

## บริษัท ซังโกะ ไดคาซติ้ง (ประเทศไทย) จำกัด (มหาชน)

# Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 Sanko Diecasting (Thailand) Public CompanyLimited

## Date, Time and Venue

The meeting was held on the 10<sup>th</sup> Ocotber 2018 at 1.30 p.m. in the meeting room of Sanko Diecasting (Thailand) Plc. at No. 3/14 Rojana Industrial Park Moo.2, Nongbua Sub-District, Bankhai District, Rayong Province, 21120.

#### Member of the Board of Directors present at the Meeting (87.50%)

1. Mr. Masami Katsumoto	Chairman of the Board and President
2. Mr. Rattawat Suksaichol	Director, Nomination and Remuneration Committee and
	Chief Executive Officer
3. Mr. Naohiro Hamada	Director
4. Mrs. Poonsri Pattamavorakulchai	Director
5. Mr. Yutthana Taepangthong	Director and Nomination and Remuneration Committee
6. Ms. Walaiporn Kanignunta	Independent Director and Chairman of the Audit
	Committee
7. Mr. Santi Niamnil	Independent Director and Audit Committee

#### Member of the Board of Directors who not attended the Meeting

1. Mr. Nipan Tungpiruttham	Independent Director, Audit Committee and Chairman of		
	the Nomination and Remuneration Committee		

#### Executive Committee present at the Meeting

1.	Ms. Prapaphan Chanapal	Account and Finance Department Manager
2.	Mr. Kiattipoom Poomnun	Sales and Marketing Department Manager
3.	Mr. Anant Tungsoonthorntham	Engineering Department Manager
4.	Ms. Sakultip Homanee	Company Secretary and Minutes Taker

## Invitees to the Meeting

1.	Mr. Akekajak Buahapakdee	Financial Advisor from Globlex Securities Company Limited
2.	Mr. Piya Pongsakonpaisan	Financial Advisor from Globlex Securities Company Limited
3.	Mr. Chonlatith Wenasakulchai	Financial Advisor from Globlex Securities Company Limited
4.	Mr. Pritiporn Lim-aksorn	Legal Advisor from Thep Company Limited
5.	Ms. Nuttiya Wiboonchokseit	Legal Advisor from Thep Company Limited
6.	Mr. Suschanai Puakiatsakul	Legal Advisor from Thep Company Limited

#### Meeting Begins

Today was the Extraordinary General Meeting of Shareholders No.1/2018 of Bangkok Sheet Metal Public Company Limited ("Meeting"), the total of 78 shareholders and proxy holders were attending the



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Meeting of which can be divided into 42 shareholders and 36 proxy holders, totally held 235,700,635 shares or 78.8046% of total issued and paid-up shares of 299,094,963 shares. The quorum was now reached a quorum as required by the Articles of Association of the Company. Mr. Masami Katsumoto was the Chairman of the Meeting. The Chairman assigned Mr. Rattawat Suksaichol, Director and Chief Executive Officer, to conduct the Meeting and conclude the votes in each agenda.

Before considering the Meeting's Agendas, Mrs. Busakorn Doungjai, the master of ceremony ("MC"), informed the Meeting the voting procedure and the procedure of counting the votes for each agenda items as provided in the procedures of vote casting and counting which could be summarized as follows:

The Company will use the barcode system for registration and counting votes to shorten the time of the Meeting. The Company will display the votes and resolution to the shareholders in each agenda item.

For the voting and counting process, the Company had introduced the barcode system in order to facilitate the general meeting which will reduce the time taken in the said procedures. The Company will display the total amount of votes of the shareholders in all agenda that requires a resolution for the shareholders to know the results immediately. The Company would like to explain the voting procedures during the meeting to the shareholders as follows;

- 1. With regards to today's voting, the Company will use the ballot provided to each shareholder's/proxy holders at the registration point. Each shareholder was entitled to vote regarding to his/her shareholding, 1 share is equal to 1 vote. In the case that the shareholders have specified their votes for each agenda item as approve, disapprove or abstain, the proxy holders were not allowed to vote in the Meeting and the Company shall count the votes as specified therein.
- 2. With regards to the procedures of counting votes in each agenda item, after the director informed all details to the shareholders and/or proxy holders, any shareholders who would like to raise questions(s) shall raise your hand up. Once the Chairman allow, please present oneself by informing of your own name, surname and inform your status as either a shareholder or a proxy, such details shall be noted in the minutes of the Meeting. If there was no questions nor no one express the opinions of which differ from the Board of Directors' opinion by voting disapprove or abstain, the votes would be counted as unanimous. The resolution of each agenda item shall be declared to the shareholders.
- 3. Any shareholders who would like to vote "Disapproved" or "Abstained" will be requested to raise their hands and the company officers will collect their votes and the company officers will count the votes and inform the Meeting the resolution of each agenda before considering the next agenda.

To achieve counting on votes quickyly, the vote counting would be based on the deduction of counting such "Disapproved" or "Abstained" votes from the total number of votes attending the



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meeting on each agenda item. The Company shall record the resolution in the computer and inform to the Meeting.

- 4. As the matters to be considered on Agenda No. 3-8 would be related to one another, the resolution of one agenda item would be subject to that of another. Therefore, if any of those agenda items failed to get approval from the Meeting, the approvals duly given to the others would consequently be rejected and no consideration of the remaining items would be made.
- 5. Should you have any queries regarding to the procedures of counting votes, please feel free to express your queries to the Company officer who will response to your queries as well as facilitate the shareholders in any relating matters. For today's meeting, has provided the video footage of the Meeting in digital file on the Company's wesite at <u>www.sankothai.net</u> for the shareholders who are interested but could not attend the meeting. The Meeting shall be conducted in Thai for the mutual understanding. If a non-thai shareholder would like to raise a question in English, please contact the registration officer to provide the translatior to you.

After that, Mr. Rattawat Suksaichol, welcomed the sharedholders and conduct the meeting with the order of agenda items.

#### **Meeting Begins**

# Agenda item No. 1 To approve the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on April 27, 2018

Mr. Rattawat Suksaichol proposed the Meeting to consider and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2018 which was held on April 27, 2018 and the Company already sent the Minutes to the Stock Exchange of Thailand as well as the Ministry of Commerce within 14 days from the Meeting Date, as required by law. In addition, the Company also published the Minutes on the Company's website (<u>www.sankothai.net</u>) and found neither objection nor amendment request. Details of the Minutes were as provided to the shareholders together with the Invitation as the <u>Enclosure no. 1</u>.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by the majority votes of the shareholders attending and are entitled to vote. (Excluding the abstention)

<u>Resolution</u>: The Meeting had considered and resolved to approve the Minutes of the Annual General Meeting of Shareholders for the year 2018 as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,568	49,154,700	0	0	235,712,268
79.1463	20.8537	0	0	100



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Notes: There was additional 1 shareholder, held 11,633 shares of which totally counted to be 79 shareholders holding 235,712,268 shares were attending this agenda.

# Agenda item No. 2 To consider and approve the elimination of retained deficit of the Company by offsetting with the legal reserve and the premium on shares

Mr. Rattawat Suksaichol informed the Meeting that at the end of the year 2017, the Company's legal reserve was at Baht 390,000, the premium on share was at Baht 33,612,986 and the retained deficit was at Baht 17,898,913 of which after being offset, the Company's premium on share will be at Baht 16,104,073. Such elimination of retained deficit of the Company will benefit the shareholders from the sooner dividend payment declaration since the sooner the Company has enough net profit and cash flow, the sooner the shareholders will receive the dividend regardless of the Company's performance. In addition, such elimination of retained deficit shall not affect the Company's financial position.

The Board of Directors deemed it appropriate that the shareholders' meeting shall consider and approve the transfer of legal reserve of Baht 390,000 and the premium on share of Baht 33,612,986 for the elimination of retained deficit of Baht 17,889,913. Consequently, after the elimination of the retained deficit, the premium on share of the Company would be at Baht 16,104,073. In addition, the Company's total shareholders' equity after the elimination of the retained deficit shall be as follows:

Unit: Thousand Baht

	As of December 31, 2017			
Shareholders' Equity	Prior to the elimination	After the elimination		
	of the retained deficit	of the retained deficit		
Retained Loss	(17,899)	-		
Legal Reserve	390	-		
Premium on share	33,613	16,104		
Isuued and paid-up share	149,547	149,547		
Total Shareholders' Equity	165,651	165,651		

After the reduction of compensation to eliminate the retained deficit from the legal reserve and the premium on share of the Company, the Company, as of December 31, 2017, was able to stop the loss. Consequently, the Company's performance for the six months period ended June 30, 2018, has the net profit for Baht 12,796,799 of which will be recognized and reflect in 3rd quarter of the 2018 Company's financial statements onwards.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

Mr. Kittiyos Arpakiattiwong, a shareholder, inquired about the reason that this agenda has not been approved in the previous meeting, whether the meeting discuss about the reason of the disapproval.



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Mr. Rattawat Suksaichol, the Chairmand of the Board of Directors, informed the Meeitng that it's the sole discretion of each shareholder to vote, approve, disaaprove, or abstain. And there is no matter concerning the reason of disapproval for this agenda raised in the previous meeting of shareholders.

Mr. Kittiyos Arpakiattiwong, a shareholder, further inquired about tax benefits of the Company whether the Company had been carried forward tax losses. In his point of view, he thought that the elimination of retained deficit means that the legal reserve of the Company shall be used as well and that's mean the Company must appropriate the legal reserve until the legal reserve reach the amount required by law and in case, after the appropriation of legal reserve, the Company has insufficient profit to pay dividend, the shareholders would not receive the dividend payment. Is it correct?

Mr. Rattawat Suksaichol, the Chairmand of the Board of Directors, informed the Meeitng that the shareholder was correct.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and are eligible to vote.

<u>Resolution</u>: The Meeting had considered and resolved to approve with the votes not less than threefourths (3/4), the transfer of legal reserve of Baht 390,000 and the premium on share of Baht 33,612,986 for the elimination of retained deficit of Baht 17,889,913 where the premium on share of the Company after the elimination of the retained deficit would be at Baht 16,104,073, as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,468	49,154,800	0	0	235,712,268
79.1463	20.8537	0	0	100

Before considering the next agenda item, the MC informed the Meeting that the matters to be considered on Agenda No. 3-8 would be related to one another, the resolution of one agenda item would be subject to that of another. Therefore, if any of those agenda items failed to get approval from the Meeting, the approvals duly given to the others would consequently be rejected and no consideration of the remaining items would be made.



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Agenda item No. 3 To consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1) in the amount of not exceeding 99,698,321 units and delegate the power to persons designated (In the event that this agenda has been approved, the Meeting's required to consider the Agenda no.4-8 as they were related to one another)

Mr. Rattawat Suksaichol informed the Meeting that the Board of Directors had considered that the issuance of SANKO-W1 will benefit the shareholders and the Company, therefore, the Board of Directors deemed it appropriate that the extraordinary general meeting of shareholders No.1/2018 shall consider and approve the issuance and offering of Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1) in the amount of not exceeding 99,698,321 units to the existing shareholders (Rights Offering) at the ratio of 3 existing ordinary shares per 1 unit of Warrant without consideration. Details of Warrants to purchase the ordinary shares of the shareholders to gether with the Invitation as Enclosure no. 2.

Nonetheless, the issuance and offering of Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1) is uncertain and depends on the approval of the Extraordinary General Meeting of Shareholders No.1/2018.

In the event that the Meeting resolved to approve the issuance and offering of Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1), the Board of Directors deems it appropriate to fix the date, which the shareholders will be entitled to have the rights for allotment of warrants to purchase the ordinary shares of the Company (SANKO-W1) to be on October 19, 2018 (Record Date).

Furthermore, the Meeting should also resolve to delegate the power to the Board of Directors and/or the authorized directors and/or the persons designated by either the Board of Directors or the authorized directors to process as follows:

- 1. To determine and amend any conditions and relevant details which deems necessary and appropriate for the issuance of Warrants e.g. details of the offering of Warrants, etc.;
- To deal with government authorities and relevant authorities and list the Warrants on MAI as well as to sign the documents, application forms for permission, including applications and necessary evidences relevant to such issuance and offering the SANKO-W1; and
- To undertake any necessary and appropriate for Warrants issuance and relevant matters e.g. to appoint Thailand Securities Depository Company Limited (for Depositors) or TSD to act as the Company's registrar, etc.
- Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

Mr. Kittiyos Arpakiattiwong, a shareholder, inquired about that the reason of the issuance of the Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1), whether the Company need to use the money in urgent because a shareholder understand that the first exercise of Warrant was scheduled in April. In addition, a shareholder would like to know about the Company's plant construction plan, whether the



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Company need to use all money received from the exercising the rights of Warrant or the Company plan to use only 1/4 and another 50 million Baht in the second exercise.

Mr. Rattawat Suksaichol, the Chairman of the Board of Directors, informed the Meeting that the Company plan to spend 10-20% of the money first and the first exercise date was scheduled on April 30, of which an appropriate period for shareholder to prepare for the exercise. In addition, the construction of the Company's plant shall begin around April 30, and the construction payment was divided into installments. For the construction of the Company's plant, it should take 3-4 monts to be completed. For the construction payment, some of it may come from the Company's working capital and some may come from the exercise of Warrants.

Mr. Kittiyos Arpakiattiwong, a shareholder, further inquired that, is it correct that if the Comapnay pay all the loan amount Baht 10,000,000, the Company shall not owe any amount of money? And may the Company tell the Meeting the interest rate of such loan?

Mr. Rattawat Suksaichol, the Chairman of the Board of Directors, informed the Meeting that if the Company pays such loan, the Company shall not owe any amount of money. And the interest rate was 6%.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by by not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and are eligible to vote.

<u>Resolution</u>: The Meeting had considered and resolved to approve with the votes not less than threefourths (3/4), the issuance and offering of the Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1) in the amount of not exceeding 99,698,321 units and delegate the power to persons designated as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,568	49,154,700	0	0	235,712,268
79.1463	20.8537	0	0	100

Agenda item No. 4 To consider and approve the decreasing of the capital registration amount Baht 793,331 from the capital registration Baht 150,340,812.50 to be Baht 149,547,481.50 by cancellation of 1,586,662 unallocated shares remained from ordinary shares reserved for the adjustment of rights under the ESOP warrant to purchase the ordinary shares of the Company at the par value of Baht 0.50 (In the event that this agenda has been approved, the Meeting's required to consider the Agenda no.5-8 as they were related to one another)

Mr. Rattawat Suksaichol informed the Meeting that the Board of Directors considered that the issuance and offering of the Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1)



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in the previous agenda item, the Comapany is required to increase the amount of its capital registration and issued the ordinary shares as to reserve such issuance and offering of Warrants (SANKO-W1). Furthermore, Section 136 of the Public Company Limited Act B.E. 2535 (1992) (as amended), the Company many increase the amount of its capital registration once all shares have been sold and paid up, or, if the shares remain unsold, the unsold shares shall be the shares issued for the exercise of rights under convertible debentures or shares warrant. The Board of Directors considered that the Company has the unallocated shares remained from ordinary shares reserved for the adjustment of rights under the ESOP and such warrants already expired since May 9, 2018. The Board of Directors, therefore, deemed it appropriate that the shareholders' meeting shall approve the decreasing of the capital registration amount Baht 793,331 from the capital registration Baht 150,340,812.50 to be Baht 149,547,481.50 by cancellation of 1,586,662 unallocated shares remained from ordinary shares reserved for the adjustment of rights under the ESOP warrant to purchase the ordinary shares of the Company at the par value of Baht 0.50.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

Mr. Kobkij Kittisopakul, a shareholder, inquired about the ESOP whether it is expired. And why there was not exercise of rights.

Mr. Rattawat Suksaichol, the Chairman of the Board of Directors, informed the Meeting that such ESOP was already expired before being excercised as the employee who is entitled to excercise ESOP resign. (Non-transferable right)

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and are eligible to vote.

<u>Resolution</u>: The Meeting had considered and resolved to approve with the votes not less than threefourths (3/4), the decreasing of the capital registration amount Baht 793,331 from the capital registration Baht 150,340,812.50 to be Baht 149,547,481.50 by cancellation of 1,586,662 unallocated shares remained from ordinary shares reserved for the adjustment of rights under the ESOP warrant to purchase the ordinary shares of the Company at the par value of Baht 0.50 as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,568	49,154,700	0	0	235,712,268
79.1463	20.8537	0	0	100



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Agenda item No. 5 To consider and approve an amendment Clause 4 of the Memorandum of Association, to be in line with the Capital Decrease (In the event that this agenda has been approved, the Meeting's required to consider the Agenda no.6-8 as they were related to one another)

Mr. Rattawat Suksaichol informed the Meeting that the Company has to amend of Clause 4 of Memorandum of Association of the Company to be in line with the decrease in capital registration that is approved by shareholders in the previous agenda item as follows:

Clause 4.	Registered capital	149,547,481.5	Baht	(One hundred forty-nine million five hundred forty-seven
		0		thousand four hundred eighty-one point five zero)
	Divided into	299,094,963	Shares	(Two hundred ninety-nine million ninety-four thousand
				nine hundred sixty-three)
	Par value per share	0.50	Baht	(Fifty satang)
	Classified as			
	Ordinary shares	299,094,963	Shares	(Two hundred ninety-nine million ninety-four thousand
				nine hundred sixty-three)
	Preferred shares	-	Shares	(-None -)

By assigning the authorized person to process the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce and to be authorized to amend or add wordings in compliance with the registrar's directions.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and are eligible to vote.

<u>Resolution</u>: The Meeting had considered and resolved to approve with the votes not less than three-fourths (3/4), an amendment Clause 4 of the Memorandum of Association, to be in line with the Capital Decrease as follows:

Clause 4.	Registered capital	149,547,481.5	Baht	(One hundred forty-nine million five hundred forty-seven
		0		thousand four hundred eighty-one point five zero)
	Divided into	299,094,963	Shares	(Two hundred ninety-nine million ninety-four thousand
				nine hundred sixty-three)
	Par value per share	0.50	Baht	(Fifty satang)
	Classified as			
	Ordinary shares	299,094,963	Shares	(Two hundred ninety-nine million ninety-four thousand
				nine hundred sixty-three)
	Preferred shares	-	Shares	(-None -)



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By assigning the authorized person to process the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce and to be authorized to amend or add wordings in compliance with the registrar's directions as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,568	49,154,700	0	0	235,712,268
79.1463	20.8537	0	0	100

Agenda item No. 6 To consider and approve the increase of the Company's capital registration in the amount of Baht 49,849,160.50 from the current capital registration of Baht 149,547,481.50 to Baht 199,396,642 by issuing of 99,698,321 new ordinary shares at the par value of Baht 0.50 (In the event that this agenda has been approved, the Meeting's required to consider the Agenda no.7-8 as they were related to one another)

Mr. Rattawat Suksaichol informed the Meeting that Section 136 of the Public Company Limited Act B.E. 2535 (1992) (as amended), provided that the Company may increase its registered capital by issuing new shares. As to reserve for the convertible warrants of the Company to purchase the ordinary shares of the Company Series 1 (SANKO-W1) in the amount of 99,698,321 units/shares, the Company, thus, required to increase its capital registration for the amount of Baht 49,849,160. 50 from the capital registration of Baht 149,547,481.50 to Baht 199,396,642 by issuing new ordinary shares of 99,698,321 shares with a par value of Baht 0.50 as to reserve for the convertible warrants of the Company to purchase the ordinary shares of the Company Series 1 (SANKO-W1) for the amount of 99,698,321 units/shares (at the exercise ratio of 1 unit of warrant per 1 ordinary shares). Details of which were provided to the shareholders together with the Invitation as Enclosure no. 3.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by not less than three-fourths (3/4) of the total votes of the shareholders who attend the Meeting and are eligible to vote.

<u>Resolution</u>: The Meeting had considered and resolved to approve with the votes not less than three-fourths (3/4), the increase of the Company's capital registration in the amount of Baht 49,849,160.50 from the current capital registration of Baht 149,547,481.50 to Baht 199,396,642 by issuing of 99,698,321 new ordinary shares at the par value of Baht 0.50 as proposed by the following votes:

	Approve	Disapproved	Abstained	Void	Total of Votes
18	86,557,468	49,154,700	100	0	235,712,268
	79.1463	20.8537	0	0	100



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Agenda item No. 7 To consider and approve to amend Clause 4 of the Memorandum of Association, to be in line with the Capital Increase (In the event that this agenda has been approved, the Meeting's required to consider the Agenda no.8 as they were related to one another)

Mr. Rattawat Suksaichol informed the Meeting that the Company has to amend of Clause 4 of Memorandum of Association of the Company to be in line with the increase in capital registration that is approved by shareholders as follows:

Clause 4.	Registered capital	199,396,642	Baht	(One hundred ninety-nine million three hundred ninety-	
				six thousand six hundred forty-two only)	
Divided into		398,793,284	Shares	(Three hundred ninety-eight million seven ninety-three	
				thousand two hundred eighty-four)	
	Par value per share	0.50	Baht	(Fifty satang)	
	Classified as				
	Ordinary shares	398,793,284	Shares	(Three hundred ninety-eight million seven ninety-three	
				thousand two hundred eighty-four)	
	Preferred shares	-	Shares	(-None -)	

By assigning the authorized person to process the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce and to be authorized to amend or add wordings in compliance with the registrar's directions.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by the majority votes of the shareholders attending and are entitled to vote. (Excluding the abstention)

<u>Resolution</u>: The Meeting had considered and resolved to approve with the votes not less than threefourths (3/4), to amend Clause 4 of the Memorandum of Association, to be in line with the Capital Increase as follows:

Clause 4.	Registered capital	199,396,642	Baht	(One hundred ninety-nine million three hundred ninety-
				six thousand six hundred forty-two only)
	Divided into	398,793,284	Shares	(Three hundred ninety-eight million seven ninety-three
				thousand two hundred eighty-four)
	Par value per share	0.50	Baht	(Fifty satang)
	Classified as			
	Ordinary shares	398,793,284	Shares	(Three hundred ninety-eight million seven ninety-three
				thousand two hundred eighty-four)
	Preferred shares	-	Shares	(-None -)



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By assigning the authorized person to process the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce and to be authorized to amend or add wordings in compliance with the registrar's directions as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,468	49,154,700	100	0	235,712,268
79.1463	20.8537	0	0	100

## Agenda item No. 8 To consider and approve the allotment of new issued ordinary shares for the exercise of the Warrants to purchase the ordinary shares of the Company Series1 (SANKO-W1)

Mr. Rattawat Suksaichol informed the Meeting that to be in line with the increase of the Company's registration and the issuance and allotment of the Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1) specified in the previous agenda items, the Board of Directors, therefore, deemed it appropriate that the Meeting shall approve the allotment of the 99,698,321 newly issued ordinary shares at the par value of Baht 0.50 as to reserve for the exercise of the Warrants to purchase the ordinary shares of the Company Series 1 (SANKO-W1) for the amount of not exceeding 99,698,321 units/shares.

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol asked the Meeting to consider.

The MC informed the Meeting that this agenda shall be passed by the majority votes of the shareholders attending and are entitled to vote. (Excluding the abstention)

The Meeting had considered and resolved to approve with the majority votes, the allotment of Resolution : new issued ordinary shares for the exercise of the Warrants to purchase the ordinary shares of the Company Series1 (SANKO-W1) for the amount of not exceeding 99,698,321 units/shares as proposed by the following votes:

Approve	Disapproved	Abstained	Void	Total of Votes
186,557,353	49,154,815	100	0	235,712,168
79.1463	20.8537	0	0	100

## Agenda item No. 9 To consider any other matters (if any)

Mr. Rattawat Suksaichol informed the Meeting that Section 105 Paragraph 2 of the Public Company Limited Act B.E. 2535 (1992) (as amended) which provided that, the shareholders, individually or collectively holding not less than one-third of the Company's total issued shares, may propose to the meeting to consider any matters other than those proposed in the invitation. The Board of Directors, therefore, deemed it



## บริษัท ซังโกะ ไดคาซติ้ง (ประเทศไทย) จำกัด (มหาชน)

appropriate to include this agenda in the shareholders' meeting in order to provide the shareholders an opportunity to express their opinions or make any inquiries in relation to the Company in this Agenda and/or related persons or directors of the Company may response to shareholders' inquiry (if any).

Mr. Rattawat Suksaichol asked if shareholders would like to ask or comment.

Mr. Rattawat Suksaichol informed the Meeting that there was a mistyping in the Invitation Letter, last line of page 19, and the Company would like to correct from "Baht 1 per share is not lower than the market price" to "Baht 1 per share is lower than the market price"

Khun Saowaluck Jirayusyothin, a proxy holder, informed the Meeting that, while she's visiting the Company's plant, she noticed that most products of the Company are quite small, she would like to know whether there has a chance that the Company will increase Company's product lines in order to increase the Company's margins in this market.

Mr. Rattawat Suksaichol informed the Meeting that the Company was about considerting this matter. It's quite complicated and need time to take further steps.

Khun Saowaluck Jirayusyothin, a proxy holder, further inquired that, whether the Company's products are red ocean or blue ocean.

Mr. Rattawat Suksaichol informed the Meeting that Casting will not focus on automobile casting only. Our Company's business will not aim at only automobile but also electric parts and Home Decoration

Khun Saowaluck Jirayusyothin, a proxy holder, further inquired that, whether the Company's competitor could share or take our margins in the market.

Mr. Rattawat Suksaichol informed the Meeting that, if consider the Company's turnover which is increasing every year, it means that products of our Company are good with a high standard and quality, and the competitor could not share or take our margins in this market easily.

Mr. Kittiyos Arpakittiwong, a shareholder, inquired that whether the Company plan to use other financial instruments.

Mr. Rattawat Suksaichol informed the Meeting that, it depends on the Company's situation whether the Company necessary to use other financial instruments. In the present time, there is no plan to use other financial instruments though.

Mr. Kittiyos Arpakittiwong, a shareholder, suggested that the Company may pay stock dividend instead of cash dividend.

Mr. Rattawat Suksaichol informed the Meeting that, if everything were appropriate, the Company definitely rewards the shareholders.

Mr. Kittiyos Arpakittiwong, a shareholder, informed the Meeting that, he considered the approximated Company's turnover of the Company which is amounted to 500 Million Baht in 2018 and amounted to 600 million Baht in 2019, may the Companay tell the Meeting the Company's profit in 2018 and 2019?



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Mr. Rattawat Suksaichol informed the Meeting that, for the 2 previous quarters, the Company's profit was around 12 million Baht. However, the exact amount of profit should be declared in the Company's financial statement for the year 2018 which is not completed yet.

Mr. Kittiyos Arpakittiwong, a shareholder, inquired about the venue of shareholders meeting, whether the Company will convene the meeting in Rayong, is there any chance to convene the shareholders meeting in Bangkok occasionally?

Mr. Rattawat Suksaichol informed the Meeting that he will propose this matter to the Board of Directors for consideration.

As there was no question and comment from shareholders, Mr. Rattawat Suksaichol, then, asked the Chairman to close the Meeting.

Mr. Masami Katsumoto, President and Chairman of the Board, then, thanked shareholders for attending the Meeting and declared the Meeting adjourned at 14:35 p.m.

Meeting adjourned at 14:35 p.m.

signed	2 ale	_Chairman of the Meeting	
	(Mr. Rattawat Suks	saichol)	
	AZ		
signed		Company Secretary	
(Miss Sakultip Homanee)			
signed	防冻正夹	_Chairman of the Board	

<sup>(</sup>Mr. Masami Katsumoto)