



Sanko Diecasting (Thailand) Public Company Limited. บริษัท ชังโก ไดคาสติ้ง (ประเทศไทย) จำกัด (มหาชน)

Factory : Rojana Industrial Park Rayong , 3/14 Moo 2, T. Nongbua A. Bankhai Rayong 21120 Tel : 033-010701-05 Fax : 033-010706

Guidelines for the minority shareholders to address the meeting agenda for the Shareholders

Meeting and to present the names of the Directors in advance.

Sanko Diecasting (Thailand) Public Company Limited has always operated its businesses based on good corporate governance principles. The Company firmly believes that good governance is the key process in pushing the operation to success and to achieve the important goal of the Company, which is to increase the maximum value of the shareholders equally by taking into account other stakeholders and help establishing confidence in a transparent and verifiable business that does not violate the laws and the business ethics. During the annual Shareholders Meeting, the Company will allow the minority shareholders to address the additional agenda for the meeting and to present the names of the Directors in advance. This is part of the good corporate governance principles which has the details as follows;

1. The shareholder who wishes to address the agenda or to present the name of the Directors must have following qualifications;

- 1.1 Is a shareholder of the Company, whether or not as a single person or multiple person.
- 1.2 Holds the shares and have the right to vote amounting to not less than 5% of the voting rights of the Company.
- 1.3 Holds the shares on the day of addressing the agenda for the meeting or presenting the name of the Directors.

2. Addressing the Agenda

2.1 Matters that cannot be addressed as an agenda in the Shareholders Meeting are as follows;

- Matters regarding the usual conduct of the Company and facts that are stated by the shareholders which do not, for reasonable grounds, indicate any irregularities of such matter.
- Matters that are out of the Company's control
- Matters that have been proposed to the Meeting in the past 12 months and the supporting votes received was less than 10 percent of the total number of voting rights of the Company when the facts of the matter has not been significantly changed.
- Matters that does not comply with the notifications, regulations and laws of the government departments or any authorities supervising the Company or does not comply with the objectives, regulations, the shareholders' resolution or the principles of good governance of the Company.
- Matters of no benefits to the Company or may cause significant damage to the shareholders as a whole.



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- Matters that have already been conducted by the Company
- Matters that benefits individual or any particular parties or may cause conflicts of interests between any groups of the Company.

2.2 Procedures

2.2.1 Shareholders qualified under paragraph 1 must prepare and submit the ‘Shareholders Meeting agenda proposal form’ together with any documents for consideration to the Company’s secretary within the November 15th - December 31st 2017 and must clearly identify whether the agenda is for acknowledgement or for approval depending on the case. The address is as follows;

Company’s Secretary

Sanko Diecasting (Thailand) Public Company Limited, Chamnan Phenjati Business Centre, Room no. 65/26 Floor 2, Rama 9 Rd. Huai Khwang, Bangkok, 10310

However, the shareholders may propose the agendas unofficially via

E-mail: sct@sankothai.net, ir@sankothai.net or FAX: 02-612-2311

2.2.2 The Company’s secretary will review the agendas before presenting them to the Board of Directors. The agendas proposed must not fall into category 2.1 of the forbidden agendas. If the shareholders cannot prepare and submit the documents completely and correctly within the time frame, the Company will deem that the shareholders did not exercise their rights for addressing the agendas for the Shareholders Meeting.

2.2.3 The Board of Directors will consider the necessity and the appropriateness of the agendas proposed by the shareholders, whether or not they should be placed in the agenda of the Shareholders Meeting. The Board of Director’s resolution is considered final.

2.2.4 Matters which is approved by the Board of Directors will be placed in the agenda of the invitation letter together with the opinions of the Directors. Matters that are not approved will be notified to the Shareholders in the Shareholders Meeting or disclosed through other suitable channels.

3. Proposing the name of individuals for the Directors position

3.1 The Board of Directors of the Company consists of Directors no less than five (5) people but no more than fifteen (15) people. This must include Independent Directors of no less than three (3)



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people and all Directors must reside in the Kingdom of Thailand and has the following qualities or qualifications;

- 3.1.1 Must be a normal legal person
- 3.1.2 Does not have to be the shareholder of the Company
- 3.1.3 Must be a person of legal age
- 3.1.4 Must not be a bankrupt person, an incapable person or quasi-incapable person.
- 3.1.5 Must not be sentenced by final judgement to imprisonment in the case relating to corruption.
- 3.1.6 Must not be expelled or relieved of duty from the government sectors or any government organizations from corruption.

3.2 Procedures

3.2.1 Shareholders qualified under paragraph 1 must prepare and submit the 'Shareholders Meeting agenda proposal form' together with any documents for consideration to the Company's secretary within the November 15th - December 31st 2017 and must clearly identify whether the agenda is for acknowledgement or for approval depending on the case. The address is as follows;

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3.2.2 The Company's secretary will review the agendas before presenting them to the Board of Directors. The agendas proposed must not fall into category 2.1 of the forbidden agendas. If the shareholders cannot prepare and submit the documents completely and correctly within the time frame, the Company will deem that the shareholders did not exercise their rights for addressing the agendas for the Shareholders Meeting.

3.2.3 The Board of Directors will consider the qualifications of the proposed individuals, whether or not they should present their names to be elected in the Shareholders Meeting. The Board of Directors' resolution is considered final.



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3.2.4 The individuals who are approved by the Board of Directors will have their names placed in the agenda for election together with the opinions of the Directors. Those who are not approved will be notified to the Shareholders in the Shareholders Meeting or disclosed through other suitable channels.