

(Translation)



บริษัท เอสซีไอ อิเล็คทริก จำกัด (มหาชน)

SCI ELECTRIC PUBLIC COMPANY LIMITED

Invitation to the 2021 Annual General Meeting of Shareholders

Friday 30 April 2021, 2:00p.m.

At Srinakarin Hall, 1st Floor,

Dusit Princess Srinakarin Hotel, Srinakarin Road, Bangkok

Guidelines for attending the Meeting, regarding the outbreak of the New Coronavirus 2019 (COVID-19)

With our deep concern over the health of the Meeting attendees from the spread of the new Coronavirus 2019 (COVID-19), SCI Electric PLC, therefore, kindly asks shareholders to remain informed with the following guidelines:

1. Shareholders who are in a high-risk situation, e.g. having recently returned from any Risk-Countries or Domestic-Risk areas in less than 14 days, or suffering any respiratory symptoms, are advised to proxy a representative or the Company's Independent Director as per the conditions and procedures stated in Enclosure 4.
2. The Company shall conduct health screening at the Meeting entrance. In case of any high-risk shareholders being identified, the Company shall kindly ask for their cooperation to avoid entering into the Meeting and proxy a representative or the Company's Independent Director to attend the Meeting.

Please be informed accordingly and kindly cooperate with the aforementioned guidelines, conscientiously.

PRIVACY NOTICE

For 2021 Annual General Meeting of Shareholders (“AGM”)

For 2021 Annual General Meeting of Shareholders (“AGM”), SCI Electric Public Company Limited “the Company” would like to inform its shareholders and their proxies on the Personal Data Protection Policy in brief ;

1. Personal Data: The Company needs to collect the following personal information for the purpose of arranging attendance at the AGM

1.1 General Personal Data: Name, Age, Address, Telephone number, Identity card number, Bank account details, E-mail address, Fax number, Shareholder’s registration number, photographs, and video recording.

1.2 Sensitive Personal Data: Body temperature and the health and symptom information which is a part of travel history.

2. Objectives, Legal Basis, and Data Processing: The Company will process all personal data in accordance with the objectives and legal basis as follows:

2.1 Legal basis

- The Company will collect and use your data specified in items 1.1 and 1.2 above for the purpose of calling, arranging and conducting the AGM, including identity verification, sending any related documents, and carrying out any action pursuant to the AGM resolutions and/or to comply with the related laws or orders issued by the relevant authorities under the Public Limited Companies Act, B.E. 2535 (1992)

2.2 Legitimate interest

- The Company will collect and use your data specified in item 1.1 above for the purpose of preparing the AGM minutes, and keep evidence of your meeting attendance and any other activity involving the Company’s legitimate interests and other persons to the extent that it is within your reasonable expectation.

- The Company will collect and use your data specified in item 1.2 above for the purpose of screening the AGM attendees to prevent the spread of Covid-19, and report any persons who meet the criteria for investigation to the responsible agency in accordance with its specified guidelines, in order to maintain public health and protect the other attendees from infection, following the measures and guidelines drawn up for the AGM.

- The Company will take photographs of the AGM and record it on video for the purpose of media reporting and broadcasting the meeting by electronic means. You may appear in the photographs or video recording but details or your identity will not be revealed. If you wish the Company to refrain from disclosing any photographs or any part of the video recording in which you appear, you should notify the Company that you have not given your consent.

3. Sources of Personal Data: The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd., which is the Company’s registrar,

4. Personal Data Storage: The Company expects to keep your personal data for a period of 10 years, except for photographs, the video recording and the data specified in item 1.2 above, which will only be kept for twelve months from the date of the AGM. After these periods elapse, the Company will either destroy or anonymize your data.

5. Rights of Data Owners: As a data owner, you have the right to receive a copy of your personal data, the right to correct any mistakes in your data, the right to have your data erased and the right to withhold consent for your data to be used for any other purpose than above mentioned AGM. If you would like to exercise any of these rights, please contact the Company at email: orajid@sci-mfgr.com or by post to the Company Secretary at the address shown in the invitation letter for this AGM. The Company will consider your request and contact you as soon as reasonably possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint at the Office of the Personal Data Protection Commission.



(Translation)

SCI Electric Public Company Limited

No. SCI 001/SH 2564

09 March 2021

Re: Invitation to the 2021 Annual General Meeting of Shareholders

To: Shareholders of SCI Electric Public Company Limited

- Enclosures:**
1. Copy of Minutes of the 2020 Annual General Meeting of Shareholders held on 31 July 2020
 2. The 2020 Annual Report (QR Code) comprising of copies the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) for the year ended 31 December 2020 which have been audited by the certified auditor
 3. Names and profiles of person nominated to be appointed as a director
 4. Guideline for the appointment of proxy, the registration, and evidence to be presented on the date of the 2021 Annual General Meeting of Shareholders
 5. The Company's Articles of Association relating to the shareholders' meeting and voting exercise
 6. Names and profiles of independent directors who may be appointed by shareholders as their proxies to attend the 2021 Annual General Meeting of Shareholders
 7. Location map of the meeting's venue of the 2021 Annual General Meeting of Shareholders
 8. Proxy form B.

The Board of Directors' Meeting of SCI Electric Public Company Limited (the "**Company**") has passed the resolution to convene the 2021 Annual General Meeting of Shareholders on 30 April 2021 at 2.00 p.m., at Dusit Princess Srinakarin Hotel, Srinakarin Road, Prawet District, Bangkok 10250 to consider the following agenda:

Agenda 1 **To consider and adopt the Minutes of the 2020 Annual General Meeting of Shareholders held on 31 July 2020**

Facts and rationale The Company has prepared the Minutes of the 2020 Annual General Meeting of Shareholders held on 31 July 2020 within the required period of time specified by laws. The copy of the Minutes of the 2020 Annual General Meeting of Shareholders is attached as **Enclosure 1**.



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Board's opinion The Board of Directors is of the opinion that the Minutes of the 2020 Annual General Meeting of Shareholders held on 31 July 2020, was correctly recorded and recommends that such minutes should be proposed to be adopted by the Annual General Meeting of Shareholders.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and having the right to vote.

Agenda 2 To acknowledge the Company's operating results for the year 2020

Facts and rationale The Board of Directors has prepared the information relating to the Company's operating results for the past year 2020, which is shown in the 2020 Annual Report sent to shareholders as per Enclosure 2. It was sent for the shareholders acknowledgement of the overview of the Company's operating results.

Board's opinion The Board of Directors is of the opinion that the report on the Company's operating results for the year 2020 should be proposed to the Annual General Meeting of Shareholders' acknowledgment.

Remark This Agenda is for acknowledgement, the resolution is not required.

Agenda 3 To consider and approve the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) in respect of the fiscal year ended as at 31 December 2020 which have been audited by the certified auditor and acknowledge the Auditor's report

Facts and rationale To be in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, it is required the Board of Directors to prepare the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the company as of the last day of the Company's fiscal year which have been audited by the certified auditor in order to propose to the Annual General Meeting of Shareholders for consideration and approval. The details of which are appeared in the 2020 Annual Report sent to the shareholders as per Enclosure 2.

Board's opinion The Board of Directors is of the opinion that the Financial Statements and the Statement of Comprehensive Income (balance sheet and profit and loss statements) of the Company for the fiscal year ended as at 31 December 2020 which have been audited by the certified auditors should be proposed to the Annual General Meeting of Shareholders for approval also, the Auditor's report should be proposed for acknowledgement.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and having the right to vote.


SCI Electric Public Company Limited
Agenda 4 To approve the unallocated net profit as legal reserve and the omission of dividend payment

Facts and rationale According to the Public Limited Companies Act B.E. 2535 (as amended) and the company's Articles of Association, it is required the Company to allocate part of the annual net profit as reserve fund in an amount not less than 5 per cent of the annual net profit and subtract with the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 per cent of the registered capital.

Furthermore, the Company's dividend policy prescribes that the dividend payment shall be made not less than 40 per cent of the net profit after deducting the corporate income taxes and legal reserve for the Separate Financial Statements of the Company (with additional condition).

The Company had operating profits from normal business operations, however, the Company has to recognize the expected credit loss for financial assets in accordance with the accounting standards (TFRS9). This expected credit loss had no effects on the Company's cash flow. Consequently, the Company had net loss of Baht 129.99 million and therefore, the Company could not allocate the net profit as legal reserve and could not pay dividends.

Comparison of Dividend Payout Ratios for Years 2020 to 2021

Dividend Payment Details		Present Year	Previous Year
		2020	2019
Net Profit / Retained Earnings	(Mil. Baht)	(129.990) (Net loss)	27.954 (Retained Earnings)
Number of Shares	(Mil. Share)	750.000	750.00
Dividend paid per share	(Baht/Share)	Omitted dividend payment	-
- Interim Dividend	(Baht/Share)	-	0.020
Total dividend payment	(Mil. Baht)	Omitted dividend payment	15.000
Dividend payout ratio	(Percent)	Omitted dividend payment	53.66
Net Profit / Retained Earnings			(Retained Earnings)

Board's opinion The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the unallocated net profit as legal reserve and the omission of dividend payment.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and having the right to vote.

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Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation

Facts and rationale According to the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, at least one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders in each year and if the number of directors cannot be divided into three, the closest number to one-third shall retire and the retired directors are eligible for re-appointment. There are 4 directors who will retire by rotation at the 2021 Annual General Meeting of Shareholders, namely:

1. Mrs. Pranee Phasipol / Independent Director
2. Mr. Kriangkrai Pheanvitayaskul / Director
3. Mr. Thanawat Yanisrangkul / Director
4. Mr. Sirichai Phruttnarakorn / Director

SCI Electric had given shareholders an opportunity to nominate qualified person(s) for election of directors for the 2021 Annual General Meeting of Shareholders and notify the same on company's website from October 05, 2020 to November 30, 2020; however, no shareholder proposed the above mentioned matter to the company.

The Nomination and Remuneration Committee has considered and is of the opinion that all 4 directors who must retire by rotation are knowledgeable persons, capable and have experience in the Company's business and have performed well as the directors of the Company in the past office period and also possess full qualification under the law. For considering the selection of independent directors, the committee has considered that the person who is nominated to be able to express opinions independently and in accordance with relevant guidelines. Therefore, it is appropriate to nominate all 4 directors to be reappointed as the Company's directors for another term.

The names and profiles of person nominated to be appointed as a director have been sent to the shareholders as per Enclosure 3.

Board's opinion The persons nominated for this time have gone through a moderation process and careful consideration of the Board of Directors that The person nominated for this time has qualifications suitable for the Company's business operation. The Board therefore deems it appropriate to appoint the 4 directors who retire by rotation this time to return to serve as the Company's directors for another term.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and having the right to vote.

SCI Electric Public Company Limited
Agenda 6 To consider and approve the directors' remuneration for the year 2021

Facts and rationale The Nomination and Remuneration Committee has determined the directors' remuneration for the year 2021. For such determination, the Nomination and Remuneration Committee has considered the directors' remuneration from the expansion of business and growth of the Company, including the duties and responsibilities of the directors. Therefore, the directors (according to recommendation and approval of the Nomination and Remuneration Committee) deem it appropriate to determine the directors' remuneration for the year 2021 as follows:

<u>Remuneration</u>	<u>Existing Rate (2020)</u>	<u>Proposed Rate (2021)</u>
(1) The Board of Directors		
<u>Monthly Remuneration</u> (per person)		
The Chairman	Baht 25,000	Baht 25,000
The Director	Baht 15,000	Baht 15,000
<u>Meeting Attendance Remuneration</u> (per person per meeting)		
The Chairman	Baht 45,000	Baht 45,000
The Director	Baht 20,000	Baht 20,000
(2) The Audit Committee		
<u>Monthly Remuneration</u> (per person)		
The Chairman	Baht 20,000	Baht 20,000
The Committee	Baht 15,000	Baht 15,000
<u>Meeting Attendance Remuneration</u> (per person per meeting)		
The Chairman	Baht 25,000	Baht 25,000
The Committee	Baht 20,000	Baht 20,000
(3) The Nomination and Remuneration Committee		
<u>Monthly Remuneration</u> (per person)		
The Chairman	Baht 20,000	Baht 20,000
The Committee	Baht 15,000	Baht 15,000
<u>Meeting Attendance Remuneration</u> (per person per meeting)		
The Chairman	Baht 25,000	Baht 25,000
The Committee	Baht 20,000	Baht 20,000

In this regard, the payments of the remuneration of the Board of Directors and sub-committees are under the following conditions:

1. a Director being an executive has no right to receive monthly remuneration and meeting attendance remuneration in any event;

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2. a Director (only an independent director) being a committee in sub-committee has a right to receive only the monthly remuneration of the highest position; and
3. a Director (only an independent director) being a committee in the Audit and Risk Management Committee and/or the Nomination and Remuneration Committee has a right to receive a meeting attendance remuneration in every position.

Special Remuneration (for every director)

At the amount not exceed Baht 5,000,000 by appointing the Nomination and Remuneration Committee to distribute as specified by the Board of Director.

Any benefits other than those proposed : - None –

Board's opinion The Board of Directors is of the opinion that the directors' remuneration for the year 2021 should be proposed to the Annual General Meeting of Shareholders for approval. Pursuant to the Articles of Association of the Company, the approval shall be in effective until the meeting of shareholders has a resolution to amend such approval.

Remark This Agenda requires an affirmative resolution of not less than two-thirds of the votes of the shareholders present at the meeting.

Agenda 7**To consider and approve the appointment of the Company's auditors and their remuneration for the year 2021**

Facts and rationale The Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association require the annual general meeting of shareholders to annually appoint the Company's auditors and determines their remuneration. The existing auditors may be reappointed.

The Board of Directors (according to the consideration and recommendation of the Audit Committee) has selected the Company's auditors and requests the shareholders' meeting to appoint the following persons:

1. Mr. Pradit Rodloytook, Certified Public Accountant No. 218 of AST Master Co., Ltd. (The company auditor year 2014-2016); or
2. Ms. Nongram Laohaareedilok, Certified Public Accountant No.4344 of AST Master Co., Ltd. (The company auditor year 2017-2020); or
3. Mrs. Porntip Lerdthanongsak, Certified Public Accountant No.7633 of AST Master Co., Ltd.;

to be the Company's auditor(s) for the fiscal year ended 31 December 2021. Any of these auditors may audit or review the Company's Financial Statements. Such auditors will be the auditor for the Company for the fiscal year ended 31 December 2021.



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None of the proposed auditors has any relationship with or interest in the Company, its subsidiaries, management, majority shareholders or the related persons of such persons. Therefore, the said auditors are independent to audit and comment on the Company's Financial Statements. In addition, none of the proposed auditors has audited or reviewed and given opinion of the Company's Financial Statements for five consecutive fiscal years.

Moreover, the Board of Directors (according to the consideration and recommendation of the Audit Committee) proposes the shareholders' meeting to determine the Company's auditor remuneration for the fiscal year ended as at 31 December 2021 at the rate of Baht 2,050,000 without any other fees. (The auditors as aforementioned shall also be appointed as the auditors of the subsidiaries of the Company. AST Master Co., Ltd. is responsible for reviewing and auditing the financial statements of the Company and its subsidiaries since the fiscal year 2015, and well performed its duties and always complies with the time specified by laws.)

The details of the auditor's remuneration compared between the fiscal year ended 31 December 2020 and the fiscal year ended 31 December 2021 are as follows:

Comparison Table of Auditor's Remuneration

Auditor's Remuneration	The fiscal year ended at 31 December 2021 (Baht)		The fiscal year ended at 31 December 2020 (Baht)	
	Auditing Fee	Other Fees	Auditing Fee	Other Fees
SCI Electric Public Company Limited	2,050,000	-	2,050,000	-
Total	2,050,000	-	2,050,000	-

** Excluded the Remuneration of Subsidiaries

Audit Committee's opinion The Audit Committee considers that AST Master Company Limited and all certified public accountants are fully qualified and independent, also well perform their duties. The auditing fee is appropriate when considering the duties and responsibilities of the audit work of the company. Therefore, it is deemed appropriate to propose to the shareholders to consider and approve the appointment of the auditor and determine the auditor's remuneration for the year 2021 as detailed above.

Board's opinion The Board of Directors is of the opinion that the appointment of Mr. Pradit Rodloytook, Certified Public Accountant No. 218, or Ms. Nongram Laohaareedilok, Certified Public Accountant No.4334 or Mrs. Pornnip Lerdthanongsak, Certified Public Accountant No.7633 of AST Master Co., Ltd. and other auditor(s) approved by the Office of Securities and Exchange Commission and AST Master Co., Ltd entrusted to be the auditor



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of the Company by fixing the remuneration of the Company's auditor shall be in the amount of Baht 2,050,000 without any other fees.

Remark This Agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders present at the meeting and having the right to vote.

Agenda 8 Other Business (if any)

SCI Electric had given shareholders an opportunity to propose the agenda items for the 2021 Annual General Meeting of Shareholders and nominate qualified person(s) for election of directors on company's website (www.sci-mfgr.com) from October 05, 2020 to November 30, 2020; however, there was neither proposal of agenda item nor qualified person for election of directors.

In this regard, the shareholders are invited to attend the meeting on the date, and at the time and place as described above and are requested to prepare all evidences that will be used for the meeting as detailed in the guideline for the appointment of proxy to attend the meeting, the registration, and evidence to be presented on the meeting date of the 2021 Annual General Meeting of Shareholders as appeared in Enclosure 4. The Company will conduct the meeting in accordance with the Company's Articles of Association as appeared in Enclosure 5. To reserve the rights and interests of shareholders, in the event that any shareholder is unable to attend the meeting and would like to appoint the Company's independent directors as proxy to attend the meeting and cast votes on his/her behalf, the shareholders can select one of the independent directors of the Company whose names and profiles are as appeared in Enclosure 6. The shareholders must fill in and sign the proxy form attached herewith, duly affix with the Baht 20 stamp duty and deliver such proxy form with the supporting documents to the Company Secretary of SCI Electric Public Company Limited at No. 1 Soi Udomsuk 45, Sukhumvit 103 Road, Bangchak, Prakanong, Bangkok Province 10260, telephone number 0-23618014-7 / 098-264-1939 and facsimile number 0-23618018 within 26 April 2021.

For the custodians that represent overseas shareholders, the Proxy Form C. may be used for the appointment of the proxy. This Proxy Form C. is available for download from the Company's website at www.sci-mfgr.com

The Board of the Directors of the Company determines the Record Date on which the shareholders have the rights to attend the 2021 Annual General Meeting of Shareholders on 15 March 2021.

Please be informed that the shareholders and proxies can register for the meeting attendance starting from 1.00 p.m. on the meeting date at Dusit Princess Srinakarin Hotel, Srinakarin Road, Prawet District, Bangkok 10250.



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SCI Electric Public Company Limited

Sincerely Yours,
SCI Electric Public Company Limited

- Signature -

(Mr. Kriangkrai Pheanvitayaskul)
Director and Chief Executive Officer
By the resolution of the Board of Director



SCI Electric Public Company Limited

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