



Notice of the Annual General Meeting of Shareholders Y. 2023



Friday, 28 April 2023

Time 10.00 Hours.

**Grand Hall Room, 28th Floor, Bangkok Club,
No. 175 Sathorn City Tower Building, South Sathorn Road,
Khwaeng Tungmahamek, Khet Sathorn, Bangkok 10120**



Fine Metal Technologies Public Company Limited



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



April 10, 2023

Subject Invitation to Annual General Meeting of Shareholders No. 36/2023

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

Attachments

- 1) Copy of the Minutes of the Annual General Meeting of Shareholders No. 35/2022.
- 2) QR Code downloading procedures for the 2022 Annual Report (Form 56-1 One Report) with the Company's Financial Statements for the year ended 31st December 2022, and Independent Auditors' Report. (document for Agenda 2, Agenda 3)
- 3) Proxy Form A and Form B as prescribed by the Department of Business Development, the Ministry of Commerce (Form B is recommended). The Proxy Form C for a custodian in Thailand. (Shareholders can download Proxy Form A, Form B, and Form C 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) Profiles of the directors due to retire by rotation and recommended to be re-election for another term. (document for 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) Personal Data Protection Statements for the Annual General Meeting of Shareholders 2023.
- 10) Map of Meeting Place at Bangkok Club.

The Board of Directors of Fine Metal Technologies Public Company Limited has resolved to hold the 2023 Annual General Meeting of Shareholders No. 36/2023 on Friday, 28 April 2023 at 10:00 Hours, at Grand Hall Room, 28th Floor of Bangkok Club, Sathorn City Tower Building, No. 175, South Sathorn Road, Kwaeng Thung Mahamek, Khet 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. 35/2022.

Objective and Reason The Minutes of the Annual General Meeting of Shareholders No. 35/2022 held on Friday, 29 April 2022, were accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce based on the laws, and posted on the Company's website <http://www.fmt.co.th> for acknowledgment.

A copy of the Minutes of the Annual General Meeting of Shareholders No. 35/2022 is attached as Attachment 1 enclosed.

Page 2 ___ Opinion /

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. 35/2022 were accurately recorded; therefore, it recommends the shareholders certify the Minutes proposed above.

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

Agenda 2 To consider and acknowledge the Board of Directors' Report on the Company's Performance for 2022.

Purpose and Reason The Company's Performance for 2022 and other important information are reported in the Company's Annual Report 2022. (Form 56-1 One Report) in QR Code as shown in Attachment 2 enclosed.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to acknowledge the Company's Performance for 2022, and the Annual Report 2022. (Form 56-1 One Report)

Voting 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 year ended December 31, 2022, and Independent Auditor's Report by KPMG Phoomchai Audit Limited.

Purpose and Reason By the Public Limited Company Act, the Board of Directors prepared the Company's Financial Statements for the year ended December 31, 2022 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.
The Company's Annual Report 2022 (Form 56-1 One Report) as per details in Attachment 2 enclosed.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the Company's Financial Statements for the year ended December 31, 2022, 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.

Voting 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 2022 from the Company's retained earnings.

Purpose and Reason The Board of Directors Meeting No. 1/2023, held on Wednesday, 22 February, 2022, has resolved to approve the Company pay dividend for 2022 at Baht 2.75 per share payable from the Company's retained earnings.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the dividend payment for 2022 from the Company's retained earnings at the rate of Baht 2.75 per share, which amounted to Baht 132,000,000.-

The Record Date of the share register for the right to receive the dividend payment will be on Friday, 10 March 2023. The dividend payment date will be made on Friday, 19 May, 2023.

The individual shareholders can credit personal income tax of dividends from the Company due to the Revenue Code, Section 47 Bis, for the dividend payment distributed from the profit, which the Company paid a 20% corporate income tax rate.

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 appointment of directors due to retire by rotation in 2023 to be directors for another term.

Purpose and Reason According to Section 71 of the Public Limited Company Act B.E. 2535, and Article 16 of the Company's Articles of Association, required that in every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. Suppose the number of directors cannot be divided into three parts; the number of directors nearest to one-third (1/3) of the directors must retire. In this respect, the retired directors are eligible for re-election.

There are five directors; three of them are independent directors, and are required to retire from the Board of Directors in this Annual General Meeting of Shareholders. The names of five directors who will be retired by rotation are as follows:

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

<u>Opinion of the Board</u>	<p>The Board of Directors, excluding the directors who are considered to have conflict of interest and are retiring, considered by the Board of Directors.</p> <p>The Board of Directors considers and has the opinion that the Annual General Meeting of Shareholders should approve the appointment of the five directors who will retire in 2023 to be directors for another term, due to the five directors are qualified according to the Public Law; also they have knowledge, capability and experiences concerning the Company's business which are beneficial to the Company.</p> <p>Profile of five directors proposed for appointment as the Company's directors for another term as per details in Attachment 5 enclosed.</p>
<u>Voting</u>	<p>The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.</p>

Agenda 6 To consider and approve the directors' remuneration for the year 2023.

<u>Purpose and Reason</u>	<p>According to Article 14 of the Company's Articles of Association, the 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 2023, which consists of annual remuneration and meeting allowance for not exceeding Baht 6,000,000.- (Baht: Six Million) the same rate as the year 2022 by taking into account the Company's operating results, following the duties and responsibilities of the directors.</p> <p><u>Details of directors' remuneration are as follows:</u></p> <ul style="list-style-type: none">• 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
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<u>Opinion of the Board</u>	<p>The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the directors' remuneration for 2023, the same rate as the year 2022, an amount not exceeding Baht 6,000,000.- (Baht: Six million) as proposed.</p>
<u>Voting</u>	<p>The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.</p>

Agenda 7 To consider and approve the appointment of an external auditor and fix the audit fee for the year 2023.

<u>Purpose and Reason</u>	<p>The Board of Directors considered and approved the appointment of KPMG Phoomchai Audit Limited as an external auditor and also to fix the audit fee for 2023 as recommended by the Audit Committee with the names and Certified Public Accountant license numbers as follows:</p>
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- 1) Mr. Songchai Wongpiriyaporn CPA Registration No.10996, or
- 2) Miss Sirinuch Vimolsathit CPA Registration No. 8413, or
- 3) Mr. Sumate Jangsamsee CPA Registration No. 9362, or
- 4) Miss Jamjuree Sathapornchaiwat CPA Registration No.11567

Any auditors shall be authorized to review and give their opinion on the Company's financial statements. Then, the four mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder, or their related persons. The proposed audit fee for the year 2023 is in the amount of Baht 1,530,000.-

(Baht: One Million Five Hundred and Thirty Thousand), is Baht 30,000.- increase or 2.0 percent increase compared to the audit fee for the year 2022.

All these three auditors, from number 1 to number 3, have been performing as the auditor from 2020 or four years of consecutive services.

Opinion of the Board

The Board of Directors agreed with the Audit Committee to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Phoomchai Audit Limited; as the Company's external auditor for the year 2023 with the audit fee of Baht 1,530,000.- the auditors consist of:

- 1) Mr. Songchai Wongpiriyaporn CPA Registration No. 10996, or
- 2) Miss Sirinuch Vimolsathit CPA Registration No. 8413, or
- 3) Mr. Sumate Jangsamsee CPA Registration No. 9362, or
- 4) Miss Jamjuree Sathapornchaiwat CPA Registration No. 11567

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 Any other business. (If any)

You are cordially invited to attend the meeting at the above 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 of 20 baht 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):

Proxy Grantor who is an Individual Person

- A true certified copy of identification of proxy grantor.
(Identification Card, Passport, or Identification Card of a government/state enterprise officer of the proxy grantor).

Proxy Grantor who is a Juristic Person

- 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



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

Date, Time & Venue

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

Directors attending the Meeting :

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

Director not attending the Meeting

1.	Mr. Deja	Tulananda	Independent Director
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Attendees

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

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

Page 2 ____ In this regard, /

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

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

The Meeting commenced at 14:10 Hours.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1) Mr. Chai Sophonpanich

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

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

2) Mr. Junichi Ishihara

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

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

3) Mr. Deja Tulananda

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

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

4) Mr. Tinnakorn Asdathorn

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- The Chairman proposed the Meeting to consider and approve the amendment of Articles of Association of Fine Metal Technologies Public Company Limited.
 - Section- 2 : Issuance of Shares and Share Transfer.
 - Clause- 7 : “The Company’s shares can be freely transferred and the Company allows non-Thai nationality (Foreigners) to hold shares of the Company in excess of forty-nine (49) percent of the total number of shares sold.”
This is to increase the liquidity of the Company’s shares in the stock market by providing flexibility in the composition of shareholders.

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

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

Since there was no question, the Chairman proposed that the Meeting approved the amendment of Articles of Association of Fine Metal Technologies Public Company Limited as proposed.

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

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

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

Agenda 9 Other business.

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

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



(Mr. Chai Sophonpanich)

Chairman

**QR Code Downloading Procedures for the 2022 Form 56-1 One Report,
the Company's Financial Statements for the Year Ended 31 December 2022
and Independent Auditor's Report**

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 2022 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.

Form 56-1 One Report
can be download via this QR CODE or
via the Company website: www.fmt.co.th



หนังสือมอบฉันทะ แบบ ข
PROXY FORM (Form B)

อากรแสตมป์ 20 บาท
(Duty Stamp 20 Baht)

เขียนที่

Written at

วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่
I/We nationality reside at

(2) เป็นผู้ถือหุ้นของ บริษัท ไลน์ 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,
- หุ้นบุริมสิทธิ : 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 สุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
Mr. Vibul Aunsuntha Age 87 years (Independent Director, Chairman of the Audit Committee)
residing at 822/162 Soi Thonglor, Sukhumvit 55, Khwaeng Klongton Nua, Khet Wattana, Bangkok 10110

หรือ (or)
 (3) นาย ช.นนท์ เพ็ชฌุไพศิษฐ์ 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 (Boonodom 1), Khwaeng Plubpla, Khet Wangthonglang, Bangkok 10310

อ้างอิงข้อมูลกรรมการอิสระ ที่อยู่ในประเทศไทย ในหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 36/2566

Referred information of personal data of independent directors based in Thailand attached in the Invitation Letter of Annual General Meeting of Shareholders No. 36/2023.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 36/2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10:00 น. ณ ห้องแกรนด์ฮอลล์ ชั้นที่ 28 บางกอกคลับ อาคารสหราชวิทยาคาร เลขที่ 175 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. 36/2023 on Friday, 28 April 2023 at 10:00 Hours, at Grand Hall Room, 28th Floor, Bangkok Club, Sathorn City Tower Building, No. 175 South Sathorn Road, Khwaeng 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 35/2565 ประชุมเมื่อวันศุกร์ที่ 29 เมษายน 2565

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 35/2022 held on Friday, 29 April 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
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 2 พิจารณารับทราบรายงานสรุปผลการดำเนินงานของบริษัทฯ และแบบแสดงรายงานประจำปี 2565 ของคณะกรรมการ บริษัทฯ (แบบ 56-1 One Report)

Agenda 2 To consider and acknowledge the summarized report of the Company's performance and the Annual Report for 2022 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
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2565 และรายงานของผู้สอบบัญชีรับอนุญาต โดย บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด ซึ่งได้ตรวจสอบและรับรองแล้ว

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2022 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
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 4

พิจารณาอนุมัติจ่ายเงินปันผลประจำปี 2565 จากกำไรสะสมของบริษัทฯ ในอัตราหุ้นละ 2.750 บาท กำหนดจ่ายเงินปันผลในวันศุกร์ที่ 19 พฤษภาคม 2566 (ผู้ถือหุ้นบุคคลธรรมดาที่ได้รับเงินปันผล สามารถขอเครดิตภาษีเงินปันผลคืนได้ ตามหลักเกณฑ์ที่ประมวลรัษฎากร มาตรา 47 ทวิ กำหนดเฉพาะส่วนที่บริษัทจ่ายจากกำไรที่บริษัทฯ เสียภาษีเงินได้ในอัตราร้อยละ 20)

Agenda 4

To consider and approve the annual dividend payment for 2022 from the Company's retained earnings at Baht 2.750 per share and the dividend payment will be paid on Friday, 19 May 2023. (The individual shareholders can credit personal income tax of dividends from the Company due to the Revenue Code, Section 47 Bis, for the dividend payment distributed from the profit, which the Company paid a 20% corporate income tax rate).

- (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

พิจารณาอนุมัติแต่งตั้งกรรมการบริษัท 5 ท่าน ที่ต้องออกตามวาระในปี 2566 กลับเข้าดำรงตำแหน่งใหม่อีกวาระหนึ่ง (อ้างถึง ข้อมูลคณะกรรมการบริษัท ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 36/2566)

Agenda 5

To consider and approve the appointment of five directors to replace those who retired by rotation for 2023. (Referred to the details of directors attached in the Invitation Letter of Annual General Meeting of Shareholders No. 36/2023)

- (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 5 ท่าน (To appointment of five directors)
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- แต่งตั้งกรรมการเป็นรายบุคคลดังนี้ (To appointment each director)

1. ชื่อกรรมการ นาย โนบุทาเกะ ทานิกูชิ
Name of director: Mr. Nobutaka Taniguchi

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ นาย โยชิฮิโกะ เมซากิ
Name of director: Mr. Yoshihiko Mezaki

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นาย วิบูลย์ อังสนันท์
Name of director: Mr. Vibul Aunsunnta
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
-
4. ชื่อกรรมการ นาย ช.นันท์ เพ็ชฌุไพศิษฏ์
Name of director: Mr. Chor Nun Petpaisit
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
-
5. ชื่อกรรมการ นาย อาคีรา ฟุจิตะ
Name of director: Mr. Akira Fujita
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการของบริษัทฯ สำหรับปี 2566 ที่เป็นค่าตอบแทนรายปี และค่าเบี้ยประชุม จำนวนรวมไม่เกิน 6,000,000.- บาทต่อปี (หกล้านบาทถ้วน) 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 6 To consider and approve the directors' remunerations for 2023 consists of annual remuneration and Meeting allowance with the amounting not exceed 6,000,000.- Baht/Year. (Baht: Six Million)

- 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

- (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 7 พิจารณานุมัติแต่งตั้ง บริษัท เคพีเอ็มจี ภูเก็ต โซลูชัน จำกัด เป็นผู้สอบบัญชีภายนอกของบริษัทฯ และกำหนดค่าสอบบัญชีประจำปี 2566 เท่ากับ 1,530,000.- บาทต่อปี (หนึ่งล้านห้าแสนสามหมื่นบาทถ้วน)

Agenda 7 To consider and approve the appointment of KPMG Phoomchai Audit Limited as the Company's External Auditors and fix the audit fee for 2023 is 1,530,000.- Baht/Year. (Baht: One Million Five Hundred and Thirty Thousand)

- (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 งออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda 8 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 งออกเสียง
Approve Disapprove Abstain

- (5) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 B

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 B)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 36/2566 ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10.00 น. ณ ห้องแกรนด์ฮอลล์ ชั้นที่ 28 บางกอกคลับ อาคารสาทรซีดีทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Annual General Meeting of Shareholders No. 36/2023 on Friday, 28 April 2023 at 10:00 Hours, at Grand Hall Room, 28th Floor, Bangkok Club, Sathorn City Tower Building, No. 175 South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

วาระที่ เรื่อง:
Agenda 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 Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (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 Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (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 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



- 1**
- Name** ● **Mr. Vibul Aunsunnta (Thai Nationality)**
 - Position** ● **Independent Director, Chairman of the Audit Committee**
 - Age** ● **87 Years**
 - Address** ● **822/162 Soi Thonglor, Sukhumvit 55,
Khwaeng Klongton Nua, Khet Wattana,
Bangkok 10110**

Education

- Bachelor Degree of Business Administration, U.S.A.
- Master Degree of 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) Thai Institute of Director Association

Position in another Company or Business that may cause conflict

Nov 1999 - Mar 2016	Independent Director and Audit Committee, Furukawa Metal (Thailand) Public Company Limited
Y. 2009 – Y. 2022	Advisor to the Board of Directors, Muang Thai Life Assurance Public Company Limited.
Mar 2016 – Present	Independent Director and Chairman of the Audit Committee, Fine Metal Technologies Public Company Limited. <u>Note</u> 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 2022. | ■ <u>None</u> |
| (2) Position in another Company or Business that may cause conflict. | ■ <u>None</u> |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 36/2023 will be held on Friday, 28 April 2023. | ■ <u>None</u> |
| (4) Legal dispute | ■ <u>None</u> |

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times.
- The Audit Committee Meeting attended 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022.

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



- 2** **Name** ● **Mr. Chor Nun Petpaisit (Thai Nationality)**
- Position** ● **Independent Director, Audit Committee Member**
- Age** ● **70 Years**
- Address** ● **28 Soi Larprao 106 (Boonudom 1),
Khwaeng 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

- 28 Feb 2006 - Present Independent Director, Bangkok Insurance PCL.
- 27 Feb 2009 - Present Audit Committee, Bangkok Insurance PCL.
- Y. 2013 - Present Adviser, Thai Charoen Corporation Group.
- Apr 2015 - Present Independent Director, Audit Committee, Interhides PCL.
- Apr 2019 - Present Independent Director, Audit Committee,
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

Work Experiences

- Y. 2000 - Y. 2001 Director, Bureau of Tax Audit Operation,
The Revenue Department, Ministry of Finance
- Y. 2001 - Y. 2008 Policy and Plan Expert 9, The Revenue Department, Ministry of Finance
- Y. 2002 - Y. 2004 Independent Director, Bangkok Insurance PCL.
- Y. 2005 - Y. 2007 Director, National Science Museum
- Y. 2005 - Y. 2006, Y. 2010 - Y. 2011 Director, Tourism Authority of Thailand
- Y. 2006 - Y. 2008, Y. 2010 - Y. 2011 Director, Government Housing Bank
- Y. 2008 - Y. 2011 Principal Adviser on Performance Improvement,
The Revenue Department, Ministry of Finance
- Y. 2009 - Y. 2012 Director, The Government Pharmaceutical Organization
- Y. 2011 - Y. 2012 Director, Government Saving Bank
- Y. 2011 - Y. 2012 Inspector General, Ministry of Finance
- Y. 2020 - Y. 2022 Independent Director, Shangri- La Hotel

Others Information

- (1) Holding the Company's shares as of 31 December 2022. ■ 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. 36/2023 will be held on Friday, 28 April 2023. ■ None
- (4) Legal dispute ■ None

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times.
- The Audit Committee Meeting attended 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022.

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



- ① **Name** • **Mr. Nobutaka Taniguchi (Japanese Nationality)**
Position • **Director**
Age • **71 Years**

Education

- Bachelor Degree of Commercial, Tokai University, Japan

Position in the Company, another Company or Business

- | | |
|-------------------|--|
| Y. 1975 - Present | Chairman, Tani International Trading Company Limited |
| Y. 1988 - Present | Chairman, Tani Guchi Metal Company Limited |
| Y. 1993 - Present | Director, 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 2022 | ■ <u>Total 648,010 Shares.</u> |
| (2) Position in another Company or Business that may cause conflict. | ■ <u>None</u> |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 36/2023 will be held on Friday, 28 April 2023. | ■ <u>None</u> |
| (4) Legal dispute | ■ <u>None</u> |

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022

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



- ② **Name** ● **Mr. Yoshihiko Mezaki (Japanese Nationality)**
- Position** ● **Director**
- Age** ● **63 Years**

Education

- Bachelor Degree of Mechanical Engineering from Osaka Prefecture University, Japan.

Position in the Company, another Company or Business

July 2022 - Present Director, Okumura Metals Company Limited. (Japan)

Aug 2021 - Present Director, 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.

Work Experiences

Apr 1982 - Aug 1993 Mechanical Design Engineer, Furukawa Electric Co., Ltd. (Japan)

Sep 1993 - Feb 1998 General Manager of Engineering Department, Furukawa Metal (Thailand) Company Limited.

Feb 1998 - Jan 2004 Manager of Maintenance Section, Furukawa Electric Co., Ltd. (Japan)

Feb 2004 - Aug 2009 Vice President, Shanghai Sunshine Copper Co., Ltd. (China)

Sep 2009- Apr 2012 General Manager of Quality Assurance Department, Furukawa Electric Co., Ltd. (Japan)

Apr 2012 - Apr 2018 President, Shanghai Sunshine Copper Co., Ltd. (China)

Apr 2016 - Jun 2021 President, Okumura Metals Co., Ltd. (Japan)

Jul 2021 - Jun 2022 Advisor, Okumura Metals Co., Ltd. (Japan)

Others Information

- (1) Holding the Company's shares as of 31 December 2022 ■ Total 1,000 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. 36/2023 will be held on Friday, 28 April 2023. ■ None
- (4) Legal dispute ■ None

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times.
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022.

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



- ③ **Name** ● **Mr. Vibul Aunsunnta (Thai Nationality)**
Position ● **Independent Director, Chairman of the Audit Committee**
Age ● **87 Years**

Education

- Bachelor Degree of Business Administration, U.S.A.
- Master Degree of 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) Thai Institute of Director Association

Position in another Company or Business that may cause conflict

Nov 1999 - Mar 2016	Independent Director and Audit Committee, Furukawa Metal (Thailand) Public Company Limited
Y. 2009 - Y. 2022	Advisor to the Board of Directors, Muang Thai Life Assurance Public Company Limited.
Mar 2016 - Present	Independent Director, Chairman of the Audit Committee, Fine Metal Technologies Public Company Limited. <u>Note</u> 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 2022. | ■ <u>None</u> |
| (2) Position in another Company or Business that may cause conflict. | ■ <u>None</u> |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 36/2023 will be held on Friday, 28 April 2023. | ■ <u>None</u> |
| (4) Legal dispute | ■ <u>None</u> |

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times.
- The Audit Committee Meeting attended 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022.

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



- ④ **Name** ● **Mr. Chor Nun Petpaisit (Thai Nationality)**
Position ● **Independent Director, Audit Committee Member**
Age ● **70 Years**

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

28 Feb 2006 - Present	Independent Director, Bangkok Insurance PCL.
27 Feb 2009 - Present	Audit Committee, Bangkok Insurance PCL.
Y. 2013 - Present	Adviser, Thai Charoen Corporation Group.
Apr 2015 - Present	Independent Director, Audit Committee, Interhides PCL.
Apr 2019 - Present	Independent Director, Audit Committee Member, 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

Work Experiences

Y. 2000 - Y. 2001	Director, Bureau of Tax Audit Operation, The Revenue Department, Ministry of Finance
Y. 2001 - Y. 2008	Policy and Plan Expert 9, The Revenue Department, Ministry of Finance
Y. 2002 - Y. 2004	Independent Director, Bangkok Insurance PCL.
Y. 2005 - Y. 2007	Director, National Science Museum
Y. 2005 - Y. 2006, Y. 2010 - Y. 2011	Director, Tourism Authority of Thailand
Y. 2006 - Y. 2008, Y. 2010 - Y. 2011	Director, Government Housing Bank
Y. 2008 - Y. 2011	Principal Adviser on Performance Improvement, The Revenue Department, Ministry of Finance
Y. 2009 - Y. 2012	Director, The Government Pharmaceutical Organization
Y. 2011 - Y. 2012	Director, Government Saving Bank
Y. 2011 - Y. 2012	Inspector General, Ministry of Finance
Y. 2020 - Y. 2022	Independent Director, Shangri- La Hotel

Others Information

- | | |
|--|---------------|
| (1) Holding the Company's shares as of 31 December 2022. | ■ <u>None</u> |
| (2) Position in another Company or Business that may cause conflict. | ■ <u>None</u> |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 36/2023 will be held on Friday, 28 April 2023. | ■ <u>None</u> |
| (4) Legal dispute | ■ <u>None</u> |

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times.
- The Audit Committee Meeting attended 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022.

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



- ⑤ **Name** ● Mr. Akira Fujita (Japanese Nationality)
Position ● Independent Director, Audit Committee Member
Age ● 70 Years

Education

- Bachelor Degree in Law, Waseda University, Japan.

Position in the Company, another Company or Business

Aug 2019 - Present Independent Director, Audit Committee Member,
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

Apr 1977 - Mar 1996 Production Control Section, Osaka Metal Factory, Furukawa Electric Co., Ltd. (Japan)
Mar 1996 - Mar 2002 Director & General Manager of Sales Department, Furukawa Metal (Thailand) Public Co., Ltd.
Apr 2002 - Mar 2005 Senior Manager of Metal, Sales Department, Kansai Branch Office, Furukawa Electric Co., Ltd. (Japan)
Apr 2005 - Jul 2010 Senior Manager of Metal, Sales Department, Furukawa Electric Co., Ltd. (Japan)
Aug 2010 - Jun 2012 Executive Director, Sakakibara Company Limited. (Japan)
Jul 2012 - Jun 2016 President, Sakakibara Company Limited. (Japan)
Jul 2016 - Jun 2018 Vice Chairman, Sakakibara Company Limited. (Japan)
Jul 2018 - Jun 2019 Advisor, Sakakibara Company Limited. (Japan)

Others Information

- (1) Holding the Company's shares as of 31 December 2022. ■ 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. 36/2023 will be held on Friday, 28 April 2023. ■ None
(4) Legal dispute ■ None

Meeting Attendance in 2022

- The Board of Directors' Meeting attended 5/5 Times.
- The Audit Committee Meeting attended 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2022, held on Friday, 29 April 2022.

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 2023 of Fine Metal Technologies Public Company Limited will be carried out for registration in the front of Grand Hall Room, 28th Floor, Bangkok Club, Sathorn City Tower Building, No.175, South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok Metropolis 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 B 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 6 months certify by the authorized person of such juristic with Company's seal. (if any)
- (2) Proxy Form B 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 Shareholders 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:

- a) the amount of shares held by such shareholder ;
- b) the name of the proxy ; and
- c) 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:

- a) the sale or transfer of the Company's business whether in whole or in substantial part to other person;
- b) the purchase by or the transfer to the Company in respect of business of other public or private company;
- c) 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;
- d) any amendment to the Memorandum and/or Articles of Association of the Company; or
- e) 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.

Chapter 9 ● Complementary Provision

59. In a Board Meeting or a Shareholder Meeting, the President of the Meeting may arrange the Meeting through an electronic channel. Such a meeting has legal effects like a Board Meeting held in the method prescribed in law. The teleconference through electronic media must be carried out in accordance with the criteria or requirements in applicable laws or announcements.
60. The on in-charge of arranging a teleconference through electronic media must comply with the following requirement:
 - (1) All the attendants have to verify themselves through electronic media before attending the Meeting.
 - (2) All the attendants must be able to give votes, in both open votes and secret votes, and
 - (3) Meeting minute must be made in the form of a book.
61. The teleconference through electronic media must meet the safety and security standard for the Meeting through electronic media set by Ministry of Digital Economy and Society.
62. The invitation letter and documents for the Meeting may be sent through electronic mails (e-mails). Doing so, the one in-charge of the arrangement of the meeting must file and store the copies of the invitation letter and documents for the meeting as proofs, which may be in the forms of electronic files.
63. All the attendants of the meeting must be able to see the information that is being presented on his/her devices throughout the meeting.
64. In case of necessity or emergency, the President of the Meeting and/or the system controller must be able to cut the sound and/or images of attendants in any device immediately.
65. The one in-charge of the arrangement of the meeting must arrange the recording of sound or sound/images, as a case may be, of all attendants throughout the meeting, in electronic files, except any secret meeting. Such records form parts of meeting minute.
66. In a teleconference through electronic media, if it is necessity to pay meeting allowance or remuneration to the attendants, such meeting allowance or remuneration has to be paid to all attendants who verify and register themselves to attend the meeting through electronic media as well.
67. It is granted that each teleconference through electronic media is a legitimate meeting. It is prohibited to reject the use of electronic data from the meeting as proof in the trials of civil and criminal cases, and any other case.

Company's General Information and Others.

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-conditioners and refrigerators.
 Website <http://www.fmt.co.th>

Bangkok office

183 Regent House Building, 14th Floor, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330
 Tel. number 02 – 256 – 0641 – 50
 Fax number 02 – 256 – 0651

Factory Location

213 Moo 4, Mittraparb Road, Tambol Tub-Kwang, Amphur Kaengkhoi, Saraburi Province 18260
 Tel. number 036 – 329 – 811 – 20
 Fax number 036 – 329 – 822

Reference Person

Registrar

Thailand Security Depository Co., Ltd.
 93 Ratchadaphisek Road, Khwaeng Dindaeng, Dindaeng District Bangkok 10400
 Tel. number 02 – 009 – 9000
 Fax number 02 – 009 – 9001
 Website <http://www.set.or.th/tsd>
 E-Mail SETContactCenter@set.or.th

Auditors Y. 2022

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, 50th 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. 2020 - Y. 2022)

Year	Office	Audit Fee (Baht)
2020	KPMG Phoomchai Audit Limited	1,450,000.- Baht
2021	KPMG Phoomchai Audit Limited	1,450,000.- Baht
2022	KPMG Phoomchai Audit Limited	1,500,000.- Baht



Personal Data Protection Statements for the Annual General Meeting of Shareholders 2023

Fine Metal Technologies Public Company Limited prioritizes the protection of personal data of shareholders and/or proxies of shareholders, and therefore would like to announce the following statements in compliance with the Personal Data Protection Act B.E. 2562:

Personal Data

The Company collects personal data as provided by shareholders consisting of first and last names, address, phone number, ID card or passport information, e-mail address, fax number, securities holder registration, account number, and photo and audio recording at the Annual General Meeting of Shareholders.

Purpose, Necessity, and Collected Personal Data

The Company shall collect, use, and disclose personal data of the shareholders as per the purposes specified for the Annual General Meeting of Shareholders 2023, and shall arrange the Annual General Meeting of Shareholders 2023 in accordance with legal requirements, which involves meeting registration, attendance, voting record, photo and audio recording and/or video recording during the meeting, as well as for the purposes of recording and preparing a report of the Annual General Meeting of Shareholders to be submitted to relevant agencies, namely Department of Business Development, the Stock Exchange of Thailand, and shareholders, including disclosing such information on the Company's website.

Source of Personal Data

The Company directly collects personal data from shareholders and Thailand Securities Depository Company Limited as securities registrar of the Company.

Protection of Personal Data

The Company shall keep and protect personal data of shareholders throughout the period required for use of such data and as per specified by law to ensure compliance with the purposes of the meeting.

Rights of Owner of Personal Data

As owner of personal data, shareholders shall be entitled to the rights specified in the Personal Data Protection Act B.E. 2562, which includes right to withdraw consent, right to access and receive personal data, right to amend and correct personal data, right to delete or destroy personal data, right to suspend the use of personal data, right to transfer personal data in accordance with the method prescribed by law, right to make complaints, and right to make objection concerning the collection, use, or disclosure of personal data. In the event shareholder wishes to exercise any rights prescribed above, please contact our coordinator, Mrs. Siriporn Lueangrachanee (Secretary of the Company), via the following postal address or e-mail address:

Fine Metal Technologies Public Company Limited, No. 213, Moo 4, Mittraphap Road, Tubkwang Sub-district, Kaeng Khoi District, Saraburi Province, 18260; or e-mail: siriporn@fmt.co.th

Security Measure

The Company sets up personal data security system as per specified Personal Data Protection Policy covering unauthorized access, amendment and destroying of personal data. The Company uses standardized data security system to ensure complete protection of shareholders' personal data. The Company agrees to collect, use, and/or disclose personal data, whether partially or entirely, within its scope of rights and duties or in compliance with personal data protection law.



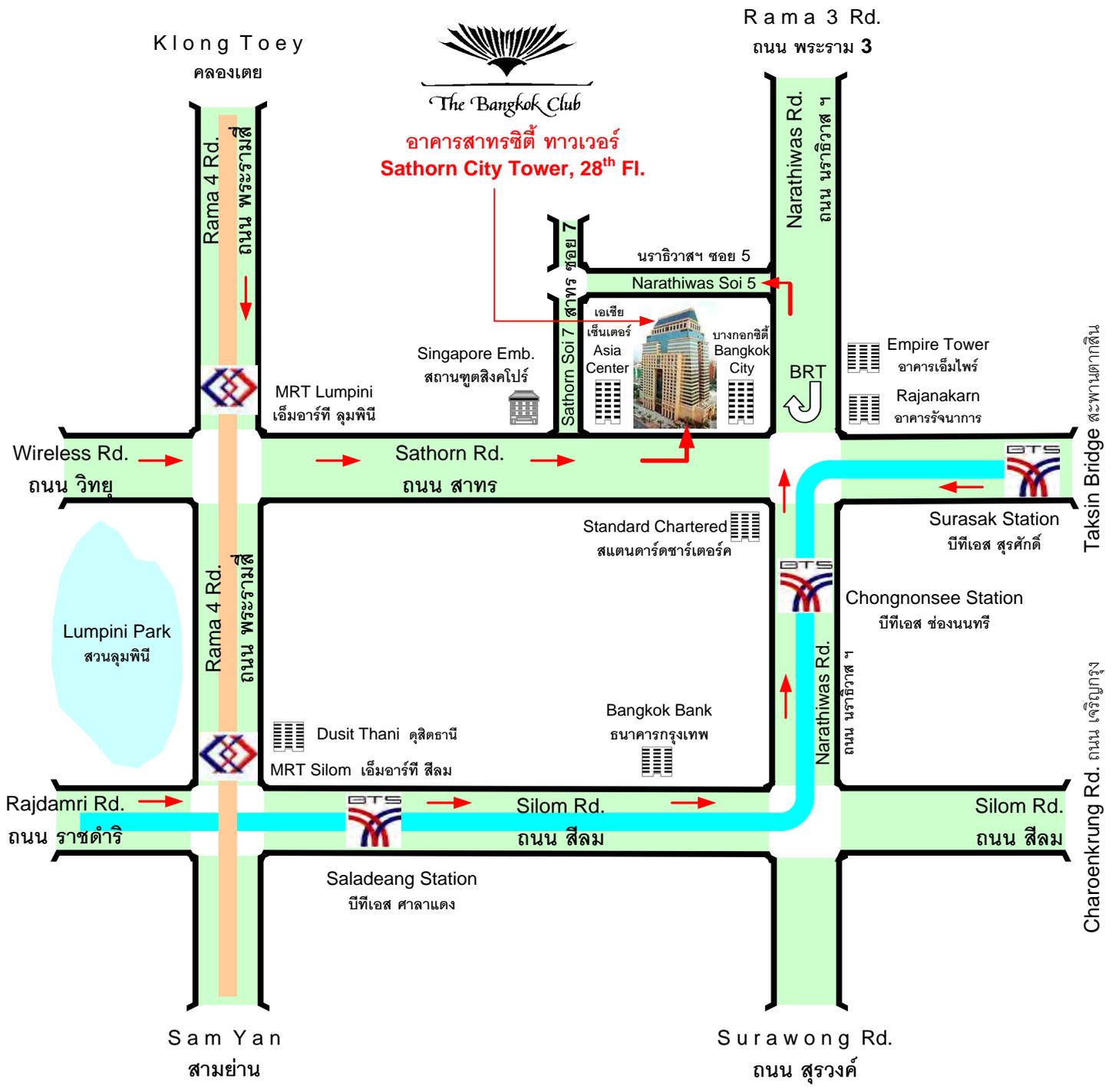
175 Sathorn City Tower, 28 Floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120
 Tel : 02-679 5550 Fax : 02-285 1998 E-mail : info@thebangkokclub.com www.thebangkokclub.com

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