



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



JIS Certification  
No : KSTH24001

Resolutions of the Board of Directors' Meeting

23 February 2024

Subject : Fine Metal Technologies Public Company Limited declares dividend payment for 2023, and determines the Annual General Meeting of Shareholders for 2024.  
(Revised) Item 2. Disclosure of Connected Transaction.

Attn : Director and Manager  
The Stock Exchange of Thailand

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

1. It was resolved to approve the annual dividend payment for 2023 at the rate of Baht 2.625 per share from the Company's retained earnings. The Record Date for determining the right to receive the dividend was Monday, 11 March 2024. In this regard, granting such a right is still uncertain, subject to approval from the Shareholders' Meeting. The dividend payment date was set on Tuesday, 28 May 2024, and the dividend would be subject to the withholding tax at the rate specified by the laws. It was also resolved for this matter to be proposed to the Annual General Meeting of Shareholders for further approval.
2. It was resolved to approve the renewal of the Technical Collaboration Agreement for the Royalty Fee Payment & Service Agreement for the year 2024/2025 with Okumura Metals Co., Ltd., (Japan) the related party. The contract term is 1 year, starting from April 1, 2024 to March 31, 2025. Under this contract, the Company will receive technical service assistance and technical advice in producing Multi Grooved Tube product, as per customer requisition. These products may be ones the company has not previously produced, hence guidance on tools and production processes is required from Okumura Metal Co., Ltd. (Japan), to meet customer requirement.  
The transaction above is a connected transaction according to Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 Re: Rules on Connected Transactions and Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions BE 2546. The Company hereby discloses the information to the Stock Exchange of Thailand, with details of the connected transaction as attached herewith.
3. It was resolved that the Annual General Meeting of Shareholders No. 37/2024 will be held on Monday, 29 April 2024, at time 10:00 Hours, at the Grand Hall Room, 28<sup>th</sup> Floor of Bangkok Club at Sathorn City Tower Building, No.175, South Sathorn Road, Kwaeng Thung Mahamek, Khet Sathorn, Bangkok Metropolis 10120. The Record date to determine the right to attend the Annual General Meeting of Shareholders No. 37/2024 be set on Monday, 11 March 2024.
4. To consider and approve the appointment of Mrs. Unchana Yoosuk is the company secretary, effective from February 23, 2024 onwards, in place of Mrs. Siriporn Lueangrachanee, due to her retirement on December 31, 2023

Page 2 \_\_\_\_ 5. 1 That the agenda /

5. That the agenda for the Annual General Meeting of Shareholders No. 37/2024 are as follows:

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

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to adopt the Minutes of the Annual General Meeting of Shareholders No. 36/2023 held on Friday, 28 April 2023.

5.2 To consider and acknowledge the summarized report of the Company's performance for the year 2023 and the Annual Report of the year 2023 (Form 56-1 One Report) of the Board of Directors.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to acknowledge the summarized report of the Company's performance for the year 2023 and the Annual Report of the year 2023. (Form 56-1 One Report) of the Board of Directors.

- The details are as appeared in the Annual Report 2023.  
(Form 56-1 One Report)

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

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the Company's Financial Statements and the Auditor's Report for the year ended 31 December, 2023, which had already been audited and certified by the auditor from KPMG Phoomchai Audit Limited.

- The details are as appeared in the Annual Report 2023.  
(Form 56-1 One Report)

5.4 To consider and approve the annual dividend payment for the year 2023 from the Company's retained earnings.

Board of Directors' opinion It was deemed appropriate to propose to the Shareholders' Meeting to approve the annual dividend payment for the year 2023 from the Company's retained earnings to shareholders in the amount of 48 million shares at the rate of Baht 2.625 per share, Baht 126,000,000 in total. The Record Date to determine the right to attend the 2024 Annual General Meeting of Shareholders and to receive dividends was set to be on Monday, March 11, 2024, and the dividend would be paid on Tuesdays, 28 May 2024.

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

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

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

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

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

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

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

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

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

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

The comprising of external auditors are as follows:

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



Signed   Authorized Director  
( Mr. Junichi Ishihara and Mr. Hideki Takayasu )



**Disclosure of Connected Transaction**

**Technical Collaboration Agreement for the Royalty Fee Payment for the year 2024/2025  
between Fine Metal Technologies Public Company Limited and Okumura Metals Co., Ltd. (Japan)**

**(1) Date of Transaction**

on Friday, February 23, 2024.

**(2) Name of Parties Involved and Relationship with “the Company”**

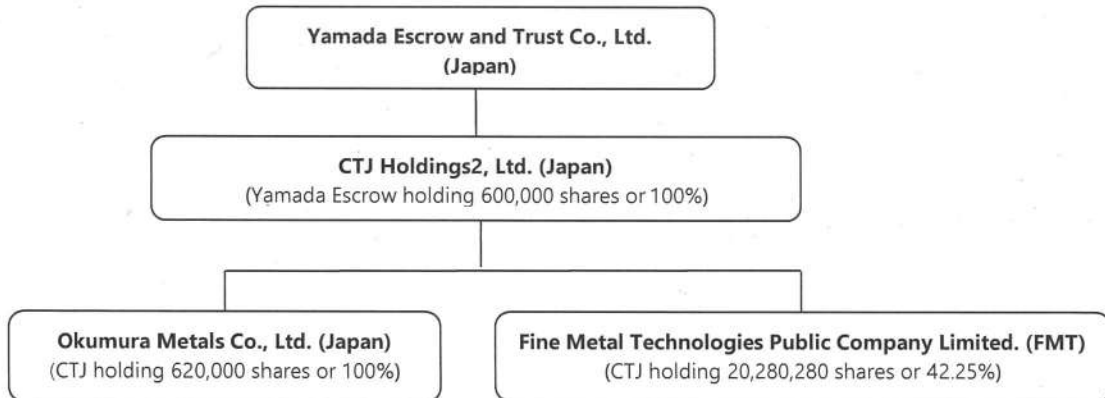
Name of Business Contract ● Technical Collaboration Agreement

Service Receiver ● Fine Metal Technologies Public Company Limited. (“the Company”)

Service provider ● Okumura Metals Co., Ltd. (Japan)

Relationship with the Company.

Fine Metal Technologies Public Company Limited and Okumura Metals Co., Ltd. (Japan) are subsidiaries of the same parent Company, CTJ Holdings2, Ltd. (Japan).



Details of Connected Persons

- CTJ Holdings2, Ltd. (Japan) is a “Major Shareholder”, holding 20,280,280 shares, or 42.25 percent of the Company’s registered paid-up capital.
- CTJ Holdings2, Ltd. (Japan) has Yamada Escrow and Trust Co., Ltd., holding a total of 600,000 shares, or 100 percent.
- Okumura Metals Co., Ltd. (Japan) has CTJ holdings2, Ltd. (Japan) as a shareholder holding a total of 620,000 shares, or 100 percent.

**(3) Characteristic of Transaction**

Fine Metal Technologies Public Company Limited has signed the Technical Collaboration Agreement for the production of seamless copper tubes, multi grooved tube, with Okumura Metals Co., Ltd. (Japan). The agreement commenced on October 1, 2021, and has been continuously renewed until the present. The current Technical Collaboration Agreement will end on March 31, 2024.

According to the Board of Directors' Meeting held on Friday, February 23, 2024, it was resolved to approve the renewal of the Technical Collaboration Agreement for another year, effective from April 1, 2024, to March 31, 2025. The Company is obligated to pay technical assistance fee calculated based on an estimated net sales volume at the rate of 1.75 baht per kilogram.

Details of these fees will be disclosed in the Company's Financial Statements.

**(4) Total Value and Criteria Used in Determining a Transaction's Total Value**

The Company has estimated sales for the year 2024 for the product of seamless copper tube, multi grooved tube, at the rate of 1.75 baht per kilogram, which is the agreed price within the Company's business group for calculating estimated the royalty fee payment.

For the year 2024, the Company has estimated the total value of technical assistance fee payment to be 12,100,000 baht. Based on past technical assistance fee payment from 2021 to 2023, averaging 12.8 million baht per year, if the total value of technical assistance fee payment exceed the estimated amount, the Company will calculate the size of new relevant transaction accordingly.

- Payment Method via Bank Transfer.
- Payment Term within 2 months from the first 6 months and the last 6 months of the year.  
Fee for the period from January to June, payment in August.  
Fee for the period from July to December, payment in February of the following year.

**(5) Transaction Size**

5.1 Criteria for calculating transaction size

- Net Tangible Assets (NTA) = Total Assets (-) Deferred Income Tax (-) Intangible Assets (-) Total Liabilities (-) Minor Shareholders' Equity.
- Net Tangible Assets (NTA) for the year 2023 = 1,597,498,732 Baht  
As per the audited Financial Statements of the Company as of December 1, 2023, which have been audited by the auditors.

5.2 Transaction Size

Based on the sales estimate for the year 2024, the Company has estimated the technical assistance fee payment to be approximately 12,100,000 baht, which is equivalent to 0.76% of Net Tangible Assets (NTA). This transaction size falls within the range of more than 0.03% of NTA but less than 3% of NTA, categorizing it as a medium size transaction.

Unit (Baht)	Balance Sheet as at December 31, 2023	Transaction Size over 0.03 percent or 1 Million Baht
Total Assets	2,792,381,566	
Deferred Income Tax	(26,118,871)	
Intangible Assets	(26,450,784)	
Total Liabilities	(1,142,313,179)	
Minor Shareholders' Equity	-	
Net Tangible Assets (NTA)	1,597,498,732	0.76%

### 5.3 Transaction Type and Company's Action Upon Transaction

The transaction entails providing specialized technical assistance solely to Fine Metal Technologies Public Company Limited. This is ordinary business support transactions without general trade conditions. The Company has to obtain resolution for annual approval for the connected transactions from its Board of Directors, and discloses transaction to the Stock Exchange of Thailand.

#### **(6) The Reasons and Necessity to Enter into the Transaction**

Since the Company's products are manufactured according to customer orders, it may produce products that have never been produced before, and it needs to receive advice from Okumura Metals Co., Ltd. (Japan) regarding tools and production.

#### **(7) Opinion of the Board of Directors**

Mr. Yoshihiko Mezaki, a director of FMT, is an advisor to Okumura Metals Co., Ltd. (Japan) and holds 1,000 shares, representing 0.00% (as of February 23, 2024) of the Company's total number of paid-up shares. Mr. Yoshihiko Mezaki is a director with no potential conflicts of interest; however, he did not attend the Meeting to consider this agenda item.

The Board of Directors of the Company has reviewed the appropriateness of entering into the Technology Collaboration Agreement. It has determined that the price and related terms and conditions are appropriate.


#### **(8) Opinion of the Audit Committee which is difference from the Opinion of the Board of Directors.**

- None -

Please be informed accordingly.

Yours sincerely,



  
(Mr. Junichi Ishihara and Mr. Hideki Takayasu)  
Director