



Invite to the Annual General Meetings of Shareholders for the year 2020

DIECASTING (THAILAND) PUBLIC COMPANY LIMITED

April 29, 2020, Wednesday at 01.30 p.m.

at the meeting room of Sanko Diecasting (Thailand) Public Company
Limited. Rojana Industrial Park Rayong, 3/14 Moo 2, Nongbua,
Bankhai Distric, Rayong 21120





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31 March, 2020

- Subject** : Invite to the Annual General Meetings of Shareholders for the year 2020
- Attention** : The Shareholders of Sanko Diecasting (Thailand) Public Company Limited.
- Attachment** : 1.The copy of General Meeting of Shareholders for the year 2019
2. The biographies of the proposed directors and the directors' remuneration
3. Resume of new director proposed
4. Proxy
5. Profiles of Independent Directors for proxy case
6. Documents for the Rights to Attend the Meeting
7. The Company's Articles of Association with regard to the Annual General Meeting of Shareholders
8. The request form for Annual Report year 2018 (Book)
9. Map for the Meeting Venue

The Board of Directors of Sanko Diecasting (Thailand) Public Company Limited, as (the "Company") No. 2/2020 on Tuesday, March 31, 2020 resolved to the change of venue for shareholders' meeting for the year 2020. The meeting schedule remains unchanged which will be held on April 29, 2020, Wednesday at 01.30 p.m. at the meeting room of Sanko Diecasting (Thailand) Public Company Limited. Rojana Industrial Park Rayong, 3/14 Moo 2, Nongbua, Bankhai Distric, Rayong 21120, to consider the following agendas:

Agenda1. To consideration and certify the minutes of the General Meeting of Shareholders for the year 2019

Objective and reason: The General Meeting of Shareholders for the year 2019 was held on 25 April, 2019 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 General Meeting of Shareholders for the year 2019, 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 2019 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 2019

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, 2019.

(Unit : Million Baht)

List	2017	2018	2019
Total Revenues	442.42	546.65	605.43
Total Cost and Expenses	431.89	523.75	573.17
Gross Profit	70.58	97.48	116.55
Net Profit	6.29	11.82	38.19
Total Assets	347.87	383.69	436.89
Total Liabilities	182.22	207.69	225.37
Shareholder's Equity	165.65	176.01	211.52
Retain Earning (Non - Allocation)	-17.51	10.36	39.58

Financial Ratio

List	2017	2018	2019
Net Profit Margin (%)	1.42	2.16	6.31
Return on Equity (%)	3.87	6.92	18.05
Return on Asset (%)	3.23	6.26	8.74
Debt Equity Ratio (times)	1.10	1.18	1.06
Net Profit per Share (Baht)**	0.02	0.04	0.13
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 2019 which has been revised by Ms. Khaymanundt Chaichuen registration number 8260 of Siam Truth Audit Co., Ltd. as 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 2020.

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 2020 in order to suit current condition and responsibilities pursuant to rule and regulation of Public Company Limited. With the comparative details between 2020 and 2019 as follows

Position	Meeting Allowance (per time) Baht		Bonus/ Pension and other benefits	
	2020	2019	2020	2019
1The Board of Directors*				
Chairman of the Board	30,000	15,000	N/A	N/A
Directors	10,000	7,500	N/A	N/A
2. The Audit Committee	17,500	15,000	N/A	N/A

*The Meeting Allowance will be paid for the meeting of Board of Directors and (AGM, EGM)

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 2020 with payment rate as follows:

1. The Board of Directors*

Chairman of the Board	Meeting Allowance	30,000 Baht
Directors	Meeting Allowance	10,000 Baht

2. The Audit Committee	Meeting allowance	17,500 Baht
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*The Meeting Allowance will be paid for the meeting of Board of Directors and (AGM, EGM)

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 2019.

Objective and reason: The total company's operation result for year ended year 2019 as of 31st December 2019, the accumulated profit is 36,985,837 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 2019, the accumulated profit is 36,985,837 Baht. Therefore, it should be appropriate for the Meeting to approve dividend paid for year 2019 at the rate of 0.05 Baht per 1 share and The company has the net profit at the amount of 38,192,667 Baht which will divided as follows: profit incurred by BOI transactions at the amount of 7,073,659 Baht or equivalent to 18.52% of total net profit and profit incurred by Non-BOI transactions at the amount of 31,119,008 Baht or equivalent to 81.48% of total net profit. Such dividend will be paid to entitled shareholder on 28th May 2020



equivalent to 39.98 % of total net profit follow the policy of the company. For the year 2018, pay at the rate of 0.03 Baht per 1 share equivalent to 75.90 % of total net profit

Agenda 6. To consider and approve the appointment of auditors and the audit configuration of 2020.

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 2020, 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. For the year 2020 which Siam Truth Audit Co., Ltd. has audited and provided comment on the Company's financial statement on year ended 2020 that continues as 2nd year of service. Ms. Khaymanundt Chaichuen registration number 8260 as CPA who audited, signed and provided comment on the Company's financial statement on year ended 2020 that continues as 2nd year of service and set the audit budget for the year 2020 at 1,500,000 Baht (One million five hundred Baht) as presented The Board of Directors would propose to the Shareholders' Meeting for the year 2020 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.

Comparison of remuneration of auditor as of year ended 2020 and year ended 2019

Description	As of year ended 2020 (Baht)	As of year ended 2019 (Baht)
	(New rate)	(Previous rate)
	Company	Company
Annual audit fee		
As of 31 December 2020	810,000.00	810,000.00
Quarter audit fee		
As of 31 March 2020	230,000.00	230,000.00
Quarter audit fee		
As of 30 June 2020	230,000.00	230,000.00
Quarter audit fee		
As of 30 September 2020	230,000.00	230,000.00
Audit fee for BOI	n.a.	n.a.
Admission fee		200,000.00
Other expenses	On actual basis	On actual basis
Total	1,500,000.00	1,700,000.00



*Increase 0% which is pursuant to volume of work and updated Accounting Standard

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 2020 of Sanko Diecasting (Thailand) Co., Ltd., and configured auditing of 1,500,000 Baht (One million five hundred 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 2020 of Sanko Diecasting (Thailand) Co., Ltd., and configured auditing of 1,500,000 Baht (One million five hundred 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. Mr. naohiro Hamada
2. Mr. Rattawat Suksaichol
3. Ms. Valaiporn Kanignunta

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, 2019. 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. Mr. naohiro Hamada
2. Mr. Rattawat Suksaichol
3. Ms. Valaiporn Kanignunta

The person who had been nominated as the Independent Director (3. Ms. Valaiporn Kanignunta) can voice their opinion openly and in accordance to with the regulation. Based on her professional skill and business's operation expertising, she has been appointed as director for more than 9 years, therefore, she will be acting



as the Company's director for 12 years - including this appointment, as per the details attached on Enclosure no. 2

Agenda 8. To consider and approve the amendment of number of director in Board of Director from 8 persons to 9 persons and appointment of new director

Objective and reason: For convenience of company's business operations, therefore it is appropriate to the amendment of number of director in Board of Director from 8 persons to 9 persons. The details attached on Enclosure no. 3

Opinion of the Board of Directors: Appropriate the Annual General Meetings of Shareholders to consider and approve the amendment of number of director in Board of Director from 8 persons to 9 persons and appointment of new director. In this regard, the Board of Director nominated Mr. Adul Chotinisakorn as a director. After having considered the qualifications as per the Section 68 of the Public Limited Company Act B.E 2535 and the related announcement by the Securities and Exchange Commission, the Board of Directors had considered that Mr.Adul Chotinisakorn be the professional experts from various fields to take up the positions which will be beneficial to the company for advising and giving opinions on many issues. The person must have a strong leadership, visions, morals and ethics with a clean, transparent work profiles and can make an independent decision.

In this regard, if the shareholder considers and approve this agenda, the company shall further proceed registration of appointment of new director to the Department of Business Development, Ministry of Commerce

Agenda 9. 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, 2020. All shareholders are cordially invited to attend the meeting at the time and place mentioned above. Due to the situation of COVID-19 pandemic, the Company would like to support all shareholder consider to grant Proxy to Independent Director for attending this AGM in order to prevent the spread COVID-19 which continues to evolve. 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 set the registration area intended for the Shareholders and proxies attending the AGM at the meeting room of Company starting at 01.00 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. The Company has arranged the van to facilitate your travel to the meeting from Bangkok. Please make a reservation in advance at telephone no. 02-005-3310 before date April 20, 2020. The van will be waiting at the SET (New Building) Time 08.30 a.m. and departure on 9.00 a.m.

Please be informed accordingly,

Yours truly,

A handwritten signature in blue ink, appearing to read "Rattawat Suksaichol".

(Mr. Rattawat Suksaichol)

Acting Chairman of the Board of Directors