



**Fine Metal Technologies Public Company Limited**

## **Notice of the Annual General Meeting of Shareholders Y. 2024**



**Mon, 29 April 2024 Time 10.00 Hours.**

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



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



JIS Certification  
No : KSTH24001

April 11, 2024

Subject Invitation to Annual General Meeting of Shareholders No. 37/2024

Attention Shareholders

Fine Metal Technologies Public Company Limited. (FMT)

Attachments

- 1) Copy of the Minutes of the Annual General Meeting of Shareholders No. 36/2023.
- 2) QR Code downloading procedures for the 2023 Annual Report (Form 56-1 One Report) with the Company's Financial Statements for the year ended 31<sup>st</sup> December 2023, and Independent Auditors' Report. (document for Agenda 2, Agenda 3)
- 3) Proxy Form A and Form B as prescribed by the Department of Business Development, the Ministry of Commerce (Form B is recommended). The Proxy Form C for a custodian in Thailand. (Shareholders can download Proxy Form A, Form B, and Form C from the Company's website at <http://www.fmt.co.th>)
- 4) Qualifications of Independent Directors, Information of independent directors based in Thailand proposed by the Company as a proxy attending the Meeting.
- 5) Profiles of the directors due to retire by rotation and recommended to be re-elected for another term. (document for Agenda 5)
- 6) Documents required for the meeting attendant's declaration before meeting attendance and practice.
- 7) The Company's Articles of Association relating to the Shareholders' Meeting.
- 8) Company's general information and others.
- 9) Personal Data Protection Statements for the Annual General Meeting of Shareholders 2024.
- 10) Map of Meeting Place at Bangkok Club.

The Board of Directors of Fine Metal Technologies Public Company Limited has resolved to hold the 2024 Annual General Meeting of Shareholders No. 37/2024 on Monday, 29 April 2024 at 10:00 Hours, at the Grand Hall Room, 28<sup>th</sup> Floor of Bangkok Club, Sathorn City Tower Building, No. 175, South Sathorn Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok Metropolis 10120 to consider and approve the following agendas:

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 36/2023.**

Objective and Reason

The Minutes of the Annual General Meeting of Shareholders No. 36/2023 held on Friday, 28 April 2023, were accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce based on the laws and posted on the Company's website <http://www.fmt.co.th> for acknowledgment.

A copy of the Minutes of the Annual General Meeting of Shareholders No. 36/2023 is attached as Attachment 1 enclosed.

Page 2 \_\_\_\_ Opinion /

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to certify that the Minutes of the Annual General Meeting of Shareholders No. 36/2023 were accurately recorded; therefore, it recommends the shareholders certify the Minutes proposed above.

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

**Agenda 2 To consider and acknowledge the Board of Directors' Report on the Company's Performance for 2023.**

Purpose and Reason The Company's Performance for 2023 and other important information are reported in the Company's Annual Report 2023.  
(Form 56-1 One Report) in QR Code as shown in Attachment 2 enclosed.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to acknowledge the Company's Performance for 2023, and the Annual Report 2023. (Form 56-1 One Report)

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

**Agenda 3 • To consider and approve the Company's Financial Statements for the year ended December 31, 2023, and the Independent Auditor's Report by KPMG Phoomchai Audit Limited.**

Purpose and Reason By the Public Limited Company Act, the Board of Directors prepared the Company's Financial Statements for the year ended December 31, 2023, and the Independent Auditor's Report. The Company's Financial Statements have been audited by the auditor Miss Jamjuree Sathapornchaiwat; C.P.A. Registration No. 11567 of KPMG Phoomchai Audit Limited., the Audit Committee examined its contents before proposing for the Shareholders' approval.  
The Company's Annual Report 2023 (Form 56-1 One Report) as per details in Attachment 2 enclosed.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the Company's Financial Statements for the year ended December 31, 2023, which have been audited and signed by the auditor of the Company and reviewed by the Audit Committee, and endorsed by the Board of Directors.

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

**Agenda 4 To consider and approve the annual dividend payment for 2023 from the Company's retained earnings.**

Purpose and Reason The Board of Directors Meeting No. 1/2024, held on Friday, 23 February 2024, has resolved to approve the Company's dividend for 2023 at Baht 2.625 per share payable from the Company's retained earnings.

Opinion of the Board The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the dividend payment for 2023 from the Company's retained earnings at the rate of Baht 2.625 per share, which amounted to Baht 126,000,000.-

The Record Date of the share register for the right to receive the dividend payment will be on Monday, 11 March 2024. The dividend payment date will be made on Tuesday, 28 May 2024.

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

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

**Agenda 5 To consider and approve the appointment of directors due to retire by rotation in 2024 to be directors for another term.**

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

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

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



<u>Opinion of the Board</u>	<p>The Board of Directors, excluding the directors who are considered to have a conflict of interest and are retiring, considered by the Board of Directors. The Board of Directors considers and has the opinion that the Annual General Meeting of Shareholders should approve the appointment of the five directors who will retire in 2024 to be directors for another term because the five directors are qualified according to the Public Law; also they have knowledge, capability, and experiences concerning the Company's business which are beneficial to the Company. Profile of five directors proposed for appointment as the Company's directors for another term as per details in Attachment 5 enclosed.</p>
<u>Voting</u>	<p>The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.</p>

**Agenda 6 To consider and approve the directors' remuneration for the year 2024.**

<u>Purpose and Reason</u>	<p>According to Article 14 of the Company's Articles of Association, the remuneration for the Board of Directors will be determined by the quorum of a Shareholders' Meeting. The Board of Directors considered and reviewed the directors' remuneration for 2024, which consists of annual remuneration and meeting allowance not exceeding Baht 6,000,000.- (Baht: Six Million) the same rate as the year 2023 by taking into account the Company's operating results, following the duties and responsibilities of the directors.</p> <p><u>Details of directors' remuneration are as follows:</u></p> <ul style="list-style-type: none"><li>• Chairman 540,000.- Baht/Person/Year</li><li>• Chairman of Audit Committee 480,000.- Baht/Person/Year</li><li>• Audit Committee 410,000.- Baht/Person/Year</li><li>• Director 340,000.- Baht/Person/Year</li></ul>
<u>Opinion of the Board</u>	<p>The Board of Directors deems it appropriate to propose to the Shareholders to consider and approve the directors' remuneration for 2024, the same rate as the year 2023, an amount not exceeding Baht 6,000,000.- (Baht: Six million) as proposed.</p>
<u>Voting</u>	<p>The resolution of this agenda shall be approved by a simple majority vote of shareholders attending the Meeting and casting their votes.</p>

**Agenda 7 To consider and approve the appointment of an external auditor and fix the audit fee for the year 2024.**

<u>Purpose and Reason</u>	<p>The Board of Directors considered and approved the appointment of KPMG Phoomchai Audit Limited as an external auditor and also to fix the audit fee for 2024 as recommended by the Audit Committee with the names and Certified Public Accountant license numbers as follows:</p>
---------------------------	--

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

Any auditors shall be authorized to review and give their opinion on the Company's financial statements. Then, the four mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder, or their related persons. The proposed audit fee for the year 2024 is in the amount of Baht 1,555,000.-

(Baht: One Million Five Hundred and fifty-five Thousand), is Baht 25,000.- an increase or 1.63 percent increase compared to the audit fee for the year 2023.

Opinion of the Board

The Board of Directors agreed with the Audit Committee to propose to the Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Phoomchai Audit Limited; as the Company's external auditor for the year 2024 with the audit fee of Baht 1,555,000.- the auditors consist of:

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

Voting

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

**Agenda 8 Any other business. (If any)**

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

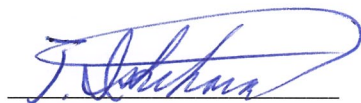
Proxy Grantor who is an Individual Person

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

Proxy Grantor who is a Juristic Person

- A copy of the Company's affidavit does not exceed six months certified by the authorized person (s).

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



( Mr. Junichi Ishihara )  
Managing Director



Minutes of the Annual General Meeting of Shareholders No. 36/2023  
of

Fine Metal Technologies Public Company Limited

**Date, Time & Venue**

The Meeting was held on Friday, 28 April 2023 at 10:00 hours, in the Grand Hall Room, 28<sup>th</sup> Floor, Bangkok Club, Sathorn City Tower Building, No. 175 South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120.

**Directors attending the Meeting :**

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

**Director not attending the Meeting**

1.	Mr.	Chai	Sophonpanich	Chairman
----	-----	------	--------------	----------

**Attendees**

1.	Mr.	Hiroshige	Nose	General Manager of Business Planning Management Department
2.	Ms.	Arpaporn	Jitsuteesiri	General Manager of Finance & Accounting Department
3.	Mr.	Nopporn	Moonsarn	Factory Advisor
4.	Mrs.	Siriporn	Lueangrachanee	Company Secretary
5.	Ms.	Pilaiporn	Trakulphadekrai	Interpreter

and the auditors from KPMG Phoomchai Audit Limited.

Mrs. Siriporn Lueangrachanee, the Company Secretary, cordially welcomes the Board of Directors and shareholders who are attended this Meeting. The Company has thirteen directors, including independent directors and audit committee members. Twelve directors are present at this Meeting, while two directors based in Japan, Mr. Yoshihiko Mezaki and Mr. Iruru Hidaka, are participating via electronic media.

Page 2 \_\_\_\_ In this regard, /



In this regard, Mrs. Siriporn Lueangrachanee explained the procedure of voting to the Shareholders' Meeting that each shareholder has number of votes equal to the number of shares holding or the number of shares granted by proxy. The voting will be based on one share per one vote, and the shareholders or proxies must vote only one of the following: Agree, Disagree or Abstain. The documents relevant Shareholders' Meeting such as Notice of the Annual General Meeting of Shareholders No. 36/2023 and the 2022 Annual Report (Form 56-1 One Report) those documents sent to shareholders in advance.

A quorum was thus constituted, then Mrs. Siriporn Lueangrachanee (Company Secretary) stated to invite Mr. Junichi Ishihara, the Chairman of the Meeting opened the Annual General Meeting of Shareholders for 2023.

**Opening the Meeting.**

Mr. Junichi Ishihara, the Chairman of the Meeting opened the Meeting and informed that there were 9 shareholders attending the Meeting in persons, representing a total of 2,532,021 shares, and by proxies a total of 28 proxies, representing 36,702,310 shares. Thus there were shareholders attending the Meeting both in persons and by proxies of 37 persons, totally representing a total of 39,234,331 shares equivalent to 81.74 percent of the Company's total shares are 48,000,000 shares.

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

**Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 35/2022.**

- The Chairman of the Meeting proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 35/2022 was held on Friday, 29 April 2022.

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

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting acknowledged the Minutes of Annual General Meeting of Shareholders No. 35/2022 was held on Friday, 29 April 2022 as above.

- **Resolution** The Meeting considered and certified the Minutes of the Annual General Meeting of Shareholders No. 35/2022 was held on Friday, 29 April 2022 with unanimous votes as follows:

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

**Agenda 2 To acknowledge the summarized report of the Company's Performance for 2022, and the 2022 Annual Report of the Board of Directors. (Form 56-1 One Report)**

- The Chairman of the Meeting proposed the Meeting to acknowledge the summarized report of the Company's performance for 2022, and the 2022 Annual Report of the Board of Directors. (Form 56-1 One Report) which was sent to the shareholders prior to the Meeting.

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting acknowledge the Company's performance for 2022.

- **Resolution** The Meeting considered and acknowledged the Company's performance for 2022, and the 2022 Annual Report (Form 56-1 One Report) with unanimous votes as follows:

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	-%

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

**Agenda 3 To consider and approve the Company's financial statements for the year ended 31 December 2022 and Independent Auditor's Report.**

- The Chairman of the Meeting proposed the Meeting to consider and approve the Company's financial statements for the year ended 31 December 2022 and Independent Auditor's Report, which have been considered by the Audit Committee and audited by the Company's auditor, Mr. Songchai Wongpiriyaporn ; CPA Registration No. 10996 of KPMG Phoomchai Audit Limited. The details of the Financial Statements shown in the 2022 Annual Report (Form 56-1 One Report), which have been sent to the shareholders.

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting approved the Company's financial statements for the year ended 31 December 2022 and Independent Auditor's Report.

- **Resolution** The Meeting considered and resolved to approve the Company's financial statements for the year ended 31 December 2022 and Independent Auditor's Report, with unanimous votes as follows:

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

**Agenda 4 To consider and approve the annual dividend payment for 2022.**

- The Chairman of the Meeting notified the Meeting to consider the Board of Directors' recommendation to the shareholders to consider and approve the annual dividend payment for 2022 from the Company's retained earnings, at the rate of Baht 2.75 per share, amounting to Baht 132,000,000. The Record Date of share register for the right to receive the dividend payment was on Friday, 10 March 2023, and the payment date shall be on Friday, 19 May 2023. The payment of dividend for 2022 is subject to the corporate income tax of 20%.

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting approved the annual dividend payment for 2022 from the Company's retained earnings.

- **Resolution** The Meeting considered and resolved to approve the annual dividend payment for 2022 from the Company's retained earnings, with unanimous votes as follows:

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

**Agenda 5 To consider and approve the election of five directors to replace those retiring by rotation for the year 2023.**

- The Chairman of the Meeting proposed the Meeting to nominate directors for the election of five (5) directors who are due to retire by rotation in 2023 to be the Company's directors for another term.

The profile of the directors were proposed in the attachment of Invitation Letter to the Meeting and requested the Meeting to resolve for approval on the election of five directors by individual as follows:

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

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting approved the election of five directors in 2023 by individual.

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

1) Mr. Nobutaka Taniguchi

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

2) Mr. Yoshihiko Mezaki

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

3) Mr. Vibul Aunsuntha

(1) Agreed	39,234,231	votes	equivalent to	99.9997 %
(2) Disagreed	100	votes	equivalent to	.0003 %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

4) Mr. Chor Nun Petpaisit

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

5) Mr. Akira Fujita

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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



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

- The Chairman of the Meeting proposed the Meeting to consider and approve the directors' remuneration and meeting allowance for 2023 is not exceeding Baht 6,000,000.- per year. (Baht: Six Million) as the following details.

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

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed the Meeting to vote the directors' remuneration for 2023 is not exceeding Baht 6,000,000.- per year. (Baht: Six Million)

- **Resolution** The Meeting considered and resolved to approve the directors' remuneration for 2023 as proposed with unanimously vote as follows:

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

**Agenda 7 To consider and approve the appointment of the Company's external auditors and fix the audit fee for 2023.**

- The Chairman of the Meeting proposed the Meeting to consider and approve the appointment of KPMG Phoomchai Audit Limited as the Company's external auditors for 2023 are following:

1. Mr. Songchai Wongpiriyaporn Certified Public Accountant, Registration No. 10996 or
2. Miss Sirinuch Vimolsathit Certified Public Accountant, Registration No. 8413 or
3. Mr. Sumate Jangsamsee Certified Public Accountant, Registration No. 9362 or
4. Miss Jamjuree Sathapornchaiwat Certified Public Accountant, Registration No. 11567

The annual audit fee of Baht 1,530,000.- (Baht : One Million Five Hundred and Thirty Thousand).

Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In this regard, those auditors do not have relationship or transactions with the Company, executives, major shareholders or any persons who have relationship with the said persons that may create the conflicted of interest.

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

This agenda, total 37 shareholders attended both in persons and by proxies representing a total of 39,234,331 shares or 81.74 percent of the Company's paid-up capital.

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

Since there was no question, the Chairman of the Meeting proposed that the Meeting considered and approved the appointment of the Company's external auditors and fix the audit fee for 2023 as proposed.

- **Resolution** The Meeting considered and resolved to appoint the four auditors of KPMG Phoomchai Audit Limited, as the Company's external auditors for 2023 with the annual audit fee of Baht 1,530,000.- with unanimously vote as follows:

(1) Agreed	39,234,331	votes	equivalent to	100.00 %
(2) Disagreed	-	votes	equivalent to	- %
(3) Abstained	-	votes	equivalent to	- %
(4) Invalid Ballot	-	votes	equivalent to	- %

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

For this Shareholders Meeting, no shareholder proposed any agenda for consideration. The Chairman of the Meeting, Mr. Junichi Ishihara, provided an opportunity for shareholders to ask questions, to which the Company responded and listened to suggestions from the Shareholders' Meeting. The summary is as follows:

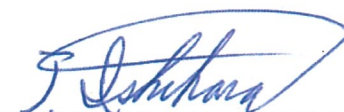
- (1) Miss Nutcharee Suntiwet (the representative of Thai Investors Association) asked about the Company's borrowing of THB 615 million from a financial institutions in 2022, and the Company's plan to repay the loan when due. The shareholder asked about the interest rate of 1.08 – 2.05 percent per year-?, and the method of repayment-?

Miss Arpaporn Jitsuteesiri (General Manager of Finance & Accounting Department) stated that repayment of the load when due means that the financial institutions or bank will demand repayment from the Company whenever that call it, which is called a "Short Term Loan." The bank refers to this as a "Call Loan".

The interest rate for short-term borrowing at a rate of 1.08 percent is borrowed from Sumitomo Mitsui Banking Corporation and Mizuho Bank, Ltd., while borrowing at a rate of 2.05 percent is borrowed from Bangkok Bank Public Company Limited.

There was no other questions from shareholders. Mr. Junichi Ishihara, the Chairman of the Meeting thanked the shareholders who attended the Shareholders' Meeting today, both in persons and by proxies. For the Company's operations in 2023, the Company is committed to conducting its business to achieve good operational results by selling strategic products and will try to make the Company profitable to pay dividend for all shareholders. From now on, Mr. Junichi Ishihara, requested cooperation and support from all shareholders.

Mr. Junichi Ishihara, the Chairman of the Meeting expressed his sincere thanks to the shareholders and closed the Meeting at 10:35 hours.



( Mr. Junichi Ishihara )  
Chairman of the Meeting

**QR Code Downloading Procedures for the 2023 Form 56-1 One Report,  
the Company's Financial Statements for the Year Ended 31 December 2023  
and Independent Auditor's Report**

---

The Thailand Securities Depository Co., Ltd. ("TSD") as a securities registrar under the Stock Exchange of Thailand ("SET") has implemented a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the 2023 Annual Report (Form 56 - 1 One Report) in the form of E-Book accessible through QR Code, this allows the shareholders to access the information with ease. The aforementioned documents could be downloaded from the QR Code by the following steps:-

For IOS Mobile Operating System.

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

For Android System.

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

**Form 56-1 One Report**  
**can be download via this QR CODE or**  
**via the Company website: [www.fmt.co.th](http://www.fmt.co.th)**



หนังสือมอบฉันทะ แบบ ข  
**PROXY FORM (Form B)**

อากรแสตมป์ 20 บาท  
(Duty Stamp 20 Baht)

เขียนที่ .....  
Written at

วันที่ ..... เดือน ..... พ.ศ. ....  
Date Month Year

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

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

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

- ☐ หุ้นสามัญ : ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary Shares : ..... shares which can cast votes equaling ..... votes,
- ☐ 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 88 ปี (กรรมการอิสระ, ประธานกรรมการตรวจสอบ)  
อยู่บ้านเลขที่ 822/162 ซอยทองหล่อ สุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110  
Mr. Vibul Aunsnunta Age 88 years (Independent Director, Chairman of the Audit Committee)  
residing at 822/162 Soi Thonglor, Sukhumvit 55, Khwaeng Klongton Nua, Khet Wattana, Bangkok 10110

หรือ (or)

☐ (3) นาย ช.นันท์ เพ็ชร์ไพศัย อายุ 72 ปี (กรรมการอิสระ, กรรมการตรวจสอบ)  
อยู่บ้านเลขที่ 28 ซอยลาดพร้าว 106 (บุญอุดม 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310  
Mr. Chor Nun Petpaisit Age 72 years (Independent Director, Audit Committee Member)  
residing at 28 Soi Ladprao 106 (Boonudom 1), Khwaeng Plubpla, Khet Wangthonglang, Bangkok 10310

อ้างอิงข้อมูลกรรมการอิสระ ที่อยู่ในประเทศไทย ในหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 37/2567

Referred information of personal data of independent directors based in Thailand attached in the Invitation Letter of Annual General Meeting of Shareholders No. 37/2024.



คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 37/2567 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10:00 น. ณ ห้องแกรนด์ฮอลล์ ชั้นที่ 28 บางกอกคลับ อาคารสาทรซิตี้ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The authorize only one as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 37/2024 on Monday, 29 April 2024 at 10:00 Hours, at Grand Hall Room, 28<sup>th</sup> Floor, Bangkok Club, Sathorn City Tower Building, No. 175 South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

**วาระที่ 1**  
**Agenda 1**

พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 36/2566 ประชุมเมื่อวันศุกร์ที่ 28 เมษายน 2566  
To certify the Minutes of the Annual General Meeting of Shareholders No. 36/2023 held on Friday, 28 April 2023.

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 2**  
**Agenda 2**

พิจารณารับทราบรายงานสรุปผลการดำเนินงานของบริษัทฯ และแบบแสดงรายงานประจำปี 2566 ของคณะกรรมการ  
บริษัทฯ (แบบ 56-1 One Report)  
To consider and acknowledge the summarized report of the Company's performance and the Annual Report for 2023 of the Board of Directors. (Form 56-1 One Report)

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 3**  
**Agenda 3**

พิจารณาอนุมัติงบการเงินของบริษัทฯ สำหรับปี สิ้นสุดวันที่ 31 ธันวาคม 2566 และรายงานของผู้สอบบัญชีรับอนุญาต  
โดย บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด ซึ่งได้ตรวจสอบและรับรองแล้ว  
To consider and approve the Company's financial statements for the year ended December 31, 2023 and Independent Auditor's Report by KPMG Phoomchai Audit Limited.

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 4**

พิจารณาอนุมัติจ่ายเงินปันผลประจำปี 2566 จากกำไรสะสมของบริษัทฯ ในอัตราหุ้นละ 2.625 บาท กำหนดจ่ายเงินปันผลในวันอังคารที่ 28 พฤษภาคม 2567

(ผู้ถือหุ้นบุคคลธรรมดาที่ได้รับเงินปันผล สามารถขอเครดิตภาษีเงินปันผลคืนได้ ตามหลักเกณฑ์ที่ประมวลรัษฎากร มาตรา 47 ทวิ กำหนดเฉพาะส่วนที่บริษัทจ่ายจากกำไรของบริษัทฯ เสียภาษีเงินได้ในอัตราร้อยละ 20)

**Agenda 4**

To consider and approve the annual dividend payment for 2023 from the Company's retained earnings at Baht 2.625 per share and the dividend payment will be paid on Tuesday, 28 May 2024.

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

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

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

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

**วาระที่ 5**

พิจารณาอนุมัติแต่งตั้งกรรมการบริษัท 5 ท่าน ที่ต้องออกตามวาระในปี 2567 กลับเข้าดำรงตำแหน่งใหม่อีกวาระหนึ่ง (อ้างอิง ข้อมูลคณะกรรมการบริษัท ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 37/2567)

**Agenda 5**

To consider and approve the appointment of five directors to replace those who retired by rotation for 2024.

(Referred to the details of directors attached in the Invitation Letter of Annual General Meeting of Shareholders No. 37/2024)

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

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

☐ แต่งตั้งกรรมการทั้งหมด 5 ท่าน (To appointment of five directors)

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

☐ แต่งตั้งกรรมการเป็นรายบุคคลดังนี้ (To appointment each director)

1. ชื่อกรรมการ

นาง ชนิตา

อัสฎาธร

Name of director:

Mrs. Chanida

Asdathorn

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

2. ชื่อกรรมการ

นาย ฮิเดกิ

ชิราอิชิ

Name of director:

Mr. Hideki

Shiraishi

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

3. ชื่อกรรมการ นาย ฮิเดกิ ทากายาสึ  
Name of director: Mr. Hideki Takayasu  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- 
4. ชื่อกรรมการ นาย ฮิโรชิเงะ โนเซะ  
Name of director: Mr. Hiroshige Nose  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- 
5. ชื่อกรรมการ นาย อิรุรุ ฮิดากะ  
Name of director: Mr. Iruru Hidaka  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain
- 

**วาระที่ 6**

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการของบริษัท สำหรับปี 2567 ที่ เป็นค่าตอบแทนรายปี และค่าเบี้ยประชุม จำนวนรวมไม่เกิน 6,000,000.- บาทต่อปี (หกล้านบาทถ้วน) ดังนี้:-

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

**Agenda 6**

To consider and approve the directors' remunerations for 2024 consists of annual remuneration and Meeting allowance with the amounting not exceed 6,000,000.- Baht/Year. (Baht: Six Million)

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

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

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7**

พิจารณาอนุมัติแต่งตั้ง บริษัท เคพีเอ็มจี ภูเก็ต จำกัด เป็นผู้สอบบัญชีภายนอกของบริษัท และกำหนดค่าสอบบัญชีประจำปี 2567 เท่ากับ 1,555,000.- บาทต่อปี (หนึ่งล้านห้าแสนห้าหมื่นห้าพันบาทถ้วน)

**Agenda 7**

To consider and approve the appointment of KPMG Phoomchai Audit Limited as the Company's External Auditors and fix the audit fee for 2024 is 1,555,000.- Baht/Year. (Baht: One Million Five Hundred and Fifty five Thousand)

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

☐ (B) The proxy shall have the right to vote as per my/our intention as follows:

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

**วาระที่ 8**

พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda 8**

To consider other businesses. (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

☐ (B) The proxy shall have the right to vote as per my/our intention as follows:

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

- (5) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือ เพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

**หมายเหตุ / Remarks**

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

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



**ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข**  
**Attachment Along of the Proxy (Form B)**

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 37/2567 ในวันจันทร์ที่ 29 เมษายน 2567 เวลา 10.00 น. ณ ห้องแกรนด์ฮอลล์ ชั้นที่ 28 บางกอกคลับ อาคารสาทรซิตี้ทาวเวอร์ เลขที่ 175 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Annual General Meeting of Shareholders No. 37/2024 on Monday, 29 April 2024 at 10:00 Hours, at Grand Hall Room, 28<sup>th</sup> Floor, Bangkok Club, Sathorn City Tower Building, No. 175 South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

วาระที่ ..... เรื่อง: .....  
Agenda Re:

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

วาระที่ ..... เรื่อง: .....  
Agenda Re:

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

วาระที่ ..... เรื่อง: .....  
Agenda Re:

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

วาระที่ ..... เรื่อง: .....  
Agenda Re:

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

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



<b>Name</b>	•	<b>Mr. Vibul Aunsuntha (Thai Nationality)</b>
<b>Position</b>	•	<b>Independent Director, Chairman of Audit Committee.</b>
<b>Age</b>	•	<b>88 Years</b>
<b>Address</b>	•	<b>822/162 Soi Thonglor, Kwang Klongton Nua, Khet Wattana, Bangkok 10110</b>

### **Education**

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

### **Position in another Company or Business that may cause conflict**

Nov 1999 - Mar 2016	Independent Director and Audit Committee,
Mar 2016 – Present	Independent Director and Chairman of the Audit Committee, Fine Metal Technologies Public Company Limited.

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

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

### **Others Information**

- (1) Holding the Company's shares as of 31 December 2023. : None.
- (2) Position in another Company or Business that may cause conflict. : None.
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024. : None.
- (4) Legal dispute: None.

### **Meeting Attendance in 2023**

- The Board of Directors' Meeting. = 3/4 Times.
- The Audit Committee Meeting. = 3/4 Times.
- Attended Annual General Meeting of Shareholders in 2023, held on Friday, 28 April 2023.

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



<b>Name</b>	● <b>Mr. Chor Nun Petpaisit (Thai Nationality)</b>
<b>Position</b>	● <b>Independent Director, Audit Committee Member.</b>
<b>Age</b>	● <b>72 Years</b>
<b>Address</b>	● <b>28 Soi Larprao 106 (Boonudom 1) Kwang Plubpla, Khet Wangthonglang, Bangkok 10310</b>

### **Education**

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

### **Position in another Company or Business that may cause conflict**

28 Feb 2006 - Present, 3 Apr 2002 - 17 Nov 2004	Independent Director, Bangkok Insurance PCL.
27 Feb 2009 – Present	Audit Committee, Bangkok Insurance PCL.
Y. 2013 - Present	Adviser, Thai Charoen Corporation Group. (TCC Group)
Apr 2015 - Present	Independent Director, Audit Committee, Interhides PCL.
Apr 2019 - Present	Independent Director, Audit Committee, Fine Metal Technologies Public Company Limited.

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

30 July 2020 - 14 Nov 2022	Independent Director, Shangri- La Hotel, Bangkok.
----------------------------	---

### **Work Experiences**

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

### **Others Information**

- (1) Holding the Company's shares as of 31 December 2023. : None.
- (2) Position in another Company or Business that may cause conflict. : None.
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024. : None.
- (4) Legal dispute. : None.

### **Meeting Attendance in 2023**

- The Board of Directors' Meeting = 4/4 Times.
- The Audit Committee Meeting = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2023, held on Friday, 28 April 2023.

## **Qualifications of Independent Director**

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

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

-----

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



- ❶    **Name**            •    **Mrs. Chanida Asdathorn (Thai Nationality)**  
          **Position**        •    **Director**  
          **Age**             •    **83 Years**

**Education**

- Bachelor Degree of Business Administration, Pasadena College, California, U.S.A.
- Director Training
  - Director Accreditation Program-DAP from Thai Institut of Director (IOD)

**Position in the Company, another Company or Business**

- Director, Furukawa Metal (Thailand) Public Company Limited. (Y. 1988 – Jul 2017)
- Chairman, Furukawa Metal (Thailand) Public Company Limited. (10 Aug 2017 – 10 Nov 2018)
- Director, Fine Metal Technologies Public Company Limited. (Dec 2018 – Present)

**Work Experiences**

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

**Others Information**

- |  |                                  |
|--|----------------------------------|
| (1) Holding the Company's shares as of 31 December 2023  | ◆ <u>Total 1,225,810 Shares.</u> |
| (2) Position in another Company or Business that may cause conflict.   | ◆ <u>None</u>                    |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024. | ◆ <u>None</u>                    |
| (4) Legal dispute  | ◆ <u>None</u>                    |

**Meeting Attendance in 2023**

- The Board of Directors' Meeting attended. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2023, held on Friday, 28 April 2023.

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



- ②**
- |                 |   |
|-----------------|---|
| <b>Name</b>     | ● Mr. Hideki Shiraishi (Japanese Nationality) |
| <b>Position</b> | ● Director                                    |
| <b>Age</b>      | ● 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 (Jun 2020 – Present)

**Work Experiences (in Japan)**

- Corporate Banking Division, Corporate Planning Division, The Industrial Bank of Japan. (Apr 1981 – Mar 2002)
- Executive Officer, Mizuho Bank. (Apr 2002 – Oct 2011)
- Senior Managing Director, Toko Electrical Construction Co., Ltd. (Nov 2011 – Jun 2017)
- Managing Director, Japan Industrial Partners, Inc. (Jul 2017 – Present)
- Chief Executive Officer, Okumura Metals Co., Ltd. (Jun 2021 – Present)

**Others Information**

- |  |               |
|--|---------------|
| (1) Holding the Company's shares as of 31 December 2023  | ◆ <u>None</u> |
| (2) Position in another Company or Business that may cause conflict.   | ◆ <u>None</u> |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024. | ◆ <u>None</u> |
| (4) Legal dispute  | ◆ <u>None</u> |

**Meeting Attendance in 2023**

- The Board of Directors' Meeting attended. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2023, held on Friday, 28 April 2023.

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



- ③    **Name**    •    **Mr. Hideki Takayasu (Japanese Nationality)**  
      **Position** •    **Director**  
      **Age**     •    **56 Years**

**Education**

- Bachelor Degree of Engineering in Mechanical, Shibaure Institute of Technology Japan.

**Position in another Company or Business that may cause conflict**

- Director, Fine Metal Technologies Public Company Limited. (Aug 2021 – Present)
- Factory Manager, Fine Metal Technologies Public Company Limited. (Jun 2023 – Present)

**Work Experiences (in Japan)**

- Quality Assurance Manager, Outokumpu Hitachi Copper Tube(Thailand) Co., Ltd. (Nov 2002 – Nov 2006)
- Technical Manager, Luvata Hitachi Cable (Thailand) Co., Ltd. (Nov 2006 – Dec 2008)
- Production Manager, Hitachi Cable Co., Ltd. (Sep 2008 – Mar 2010)
- Sales & Customer Technical Service Manager, Luvata Hitachi Cable (Thailand) Co., Ltd. (Apr 2010 – Y. 2012)
- Director of Production, Luvata Heating Cooling Technologies (Thailand) Co., Ltd. (Y. 2012 – Y. 2017)
- Director of Sales & Customer Technical Service, Loyal Hailiang Copper(Thailand)Co., Ltd. (Y. 2017 – Jun 2019)
- Logistic Division Business Advisor, Furukawa (Thailand) Co., Ltd. (Jul 2019 – Jun 2020)
- Business Strategy & Sales Engineering Advisor, Fine Metal Technologies Public Co., Ltd. (Jul 2020 – Jul 2021)
- General Manager of Sales Department, Fine Metal Technologies Public Co., Ltd. (Jul 2021 – Mar 2023)
- Assistant Factory Manager, Fine Metal Technologies Public Co., Ltd. (Apr 2023 – May 2023)

**Others Information**

- |  |               |
|--|---------------|
| (1) Holding the Company's shares as of 31 December 2023.   | ◆ <u>None</u> |
| (2) Position in another Company or Business that may cause conflict.   | ◆ <u>None</u> |
| (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024. | ◆ <u>None</u> |
| (4) Legal dispute  | ◆ <u>None</u> |

**Meeting Attendance in 2023**

- The Board of Directors' Meeting attended. = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2023, held on Friday, 28 April 2023.

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



- ④    **Name**    •    **Mr. Hiroshige Nose (Japanese Nationality)**  
      **Position** •    **Director**  
      **Age**     •    **63 Years**

**Education**

- Bachelor's Degree in Economics from Wakayama University, Japan and Master's Degree in Business Administration from Sasin Graduate Institute of Business Administration of Chulalongkorn University

**Position in another Company or Business that may cause conflict**

- General Manager of Business Planning Management  
Fine Metal Technologies Public Company Limited. (Mar 2021 – Present)
- Director, Fine Metal Technologies Public Company Limited. (Apr 2023 – Present)

**Work Experiences**

- Deputy Branch Manager, Shinjuku-Chuo Branch, Mizuho Bank. (Apr 2002 – Aug 2004)
- President, Mizuho Corporate Leasing (Thailand) Co., Ltd. (Sep 2004 – Sep 2008)
- Senior Auditing manager in the Operation Audit Dept., Mizuho Corporate Bank. (Oct 2008 – Feb 2011)
- General Manager, Simon Corporation. (Mar 2011 – Feb 2012)
- Managing Director, Thai Simon Safety Industries Co., Ltd. (Feb 2012 – Sep 2013)
- General Manager, Simon Corporation. (Sep 2013 – Mar 2014)
- Director, Sinfonia Technology (Thailand) Co., Ltd. (Apr 2014 – Aug 2018)
- General Manager, Sinfonia Technology Co., Ltd. (Aug 2018 – Jan 2021)

**Others Information**

- (1) Holding the Company's shares as of 31 December 2023. ♦ None
- (2) Position in another Company or Business that may cause conflict. ♦ None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 28 April 2024. ♦ None
- (4) Legal dispute ♦ None

**Meeting Attendance in 2023**

- The Board of Directors' Meeting attended = 2/4 Times.  
The Company's appointment Mr. Hiroshige Nose as Director on 29 April 2023.



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



- |          |  |   |
|----------|--|---|
| <b>⑤</b> | <b>Name</b><br><b>Position</b><br><b>Age</b> | <ul style="list-style-type: none"> <li>● Mr. Iruru Hidaka (Japanese Nationality)</li> <li>● Independent Director</li> <li>● 65 Years</li> </ul> |
|----------|--|---|

**Education**

- Bachelor Degree of Law, KEIO University, Japan.

**Position in another Company or Business that may cause conflict**

- Independent Director,  
Fine Metal Technologies Public Company Limited. (Nov 2020 – Present)

**Work Experiences (in Japan)**

- Head of Department, Pipe & Tube Export Department, Nippon Steel Corporation. (Apr 2002 – Jan 2005)
- General Manager, Office of the President,  
The Siam United Steel (1995) Co., Ltd. (Thailand) (Feb 2005 – Jul 2010)
- General Manager, Overseas Business Development Division,  
Nippon Steel Corporation (Japan, Hereinafter NSC) (Jun 2010 – Jun 2011)
- Director and President, Nippon EGalv Steel Sdn. Bhd. (Malaysia) (Jun 2011 – Jun 2016)
- General Manager, Global Business Development Sector  
Nippon Steel & Sumitomo Metal Corporation Co., Ltd.(Japan) (Jun 2016 – Mar 2017)
- General Manager, Oversea Business Development Department  
Nippon Steel & Sumitomo Metal Product Co., Ltd.(Japan) (Apr 2017 – Sep 2018)

**Others Information**

- |     |   |               |
|-----|---|---------------|
| (1) | Holding the Company's shares as of 31 December 2023.  | ◆ <u>None</u> |
| (2) | Position in another Company or Business that may cause conflict.  | ◆ <u>None</u> |
| (3) | The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders<br>No. 37/2024 will be held on Monday, 28 April 2024. | ◆ <u>None</u> |
| (4) | Legal dispute   | ◆ <u>None</u> |

**Meeting Attendance in 2023**

- The Board of Directors' Meeting attended = 4/4 Times.
- Attended Annual General Meeting of Shareholders in 2023, held on Friday, 28 April 2023.

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

The registration of the attendants of Annual General Meeting of Shareholders for 2024 of Fine Metal Technologies Public Company Limited will be carried out for registration in the front of Grand Hall Room, 28<sup>th</sup> Floor, Bangkok Club, Sathorn City Tower Building, No.175, South Sathorn Road, Khwaeng Thung Mahamek, Khet Sathorn, Bangkok Metropolis 10120. Therefore, for registration convenience, the Meeting attending shareholders and the proxies kindly prepare documents for declaration in the said Meeting date.

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

#### **1.1 In the Event of Natural Person**

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

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

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

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

#### **1.2 In the Event of Juristic Person**

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

- (1) Photocopy of the Company's Certificate issued by the Ministry of Commerce or assigned department within 6 months certify by the authorized person of such juristic with Company's seal. (if any)
- (2) Proxy Form B enclosed with Invitation to the Meeting is used and filled with complete and correct statements and affixed with the signature of both of the principal and the proxy. However, the principal who is the juristic person shall sign by the authorized person to act on behalf of the juristic person and affix the Company's seal. (if any)
- (3) The proxy kindly declares citizen identification card or government official identification card or passport of the proxy to the officer for registration of the meeting attendance.

### **② Meeting Practice**

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

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

---

**Chapter 3 • Directors and Their Power**

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

**Chapter 4 • Shareholders' Meeting**

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

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

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

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

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

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

37. In every Shareholders' Meeting, all shareholders shall have one vote for each share.

A shareholder who has in any resolution a special interest may not vote on such resolution, except for the election of Directors.

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

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

## **Chapter 6 ● Dividends and Reserves**

42. A payment of dividends can be made only by the resolution of the Shareholders' Meeting or the resolution of the Board of Directors in case of interim dividends.

A written notice of payment shall be sent to all shareholders and be advertised in a local newspaper for three (3) consecutive days. The payment of such dividends must be made within one (1) month from the date such resolution was passed.

43. The Board of Directors may from time to time pay to the shareholders interim dividends as appeared to them to be justified by the profit of the Company and such payment shall be reported to the shareholders in the next Shareholders' Meeting.
44. Dividends shall be paid according to the number of shares issued and shall be equally paid to each share unless otherwise provided for the preference shares.
45. The Company must appropriate part of the annual net profit to reserve fund, at least five (5) per cent of the annual net profits less the accumulated loss brought forward (if any) until the reserve fund reaches at least ten (10) per cent of the registered capital.

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

#### **Chapter 8 • Books, Accounts, and Audits**

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

## **Chapter 9 • Complementary Provision**

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

-----

## **Company's General Information and Others.**

### **General Information**

Company Name Fine Metal Technologies Public Company Limited.  
 Symbol FMT  
 Company Register no. 0107539000057  
 Register Capital 480,000,000.- Baht  
 Paid up capital 480,000,000.- Baht  
 Par value 10.- Baht  
 Type of business Manufacture of Seamless Copper Tube which a vital part in the manufacture of air-conditioners and refrigerators.  
 Website <http://www.fmt.co.th>

### **Bangkok office**

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

### **Factory Location**

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

### **Reference Person**

#### **Registrar**

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

### **Auditors Y. 2023**

- 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 or
- 4) Miss Jamjuree Sathapornchaiwat Certified Public Accountant Number 11567

KPMG Phoomchai Audit Limited.  
 Empire Tower, 50<sup>th</sup> Floor,  
 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120

Tel. number 02 – 677 – 2000  
 Fax number 02 – 677 – 2222  
 Website <http://www.kpmg.co.th>

### **External Auditors Fee 3 Years (Y. 2021 - Y. 2023)**

Year	Office	Audit Fee (Baht)
2021	KPMG Phoomchai Audit Limited	1,450,000.- Baht
2022	KPMG Phoomchai Audit Limited	1,500,000.- Baht
2023	KPMG Phoomchai Audit Limited	1,530,000.- Baht



**Personal Data Protection Statements for the Annual General Meeting of Shareholders 2024**

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

**Personal Data**

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

**Purpose, Necessity, and Collected Personal Data**

The Company shall collect, use, and disclose personal data of the shareholders as per the purposes specified for the Annual General Meeting of Shareholders 2024, and shall arrange the Annual General Meeting of Shareholders 2024 in accordance with legal requirements, which involves meeting registration, attendance, voting record, photo and audio recording and/or video recording during the meeting, as well as for the purposes of recording and preparing a report of the Annual General Meeting of Shareholders to be submitted to relevant agencies, namely Department of Business Development, the Stock Exchange of Thailand, and shareholders, including disclosing such information on the Company's website.

**Source of Personal Data**

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

**Protection of Personal Data**

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

**Rights of Owner of Personal Data**

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

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

**Security Measure**

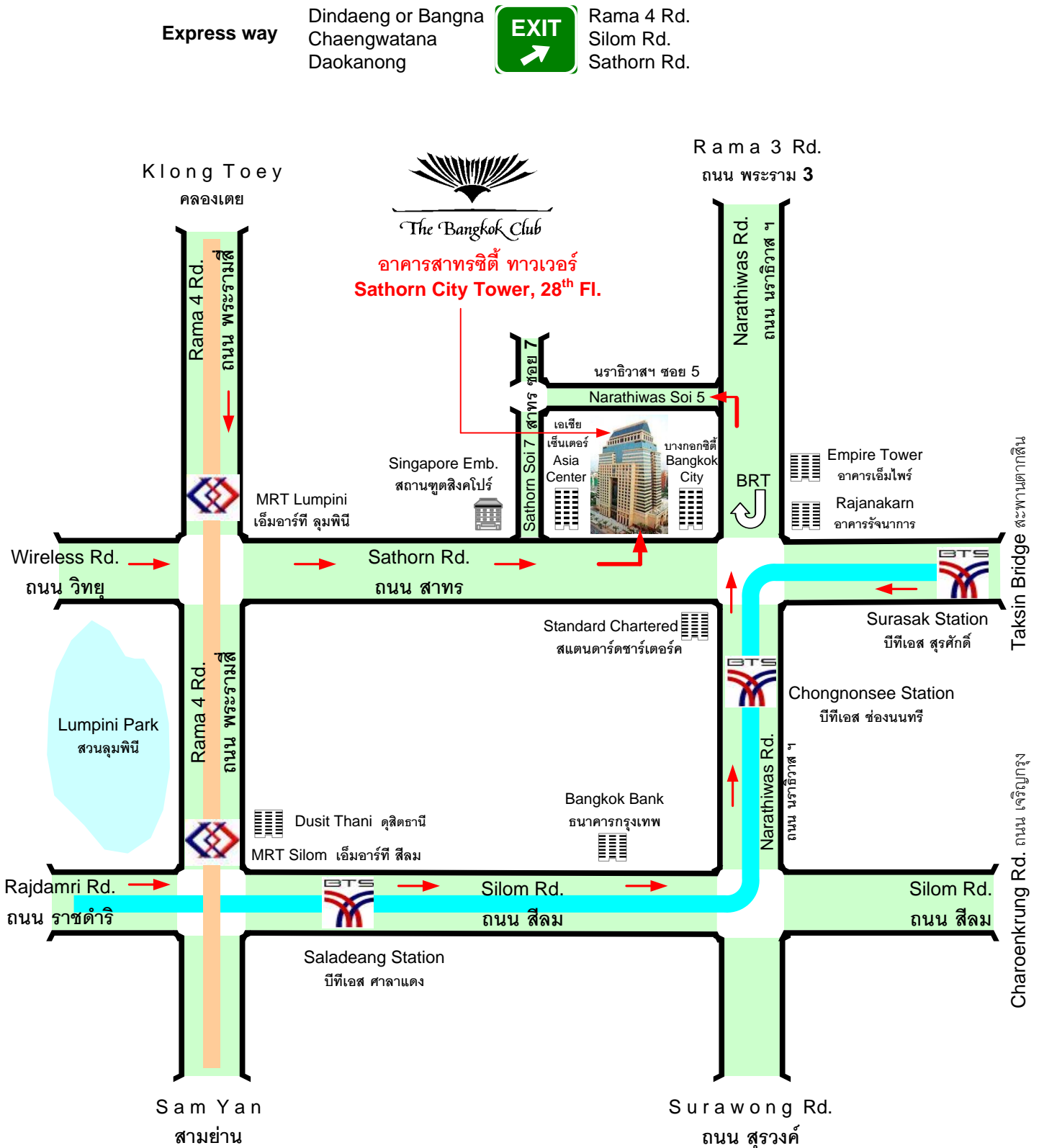
The Company sets up personal data security system as per specified Personal Data Protection Policy covering unauthorized access, amendment and destroying of personal data. The Company uses standardized data security system to ensure complete protection of shareholders' personal data. The Company agrees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

-----



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

บริษัท บางกอกคลับ จำกัด 175 อาคารสาทรซิตี้ทาวเวอร์ ชั้น 28, ถนนสาทรใต้, แขวงทุ่งมหาเมฆ, เขตสาทร, กรุงเทพฯ 10120





บริษัท ไฟน์ เมทัล เทคโนโลยีส์ จำกัด (มหาชน)

Fine Metal Technologies Public Company Limited

### **Bangkok office**

183 Regent House Building, 14<sup>th</sup> Floor, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330

Tel. (+66) 2-256-0641-50 Fax. (+66) 2-256-0651

### **Saraburi Factory**

213 Moo 4, Mittraphap Road Km. 125, Tambol Tub-Kwang, Amphur Kheang khoi, Saraburi 18260

Tel. (+66) 36-329-811-20 Fax. (+66) 36-329-822

