



SNC 052/2022

18 October 2022

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

To: Shareholders of SNC Former Public Company Limited

- Enclosure
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 28/2022
  2. Profiles of the independent directors proposed by the Company to act as a proxy for the shareholders who are unable to attend the Meeting
  3. Company's articles of association and Public Limited Companies Act, B.E. 2535 (1992) relating to the Shareholders' Meeting
  4. Proxy form A, B, and C
  5. Documents and evidence showing the rights for attendance must be shown on the Meeting date
  6. Notice of Personal Data Protection Act (PDPA)
  7. Map of the venue for the Meeting

The Board of Directors of SNC Former Public Company Limited ("the Company") No. 6/2022 held on 7 October 2022 has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2022 on 8 November 2022 at 10.00 a.m., at Head Office, SNC Former Public Company Limited, 333/3 Moo 6, Bangpreang District, Amphur Bangbo Samut Prakarn 10560 to consider matters under the agendas as follows.

**Agenda 1 To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 28/2022**

Objective and Rationale To inform shareholders about the minutes of the Annual General Meeting of Shareholders No. 28/2022 held on 31 March 2022

Board's Opinion The Minutes of the Annual General Meeting of Shareholders No. 28/2022 held on 31 March 2022 has been recorded correctly and truthfully, and deemed appropriate to propose to the shareholders' meeting for acknowledgment of such minutes. (Details as shown in Enclosure 1)

**Agenda 2 To approve the issuance and offering of debentures of SNC Former Public Company Limited.**

Objective and Rationale in order to acknowledge and get the approval the issuance and offering of debentures total amount of not more than 1,000,000,000 baht of SNC Former Public Company Limited. Investment and/or working capital and/or refinancing loan and/or debt repayment and/or funding its normal operations to accommodate the business expansion of SNC Former and/or SNC Former's affiliates or other purposes as the board of directors of SNC Former deems appropriate, in order to



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SNC FORMER PUBLIC COMPANY LIMITED

comply with Public Limited Company Act B.E. 2535 (and the Amendment), Section 145; the Company deemed appropriate to propose to the shareholders' meeting for approve the issuance and offering of debentures by the following details:

Use of Proceeds	Investment and/or working capital and/or refinancing loan and/or debt repayment and/or funding its normal operations to accommodate the business expansion of SNC Former and/or SNC Former's affiliates or other purposes as the board of directors of SNC Former deems appropriate.
Type of Debentures	Any and all types of debentures, including but not limited to, secured or unsecured debentures, with or without guarantor, with or without debenture holders' representative, and can be subordinated or unsubordinated debentures, depending on market conditions at the time of each issuance and offering of debentures and other related factors.
Offering Amount	<p>The principal amount of debentures (at par value) proposed for approval shall not exceed Baht 1,000 million (or equivalent in any other currency). In the event that the Company redeem or repurchase any of its debentures, the Company can issue more debentures within that amount. (Revolving Basis).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed on the issue date of the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.</p>
Denomination	In Baht and/or any other currency.
Interest Rate	Depending on market conditions at the time of offering of the debentures and other related factors.
Tenure	the debentures to be issued by the Company shall have tenure of up to 10 years from their respective issue date except for perpetual debentures issuance.



Early Redemption	The Company may or may not have the right to redeem, and the debenture holders may or may not have the right to require the Company to redeemed, debentures prior to their respective maturity date, depending on their respective terms and conditions.
Offering	Debentures may be issued and offered in one or several tranches, domestically and/or internationally, by way of public offering, a private placement, and may be offered to ultra-high net-worth investors, high-net worth investors institutional investors and/or any persons(s) and investor(s) in accordance with the relevant regulations of the Capital Market Supervisory Board and/or the Office of the SEC, as well as other relevant regulations which are in force at the time of issuance of debentures.
Other	In this regard, the Board of Directors meeting considered to propose to the extraordinary shareholders meeting to consider and approve that the Board of Directors and/or any Executive Director and/or Group CEO (collectively, the "Authorized Persons") and/or the authorized directors of the Company and/or any person(s) appointed by any of the Authorized Persons and/or the authorized directors of the Company shall be authorized to determine any terms and conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offering amount of each issuance, type, security (if any), guarantee (including security to guarantor) offering price per unit, tenure, maturity date, right of early redemption, interest rate, principal repayment and interest payment method, allocation method, details of offering etc., to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market, and to appoint any financial advisor, underwriter, arranger, credit rating agency, asset appraiser, legal advisor, registrar, paying agent, debenture holders' representative, or other advisors or persons who are relevant to the issuance and offering of debentures, and to enter into, agree upon, amend, certify and sign any documents and agreements relevant to the debentures, and to contact, provide, disclose, sign, certify, agree to and submit information, applications or documents to the Office of the SEC, the Thai Bond Market Association, the Bank of Thailand or other authorities and persons relevant to the debentures, as well as to take any other action necessary for, and pertinent to, the issuance and offering of debentures, including to appoint any person as their attorney, representative or agent to perform any action aforementioned.



Board's Opinion The Board of Directors has considered the conditions and details of SNC Former Public Company Limited issuance and offering of debentures and deems it appropriate and reasonable, and for the best interests of the Company and all shareholders; therefore, it is appropriate to propose to the shareholders' meeting to approve the issuance and offering of debentures total amount of not more than 1,000,000,000 baht of SNC Former Public Company Limited and also the delegation in connection with such action as aforementioned authorized to determine the details related to debentures issuance and offering, including to execute any actions for the completion of debentures issuance and offering according to the above rationales and proposal.

Resolution This agenda must be approved by not less than three-fourths of votes of the total number of votes of the shareholders in attendance and eligible to vote.

### Agenda 3 Other matters

- if any -

For the rights of shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2022, the Company has determined the date fixed to determine the names of shareholders who entitle to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on 21 October 2022.

Therefore, we would like to invite you to attend the Extraordinary General Meeting of Shareholders No. 1/2022 in accordance with the date, time and place mentioned above, the Company will start the registration for attending the meeting from 9:00 am onwards.

In case shareholders are unable to attend the shareholders' meeting and wish to allow others to attend the meeting or independent directors (Details as shown in Enclosure 2) to vote on your behalf, please fill in detail and sign the proxy form (Recommend to use Type B) or you can download the proxy form from the website <https://investor.sncformer.com/notice.html>. In this regard, the Company asks for your cooperation to send the complete proxy form signed by shareholders to the Company at least 1 day before the meeting date to further perform as your wishes.

Yours sincerely,

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(Mr. Somchai Ngamkitcharoenlap)

Director

SNC Former Public Company Limited