



บริษัท เอส เอ็น ซี ฟอर्मเมอร์ จำกัด (มหาชน)
SNC FORMER PUBLIC COMPANY LIMITED

The English translation of this document is prepared solely for reference for non-Thai shareholders of the Company. It should neither be relied upon as the definitive nor the official document of the Company. The Thai version is the official document and shall prevail in all respects in the event of any inconsistency with the English translation.

SNC008/2025

13 March 2025

Subject Invitation for the Annual General Meeting of Shareholders No. 31/2025

To Shareholders of SNC Former Public Company Limited

The Meeting Board of Directors of SNC Former Public Company Limited (“the Company”) No. 2/2025 on 17 February 2025 passed a resolution to hold the Annual General Meeting of Shareholders No.31/2025 on 28 March 2025 at 10.30 at a meeting room of SNC Former Public Company Limited, 333/3 Moo 6 Bang Phriang Sub-district, Bang Bo District, Samutprakarn 10560 to consider matters in accordance with agenda as follows:

Agenda 1 To consider and approve the minutes of the Annual General Meeting of Shareholders 2024

Objective and reason: to acknowledge the shareholders for the minutes of Annual General Meeting of Shareholders No. 30/2024 held on 29 March 2024.

Opinion of the Board: The minutes of the Annual General Meeting of Shareholders No.30/2024 held on 29 March 2024 were duly and accurately recorded and it is appropriate to approve the shareholders’ meeting. (Enclosure 1)

Agenda 2 To acknowledge the reports of board of directors and operating results for the year 2024

Objective and reason: to acknowledge the shareholders for the operating result of 2024.

Opinion of the Board: It is appropriate to acknowledge the operating result of 2024 to the shareholders’ meeting.

Agenda 3 To consider and approve the financial statements for the year 2024

Objective and reason: According to the Public Limited Company Act, the Board of Directors has to prepare the financial statements at the end of each fiscal year which were audited by the certified auditor and propose to the annual general shareholders’ meeting for approval.

Opinion of the Board: It is appropriate to propose to the shareholders’ meeting to consider and approve the financial statements for the year 2024 which were audited and verified by the auditor. (Enclosure 2)

333/3 หมู่ที่ 6 ตำบลบางเพรียง อำเภอบางบ่อ จังหวัดสมุทรปราการ 10560
333/3 Moo 6 Bang Phriang Sub-district, Bang Bo District, Samutprakarn 10560
Tel : (662) 108-0360-61, 70-72 Email : snc@sncformer.com

Resolution This agenda must be approved by the majority of votes of the total number of votes of the shareholders in attendance and eligible to vote.

Agenda 4 To consider the approval for omitted dividend payment

Objective and reason: According to the Public Limited Company Act, the dividend payment has to be proposed to shareholders' meeting for approval.

Opinion of the Board: It is appropriate to propose to shareholders' meeting to consider and approve the suspension of the second dividend payment for the year 2024 to reserve cash for working capital and business expansion.

Company dividend payment policy

If there is no other necessity and the dividend payment does not have a significant impact on the normal operations of the Company, the dividend payment policy is not less than 50% of net profit after tax and legal reserve. The dividend and legal reserve are calculated based on the consolidated net profit where the Company should have sufficiently retained earnings in a separate financial statement for the dividend and legal reserve. In this regard, the dividend payment shall take into consideration various factors such as future performance, financial status, liquidity, business expansion plan, and economic condition. Such dividend payments must get approval from shareholders or the Board of Directors in case of the interim dividend payment.

Resolution This agenda must be approved by the majority of votes of the total number of votes of the shareholders in attendance and eligible to vote.

Agenda 5 To consider and approve the appointment of directors in replacement of those who must retire by rotation

Objective and reason: According to the Company's Articles of Association, one third (1/3) of the total directors shall be retired from the office. In case of vacancy for reasons other than retirement by rotation, the Board shall elect a person who is qualified and not disqualified by law to be a director instead there are 4 directors who have to retire from the office:

1	Mr. Satit	Chanjavanakul	Chairman of the Board of Directors / Independent Director
2	Mr. Chaisak	Ankasuwan	Chairman of Nomination and Remuneration Committee / Audit Committee / Independent Director
3	Mr. Wisan	Wuthisaksilp	Nomination and Remuneration Committee / Independent Director
4	Mr. Lec	Sicoravit	Independent Director



The company had announced on the company's website inviting the shareholders to nominate the name of the person whom he considered qualified for the selection in advance from 1 November 2024 to 31 January 2025, but no name was proposed to the company. Therefore, the company considered the opinions of the Nomination and Remuneration Committee that the directors are fully qualified in accordance with business related to the Company's business operation the directors of the company has been nominated for election as a director at the Annual General Meeting of shareholders was able to comment independently and in accordance with the relevant rules. It is thus deemed appropriate to reelect them to be Director and Independent Director.

Details related to age, education, training, experience, shares holding, being director of other company, number of terms being director, board of directors' meeting attendance. (Enclosure 3)

Opinion of Board: The Board considered based on the opinion of the nomination committee and found that the directors who will retire from the office are knowledgeable and capable, which are very useful to the Company. Therefore, the Board found it is appropriate to propose to the shareholders' meeting to elect those 4 directors to re-elect as the Company's board for another term.

Resolution This agenda must be approved by the majority of votes of the total number of votes of the shareholders in attendance and eligible to vote.

Agenda 6 To consider and approve the directors' remuneration for the year 2025

Objective and reason: According to the Public Limited Company Act requires that the shareholders' meeting has to approve the directors' remuneration every year.

Opinion of Board: The Board considered based on the opinion of the remuneration committee, it is appropriate proposing to the shareholders' meeting to consider the directors' remuneration for year 2025 at the amount of Baht 3,004,000 (2024: Baht 3,284,000) which is at the same level of other listed companies in the same sector/industry and authorize the Board of Directors to manage this approved budget. The details of directors' remuneration are as follows:

Details	Year 2025 (Proposed year)			Year 2024		
	Chairman of the Board	Director	Total	Chairman of the Board	Director	Total
1. Remuneration	-	-	-	60,000 Bath/1 month	30,000 Baht/ person/1 month	270,000 (1 month)
2. Meeting allowance of the	40,000 Baht/ person/time	30,000 Baht/ person/time	2,00,000 (8 times)	20,000 / 40,000 Baht/person/time	10,000/30,000 Baht/person/time	2,090,000 (9 times)
2.1 Director						
2.2 Executive directors	-	-	-	-	-	
3. Meeting allowance of the Audit Committee	40,000 Baht/ person/time	30,000 Baht/ person/time	400,000 (4 times)	40,000 Baht/ person/time	30,000 Baht/ person/time	400,000 (4 times)



Details	Year 2025 (Proposed year)			Year 2024		
	Chairman of the Board	Director	Total	Chairman of the Board	Director	Total
4. Meeting allowance of the Nomination Committee and Remuneration Committee	30,000 Baht/person/time	20,000 Baht/person/time	140,000 (2 times)	30,000 Baht/person/time	20,000 Baht/person/time	140,000 (2 times)
5. Meeting allowance of the Risk Management Committee	-	20,000 Baht/person/time (Independent Director)	80,000 (4 times)	The committee wishes not to request the meeting allowance		
6. Meeting allowance of the ESG committee	The committee wishes not to request the meeting allowance					
7. Assigned company vehicles	32,000 Baht/month	None	384,000 (12 months)	32,000 Baht/month	None	384,000 (12 months)
8. Other	None	None	-	None	None	-
Total			3,004,000			3,284,000

Remark

- 1) The executive directors agreed to waive their director fees.
- 2) Remuneration other –None- i.e. bonus, pension, share of a business, warrant, fuel cost, accident insurance, life insurance, health insurance, medical fee myself and family, credit card and club members.

Resolution This agenda must be approved by the majority of votes of the total number of votes of the shareholders in attendance and eligible to vote.

Agenda 7 To consider and approve the appointment of auditor and audit fee for the year 2025

Objective and reason: Public Limited Company Act requires that the shareholders' meeting has to approve the appointment of the auditor and determination of the audit fee every year.

Opinion of Audit Committee: The Audit committee's resolution to propose the Annual General Meeting of Shareholders to appoint Miss Marisa Tharathornbunpakul CPA No. 5752 and/or Mr.Piyanat Singkhorn CPA No. 11641 and /or Ms. Jamjuree Sathapornchaiwat CPA No. 11567 and /or Mr. Udomsak Busaraniphan CPA No. 10331 from KPMG Phoomchai Audit Limited as auditor of Company and Subsidiaries, the audit fee is not more than Baht 4,550,000 and Miss Kamalawan Tubtintong CPA No. 7540 from TTA Audit Company Limited as auditor of 2 subsidiaries , the audit fee is not more than Baht 25,000. The total audit fee for 2025 is not more than Baht 4,575,000 (2024: Actual Baht 4,385,000, Budget Baht 4,210,000). The details of the audit fee are as follows:



บริษัท เอส เอ็น ซี ฟอर्मเมอร์ จำกัด (มหาชน)
SNC FORMER PUBLIC COMPANY LIMITED

		Proposed	Actual	
	Audit Firm	2025	2024	
1	SNC Former Public Company Limited	KPMG	900,000	900,000
2	SNC Creativity Anthology Company Limited	KPMG	740,000	740,000
3	Infinity Parts Company Limited	KPMG	400,000	400,000
4	Immortal Parts Company Limited	KPMG	370,000	370,000
5	SNC Cooling Supply Company Limited	KPMG	350,000	350,000
6	SNC Serenity Company Limited	KPMG	350,000	350,000
7	Paradise Plastic Company Limited	KPMG	270,000	270,000
8	SNC Atlantic Heat Pump Company Limited	KPMG	270,000	300,000
9	Hermes Cooperation Co., Ltd.	KPMG	240,000	80,000
10	Yala Fah Saard Company Limited	KPMG	180,000	150,000
11	Mercury Transform Company Limited	KPMG	120,000	150,000
12	Hermes Golf Club Co., Ltd.	KPMG	120,000	75,000
13	99 Industrial Solutions Co., Ltd.	KPMG	100,000	100,000
14	Demeter Cooperation Co., Ltd.	KPMG	90,000	75,000
15	Odin Power Company Limited	KPMG	50,000	50,000
16	Pattana Phaendinthong Asset Management Co., Ltd.	TTA	15,000	15,000
17	Traveller Auto Co., Ltd.	TTA	10,000	10,000
Audit fee		4,575,000	4,385,000	
Other services		Actual	No	

The proposed auditors have no relationship with or have an interest in the Company, subsidiary companies, management, and major shareholders, or other related parties. Therefore, they are independent in auditing and expressing opinions on the company's financial statements. If the auditors from KPMG Phoomchai Audit Limited and TTA Audit Company Limited are appointed, it will be their 6th year and 2nd year of appointment, respectively.

Opinion of Board: The Board agreed with the Audit committee's resolution to propose the Annual General Meeting of Shareholders to appoint Miss Marisa Tharathornbunpakul CPA No. 5752 and/or Mr.Piyanat Singkhorn CPA No. 11641 and /or Ms. Jamjuree Sathapornchaiwat CPA No. 11567 and /or Mr. Udomsak Busaraniphan CPA No. 10331 from KPMG Phoomchai Audit Limited as auditor of Company and Subsidiaries, the audit fee is not more than Baht 4,550,000 and Miss Kamalawan Tubtintong CPA No. 7540 from TTA Audit Company Limited as auditor of 2 subsidiaries

, the audit fee is not more than Baht 25,000. The total audit fee for 2025 is not more than Baht 4,575,000 (2024: Actual Baht 4,385,000, Budget Baht 4,210,000).

Resolution This agenda must be approved by the majority of votes of the total number of votes of the shareholders in attendance and eligible to vote.

Agenda 8 Consideration of any other matters

(if any)

For the right of shareholders to attend the Annual General Meeting No. 31/2025, the Record Date was on 4 March 2025.

The Company would like to invite the shareholders to attend the Annual General Meeting No. 31/2025 as date, time and place stated above. The Company will open for registration to attend the meeting since 9.30 hrs.

If any shareholder cannot attend the meeting and wants to appoint any person or independent director (Enclosure 5) to cast the vote in this meeting. Please fill out the details and sign in the proxy form (recommend Form B) (Enclosure 6) or can download proxy form from <https://investor.sncformer.com/notice.html>. The Company would like to ask for your cooperation to submit the proxy which has already been filled in detail and signed by grantor to the Company prior to meeting date 1 day in advance, therefore, the proxy can proceed according to shareholder's wish.

Yours Sincerely,

.....
(Mr. Somchai Ngamkitcharoenlap)

Vice Chairman of the Executive Committee

SNC Former Public Company Limited