



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

- Translation -

SNC 2021/002

11 January 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021

To: Shareholders of SNC Former Public Company Limited

- Enclosure 1.
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 26/2020
 2. Capital Increase Report Form (F53-4)
 3. Information Memorandum regarding with the Allocation of New Ordinary Shares
 4. Profile of newly appointed directors
 5. Profiles of the independent directors proposed by the Company to act as a proxy for the shareholders who are unable to attend the Meeting
 6. Company's articles of association relating to the Shareholders' Meeting
 7. Proxy form A, B, and C
 8. Definition of Independence
 9. Documents and evidence showing the rights for attendance must be shown on the Meeting date
 10. Map of the venue for the Meeting

The Board of Directors of SNC Former Public Company Limited ("the Company") No. 7/2020 held on 16 December 2020 has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2021 on 26 January 2021 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. 26/2020

Objective and Rationale To inform shareholders about the minutes of the Annual General Meeting of Shareholders No. 26/2020 held on 27 March 2020

Board's Opinion The Minutes of the Annual General Meeting of Shareholders No. 26/2020 held on 27 March 2020 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)

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Agenda 2 To consider and approve the increase of the registered capital and approve the amendment of the Clause 4 of the Memorandum of Association of the Company to be consistent with the increase of registered capital

Objective and Rationale in order to acknowledge and get the approval from shareholders for the increase of the Company's registered capital of Baht 112,222,661 from the original registered capital of Baht 287,777,339 to Baht 400,000,000 by issuing 112,222,661 newly issued ordinary shares with a par value of Baht 1 each, and propose to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase in registered capital as the following details.

"Clause 4.	Registered capital	Baht 400,000,000	(Four Hundred Million Baht)
	consisting of	400,000,000 shares	(Four Hundred Million shares)
	Par value	Baht 1.00	(One Baht)
	divided to		
	Ordinary shares	400,000,000 shares	(Four Hundred Million shares)
	Preferred shares	- shares	(- shares)"

The newly issued ordinary shares will be offered to the public (Public Offering) and the proceeds from capital increase will be used to support the plan to build factories and warehouses for rent, which will generate stable income for the group of companies and to support the relocation of production lines from Samut Prakan to Rayong Province, as well as to be used as working capital and repayment of loans from financial institutions. Additionally, the capital increase will help increase the Company's capital to reserve for the business expansion of the Group in the future.

The Board of Directors and/or the Executive Committee and/or the person(s) entrusted by the Board of Directors and/or the Executive Committee shall be empowered to determine and adjust the relevant details of the issuance and offering of newly issued ordinary shares to public (Public Offering) in all aspects which including but not limited to the offering price, subscription and payment period, and relevant conditions, to correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce, to provide the information, execute the application and necessary supporting documents relevant to the issuance and offering of the Public Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the issuance and offering of the Public Offering shares, and the listing of the new shares on the Stock Exchange of Thailand, as well as to take any other actions which are deemed necessary and appropriate to the issuance and offering of the Public Offering shares.



Board's Opinion The Board of Directors has considered and viewed that this capital increase is 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 increase the Company's registered capital of Baht 112,222,661 from the original registered capital of Baht 287,777,339 to Baht 400,000,000 by issuing 112,222,661 newly issued ordinary shares with a par value of Baht 1 each, and also propose to approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the increase in registered capital, and also the delegation in connection with such action as aforementioned. (Details regarding the capital increase and the opinion of the Board of Directors as shown in Enclosure 2-3)

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 To consider and approve the allotment of newly ordinary shares to the public (Public Offering)

Objective and Rationale Referring to the capital increase of the Company as detailed in Agenda 2, in order to get the approval from shareholders for the allotment of newly issued ordinary shares in the amount of 112,222,661 shares with a par value of Baht 1 each for public offering

The Board of Directors and/or the Executive Committee and/or the person(s) entrusted by the Board of Directors and/or the Executive Committee shall be empowered to determine and adjust the relevant details of the issuance and offering of newly issued ordinary shares to public (Public Offering) in all aspects which including but not limited to the offering price, subscription and payment period, and relevant conditions, to correct words or texts in any related document such as minutes of meeting, memorandum, application form and/or take any action to comply with the Registrar request for the Company's capital register to the Department of Business Development, Ministry of Commerce, to provide the information, execute the application and necessary supporting documents relevant to the issuance and offering of the Public Offering shares, including to contact and file such application and documents to the authorities or government agencies concerning the issuance and offering of the Public Offering shares, and the listing of the new shares on the Stock Exchange of Thailand, as well as to take any other actions which are deemed necessary and appropriate to the issuance and offering of the Public Offering shares.

Board's Opinion In order to make this capital increase the most successful and to provide opportunities for potential investors, both institutional and retail investors, to become the Company's shareholders, the Board of Directors considers that the offering of shares to the public (Public Offering) is a proper method for this capital increase. The Board of Directors agreed to propose to the shareholders' meeting to approve the allocation of newly issued ordinary shares in the amount of 112,222,661 shares with a par value of Baht 1 each for public offering, and also the delegation in connection with such action as aforementioned. (Details regarding the capital increase and the opinion of the Board of Directors as shown in Enclosure 2-3)

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 and approve to increase the number of directors and propose the appointment of new director

Objective and Rationale: The Nomination and Remuneration Committee has viewed that in order to make the Company's operations more flexible and efficient, it is proper to increase the number of Directors from 10 to 11, by proposing Ms. Sineenart Thaisanguanvorakul for the appointment as a new director, and assigned Mr. Somchai Thai Sanguanvorakul or Mr. Somchai Ngamkitcharoenlarp, or Ms. Sineenart Thaisanguanvorakul, together with 2 out of 3 persons to sign together and affix the Company's seal, moreover, propose to appoint Ms. Sineenart Thaisanguanvorakul as a Chairman of the ESG Subcommittee

Board's Opinion The Board of Directors has considered and agreed with the opinion of the Nomination and Remuneration Committee; therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the increase of the number of directors and the appointment of new directors. (Details as shown in Enclosure 4)

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 Other matters

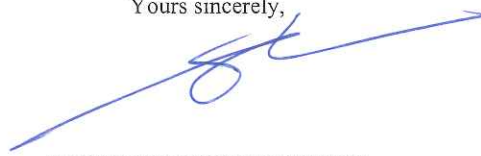
- if any -

For the rights of shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2021, the Company has determined the date fixed to determine the names of shareholders who entitle to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on 30 December 2020.

Therefore, we would like to invite you to attend the Extraordinary General Meeting of Shareholders No. 1/2021 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 7) 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 www.sncformer.com. 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,



(Dr. Somchai Thaisa-nguanvorakul)

Chairman of the Executive Committee

SNC Former Public Company Limited

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