors to replace those retiring by rotation for the year 2023.

- The Chairman of the Meeting proposed the Meeting to nominate directors for the election of five (5) directors who are due to retire by rotation in 2023 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 five directors by individual as follows:

1)	Mr. Nobutaka	Taniguchi	(Director)
2)	Mr. Yoshihiko	Mezaki	(Director)
3)	Mr. Vibul	Aunsuntha	(Independent Director, Chairman of the Audit Committee)
4)	Mr. Chor Nun	Petpaisit	(Independent Director, Audit Committee Member)
5)	Mr. Akira	Fujita	(Independent Director, Audit Committee Member)

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting approved the election of five directors in 2023 by individual.

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

1) Mr. Nobutaka Taniguchi

(1)	Agreed	39,234,331	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. Yoshihiko Mezaki

(1)	Agreed	39,234,331	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. Vibul Aunsunnta

(1)	Agreed	39,234,231	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. Chor Nun Petpaisit

(1)	Agreed	39,234,331	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.

5) Mr. Akira Fujita

(1)	Agreed	39,234,331	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 2023.

- The Chairman of the Meeting proposed the Meeting to consider and approve the directors' remuneration and meeting allowance for 2023 is not exceeding Baht 6,000,000.- per year. (Baht: Six Million) as the following details.

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

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed the Meeting to vote the directors' remuneration for 2023 is not exceeding Baht 6,000,000.- per year. (Baht: Six Million)

- Resolution The Meeting considered and resolved to approve the directors' remuneration for 2023 as proposed with unanimously vote as follows:

(1) Agreed	39,234,331	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 2023.

- The Chairman of the Meeting proposed the Meeting to consider and approve the appointment of KPMG Phoomchai Audit Limited as the Company's external auditors for 2023 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 or
4. Miss Jamjuree Sathapornchaiwat Certified Public Accountant, Registration No. 11567

The annual audit fee of Baht 1,530,000.- (Baht : One Million Five Hundred and Thirty 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 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting considered and approved the appointment of the Company's external auditors and fix the audit fee for 2023 as proposed.

- Resolution The Meeting considered and resolved to appoint the four auditors of KPMG Phoomchai Audit Limited, as the Company's external auditors for 2023 with the annual audit fee of Baht 1,530,000.- with unanimously vote as follows:

(1) Agreed	39,234,331	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.

For this Shareholders Meeting, no shareholder proposed any agenda for consideration. The Chairman of the Meeting, Mr. Junichi Ishihara, provided an opportunity for shareholders to ask questions, to which the Company responded and listened to suggestions from the Shareholders' Meeting. The summary is as follows:

- (1) Miss Nutcharee Suntiwet (the representative of Thai Investors Association) asked about the Company's borrowing of THB 615 million from a financial institutions in 2022, and the Company's plan to repay the loan when due. The shareholder asked about the interest rate of 1.08 – 2.05 percent per year-?, and the method of repayment-?

Miss Arpaporn Jitsuteesiri (General Manager of Finance & Accounting Department) stated that repayment of the load when due means that the financial institutions or bank will demand repayment from the Company whenever that call it, which is called a "Short Term Loan." The bank refers to this as a "Call Loan".

The interest rate for short-term borrowing at a rate of 1.08 percent is borrowed from Sumitomo Mitsui Banking Corporation and Mizuho Bank, Ltd., while borrowing at a rate of 2.05 percent is borrowed from Bangkok Bank Public Company Limited.

There was no other questions from shareholders. Mr. Junichi Ishihara, the Chairman of the Meeting thanked the shareholders who attended the Shareholders' Meeting today, both in persons and by proxies. For the Company's operations in 2023, the Company is committed to conducting its business to achieve good operational results by selling strategic products and will try to make the Company profitable to pay dividend for all shareholders. From now on, Mr. Junichi Ishihara, requested cooperation and support from all shareholders.

Mr. Junichi Ishihara, the Chairman of the Meeting expressed his sincere thanks to the shareholders and closed the Meeting at 10:35 hours.



(Mr. Junichi Ishihara)
Chairman of the Meeting