



Resolutions of the Board of Directors' Meeting

23 February 2024

Subject : Fine Metal Technologies Public Company Limited declares dividend payment for 2023, and determines the Annual General Meeting of Shareholders for 2024.

Attn : Director and Manager  
The Stock Exchange of Thailand

The Meeting of the Board of Directors of Fine Metal Technologies Public Company Limited No. 1/2024, held on Friday, 23 February 2024, has been resolved as follows:

1. It was resolved to approve the annual dividend payment for 2023 at the rate of Baht 2.625 per share from the Company's retained earnings. The Record Date for determining the right to receive the dividend was Monday, 11 March 2024. In this regard, granting such a right is still uncertain, subject to approval from the Shareholders' Meeting. The dividend payment date was set on Tuesday, 28 May 2024, and the dividend would be subject to the withholding tax at the rate specified by the laws. It was also resolved for this matter to be proposed to the Annual General Meeting of Shareholders for further approval.
2. It was resolved to approve the renewal of the Technical Collaboration Agreement for the Royalty Fee Payment & Service Agreement for the year 2024/2025 with Okumura Metals Co., Ltd., (in Japan) the related party in Japan, effective from 1 April 2024 to 31 March 2025. Under the agreement, Okumura Metals Co., Ltd. shall provide the Company with technical collaboration and information on the manufacturing operations, including an exclusive right to manufacture and sell the products in the countries specified in the agreement. The Company is committed to paying a technical assistance fee computed from the net sales volume of seamless copper tube (Inner Grooved Tube) at the rate of Baht 1.75 per kilogram from April 1, 2024 to March 31, 2025.

Fine Metal Technologies Public Company Limited and Okumura Metals Co., Ltd. (Japan) are subsidiaries of the same parent company, CTJ Holdings2 Ltd. (Japan), where entering into a technical collaboration agreement with Okumura Metal Co., Ltd. (Japan) for the royalty fee payment is a connected transaction. These transactions can be categorized as the ordinary business support transactions under the standard trading price conditions, as shown in the 2023 Financial Statements.

3. It was resolved that the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024, at time 10:00 Hours, at the Grand Hall Room, 28<sup>th</sup> Floor of Bangkok Club at Sathorn City Tower Building, No.175, South Sathorn Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok Metropolis 10120. The Record date to determine the right to attend the Annual General Meeting of Shareholders No. 37/2024 be set on Monday, 11 March 2024.

Page 2 \_\_\_ 4. To consider /

4. To consider and approve the appointment of Mrs. Unchana Yoosuk is the company secretary, effective from February 23, 2024 onwards, in place of Mrs. Siriporn Lueangrachanee, due to her retirement on December 31, 2023
5. That the agenda for the Annual General Meeting of Shareholders No. 37/2024 are as follows:
  - 5.1 To certify the Minutes of the Annual General Meeting of Shareholders No. 36/2023.  
Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to adopt the Minutes of the Annual General Meeting of Shareholders No. 36/2023 held on Friday, 28 April 2023.
  - 5.2 To consider and acknowledge the summarized report of the Company's performance for the year 2023 and the Annual Report of the year 2023 (Form 56-1 One Report) of the Board of Directors.  
Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to acknowledge the summarized report of the Company's performance for the year 2023 and the Annual Report of the year 2023. (Form 56-1 One Report) of the Board of Directors.
    - The details are as appeared in the Annual Report 2023.  
(Form 56-1 One Report)
  - 5.3 To consider and approve the Company's Financial Statements for the year ended December 31, 2023 and Independent Auditor's Report by KPMG Phoomchai Audit Limited.  
Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the Company's Financial Statements and the Auditor's Report for the year ended 31 December, 2023, which had already been audited and certified by the auditor from KPMG Phoomchai Audit Limited.
    - The details are as appeared in the Annual Report 2023.  
(Form 56-1 One Report)
  - 5.4 To consider and approve the annual dividend payment for the year 2023 from the Company's retained earnings.  
Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the annual dividend payment for the year 2023 from the Company's retained earnings to shareholders in the amount of 48 million shares at the rate of Baht 2.625 per share, Baht 126,000,000 in total. The Record Date to determine the right to attend the 2024 Annual General Meeting of Shareholders and to receive dividends was set to be on Monday, March 11, 2024, and the dividend would be paid on Tuesdays, 28 May 2024.

- 5.5 To consider and approve the re-election of five directors to replace those who retired by rotation in 2024.

Board of Directors' opinion In 2024, the directors who will retire by rotation are the following five directors:

1. Mrs. Chanida Asdathorn
2. Mr. Hideki Shiraishi
3. Mr. Hideki Takayasu
4. Mr. Hiroshige Nose
5. Mr. Iruru Hidaka

In this regard, it was deemed appropriate to propose to the Shareholders' Meeting to re-election five directors who were retired by rotation as the Company's directors for another term.

- 5.6 To consider and determine the directors' remuneration for the year 2024.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the directors' remuneration for the year 2024, the aggregate amount of yearly remuneration and meeting allowance of not exceeding Baht 6,000,000 per year 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

- 5.7 To consider and approve the appointment of an external auditor and determine the audit fee for 2024.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the appointment of KPMG Phoomchai Audit Limited. as an external auditor of the Company for the year 2024 with an annual audit fee is 1,555,000 Baht.

(the audit fee in 2024 increased from 2023 was 25,000 baht or 1.63%)

The comprising of external auditors are as follows:

1. Mr. Songchai Wongpiriyaporn CPA Registration No. 10996; or
2. Mr. Piyanat Singkhorn CPA Registration No. 11641; or
3. Mr. Sumate Jangsamsee CPA Registration No. 9362; or
4. Miss Jamjuree Sathapornchaiwat CPA Registration No. 11567



Signed 石原淳一 高安英町 Authorized Director  
( Mr. Junichi Ishihara and Mr. Hideki Takayasu )