



**Notice of the Annual General Meeting of Shareholders Year 2020**  
**Furukawa Metal (Thailand) Public Company Limited**  
**on Wednesday - 29 April 2020 Time 10:00 A.M.**

**at Conference Room 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building,  
No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120**



7 April 2020

- Subject • Notice of the Annual General Meeting of Shareholders No. 33/2020
- Attention • Shareholders  
Furukawa Metal (Thailand) Public Company Limited. (FMT)
- Attachments 1) Minutes of the Annual General Meeting of Shareholders No. 32/2019.  
2) 2019 Annual Report in QR Code and the Company's Financial Statements as ended at 31 December 2019.  
3) Proxy Form with attachment along of the Proxy Form, (Form ก & Form ข)  
4) Qualifications of Independent Director.  
5) Independent directors 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 2020, regarding the outbreak of the novel coronavirus disease 2019. (Covid-19)

The Board of Directors of Furukawa Metal (Thailand) Public Company Limited has resolved that the Annual General Meeting of Shareholders No. 33/2020 to be held on Wednesday, 29 April 2020 at time 10:00 A.M. at the Conference Room No. 1103 on the 11<sup>th</sup> 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. 32/2019.**

Objective and Rationale The Annual General Meeting of Shareholders No. 32/2019 was held on Monday, 29 April 2019 was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in accordance with the law. Copy of the Minutes shown in attachment.

The Board's Opinion The Board of Directors considers and has the opinion that the Annual General Meeting of Shareholders No. 32/2019 was accurately, completely and recommends that adoption of the Minutes as proposed above.

**Agenda 2 • To acknowledge the Board of Directors' Annual Report on the Company's operations for the year 2019.**

Objective and Rationale The report of the Company's operations and other important information for the year 2019 is shown in the Annual Report 2019 for their acknowledgement.

The Board's Opinion The Board of Directors considered and has the opinion that the Shareholders Meeting should acknowledge the Company's operations for the year 2019.

Page 2 \_\_\_\_ Agenda 3 /

**Agenda 3 • To consider and approve the Company audited Financial Statements for the fiscal year ended 31 December 2019.**

Objective and Rationale The Company has already prepared the Financial Statements for the fiscal year ended 31 December 2019, which already been audited by the auditor Miss Sirinuch Vimolsathit ; CPA Registration No. 8413 of KPMG Phoomchai Audit Ltd., and considered by the Audit Committee, Details shown in the Company's Annual Report 2019.

The Board's Opinion 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 2019, considered by the Audit Committee, the Board of Directors and audited by the auditors from KPMG Phoomchai Audit Ltd.

**Agenda 4 • To consider and approve the Company pay dividend for the year 2019.**

Objective and Rationale The Board of Directors Meeting No. 1/2020, on Wednesday dated 26 February 2020 resolved to approve the Company pay dividend for the period of 1 January 2019 to 31 December 2019 at Baht 1.625 per share payable from the Company's net profit.

The Board's Opinion The Board of Directors considers and has the opinion that the Shareholders Meeting should consider and approve the payment of dividend for the year 2019 from the Company's net profit 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. In addition, the granting of such rights is uncertainty due to the approval of Shareholders' Meeting. 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%.

**Agenda 5 • To consider and approve the appointment of directors in place of those retiring by rotation for the year 2020.**

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 five (5) directors who retire by rotation as follows :

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

Profile of five (5) directors proposed for appointment as the Company's directors are shown in attachment.

Page 3 \_\_\_\_ The Board's Opinion /



The Board's Opinion

The Board of Directors agreed that the Shareholders' Meeting re-appoint the five (5) directors who retire by rotation in 2020 as directors of the Company for another term, namely are :

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

**Agenda 6 • To consider and approve the directors' remuneration for the year 2020.**

Objective and Rationale

The Board of Directors considered and reviewed the directors' remuneration for the year 2020 to be at the appropriate level, 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 attendance at the amount not exceeded Baht 5,000,000 (Baht : Five Million), which is the same amount approved by the Annual General Meeting of the Shareholders in 2019. Duties, responsibilities and directors' remuneration for the year 2019 are shown in the Company's Annual Report 2019.

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 2020 with the total amount not exceeded Baht 5,000,000.- as proposed.

**Agenda 7 • To consider and approve the appointment of the Company's Auditor and fix their audit fee for the year 2020.**

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 2020 with the names and CPA license numbers as follows :

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

Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. Then, three (3) mentioned auditors have neither connected transaction nor conflict of interest with the Company, management, major shareholder or their related persons.

Page 4 \_\_\_\_ The audit fee /

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

The Audit Committee recommends that appointment of the proposed auditor as KPMG Phoomchai Audit Ltd. has provided efficient service for the Company, good auditing experience and has audit fee in the appropriate and same level as other companies in the same industry,

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 auditor for the year 2020 ; the auditors are consist of :

- |                  |                |                  |
|------------------|----------------|------------------|
| 1) Mr. Songchai  | Wongpiriyaporn | CPA No. 10996 or |
| 2) Miss Sirinuch | Vimolsathit    | CPA No. 8413 or  |
| 3) Mr. Sumate    | Jangsamsee     | CPA No. 9362     |

with the audit fee Baht 1,450,000.- (Baht : One Million Four Hundred and Fifty Thousand) compared with the audit fee in 2019 was Baht 1,405,000.- (increasing 45,000 baht or 3.20 percentage).

**Agenda 8 ■ To consider and approve of 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 67 "Electronic Conference".**

Board of Directors' Opinion

The Board of Directors Meeting resolved to propose to the Shareholders' Meetings of the Articles of Association of the Company to comply with Section 100 of the Public Limited Company Act B.E. 2535 (1992) as amended by the Order of the Head of the National Council for Peace and Order. No. 21/2560 Re : Amendments of Laws to Facilitate the Ease of Doing Business, as follows

1. Determination of shareholders .
2. The case where the Board of Directors holds a shareholders' meeting as per the request of shareholders holding at least 10% of the total issued shares.
3. The case where the shareholders exercise the right to hold a shareholders' meeting when the Board of Directors fails to call one as per the request of the shareholders within the period specified by the laws.
4. The filing of registration applications.
5. Documents required for the filing of registration applications in case the shareholders exercise the right to hold a shareholders' meeting under Section 100.

The original text in the Articles of Association of Furukawa Metal (Thailand) Public Company Limited Chapter IV, Shareholders' Meeting is as follow.

Clause 31. The General Meeting of Shareholders shall be held at least once in every twelve months. This meeting shall be called "General Meeting". The General Meeting shall be held within four (4) months from the end of the accounting period of the Company.

Page 5 \_\_\_\_ Any other /

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

The Board of Directors may call an Extraordinary General Meeting whenever they think fit or the shareholders holding in aggregate of not less than one-fifth (1/5) of the total shares issued or at least twenty-five (25) shareholders, holding in aggregate of not less than one-tenth (1/10) of the total shares issued, request in a piece of written document to the Board of Directors for holding of an Extraordinary General Meeting. The requisition must clearly specify the objects for which the meeting is required to be called. The Board of Directors shall hold the meeting within one (1) month from the date of receiving such report.

Amendments in the Articles of Association of Furukawa Metal (Thailand) Public Company Limited Chapter IV : New Shareholders' Meeting is as follows.

Clause 31. The General Meeting of Shareholders shall be held at least once in every twelve months. This meeting shall be called "General Meeting". The General Meeting shall be held within four (4) months from the end of the accounting period of the Company.

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

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

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



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

And approve the amendment of the Articles of Association, Chapter 9, Additional Clause 59 to 67 "Electronic Conference" as following.

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 in accordance with the rule prescribed by the relevant notifications or laws.

Clause 60. All meeting attendees must be in the Kingdom of Thailand while meeting, and the meeting attendees for at least one-third (1/3) of the quorum shall be present in the same meeting.

Clause 61. The person who holds the meeting shall ask the meeting attendees to show up for attending the meeting via electronic media prior to the meeting attendance. The meeting attending director who has shown up to attend the meeting via electronic media can receive the meeting allowance.

Clause 62. The electronic conference must be carried out in accordance with the security standard of the electronic conference prescribed by the Ministry of Information and Communication Technology.

Clause 63. An Invitation to the Meeting and a meeting documentation can be delivered in accordance with the procedure and period, and shall be publicized in a newspaper as prescribed by laws or the meeting regulation. The delivery can be performed by e-mail instead. In this regard, the person who holds the meeting shall retain the copy of the Invitation Notice to the Meeting and the meeting documentation as evidence, and the said documents can be retained in the form of electronic information.

Clause 64. 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 65. 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.

Clause 66. 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 67. It shall be deemed that this electronic conference in accordance with the Notification of the National Council for Peace and Order 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.

The Board's Opinion

The Board of Directors considers and has the opinion that the Shareholders Meeting should 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 67 "Electronic Conference" as above mention.

**Agenda 9 • 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





บริษัท ฟุรุคาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)  
Furukawa Metal (Thailand) Public Company Limited

FURUKAWA  
ELECTRIC GROUP

ทะเบียนพาณิชย์ บพจ. (606)



Minutes of the Annual General Shareholders' Meeting No. 32/2019

of

Furukawa Metal (Thailand) Public Company Limited

#### Date, Time and Place

The Meeting was held on Monday, 29 April 2019 at 11:00 A.M. at Grand Hall Room, Bangkok Club, 28<sup>th</sup> Floor, Sathorn City Tower Building at No. 175, South Sathorn Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok Metropolis 10120.

#### The Directors attending Shareholders' Meeting :

1. Mr. Chai	Sophonpanich	Chairman
2. Mr. Junichi	Ishihara	Managing Director
3. Mr. Takeshi	Nishizawa	Director
4. Mr. Tinnakorn	Asdathorn	Director
5. Mr. Nobutaka	Taniguchi	Director
6. Mr. Makoto	Kasuga	Director
7. Mr. Daisuke	Hamada	Director
8. Mr. Gendai	Yamaguchi	Director
9. Mr. Vibul	Aunsuntha	Chairman of Audit Committee & Independent Director
10. Mr. Deja	Tulananda	Director & Independent Director

Then Company's management, Mr. Nopporn Moonsan (Factory Manager), Mrs. Siriporn Lueangrachanee (Company secretary), Miss Uraivan Wattanasirisombat (Interpreter) and Miss Sirinuch Vimolsathit (Auditor from KPMG Phoomchai Audit Ltd.) also attend this Meeting.

#### Preliminary Proceedings

Mr. Chai Sophonpanich was the Chairman of the Meeting. The Chairman opened the Meeting and announced that there were 42 shareholders present in persons and by proxies, representing 39,335,000 shares, or 81.95% of the total issued shares. (The total issued shares of the Company 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's secretary introduced Company's Board of Directors, Management to the Shareholders.

The Company's secretary by Mrs. Siriporn Lueangrachanee, introduced the Board of Directors attended the Meeting totally 10 persons and 2 directors namely ; Mrs. Chanida Asdathorn and Mr. Seiji Tojo could not attend this Meeting. Then clarified the way to proceed the Meeting and explained voting procedure for the agenda. Voting of each agenda will be done by Agreed, Disagreed or Abstained, one share will be counted as one vote.

Mrs. Siriporn Lueangrachanee, (the Company's secretary) stated to invite Mr. Chai Sophonpanich (Chairman of the Board) to commence the Annual General Shareholders' Meeting of the Company.

Page 2 \_\_\_\_ Mr. Chai Sophonpanich /

Mr. Chai Sophonpanich (Chairman) proceeded the Meeting as agenda as follows :

Agenda 1 To consider the adoption of the Minutes of the Annual General Shareholders' Meeting No. 31/2018.

- The Chairman proposed the Meeting to certify the Minutes of the Annual General Shareholders' Meeting No. 31/2018 held on Friday, 27 April 2018. The invitation letter and relevant documents which have been submitted to all shareholders prior to the Meeting.

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. 31/2018.

- Resolution The Meeting considered and certified the Minutes of the Annual General Shareholders' Meeting No. 31/2018 held on Friday, 27 April 2018, with unanimous votes as follow :

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 2018 on the Company's operational results in 2018.

- The Chairman proposed the Meeting to acknowledge the Board of Directors' Annual Report 2018 on the Company's operational results in 2018 which was sent to the shareholders prior to the Meeting.

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 2018 on the Company's operational results in 2018,

- Resolution The Meeting considered and acknowledged the Board of Directors' Annual Report 2018 and the Company's operational results in 2018, with unanimous votes as follow :

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 2018.

- The Chairman proposed the Meeting to consider and approve the audited Balance Sheet and Profit & Loss Statements for the year ended 31 December 2018, 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 2018, which have been sent to the shareholders.



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 2018.

- **Resolution** The Meeting considered and resolved to approve the Company's audited Balance Sheets and Profit & Loss Statements for the year ended 31 December 2018, with unanimous votes as follow :

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 2018'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 2018 from the Company's net profit from 1 January 2018 to 31 December 2018 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 March 2019. The dividend payment date shall be on Friday, 24 May 2019. The payment of dividend for the year 2018 will be paid from the Company's net profit which is subject to corporate income tax of 20%.

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 2018 from the Company's net profit.

- **Resolution** The Meeting considered and resolved to approve the payment of dividend for the year 2018 from the Company's net profit in 2018, with unanimous votes as follow :

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 directors in place of those retire by rotation in 2019.

- 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 4 directors who will retire by rotation as follows :

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

Page 4 \_\_\_\_ The Chairman /



The Chairman proposed the Meeting to nominate directors for re-appoint, nobody nominated additional list, the Chairman proposed the Shareholders' Meeting to re-appoint (4) four directors who had to retire by rotation in 2019 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.

Since there was no question, the Chairman proposed that the Meeting approve 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. Chai Sophonpanich

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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. Junichi Ishihara

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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. Deja Tulananda

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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.

4) Mr. Tinnakorn Asdathorn

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 2019.

- The Chairman proposed the Meeting to consider the directors' remuneration for the year 2019 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/Person/Year
• Chairman of the Audit Committee	420,000	Baht/Person/Year
• Audit Committee	360,000	Baht/Person/Year
• Director	300,000	Baht/Person/Year

Page 5 \_\_\_\_ The Chairman /

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 2019 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. 2018)

- **Resolution** The Meeting considered and resolved to approve the directors' remuneration for the year 2019 as proposed with unanimously vote as follows :

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 2019.**

- The Chairman proposed the Meeting to consider the appointment of (3) three auditors of KPMG Phoomchai Audit Limited as the Company's Auditors in 2019 are following :

1. Miss Munchupa Singsuksawat Certified Public Accountant No. 6112 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 1,405,000 (Baht : One Million Four Hundred and Five Thousand) increased 40,000 baht or 2.93% from the year 2018. 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.

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 2019.

- **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 2019 with the annual audit fee of Baht 1,405,000 with unanimously vote as follows :

(1) Agreed	39,335,000	votes	equivalent to	100 %
(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 others business. (if any)

- The Chairman inquired shareholders whether any shareholders have any proposal for consideration or not, no shareholders raised any proposal for consideration. The Chairman gave the opportunity to shareholders for interrogations, the Chairman and the Board of the Company replied inquiries and listened to shareholders' suggestions by following summaries :

- 8.1 Mr. Kasemphan Saruayjitthawat (the minor shareholder by self-meeting attendance) inquired about the advice on the operating plan of the Company in 2019.

Reply Mr. Chai Sophonpanich (Chairman) clarified that the general competitor of copper tube market has been from China, resulting in the Company's low business expansion. From the past few years, the Company as attempted to manufacture more value added products as if the Company manufactures general products, it will affect copper tube imported from China. Therefore, in the past the Company has attempted to adjust to manufacture more value added products than previous years, but it has been very difficult for possibility of high profitability. Nevertheless, the Company will attempt to maintain profit in the same level as 2018. The profit increased in 2018 was partly due to decline in price of copper sheet raw materials. However, in this year, it has been unsure that the circumstance of decline in demand of copper sheet and price will be similar to that in last year under current intensive competition in copper tube market.

- 8.2 Mrs. Vilai Chinanuwattiwong (the minor shareholder by self-meeting attendance) inquired about the Companies that are sold for copper tube manufactured by the Company ?

Reply Mr. Junichi Ishihara (Managing Director) clarified that the Company manufactures copper tube for use as component parts in manufacture of air-conditioners and refrigerators. The customers are Japanese nationality manufacturers of air-conditioners such as Daikin, Mitsubishi, Mitsubishi Heavy Duty, Toshiba and Panasonic, etc.

- 8.3 Miss Nuchanee Uthong (the representative of Thai Investors Association) inquired three issues as follows.

8.3.1) The previous operational results of the Company, the proportion of growing turnover and profit has been in similar nature in the past. She then inquired about the Board of Directors' guideline and strategy for developing the Company in such economic situation.

Reply Mr. Junichi Ishihara (Managing Director) delivered this gratitude for the inquiry that as clarified by the Chairman, the Company has confronted with hard situation due to the problem of importation of cheap copper tube from China for domestic distribution. In respect to strategy for competing with copper tube imported from China, the Company manufacture small copper tube and the said manufacture is difficult. China is unable to manufacture for quality competition.



The Company, therefore has launched sales promotion in this product market. Other than the strategy of small copper tube manufacture, the Company also manufacture and develop new products for use in Microwave and electric wires. Moreover, the Company will attempt to develop products for other type of use and increase more sales volume.

8.3.2) In Notes to Financial Statements, it indicated that the Company has granted credit term to a customer more than 270 days period while other companies have been granted for 30 – 90 days.

Reply Mr. Junichi Ishihara (Managing Director) clarified that the said customer is a company that has been granted by the Company for the same credit term as our competitor's company but the said company has taken a large number of orders with the Company. Nevertheless, the Company has given equal precedence to all companies which are the Company's customers.

8.3.3) She inquired about the Company's anti-corruption policy and the implementation of the said policy.

Reply Mr. Junichi Ishihara (Managing Director) clarified that the Company has been under study on operating procedure in this issue and has established new work unit which is CSR Unit to strictly control and supervise internal corruption.

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 11:40 A.M.

  
( Mr. Chai Sophonpanich )  
Chairman

**2019 Annual Report**  
**In which the Company's Financial Statements for the Fiscal Year**  
**Ended 31 December 2019**  
**in QR Code Format**

อากรแสตมป์ 20 บาท  
(Affix Duty Stamp  
20 Baht)

**แบบหนังสือมอบฉันทะ แบบ ก.  
PROXY FORM (Form ก.)**

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

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

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

(3) ขอมอบฉันทะให้ (Hereby appoint)

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

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

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

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

คนหนึ่งคนเดียวเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 33/2563 ในวันพุธที่ 29 เมษายน 2563 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 Shareholders' Meeting No. 33/2020 on Wednesday, 29 April 2020 at 10:00 A.M. at Conference Room 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120, or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนี้ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

**หมายเหตุ :**

- ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ถือ โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้

**Remarks :**

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



**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 ฟุรุคาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)  
am/are a shareholder of Furukawa Metal (Thailand) Public Company Limited

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

☐ หุ้นสามัญ : ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
Ordinary Shares : ..... shares which can cast votes equaling ..... votes,

☐ 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 85 ปี (กรรมการอิสระ และประธานกรรมการตรวจสอบ)  
Mr. Vibul Aunsunta 822/162 ซอยทองหล่อ แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110  
Age 85 years (Independent Director & Chairman of Audit Committee)  
residing at 822/162 Soi Thonglor, Khwaeng Klongton Nua, Wattana District, Bangkok 10110

หรือ (or)

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

หรือ (or)

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

อ้างอิงข้อมูลกรรมการอิสระ ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 33/2563

Referred personal data of independent directors attached in the Invitation Letter of Shareholders' Meeting No. 33/2020.

ต่อหน้า 2 \_\_\_\_\_ คนหนึ่งคนใด /  
Page 2 \_\_\_\_\_ The authorize only one /

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 33/2563 ในวันพุธที่ 29 เมษายน 2563 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 Shareholders' Meeting No. 33/2020 on Wednesday, 29 April 2020 at 10:00 A.M. at Conference Room No. 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building, No. 25 Sathom 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 an vote on my/our behalf, as he/she may deem appropriate.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) The proxy shall vote as per my/our intention as follows :

**วาระที่ 1** พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 32/2562 ประชุมเมื่อวันจันทร์ที่ 29 เมษายน 2562

**Agenda No. 1** To certify the minutes of the Annual General Meeting of Shareholders No. 32/2019 held on Monday, 29 April 2019.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 2** พิจารณารับทราบรายงานสรุปผลการดำเนินงานปี 2562 ของบริษัทฯ และรายงานประจำปี 2562

**Agenda No. 2** To acknowledge the Board of Directors' Annual Report on the Company's Operations for the year 2019.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 3** พิจารณานุมัติงบดุลและงบกำไรขาดทุนประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

**Agenda No. 3** To consider and approve the audited balance sheet, income statement and the auditor's report for the fiscal year ended 31 December 2019.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 4** พิจารณานุมัติจ่ายเงินปันผล จากกำไรสุทธิของผลการดำเนินงาน ตั้งแต่วันที่ 1 มกราคม 2562 ถึงวันที่ 31 ธันวาคม 2562 ในอัตราหุ้นละ 1.625 บาท โดยจ่ายจากกำไรสุทธิที่เสียภาษีในอัตราร้อยละ 20 กำหนดจ่ายเงินปันผล ในวันอังคารที่ 26 พฤษภาคม 2563

**Agenda No. 4** To consider and approve the Company pay dividend from the Company's net profit operational results for the period of 1 January 2019 to 31 December 2019 at Baht 1.625 per share which is subject to the corporate income tax of 20% and to be paid on Tuesday, 26 May 2020.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5** พิจารณาแต่งตั้งกรรมการบริษัท ที่ต้องออกตามวาระ 5 ท่าน กลับเข้ารับตำแหน่งใหม่อีกวาระหนึ่ง (อ้างอิง ข้อมูลคณะกรรมการบริษัท ในหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี ครั้งที่ 33/2563)

**Agenda No. 5** To consider the re-appointment of 5 directors who are due to retire by rotation.

(Referred to the details of directors attached in the Invitation Letter of Shareholders' Meeting No. 33/2020)

ต่อหน้า 3 \_\_\_\_ แต่งตั้งกรรมการ /  
Page 3 \_\_\_\_ To appoint of /

☐ แต่งตั้งกรรมการทั้งหมด 5 ท่าน (To appointment of 5 directors)

☐ เห็นด้วย  
Approve

☐ ไม่เห็นด้วย  
Disapprove

☐ งดออกเสียง  
Abstain

☐ แต่งตั้งกรรมการเป็นรายบุคคลดังนี้ (To appointment each director)

1. ชื่อกรรมการ นาย โนบุทาเก ทานิกุชิ  
Name of director : Mr. Nobutaka Taniguchi  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ นาย ทาเคชิ นิชิซาวะ  
Name of director : Mr. Takeshi Nishizawa  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นาย วิบูลย์ อังสนันท์  
Name of director : Mr. Vibul Aunsuntha  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

4. ชื่อกรรมการ นาย ช.นันท์ เพ็ชฌุพิศชัย  
Name of director : Mr. Chor Nun Petpaisit  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

5. ชื่อกรรมการ นาย อาคิรา ฟุจิตะ  
Name of director : Mr. Akira Fujita  
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6**

พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2563 ที่เป็นค่าตอบแทนรายเดือนและค่าเบี้ยประชุม จำนวนรวมไม่เกิน 5,000,000 บาทต่อปี 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 the directors' remunerations for monthly remuneration and meeting allowance for the year 2020 with the amounting not exceed 5,000,000 Baht/Year.

▪ 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
<input type="radio"/> เห็นด้วย	<input type="radio"/> ไม่เห็นด้วย	<input type="radio"/> งดออกเสียง
Approve	Disapprove	Abstain



**วาระที่ 7** พิจารณาแต่งตั้ง บริษัท เคพีเอ็มจี ภูมิไชย สอบบัญชี จำกัด เป็น ผู้สอบบัญชีภายนอก และกำหนดค่าสอบบัญชีภายนอกประจำปี 2563 เท่ากับ 1,450,000 บาทต่อปี

**Agenda No. 7** To consider the appointment of KPMG Phoomchai Audited as the Company's External Auditors and fix the audit fee for 2020 is 1,450,000 Baht/Year.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 8** พิจารณานุมัติแก้ไขข้อบังคับของบริษัทฯ หมวด 4 เรื่อง การประชุมผู้ถือหุ้น ข้อ 31 และอนุมัติแก้ไขข้อบังคับของบริษัทฯ หมวด 9 บทเพิ่มเติม เรื่อง การประชุมผ่านสื่ออิเล็กทรอนิกส์ ข้อ 59 – ข้อ 67

**Agenda No. 8** To consider and approve of the amendment to Clause 31, Chapter IV, Shareholder's Meetings of the Articles of Association of the Company and approve the amendment to Chapter 9, Additional Clause 59 to 67 "Electronic Conference".

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

**วาระที่ 9** พิจารณาเรื่องอื่น ๆ (ถ้ามี)

**Agenda No. 9** To consider other businesses (if any).

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

(5) ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด 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

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. ผู้ถือหุ้นจะต้องมอบอำนาจเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบอำนาจเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้

The shareholder may grant all of the shares specified in Clause (2) can not grant only a portion of the shares less than those specified in Clause (2) to the proxy.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบอำนาจตามที่แนบมานี้

In this regard, if the content is too long, it can be specified in the attached along of the proxy form.

1. ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้ มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the Meeting even shareholders who attend the meeting in person.
2. 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 ฟุรุคาวา เมทัล (ไทยแลนด์) จำกัด (มหาชน)**  
**Authorization as a shareholder of Furukawa Metal (Thailand) Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี ครั้งที่ 33/2563 ในวันพุธที่ 29 เมษายน 2563 เวลา 10.00 น. ณ ห้องประชุม 1103 ชั้น 11 อาคารกรุงเทพ ประกันภัย เลขที่ 25 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Annual General Shareholders' Meeting No. 33/2020 on Wednesday, 29 April 2020 at 10:00 A.M. at Conference Room No. 1103, 11<sup>th</sup> 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.



## **A Brief Profile of the Independent Director 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 and Chairman of Audit Committee</b>
<b>Age</b>	•	<b>85 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)
- Director Accreditation Program. (Class 53/2006)  
Thai Institute of Directors Association.

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

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

### **Other Information**

- (1) Holding the Company's shares as of 30 December 2019. : None.
- (2) Position in another Company or Business that may cause conflict. : None.
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020. : None.

### **Meeting Attendance in 2019**

- The Board of Directors' Meeting. = 4/4 Times.
- The Audit Committee Meeting. = 4/4 Times.
- Annual General Meeting of Shareholders in 2019, held on Monday, 29 April 2019.

## **Brief Profile of the Independent Director 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 and Audit Committee Member. (Appointment on 29 April 2019)</b>
<b>Age</b>	• <b>68 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.

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

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

### **Work Experiences**

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

### **Other Information**

- (1) Holding the Company's shares as of 30 December 2019. : None
- (2) Position in another Company or Business that may cause conflict. : None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020. : None

### **Meeting Attendance in 2019**

- The Board of Directors' Meeting = 2/2 Times.
  - The Audit Committee Meeting = 2/2 Times.
- The Company has appointed Mr. Chor Nun Petpaisit as Audit Committee Member and Independent Director on Monday, 29 April 2019.

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



Name	• Mr. Deja Tulananda (Thai Nationality)
Position	• Independent Director
Age	• 85 Years
Address	• 206/1 Soi Santikham 6, Sukhumvit Road 109, Tambol Samrongnua, Amphur Muang, Samutprakarn 10270

### **Education**

- Executive Program, Pennsylvania State University, U.S.A.
- Bachelor Degree of Economic, Leicester University, U.K.

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

- Executive Chairman : Bangkok Bank Public Company Limited.

### **Other Information**

- (1) Holding the Company's shares as of 30 December 2019. : None
- (2) Position in another Company or Business that may cause conflict. : None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020. : None

### **Meeting Attendance in 2019**

- The Board of Directors' Meeting. = 3/4 Times.
- Annual General Meeting of Shareholders in 2019, held on Monday, 29 April 2019.



**Credentials & Backgrounds of Directors who retired by rotation  
and proposed to be reappointed as the Company's director  
for another term (Agenda No. 5)**



- (1)    **Name**     • Mr. Nobutaka Taniguchi (Japanese Nationality)  
          **Position** • Director  
          **Age**       • 68 Years

**Education**

- Bachelor Degree of Commercial, Tokai University, Japan

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

- Chairman Tani International Trading Co., Ltd. (Y.1975 - Present)
- Chairman Tani Guchi Metal Co., Ltd. (Y.1988 – Present)
- Director Furukawa Metal (Thailand) Public Company Limited (Y. 1993 – Present)

**Work Experience**

- Chairman Tani International Trading Co., Ltd. (Y.1975 – Present)
- Chairman Tani Guchi Metal Co., Ltd. (Y.1988 – Present)
- Director Furukawa Metal (Thailand) Public Company Limited (Y. 1993 – Present)

**Other Information**

- (1) Holding the Company's shares as of 31 December 2019 : 648,010 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 2020 : None

**Meeting Attendance in 2019**

- The Board of Directors' Meeting = 4/4 Times.
- Annual General Meeting of Shareholders in 2019, held on Monday - 29 April 2019.

**Credentials & Backgrounds of Directors who retired by rotation  
and proposed to be reappointed as the Company's director  
for another term (Agenda No. 5)**



- (2) Name      • Mr. Takeshi Nishizawa (Japanese Nationality)  
Position      • Director  
Age            • 55 Years

**Education**

- Bachelor Degree in Nuclear Engineering, Kobe University, Japan.

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

- None

**Work Experience**

- Production Engineering Section, Furukawa Electric Co., Ltd. (Y. 1986 – Y. 2002)
- Manager, Production Engineering Section, Furukawa Electric Co., Ltd (Y. 2003 – Y. 2006)
- Manager, Production System Development Section, Furukawa Electric Co., Ltd (Y. 2007 – Y. 2012)
- General Manager of Planning Development, Furukawa Electric Co., Ltd (Y. 2013 – Y. 2014)
- Director, Okumura Metal Co., Ltd (Japan) (Y. 2016 – Present)
- General Manager of Quality & Engineering Department, Furukawa Electric Co., Ltd (Apr 2016)
- Director, Furukawa Metal (Thailand) Public Company Limited (Apr 2016 – Present)

**Other Information**

- (1) Holding the Company's shares as of 31 December 2019 : None
- (2) Position in another Company or Business that may cause conflict : None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020 : None

**Meeting Attendance in 2019**

- The Board of Directors' Meeting = 4/4 Times.
- Annual General Meeting of Shareholders in 2019, held on Monday - 29 April 2019.

**Credentials & Backgrounds of Directors who retired by rotation  
and proposed to be reappointed as the Company's director  
for another term (Agenda No. 5)**



- (3) Name** • **Mr. Vibul Aunsnuntha (Thai Nationality)**  
**Position** • **Chairman of the Audit Committee and  
Independent Director**  
**Age** • **85 Years**

**Education**

- Bachelor Degree in Business Administration, U.S.A.
- Master Degree in Economic, U.S.A.
- Thailand National Defense College (Class 30)

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

- Director Accreditation Program Class 53/2006 Thai Institute of Directors Association

**Work Experience**

- Advisor to the Board of Directors, Member of Nomination & Remuneration Committee Muang Thai Life Assurance Co., Ltd.
- Chairman of the Audit Committee & Independent Director, Furukawa Metal (Thailand) Public Company Limited (Y. 2009 – Present)
- Member of Remuneration & Nomination Committee, Good Governance, Muang Thai Life Assurance Co., Ltd. (Y. 1999 – Present)

**Other Information**

- (1) Holding the Company's shares as of 31 December 2019 : None  
(2) Position in another Company or Business that may cause conflict : None  
(3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020 : None

**Meeting Attendance in 2019**

- The Board of Directors' Meeting = 4/4 Times.
- Annual General Meeting of Shareholders in 2019, held on Monday - 29 April 2019.



**Credentials & Backgrounds of Directors who retired by rotation  
and proposed to be reappointed as the Company's director  
for another term (Agenda No. 5)**



- (4) Name • Mr. Chor Nun Petpaisit (Thai Nationality)**  
**Position • Audit Committee and Independent Director**  
**Age • 68 Years**

**Education**

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

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

- Director of the Audit Committee, Bangkok Insurance Public Co., Ltd. (Y. 2009 – Present)
- Independent Director, Bangkok Insurance Public Co., Ltd. (Y.2002 – Y. 2004, Y.2006 – Present)
- Independent Director and Director of the Audit Committee, Interhides Public Co., Ltd. (Y. 2015 – Present)
- Adviser, Thai Charoen Corporation Group (Y. 2013 – Present)

**Work Experience**

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

**Other Information**

- (1) Holding the Company's shares as of 31 December 2019 : None
- (2) Position in another Company or Business that may cause conflict : None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020 : None

**Meeting Attendance in 2019**

- The Board of Directors' Meeting = 2/2 Times.
- Annual General Meeting of Shareholders in 2019 : Not Attended

The Company has appointed Mr. Chor Nun Petpaisit as Audit Committee Member and Independent Director on Monday, 29 April 2019.

**Credentials & Backgrounds of Directors who retired by rotation  
and proposed to be reappointed as the Company's director  
for another term (Agenda No. 5)**



- (5) Name** • Mr. Akira Fujita (Japanese Nationality)  
**Position** • Audit Committee and Independent Director  
**Age** • 67 Years

**Education**

- Bachelor Degree in Law, Waseda University, Japan

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

- None

**Work Experience**

- Director & General Manager of Sales Department Furukawa Metal (Thailand) Public Company Limited. (Y. 1996 –Y. 2002)
- Senior Manager of Metal Sales Department, Kansai Branch Office, Furukawa Electric Co., Ltd. (Y. 2002 – Y. 2005)
- Senior Manager of Metal Sales Department, Furukawa Electric Co., Ltd. (Y. 2005 – Y. 2010)
- Executive Director, Sakakibara Co., Ltd. (Japan) (Y. 2010 – Y. 2012)
- President, Sakakibara Co., Ltd. (Japan) (Y.2012 – Y.2016)
- Vice Chairman, Sakakibara Co., Ltd. (Japan) (Y. 2016 – Y. 2018)
- Advisor, Sakakibara Co., Ltd. (Japan) (Y. 2018 – Y. 2019)
- Independent Director and Audit Committee, Furukawa Metal (Thailand) Public Company Limited (Y.2019 – Present)

**Other Information**

- (1) Holding the Company's shares as of 31 December 2019 : None
- (2) Position in another Company or Business that may cause conflict : None
- (3) The stakeholders in the proposed agenda of the Annual General Meeting of Shareholders in 2020 : None

**Meeting Attendance in 2019**

- The Board of Directors' Meeting = 1/1 Times.
- Annual General Meeting of Shareholders in 2019 : Not Attended

The Company has appointed Mr. Akira Fujita as Audit Committee Member and Independent Director on Monday, 5 August 2019

**Company 's Articles of Association Relating to Shareholders' Meeting**  
**Furukawa Metal (Thailand) Public Company Limited**

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**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 ;

- a) 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 ;
- b) any amendment to the Memorandum and/or Articles of Association of the Company ; or
- c) 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.

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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 2020 of Furukawa Metal (Thailand) Public Company Limited will be carried out for registration in front of Conference Room No. 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building No. 25, Sathorn Tai road, Kwang Thung Mahamek, Khet Sathorn, Bangkok. 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 ฎ. enclosed with Notice of Meeting Appointment is used and filled with complete and correct statements, and affixed with both of the principal and the proxy.

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

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

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

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

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

### **2. Meeting Practice**

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

2.2 Voting of each agenda shall be openly performed.

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

**General information**

Company Name Furukawa Metal (Thailand) Public Company Limited  
 Symbol FMT  
 Company Register no. 107539000057  
 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>  
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 - 52  
Factory Location 213 Moo 4 Mittraparb Road, Tumbol Tub-Kwang, Amphur Kaengkhoi, Suraburi Province 18260  
 Tel. number 036 - 329 - 811 - 19  
 Fax number 036 - 329 - 822

**Reference Person**

Registrar 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](mailto:SETContactCenter@set.or.th)

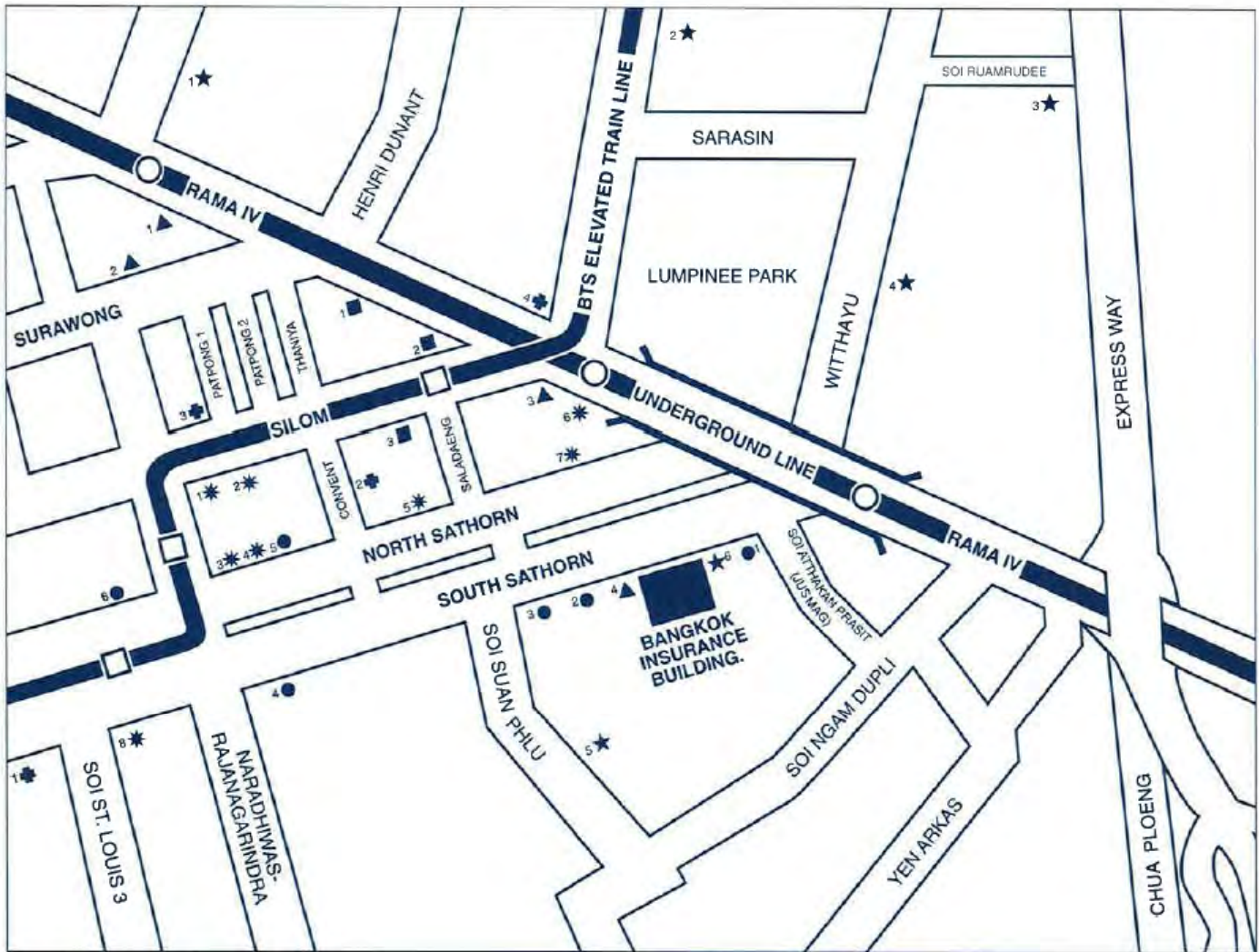
Auditors Year 2019 1) Miss Munchupa Singsuksawat Certified Public Accountant Number 6112 or  
 2) Miss Sirinuch Vimolsathit Certified Public Accountant Number 8413 or  
 3) Mr. Sumate Jangsamsee Certified Public Accountant Number 9362  
 KPMG Phoomchai Audit Limited  
 Empire Tower, 50<sup>th</sup> – 51<sup>st</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. 2017 – Y. 2019)**

Year	Office	Audit Fee (Baht)
2017	KPMG Phoomchai Audit Limited	1,275,000.- Baht
2018	KPMG Phoomchai Audit Limited	1,365,000.- Baht
2019	KPMG Phoomchai Audit Limited	1,405,000.- Baht

Internal Auditor 2019 EY Corporate Services Limited  
 33<sup>rd</sup> Floor, Lake Rajada Office Complex,  
 193/136 - 137 Rajadapisek Road, Klongtoey, Bangkok 10110  
 Tel. number 02 - 264 - 9090  
 Fax number 02 - 264 - 0789 - 90  
 Website [ey.com](http://ey.com)

### Map of Meeting Place



#### Meeting Time and Place

- Wednesday, 29 April 2020 at 10:00 A.M.  
at Conference Room No. 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building,  
No. 25 Sathorn Tai Road, Thung Mahamek, Khet Sathorn, Bangkok 10120



**Subject : Guideline for attending the Annual General Meeting of Shareholders for the year 2020,  
regarding the outbreak of the novel Corona virus Disease 2019. (COVID-19)**

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The outbreak of the novel Corona virus Disease 2019 (COVID-19) that has been designated by the Public Health Ministry as a dangerous communicable disease according to the Communicable Disease Act B.E. 2558. Furukawa Metal (Thailand) Public Company Limited ("The Company") worries of the situation and hereby inform the guideline for the Annual General Meeting of Shareholders for the year 2020 hold on Wednesday, 29 April 2020 time 10.00 A.M. at Conference Room 1103, 11<sup>th</sup> Floor, Bangkok Insurance Building, No. 25 Sathorn Tai Road, Kwaeng Thung Mahamek, Sathorn, Bangkok 10120. The Guideline, which are in accordance with the suggestions indicated the Department of Disease Control, Ministry of Public Health, are as follow :

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

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

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

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

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

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

