

**Invitation to Attend the Extraordinary General Meeting
of Shareholders of the Company
No. 1/2020
Furukawa Metal (Thailand) Public Company Limited**



**Monday, 9 November 2020 time 11.00 A.M.
at Conference Room 1103, 11th Floor, Bangkok Insurance Building,
No. 25 Sathon Tai Road, Thung Maha Mek, Khet Sathon, Bangkok 10120**



15 October 2020

- Subject • Invitation to Extraordinary General Meeting of Shareholders No. 1/2020.
- Attention • Shareholders of Furukawa Metal (Thailand) Public Company Limited. (FMT)
- Attachments
- 1) Minutes of the Annual General Meeting of Shareholders No. 33/2020.
 - 2) Proxy Form A, Proxy Form B, and Proxy Form C.
(It is advisable that shareholders should use Proxy Form B).
 - 3) Qualifications of Independent Director.
 - 4) List of Names & Profiles of 3 Independent Directors who are available to be appointed as Proxies.
 - 5) Personal profile of new director ; Mr. Iruru Hidaka who is proposed to be appointed as an additional 1 director. (Agenda No. 5)
 - 6) Company's Articles of Association that is relevant to the Extraordinary General Meeting of Shareholders, No. 1/2020.
 - 7) Documents required for the meeting attendant's to submit and declare prior meeting to attending the Meeting.
 - 8) Company's general information and other relevant informations.
 - 9) Map of Meeting location.
 - 10) Guidelines for attending the Extraordinary General Meeting of Shareholders No. 1/2020 under the circumstance of Coronavirus Disease 2019 Outbreak (Covid-19).

The Board of Directors of Furukawa Metal (Thailand) Public Company Limited held on Monday, 10 August 2020, resolved to approve the calling of Extraordinary General Meeting of Shareholders No. 1/2020 on Monday, November 9, 2020, at 11:00 Hours, at the Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok 10120 to consider the following agendas :

Agenda 1 • To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company No. 33/2020.

<u>Objective and Rationale</u>	The Annual General Meeting of Shareholders of the Company No. 33/2020 was held on Wednesday, 29 April 2020 was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws, with the details in the copy of the minutes which had already been distributed to the Shareholders together with this notice. (Attachment 1.)
<u>Opinion of the Board</u>	The Board of Directors has considered and viewed that the Minutes of the Annual General Meeting of Shareholders No. 33/2020 was accurately and completely recorded and deemed appropriate to propose to the Shareholders' Meeting to consider and adopt as such.
<u>Voting Requirement</u>	This agenda shall require the approval by a majority vote of shareholders attending the Meeting and casting their votes.

Page 2 ____ Agenda 2 /

Agenda 2 • To consider and approve the change of the new Company's name both in Thai and in English.

Objective and Rationale Due to the share purchase transaction of CTJ Holdings2, Ltd. and Furukawa Electric Co., Ltd. was completed on 1 June 2020, CTJ Holdings2, Ltd., the new major shareholder of the Company which intends to use a new Company's name that the Company has specified and booked with the Department of Business Development, Ministry of Commerce, and to be registered as follows : -

New Company's name in Thai • บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)

New Company's name in English • Fine Metal Technologies Public Company Limited.

and the Company securities symbol in the Stock Exchange of Thailand (SET) is to be known as "FMT".

Opinion of the Board The Board of Directors has considered and has the opinion that the Shareholders Meeting should consider and approve the change of new Company's name both in Thai and in English for registration with the Department of Business Development, Ministry of Commerce, as follows :

New Company's name in Thai • บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)

New Company's name in English • Fine Metal Technologies Public Company Limited.

and the Company securities symbol in the Stock Exchange of Thailand (SET) as "FMT".

Voting Requirement This agenda shall require the approval of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes.

Agenda 3 • To consider and approve the amendment to Clause 1. of the Memorandum of Association (Form Bor Mor Jor. 001) for new Company's name both in Thai and in English to be consistent with the change of the new Company's name.

Objective and Rationale As the Company has requested to permit it to register to change its name both in Thai and in English, and therefore it needs to amend Clause 1. of the Memorandum of Association (Form Bor Mor Jor. 001) new Company name as follows : -

New Company's name in Thai • บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)

New Company's name In English • Fine Metal Technologies Public Company Limited.

Opinion of the Board The Board of Directors has considered and has the opinion that the Shareholders Meeting should consider and approve the amendment to Clause 1. of the Memorandum of Association of the Company in order to be consistent with the change of new Company's name both in Thai and in English.

Voting Requirement This agenda shall require the approval of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes.

Agenda 4 • To consider and approve the amendment to Clause 57, "Company's Seal", Chapter IX, of the Articles of Association of the Company to be consistent with the change of new Company's name.

Objective and Rationale The amendment to Clause 57 of the Articles of Association of the Company to change the Company's Seal in order to be consistent with the change of Company's name.

"The Clause 57, Chapter IX : The seal of the Company shall be one as affixed here below."



Opinion of the Board The Board of Directors has considered and has the opinion that the Shareholders' Meeting should consider and approve the amendment to Clause 57 of the Articles of Association of the Company to change the Company's Seal to be consistent with the change of Company's name.

Voting Requirement This agenda shall require the approval of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes.

Agenda 5 • To approve the appointment of Mr. Iruru Hidaka an additional director and changing the number of Company's directors from 13 persons to 14 persons.

Objective and Rationale The new major shareholder, CTJ Holdings2, Ltd., has specific guidelines for operating business and actions to be taken after share purchase transaction has completed to support the independence of managing the Company's business. CTJ Holdings2, Ltd., therefore will nominate not more than 2 representatives as the Company's directors, and has appointed Mr. Hideki Shiraishi as the Company's director. In this Meeting, CTJ Holdings2, Ltd., has the intention to nominate Mr. Iruru Hidaka as the second additional director, and as a result the number of Company's directors will change from 13 directors to 14 directors. This is to ensure that the Company's business will be transparent without having beneficiaries involved in the decision making process. In addition such representative directors will neither attend nor exercise their voting rights in the Board of Directors' agenda that may have any conflict of interest.

Page 4 ____ In this regard, /

In this regard, personal profile of Mr. Iruru Hidaka is shown as Attachment 5.

Opinion of the Board

The Board of Directors has considered and has the opinion that the Shareholders' Meeting should consider and approve the appointment of Mr. Iruru Hidaka an additional Company's director, and changing the number of Company's directors from 13 persons to 14 persons.

Agenda 6 • Other Matters. (If any)

The Company has published the invitation letter, together with the attachments on the Company's website at www.fmt.co.th and due to the situation of the spread of Coronavirus disease 2019 (COVID-19), the Company is concerned about the healthcare of all of the shareholders, the Company, thus, would like to recommend the shareholders to consider granting proxy to an independent director, who has no interest in any agendas in this Meeting, to attend the Meeting and casting the votes on your behalf. See details of Independent directors in Attachment 4, and by using Proxy Form A or Form B or Form C, details in Attachment 2.

List of Names & Profiles of 3 Independent Directors who are available to be appointed as Proxies : -

- (1) Mr. Vibul Aunsuntha
Age 85 years. Residing at 822/162 Soi Thonglor, Sukhumvit Road 55, Kwang Klongton Nua, Khet Wattana, Bangkok 10110.
- (2) Mr. Chor Nun Petpaisit
Age 68 years. Residing at 28 Soi Ladprao 106 (Boonudom 1), Kwang Pulbpla, Khet Wangthonglang, Bangkok 10310.
- (3) Mr. Deja Tulananda
Age 85 years. Residing at 206/1 Soi Santikham 6, Sukhumvit Road 109, Tambol Samrongnua, Amphur Muang, Samutprakarn 10270.

Please be informed accordingly and all shareholders are cordially invited to attend the Extraordinary General Meeting at the aforementioned date, time and venue specified above. The shareholder or proxy attending this meeting is required to show his/her personal identification card or passport or I.D. of government/state enterprise officer. Shareholders appointing the proxy to attend and vote at the meeting on their behalf must complete and sign the Proxy Form with appropriate duty stamp 20 baht affixed and submit it to the secretary to the Board of Directors prior to attending the Meeting. The proxy is also required to show the following document (s) : -

- | | |
|--------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>Proxy Grantor who is an Individual Person</u> | • A certified true copy of identification of proxy grantor. (Identification Card or Passport or Identification Card of Government/state enterprise officer of proxy grantor). |
| <u>Proxy Grantor who is a Juristic Person</u> | • A copy of corporate affidavit certified by authorized person (s). |

Page 5 ____ Please noted : /

Please note : The Company has already specified, 18 September 2020, the "Record Date" as the date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No 1/2020.

By Resolutions of the Company's Board of Directors

A handwritten signature in blue ink, appearing to read "J. Ishihara", written over a horizontal line.

(Mr. Junichi Ishihara)
Managing Director



Minutes of the Annual General Shareholders' Meeting No. 33/2020
of
Furukawa Metal (Thailand) Public Company Limited

Date, Time and Place

The Meeting was held on Wednesday, 29 April 2020 at 10:00 A.M. at 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	Managing Director
3. Mr. Takeshi	Nishizawa	Director
4. Mr. Makoto	Kasuga	Director
5. Mrs. Chanida	Asdathorn	Director
6. Mr. Tinnakorn	Asdathorn	Director
7. Mr. Nobutaka	Taniguchi	Director
8. Mr. Daisuke	Hamada	Director
9. Mr. Gendai	Yamaguchi	Director
10. Mr. Vibul	Aunsunta	Chairman of Audit Committee & Independent Director
11. Mr. Chor Nun	Petpaisit	Audit Committee Member & Independent Director
12. Mr. Akira	Fujita	Audit Committee Member & Independent Director
13. Mr. Deja	Tulananda	Independent Director

Furthermore, Company's management were Mr. Nopporn Moonsarn (Factory Advisor), Miss Arpaporn Jitsuteesiri (General Manager of Finance & Accounting Department), Mrs. Siriporn Lueangrachanee (Company Secretary), Miss Uraiwan Wattanasirisombat (Interpreter) and Miss Sirinuch Vimolsathit (Auditor from KPMG Phoomchai Audit Ltd.) also attend this Meeting.

Preliminary Proceedings

Mr. Chai Sophonpanich, the Chairman of the Meeting. The Chairman opened the Meeting and informed that there were 10 shareholders totally attending the Meeting in persons, representing a total of 4,871,421 shares, and by proxies a total of 22 proxies, representing 31,563,300 shares. Thus there were shareholders attending the Meeting both in persons and by proxies of 32 persons totally, representing a total of 36,434,721 shares equivalent to 75.91 percent of the Company's total shares are 48,000,000 shares.

A quorum was thus constituted, the Chairman opened the Meeting to our shareholders and assigned Mrs. Siriporn Lueangrachanee, the Company Secretary introduced Company's Board of Directors to the Shareholders.

The Company Secretary by Mrs. Siriporn Lueangrachanee, introduced the Board of Directors attended the Meeting totally 13 persons, with 3 directors from Japan participating in the Meeting via electronic media : Mr. Takeshi Nishizawa, Mr. Makoto Kasuga and Mr. Akira Fujita due to the situation of the coronavirus pandemic (COVID-19) in many countries around the world, including in Thailand, at the same time

Page 2 ____ explained the voting /

explained the voting guideline for the agenda. Voting of each agenda will be done by agree, disagree or abstain, one share will be counted as one vote. 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.

After explaining the voting procedure, the Chairman invited shareholders to raise questions and comments. As no questions, the Chairman informed shareholders to take note those documents sent to shareholders with the notice for the Meeting in advance.

The Chairman, then, conducted the Meeting according to the agenda as follows :

Agenda 1 To consider the adoption of the Minutes of the Annual General Shareholders' Meeting No. 32/2019.

- The Chairman proposed the Meeting to certify the Minutes of the Annual General Shareholders' Meeting No. 32/2019 held on Monday, 29 April 2019. The invitation letter and relevant documents which have been submitted to all shareholders prior to the Meeting.

This agenda, total 32 shareholders attended both in persons and by proxies representing a total of 36,434,721 shares or 75.91 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 Shareholders' Meeting No. 32/2019.

- Resolution The Meeting considered and certified the Minutes of the Annual General Shareholders' Meeting No. 32/2019 held on Monday, 29 April 2019, with unanimous votes as follow :

(1) Agreed	36,434,721	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 Board of Directors' Annual Report 2019 on the Company's operational results in 2019.

- The Chairman proposed the Meeting to acknowledge the Board of Directors' Annual Report 2019 on the Company's operational results in 2019 which was sent to the shareholders prior to the Meeting.

During the meeting, there were 3 shareholders attended in persons with representing a total of 1,067,800 shares.

Total 35 shareholders attended both in persons and by proxies representing a total of 37,502,521 shares or 78.13 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 2019 on the Company's operational results in 2019.

- **Resolution** The Meeting considered and acknowledged the Board of Directors' Annual Report 2019 and the Company's operational results in 2019, with unanimous votes as follow :

(1) Agreed	37,502,521	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 audited Balance Sheet and Profit & Loss Statements for the year ended 31 December 2019.

- The Chairman proposed the Meeting to consider and approve the audited Balance Sheet and Profit & Loss Statements for the year ended 31 December 2019, which have been considered by the Audit Committee and audited and certified by the Company's auditor, KPMG Phoomchai Audit Limited. The details of the Financial Statements are in the Annual Report 2019, which have been sent to the shareholders.

During the Meeting, there was 1 shareholder attended in person with representing of 10,600 shares. Total 36 shareholders attended both in persons and by proxies representing a total of 37,513,121 shares or 78.15 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 audited Balance Sheet and Profit & Loss Statements for the year ended 31 December 2019.

- **Resolution** The Meeting considered and resolved to approve the Company's audited Balance Sheets and Profit & Loss Statements for the year ended 31 December 2019, with unanimous votes as follow :

(1) Agreed	37,513,121	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 Company dividend payment for 2019's operational results.

- The Chairman notified the Meeting to consider the Board of Directors' recommendation to the shareholders to consider and approve the payment of dividend for the year 2019 from the Company's net profit from 1 January 2019 to 31 December 2019 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 Tuesday, 12 May 2020. The dividend payment date shall be on Tuesday, 26 May 2020. The payment of dividend for the year 2019 will be paid from the Company's net profit which is subject to corporate income tax of 20%.

This agenda, total 36 shareholders attended both in persons and by proxies representing a total of 37,513,121 shares or 78.15 percent of the Company's paid-up capital.

Page 4 ____ The Chairman /

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 payment of dividend for the year 2019 from the Company's net profit in 2019.

- **Resolution** The Meeting considered and resolved to approve the payment of dividend for the year 2019 from the Company's net profit in 2019, with unanimous votes as follow :

(1) Agreed	37,513,121	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 appointment of 5 directors in place of those retire by rotation in 2020.

- 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, and those retired directors can be re-appointed. There were 5 directors who will retire by rotation as follows :

1) Mr. Nobutaka	Taniguchi	Director
2) Mr. Takeshi	Nishizawa	Director
3) Mr. Vibul	Aunsunnta	Audit Committee Chairman, Independent Director
4) Mr. Chor Nun	Petpaisit	Audit Committee Member, Independent Director
5) Mr. Akira	Fujita	Audit Committee Member, Independent Director

The Chairman proposed the Meeting to nominate directors for re-appoint, nobody nominated additional list, the Chairman proposed the Shareholders' Meeting to re-appoint (5) five directors who had to retire by rotation in 2020 to hold the position of the Company directors for another term, the biographical details of those directors were proposed in the enclosure of Invitation Letter to the Meeting and requested the Meeting to resolve for approval on appointing director by individual.

This agenda, total 36 shareholders attended both in persons and by proxies representing a total of 37,513,121 shares or 78.15 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 appointment of directors by individual.

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

1) <u>Mr. Nobutaka Taniguchi</u>				
(1) Agreed	37,513,121	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.

Page 5 ____ 2) Mr. Takeshi Nishizawa /

2) Mr. Takeshi Nishizawa

(1) Agreed	37,513,121	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. Vibul Aunsunnta

(1) Agreed	37,513,021	votes	equivalent to	99.9997 %
(2) Disagreed	100	votes	equivalent to	0.0003 %
(3) Abstained	-	votes	equivalent to	- %

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

4) Mr. Chor Nun Petpaisit

(1) Agreed	37,513,121	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.

5) Mr. Akira Fujita

(1) Agreed	37,513,121	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 2020.

- The Chairman proposed the Meeting to consider and approve the directors' remuneration for the year 2020 consists of annual remuneration and meeting attendance at the amount not exceed Baht 5,000,000 (Baht : Five Million) as follows :

• Chairman	480,000	Baht per year
• Chairman of the Audit Committee	420,000	Baht per year
• Audit Committee	360,000	Baht per year
• Director	300,000	Baht per year

This agenda, total 36 shareholders attended both in persons and by proxies representing a total of 37,513,121 shares or 78.15 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 2020 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 Y. 2019.

- Resolution The Meeting considered and resolved to approve the directors' remuneration for the year 2020 as proposed with unanimously vote as follows :

Page 6 ____ (1) Agreed /

(1) Agreed	37,513,121	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 the appointment of the auditors and fixing the audit fee for the year 2020.

- The Chairman proposed the Meeting to consider the appointment of (3) three auditors of KPMG Phoomchai Audit Limited as the Company's Auditors in 2020 are following :

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

The annual audit fee of Baht 1,450,000 (Baht : One Million Four Hundred and Fifty Thousand) increased 45,000 baht or 3.20 percent from the year 2019. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company.

Then, three mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder or their related persons. The Audit Committee recommended that KPMG Phoomchai Audit Ltd. has provided efficient service for the Company and has audit fee in the appropriate and same level as other companies in the same industry.

This agenda, total 36 shareholders attended both in persons and by proxies representing a total of 37,513,121 shares or 78.15 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 auditors and fixing the audit fee for 2020.

- 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 2020 with the annual audit fee of Baht 1,450,000 with unanimously vote as follows :

(1) Agreed	37,513,121	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 To consider and approve the amendment to Clause 31, Chapter IV, "Shareholders' Meetings" of the Articles of Association of the Company and the amendment to Chapter 9, Additional Clause 59 to Clause 67 "Electronic Conference".

- The Chairman proposed the Meeting to consider and approve the amendment to Clause 31, Chapter IV, "Shareholders' Meetings" of the Articles of Association of the Company is as follow.

Clause 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.

Any other Shareholders' Meeting shall be called "Extraordinary General Meeting.

The Board of Directors may summon any extraordinary meeting whenever they think fit, or if a requisition to that effect is made in writing by shareholders holding not less than ten (10) percent of the total shares sold. The requisition must clearly specify the object, rationale and objective for which the meeting is required to be summoned. In such case, the Board of Directors must hold a shareholders' meeting within forty-five (45) days after the date of the requisition.

If the Board of Directors fails to summon within specified period according to Paragraph Three, the requisition, or any other shareholder amounting to the required number, may themselves summon it within forty-five (45) days after the due date according to Paragraph Three. In such case, it shall be considered that the shareholders' meeting is summoned by the Board of Directors in which the Company is responsible for the necessary expenses arising from holding a meeting and facilitates as appropriate.

However, if it is appeared that any meeting summoned by shareholders according to Paragraph Four has the number of attending shareholders that could not constitute a quorum as specified in Article 33 of the Article of Association, the shareholders under Paragraph Four must be jointly responsible to compensate the expenses incurred by the implementation of that meeting to the Company."

- In this regard, the Chairman proposed the Meeting to consider and approve the amendment of the Articles of Association of the Company , Chapter 9, Additional Clause 59 to Clause 67 "Electronic Conference" are as follows.

Clause 59 In the Board of Directors' Meeting and Shareholders' Meeting, the Chairman of the Board of Directors shall determine to hold an electronic conference and take effect like the conference in accordance with the method legislated by law. The rule prescribed in the relevant notifications or laws are observed in the electronic conference.

Clause 60 The person who holds the electronic conference shall carry out as follows.
(1) The meeting attendees shall show up for attending the electronic conference prior to the meeting attendance.
(2) The meeting attendees can cast both open and secret voting.
(3) The written meeting minutes shall be prepared.

Clause 61 The electronic conference must be carried out in accordance with the security standard of the electronic conference prescribed by the Ministry of Digital Economy and Society.

Clause 62 An Invitation to the Meeting and a meeting documentation can be delivered. In this regard, the person who holds the meeting shall retain the copy of the said Invitation to the Meeting and the meeting documentation as evidence in the form of electronic information.

Clause 63 Every meeting attendee can view the meeting information which is proposing in the meeting via his/her communication equipment or device throughout the meeting period.

Clause 64 In the case of emergency, the Chairman of the Meeting and/or the system controller shall be able to immediately disconnect an audio signal and/or a video signal of the meeting attendee at any equipment inside the system.

Page 8 ____ Clause 65 /

Clause 65 The person who holds the meeting shall arrange an audio recording or both audio and video recording, as the case may be, of all meeting attendees throughout the meeting period in the form of electronic information unless a secret meeting. The said recording shall be deemed as part of the meeting minutes.

Clause 66 In the case where the meeting allowance or remuneration must be paid to the meeting attendees in the electronic conference, the said meeting allowance or remuneration shall be paid to the meeting attendees who show up to attend the electronic conference.

Clause 67 It shall be deemed that this electronic conference in accordance with this Royal Ordinance is the lawful meeting and it is prohibited to refuse an admission of this electronic information as evidence in the legal proceedings both in civil and criminal cases or any other cases.

This agenda, total 36 shareholders attended both in persons and by proxies representing a total of 37,513,121 shares or 78.15 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 amendment to Clause 31, Chapter IV, "Shareholders' Meetings" of the Articles of Association of the Company and the amendment to Chapter 9, Additional Clause 59 to Clause 67 "Electronic Conference".

- Resolution The Meeting considered and resolved to approve the amendment to Clause 31, Chapter IV, "Shareholders' Meetings" of the Articles of Association of the Company and the amendment to Chapter 9, Additional Clause 59 to Clause 67 "Electronic Conference" with unanimously vote as follows :

(1) Agreed	37,513,121	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.

After that, the Chairman invited Mr. Junichi Ishihara (Managing Director) to report on the Company's operational plans to shareholders for acknowledgement.

Mr. Junichi Ishihara (Managing Director) greeted and thanked all attending shareholders, then explained the current situation of the Company to all shareholders for acknowledgement. In this year, the Company has set the amount of expenditure budget equal to that in year 2019, in terms of strategies in 2020, the Company has planned to manufacture products that generate more profits, in which the Company will expand its production capacity on highly profitable products. Comparing to its competitors, the Company's strength is smaller copper tube, additionally, the Company has also focused on promoting the market expansion as its strength. From the past, the Company's products have been used as components of air conditioners and refrigerators, so the Company will more expand its market to electronic devices market.

The Company intended to organize promotional activities during January – March, unfortunately, the outbreak of coronavirus (COVID-19) has caused the fall of purchase orders, and therefore, the Company has seriously taken measures and actions to prevent the outbreak of the coronavirus in both Bangkok Office and Saraburi Factory.

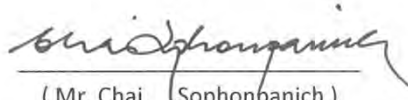
Page 9 ____ The Company put its /

The Company put its best efforts on the production under this situation, fortunately, none of infected case was found in the Company ; however, it is unfavorable that the sales volume has been decreased during this period. We have expected that in the second half of this year, the situation of air conditioners sales will be increased, we are ready to listen to the needs of our customers and will try our best to produce quality copper tube and deliver to customers, and maintain the profits in similar level to previous year as most as possible for paying dividends to every shareholder, we would like to request our shareholders to further support and assist the Company's operations. Thank you very much.

Agenda 9 Other business.

- 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 other questions from shareholders.

The Chairman expressed his sincere thanks to the shareholders for attending this Meeting and closed the Meeting at 10:40 A.M.



(Mr. Chai (Sophonpanich)
Chairman



แบบหนังสือมอบฉันทะ แบบ ก.
PROXY FORM A

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่
I/We nationality reside at
ถนน ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Road Tambol/Kwang Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้น ของ บริษัท ฟุรุคาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน) จำนวนหุ้นสามัญ หุ้น
Being a shareholder of Furukawa Metal (Thailand) Public Company Limited, holding the ordinary shares in the amount of shares.

(3) ขอมอบฉันทะให้ (Hereby appoint)

(1) อายุ ปี อยู่บ้านเลขที่ ถนน
Name age years, resides at Road
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Tambol/Kwang Amphur/Khet Province Postal Code

หรือ (or) (2) นาย วิบูลย์ อังสนันท์ กรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 85 ปี
ที่อยู่ 822/162 ซอยทองหล่อ แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110
Mr. Vibul Aunsunnta Independent Director & Chairman of Audit Committee
Address No. 822/162 Soi Thonglor, Kwang Klongton Nua, Khet Wattana, Bangkok 10110

หรือ (or) (3) นาย ช.นนท์ เพ็ชฌุไพศิษฐ์ กรรมการอิสระ และกรรมการตรวจสอบ อายุ 68 ปี
ที่อยู่ 28 ซอยลาดพร้าว 106 (บุญอุดม 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพฯ 10310
Mr. Chor Nun Petpaisit Independent Director & Audit Committee Member
Address No. 28 Soi Ladprao 106 (Boonudom 1) Kwang Plubpla, Khet Wangthonglang, Bangkok 10310

หรือ (or) (4) นาย เดชา ตูลานันท์ กรรมการอิสระ อายุ 85 ปี
ที่อยู่ 206/1 ซอยสันติคาม 6 ถนนสุขุมวิท 109 ตำบลลำโพงเหนือ อำเภอเมือง สมุทรปราการ 10270
Mr. Deja Tulananda Independent Director
Address No. 206/1 Soi Santikhram 6, Sukhumvit Road 109, T. Samrongnua, A. Muang, Samutprakarn 10270

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันจันทร์ที่ 9 พฤศจิกายน 2563 เวลา 11:00 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 Extraordinary General Meeting of Shareholders No. 1/2020 on Monday, 9 November 2020 at time 11:00 Hours at Conference Room 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathon Tai Road, Thung Maha Mek, Khet Sathon, Bangkok 10120, or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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 :

- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือ โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้

Remarks :

- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- The shareholder may grant the power to the proxy for all ; can not grant the power at a portion of the shares to the proxy.

หนังสือมอบฉันทะ แบบ ข
PROXY FORM B

อากรแสตมป์ 20 บาท
(Affix Duty Stamp
20 Baht)

เขียนที่

Written at

วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่ ถนน
I/We nationality reside at Road
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์
Tambol/Kwang Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ฟุรุคาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)
am/are a shareholder of Furukawa Metal (Thailand) 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
Name Age years, resides at Road
ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Tambol/Kwang Amphur/Khet Province Postal Code or

(2) นาย วิบูลย์ อังสนันท์ อายุ 85 ปี (กรรมการอิสระ และประธานกรรมการตรวจสอบ)
Mr. Vibul Aunsnunta 822/162 ซอยทองหล่อ แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
residing at Age 85 years (Independent Director & Chairman of Audit Committee)
822/162 Soi Thonglor, Kwang Klontong Nua, Wattana District, Bangkok 10110

หรือ (or)

(3) นาย ช.นรินทร์ เพ็ชฌุไพศิษฐ์ อายุ 68 ปี (กรรมการอิสระ และกรรมการตรวจสอบ)
Mr. Chor Nun Petpaisit 28 ซอยลาดพร้าว 106 (บุญอุดม 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310
residing at Age 68 years (Independent Director & Audit Committee Member)
28 Soi Ladprao 106 (Boonudom 1) Kwang Plubpla, Khet Wangthonglang, Bangkok 10310

หรือ (or)

(4) นาย เตชา ตูลานันท์ อายุ 85 ปี (กรรมการอิสระ)
Mr. Deja Tulananda 206/1 ซอยสันติคาม 6 ถนนสุขุมวิท 109 ตำบลลำโพงเหนือ อำเภอเมือง สมุทรปราการ 10270
residing at Age 85 years (Independent Director)
206/1 Soi Santikhram 6, Sukhumvit Road 109, T. Samrongnua, A. Muang, Samutprakarn 10270

อ้างอิงข้อมูลกรรมการอิสระ ในหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563

Referred personal data of independent directors attached in the Invitation Letter of Extraordinary General Meeting of Shareholders
No. 1/2020.

ต่อหน้า 2 _____ คนหนึ่งคนใด /
Page 2 _____ The authorize only one /

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันจันทร์ที่ 9 พฤศจิกายน 2563 เวลา 11:00 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 Extraordinary General Meeting of Shareholders No. 1/2020 on Monday, 9 November 2020 at 11:00 Hours at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathon Tai Road, Thung Maha Mek, Khet Sathon, 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 :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider an vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows :

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 33/2563 ประชุมเมื่อวันพุธที่ 29 เมษายน 2563

Agenda No. 1 To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company No. 33/2020 held on Wednesday, 29 April 2020.

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 2 พิจารณารับทราบและอนุมัติการเปลี่ยนชื่อของบริษัทใหม่ ทั้งภาษาไทย และภาษาอังกฤษ

Agenda No. 2 To consider and approve the change of the new Company's name both in Thai and English.

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 3 พิจารณารับทราบและอนุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ (แบบ บมจ. 001) ข้อ 1. โดยใช้ชื่อบริษัทใหม่ ทั้งภาษาไทย และภาษาอังกฤษ เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัทใหม่

Agenda No. 3 To consider and approve the amendment to Clause 1. of the Memorandum of Association (Form Bor Mor Jor. 001) for new Company's name both in Thai and in English to be consistent with the change of the new Company's name.

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 4 พิจารณารับทราบและอนุมัติแก้ไขข้อบังคับของบริษัทฯ หมวด 9 บทเพิ่มเติม ข้อ 57 "ตรางตราของบริษัทฯ ใหม่" ให้สอดคล้องกับการเปลี่ยนชื่อบริษัทใหม่

Agenda No. 4 To consider and approve of the amendment to Clause 57. "Company Seal", Chapter IX, of the Articles of Association of the Company to be consistent with the change of new Company's name.

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 5 พิจารณามอบมติแต่งตั้ง นายอิรุรุ ฮิดากะ (MR. IRURU HIDAKA) เป็นกรรมการของบริษัทฯ ใหม่ เพิ่มอีก 1 ท่าน จากเดิมบริษัทฯ มีกรรมการ 13 ท่าน รวมเป็น 14 ท่าน

Agenda No. 5 To approve the appointment of Mr. Iruru Hidaka an additional director and changing the number of Company's directors from 13 persons to 14 persons.

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 6 To consider other businesses (if any).

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

(5) ในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติม ข้อเท็จจริงประการใด 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 may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น 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
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
The shareholder may grant all of the shares specified in Clause (2) can not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะ ตามที่แนบมานี้
In this regard, if the content is too long, it can be specified in the attached along of the proxy form.

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 ฟุรุกาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)
Authorization as a shareholder of Furukawa Metal (Thailand) Public Company Limited**

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันจันทร์ที่ 9 พฤศจิกายน 2563 เวลา 11.00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพ
ประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Extraordinary General Meeting of Shareholders No. 1/2020 on Monday, 9 November 2020 at 11:00 Hours at Conference Room
1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathon Tai Road, Kwang Thung Maha Mek, Khet Sathon, Bangkok 10120, or at any
adjournment thereof.

วาระที่ เรื่อง :
Agenda No. Re
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I certify that the attached along of the proxy form is completed and corrected.

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

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

หนังสือมอบฉันทะ แบบ ค.
PROXY FORM C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้น เป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้กัสดิเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้น)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Reside at Road Tambol / Kwang

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

As a shareholder of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท ฟุรุกาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)

am/are a shareholder of Furukawa Metal (Thailand) 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,

(2) ขอมอบฉันทะให้

Hereby appoint

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

2) นาย วิบูลย์ อังสนันท์ อายุ 85 ปี (กรรมการอิสระ และประธานกรรมการตรวจสอบ)
อยู่บ้านเลขที่ 822/162 ซอยทองหล่อ แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
Mr. Vibul Aunsnunta Age 85 years (Independent Director & Chairman of Audit Committee)
residing at 822/162 Soi Thonglor, Kwang Klongton Nua, Khet Wattana, Bangkok 10110

หรือ (or)

3) นาย ช.นันทิ์ เพ็ชญ์ไพศิษฐ์ อายุ 68 ปี (กรรมการอิสระ และกรรมการตรวจสอบ)
อยู่บ้านเลขที่ 28 ซอยลาดพร้าว 106 (บุญอุดม 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310
Mr. Chor Nun Petpaisit Age 67 years (Independent Director & Audit Committee Member)
residing at 28 Soi Ladprao 106 (Boonudom 1) Kwang Plubpia, Khet Wangthonglang, Bangkok 10310

หรือ (or)

4) นาย เดชา ตูลานันท์ อายุ 85 ปี (กรรมการอิสระ)
อยู่บ้านเลขที่ 206/1 ซอยสันติคาม 6 ถนนสุขุมวิท 109 ตำบลลำโพงเหนือ อำเภอเมือง สมุทรปราการ 10270
Mr. Deja Tulananda Age 85 years (Independent Director)
residing at No. 206/1 Soi Santikhram 6, Sukhumvil Road 109, T. Samrongnua, A. Muange, Samutprakarn 10270

ต่อหน้า 2 ____ อ้างถึงข้อมูล /

Page 2 ____ Referred personal data /

อ้างถึงข้อมูลกรรมการอิสระ ในหนังสือเชิญประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563

Referred personal data of independent directors attached in the Invitation Letter of Extraordinary General Meeting of Shareholders' No. 1/2020.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันจันทร์ที่ 9 พฤศจิกายน 2563 เวลา 11:00 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 Extraordinary General Meeting of Shareholders No. 1/2020 on Monday, 9 November 2020 at 11:00 Hours. at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathon Tai Road, Kwang Thung Maha Mek, Khet Sathon, Bangkok 10120, or at any adjournment thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We appoint a proxy to vote on my/our behalf at this Meeting as follows :

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนในครั้งนี้

With total number of holding shares and voting right

มอบฉันทะบางส่วน คือ

A part of

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,

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows :

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider an vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my/our intention as follows.

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 33/2563 ประชุมเมื่อวันพุธที่ 29 เมษายน 2563

Agenda No. 1 To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company No. 33/2020 held on Wednesday, 29 April 2020.

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบและอนุมัติการเปลี่ยนชื่อของบริษัทใหม่ ทั้งภาษาไทย และภาษาอังกฤษ

Agenda No. 2 To consider and approve the change of the new Company's name both in Thai and English.

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

ต่อหน้า 3 ____ วาระที่ 3 /
Page 3 ____ Agenda No. 3 /

วาระที่ 3 พิจารณารับทราบและอนุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ (แบบ บมจ. 001) ข้อ 1. โดยใช้ชื่อบริษัทใหม่ ทั้งภาษาไทย และภาษาอังกฤษ เพื่อให้สอดคล้องกับการเปลี่ยนชื่อบริษัทใหม่

Agenda No. 3 To consider and approve the amendment to Clause 1. of the Memorandum of Association (Form Bor Mor Jor. 001) for new Company's name both in Thai and in English to be consistent with the change of the new Company's name.

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 4 พิจารณารับทราบและอนุมัติแก้ไขข้อบังคับของบริษัทฯ หมวด 9 บทเพิ่มเติม ข้อ 57 "ดวงตราของบริษัทใหม่" ให้สอดคล้องกับการเปลี่ยนชื่อบริษัทใหม่

Agenda No. 4 To consider and approve the amendment to Clause 57. "Company Seal", Chapter IX, of the Articles of Association of the Company to be consistent with the change of new Company's name.

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 5 พิจารณาอนุมัติแต่งตั้ง นายอิรุรุ ฮิดากะ (MR. IRURU HIDAKA) เป็นกรรมการของบริษัทฯ ใหม่ เพิ่มอีก 1 ท่าน จากเดิมบริษัทฯ มีกรรมการ 13 ท่าน รวมเป็น 14 ท่าน

Agenda No. 5 To approve the appointment of Mr. Iruru Hidaka an additional director and changing the number of Company's directors from 13 persons to 14 persons.

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 6 To consider other businesses (if any).

เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

(5) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องทีระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด 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 may 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
(.....)

ต่อหน้า 4 __ หมายเลข /
Page 4 __ Remarks /

หมายเหตุ / Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝาก และดูแลหุ้นให้เท่านั้น
Proxy Form C shall be applicable only for the Shareholders who appoint the Custodian in Thailand.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The following document shall be attached with this Proxy Form.
 - (1) หนังสือมอบอำนาจ จากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) หนังสือยืนยันว่า ผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Certified Letter of Custodian on permission for custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียว เป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
A shareholder can appoint only one proxy to attend and vote on his/her behalf and my not split the number of shares to many proxies for splitting votes.
4. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการได้ทั้งชุด หรือ เลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either nominated Directors as a whole or elect nominated directors individually.
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. (ตามที่แนบมาพร้อมนี้)
In case there agenda other than the agenda specified above, the additional statement can be specified by the shareholder in continuation of Proxy Form C. (attachment herewith)

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.
Attachment Along of the Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ออกหุ้นของ บริษัท ฟุรุกาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)
Authorization as a shareholder of Furukawa Metal (Thailand) Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันจันทร์ที่ 9 พฤศจิกายน 2563 เวลา 11:00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพ
ประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Extraordinary General Meeting of Shareholders No. 1/2020 on Monday, 9 November 2020 at 11:00 Hours at Conference Room
No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathon Tai Road, Kwang Thung Maha Mek, Khet Sathon, Bangkok 10120, or at any
adjournment thereof.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) The proxy shall vote as per my/our intention as follows.

วาระที่ เรื่อง :
Agenda No. Re

เห็นด้วย ไม่เห็นด้วย งงดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re

เห็นด้วย ไม่เห็นด้วย งงดออกเสียง
Approve Disapprove Abstain

วาระที่ เรื่อง :
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Approve Disapprove Abstain

วาระที่ เรื่อง :
Agenda No. Re

เห็นด้วย ไม่เห็นด้วย งงดออกเสียง
Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I certify that the attached along of the Proxy Form is completed and corrected.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor

(.....)

วันที่/...../.....

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่/...../.....

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.
-

A Brief Profile of the Independent Director proposed by the Company to act as Proxy for Shareholders



Name	•	Mr. Vibul Aunsnuntha (Thai Nationality)
Position	•	Independent Director and Chairman of Audit Committee
Age	•	85 Years
Address	•	822/162 Soi Thonglor, Sukhumvit 55 Road, Kwang Klontong 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)
- Director Accreditation Program. (Class 53/2006)
Thai Institute of Directors Association.

Position in another Company or Business that may cause conflict

- Advisor to the Board of Directors. (Muang Thai Life Assurance Co., Ltd.)
- Member of Nomination & Remuneration Committee. (Muang Thai Life Assurance Co., Ltd.)
(Y. 2009 – Present)

Other Information

- (1) Holding the Company's shares as of 30 December 2019. : - None -
- (2) Position in another Company or Business that may cause conflict. : - None -
- (3) The stakeholders in the proposed agenda of the Extraordinary General Meeting of Shareholders No. 1/2020. : - None -

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 5/5 Times.
- The Audit Committee Meeting. = 3/3 Times.
- Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.

A Brief Profile of the Independent Director proposed by the Company to act as Proxy for Shareholders



Name	• Mr. Chor Nun Petpaisit (Thai Nationality)
Position	• Independent Director and Audit Committee Member
Age	• 68 Years
Address	• 28 Soi Larprao 106 (Boonudom 1) Kwang Plubpla, Khet Wangthonglang, Bangkok 10310

Education

- B.B.A (Accounting), Thammasat University.

Position in another Company or Business that may cause conflict

- Director of the Audit Committee, Bangkok Insurance Public Co., Ltd. (Feb 27, 220 – Present)
- Independent Director, Bangkok Insurance Public Co., Ltd. (Feb 28, 2006 – Present)
- Independent Director and Director of the Audit Committee, Interhides Public Co., Ltd. (Apr 2015 – Present)
- Adviser, Thai Charoen Corporation Group. (Year 2013 – Present)

Work Experiences

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

Other Information

- (1) Holding the Company's shares as of 30 December 2019. : - 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 in 2020. : - None -

Meeting Attendance in 2020

- The Board of Directors' Meeting = 5/5 Times.
- The Audit Committee Meeting = 3/3 Times.
- Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.

A Brief Profile of the Independent Director proposed by the Company to act as Proxy for Shareholders



Name	•	Mr. Deja Tulananda (Thai Nationality)
Position	•	Independent Director
Age	•	85 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.

Position in another Company or Business that may cause conflict

- Executive Chairman : Bangkok Bank Public Company Limited.

Other Information

- (1) Holding the Company's shares as of 30 December 2019. : - 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 in 2020. : - None -

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 2/5 Times.
- Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.

**Personal Profile of new director : Mr. Iruru Hidaka
who is proposed to be appointed an addition 1 director.**



Name • **Mr. Iruru Hidaka**
Nationality • **Japanese**
Age • **62 Years**
Address • **7-13-32, Katsutadai, Yachiyo, Chiba,
Japan.**

Education

- Keio University, JAPAN.
Faculty in Law, Major in Law.

Position in another Company or Business.

- - None -

Work Experiences

- Joined Nippon Steel Corporation. (Japan) (April 1982)
- Seamless Pipe & Tube Scheduling Department, Yawata Works, NSC. (July 1982 – June 1985)
- OCTG Export Department, NSC. (June 1985 – June 1989)
- Manager, Personnel Department, Nagoya Works, NSC. (June 1989 – October 1991)
- Manager, Pipe & Tube Export Department2, NSC. (November 1991 – June 1995)
- Senior Manager, Corporate Planning Division, NSC. (June 1995 – June 1999)
- Senior Manager, OCTG Export Department, NSC. (July 1999 – March 2002)
- Head of Department, Pipe & Tube Export Department., NSC. (April 2002 – January 2005)
- General Manager, Office of the President,
The Siam United Steel (1995) Co., Ltd. (Thailand) (February 2005 – July 2010)
- General Manager, Overseas Business Development Division,
Nippon Steel Corporation. (Japan, hereinafter NSC) (July 2010 – June 2011)
- Director and President, Nippon EGalv Steel Sdn. Bhd. (Malaysia) (July 2011 – June 2016)
- General Manager, Global Business Development Sector,
Nippon Steel & Sumitomo Metal Corporation. (Japan) (July 2016 – March 2017)
- General Manager, Overseas Business Development Department,
Nippon Steel & Sumikin Metal Products Co., Ltd. (Japan) (April 2017 – September 2018)

Other Information

- (1) Holding the Company's shares as of 1 August 2020 : - None -
(2) Position in another Company or Business that may cause conflict. : - None -

Company 's Articles of Association Relating to Shareholders' Meeting
Furukawa Metal (Thailand) 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, three 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 : "Electronic Conference"

59. In the Board of Directors' Meeting and Shareholders' Meeting, the Chairman of the Board of Directors shall determine to hold an electronic conference and take effect like the conference in accordance with the method legislated by law. The rule prescribed in the relevant notifications or laws are observed in the electronic conference.
60. The person who holds the electronic conference shall carry out as follows.
 - (1) The meeting attendees shall show up for attending the electronic conference prior to the meeting attendance.
 - (2) The meeting attendees can cast both open and secret voting.
 - (3) The written meeting minutes shall be prepared.
61. The electronic conference must be carried out in accordance with the security standard of the electronic conference prescribed by the Ministry of Digital Economy and Society.
62. An Invitation to the Meeting and a meeting documentation can be delivered. In this regard, the person who holds the meeting shall retain the copy of the said Invitation to the Meeting and the meeting documentation as evidence in the form of electronic information.

63. Every meeting attendee can view the meeting information which is proposing in the meeting via his/her communication equipment or device throughout the meeting period.
64. In the case of emergency, the Chairman of the Meeting and/or the system controller shall be able to immediately disconnect an audio signal and/or a video signal of the meeting attendee at any equipment inside the system.
65. The person who holds the meeting shall arrange an audio recording or both audio and video recording, as the case may be, of all meeting attendees throughout the meeting period in the form of electronic information unless a secret meeting. The said recording shall be deemed as part of the meeting minutes.
66. In the case where the meeting allowance or remuneration must be paid to the meeting attendees in the electronic conference, the said meeting allowance or remuneration shall be paid to the meeting attendees who show up to attend the electronic conference.
67. It shall be deemed that this electronic conference is the lawful meeting and it is prohibited to refuse an admission of this electronic information as evidence in the legal proceedings both in civil and criminal cases or any other cases.

Documents Required for the Meeting Attendant's Declaration
Prior-Meeting Attendance and Meeting Practice

The registration of the attendants of Extraordinary General Meeting of Shareholders No. 1/2020 of Furukawa Metal (Thailand) Public Company Limited will be carried out for registration in front of Conference Room No.1103, 11th Floor, Bangkok Insurance Building. 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

2.1 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.

2.2 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) 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).

(2) 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 General information and Others**General information**

Company Name	Furukawa Metal (Thailand) 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 Kaengkhroi, Suraburi Province 18260.
Tel. number	036 - 329 - 811 - 19
Fax number	036 - 329 - 822

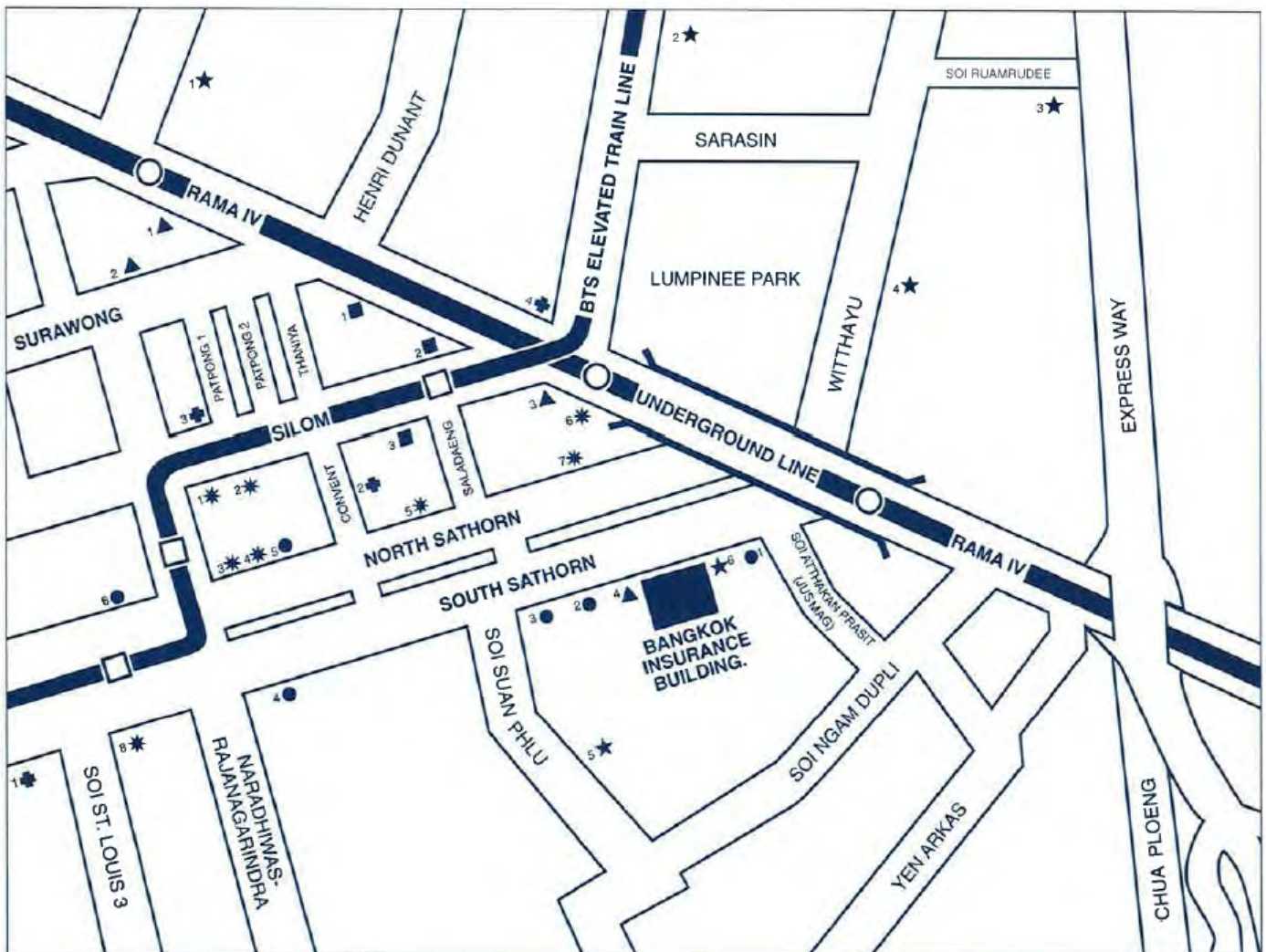
Reference Person

<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 2020</u>	1) Mr. Songchai Pongpiriyaporn 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 – 51 st 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
<u>External Auditors Fee 3 Years (Y. 2018 – Y. 2020)</u>	

Year	Office	Audit Fee (Baht)
2018	KPMG Phoomchai Audit Limited	1,365,000.- Baht
2019	KPMG Phoomchai Audit Limited	1,405,000.- Baht
2020	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, Klongtoey, Bangkok 10110
Tel. number	02 - 264 - 9090
Fax number	02 - 264 - 0789 - 90
Website	ey.com

Map of Meeting Location



Meeting Date, Time and Place

- Monday, 9 November 2020 at 11:00 A.M.
at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building,
No. 25 Sathon Tai Road, Thung Maha Mek, Khet Sathon, Bangkok 10120

Transportation to Bangkok Insurance Building

- MRT – Lumpini Station
- Bus Route Number 17, 62, 116, 149

**Guideline for attending the Extraordinary General Meeting of Shareholders of the Company,
regarding the outbreak of the novel Coronavirus Disease 2019. (COVID-19)**

Due to The outbreak of the Coronavirus Disease 2019 (COVOD-19) currently that has been designated by the Public Health Ministry as a dangerous communicable disease according to the Communicable Disease Act B.E. 2558. Furukawa Metal (Thailand) Public Company Limited ("The Company") is still required to hold the Extraordinary General Meeting of Shareholders No.1/2020, and in accordance with the recommendations on Prevention and Control of Covid-19 for the meeting. The Company inform to the guideline for the Extraordinary General Meeting of Shareholders for the year 2020 hold on Monday, 9 November 2020 time 11.00 A.M. at Conference Room 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Kwaeng Thung Mahamek, Sathorn, Bangkok 10120, are as follow :

1. Shareholders who are in high-risk situation, having recently traveled to / from and high-risk countries announced by Ministry of Public Health, including shareholders who have had closed contact with someone who has traveled to / from the high-risk countries, in less than 14 days before the date of the meeting, or having a fever, showing any respiratory symptoms or other symptoms suspected of being infected with COVID-19, are requested to follow the Department of Disease Control's suggestions by not attending the meeting. In order to protect the right of the Shareholders, please consider to appoint the Independent Director of the Company or any person as deemed appropriate to act as your proxy to attend and vote on your behalf. Please deliver the executed proxy and required document to the Company according to the procedures specified in the EGM Invitation Letter.

2. On the meeting day, the Company will conduct health screening and check body temperature in front of the meeting room. In case of finding one with risk such as a body temperature of 37.5 degrees Celsius or higher, having coughing, having sore throat, having short breath, the Company shall kindly ask for their cooperation in not attend meeting in persons, in which the shareholders can appoint proxies to independent director or any persons in place to attend the meeting instead.

3. The Company provide alcohol hand gel throughout the meeting area and provide a hygienic mask for Shareholders, 1 piece per 1 person, the Company shall kindly ask for their corporation to wear a hygienic mask during the meeting to reduce the spread of pathogens in the respiratory system.

4. All seats in the Meeting room will be spaced at least 1 meter. (Social Distancing)

5. Coffee and Tea will not be served. Food and beverage consumption is prohibited in the Meeting area to lower the risk of spread of Covid-19. On the Meeting day, the Shareholders who wish to ask questions are kindly requested to write down and submit the questions to Company's staff in the meeting room instead of speaking through microphone.

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