



Invite to the Annual General Meetings of Shareholders for the year 2019

DIECASTING (THAILAND) PUBLIC COMPANY LIMITED

April 25, 2019, Thursday at 13.30 p.m.

At the Ratchadapisek Room fl.2nd The Bazaar Hotel Bangkok No.5
Ratchadapisek Road, Jhomphon, Chatuchak, Bangkok. 10900





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For more detail Please contact Company Secretary Office Tel. 02-612-2311 Fax. 02-612-2311



Ref.SANKO. A / 01/2019

26 February, 2019

- Subject** : Invite to the Annual General Meetings of Shareholders for the year 2019
- Attention** : The Shareholders of Sanko Diecasting (Thailand) Public Company Limited.
- Attachment** : 1.The copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018
2. The biographies of the proposed directors and the directors' remuneration
 3. Details of amendment of Articles of Association
 4. Amendment of objectives
 5. Proxy
 6. Profiles of Independent Directors for proxy case
 7. Documents for the Rights to Attend the Meeting
 8. The Company's Articles of Association with regard to the Annual General Meeting of Shareholders
 9. The request form for Annual Report year 2018 (Book)
 10. Map for the Meeting Venue

The Board of Directors of Sanko Diecasting (Thailand) Public Company Limited, as (the "Company") No. 1/2019 on Tuesday, February 26, 2019 resolved to call a shareholders' meeting for the year 2019 on April 25, 2019, Thursday at 13.30 p. m. at the Ratchadapisek Room fl. 2nd The Bazaar Hotel Bangkok No. 5 Ratchadapisek Road, Jhomon, Chatuchak, Bangkok. 10900, to consider the following agendas:

Agenda 1. To consideration and certify the minutes of the Extra Ordinary General Meeting of Shareholders No.1/2018

Objective and reason: The Extra Ordinary General Meeting of Shareholders No. 1/2018 was held on 10 October, 2018 and the Minutes of Meeting has been submitted to The Stock Exchange of Thailand and Ministry of Commerce within 14 days after the General Meeting of Shareholders Date, according to the requirement of the laws and has been posted on the Company's website (www.sankothai.net). It appeared that no objection or request any modifications of which the copy of the Minutes of Meeting as per the details attached on Enclosure no. 1

Opinion of the Board of Directors: Minutes of the Extra Ordinary General Meeting of Shareholders No.1/2018, was recorded according to the correctness as per the details attached on Enclosure no.1. Therefore, should be appropriated to certify the minutes of meeting.

Agenda 2. To consider and acknowledge the Board of Directors' report proposing to the meeting regarding the result of the Company's operation during the preceding year and suggestions as to future business operation plan

Objective and reason: The report of business's operation will be specified in Annual Report as of year 2018 as the Shareholders has earlier downloaded with QR.



Opinion of the Board: Therefore, it should be appropriated to propose this opinion of Board on this agenda to the Shareholder's meeting acknowledgement regarding the result of the Company's operation during the preceding year and suggestions as to future business operation plan.

Agenda 3. To consider and approve the reviewed interim financial statements as of 31 December 2018

Objective and reason: As the Public Company Act B.E.2535 (1992), the Company must prepare a balance sheet and statements of income for Fiscal year of the Company, which were audited and certified by the auditors and reviewed by the Audit Committee and the Company's Board of Directors and proposed to the shareholders for approval.

Data for Financial Statement as of December 31, 2018.

(Unit : Million Baht)

List	2016	2017	2018
Total Revenues	414.58	442.42	546.65
Total Cost and Expenses	428.80	431.89	523.75
Gross Profit	61.18	70.58	97.48
Net Profit	-23.61	6.29	11.82
Total Assets	304.23	347.87	383.69
Total Liabilities	144.55	182.22	207.69
Shareholder's Equity	159.68	165.65	176.01
Retain Earning (Non - Allocation)	-23.44	-17.51	10.36

Financial Ratio

List	2016	2017	2018
Net Profit Margin (%)	-5.70	1.42	2.16
Return on Equity (%)	-13.85	3.87	6.92
Return on Asset (%)	-4.47	3.23	6.26
Debt Equity Ratio (times)	0.91	1.10	1.18
Net Profit per Share (Baht)**	-0.08	0.02	0.04
Book Value per Share (Baht)**	0.50	0.50	0.50

Opinion of the Board: Appropriate the Annual General Meetings of Shareholders to acknowledge the Board of Directors to approve the reviewed interim financial statements as of 31 December 2018 which has been revised by Mr. Chaikrit Warakitjaporn registration number 7326 of NPS Siam Audit Limited with unconditional comments as presented in Annual Report.



Agenda 4. To consider and approve the directors' remuneration and the audit committee's remuneration for the year 2018.

Objective and reason: According to the Public Company Act B. E. 2535 (1992) , the Board of Director considered and fixed remuneration of director based on overall performance of company and all director's liabilities and responsibilities, the Shareholder's meeting should consider and fix increment of the Director's remuneration for year 2019 in order to suit current condition and responsibilities pursuant to rule and regulation of Public Company Limited.

Opinion of the Board of Directors: Appropriate the Annual General Meetings of Shareholders to approve the directors' remuneration and the audit committee's remuneration for the year 2019 with payment rate as follows:

1. The Board of Directors

Chairman of the Board	Meeting Allowance	15,000 Baht
Directors	Meeting Allowance	7,500 Baht

2. The Audit Committee Meeting allowance 15,000 Baht

Remark: No Bonus/ Pension and other benefits.

The new rate of remuneration is not much adjusted comparing to current rate which fixed since listing in SET. The Board of Director concered the suitability comparing to same type industry which listed in SET, details of remuneration surveyed by SET, expansion of economic and performace of company as well as pervious business's operation result and responsibilities.

Agenda 5. To consider and approve the dividend paid for the year 2018.

Objective and reason: The total company's operation result for year ended year 2018 as of 31st December 2018, the accumulated profit is 9,766,019 Baht, The Company has a policy to pay dividends to shareholders at a rate of no less than 30 percent of net profit after tax and all reserves.

Opinion of the Board of Directors: The Company has a policy to pay dividends to shareholders at a rate of no less than 30 percent of net profit after tax and all reserves. As of 31st December 2018, the accumulated profit is 9,766,019 Baht. Therefore, it should be appropriate for the Meeting to approve dividend paid for year 2018 at the rate of 0.03 Baht per 1 share and it will be paid from profit occurred by BOI and such dividend will be paid to entitled shareholder on 23rd May 2019.

Agenda 6. To consider and approve the appointment of auditors and the audit configuration of 2019.

Objective and reason: As Public Company Act B. E. 2535 (1992) , Section 120, the Company's regulations defined that the General Meeting of Shareholders should appoint the Company's auditors and determine the audit fee every year. The Audit Committee agreed to appoint 4 auditors and determined the audit fee for year 2019, and proposed to the Board of Directors for consider and proposed to the General Meeting of Shareholders for the appointment. Namely; Dr. Sirada Jarutaknont registration number 6995 /or Mr. Bunjong



Tichayaprasat, registration number 7147 /or Ms. Khaymanundt Chaichuen registration number 8260 /or Mr. Kraisit Silapamongkonkul registration number 9429 of Siam Truth Audit Co., Ltd, to be the auditors for Sanko Diecasting (Thailand) Plc. and set the audit budget for the year 2019 at 1,500,000 Baht (One million five hundred Baht) as presented excluding preliminary audit of 200,000 Baht (Two hundred thousand Baht)

The Board of Directors would propose to the Shareholders' Meeting for the year 2019 for approval. These auditors were qualified in accordance with the regulations of the Public Company Act, the SET and the SEC, which defined that the auditor must have no shares, no any other services than auditor, no relationship or transaction with the Company, its subsidiaries, Directors, major shareholders or the connected person, so they should be independent to audit, sign and comment on the financial statements of the Company.

Opinion of the Board of Audit Committee: Appropriate the Annual General Meetings of Shareholders to appointment of Siam Truth Audit Co., Ltd, as Company auditors for the year 2019 of Sanko Diecasting (Thailand) Co., Ltd., and configured auditing of 1,500,000 Baht (One million five hundred Baht) excluding preliminary audit of 200,000 Baht (Two hundred thousand Baht), was presented. And the auditor is qualified and the price is reasonable.

Opinion of the Board of Directors: Appropriate the Annual General Meetings of Shareholders to approve for the appointment of the auditor Dr. Sirada Jarutaknont registration number 6995 /or Mr. Bunjong Tichayaprasat, registration number 7147 /or Ms. Khaymanundt Chaichuen registration number 8260 /or Mr. Kraisit Silapamongkonkul registration number 9429 of Siam Truth Audit Co., Ltd, as Company auditors for the year 2019 of Sanko Diecasting (Thailand) Co., Ltd., and configured auditing of 1,500,000 Baht (One million five hundred Baht) excluding preliminary audit of 200,000 Baht (Two hundred thousand Baht), was presented. The Siam Truth Audit Co., Ltd is the company has adequate abilities and appropriate price and had therefore met the requirements for consideration.

Agenda 7. To consider and approve the appointment of new directors as a replacement for the retired directors.

Objective and reason: As the Public Company Act B.E.2535 (1992) and Topic 16 of the Company's Articles of Association specified that at every annual general meeting, one-third (1/3) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office. In this Annual General Meeting of Shareholders, three Directors who are on due to retire by rotation namely;

1. Mrs. Poonsri Pattamavorakulchai
2. Mr. Masami Katsumoto
3. Mr. Niphan Tungpiruttham

Through SET news release and the Company's website, www.sankothai.net, the Company invited the Shareholders to nominate the qualified person to be elected as the Company's Director in advance from November 15- December 31, 2018. There was no any proposal of Nominee submitted to the Company.



Opinion of the Board of Directors: Considered and appropriated following that the Nomination and Remuneration Committee had considered and agreed with the outcome that the Remuneration Committee had evaluated. Appropriate the Annual General Meetings of Shareholders to approve the appointment of directors to replace those retired by rotation as follows:

1. Mrs. Poonsri Pattamavorakulchai
2. Mr. Masami Katsumoto
3. Mr. Niphan Tungpiruttham

The person who had been nominated as the Independent Director (Mr. Niphan Tungpiruttham) can voice their opinion openly and in accordance to with the regulation. As per the details attached on Enclosure no. 2

Agenda 8. To consider and approve the amendment of the Company's Articles of Associate

Objective and reason: In accordance with the Public Company Limited B.E. 2535 amended by order of Chief of National Council for Peace and Order no. 21/2560 re: amendment of laws for facilitate business's operation on 4th April 2017, it is appropriated to amend Clause of 31 of Article of Association in term of the Shareholder's meeting. In addition, there is an error typing occurred in current Article of Association, therefore, for an order and neat, it is appropriate to prepare new Articles of Association replacing current one. As per the details attached on Enclosure no. 3

Opinion of the Board of Directors: It is appropriate to propose to the Shareholder's meeting for considering and approving the amendment of Article of Association by cancelling current Article of Association and replacing with new Articles of Association.

Agenda 9. To consider and approve the Amendment of Company's objectives

Objective and reason: To consider and approve amendment of company's objective in order to increase and cover more company's business activities for new chance of company for business, it is necessary to amend the Company's objectives. As per the details attached on Enclosure no. 4

Opinion of the Board of Directors: It is appropriate to propose the Shareholder's meeting for considering and approving the amendment of company's objectives in order to increase and cover more company's business activities for new chance of company for business.

Agenda 10. To consider and approve the amendment of Clause 3 of Memorandum of Association in accordance with amendment of the Company's objectives

Objective and reason: In accordance with the amendment of company's objectives, the Clause 3 of Memorandum of Associates will be amended as follows:

Clause 3. The Company has 17 objectives as per the details attached on Enclosure no. 4

Opinion of the Board of Directors: It is appropriate to propose the Shareholder's meeting for considering and approving the amendment of Clause 3 of Memorandum of Associate in accordance with the amendment of the Company's objectives.



Agenda 11. To consider other matters (if any).

In case of shareholders shares whose cumulative amount is required by the law will be proposed to the Annual General Meeting of shareholders for consideration or any other request to inform the board of directors before the meeting or prior to the commission will be presented to the general meeting of shareholders to consider the following.

The Company determines the list of shareholders entitled to attend the AGM and to vote on March 20, 2019. All shareholders are cordially invited to attend the meeting at the time and place mentioned above. Shareholder who wishes to appoint a person to attend and vote on their behalf at this meeting by Proxy, kindly fill-out completely and sign the Form of Proxy Enclosed at No. 5 "Using Proxy".

Proxy

3 Types of Company Registrar Proxy Form.

1. Available as a generic proxy. It is easy and uncomplicated.
2. Proxy statement specifies items to appoint clearly and thoroughly.
3. Used only if the shareholder is a foreign investor and the agent appointed receivers (Custodian) as custodian in stock.

How to use Proxy

1. The shareholder who is not a foreign investor and the agent appointed receivers (Custodian) in Thailand as a depositary and, care stocks can choose a proxy form A or B only.
2. Shareholders who appoint an agent to foreign investment and receivers (Custodian) as custodian in Thailand and shares and can choose a proxy either A or B or C.

To accommodate the convenience of the shareholders and proxies, the Company has a place in the registration area intended for the Shareholders and proxies attending the AGM at the Ratchadapisek Room fl.2nd The Bazaar Hotel Bangkok No.5 Ratchadapisek Road, Jhomon, Chatuchak, Bangkok. 10900 start at 12.30 p.m. on the said meeting date. We would like to invite all shareholders and proxies to attend and register at the place where the Company had arranged everything for your convenience.

Please be informed accordingly,

Yours truly,

(Mr. Masami Katsumoto)

President of the Board of Directors