



Notice of the Annual General Meeting of Shareholders Y. 2022



Fine Metal Technologies Public Company Limited

Friday, 29 April 2022 Time 14.00 Hours.

**At Conference Room 1103, 11th Floor, Bangkok Insurance Building,
No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120**



8 April 2022

Subject Invitation to Annual General Meeting of Shareholders No. 35/2022

Attention Shareholders
Fine Metal Technologies Public Company Limited. (FMT)

- Attachments
- 1) Copy of Minutes of the Annual General Meeting of Shareholders No. 34/2021.
 - 2) QR Code downloading procedures for the 2021 Annual Report (Form 56-1 One Report), the Company's financial statements for the year ended 31st December 2021, and Independent Auditors' Report. (for consideration Agenda 2 and Agenda 3)
 - 3) Proxy Form ข.
(Shareholders can download Proxy Form ก., Form ข., and Form ค. from the Company's website at <http://www.fmt.co.th>)
 - 4) Qualifications of Independent Directors, Information of independent directors based in Thailand proposed by the Company as a proxy attending the Meeting.
 - 5) Personal profiles of directors scheduled to retire by rotation and those recommended for re-appointment for another term. (for consideration Agenda 5)
 - 6) Documents required for the meeting attendant's declaration before meeting attendance and practice.
 - 7) The Company's Articles of Association relating to the Shareholders' Meeting.
 - 8) Company's general information and others.
 - 9) Map of the venue of the 2022 Annual General Meeting of Shareholders.
 - 10) COVID-19 preventive measures and guidelines for attending the 2022 Annual General Meeting of Shareholders for 2022.

The Board of Directors of Fine Metal Technologies Public Company Limited has resolved to arrange the 2022 Annual General Meeting of Shareholders No. 35/2022 on Friday, 29 April 2022 at 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 to consider and approve the following agendas:

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

Objective and Reason The Minutes of the Annual General Meeting of Shareholders No. 34/2021 was held on Friday, 30 April 2021, was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce based on the laws, as well as posted on the Company's website www.fmt.co.th for acknowledgment.

A copy of the Minutes of the Annual General Meeting of Shareholders No. 34/2021 is attached as Attachment 1.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to certify that the Minutes of the Annual General Meeting of Shareholders No. 34/2021 was accurate and complete and recommends adopting the Minutes proposed above.

Voting This agenda is not required voting ; this is to inform the Shareholders' Meeting for acknowledgment only.

Page 2 ____ Agenda 2 /

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

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|-----------------------------|--|
| <u>Purpose and Reason</u> | The Company's operating result of the fiscal year 2021 and other important information are reported in the 2021 Annual Report. Form 56-1 One Report in QR Code as stated in Attachment 2. |
| <u>Opinion of the Board</u> | The Board of Directors deems it appropriate to propose to the Shareholders to consider and acknowledge the Company's operating result of the fiscal year 2021; and the 2021 Annual Report. |
| <u>Voting</u> | This agenda is not required voting ; this is to inform the Shareholders' Meeting for acknowledgment only. |

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

| | |
|-----------------------------|--|
| <u>Purpose and Reason</u> | By the Public Limited Company Act, the Board of Directors prepared the Company's financial statements for the fiscal year ended 31 December 2021 and Independent Auditor's Report. The Company's financial statements have been audited by the auditor Mr. Songchai Wongpiriyaporn ; C.P.A. Registration No. 10996 of KPMG Phoomchai Audit Limited., the Audit Committee examined its contents before proposing for the Shareholders' approval. Annual Report 2021 as per details in Attachment 2. |
| <u>Opinion of the Board</u> | The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the Company financial statements for the fiscal year ended 31 December 2021, which have been audited and signed by the auditor of the Company and reviewed by the Audit Committee, and endorsed by the Board of Directors. |
| <u>Voting</u> | The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes. |

Agenda 4 • To consider and approve the annual dividend payment for 2021 from the Company's net profit in 2021.

| | |
|-----------------------------|--|
| <u>Purpose and Reason</u> | The Board of Directors Meeting No. 1/2022, held on Tuesday, 22 February 2022, has resolved to approve the Company pay dividend for 2021 at Baht 2.625 per share payable from the Company's net profit in 2021 from January to December 2021. |
| <u>Opinion of the Board</u> | The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the payment of dividend for 2021 from the Company's net profit at the rate of Baht 2.625 per share, amounting to Baht 126,000,000. |

Page 3 ____ The record date /

The record date of the share register for the right to receive dividend payment will be on Friday, 11 March 2022. The dividend payment date will be on Friday, 20 May 2022. The payment of dividends for 2021 is subject to corporate income tax of 20%.

Voting

The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.

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

Purpose and Reason

According to Section 71 of Public Limited Company Act, B.E. 2535 (1992) and Item 16 of the Company's Articles of Association required that, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into three parts, the number of directors closest to one-third (1/3) of all directors must retire. In this respect, the retired directors will be eligible for re-election. Then, in this Annual General Meeting of Shareholders No. 35/2022, the four directors retiring by rotation are as follows:

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

Profile of four directors proposed for election as the Company's directors as per details in Attachment 5.

Opinion of the Board

The Board of Directors deems it appropriate to propose to the Shareholders that the four directors who will retire in FY2022 for a term of office expire to be considered and approved for appointment since they have the knowledge, competencies, and experience necessary to manage the business of the Company.

Voting

The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.

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

Purpose and Reason

According to the Company's Articles of Association Item 14, Remuneration for the Board of Directors will be determined by the quorum of a Shareholders' Meeting. The Board of Directors considered and reviewed the directors' remuneration for 2022 are consists of annual remuneration and meeting allowance in the amount of not exceeding Baht 6,000,000 per year. (Baht: Six million) by taking into account the Company's operating results, in accordance with the duties and responsibilities of the directors.

Details of directors' remuneration are 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

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the directors' remuneration for 2022 in the amount of not exceeding Baht 6,000,000.- per year (Baht: Six million) as proposed.

Voting The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.

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

Purpose and Reason The Board of Directors considered and approved the appointment of KPMG Phoomchai Audit Limited as the Company's auditors and the audit fee for 2022 as recommended by the Audit Committee with the names and Certified Public Accountant license numbers as follows:

- 1) Mr. Songchai Wongpiriyaporn, C.P.A. Registration No. 10996, or
- 2) Miss Sirinuch Vimolsathit, C.P.A. Registration No. 8413, or
- 3) Mr. Sumate Jangsamsee, C.P.A. Registration No. 9362

Any of these auditors shall be authorized to review and give their opinion on the Company's financial statements. Then, three mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder or their related persons. The audit fee for FY2022 is Baht 1,500,000.- (Baht : One Million Five Hundred Thousand), increasing 50,000 baht or 3.44%.

All these three auditors have been performing as the auditor from 2020 or 3 years consecutive services.

Opinion of the Board The Board of Directors agreed with the Audit Committee to propose to the Annual General Meeting of Shareholders for the appointment of KPMG Phoomchai Audit Limited, as the Company's auditors for 2022 with the audit fee Baht 1,500,000, the auditors are consist of:

- 1) Mr. Songchai Wongpiriyaporn, C.P.A. Registration No. 10996, or
- 2) Miss Sirinuch Vimolsathit, C.P.A. Registration No. 8413, or
- 3) Mr. Sumate Jangsamsee, C.P.A. Registration No. 9362

Voting The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.

Agenda 8 • To consider and approve the amendment Section 2 : Issuance of Shares and Share Transfer of the Articles of Association of Fine Metal Technologies Public Company Limited.

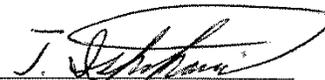
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| <u>Purpose and Reason</u> | According to the Company's Articles of Association Item 7, "The shares of the Company can be freely transferred at any time ; all the shares held by any individual who does not have Thai nationality must be no greater 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." |
| <u>Opinion of the Board</u> | The purpose is to increase the liquidity of the Company's shares in the stock market by providing flexibility in the composition of shareholders. The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the amendment Item 7, Section 2-: Issuance of Shares and Share Transfer of the Articles of Association of Fine Metal Technologies Public Company Limited, as follows: "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". |
| <u>Voting</u> | The resolution of this agenda shall be approved by the votes of not less than three-fourths (3/4) of the total votes of the Shareholders attending the Meeting and casting their votes. |

Agenda 9 • Any other business. (If any)

You are cordially invited to attend the meeting at aforementioned date, time, and place. The shareholder or proxy attending this meeting must show the personal identification card, passport, or I.D. of a government/state enterprise officer. The shareholder appointing the proxy to participate in and vote at the meeting must complete and sign the Proxy Form with the appropriate duty stamp 20 baht affixed and submit it to the secretary to the Board of Directors before the meeting. The proxy is also required to show the following document (s):

- | | |
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| <u>Proxy Grantor who is an Individual Person</u> | • A true certified copy of identification of proxy grantor. (Identification Card, Passport, or Identification Card of a government/state enterprise officer of proxy grantor). |
| <u>Proxy Grantor who is a Juristic Person</u> | • A copy of the Company's affidavit does not exceed six months certified by the authorized person (s). |

By Resolution of the Board of Directors
Fine Metal Technologies Public Company Limited



(Mr. Junichi Ishihara)
Managing Director



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. Shingo | 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.

Page 3 ____ During /

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

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|---------------|------------|-------|---------------|----------|
| (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

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|---------------|------------|-------|---------------|----------|
| (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

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|---------------|------------|-------|---------------|----------|
| (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 :
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|------------------|----------------|--|
| 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

**QR Code Downloading Procedures for the 2021 Annual Report (Form 56-1 One Report),
the Company's Financial Statements for the Year Ended 31 December 2021
and Independent Auditor's Report
(Fine Metal Technologies Public Company Limited)**

The Thailand Securities Depository Co., Ltd. ("TSD") as a securities registrar under the Stock Exchange of Thailand ("SET") has implemented a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the 2021 Annual Report (Form 56 - 1 One Report) in the form of E-Book accessible through QR Code, this allows the shareholders to access the information with ease. The aforementioned documents could be downloaded from the QR Code by the following steps:-

For IOS Mobile Operating System.

- 1) Turn on the mobile camera.
- 2) Focus the mobile camera to the QR Code to scan it.
- 3) The notification will appear on top of the screen. Then, click on the notification to access documents regarding the Meeting.

For Android System.

- 1) Open application such as : Line, Facebook or QR Code Reader.
- 2) Scan the QR Code to access documents regarding the Meeting.
- 3) To scan QR Code via Line Application.
 - 3.1 open line application and click on "Add Friend"
 - 3.2 Choose QR Code
 - 3.3 Scan QR Code.

Annual Report 2021 (Form 56-1 One Report) can be downloaded via this QR CODE or
via the Company website : www.fmt.co.th



หนังสือมอบฉันทะ แบบ ข.
PROXY FORM (Form ข.)เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____
I/We nationality reside at(2) เป็นผู้ถือหุ้นของ บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)
am / are a shareholder of Fine Metal Technologies Public Company Limited,โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding altogether shares, and can cast votes equaling votes, as follow:

- หุ้นสามัญ : หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary Shares : shares which can cast votes equaling votes,
- หุ้นบุริมสิทธิ์ : หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred Shares : shares which can cast votes equaling votes,

(3) ขอมอบฉันทะให้
Hereby appoint

(1) อายุ ปี อยู่บ้านเลขที่ ถนน
Age years, resides at Road
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Khwaeng Amphur/Khet Province Postal Code or

(2) นาย วิบูลย์ อังสนันท์ อายุ 87 ปี (กรรมการอิสระ, ประธานกรรมการตรวจสอบ)
อยู่บ้านเลขที่ 822/162 ซอยทองหล่อ แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
Mr. Vibul Aunsnunta Age 87 years (Independent Director, Chairman of Audit Committee)
residing at 822/162 Soi Thonglor, Khwaeng Klongton Nua, Khet Wattana, Bangkok 10110

หรือ (or)

(3) นาย ช.นนท์ เพ็ชฌุไพศิษฏ์ อายุ 70 ปี (กรรมการอิสระ, กรรมการตรวจสอบ)
อยู่บ้านเลขที่ 28 ซอยลาดพร้าว 106 (บุญอุดม 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310
Mr. Chor Nun Petpaisit Age 70 years (Independent Director, Audit Committee Member)
residing at 28 Soi Ladprao 106 (Boonudom 1) Kwang Plubplia, Khet Wangthonglang, Bangkok 10310

หรือ (or)

(4) นาย เดชา ตูลานันท์ อายุ 87 ปี (กรรมการอิสระ)
อยู่บ้านเลขที่ 206/1 ซอยสันติคาม 6 ถนนสุขุมวิท 109 ตำบลลำโพงเหนือ อำเภอเมือง สมุทรปราการ 10270
Mr. Deja Tulananda Age 87 years (Independent Director)
residing at 206/1 Soi Santikhram 6, Sukhumvit Road 109, T. Samrongnua, A. Muang, Samutprakarn 10270

อ้างอิงข้อมูลกรรมการอิสระ ที่อยู่ในประเทศไทย ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 35/2555

Referred information of personal data of independent directors based in Thailand attached in the Invitation Letter of Annual General Meeting of Shareholders No. 35/2022.

ต่อหน้า 2 _____ คนหนึ่งคนใด /

Page 2 _____ The authorize only one /

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 35/2565 ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14:00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The authorize only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 35/2022 on Friday, 29 April 2022 at 14:00 Hours, at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 34/2564 ประชุมเมื่อวันศุกร์ที่ 30 เมษายน 2564
Agenda No. 1 To certify the Minutes of the Annual General Meeting of Shareholders No.34/2021, held on Friday, 30 April 2021.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบรายงานสรุปผลการดำเนินงานของบริษัทฯ และรายงานประจำปี 2564 ของคณะกรรมการบริษัทฯ (แบบ 56-1 One Report)

Agenda No. 2 To consider and acknowledge the summarized report of the Company's operating performance and the Annual Report for 2021 of the Board of Directors. (Form 56-1 One Report)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2564 และรายงานของผู้สอบบัญชีรับอนุญาต โดย บริษัท เคพีเอ็มจี ภูเก็ต จำกัด ซึ่งได้ตรวจสอบและรับรองแล้ว

Agenda No. 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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลประจำปี 2564 จากกำไรสุทธิของผลการดำเนินงาน ในอัตราหุ้นละ 2.625 บาท และกำหนดจ่ายเงินปันผล ในวันศุกร์ที่ 20 พฤษภาคม 2565 โดยเสียภาษีในอัตราร้อยละ 20

Agenda No. 4 To consider and approve the annual dividend payment for 2021 from the Company's net profit in 2021 at Baht 2.625 per share which is subject to the corporate income tax of 20% and the dividend payment will be paid on Friday, 20 May 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall have the right to vote as per my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการบริษัท 4 ท่าน ที่ต้องออกตามวาระในปี 2565 กลับเข้าดำรงตำแหน่งใหม่อีกวาระหนึ่ง (อ้างอิง ข้อมูลคณะกรรมการบริษัท ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 35/2565)

Agenda No. 5 To consider and approve the appointment of four directors to replace those who retired by rotation for 2022. (Referred to the details of directors attached in the Invitation Letter of Annual General Meeting of Shareholders No. 35/2022)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall have the right to vote as per my/our intention as follows:

แต่งตั้งกรรมการทั้งหมด 4 ท่าน (To appointment of four directors)

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

แต่งตั้งกรรมการเป็นรายบุคคลดังนี้ (To appointment each director)

1. ชื่อกรรมการ นาย ชัย โสภณพานิช
Name of director : Mr. Chai Sophonpanich
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ นาย จุนอิจิ อิชิฮาระ
Name of director : Mr. Junichi Ishihara
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นาย เดชา ตูลานันท์
Name of director : Mr. Deja Tulananda
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. ชื่อกรรมการ นาย ทินกร อัสฎาฮอร์
Name of director : Mr. Tinnakorn Asdathorn
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการของบริษัท สำหรับปี 2565 ที่เป็นค่าตอบแทนรายปี และค่าเบี้ยประชุม จำนวนรวมไม่เกิน 6,000,000 บาทต่อปี ดังนี้-

| | | |
|---------------------------|---------|-----------|
| ▪ ประธานกรรมการ | 540,000 | บาท/คน/ปี |
| ▪ ประธานคณะกรรมการตรวจสอบ | 480,000 | บาท/คน/ปี |
| ▪ คณะกรรมการตรวจสอบ | 410,000 | บาท/คน/ปี |
| ▪ กรรมการ | 340,000 | บาท/คน/ปี |

Agenda No. 6 To consider and approve the directors' remunerations for 2022 consists of annual remuneration and Meeting allowance with the amounting not exceed 6,000,000 Baht/Year.

| | | |
|-----------------------------------|---------|------------------|
| ▪ Chairman | 540,000 | Baht/Perscn/Year |
| ▪ Chairman of the Audit Committee | 480,000 | Baht/Perscn/year |
| ▪ Audit Committee Member | 410,000 | Baht/Perscn/Year |
| ▪ Director | 340,000 | Baht/Perscn/Year |

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งงดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้ง บริษัท เคทีเอ็มจี ภูมิไชย สอบบัญชี จำกัด เป็นผู้สอบบัญชีภายนอกของบริษัท และกำหนดค่าสอบบัญชีประจำปี 2565 เท่ากับ 1,500,000.- บาทต่อปี

Agenda No. 7 To consider and approve the appointment of KPMG Phoomchai Audit Limited as the Company's External Auditors and fix the audit fee for 2022 is 1,500,000.- Baht/Year.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งงดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติแก้ไขข้อบังคับ ของ บริษัท ไฟน์ เมทัล เทคโนโลยี จำกัด (มหาชน) หมวด 2 เรื่อง การออกหุ้น และการโอนหุ้น ข้อ 7.

Agenda No. 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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งงดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 9 To consider other businesses. (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งตออกเสียง
- Approve Disapprove Abstain

- (5) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือ เพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In case the Meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said Meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียว เป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the appointment of directors, the proxy can either elect the whole set of the nominated directors or by individual.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If the agendas to be considered are more than those specified above, the Grantor may use the attachment along of the Proxy Form ข.

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้ มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the Meeting even shareholders who attend the Meeting in person.

2. ผู้มอบฉันทะ กรุณา แนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้น มาพร้อมหนังสือมอบฉันทะ
Copy of identify document of proxy grantor is required to attach with Proxy Form.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.
Attachment Along of the Proxy Form ข.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)
Authorization as a shareholder of Fine Metal Technologies Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 35/2565 ในวันศุกร์ที่ 29 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Annual General Meeting of Shareholders No. 35/2022 on Friday, 29 April 2022 at 14:00 Hours, at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

วาระที่ เรื่อง :
Agenda No. Re

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (A) The proxy shall have the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (B) The proxy shall have the right to vote as per my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

Qualifications of Independent Director

According to (SEC) The Securities and Exchange Commission regulations on the qualification of Independent Director are following.

- 1) Holding share not more than 1 percent (%) of paid-up capital of the Company, affiliated Company, associated Company or related Company, which shall be inclusive of the shares held by related person.
- 2) Being a director who does not take part in the management of the Company, affiliated Company, associated Company, related Company or majority shareholder of the Company.
- 3) Being a director who has no direct or indirect benefit or interest in finance and management of the Company, affiliated Company, associated Company or majority shareholder of the Company.
- 4) Being a director who is not a related person or close relative of any management member or majority shareholder of the Company.
- 5) Is not appointed as a representative of the Company's director, major shareholders or shareholders who are related to the major shareholders of the Company.
- 6) Is not a person whom SET has determined inappropriate to serve as an executive, according to SET regulations.
- 7) No other impediments or impairments to express independent opinions concerning the operations of the Company.
- 8) Manage to attend the Board meetings and make independent decisions.
- 9) Can prevent conflicts of interest.
- 10) Can look after the interests of all shareholders equally.
- 11) Not undertaking any business in the same nature and in competition to the business of the Company.
- 12) Being capable of performing duties, giving opinions or reporting the results of performance of work according to the duties delegated by the Board of Directors free and clear of the control of the management or the majority shareholder of the Company including related person or close relatives of the said persons.

Profiles of the Independent Director in Thailand proposed by the Company to act as Proxy for Shareholders



- | | | |
|-----------------|---|--|
| Name | • | Mr. Vibul Aunsnuntha (Thai Nationality) |
| Position | • | Independent Director, Chairman of Audit Committee. |
| Age | • | 87 Years |
| Address | • | 822/162 Soi Thonglor, Kwang Klongton Nua, Khet Wattana, Bangkok 10110 |

Education

- Bachelor Degree in Business Administration, U.S.A.
- Master Degree in Economic, U.S.A.
- Thailand National Defense College. (Class 30)
- Training Course from Thai Institute of Directors Association. (IOD)
 - Director Accreditation Program (DAP : Class 53/2006)

Position in another Company or Business that may cause conflict

- Independent Director and Audit Committee, (Nov 1999 - Mar 2016)
- Independent Director and Chairman of the Audit Committee, (Mar 2016 - Present)
Fine Metal Technologies Public Company Limited.
Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2020.
- Advisor to the Board of Directors, (Y. 2009 - Present)
Muang Thai Life Assurance Public Company Limited.

Others Information

- (1) Holding the Company's shares as of 31 December 2021. : None.
- (2) Position in another Company or Business that may cause conflict. : None.
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : None.
- (4) Legal dispute : None.

Meeting Attendance in 2021

- The Board of Directors' Meeting. = 4/4 Times.
- The Audit Committee Meeting. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday, 30 April 2021.

Profiles of the Independent Director in Thailand proposed by the Company to act as Proxy for Shareholders



Name • Mr. Chor Nun Petpaisit (Thai Nationality)
Position • Independent Director, Audit Committee Member.
Age • 70 Years
Address • 28 Soi Larprao 106 (Boonudom 1)
Kwang Plubpla, Khet Wangthonglang,
Bangkok 10310

Education

- B.B.A (Accounting), Thammasat University.
- Training Courses from Thai Institute of Directors Association. (IOD)
 - Director Accreditation Program (DAP) Class 28/2004.
 - Director Certification Program (DCP) Class 76/2006.
 - Audit Committee Program (ACP) Class 28/2009.
 - Successful Formulation & Execution of Strategy (SFE) Class 8/2010.
 - Financial Institutions Governance Program (FGP) Class 4/2012.

Position in another Company or Business that may cause conflict

- Independent Director, Bangkok Insurance PCL. (28 Feb 2006 - Present, 3 Apr 2002 - 17 Nov 2004)
- Audit Committee, Bangkok Insurance PCL. (27 Feb 2009 - Present)
- Adviser, Thai Charoen Corporation Group. (TCC Group) (Y. 2013 - Present)
- Independent Director, Audit Committee, Interhides PCL. (Apr 2015 - Present)
- Independent Director, Audit Committee, Fine Metal Technologies Public Company Limited. (Apr 2019 - Present)
Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2020.
- Independent Director, Shangri- La Hotel, Bangkok. (30 July 2020 - Present)

Work Experiences

- Director, Bureau of Tax Audit Operation, The Revenue Department, Ministry of Finance. (Y. 2000 - Y. 2001)
- Policy and Plan Expert, The Revenue Department, Ministry of Finance. (Y. 2001 - Y. 2008)
- Director, National Science Museum. (Y. 2005- Y. 2007)
- Principal Adviser on Performance Improvement, The Revenue Department, Ministry of Finance. (Y.2008-Y.2011)
- Director, The Government Pharmaceutical Organization. (Y. 2009 - Y. 2012)
- Director, Tourism Authority of Thailand. (Y. 2010 - Y. 2011, Y. 2005 - Y. 2006)
- Director, Government Housing Bank. (Y. 2010 - Y. 2011, Y. 2006 - Y. 2008)
- Director, Government Saving Bank. (Y. 2011 - Y. 2012)
- Inspector General, Ministry of Finance. (Y. 2011 - Y. 2012)

Others Information

- (1) Holding the Company's shares as of 31 December 2021. : None.
- (2) Position in another Company or Business that may cause conflict. : None.
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : None.
- (4) Legal dispute. : None.

Meeting Attendance in 2021

- The Board of Directors' Meeting = 4/4 Times.
- The Audit Committee Meeting = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday, 30 April 2021.

Profiles of the Independent Director in Thailand proposed by the Company to act as Proxy for Shareholders



- Name** • Mr. Deja Tulananda (Thai Nationality)
- Position** • Independent Director
- Age** • 87 Years
- Address** • 206/1 Soi Santikham 6, Sukhumvit Road 109, Tambol Samrongnua, Amphur Muang, Samutprakarn 10270

Education

- Executive Program, Pennsylvania State University, U.S.A.
- Bachelor Degree of Economic, Leicester University, U.K.
- Training Course from Thai Institute of Directors Association. (IOD)
 - Director Accreditation Program. (DAP : Class 53/2006)

Position in another Company or Business that may cause conflict

- Executive Chairman, Bangkok Bank Public Company Limited. (Y. 1992- Present)
- Independent Director, (Mar 1999 - Present)
Fine Metal Technologies Public Company Limited.

Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2021.

Others Information

- (1) Holding the Company's shares as of 31 December 2021. : None
- (2) Position in another Company or Business that may cause conflict. : None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : None
- (4) Legal dispute. : None.

Meeting Attendance in 2021

- The Board of Directors' Meeting. = 2/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday 30 April 2021.

**Profiles of the retiring directors proposed for re-appointment
as the Company's director for another term. (Agenda No. 5)**



- ① **Name** • Mr. Chai Sophonpanich (Thai Nationality)
- Position** • Chairman
- Age** • 78 Years

Education

- Bachelor Degree of Science, University of Colorado, U.S.A. (Y. 1967)
- Training Director Courses
 - Advanced Management Program, The Wharton School. (Y. 1984)
 - The Joint State-Private Sector Class 6, Thailand National Defense College.
 - Director Certification Program Class 16/2002, Thai Institute of Director Association. (IOD)
 - Chairman 2000 Class 10/2004, Thai Institute of Directors Association. (IOD)

Position in the Company, another Company or Business

- Director, Bangkok Life Assurance Public Company Limited. (Y. 1968 - Y. 2015, Aug 2020 - Present)
 - Chairman, Bangkok Insurance Public Company Limited. (Y. 1978 - Jun 2017, Nov 2018 - Present)
 - Chairman, Bamrungrad Hospital Public Company Limited. (Y. 1979 - Jun 2017, Aug 2018 - Present)
 - Chairman, Charoong Thai Wire & Cable Public Company Limited. (Y. 1986 - Jun 2017, Sep 2018 - Present)
 - Chairman, Fine Metal Technologies Public Company Limited. (Y. 1988 - Jun 2017, Nov 2018 - Present)
- Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2020.

Work Experiences

- Chairman, Thai Reinsurance Public Company Limited. (Y. 2016 - Jun 2017, Nov 2018 - Apr 2021)

Others Information

- (1) Holding the Company's shares as of 31 December 2021 : 2,265,200 Shares.
- (2) Position in another Company or Business that may cause conflict. : - None -
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : - None -

Meeting Attendance in 2021

- The Board of Directors' Meeting. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday, 30 April 2021.

**Profiles of the retiring directors proposed for re-appointment
as the Company's director for another term. (Agenda No. 5)**



- ② Name • Mr. Junichi Ishihara (Japanese Nationality)
Position • Director, Managing Director
Age • 61 Years

Education

- Bachelor Degree of Faculty of Mechanical Engineering, Keio University, Tokyo, Japan.

Position in the Company, another Company or Business

- Director and Managing Director,
Fine Metal Technologies Public Company Limited. (Apr 2018 - Present)

Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2020.

Work Experiences

- Manager, Special Material Dept., Production Engineering Dept., (Apr 2000 - Jul 2009)
Planning & Administration Dept., Metal Division, Furukawa Electric Co., Ltd.
- Manager, Manufacturing Dept., Copper Strip Division, Metal Group, (Aug 2009 - Mar 2012)
Furukawa Electric Co., Ltd.
- Managing Director, Furukawa Precision (Thailand) Co., Ltd. (Jul 2012 - Aug 2015)
- Senior Manager, Plating Unit, Furukawa Electric Co., Ltd. (Oct 2015 - Mar -2016)
- General Manager, High Performance Plating Dept., Copper & High (Apr 2016 - Mar -2018)
Performance Material Product Division, Furukawa Electric Co., Ltd.

Others Information

- (1) Holding the Company's shares as of 31 December 2021 : - None -
- (2) Position in another Company or Business that may cause conflict. : - None -
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : - None -

Meeting Attendance in 2021

- The Board of Directors' Meeting. = 4/4 Times.
- The Audit Committee Meeting. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday, 30 April 2021.

Profiles of the retiring directors proposed for re-appointment as the Company's director for another term. (Agenda No. 5)



- ③ Name • Mr. Deja Tulananda (Thai Nationality)
Position • Independent Director
Age • 87 Years

Education

- Executive Program, Pennsylvania State University, U.S.A.
- Bachelor Degree of Economics, Leicester University, U.K.
- Training Course from Thai Institute of Directors Association. (IOD)
- Director Accreditation Program. (DAP : Class 53/2006)

Position in the Company, another Company or Business

- Executive Chairman, Bangkok Bank Public Company Limited. (Y. 1992 - Present)
- Independent Director, (Mar 1999 - Present)
Fine Metal Technologies Public Company Limited.
Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2020.

Others Information

- (1) Holding the Company's shares as of 31 December 2021 : - None -
- (2) Position in another Company or Business that may cause conflict. : - None -
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : - None -

Meeting Attendance in 2021

- The Board of Directors' Meeting. = 2/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday, 30 April 2021.

Profiles of the retiring directors proposed for re-appointment as the Company's director for another term. (Agenda No. 5)



- ④ Name • Mr. Tinnakorn Asdathorn (Thai Nationality)
Position • Director
Age • 54 Years

Education

- Bachelor Degree of Electrical Engineering, King Mongkut's Institute of Technology, Ladkrabang.

Position in the Company, another Company or Business

- Director, Fine Metal Technologies Public Company Limited. (Y. 1996 - Present)
Note Fine Metal Technologies Public Company Limited, formerly was Furukawa Metal (Thailand) Public Company Limited, registered the name change on 18 November 2020.

Work Experiences

- Director, President Flour Mills Co., Ltd. (Y. 2011 - Present)
- Managing Director, Kerry Flour Mills Co., Ltd. (Y. 2013 - Present)
- Director, Thai Roong Ruang Electricity Generating Co., Ltd. (Y. 2015 - Present)
- Director, Thai Roong Ruang Industry Co., Ltd. (Y. 2021 - Present)

Others Information

- (1) Holding the Company's shares as of 31 December 2021 : 653,300 Shares.
- (2) Position in another Company or Business that may cause conflict. : - None -
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 35/2022 will be held on Friday, 29 April 2022. : - None -

Meeting Attendance in 2021

- The Board of Directors' Meeting. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2021, held on Friday, 30 April 2021.

**Documents Required for the Meeting Attendant's Declaration
Before Meeting Attendance and Practice**

The registration of the attendants of Annual General Meeting of Shareholders for 2022 of Fine Metal Technologies Public Company Limited will be carried out for registration in front of Conference Room No.1103, 11th Floor, Bangkok Insurance Building, No. 25, Sathorn Tai Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120. Therefore, for registration convenience, the Meeting attending shareholders and the proxies kindly prepare documents for declaration in the said Meeting date.

① **Documents of which the Meeting Attendant Required for Declaration Prior-Meeting Attendance**

1.1 **In the Event of Natural Person**

(1) **In the event of self-meeting attending shareholder**

Kindly declare citizen identification card or government officer identification card or passport to the officer for registration of meeting attendance.

(2) **In the event of giving a proxy to the proxy for meeting attendance**

- Proxy Form ฎ. enclosed with Notice of Meeting Appointment is used and filled with complete and correct statements, and affixed with both of the principal and the proxy.
- The proxy kindly declares citizen identification card or government official identification card or passport to the officer for registration of the meeting attendance.

1.2 **In the Event of Juristic Person**

In the event of giving a proxy to the Proxy for meeting attendance

- (1) Photocopy of the Company's Certificate issued by the Ministry of Commerce or assigned department within 1 year certify by the authorized person of such juristic with Company's seal. (if any)
- (2) Proxy Form ฎ. enclosed with Invitation to the Meeting is used and filled with complete and correct statements and affixed with the signature of both of the principal and the proxy. However, the principal who is the juristic person shall sign by the authorized person to act on behalf of the juristic person and affix the Company's seal. (if any)
- (3) The proxy kindly declares citizen identification card or government official identification card or passport of the proxy to the officer for registration of the meeting attendance.

② **Meeting Practice**

- 2.1 In General Meeting of Shareholders, the shareholders are entitled to interrogate and express the opinion in every agenda.
- 2.2 Voting of each agenda shall be openly performed.
- 2.3 In voting, one vote is counted as one share (1 share = 1 vote).

Company 's Articles of Association Relating to the Shareholders' Meeting
Fine Metal Technologies Public Company Limited

Chapter 3 • Directors and Their Power

13. The Directors shall be elected by the shareholders' Meeting under the following procedures and rules :
- 1) each shareholders shall have one vote for each share ;
 - 2) each shareholders shall exercise all votes applicable under 1) in appointing one or more person to be a Director, but provided that any of the votes shall not be divisible ;
 - 3) a person who has the most vote respectively shall be elected to be the Directors equivalent to the number of Directors required ; in case the following persons be elected have equivalent vote, the Chairman shall have a casting vote.
14. The Directors' remuneration and consideration shall be fixed by the shareholders' meeting.
- The Directors shall be entitled to receive remuneration from the Company by means of award, meeting fee, reward, bonus or any other benefits in accordance with the Articles of Association or as approved by shareholders' meeting which may be made on a fixed basis or subject to certain criteria from time to time or until changes are made including to receive allowance and fringe benefits in accordance with the Company's regulations.
16. At every Annual General Meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.
- The Directors retiring on the first and second years following the establishment of the Company shall be drawn by lots. In every subsequent years, the director who has been longest in office shall retire.
- A retire director is eligible to re-election.
20. The shareholders' meeting may resolve to remove any Director from the office before the expiration of his period of office with the votes of not less than three-fourths (3/4) of the number of shareholders attending the Meeting and having the rights to vote and holding in aggregate not less one-half of the shares held by all the shareholders attending the Meeting and having the right to vote.

Chapter 4 • Shareholders' Meeting

30. The General Meeting of Shareholders of the Company shall be held in the area where the registered office of the Company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.
31. The General Meeting of Sshareholders shall be held at least once in every twelve months. This Meeting shall be called "General Meeting". The General Meeting shall be held within four (4) months from the end of the accounting period of the Company.
32. In calling for a Shareholders' Meeting, the Board of Directors shall prepare a notice of the Meeting indicating the place, date, time, agenda, and matters to be proposed to the meeting together with appropriate details by clearly specifying that such matter is for acknowledgment, for approval, or for consideration, and shall send it with the Board of Directors' opinion on such matters to the shareholders and the Registrar not less than seven (7) days prior to the Meeting date.
- Such notice must also be published in a newspaper for three (3) consecutive days with at least three (3) days prior to the Meeting date.

33. In a Shareholders' Meeting, there must be at least twenty five (25) shareholders or one-half of the total shareholders and holdings not less than one-third (1/3) of the total shares issued present in persons or by proxies (if any) in order to constitute a quorum.
- If within one (1) hour from the time fixed for the Shareholders' Meeting the required quorum is not constituted, the meeting, if called upon the requisition of shareholders, shall be dissolved. If such Meeting is called other than by the shareholder's requisition, another Meeting shall be called and a notice of the Meeting shall be sent to the shareholders at least seven (7) days prior to the Meeting date. At such meeting no quorum shall be required.
34. In any Shareholders' Meeting, a shareholder may appoint a proxy to represent him at the Meeting and to vote on his behalf. The instrument appointing a proxy shall be in writing and signed by the shareholder appointing the proxy in accordance with a form as prescribed by the Public Company Registrar and such instrument appointing the proxy shall be submitted to the Chairman or the person authorized by the Chairman prior to the proxy attending the Meeting with at least the following particulars:
- the amount of shares held by such shareholder ;
 - the name of the proxy ; and
 - the meeting at which the proxy is appointed to attend and vote
36. The Chairman of the Board of Directors shall be the Chairman for the Shareholders' Meeting. In the event that the Chairman is not present or is unable to discharge his duties, Vice-chairman, if any, shall serve as the Chairman. If there is no Vice-chairman or such Vice-chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the Chairman.
37. In every Shareholders' Meeting, all shareholders shall have one vote for each share.
- A shareholder who has in any resolution a special interest may not vote on such resolution, except for the election of Directors.
- A resolution of any Shareholders' Meeting shall be passed by a majority votes of all the shareholders attending the meeting and having the right to vote, except in the following cases, a resolution of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and having the right to vote is required :
- the sale or transfer of the Company's business whether in whole or in substantial part to other person ;
 - the purchase by or the transfer to the Company in respect of business of other public or private company ;
 - the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, an assignment to any person for the management of the Company's business, or the merger with other person for the purpose of profit and loss sharing ;
 - any amendment to the Memorandum and/or Articles of Association of the Company ; or
 - the amalgamation or the dissolution of the Company.

Chapter 6 • Dividends and Reserves

42. A payment of dividends can be made only by the resolution of the Shareholders' Meeting or the resolution of the Board of Directors in case of interim dividends.
- A written notice of payment shall be sent to all shareholders and be advertised in a local newspaper for three (3) consecutive days. The payment of such dividends must be made within one (1) month from the date such resolution was passed.
43. The Board of Directors may from time to time pay to the shareholders interim dividends as appeared to them to be justified by the profit of the Company and such payment shall be reported to the shareholders in the next Shareholders' Meeting.
44. Dividends shall be paid according to the number of shares issued and shall be equally paid to each share unless otherwise provided for the preference shares.

45. The Company must appropriate part of the annual net profit to reserve fund, at least five (5) per cent of the annual net profits less the accumulated loss brought forward (if any) until the reserve fund reaches at least ten (10) per cent of the registered capital.

Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the Shareholders' Meeting for its resolution to otherwise appropriate reserve fund as perceived by the Board of Directors as to be beneficial to business operations of the Company.

Chapter 8 • Books, Accounts, and Audits

47. The Company's accounting period shall commence from 1st January and end on 31 December of each year.
48. The Board of Directors shall provide for the preparation and keeping of the accounts including its auditing in accordance with all related laws.
49. The Board of Directors shall have the balance sheet and profit & loss account made at least once in every twelve months, which is the Company's accounting period.
50. The Board of Directors shall have the balance sheet and profit & loss account which are made at the end of the Company's accounting period submitted to the Annual General Meeting of Shareholders for approval. These balance sheet and profit & loss account shall be audited by the auditor prior to submission to the meeting.
51. The Board of Directors shall deliver the following documents to the shareholders together with the notice of the Annual General Meeting:
- 1) copies of balance sheet and profit & loss account which have been audited by the auditor together with his auditing report; and
 - 2) the directors' report and its supporting documents.
52. The Board of Directors shall arrange for the Directors' register, minutes of the Board of Directors and Shareholders' Meeting, and all the Meetings' Resolutions properly recorded and kept at the registered office of the Company or may assign any person to keep them in the area where the registered office of the Company is located or in any adjacent provinces provided that the Registrar is notified in advance.
53. The auditor shall be appointed by the General Meeting of Shareholders. The retiring auditor is eligible for re-election.
54. The auditor's remuneration shall be fixed by the Shareholders' Meeting.
55. The Company's Director, staff, employee or any person holding any position in the Company may not be appointed to act as the Company's auditor.
56. The auditor has the duty to attend in every Shareholders' Meeting which is held to consider the balance sheet, profit & loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver to the auditor all the reports and documents of the Company to which the shareholders are entitled to receive at such Meeting.
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Company's General Information and Others.

Attachment 8

General information

| | |
|-------------------------|--|
| Company Name | Fine Metal Technologies Public Company Limited |
| Symbol | FMT |
| Company Register no. | 0107539000057 |
| Register Capital | 480,000,000 Baht |
| Paid up capital | 480,000,000 Baht |
| Par value | 10 Baht |
| Type of business | Manufacture of Seamless Copper Tube which a vital part in the manufacture of air-condition and refrigerator. |
| Website | http://www.fmt.co.th |
| <u>Bangkok office</u> | 183 Regent House Building, 14 th Floor, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 |
| Tel. number | 02 - 256 - 0641 - 50 |
| Fax number | 02 - 256 - 0651 |
| <u>Factory Location</u> | 213 Moo 4 Mittraparb Road, Tumbol Tub-Kwang, Amphur Kaengkhoi, Suraburi Province 18260 |
| Tel. number | 036 - 329 - 811 - 20 |
| Fax number | 036 - 329 - 822 |

Reference Person

| | |
|---------------------------|--|
| <u>Registrar</u> | Thailand Security Depository Co., Ltd. 93 Ratchadaphisek Road, Kwaeng Dindaeng, Dindaeng District Bangkok 10400 |
| Tel. number | 02 - 009 - 9000 |
| Fax number | 02 - 009 - 9991 |
| Website | http://www.set.or.th/tsd |
| E-Mail | SETContactCenter@set.or.th |
| <u>Auditors Year 2019</u> | 1) Mr. Songchai Wongpiriyaporn Certified Public Accountant Number 10996 or 2) Miss Sirinuch Vimolsathit Certified Public Accountant Number 8413 or 3) Mr. Sumate Jangsamsee Certified Public Accountant Number 9362 KPMG Phoomchai Audit Limited. Empire Tower, 50 th Floor, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 |
| Tel. number | 02 - 677 - 2000 |
| Fax number | 02 - 677 - 2222 |
| Website | http://www.kpmg.co.th |

External Auditors Fee 3 Years (Y. 2019 – Y. 2021)

| Year | Office | Audit Fee (Baht) |
|------|------------------------------|------------------|
| 2019 | KPMG Phoomchai Audit Limited | 1,405,000.- Baht |
| 2020 | KPMG Phoomchai Audit Limited | 1,450,000.- Baht |
| 2021 | KPMG Phoomchai Audit Limited | 1,450,000.- Baht |

| | |
|------------------------------|--|
| <u>Internal Auditor 2019</u> | EY Corporate Services Limited. 33 rd Floor, Lake Rajada Office Complex, 193/136 - 137 Rajadapisek Road, Klong Toey, Bangkok 10110 |
| Tel. number | 02 - 264 – 9090 Ext. 77071 |
| Fax number | 02 - 264 - 0789 - 90 |
| Website | http://www.ey.com |

**COVID-19 Preventive Measures and Guidelines
for Attending the 2022 Annual General Meeting of Shareholders.**

Fine Metal Technologies Public Company Limited (“the Company”) shall hold the 2022 Annual General Meeting of Shareholders on Friday, 29 April 2022 at 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.

Due to the outbreak of the Coronavirus Disease 2019 (COVID-19), with our concern over the health of our shareholders, employees, and all related persons, the Company has set up the measures to prevent the spread of COVID-19 for the 2022 Annual General Meeting of Shareholders under the COVID-19 pandemic situation as follows:

- 1) The Company would like to encourage the shareholders to appoint the Company’s Independent Director, as their proxies to attend the Meeting on behalf of Shareholders by sending a Proxy Form to the Company secretary. (Fine Metal Technologies Public Company Limited, 213 Moo 4 Mittraparb Road, Tambol Tub-Kwang, Amphur Kaeng Khoi, Saraburi Province 18260, by April 26, 2022).
- 2) The Company will set up screening, document checking and registration located in front of the Meeting Room. The Company requests cooperation with shareholders must wear a mask at all time throughout the duration of the Meeting and had sanitizer and please kindly keep social distancing.
- 3) All seats in the Meeting room will be spaced at least 1 meter. (Social Distancing), and the Company not allow those following persons to attend the Meeting,
- 4) The Company will not provide microphones for questioning in the Meeting room. The shareholders may write down any questions and pass on to our staffs.
- 5) No service of food and coffee during the Meeting at the Meeting room.

Please be informed accordingly and kindly cooperate with the aforementioned guidelines conscientiously.

Sincerely yours,
Fine Metal Technologies Public Company Limited

