



Notice of the Annual General Meeting of Shareholders Y. 2021

Fine Metal Technologies Public Company Limited



Friday 30 April 2021 Time 10.00 A.M.

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



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



9 April 2021

- Subject** • Notice of the Annual General Meeting of Shareholders No. 34/2021
- Attention** • Shareholders
Fine Metal Technologies Public Company Limited. (FMT)
- Attachments**
- 1) Minutes of the Annual General Meeting of Shareholders No. 33/2020 and Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020.
 - 2) 2020 Annual Report in QR Code and the Company's Financial Statements as ended at 31 December 2020.
 - 3) Proxy Form ข.
(Shareholders can download Proxy Form ก. , Form ข. and Form ค. from the Company's website at <http://www.fmt.co.th>)
 - 4) Qualifications of Independent Director.
 - 5) Information of independent directors in Thailand proposed by the Company as a proxy attending the Meeting.
 - 6) Personal profiles of nominated directors. (Agenda No. 5)
 - 7) Company's Articles of Association related to the Shareholders' Meeting.
 - 8) Documents required for the Meeting attendant's declaration prior meeting attendance and Meeting practice.
 - 9) Company's General Information and others.
 - 10) Map of Meeting place.
 - 11) Guidelines for attending the Annual General Meeting of Shareholders for the year 2021, regarding the outbreak of COVID-19.

The Board of Directors of Fine Metal Technologies Public Company Limited has resolved that the Annual General Meeting of Shareholders No.34/2021 to be held **on Friday, 30 April 2021 at time 10:00 Hours at the Conference Room No. 1103 on the 11th Floor of Bangkok Insurance Building, 25 Sathorn Tai Road, Thung Mahamek, Sathorn, Bangkok Metropolis 10120** to consider the following agenda :

Agenda 1 • To certify the Minutes of the Annual General Meeting of Shareholders No. 33/2020, and the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020.

Objective and Rationale The Minutes of the Annual General Meeting of Shareholders No. 33/2020 was held on Wednesday, 29 April 2020, and the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 was held on Monday, 9 November 2020 were accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in accordance with the law. Copy of these Minutes shown in attachment.

The Board's Opinion The Board of Directors considers and has the opinion that the Minutes of the Annual General Meeting of Shareholders No. 33/2020 and the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 were accurately, completely and recommends that adoption of these Minutes as proposed above.

Agenda 2 • To consider and acknowledge the summarized report of operation performance of the Company and the Annual Report of the year 2020 of the Board of Directors.

<u>Objective and Rationale</u>	The report of the Company's operations and other important information for the year 2020 is shown in the Annual Report 2020 for their acknowledgement.
<u>The Board's Opinion</u>	The Board of Directors considered and has the opinion that the Shareholders Meeting should acknowledge the Company's operations for the year 2020.
<u>Remark</u>	The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 3 • To consider and approve the Company's financial statements and the auditor's report for the fiscal year ended 31 December 2020.

<u>Objective and Rationale</u>	The Company has already prepared the financial statements for the fiscal year ended 31 December 2020, which already been audited by the auditor Mr. Songchai Wongpiriyaport ; CPA Registration No. 10996 of KPMG Phoomchai Audit Ltd., and considered by the Audit Committee. Details shown in the Company's Annual Report 2020.
<u>The Board's Opinion</u>	The Board of Directors considers and has the opinion that the Shareholders Meeting should consider and approve the Company financial statements for the fiscal year ended 31 December 2020, considered by the Audit Committee, the Board of Directors and audited by the auditors from KPMG Phoomchai Audit Ltd.
<u>Remark</u>	The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 • To consider and approve the annual dividend payment for the year 2020 from the Company's unappropriated retained earnings.

<u>Objective and Rationale</u>	The Board of Directors Meeting No. 1/2021, on Friday dated 19 February 2021 resolved to approve the Company pay dividend for the year 2020 at Baht 1.625 per share payable from the Company's unappropriated retained earnings.
<u>The Board's Opinion</u>	The Board of Directors considers and has the opinion that the Shareholders Meeting should consider and approve the payment of dividend for the year 2020 from the Company's unappropriate retained earnings at the rate of Baht 1.625 per share, amounting to Baht 78,000,000. The record date of share register for the right to receive the dividend payment will be on Wednesday, 12 May 2021.

Page 3 ____ In addition, /

In addition, the granting of such rights is uncertainty due to the approval of Shareholders' Meeting. The dividend payment date shall be on Tuesday, 25 May 2021.

The payment of dividend for the year 2020 is subject to corporate income tax of 20%.

Remark

The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 5 • To consider and approve the election of 4 directors to replace those who retired by rotation for the year 2021.

Objective and Rationale

In compliance with Clause 16. of the Company's Articles of Association, one-third (1/3) of 13 directors have to retire by rotation for the Annual General Meeting of the Shareholders each year, and those retired directors can be re-appointed. In this Meeting, there are four (4) directors who retire by rotation as follows :

1. Mrs. Chanida Asdathorn Director
2. Mr. Hidekia Shiraishi Director
3. Mr. Daisuke Hamada Director
4. Mr. Shingo Nishijima Director

Profile of four (4) directors proposed for appointment as the Company's directors are shown in attachment.

The Board's Opinion

The Board of Directors agreed that the Shareholders' Meeting re-appoint the four (4) directors who retire by rotation in 2021 as the Company's directors for another term, namely are :

1. Mrs. Chanida Asdathorn Director
2. Mr. Hideki Shiraishi Director
3. Mr. Daisuke Hamada Director
4. Mr. Shingo Nishijima Director

Remark

The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 • To consider and approve the directors' remuneration for the year 2021.

Objective and Rationale

The Board of Directors considered and reviewed the directors' remuneration for the year 2021 by taking into account the Company's operating results, in accordance with the duties and responsibilities of the directors, taking into consideration the overall economic situation, same type of industry and agrees that the Shareholders' Meeting consider and approve the directors' remuneration consists of annual remuneration and meeting allowance in the amount of not exceeding Baht 5,000,000 per year. (Baht : Five Million), which is the same amount approved by the

Annual General Meeting of Shareholders in 2020. Duties, responsibilities (Baht : Five Million), which is the same amount approved by the Annual General Meeting of the Shareholders in 2020. Duties, responsibilities and directors' remuneration for the year 2020 are shown in the Company's Annual Report 2020.

Details of directors' remuneration as follows :

- Chairman 480,000 Baht / Person / Year
- Chairman of Audit Committee 420,000 Baht / Person / Year
- Audit Committee 360,000 Baht / Person / Year
- Director 300,000 Baht / Person / Year

The Board's Opinion

The Board of Directors considers and has the opinion that the Shareholders Meeting should consider and approve the directors' remuneration for the year 2021 in the amount of not exceeded Baht 5,000,000.- per year as proposed.

Remark

The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7 • To consider and approve the appointment of the Company's Auditors and fix the external audit fee for the year 2021.

Objective and Rationale

As recommended by the Audit Committee, the Board of Directors considered and proposed for the appointment of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2021 with the names and CPA license numbers as follows :

- 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

Any of the following auditors shall be authorized to review and give opinion on the Company's financial statements. Then, three (3) mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder or their related persons.

The audit fee for the year 2021 is Baht 1,450,000.- (Baht : One Million Four Hundred and Fifty Thousand), same as year 2020.

The Audit Committee, therefore, has recommended to the Board of Directors to propose to the Shareholders' Meeting to consider and approve the appointment of the auditors of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2021. None of the proposed auditors has any relationship with, or any interest in the Company, directors,

Page 5 ____ executives, /

executives, major shareholders, or any related persons thereof, and therefore, they are independent to audit and give opinions on the Company's financial statements and has audit fee in the appropriate and suitable for the scope of audit.

The Board's Opinion

The Board of Directors agrees with the proposal by the Audit Committee that the Shareholders Meeting appoints KPMG Phoomchai Audit Ltd., as the Company's auditors for the year 2021 and the auditors are consist of :

- 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

with the audit fee Baht 1,450,000.- (Baht : One Million Four Hundred and Fifty Thousand) same as year 2020.

Remark

The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 • Any other business. (If any)

You are cordially invited to attend the meeting at the date, time and place mentioned 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. The shareholder appointing the proxy to attend and vote at the meeting 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 the meeting. The proxy is also required to show the following document (s) :

Proxy Grantor who is an Individual Person ● A certified true copy of identification of proxy grantor. (Identification Card or Passport or Identification Card of Government/state enterprise officer of proxy grantor).

Proxy Grantor who is a Juristic Person ● A copy of corporate affidavit certified by authorized person (s).

By Resolution of the Board of Directors



(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	Aunsunuta	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 Jitsutesiri (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.

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) Mr. Nobutaka Taniguchi

(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.

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 Aunsuntha

(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.

Clause31. "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 unanimous 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.

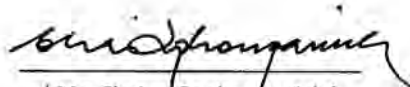
Page 9 ____ The Company put its /

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



Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
of
Furukawa Metal (Thailand) Public Company Limited

Date, Time and Place

The Meeting was held on Monday, 9 November 2020 at 11:00 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. Hideki	Shiraishi	Director
4. Mr. Takeshi	Nishizawa	Director
5. Mrs. Chanida	Asdathorn	Director
6. Mr. Tinnakorn	Asdathorn	Director
7. Mr. Nobutaka	Taniguchi	Director
8. Mr. Shingo	Nishijima	Director
9. Mr. Daisuke	Hamada	Director
10. Mr. Vibul	Aunsuntha	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. Subin Seesaentor (General Manager of Administration Department), Mrs. Siriporn Lueangrachanee (Company Secretary), Miss Uraiwan Wattanasirisombat and Miss Pilaiporn Trakulphadetkrai (Interpreter) also attended this Meeting.

Preliminary Proceedings

Mr. Chai Sophonpanich, the Chairman of the Meeting. The Chairman opened the Meeting and informed that there were 14 shareholders totally attending the Meeting in persons, representing a total of 4,795,327 shares, and by proxies a total of 28 proxies, representing 33,958,315 shares. Thus there were shareholders attending the Meeting both in persons and by proxies of 42 persons totally, representing a total of 38,753,642 shares equivalent to 80.74 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.

Page 2 ____ Mrs. Siriporn /

Mrs. Siriporn Lueangrachanee (the Company's secretary) introduced the Board of Directors attended the Meeting totally 13 persons, with 3 directors from Japan participating in the Meeting via electronic media there were : Mr. Hideki Shiraishi, Mr. Takeshi Nishizawa and Mr. Akira Fujita due to control measures for coronavirus (COVID-19), and 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. The Chairman informed shareholders to take note those documents sent to shareholders with the notice for the Meeting in advance.

At the same time, informed our shareholders that the Company's objectives in calling for the Extraordinary General Meeting of Shareholders No. 1/2020, which is the first Extraordinary Meeting since the Company start the business operation because CTJ Holdings2, Ltd., the new major shareholder of the Company has completed share purchasing transaction from Furukawa Electric Co., Ltd. since June 1, 2020. In addition, CTJ Holdings2, Ltd. has intended the use a new Company's name both in Thai and English thus the Board of Directors Meeting have acknowledged and approved to propose the change of the new Company's name to the Extraordinary General Meeting of Shareholders to consider and approve today.

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

Agenda 1 To consider the adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 33/2020 that held on Wednesday, 29 April 2020.

- The Chairman proposed the Meeting to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 33/2020 held on Wednesday, 29 April 2020. The invitation letter and relevant documents which have been submitted to all shareholders prior to the Meeting.

During the meeting, there was 1 shareholder attended in person with representing a total of 5,000 shares.

Total 43 shareholders attended both in persons and by proxies representing a total of 38,758,642 shares or 80.75 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 Extraordinary General Meeting of Shareholders No. 33/2020 held on Wednesday, 29 April 2020.

- **Resolution** The Meeting considered and certified the Minutes of the Extraordinary General Meeting of Shareholders No. 33/2020 held on Wednesday, 29 April 2020, with unanimous votes as follow :

■ Agreed	38,758,642	votes	equivalent to	100.00 %
■ Disagreed	0	votes	equivalent to	0 %
■ Abstained	0	votes	equivalent to	0 %
■ Voided Ballot	0	votes	equivalent to	0 %

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

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

- The Chairman proposed the Meeting to approve the change of the new Company's name both in Thai and in English 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

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

In this regard, the Company will register the change of the new Company's name with the Department of Business Development, Ministry of Commerce within 14 days.

During the meeting, there were 4 shareholders attended in persons with representing a total of 10,702 shares.

Total 47 shareholders attended both in persons and by proxies representing a total of 38,769,344 shares or 80.77 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 change of the new Company's name both in Thai and in English.

- **Resolution** The Meeting considered and approved the change of the new Company's name both in Thai and in English with the following votes not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes as follows :-

■ Agreed	38,769,344	votes	equivalent to	100.00 %
■ Disagreed	0	votes	equivalent to	0 %
■ Abstained	0	votes	equivalent to	0 %
■ Voided Ballot	0	votes	equivalent to	0 %

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

- The Chairman proposed the Meeting 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.

This agenda, total 47 shareholders attended both in persons and by proxies representing a total of 38,769,344 shares or 80.77 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman proposed that the Meeting approved the amendment 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.

- **Resolution** The Meeting considered and resolved to 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, with the following votes not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes as follows :-

■ Agreed	38,769,344	votes	equivalent to	100.00 %
■ Disagreed	0	votes	equivalent to	0 %
■ Abstained	0	votes	equivalent to	0 %
■ Voided Ballot	0	votes	equivalent to	0 %

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

- The Chairman proposed the Meeting 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.

This agenda, total 47 shareholders attended both in persons and by proxies representing a total of 38,769,344 shares or 80.77 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman proposed that the Meeting approved the amendment 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.

- **Resolution** The Meeting considered and resolved to 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, with the following votes not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and casting their votes as follows :-

■ Agreed	38,769,344	votes	equivalent to	100.00 %
■ Disagreed	0	votes	equivalent to	0 %
■ Abstained	0	votes	equivalent to	0 %
■ Voided Ballot	0	votes	equivalent to	0 %

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

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

- The Chairman proposed the Meeting to consider and approve the appointment of Mr. Iruru Hidaka as an additional independent director also changing the number of Company's directors from 13 persons to 14 persons.

Page 5 ____ This agenda. /

This agenda, total 47 shareholders attended both in persons and by proxies representing a total of 38,769,344 shares or 80.77 percent of the Company's paid-up capital.

The Chairman gave the opportunity for shareholders to ask questions and make suggestions. Since there was no question, the Chairman proposed that the Meeting considered and approved the appointment of Mr. Iruru Hidaka as an additional independent director also changing the number of Company's directors from 13 persons to 14 person, effective date on 9 November 2020.

The Board of Directors of Furukawa Metal (Thailand) Public Company Limited will be composed of :

1.	Mr. Chai	Sophonpanich	Chairman
2.	Mr. Hideki	Shiraishi	Director
3.	Mrs. Chanida	Asdathorn	Director
4.	Mr. Takeshi	Nishizawa	Director
5.	Mr. Tinnakorn	Asdathorn	Director
6.	Mr. Nobutaka	Taniguchi	Director
7.	Mr. Junichi	Ishihara	Director
8.	Mr. Shingo	Nishijima	Director
9.	Mr. Daisuke	Hamada	Director
10.	Mr. Vibul	Aunsunnta	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
14.	Mr. Iruru	Hidaka	Independent Director

- **Resolution** The Meeting considered and resolved to appoint Mr. Iruru Hidaka as an additional independent director also changing the number of Company's directors from 13 persons to 14 persons effective date on 9 November 2020, with unanimously vote as follows :

■ Agreed	38,769,344	votes	equivalent to	100.00 %
■ Disagreed	0	votes	equivalent to	0 %
■ Abstained	0	votes	equivalent to	0 %
■ Voided Ballot	0	votes	equivalent to	0 %

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

Agenda 6 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, the Chairman and the Board of Directors of the Company replied inquiries and listened to shareholders' suggestions by following summaries :

- 1) Mr. Tara Chonpranee (the minor shareholder by self-meeting attendance) stated that a director who has been nominated to be an independent director by the major shareholder. An independent director should be nominated by the Board of Directors of the Company. The major shareholder should particularly nominate the director as the representative of the holding company, and the Nomination and Remuneration Committee should particularly nominate the independent director, then inquired why another director must be added.

Reply Mr. Junichi Ishihara (Managing Director) greeted and thanked all attending shareholders, then explained that the above query that the Company previously had 14 directors and one director who passed away. An independent director has been added to complete the missing director to be fully 14 persons, whereas 1 director has been nominated from CTJ Holdings2, Ltd. the major shareholder, and one independent director has been nominated from the Board of Directors.

- 2) Khun Supatra Sittichai (the minor shareholder by self-meeting attendance) inquired whether the staffs and the systems will be changed in case where the new shareholder purchases the Company's shares, and the proportion of the shareholder will be lowered to which proportion.

Reply Mr. Chai Sophonpanich (Chairman) clarified that the systems have still been unchanged. The Company has newly changed its name only. The staffs, most directors of the Company, and shareholders have been unchanged. The major shareholder namely Furukawa Electric Co., Ltd. has been changed to be CTJ Holdings2, Ltd. that has purchased this part of shares. The remaining has been unchanged.

Mrs. Siriporn Lueangrachanee (the Company's secretary) asked for the Meeting's permission to additionally clarify that the proportion of the major shareholder which is 42.25%, the proportion of the existing shareholders, and other major shareholders have been unchanged. This could be seen from no selling of shares to the new major shareholder (CTJ Holdings2, Ltd.) from tender offer for the Company's securities which has been made by CTJ Holdings2, Ltd, other than the purchase of 20,280,280 shares by the primary major shareholder (Furukawa Electric Co., Ltd.) only.

- 3) Mr. Tara Chonpranee inquired that after the entry of the new major shareholder to hold the Company's shares, the guideline of the Company's business operation has been unchanged in all respects. After the change in the new major shareholder, it is impossible for maintaining the same business operation due to the improbable difference of the business operation procedure. Therefore, he inquired whether the guideline of the Company's business operation will be changed or the existing guideline will be remained in all respects, and the customers will be the same.

Reply Mr. Junichi Ishihara (Managing Director) clarified that the existing major shareholder (Furukawa Electric Co., Ltd.) in Japan has held 42.25% of the Company's shares which has been entirely purchased by CTJ Holdings2, Ltd. Other than the aforesaid matter, there were none of any changes. In part of the change in future business operation, the Company will operate the business according to the policies which have ever been established. In part of the customers, they have been the same without any change.

In Thailand, the Company, namely KMCT (Kobelco & Materials Copper Tube (Thailand) Co., Ltd.), has also run the copper tube business same as our business. Now, CTJ Holdings2, Ltd. has been under consideration on entering into the share purchasing transaction with KMCT. However, none of the conclusion has currently been deduced. If the share trading transaction is completely entered with KMCT, the Company will consider the conflict of interests of which its guideline has already been established. As KMCT operates the same business as that of the Company, the plan and cost reduction must be considered. At present, CTJ Holdings2, Ltd. not yet completed the entry into the transaction with KMCT. The Company has still operated its business under the existing policies, and additionally sought for new customers to ensure its stable profitability according to the established operating plan. The Company has currently still been affected from the COVID-19 pandemic situation and requested the shareholders to kindly understand and also support the Company in such situation.

- 4) The shareholder inquired whether in case of the Company's requirement of the electronic meeting, it shall be deemed that all directors attend the meeting, and the electronic meeting can be held particularly in Thailand and used for foreign meeting.

Reply Mrs. Siriporn Lueangrachanee (the Company's secretary) asked the Meeting's permission to notify that the electronic meeting holding was occurred due to the incidence of COVID-19 pandemic situation in various countries around the world. The National Council for Peace and Order and the Government have considered to prescribe the rules for practice of the electronic meeting to be consistent with working conditions both in public and private sectors, as well as the changing technology, and therefore, announced the said rules to be effective in the Government Gazette. The Company then has additionally registered in its "Articles of Association" in Chapter of the Electronic Meeting. The Company's meeting by the director who is residing in abroad can attend the said electronic meeting and it shall be deemed as the legal meeting.

- 5) The shareholder inquired whether the Company has ever arranged the factory visit of the shareholders and when the factory visit of the shareholders will be planned by the Company.

Reply Mr. Junichi Ishihara (Managing Director) clarified that the factory visit of the shareholders in this year, it has still been unable to be arranged due to the COVID-19 pandemic situation. However, in next year, the Company will firstly discuss with the Board of Directors. In the past, the Company had ever arranged the factory visits of the shareholders in several years ago, and Mr. Junichi Ishihara delivered his gratitude to all shareholders who attended today's meeting.

Closed the Meeting

There was no other questions and no suggestion from shareholders. The Chairman expressed his sincere thanks to the shareholders for attending this Meeting and closed the Meeting at 11:40 Hours.


(Mr. Chai Sophonpanich)
Chairman

**2020 Annual Report in QR Code
in which the Company's Financial Statements for
the Fiscal Year Ended 31 December 2020**

หนังสือมอบฉันทะ แบบ ข.
PROXY FORM (Form ข.)

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/Khwaeng Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไลน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)
am/are a shareholder of Fine Metal Technologies Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding altogether shares, and can cast votes equaling votes, as follow :

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

(3) ขอมอบฉันทะให้
Hereby appoint

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

(2) นาย วิบูลย์ อังสนันท์ อายุ 86 ปี (กรรมการอิสระ และประธานกรรมการตรวจสอบ)
Mr. Vibul Aunsunta อายุ 86 years (Independent Director & Chairman of Audit Committee)
อยู่บ้านเลขที่ 822/162 ซอยทองหล่อ แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
residing at 822/162 Soi Thonglor, Khwaeng Klongton Nua, Khet Wattana, Bangkok 10110

หรือ (or)
 (3) นาย ช.นนท์ เพ็ชฌุไพศิษฐ์ อายุ 69 ปี (กรรมการอิสระ และกรรมการตรวจสอบ)
Mr. Chor Nun Petpaisit อายุ 69 years (Independent Director & Audit Committee Member)
อยู่บ้านเลขที่ 28 ซอยลาดพร้าว 106 (บุญอุดม 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310
residing at 28 Soi Ladprao 106 (Boonudom 1) Kwang Plubpla, Khet Wangthonglang, Bangkok 10310

หรือ (or)
 (4) นาย เตชา ตูลานันท์ อายุ 86 ปี (กรรมการอิสระ)
Mr. Deja Tulananda อายุ 86 years (Independent Director)
อยู่บ้านเลขที่ 206/1 ซอยสันติคาม 6 ถนนสุขุมวิท 109 ตำบลลำโพงเหนือ อำเภอเมือง สมุทรปราการ 10270
residing at 206/1 Soi Santikham 6, Sukhumvit Road 109, T. Samrongnua, A. Muang, Samutprakarn 10270

อ้างอิงข้อมูลกรรมการอิสระ ที่อยู่ในประเทศไทย ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 34/2564

Referred information of personal data of independent directors in Thailand attached in the Invitation Letter of Annual General Meeting of Shareholders No. 34/2021.

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 34/2564 ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 10:00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The authorize only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 34/2021 on Friday, 30 April 2021 at 10:00 Hours, at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

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

- (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 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 33/2563 ประชุมเมื่อวันพุธที่ 29 เมษายน 2563 และรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ประชุมเมื่อวันจันทร์ที่ 9 พฤศจิกายน 2563

Agenda No. 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 33/2020 held on Wednesday, 29 April 2020 and the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on Monday, 9 November 2020.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบรายงานสรุปผลการดำเนินงานของบริษัทฯ และรายงานประจำปี 2563 ของคณะกรรมการบริษัทฯ

Agenda No. 2 To acknowledge the Board of Directors' Annual Report on the Company's Operations for the year 2020.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ และรายงานผู้สอบบัญชีประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563 ซึ่งผู้สอบบัญชีได้ตรวจสอบและรับรองแล้ว

Agenda No. 3 To consider and approve the Company's financial statements and the auditor's report for the fiscal year ended 31 December 2020.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลประจำปี 2563 จากกำไรสะสมที่ยังไม่ได้จัดสรรของบริษัทฯ ในอัตราหุ้นละ 1.825 บาท กำหนดจ่ายเงินปันผล ในวันอังคารที่ 25 พฤษภาคม 2564 โดยเสียภาษีในอัตราร้อยละ 20

Agenda No. 4 To consider and approve the annual dividend payment for the year 2020 from the Company's unappropriated retained earnings at Baht 1.825 per share which is subject to the corporate income tax of 20% and the dividend payment will be paid on Tuesday, 25 May 2021.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการบริษัท 4 ท่าน ที่ต้องออกตามวาระในปี 2564 กลับเข้าดำรงตำแหน่งใหม่ อีกวาระหนึ่ง

(อ้างอิง ข้อมูลคณะกรรมการบริษัท ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 34/2564)

Agenda No. 5 To consider and approve the election of 4 directors to replace those who retired by rotation for the year 2021.

(Referred to the details of directors attached in the Invitation Letter of Annual General Meeting of Shareholders No. 34/2021)

แต่งตั้งกรรมการทั้งหมด 4 ท่าน (To appointment of 4 directors)

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

แต่งตั้งกรรมการเป็นรายบุคคลดังนี้ (To appointment each director)

1. ชื่อกรรมการ นาง ชนิตา อัสภาธร
Name of director : Mrs. Chanida Asdathorn
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ นาย ฮิเดกิ ชิราอิชิ
Name of director : Mr. Hideki Shiraiishi
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ นาย ไดสุเกะ ฮามาตะ
Name of director : Mr. Daisuke Hamada
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. ชื่อกรรมการ นาย ชิงโกะ นิชิจิมา
Name of director : Mr. Shingo Nishijima
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการของบริษัท สำหรับปี 2564 ที่เป็นค่าตอบแทนรายปี และค่าเบี้ยประชุม จำนวนรวมไม่เกิน 5,000,000 บาทต่อปี เท่ากับปี 2563 ดังนี้

▪ ประธานกรรมการ	480,000	บาท / คน / ปี
▪ ประธานคณะกรรมการตรวจสอบ	420,000	บาท / คน / ปี
▪ คณะกรรมการตรวจสอบ	360,000	บาท / คน / ปี
▪ กรรมการ	300,000	บาท / คน / ปี

Agenda No. 6 To consider and approve the directors' remunerations for the year 2021 consists of annual remuneration and meeting allowance with the amounting not exceed 5,000,000 Baht/Year.

(same as year 2020)

▪ Chairman	480,000	Baht / Person / Year
▪ Chairman of the Audit Committee	420,000	Baht / Person / year
▪ Audit Committee Member	360,000	Baht / Person / Year
▪ Director	300,000	Baht / Person / Year

ต่อหน้า 4 ___ เห็นด้วย /
Page 4 ___ Approve /

- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 7 พิจารณามอบมติแต่งตั้ง บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด เป็น ผู้สอบบัญชีภายนอกของบริษัทฯ และกำหนดค่าสอบบัญชีประจำปี 2564 เท่ากับ 1,450,000 บาทต่อปี (เท่ากับปี 2563)

Agenda No. 7 To consider and approve the appointment of KPMG Phoomchai Audit Ltd. as the Company's External Auditors and fix the audit fee for 2021 is 1,450,000 Baht/Year. (same as year 2020)

- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 8 To consider other businesses (if any).

- เห็นด้วย Approve ไม่เห็นด้วย Disapprove งดออกเสียง Abstain

(5) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติม ข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณา 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.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุมนั้น 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 ผู้มอบอำนาจ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบอำนาจ/Proxy
(.....)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบอำนาจ จะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียว เป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคน เพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจ แบบ ข. ตามแนบ
If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form ข. as attached.

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้ มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the Meeting even shareholders who attend the Meeting in person.
2. ผู้มอบอำนาจ กรุณา แนบสำเนาเอกสารแสดงความเป็นผู้ถือหุ้น มาพร้อมหนังสือมอบอำนาจ
Copy of identify document of proxy grantor is required to attach with Proxy Form.

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

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 34/2564 ในวันศุกร์ที่ 30 เมษายน 2564 เวลา 10.00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพ ประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Annual General Meeting of Shareholders No. 34/2021 on Friday, 30 April 2021 at 10:00 Hours, at Conference Room No. 1103, 11th Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

วาระที่	เรื่อง :		
Agenda No.	Re	<input type="radio"/> เห็นด้วย Approve	<input type="radio"/> ไม่เห็นด้วย Disapprove	<input type="radio"/> งดออกเสียง Abstain
วาระที่	เรื่อง :		
Agenda No.	Re	<input type="radio"/> เห็นด้วย Approve	<input type="radio"/> ไม่เห็นด้วย Disapprove	<input type="radio"/> งดออกเสียง Abstain
วาระที่	เรื่อง :		
Agenda No.	Re	<input type="radio"/> เห็นด้วย Approve	<input type="radio"/> ไม่เห็นด้วย Disapprove	<input type="radio"/> งดออกเสียง Abstain
วาระที่	เรื่อง :		
Agenda No.	Re	<input type="radio"/> เห็นด้วย Approve	<input type="radio"/> ไม่เห็นด้วย Disapprove	<input type="radio"/> งดออกเสียง Abstain
วาระที่	เรื่อง :		
Agenda No.	Re	<input type="radio"/> เห็นด้วย Approve	<input type="radio"/> ไม่เห็นด้วย Disapprove	<input type="radio"/> งดออกเสียง 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.

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



- | | |
|-----------------|--|
| Name | • Mr. Vibul Aunsnuntha (Thai Nationality) |
| Position | • Independent Director and Chairman of Audit Committee. (Appointment 19 November 1999) |
| Age | • 86 Years |
| Address | • 822/162 Soi Thonglor, 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)
- Training Course from Thai Institute of Directors (IOD).
 - Director Accreditation Program (DAP : Class 53/2006).

Position in another Company or Business that may cause conflict

- Advisor to the Board of Directors, Muang Thai Life Assurance Public Company Limited. (Y. 2009 – Present)

Others Information

- (1) Holding the Company's shares as of 30 December 2020. : 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 2021. : None.
- (4) Legal dispute : None.

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 5/6 Times.
- The Audit Committee Meeting. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.
- Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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



Name	• Mr. Chor Nun Petpaisit (Thai Nationality)
Position	• Independent Director and Audit Committee Member. (Appointment on 29 April 2019)
Age	• 69 Years
Address	• 28 Soi Larprao 106 (Boonudom 1) Kwang Plubpla, Khet Wangthonglang, Bangkok 10310

Education

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

Position in another Company or Business that may cause conflict

- Independent Director, Bangkok Insurance Public Company Limited. (28 Feb 2006 - Present, 3 Apr 2002 - 17 Nov 2004))
- Audit Committee, Bangkok Insurance Public Company Limited. (27 Feb 2009 - Present)
- Adviser, Thai Charoen Corporation Group. (Year 2013 - Present)
- Independent Director and Director of the Audit Committee, Interhides Public Company Limited, (Apr 2015 - Present)
- Independent Director, Shangri La Hotel, Bangkok. (30 July 2020 - Present)

Work Experiences

- Director, Bureau of Tax Audit Operation, The Revenue Department, Ministry of Finance. (Y. 2000 - 2001)
- Policy and Plan Expert 9, The Revenue Department, Ministry of Finance. (Y. 2001 - Y. 2008)
- Director, National Science Museum. (Y. 2005- 2007)
- Principal Adviser on Performance Improvement, The Revenue Department, Ministry of Finance. (Y.2008- 2011)
- Director, The Government Pharmaceutical Organization. (Y. 2009 - Y. 2012)
- Director, Tourism Authority of Thailand. (Y. 2010 - Y. 2011, Y. 2005 - Y. 2006)
- Director, Government Housing Bank. (Y. 2010 - Y. 2011, Y. 2006 - Y. 2008)
- Director, Government Saving Bank. (Y. 2011 - Y. 2012)
- Inspector General, Ministry of Finance. (Y. 2011 - Y. 2012)

Others Information

- (1) Holding the Company's shares as of 30 December 2020. : 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 2021. : None.
- (4) Legal dispute. : None.

Meeting Attendance in 2020

- The Board of Directors' Meeting = 5/6 Times.
- The Audit Committee Meeting = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.
- Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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



- Name • Mr. Deja Tulananda (Thai Nationality)
- Position • Independent Director (Appointment 18 March 1999)
- Age • 86 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. (Y. 1992 – Present)

Others Information

- (1) Holding the Company's shares as of 30 December 2020. : 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 2021. : None
- (4) Legal dispute. : None.

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 3/6 Times.
- Attended Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.
- Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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



Name	• Mrs. Chanida Asdathorn (Thai Nationality)
Position	• Director
Age	• 79 Years

Education

- o Bachelor Degree of Business Administration, Pasadena College, California, U.S.A.

Position in the Company, another Company or Business.

- o Director, Furukawa Metal (Thailand) Public Company Limited. (Y. 1988 – 9 Aug 2017)
- o Chairman, Furukawa Metal (Thailand) Public Company Limited. (10 August 2017 – 10 November 2018)
- o Director, Fine Metal Technologies Public Company Limited. (11 November 2018 – Present)

Work Experiences

- o Executive Director, Thai Roong Ruang Industry Co., Ltd. (Y. 1974 – Present)
- o Executive Director, Chonburi Sugar & Trading Corporation, Ltd. (Y. 1979 – Present)
- o Executive Director, Siam Sugar Export Corporation, Ltd. (Y. 1984 – Present)
- o Director, Kerry Flour Mills Limited. (Y. 1989 – Present)
- o Director, Kerry Siam Seaport Limited. (Y. 1990 – Present)
- o Director, Shangri La Hotel Public Company Limited. (Y. 1992 – Present)
- o Director, Thai Ruam Charoen Sugar (2000) Co., Ltd. (Y. 2000 – Present)
- o Director, TRR Molasses Trading Co., Ltd. (Y. 2015 – Present)

Others Information

- (1) Holding the Company's shares as of 30 December 2020 : 1,225,810 Shares.
- (2) Position in another Company or Business that may cause conflict. : - None -
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2021. - None -

Meeting Attendance in 2020

- o The Board of Directors' Meeting. = 6/6 Times.
- o Attended Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.
- o Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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



Name	•	Mr. Hideki Shiraishi (Japanese Nationality)
Position	•	Director
Age	•	63 Years

Education

- Bachelor Degree of Law, Tokyo University, Japan.

Position in the Company, another Company or Business.

- Director, Fine Metal Technologies Public Company Limited. (4 June 2020 - Present)

Work Experiences (in Japan)

- Corporate Banking Division, Corporate Planning Division, The Industrial Bank of Japan. (April 1981 - March 2002)
- Executive Officer, Head of Corporate Banking Division, Mizuho Bank. (April 2002 - October 2011)
- Senior Managing Director, Toko Electrical Construction Co., Ltd. (November 2011 - June 2017)
- Managing Director, Japan Industrial Partners, Inc. (July 2017 - Present)

Others Information

- (1) Holding the Company's shares as of 30 December 2020 : - 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 2021.
- None -

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 4/4 Times.
(The Company has appointed Mr. Hideki Shiraishi as Company's director on Thursday, 4 June 2020).
- Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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



Name	●	Mr. Daisuke Hamada (Japanese Nationality)
Position	●	Director
Age	●	45 Years

Education

- Bachelor Degree of Sociology, Kwansai Gakuin University, Japan.

Position in the Company, another Company or Business.

- Assistant General Manager of Sales Department,
Furukawa Metal (Thailand) Public Company Limited. (18 Oct 2017 - 19 Nov 2018)
- Director, Fine Metal Technologies Public Company Limited. (9 Oct 2018 - Present)
- General Manager of Sales Department,
Fine Metal Technologies Public Company Limited. (20 Nov 2018 - Present)

Work Experiences at Furukawa Electric Co., Ltd., in Japan.

- Sales Department, Sales Division. (April 1998 - Oct 2000)
- Electronics Sales Department, Kansai Branch Office. (Nov 2000 - Mar 2004)
- Electronics Sales Department, Electronics Components Division.
Electronics & Automotive Systems Company. (Apr 2004 - Nov 2007)
- Sales Section, Memory Disk Department, (Dec 2007 - Feb 2011)
Electronics Components Division, Electronics & Automotive Systems Company.
- ELC Planning Unit, Planning & Administration Department, (Mar 2011 - Mar 2013)
Electronics & Automotive Systems Company.
- Planning Unit, Memory Disk Division. (Apr 2013 - Mar 2014)
- Sales Planning & Marketing Department. (Apr 2014 - Mar 2016)
- Planning Department, Global Marketing Sales Division. (Apr 2016 - Mar 2017)
- Business Planning & Administration Department. (Apr 2017 - July 2017)
- Planning & Administration Department, (Aug 2017 - Sep 2017)

Others Information

- (1) Holding the Company's shares as of 30 December 2020 : - 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 2021.
- None -

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 6/6 Times.
- Attended Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.
- Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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



Name	●	Mr. Shingo Nishijima (Japanese Nationality)
Position	●	Director
Age	■	51 Years

Education

- Master of Engineering, Fukuoka University, Japan.

Position in the Company, another Company or Business.

- General Manager of Maintenance Department, Fine Metal Technologies Public Company Limited. (2 July 2018 - Present)
- Factory Manager, Fine Metal Technologies Public Company Limited. (1 June 2019 - Present)
- Director, Fine Metal Technologies Public Company Limited. (29 April 2020 - Present)

Work Experiences at Furukawa Electric Co., Ltd. in Japan.

- Production Technology & Engineering Department. (April 1995 - Y. 2006)
- Mie Engineering Group, Production Technology Innovation Center, Production Technology & Engineering Department. (Y. 2006 - Y. 2012)
- Manager of Chiba Engineering Group, Production Technology Innovation Center, Production Technology & Engineering Department. (Y. 2012 - Y. 2015)
- Manager of Equipment Maintenance & Engineering Section, Production Department. (Y. 2015 - June 2018)

Others Information

- (1) Holding the Company's shares as of 30 December 2020 : - 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 2021. - None -

Meeting Attendance in 2020

- The Board of Directors' Meeting. = 5/5 Times.
- Attended Annual General Meeting of Shareholders in 2020, held on Wednesday, 29 April 2020.
- Attended Extraordinary General Meeting of Shareholders in 2020, held on Monday, 9 November 2020.

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

Chapter 3 : Directors and Their Power

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

Chapter 4 : Shareholders' Meeting

30. The general meeting of shareholders of the Company shall be held in the area where the registered office of the Company is located or at any adjacent provinces or any other places as prescribed by the Board of Directors.
31. The general meeting of shareholders shall be held at least once in every twelve months. This meeting shall be called "General Meeting ". The General Meeting shall be held within four (4) months from the end of the accounting period of the Company.

32. In calling for a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting indicating the place, date, time, agenda, and matters to be proposed to the meeting together with appropriate details by clearly specifying that such matter is for acknowledgment, for approval, or for consideration, and shall send it with the Board of Directors' opinion on such matters to the shareholders and the Registrar not less than seven (7) days prior to the meeting date.

Such notice must also be published in a newspaper for three (3) consecutive days with at least three (3) days prior to the meeting date.

33. In a shareholders' meeting, there must be at least twenty - five (25) shareholders or one-half of the total shareholders and holdings not less than one-third (1/3) of the total shares issued present in persons or by proxies (if any) in order to constitute a quorum.

If within one (1) hour from the time fixed for the shareholders' meeting the required quorum is not constituted, the meeting, if called upon the requisition of shareholders, shall be dissolved. If such meeting is called other than by the shareholder's requisition, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date. At such meeting no quorum shall be required.

34. In any Shareholders' Meeting, a shareholder may appoint a proxy to represent him at the meeting and to vote on his behalf. The instrument appointing a proxy shall be in writing and signed by the shareholder appointing the proxy in accordance with a form as prescribed by the Public Company Registrar and such instrument appointing the proxy shall be submitted to the Chairman or the person authorized by the Chairman prior to the proxy attending the meeting with at least the following particulars:

- a) the amount of shares held by such shareholder ;
- b) the name of the proxy ; and
- c) the meeting at which the proxy is appointed to attend and vote

36. The Chairman of the Board of Directors shall be the Chairman for the Shareholders' Meeting. In the event that the Chairman is not present or is unable to discharge his duties, Vice-chairman, if any, shall serve as the Chairman. If there is no Vice-chairman or such Vice-chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the Chairman.

37. In every Shareholders' Meeting, all shareholders shall have one vote for each share. A shareholder who has in any resolution a special interest may not vote on such resolution, except for the election of Directors.

A resolution of any Shareholders' Meeting shall be passed by a majority votes of all the shareholders attending the meeting and having the right to vote, except in the following cases, a resolution of not less than three-fourths (3/4) of the votes of the shareholders attending the meeting and having the right to vote is required :

- a) the sale or transfer of the Company's business whether in whole or in substantial part to other person ;
- b) the purchase by or the transfer to the Company in respect of business of other public or private company ;

- c) the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the Company's business, an assignment to any person for the management of the Company's business, or the merger with other person for the purpose of profit and loss sharing ;
- d) any amendment to the Memorandum and/or Articles of Association of the Company ; or
- e) the amalgamation or the dissolution of the Company.

Chapter 6 : Dividends and Reserves

- 42. A payment of dividends can be made only by the resolution of the Shareholders' Meeting or the resolution of the Board of Directors in case of interim dividends.
A written notice of payment shall be sent to all shareholders and be advertised in a local newspaper for three (3) consecutive days. The payment of such dividends must be made within one (1) month from the date such resolution was passed.
- 43. The Board of Directors may from time to time pay to the shareholders interim dividends as appeared to them to be justified by the profit of the Company and such payment shall be reported to the shareholders in the next shareholders' meeting.
- 44. Dividends shall be paid according to the number of shares issued and shall be equally paid to each share unless otherwise provided for the preference shares.
- 45. The Company must appropriate part of the annual net profit to reserve fund, at least five (5) per cent of the annual net profits less the accumulated loss brought forward (if any) until the reserve fund reaches at least ten (10) per cent of the registered capital.
Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the shareholders' meeting for its resolution to otherwise appropriate reserve fund as perceived by the Board of Directors as to be beneficial to business operations of the Company.

Chapter 8 : Books, Accounts, and Audits

- 47. The Company's accounting period shall commence from 1st January and end on 31 December of each year.
- 48. The Board of Directors shall provide for the preparation and keeping of the accounts including its auditing in accordance with all related laws.
- 49. The Board of Directors shall have the balance sheet and profit & loss account made at least once in every twelve months, which is the Company's accounting period.
- 50. The Board of Directors shall have the balance sheet and profit & loss account which are made at the end of the Company's accounting period submitted to the annual general meeting of shareholders for approval. These balance sheet and profit & loss account shall be audited by the auditor prior to submission to the meeting.

51. The Board of Directors shall deliver the following documents to the shareholders together with the notice of the annual general meeting:
 - 1) copies of balance sheet and profit & loss account which have been audited by the auditor together with his auditing report; and
 - 2) the Directors' report and its supporting documents.
52. The Board of Directors shall arrange for the Directors' register, minutes of the Board of Directors and Shareholders' Meeting, and all the meetings' resolutions properly recorded and kept at the registered office of the Company or may assign any person to keep them in the area where the registered office of the Company is located or in any adjacent provinces provided that the Registrar is notified in advance.
53. The auditor shall be appointed by the general meeting of shareholders. The retiring auditor is eligible for re-election.
54. The auditor's remuneration shall be fixed by the shareholders' meeting.
55. The Company's Director, staff, employee or any person holding any position in the Company may not be appointed to act as the Company's auditor.
56. The auditor has the duty to attend in every Shareholders' Meeting which is held to consider the balance sheet, profit & loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver to the auditor all the reports and documents of the Company to which the shareholders are entitled to receive at such meeting.

Chapter 9 : "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.

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

The registration of the attendants of Annual General Meeting of Shareholders for 2021 of Fine Metal Technologies Public Company Limited will be carried out for registration in front of Conference Room No.1103, 11th Floor, Bangkok Insurance Building. 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 ๑. 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) Photocopy of the Company's Certificate issued by the Ministry of Commerce or assigned department within 1 year certify by the authorized person of such juristic with Company's seal. (if any)

(2) Proxy Form ๑. enclosed with Invitation to the Meeting is used and filled with complete and correct statements and affixed with the signature of both of the principal and the proxy. However, the principal who is the juristic person shall sign by the authorized person to act on behalf of the juristic person and affix the Company's seal. (if any)

(3) The proxy kindly declares citizen identification card or government official identification card or passport of the proxy to the officer for registration of the meeting attendance.

2. Meeting Practice

2.1 In General Meeting of Shareholders, the shareholders are entitled to interrogate and express the opinion in every agenda.

2.2 Voting of each agenda shall be openly performed.

2.3 In voting, one vote is counted as one share (1 share = 1 vote).

General information

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

Reference Person

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

External Auditors Fee 3 Years (Y. 2018 – Y. 2020)

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

Internal Auditor 2019

	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	http://www.ey.com

Location Map of the Annual General Meeting of Shareholders Year 2021
 Fine Metal Technologies Public Company Limited
 on Friday, 30 April 2021, Meeting Time @ 10:00 Hours.
 at the Conference Room No. 1103
 11th Floor of Bangkok Insurance Building
 No. 25 Sathorn Tai Road, Thung Mahamek, Sathorn, Bangkok 10120

Route

- Bus No. 17, 22, 62, 113, 116, 149, 173
- 600 meter from MRT – Lumpini Station



**Preventive Measures & Guidelines for Attending the 2021 Annual General Meeting of Shareholders
Amid the COVID-19 Pandemic.**

Fine Metal Technologies Public Company Limited ("the Company") shall hold the 2021 Annual General Meeting of Shareholders on Friday, 30 April 2021. Due to the ongoing COVID-19 situation, we are implementing several measures and guidelines which comply with the recommendations of health authorities to support the health and safety of all participants to prevent the risk of COVID-19 transmission. In addition the Company ask your kind cooperation as follows :

1. Shareholders who are in high-risk situation, having recently traveled to or from any high-risk countries or provinces announced by Ministry of Public Health, including shareholders who have had closed contact with someone who has traveled to or from any high-risk countries or provinces, in less than 14 days before the date of the meeting, or having a fever over 37.5 degrees Celsius, showing any respiratory symptoms or other symptoms suspected of being infected with COVID-19 such as cough, sore throat, runny nose loss of sense of smell, shortness of breath, difficulty breathing, diarrhea or patient with pneumonia, 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 AGM Invitation Letter.

2. 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 face mask at all times while in the building and in the meeting to reduce the spread of pathogens in the respiratory system.

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

4. The Company will not allow other persons to accompany attendees in the meeting.

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.

6. On the Meeting time, 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.