



# Invitation to The 2018 Annual General Meeting of Shareholders SOMBOON ADVANCE TECHNOLOGY PUBLIC COMPANY LIMITED

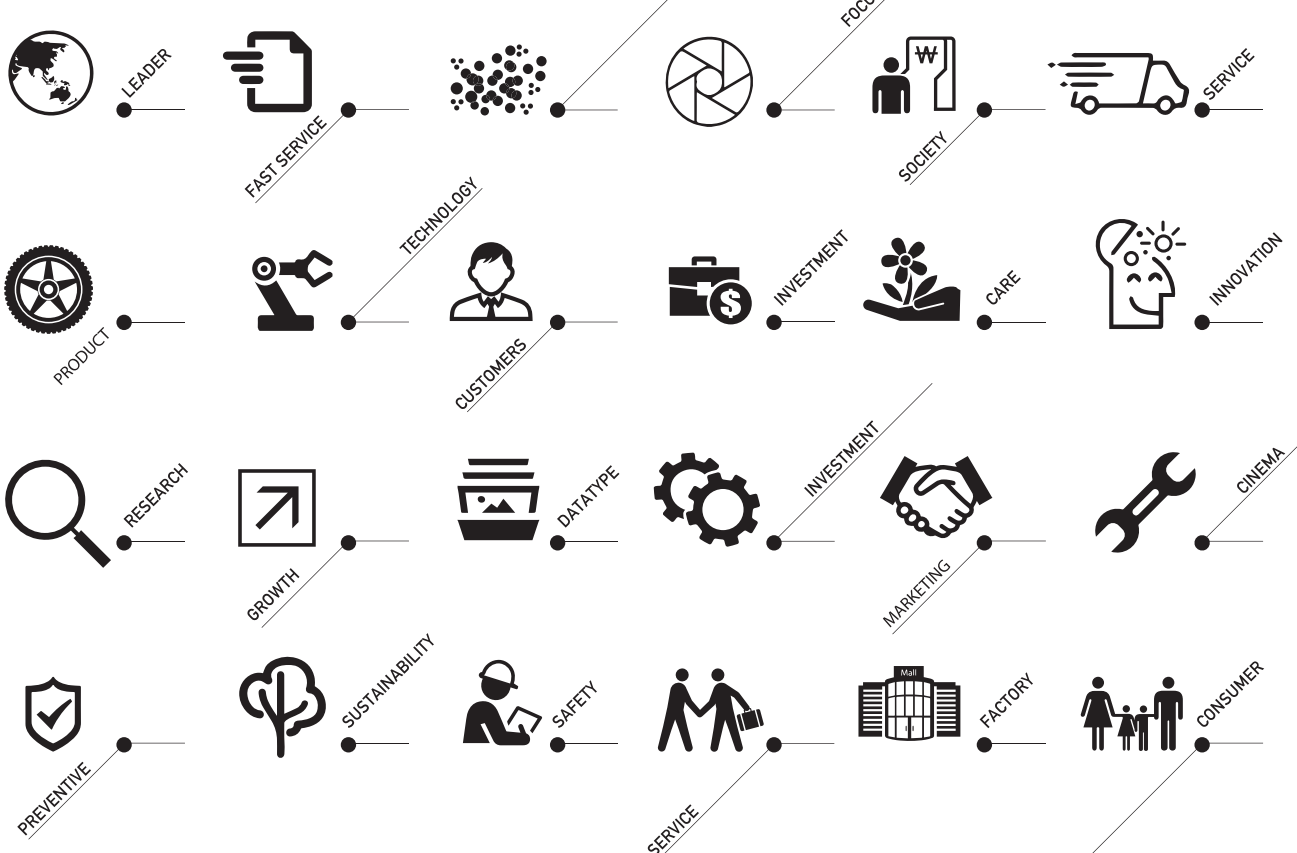
on 20 April 2018 at 10.00 a.m.

at Ballroom, 3<sup>rd</sup> floor, the Grand FourWings Convention Hotel Bangkok,  
at 333 Srinakarin Road, Huamark, Bangkok, Bangkok

## CREATING **NETWORKS** CREATING **OPPORTUNITIES**



- **SMART PEOPLE**
- **BUSINESS TRUST**
- **GROWTH SOCIETY**





**Somboon Advance Technology Public Company Limited**  
**Somboon Malleable Iron Industrial Company Limited**  
**International Casting Products Company Limited**  
**Bangkok Spring Industrial Company Limited**

129 Moo 2, 15<sup>th</sup> KM. Bangna-Trad Rd., Bangchalong, Bangplee, Samutprakarn 10540 Thailand  
Tel. 02 728 8500 Fax. 02 728 8513

20 March 2018

**Subject:** Invitation to the 2018 Annual General Meeting of Shareholders

**To:** Shareholders of Somboon Advance Technology Public Company Limited

- Enclosures:**
1. Facts and rationale of the opinion of the Board of Directors to support the shareholders' consideration
  2. Copy of the minutes of the 2017 Annual General Meeting of Shareholders
  3. 2017 Annual Report (CD-ROM)
  4. Profiles of the candidates who have been nominated to be the Company's directors
  5. Code of conduct regarding the general meeting of shareholders
  6. Credential and background of the independent directors to be appointed as proxies by shareholders
  7. Proxy Form (Form B)
  8. The Company's Articles of Association concerning the general meeting of shareholders
  9. Map of the venue of the 2018 Annual General Meeting of Shareholders

The Board of Directors of Somboon Advance Technology Public Company Limited (the "Company") resolved to approve the holding of the 2018 Annual General Meeting of Shareholders (the "2018 AGM") on 20 April 2018 at 10.00 a.m. at Ballroom, 3rd floor, the Grand FourWings Convention Hotel Bangkok, located at 333 Srinakarin Road, Huamark, Bangkok, to consider the following agenda items:

1. To certify the minutes of the 2017 Annual General Meeting of Shareholders

Board's Opinion: The Board recommends that the minutes of the 2017 Annual General Meeting of Shareholders, held on 19 April 2017, be certified by the 2018 AGM.

2. To acknowledge the report on the Company's operating results for the year 2017

Board's Opinion: The Board recommends that such report on the Company's operating results for the year 2017 be acknowledged by the 2018 AGM.

3. To consider and approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2017

Board's Opinion: The Board recommends that the balance sheet and profit and loss statement for the fiscal year as at 31 December 2017, which were considered by the Audit and Corporate Governance Committee and audited by a certified auditor, be approved by the 2018 AGM.

4. To acknowledge the payment of interim dividend

Board's Opinion: The Board recommends that the payment of interim dividend be acknowledged by the 2018 AGM.

5. To consider and approve the appropriation of profit in respect of the 2017 operating results

Board's Opinion: The Board recommends that the appropriation of profit in respect of the 2017 operating results for the distribution of dividend to the Company's shareholders at the rate of THB 0.90 per share which has already been paid at the interim dividend rate of THB 0.25 per share on 6 September 2017 with a remaining amount to pay at the rate of THB 0.65 per share, totaling THB 276,376,031.10, be approved by the 2018 AGM, provided that all dividend to be paid is derived from the BOI Promoted business at the rate of THB 0.09 totaling THB 38,267,450.46 and paid from net profit at the corporate income tax at the rate of 10 percent at the rate of THB 0.32 totaling THB 136,062,046.08 and paid from net profit at the corporate income tax at the rate of 20 percent at the rate of 0.24 THB totaling 102,046,534.56. For the shareholders who will receive the dividend, the dividend will be deducted subject to withholding tax at the rate of 10 percent especially the dividend paid from the net profit at the rate of 10 percent and 20 percent and the shareholders whose names appear on the share register book as at 5 March 2018 (Record Date) are entitled to receive dividend on 4 May 2018.

The right to receive dividends above shall remain uncertain until the 2018 AGM grants its approval.

In addition, the Company has made full legal reserve as required by law. Therefore, no provision of additional legal reserve is required at this 2018 AGM.

6. To consider and approve the appointment of directors in place of those retiring by rotation

Board's Opinion: The Board recommends that the directors retiring by rotation be re-appointed by the 2018 AGM.

7. To consider and approve the 2018 remuneration of directors

Board's Opinion: The Board recommends that the remuneration of directors as proposed be approved by the 2018 AGM.

8. To consider and approve the appointment of the auditor and fix his/her remuneration for 2018.

Board's Opinion: The Board recommends that the appointment of the auditor and the fixing of his/her remuneration for 2018 as proposed be approved by the 2018 AGM.

9. To consider and approve the amendment of Clause 33 of the Articles of Association in relation to calling an Extraordinary Shareholders Meeting.

Board's Opinion: The Board endorsed to propose to the 2018 AGM to amend Clause 33 of the Articles of Association in relation to calling an Extraordinary Shareholders' Meeting by cancelling the previous clause, applying the new one and amending the registration process, including amending and/or adding any details and clauses that need to be complied with the order of registrar as it deems fit and suitable and not have any effect on the main part of the amendment of the Articles of Association as proposed.

10. Other business (if any)

Board's Opinion: The shareholders are free to ask any questions and the Board will answers their queries (if any).

The Company has prepared the relevant facts and rationale of each agenda item for further consideration by the shareholders as set out in the Enclosure No.1.

In this regard, 5 March 2018 is scheduled as the date to record the names of shareholders entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date).

The Company is pleased to invite the shareholders to attend the 2018 Annual General Meeting at the above-mentioned time and venue. The registration and document examination of all attendees will take place at the meeting venue from 8.00 a.m. until the time in which the meeting is convened.

Should you wish to appoint a proxy or any of the following independent directors to attend the meeting and exercise the voting right on your behalf, please complete of the proxy form B as per the Enclosure No.7 or download the proxy form (form B) from [www.satpcl.co.th](http://www.satpcl.co.th). The credentials and backgrounds of each of the directors to be appointed as a proxy appear in Enclosure No.6 Please also send the duly completed (original) proxy form together with supporting documents via mail following the Company address to the office of Company Secretary, 2<sup>nd</sup> Floor, Building 11 on or before Thursday 19 April 2018.

Sincerely Yours,



Mr. Sansern Wongcha-um  
Chairman of the Board

List of independent directors proposed to be appointed as the proxy holders:

- |                |            |                      |
|----------------|------------|----------------------|
| 1. Mr. Sansern | Wongcha-um | Independent Director |
| 2. Mr. Paitoon | Taveebhol  | Independent Director |
| 4. Mr. Ajarin  | Sarasas    | Independent Director |

For more information, please contact the office of Company Secretary at telephone no. 02-080-8269, Fax: 02-080-8268.