



Invite to the Annual General Meetings of Shareholders for the year 2021

DIECASTING (THAILAND) PUBLIC COMPANY LIMITED

April 28, 2021, 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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24 February, 2021

- 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 2020
2. The biographies of the proposed directors and the directors' remuneration
3. Proxy
4. Profiles of Independent Directors for proxy case
5. Documents for the Rights to Attend the Meeting
6. The Company's Articles of Association with regard to the Annual General Meeting of Shareholders
7. The request form for Annual Report year 2020 (Book)
8. Map for the Meeting Venue

The Board of Directors of Sanko Diecasting (Thailand) Pubic Company Limited, as (the "Company") No. 1/2021 on Wednesday, February 24, 2021 resolved to call a shareholders' meeting for the year 2021 on April 28, 2021, 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 2020

Objective and reason: The General Meeting of Shareholders for the year 2020 was held on 29 April, 2020 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 2020, 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 2020 (56-1 One Report) 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 2020

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, 2020.

(Unit : Million Baht)

| List | 2018 | 2019 | 2020 |
|-----------------------------------|--------|--------|---------|
| Total Revenues | 546.65 | 614.63 | 450.78 |
| Total Cost and Expenses | 523.75 | 574.38 | 486.19 |
| Gross Profit | 97.48 | 129.69 | 39.74 |
| Net Profit | 11.82 | 46.17 | (35.42) |
| Total Assets | 383.69 | 446.24 | 434.82 |
| Total Liabilities | 207.69 | 225.37 | 261.48 |
| Shareholder's Equity | 176.01 | 220.86 | 173.33 |
| Retain Earning (Non - Allocation) | 10.36 | 46.33 | (4.36) |

Financial Ratio

| List | 2018 | 2019 | 2020 |
|-------------------------------|------|-------|---------|
| Net Profit Margin (%) | 2.16 | 7.51 | (7.85) |
| Return on Equity (%) | 6.92 | 20.90 | (20.43) |
| Return on Asset (%) | 6.26 | 10.35 | (8.15) |
| Debt Equity Ratio (times) | 1.18 | 1.02 | 1.51 |
| Net Profit per Share (Baht)** | 0.04 | 0.15 | (0.12) |
| 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 2020 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 2021.

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 2021 at the same rate as last year in order to suit current condition. With the comparative details between 2021 and 2020 as follows:



| Position | Meeting Allowance (per time) Baht | | Bonus/ Pension and other benefits | |
|--------------------------|-----------------------------------|--------|-----------------------------------|------|
| | 2021 | 2020 | 2021 | 2020 |
| 1The Board of Directors* | | | | |
| Chairman of the Board | 30,000 | 30,000 | N/A | N/A |
| Directors | 10,000 | 10,000 | N/A | N/A |
| 2. The Audit Committee | 17,500 | 17,500 | 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 2021 at the rate equal to the year 2020 as follows:

| The Board | Meeting Allowance (per time) Baht | |
|-----------------------------|-----------------------------------|--------|
| | 2021 | 2020 |
| 1. The Board of Directors * | | |
| Chairman of the Board | 30,000 | 30,000 |
| Directors | 10,000 | 10,000 |
| 2. The Audit Committee | 17,500 | 17,500 |

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

Remark: No Bonus/ Pension and other benefits.

Agenda 5: To consider and approve the suspension of the payment of dividend for the year 2020.

Objective and reason: The Company has outlined the criteria and policy for allocation of dividend at the rate not less than 30% of net profit after deduction of Corporate income tax and other related reserved fund. Due to the company' business operation result as of 31st December 2020, the company has net loss of 35,416,261 Baht and the accumulated loss as of 31st December 2020 is 4,357,398 Baht.

Opinion of the Board of Directors: The Meeting agree to suspend the allocation of dividend for year 2020 due to the Company has net loss 35,416,261 Baht and the accumulated loss is 4,357,398 Baht as of 31st December 2020 which is in compliance of the criteria and policy for allocation of dividend the rate not less than 30% of net profit after deduction of Corporate income tax and other related reserved fund.

Agenda 6. To consider and approve the appointment of auditors and the audit configuration of 2021.

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 2021, 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 2021 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 2021 that continues as 3rd year of service and set the audit budget for the year 2021 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 2021 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 2021 and year ended 2020

| Description | As of year ended 2021 (Baht) | As of year ended 2020 (Baht) |
|--------------------|------------------------------|------------------------------|
| | (New rate) | (Previous rate) |
| | Company | Company |
| Annual audit fee | | |
| As of 31 December | 810,000.00 | 810,000.00 |
| Quarter audit fee | | |
| As of 31 March | 230,000.00 | 230,000.00 |
| Quarter audit fee | | |
| As of 30 June | 230,000.00 | 230,000.00 |
| Quarter audit fee | | |
| As of 30 September | 230,000.00 | 230,000.00 |
| Audit fee for BOI | n.a. | n.a. |
| Other expenses | On actual basis | On actual basis |
| Total | 1,500,000.00 | 1,500,000.00 |

*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 2021 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 2021 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. Ms. Poonsri Pattamavorakulchai
2. Mr. Yuttana Taepangthong
3. Mr. Santi Niamnil

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, 2020. The Company will inform the shareholder via channel of SET and the company's website www.sankothai.net which it appeared that when the prescribed time is ended, there is no shareholder proposing any person 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. Ms. Poonsri Pattamavorakulchai
2. Mr. Yuttana Taepangthong
3. Mr. Santi Niamnil

The person who had been nominated as the Independent Director (Mr. Santi Niamnil) can voice their opinion openly and in accordance to with the regulation. Based on him professional skill and business's operation expertising, he has been appointed as director for more than 12 years, therefore, he will be acting as the Company's director for 15 years including this appointment, as per the details attached on Enclosure no. 2

Agenda 8. 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 19, 2021. 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 speard 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. 3 "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, 2021. The van will be waiting at the SET (New Building) Time 08.30 a.m. and departure on 9.00 a.m.

In fixing the venue and pattern for this Annual Meeting of shareholder, it is based on the current situation. However, if the situation in future will be changing and affecting the meeting to be held, the Board of Director will assign the management to have the power to consider for adjusting the pattern of the Annual Meeting of Shareholder for year 2021. In this regard, the Company will inform the shareholder via channel of SET and the Company's website www.sankothai.net

Please be informed accordingly,

Yours truly,

(Mr. Adul Chotinisakorn)

Chairman of the Board of Directors