



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, 15th KM. Bangna-Trad Rd., Bangchalong, Bangplee, Samutprakarn 10540 Thailand
Tel. 02 728 8500 Fax. 02 728 8513

(Translation)

Re: Invitation to attend the Extraordinary General Meeting of Shareholders No.1/2010

To: All shareholders

- Enc.: 1. Copy of the minutes of the 2010 Annual General Meeting of Shareholders
2. Indicative terms of the transferrable subscription rights
3. Form of capital increase report
4. Proxy form, type B
5. Profile of the Company's directors to be appointed as proxy holders
6. Rules of shareholders meeting
7. Articles of association of the Company (only regarding meetings of shareholders)
8. Location map of the venue for the Extraordinary General Meeting of Shareholders No.1/2010

By virtue of a board resolution of Somboon Advance Technology Public Company Limited (the **Company**), the Extraordinary General Meeting of Shareholders No.1/2010 (the **EGM**) will be held on Tuesday 20 July 2010 at 10.00 a.m. at Montathip Room 1, Four Seasons Hotel, Rajadamri Road, Bangkok to consider the following agenda:

1. To certify the minutes of the 2010 Annual General Meeting of Shareholders

Facts and reasons : The Company Secretary prepared the minutes of the 2010 Annual General Meeting of Shareholders (the **2010 AGM**), held on Thursday 22 April 2010 (the **Minutes**), which the board of directors certified as correct in line with the resolutions of the 2010 AGM. In addition to delivering the Minutes to the Stock Exchange of Thailand (**SET**) within 14 days from the date of the 2010 AGM, the Company has also posted the Minutes on its website at www.satplc.co.th to make the Minutes accessible to all shareholders so that they may check the accuracy of the Minutes. Apparently, no shareholders argued or proposed any amendments to the Minutes. Details of the Minutes are provided in Enclosure 1.

Board opinion : The board of directors recommends that the EGM certify the Minutes.

2. To consider and approve the issue of transferrable subscription rights (TSRs)

Facts and reasons : The Company wishes to issue 25,000,000 TSRs for free to be allotted to existing shareholders in proportion to the number of shares each of them is holding.

TSRs is a negotiable instrument which is tradable on the SET after they are accepted as listed securities. An issue of TSRs will be advantageous for the Company's shareholders as this is an open opportunity and a new investment option for them. Basically, with TSRs, a shareholder may select to subscribe for the Company's new shares in a proportion and at an exercise price as the



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Company may determine by presenting evidence of holding the TSRs at the time that the shareholder wants to exercise the subscription right. Alternatively, if the shareholder does not wish to purchase the Company's new shares, he/she may sell or transfer the TSRs through the SET. In that case, an investor or purchaser of the TSRs can present evidence of being a holder of TSRs at the time that they wish to purchase the Company's new shares in a proportion and at an exercise price as the Company may determine.

Board opinion: The board of directors recommends that the EGM consider and approve the issue of 25,000,000 TSRs for free to existing shareholder in proportion to the number of shares each of them is holding, taking into account the list of eligible shareholders based on the share register as at the date which the board of directors or its designated person may determine. The subscription ratio is 12 existing shares to 1 TSR. Any fractions of shares must be disregarded. Details relating to the TSRs are provided in Enclosure 2.

3. To consider and approve the Company's capital increase and an amendment to clause 4 of its memorandum of association to reflect the capital increase

Facts and reasons : The Company expects to expand its business continuously to follow the economic condition and future growth of the automotive and agricultural vehicle industries. That is the reason why the Company sets a capital raising scheme to finance a project to improve the product capacity of a new iron casting plant and any investment projects in the future. A portion of the proceeds from the capital raising scheme will serve as working capital to enhance the liquidity of the Company's operations. Therefore, shareholders will benefit from the Company's stronger and more stable financial structure as well as the improved capacity of its operations, which will enable the Company to maintain its sustainable and constant growth in the future, resulting in the added value for the benefit of shareholders in the long term. The objectives and advantages of this capital increase are detailed in the form of capital increase report attached hereto as Enclosure 3.

Board opinion : The board of directors recommends that the EGM consider and approve the following: (i) the increase in the Company's registered capital by Baht 40,000,000 through an issue of 40,000,000 new ordinary shares having a par value of Baht 1 each, from the current registered capital of Baht 300,000,000 to the new registered capital of Baht 340,000,000 divided into 340,000,000 ordinary shares having a par value of Baht 1 each; and (ii) the amendment to clause 4 of the Company's memorandum of association to reflect the capital increase, which is to read as follows:

Clause 4 Registered capital Baht 340,000,000 (Baht three hundred and forty million only)
Divided into 340,000,000 shares (Three hundred and forty million shares)
Par value Baht 1 each (Baht one only)
Divided into
Ordinary shares 340,000,000 shares (Three hundred and forty million shares)
Preference shares N/A (N/A)



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4. To consider and approve the allotment of new ordinary shares

Facts and reasons: In light of the Company's intention to issue the TSRs, it must allocate new shares in reserve for the exercise of those TSRs as proposed for approval at this EGM. Therefore, the board of directors recommends that a portion of new shares be reserved for an offering by private placement, with an aim to expand the investor base and improve the liquidity of the Company's securities.

Board opinion : The board of directors recommends that the EGM consider and approve the allotment of 40,000,000 new ordinary shares having a par value of Baht 1 each as follows:

- (1) To allocate 25,000,000 new ordinary shares to be reserved for the exercise of TSRs

If there are shares remaining from the result of the non-exercise of the TSRs, the Company may offer such shares in one or several tranches from time to time by way of private placement in accordance with the Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551 regarding applications and permissions for the offer of new shares (the CMSB Notification). The Executive Board is authorized to determine the offering price, offering period, conditions and other details of the allotment, including to determine the "market price" as required by the relevant CMSB notifications.

- (2) To allocate 15,000,000 new ordinary shares to be offered in one or several tranches from time to time by way of private placement in accordance with the Notification of the Capital Market Supervisory Board No. Thor.Jor. 28/2551 regarding applications and permissions for the offer of new shares (the CMSB Notification). The Executive Board is authorized to determine the offering price, offering period, conditions and other details of the allotment, including the determination of the "market price" as required by the relevant CMSB notifications.

If the Company offers the new shares to any investor, who falls within the meaning of "connected party" under the applicable notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, the Company will proceed as required by such relevant regulations.

5. To consider other business (if any)

Board opinion : For shareholders to ask questions (if any) and/or for the board of directors to answers shareholders' questions or clarify any matters to shareholders.

Accordingly, you are cordially invited to attend the EGM at the above-written date, time and place. The registration will be open from 9.00 until the time scheduled for the beginning of the EGM.



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The record date for the Company to determine the shareholders entitled to attend the EGM is 28 June 2010. The share register book closing date will fall on 29 June 2010 for the Company to prepare a list of the eligible shareholders under Section 225 of the Securities and Exchange Act B.E.2551 (2008). If you wish to grant proxy to any person or any independent director (as listed below and their profiles are detailed in Enclosure 5) to attend and vote at the EGM on your behalf, please fill in and sign a proxy form (type B) attached to this notice as Enclosure 4 and send the completed and signed proxy form together with supporting documents by post to the Company at the Office of the Company Secretary, Building 11, 2nd Floor within 16 July 2010.

Yours faithfully,

-Signature-

(Mr. Sansern Wongcha-um)
Chairman of the Board

List of directors to be appointed as proxy holder:

- | | | |
|----|------------------------|----------------------|
| 1. | Mr. Sansern Wongcha-um | Independent director |
| 2. | Mr. Panja Senadisai | Independent director |
| 3. | Mr. Sobson Ketsuwan | Independent director |
| 4. | Mr. Ajarin Sarasas | Independent director |
| 5. | Mr. Paitoon Taveebhol | Independent director |

Office of the Company Secretary
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