



Invitation to the Annual General Meeting of Shareholders for the year 2024

SPCG Public Company Limited

On Friday, April 19, 2024 at 14.00 hrs.

Through electronic meetings (E-AGM) only.

Under the laws and other related laws and regulations.

Guidelines for meetings

1. Shareholders wishing to attend the meeting, please proceed according to the rules for attending the Annual General Meeting of Shareholders for the year 2024 through electronic meetings (E-AGM) (according to Attachment 12)
2. The electronic meetings (E-AGM) will be open to the system on Friday, April 19, 2024 at 12:00 hrs. (2 hours before the meeting).
3. The Company will only conduct the meeting through electronic meetings (E-AGM) only without providing a meeting place for shareholders to prevent the spread of the COVID-19 virus.



Privacy Notice for Annual General Meeting of Shareholders for the year 2024

SPCG Public Company Limited (“**the Company**”) greatly aware of the personal data protection of shareholders' personal information proxy and/or any other person who attended the shareholders' meeting. Therefore, we would like to inform the following information to the shareholders in accordance with the Privacy Data Protection Act B.E. 2562 (2019).

1. Personal Data to be collected

The Company is required to collect your personal data as you have informed the Company, including name, surname, address, telephone number, photograph, identification card, Securities registration numbers, information about the use of electronic systems, such as e-mail, IP addresses, etc.

In case of the proxy, the Company is required to request for the shareholder's identification card, which may contain religious information, which is deemed as sensitive personal data, appearing on the card. As the Company does not intend to collect such information, the data subject can redact such information..

The Company will record and broadcast video and audio during the meeting for the legitimate interest and the benefits of the shareholders.

2. Personal Data Collection and Disclosure of Personal Data with Other Persons or Other Agencies

The personal data will be collected directly from the data subject and will be proceeded as necessary in accordance with the expressly stated objectives. The Company may also collect personal data obtained from other sources, such as Securities Registrar or Thailand Securities Depository Company Limited (TSD) only if it is necessary and by methods specified by laws.

Including the Company may have a need to disclose personal data to other people or legal entities or government agencies which works together with the company to carry out the purposes specified in this notice as necessary, such as providing document delivery and printing services. Technology system providers, regulatory agencies, government agencies or according to the order of an official with legal authority, etc.

3. Objectives of Personal Data Collection, Usage, and Disclosure

The Company will collect, use, and disclose your personal data under the purposes as following:



- 3.1 Calling the Annual General Meeting of Shareholders for the year 2024 including organizing the Annual General Meeting of Shareholders as stipulated by law.
- 3.2 Submit the Form 56-1 One Report) and/or the Financial Report to the Shareholders as informed.

The Company will also collect, use, and disclose your personal data and your reference person's personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019), authorizing the Company to collect such data without obtaining any consent for the purposes of the legitimate interests of the Company, other persons, or other juristic persons, or for the compliance with applicable laws.

4. Duration of Personal Data Retention

The Company will retain personal data of shareholders, Proxy and/or any other person who has attended the shareholder meeting for as long as the information is required to meet the above objectives. And the disclosure of such personal data will be for the purposes specified in this notice.

5. Your Rights as Personal Data Subject

As the personal data subject, you have the rights set forth in the Personal Data Protection Act B.E. 2562 (2019), which may include the right to withdraw consent, the right to audit, the right to request for accessing to and receiving personal data, the right to request correction of personal data to be accurate and up to date, the right to request deletion or destruction of personal data, the right request to suspend use of personal data, the right to request transfer of personal data in accordance with the law, the right to complain, and the right to object to the collection, usage, or disclosure of your personal data. .

However, if the personal data subject does not provide the information to the company that required for the purposes stated in this document. the personal data subject may be restricted from the meeting of shareholders or requesting related documents, etc.

6. Contact

If you have any query or require more information regarding the personal data protection, please contact via : Personal Data Protection Committee of SPCG Public Company Limited, No. 1 , Capital Work Place Building, 1 0 th Floor, Soi Chamchan, Khlong Tan Nuea Subdistrict, Watthana District, Bangkok 10110 Tel: +66 2011 8111 or Email: dpo@spcg.co.th



No. CEO-123/2024

March 18th, 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2024.

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the minutes of the Annual General Meeting of Shareholders for the year 2023
 2. For Agenda 2 and 3 Form 56-1 One Report 2023 in QR Code (download from the meeting notice form)
 3. For Agenda 4 Dividend Policy
 4. For Agenda 7 Profiles and relevant information of the nominated persons to be directors
 5. For Agenda 8 Profiles of the nominated auditors to be elected as auditor for the year 2024
 6. Proxy Form A. Form B. and Form C. (Recommend to use Form B.)
 7. The information of Independent Director (Proxy for Shareholders)
 8. The Articles of Association, concerning to the Shareholders' Meeting.
 9. Using of QR Code for Downloading the Form 56-1 One Report 2023.
 10. Request form for the Form 56-1 One Report 2023 (Book)
 11. Form to submit question in advance for the Annual General Meeting of Shareholders for the year 2024.
 12. Guidelines for attending the Annual General Meeting of Shareholders for the year 2024, through electronic meetings (E-AGM).

The Board of Directors of SPCG Public Company Limite (the "Company") No. 1/2024 held on Friday, February 23, 2024 has passed the resolution to call the Annual General Meeting of Shareholders for the year 2024 on Friday, April 19, 2024 at 14.00 hrs. Through electronic meetings (E-AGM) only, under the laws and other related laws and regulations. The agendas of the meeting are as follows:



Agenda 1: To consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2023 held on Wednesday, April 19, 2023.

Fact and Rationale: The Annual General Meeting of Shareholders for the year 2023 held on Wednesday, April 19, 2023. The meeting minutes were prepared and submitted to the relevant government agencies within the time prescribed by law, and publicized on the Company's website (www.spcg.co.th), the details as per the Enclosure 1.

Board of Directors' Opinion: The Meeting should approve the minutes of the Annual General Meeting of Shareholders for the year 2023 held on Wednesday, April 19, 2023.

Required Votes: This agenda item is only for acknowledgement; therefore, no voting is required.

Agenda 2: To acknowledge the Report of the Board of Directors of the Company's operating performances for the year 2023.

Fact and Rationale: In the year 2023, the company has significant changes which affects the company operation. It can be summarized as follows:

- **Business operations**

At present, the Company has 36 solar farm projects spreading in 10 provinces, including Nakhon Ratchasima, Khon Kaen, Sakon Nakhon, Nong Khai, Udon Thani, Nakhon Phanom, Loei, Surin, Buriram and Lopburi with a total production capacity of over 260 Megawatt. Started the first commercial operation date in the year 2010 at Solar Farm (Korat 1) and completed commercial operation date for all 36 projects in the year 2014. As in the year 2023 all 36 solar farm projects able to generate up to 372.5 million units of electricity.

The company has invested in solar farm projects for use in new urban areas Eastern Economic Corridor Special Development Zone (EEC) with a total installed capacity of not less than 500 Megawatt with an investment value of not more than 23,000 million baht through SET ENERGY Co., Ltd. (SET ENERGY). Currently has registered capital 3,445,350,000 baht, in which the Company holds 75 percent of the shares together with PEA ENCOM International Company Limited (PEA ENCOM), the first subsidiary of the Provincial Electricity Authority (PEA), which holds 25 percent of the shares. SET ENERGY has signed a power purchase agreement with PEA ENCOM on November 26, 2020. The objective of the investment in the said



project is to drive the EEC area into a low carbon society, a clean energy city. And environmentally friendly consistent with Sustainable Development Goals (SDGs), including helping to strengthen energy security. Supporting the long-term economic drive of the country, as well as help increase the Company's earning potential and cash flow.

In addition, the company has expanded business opportunities by investing in solar farm abroad to increase opportunities for the Company's growth as follows:

- Tottori Yonago Mega Solar Farm Project

SPCG shared investment with Kyocera Corporation (Kyocera), Japan and Tokyo Century Leasing Corporation (TCL) with a total installed capacity of 30 Megawatt at Tottori city, Japan. The project information is summarized as follows.

SPCG investment proportion	79.10%
Power Purchase Rate (FiT)	36 Yen per Unit
Power Purchase Period	20 Years
Electricity Purchaser	Chugoku Electric Power Co., Ltd.
Commercial Operation Date (COD)	April 27, 2018
Dividend Yield	Year 2018 = 1.64%
	Year 2019 = 5.74%
	Year 2020 = 6.15%
	Year 2021 = 6.19%
	Year 2022 = 5.67%
	Year 2023 = 4.96%

- Ukujima Mega Solar Project

SPCG invests in joint ventures with Kyocera Corporation (Kyocera), Japan, Kyudenko Corporation, Tokyo Century Corporation, Furukawa Electric Company Limited, Tsuboi Corporation and other small investors. The total installed capacity of 480 Megawatt at Sasebo City, Nagasaki Prefecture, Japan. The project information is summarized as follows.



Total project investment	178,758,689,000 Yen
D/E ratio	70:30
SPCG investment proportion 17.92%	9,000,000,000 Yen
Power Purchase Rate (FIT)	40 Yen per unit
Contract Period	17 Years 3 Months
Electricity Purchaser	Kyushu Electric Power Co., Inc.
Construction period	Year 2019-2025
Commercial Operation Date (COD)	1 July 2025

In the year 2020, the company has paid the capital no. 1/5 in the amount 2,289,680,925 yen as of March 26, 2020 and has paid the capital no. 2/5 amount 1,924,187,000 yen as of May 18, 2020 and for the rest of the payment will be gradually paid.

The “Ukujima Mega Solar Project” is a ground-mounted solar power generation project. Along with the production of solar energy combined with agriculture. This project is friendly to the environment and community. At the same time, it also contributes to the development of the agricultural base of Ukujima Island and can also reduce the release of carbon dioxide (CO₂) into the atmosphere by more than 270,000 tons/year. The project is currently under development.

- Fukuoka Miyako Mega Solar

SPCG invests with Mitsubishi HC Capital Inc., Sumitomo Mitsui Finance and Leasing Company Limited, and TESS Holdings Co., Ltd., The project information is summarized as follows.

Project location	Miyako city, Fukuoka (Kyushu Island)
Total installed capacity	67 MW
	Divided into: North Phase 23 MW
	South Phase 44 MW
Total Project Cost	23,493,000,000 Yen
D/E ratio	86.7: 13.3
SPCG investment proportion 10%	314,000,000 Yen
Call Option No. 1 (30%)	94,204,080 Yen



SPCG investment proportion after Call Option No. 1	219,809,520 Yen
Power Purchase Rate (FIT)	36 Yen/Unit
Power Purchase Period	North Phase 18.7 Years South Phase 17.8 Years
Electricity Purchaser	Kyushu Electric Power Co., Inc.
Construction Period	Year 2020-2023
Commercial Operation Date (COD)	North Phase: July 2021 South Phase: February 2023
Dividend yield	Year 2023 = 6.62%

- **Financial management**

The company gives important to financial cost management and liquidity management. By focus on financial planning, financial risk management and investment management to support sustainable business growth. In the year 2023, the Company has been rated "A-" by TRIS Rating Co., Ltd. with a stable credit rating for corporate and debentures with a stable outlook.

- **Corporate governance**

The company still adheres to conducting business with good corporate governance principles. By giving importance to conducting business with social and environmental responsibility. This includes operating the business with integrity, ethics, honesty, transparency, and treating all stakeholders equally. The Company also operates in accordance with the anti-corruption policy and measures. This is considered part of the good corporate governance policy by the Company's directors, executives, employees and related persons will not solicit, take action or accept corruption for the benefit of themselves, family, friends and acquaintances in all forms. Both direct and indirect. Covering all businesses and all departments both public and private sectors where the business of the company get involved. The policy is regularly reviewed as well as reviewing the practice guidelines and operating requirements in line with changes in business, regulations and legal requirements. Also provide a secure communication channel for the Company's personnel and all stakeholders can report clues, complaints or suggestions in the event of corruption.



From the Company's operating performances according to the company's financial statements and subsidiaries for the fiscal period ended on 31st December 2023, the Company had a net profit of 1,973.9 million baht which is equivalent to 1.74 baht per share compared to the year 2022, with a net profit of 2,464.3 million baht which is equivalent to 2.20 baht per share. It appears that net profit decreased by 490.4 million baht or 20%.

So, as to comply with the Company's Articles of Association No. 31 which requires that the Annual General Meeting of the Shareholders shall consider and acknowledge the Company's past performance which information has been disclosed in the Form 56-1 One Report 2023 and distributed to the shareholders with the invitation. The details as per the QR Code and the Enclosure 2.

Board of Directors' Opinion: The Meeting should acknowledge the Report of the Board of Directors of the Company's operating performances for the year 2023.

Required Votes: This agenda item is only for acknowledgement; therefore, no voting is required.

Agenda 3 To consider and approve the Consolidated Financial Statements and the Company's Financial Statements for the fiscal period ended on December 31, 2023.

Fact and Rationale: As per section 112, The Public Limited Company Act B.E. 2535 (as amended) ("**Public Limited Companies Act**"), and the Company's Articles of Association, Article 31 and 34 require that the Company shall prepare its financial statement comprising its balance sheet and income statement for its fiscal year and submit to auditor prior to presenting them for an approval of the shareholders' meeting. In this regard, the Company has prepared the consolidated financial statements and the Company's financial statements 2023 for the fiscal period ended on December 31, 2023, which have been audited by the Company's auditor, examined by the Audit Committee, and approved by the Board of Directors, the details of the said audited Statement of Financial Position and Statement of Comprehensive Income (the balance sheet and profit and loss statement) and the auditor's report are presented in the section "Financial Statements" as per the Form 56-1 One Report 2023 according to QR Code in the Notification of Meeting and distributed to the shareholders with the invitation. The details as per the QR Code and the Enclosure 2.



Summary of Operating Performance and Financial Position

Operating Performance	Year 2023	Year 2022
Revenues from Sales and Services (Million Baht)	4,125.6	4,358.2
Profit (Loss) for the Year (Million Baht)	1,973.9	2,464.3
Profit (Loss) per Share (Baht per Share)	1.74	2.20

Financial Position	As of December 31, 2023	As of December 31, 2022
Assets (Million Baht)	23,896.9	23,718.2
Liabilities (Million Baht)	2,048.5	2,744.3
Equity (Million Baht)	21,848.4	20,973.9

Board of Directors' Opinion: The Board of Directors considered that the said financial statements have been audited by auditor. The auditor has expressed opinions on financial statements that it's correct as it should be in essence in accordance with generally accepted accounting principles and approved by the audit committee. Therefore, the Meeting should approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2023 (the balance sheet and profit and loss statement), and acknowledge the said auditor's report.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.



Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating performances for the year 2023.

Fact and Rationale: As per section 116, the Public Limited Company Act and the Company's Articles of Association, Article 38, the Company must allocate its annual net profit for legal reserve not less than 5 % of annual net profit after deduction of brought forward deficit (if any) until this reserve shall be not less than 10% of the Company's registered capital.

The Company has fully allocated the legal reserve as required by the law and the Company's Articles of Association, totaling 115,318,900 baht or equivalent to 10 % of the Company's registered capital. Complete the amount required to reserve according to the laws and regulations of the company.

According to the Company Dividend Policy, the Company shall pay dividend of not less than 40% of net profit of the Company's financial statement after deduction of legal reserve and all other reserves in compliance with the company regulations and laws. If there is no other reason and the dividend payment doesn't affect the company operation significantly. The details as per the Enclosure 3 with the invitation.

The dividend payment for the year 2023, as per section 115, the Public Company Act and the Company's Articles of Association, Article 37, specify that the company can pay dividend from profit only. If the company accumulated losses prohibiting the company dividend payment.

The operating performances according to the the Company's financial statements 2023 for the fiscal period ended on December 31, 2023. The company has a net profit totaling 2,231,501,269 baht, which the Board of Directors has taken into the operating performances, cash flow, and investments in various projects of the Company carefully. The Company's Board of Directors Meeting No. 1/2024, held on February 23, 2024, has passed the resolution to propose the meeting should approve the dividend payment from operating performances for the period July 1, 2023 - December 31, 2023 and retained earnings. (second half of the year) at the rate of 0.65 baht per share, amounting to 1,055,790,000 shares, totaling 686,263,500 baht (six hundred eighty-six million two hundred sixty-three thousand five hundred baht only) when combined with the interim dividend payment from the operating performances for the period 1 January 2023 - 30 June 2023 and retained earnings (first half of the year) at the rate of 0.30 baht per share, amount of 1,055,790,000 shares, totaling 316,737,000 baht (three hundred and sixteen million seven hundred thirty seven thousand baht) which was paid to shareholders on September 8, 2023, the dividend payment for the year 2023,



totaling at the rate of 0.95 baht per share, for a total of 1,003,000,500 baht (one thousand three million five hundred baht only) or equivalent to 44.95 percent of net profit of the Company's financial statement after deduction of legal reserve and all other reserves in compliance with the company policy.

In this regard, the dividend payment at the rate of 0.65 baht per share will be paid from the company's net profits. In the case of dividend recipients receiving tax credits It is paid from profits of businesses that are subject to corporate income tax at the rate of 20 percent of net profits.

The date to determine the names of shareholders who are entitled to receive dividend (Record Date) on Tuesday, March 12, 2024 and the dividend payment will be determined on Friday, May 17, 2024. The right to receive such dividends is still uncertain until it is approved by the Annual General Meeting of Shareholders for the year 2024.

The comparison of dividend payment in the previous year as follow:

Detail of the dividend payment	Year 2023 (Propose)	Year 2022
1.Net Profit (the Company's financial statements) (Baht)	2,231,501,269	1,824,772,241
2.Number of share (share)	1,055,790,000	1,055,790,000
3.Earnings per share (Baht per share)	2.11	1.73
4.Total dividend paid per share (Baht per share)	0.95	0.85
4.1 first half interim dividend	0.30	0.25
4.2 second half Interim dividends	0.65	0.60
5.Number of share to dividend payment (share)	1,055,790,000	1,055,790,000
6.Total dividend payment (Baht)	1,003,000,500	897,421,500
7.Dividend payout ratio per net profit of the Company's financial statements (percentage)	44.95	49.18

Board of Directors' Opinion: The Meeting should approve the dividend payment from operating performances for the period July 1, 2023 - December 31, 2023 and retained earnings (second half of the year) at the rate of 0.65 baht per share, amounting to 1,055,790,000 shares, totaling 686,263,500 baht (six hundred eighty-six million two hundred sixty-three thousand five hundred baht only) when combined with the interim dividend payment from the operating performances for the period 1 January 2023 - 30 June 2023 and retained earnings (first half of the year) at the rate of 0.30 baht per share, amount of 1,055,790,000 shares, totaling 316,737,000 baht (three hundred and sixteen million seven



hundred thirty seven thousand baht) which was paid to shareholders on September 8, 2023, the dividend payment for the year 2023, totaling at the rate of 0.95 baht per share, for a total of 1,003,000,500 baht (one thousand three million five hundred baht only). The date to determine the names of shareholders who are entitled to receive dividend (Record Date) on Tuesday, March 12, 2024 and the dividend payment will be determined on Friday, May 17, 2024.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2024.

Fact and Rationale: According to the Public Limited Companies Act, B.E. 2535, Section 90, the company is prohibited from paying money or any other property to directors unless it is paid as compensation according to the company's regulations. In the case where the regulations of the company do not specify that the payment of remuneration according to the first paragraph shall be in accordance with the resolution of the shareholder meeting, which consists of votes of not less than two-thirds of the total number of votes of shareholders present at the meeting.

Pursuant to Article 15 of Articles of Association of the Company, the directors shall have the rights to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other types of benefits in accordance with the Articles of Associations or as approved by the General Meeting of Shareholders.

The Nomination, Remuneration and Corporate Governance Committee has considered the remuneration for directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee by taking into the suitability of various aspects and compare with other listed companies on the Stock Exchange of Thailand with reference to the same industry, together with the company's operating performances, business size, net profits, and current economic conditions. It is deemed appropriate to determine the remuneration for the directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2024 same rate as the year 2023.



1. Monthly remuneration and meeting allowance

Details	Monthly remuneration (Only for non-executive directors)	Meeting Allowance (Only for attending the meeting)
Remuneration of the Board of Directors		
- Chairperson of the Board of Directors	35,000 Baht	20,000 Baht
- Directors	20,000 Baht	15,000 Baht
Remuneration of the Audit Committee		
- Chairperson of Audit Committee	35,000 Baht	20,000 Baht
- Member of Audit Committee	30,000 Baht	15,000 Baht
Remuneration for the Nomination, Remuneration and Corporate Governance Committee		
- Chairperson of Nomination, Remuneration and Corporate Governance Committee	-	20,000 Baht
- Member of Nomination, Remuneration and Corporate Governance Committee	-	15,000 Baht

2. Bonus for Board of Directors.

It deems to settle directors' remuneration bonus that reflect and link to Company's operating performance or net profit not over 2% of the Company's annual net profit details as follows:

- The maximum limit for payment of bonus is 1,200,000 Baht for Chairperson of the Board of Directors and Chairperson of the Audit Committee.
- The maximum limit for payment of bonus is 1,000,000 Baht for the Chief Executive Officer.
- The maximum limit for payment of bonus is 800,000 Baht for the Directors and Audit Committee.

3. Other benefits: Directors do not receive other types of remuneration.

In this regard, the Nomination, Remuneration and Corporate Governance Committee has authorization to determine the guidelines and the allocation of bonuses and to propose the Board of Directors' Meeting and the Annual General Meeting of Shareholders to consider before the actual allocation.



Remarks: Directors who act as members of many sub-committees to be paid (consists of monthly director remuneration and director bonus) at the highest rate only one position.

Board of Directors' Opinion: The Board of Directors considered the opinions of the Nomination, Remuneration and Corporate Governance Committee deems it appropriate should approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2024 as proposed.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a vote of not less than two-third of the total number of votes of shareholders' attending the meeting.

Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2023.

Fact and Rationale: According to Article 15 of Articles of Association of the Company, and the fact that the Board of Directors has been fully performed its duty with sacrifice. The Nomination, Remuneration and Corporate Government Committee has considered the Directors' Remuneration (Bonus) for the year 2023 which is in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2023 approving the directors' remuneration bonus that reflects and relate to Company's operating performance or net profit not over 2% of the Company's annual net profit details as follows:

- The maximum limit for payment of bonus is 1,200,000 Baht for Chairperson of the Board of Directors and Chairperson of the Audit Committee.
- The maximum limit for payment of bonus is 1,000,000 Baht for the Chief Executive Officer.
- The maximum limit for payment of bonus is 800,000 Baht for the Directors and Audit Committee.



The comparison of the Board of Directors (bonus) in the past year is as follows:

Detail	Operating Performance Year 2023 (Propose)	Operating Performance Year 2022
Net Profit (the Company's financial statements) (Baht)	2,231,501,269	1,824,772,241
Share of bonus for directors not over 2% of net profit (Baht)	44,630,025	36,495,445
The Directors' Remuneration (Bonus) (Baht)	8,000,000	7,522,192
Percentage	0.36	0.41

Board of Directors' Opinion: The Board of Directors considered the opinions of the Nomination, Remuneration and Corporate Governance Committee deems it appropriate should approve the Directors' Remuneration (Bonus) for the year 2023, totaling 8,000,000 baht (eight million baht only), or equivalent to 0.36% of the net profit according to the Company's financial statement, which is in accordance with the criteria approved by the Annual General Meeting of Shareholders for the 2023.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a vote of not less than two-third of the total number of votes of shareholders' attending the meeting.

Agenda 7: To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2024.

Fact and Rationale: As per section 71 of the Public Limited Company Act, and Article 14 of the Articles of Association of the Company, one-third of directors must retire by rotation at every annual general meeting of shareholders. If the number of directors cannot be divided into 3 parts, the number nearest to one-third shall be drawn (1/3). Which the director with the longest position shall be retired by rotation and may be re-elected. In addition, in the Annual General Meeting of Shareholders for the year 2024, three directors are due to retire by rotation; namely,



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|--------------------------------|--|
| 1. Mr. Wanchai Lawattanatrakul | Independent Director, Chairperson of Audit Committee, Chairperson of Nomination, Remuneration and Corporate Governance Committee |
| 2. Mr. Withoon Manomaikul | Director |
| 3. Mrs. Narinporn Malasri | Director and Executive Vice President (Business Development) |

According to the good corporate governance practice regarding the equitable treatment of shareholders, the Company would like to invite the shareholders to propose the nominate qualified candidates to be considered for election as a member of the Company's board of directors in the Annual General Meeting of Shareholders for the year 2024 from October 1, 2023 to December 31, 2023, through the Stock Exchange of Thailand and published on the Company's website. After the expiration of the said period, there was no shareholder proposing any meeting agenda items in advance or proposing any appointment for the new director.

The Nomination, Remuneration and Corporate Governance Committee have been carefully considered and scrutinized according to the Company's processes. It is of the opinion that all 3 directors are knowledgeable, capable, experienced, and have a broad vision. Including having good morals and ethics towards the organization and being able to devote sufficient time that is beneficial to the Company's business operations. The independence of the independent directors has also been considered in terms of efficiency in performing their duties, including being able to express opinions independently and in accordance with the requirements of the Capital Market Supervisory Board and announcements of the Stock Exchange of Thailand.

Board of Directors' Opinion: The Board of Directors which does not include interested directors to considered that the person to be nominated to be an independent director, namely Mr. Wanchai Lawattanatrakul, which qualifications in accordance with the law regarding the requirements regarding independent directors and agree with the opinions of the Nomination, Remuneration and Corporate Governance Committee should approve the appointment of 3 directors who will be retired by rotation, namely Mr. Wanchai Lawattanatrakul, Mr. Withoon Manomaikul and Mrs. Narinporn Malasri re-appointed as a director for another term. The appointment of directors will be effective from the day after the Annual General Meeting of Shareholders for the year 2024 onwards.



In this regard, profiles and relevant information of the nominated persons to be re-appointed as directors and elected as new directors, are as per the details in the Enclosure 4.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes

Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2024.

Fact and Rationale: According to the Public Limited Company Act and section 120 and the Company's Articles of Association, Article 31, it is required that the Annual General Meeting of Shareholders shall appoint auditors and set the remuneration of the auditor of the company every year.

The selection of auditors for the year 2024, The Audit Committee has considered the selection of auditors that has been approved by the Office of the Securities and Exchange Commission ("**SEC**") and is based on performance, experience, readiness of personnel, independence, scope of service, rates Audit fees, therefore, it was deemed appropriate to propose to the meeting to consider approving the appointment of KPMG Phoomchai Audit Ltd. ("KPMG"), the Company's auditor for the year 2023, as the Company's auditor for the year 2024, as per the names listed. Hereby, each person has the power to act alone.

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|-----------------------------------|---------------------------------------|
| 1. Ms. Sophit Prompol | Certified Public Accountant No. 10042 |
| 2. Mr. Natthaphong Tantichattanon | Certified Public Accountant No. 8829 |
| 3. Ms. Dussanee Yimsuwan | Certified Public Accountant No. 10235 |

In this regard, profiles of the nominated auditors to be elected as auditor for the year 2024, are as per the details in the Enclosure 5.

The company's audit fee for the year 2024 has been set at 780,000 baht (seven hundred and eighty thousand baht) without any other service fees which is a reduced rate from the year 2023.



The comparison of the auditors' remuneration in the past year is as follows:

The auditors' remuneration	Year 2024 (propose)	Year 2023
Quarterly and Annual Audit Fee	780,000 Baht	800,000 Baht
Other service fees	None	None

The above-named auditors are also appointed as the year 2024 auditors of the Company's subsidiaries, total 43 companies. For the year 2024 auditor's remuneration for the Company and its subsidiaries, totals 4,227,000 baht (Four million, two hundred twenty-seven thousand baht) without any other service charges.

Such auditor will be the person who signed for review or audit and give opinions on the financial statements of the Company and affiliates for the fifth year. None of the auditors nominated above is a related party and has conflict of interests with the Company, subsidiaries, executives, major shareholders, or related parties of those. Therefore, they remain independent in conducting and express opinion on the statutory financial statements of the Company. Furthermore, none of previously mentioned auditors has performed the audit of the Company for more than the period specified by the relevant regulations and guidelines.

Board of Directors' Opinion: The Board of Directors considered the opinions of the Audit Committee. It was deemed appropriate to propose to the meeting should approve the appointment of KPMG Phoomchai Audit Ltd. ("KPMG") as the Company's auditor for the year 2024, with the following names:

1. Ms. Sophit Prompol Certified Public Accountant No. 10042
2. Mr. Natthaphong Tantichattanon Certified Public Accountant No. 8829
3. Ms. Dussanee Yimsuwan Certified Public Accountant No. 10235

The auditors' remuneration for the year 2024 has been set at 780,000 baht (seven hundred and eighty thousand baht) without any other service fees.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.



Agenda 9: Consider approving the reduction of the Company's registered capital by eliminating 97,399,000 ordinary shares that have not yet been issued for sale, with a par value of 1.00 baht per share, and amending the Company's memorandum of association, Section 4, regarding registered capital.

Fact and Rationale: The Board of Directors agreed to propose to the meeting should approve the reduction of the Company's registered capital from registered capital 1,153,189,000 baht to a registered capital of 1,055,790,000 baht by eliminating 97,399,000 ordinary shares that have not yet been issued for sale, with a par value of 1.00 baht per share. In addition, the reduction of the Company's registered capital, the company must make an amendment to the company's memorandum of association, Section 4 , regarding registered capital, with Details as follows

- (a) Reduce registered capital from 1,153,189,000 baht to 1,055,790,000 baht by eliminating 97,399,000 ordinary shares that have not yet been issued for sale with a par value of 1.00 baht per share.
- (b) Amending the Memorandum of Association, Clause 4 , regarding registered capital to be in line with the reduction in registered capital by canceling the old message and using a new message as follows.

Item 4.	Registered capital amount	1,055,790,000 baht	(One thousand fifty-five million seven hundred and ninety thousand baht.)
	Divided into	1,055,790,000 shares	(One thousand fifty-five million seven hundred and ninety thousand shares)
	Par value per share	1.00 baht	(One bath)
	By separating into		
	Common shares	1,055,790,000 shares	(One thousand fifty-five million seven hundred and ninety thousand shares)
	Net preferred shares	-None-	-None-



Board of Directors' Opinion: It is deemed appropriate to propose the meeting should approve the reduction of the Company's registered capital by eliminating 97,399,000 ordinary shares that have not yet been issued for sale, with a par value of 1.00 baht per share and amending the Company's memorandum of association, Section 4, regarding registered capital to comply with the said capital reduction.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a vote of not less than three-quarters of the total number of votes of shareholders' attending the meeting.

Agenda 10 Other matters (if any)

According to the procedures established by the Company to provide the shareholders' right to propose agendas by receiving the proposal from the shareholders between October 1, 2023 to December 31, 2023., through the Stock Exchange of Thailand and published on the Company's website. After the expiration of the said period, there was no shareholder proposing any meeting agenda items in advance.

The Company has set the date for determining the names of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2024 (Record Date) on Tuesday, March 12, 2024. The Company has published the meeting invitation along with meeting documents on its website www.spcg.co.th in the topic Investor Relations/Shareholder Information/Shareholder Meeting https://www.spcg.co.th/th/shareholders_meetings

For any shareholder who wishes to appoint a proxy to attend and vote at this Meeting on your behalf, please fill out and sign the proxy forms as provided in the details as per the Enclosure 6. or can download from the Company's website: www.spcg.co.th, and attach supporting documents indicated in the remarks written herebelow, and send the proxy form and supporting documents in advance of the meeting date to the Company Secretary & Governance, SPCG Public Company Limited, No. 1, Capital Work Place Building, 10th Floor, Soi Jamjan, Klongton Nua, Wattana, Bangkok 10110 Tel. 02-011-8111 ext. 1031 or present them at the registration before the commencement of the Meeting.



In addition, the Company proposes a list of independent directors together with their name, age, address, and the presence or absence of special interest in the agenda proposed at the annual general meeting of shareholders for any shareholder who wishes to appoint the Company's independent director as your proxy, in the details as per the Enclosure 7. For Mr. Wanchai Lawattanatrakul, even though he is considered to have a conflict of interest according to the AGM Checklist guidelines because he is the person the company proposes to re-elect to serve as a director for another term. But according to the announcement of the Department of Business Development regarding the granting of proxies and the voting of proxies and sending invitation letters to shareholder meetings of public limited companies. Proxy Voting It is considered to be voting on behalf of shareholders who appoint proxies. Therefore, independent directors as proxies can still vote on behalf of shareholders who are not particularly interested in that agenda.

SPCG would like to invite shareholders to attend the meeting on the date and time mentioned through electronic meeting (e-AGM) under the law and other related regulations. The electronic meeting attendance registration system (e-AGM) will be open for operation from April 10, 2024 at 8:30 a.m. to Friday, April 19, 2024 until the meeting closes.

In this regard, the electronic meeting system will be open for access on Friday, April 19, 2024 at 12:00 hrs. (2 hours before the meeting opens) whereby shareholders or proxies use the Username and Password received and follow the manual. use in the system (Details appear in Enclosure 12)

Yours sincerely,

A handwritten signature in blue ink, appearing to be "Dr. Wandee Khunchornyakong Juljareern", written in a cursive style.

(Dr. Wandee Khunchornyakong Juljareern)
Chief Executive Officer



Remarks: For the benefit of checking the status and rights to attend the meeting, please proceed as follows.

1. If any shareholder wishes to attend the meeting in person. Please present the following evidence to the Company's staff to register for the meeting before entering the meeting room.

1.1 Individual shareholders

Please show National identification card or any other cards issued by the government containing a photo of the shareholder or passport (for foreigners)

1.2 Juristic Person Shareholder

- (a) Please show the original identity card or other card issued by the government or passport (In the case of a foreigner) with a photograph and has not expired of the person authorized to act on behalf of the juristic person.
 - (b) Please provide a copy of the shareholder's corporate registration certificate. Issued by the Department of Business Development Ministry of Commerce. Which was issued within 1 year and signed to certify a true copy by the person authorized to act on behalf of the juristic person with the corporate seal (if any).
2. If any shareholder wishes to appoint a proxy to attend and vote at the meeting. Please inform the person to show the following evidence to the Company's staff before entering the meeting room.
 - 2.1 Proxy form which is filled correctly and completely and signed by the proxy and proxies.
 - 2.2 Copy of shareholder's identity card (Proxy) and in case of juristic person, please show a copy of shareholder's juristic person registration certificate Issued by the Department of Business Development Ministry of Commerce which was issued within 1 year and signed to certify a true copy by the person authorized to act on behalf of the juristic person with the corporate seal (if any).
 - 2.3 The physical form of the identity card or other cards issued by the government or passports (In the case of a foreigner) with a photograph and not expired of the proxies.
 3. Every proxy form must be affixed with a 20 baht stamp duty. However, even if there are many proxies, only one proxy can attend the meeting and vote on behalf of the shareholder.
 4. Copy of all documents must be signed to certify all pages of the document by the shareholder.



Enclosure 1 (for Agenda 1)

SPCG Public Company Limited
Minutes of the Annual General Meeting of Shareholders for the year 2023
Held On Wednesday, April 19, 2023 at 14.00 hrs.
Through electronic meetings (E-AGM) only.
Under the Royal Ordinance on Meeting through Electronic Media B.E. 2020
and other related laws and regulations.

Directors Present at the Meeting (Equivalent to 100 percent of the whole Board)

- | | |
|--|--|
| 1. Dr. Wandee Khunchornyakong Juljareern | Chairperson and Chief Executive Officer |
| 2. Mr. Somsak Khunchornyakong | Director and Executive Vice President |
| 3. Mrs. Narinporn Malasri | Director and Executive Vice President |
| 4. Mr. Withoon Manomaikul | Director |
| 5. Dr. Alisa Khunchornyakong | Director |
| 6. Mr. Shoji Nishizawa | Director |
| 7. Mr. Wanchai Lawattanatrakul | Chairperson of the Audit Committee
and Independent Director |
| 8. Dr. Art-ong Jumsai Na Ayudhya | Member of the Audit Committee
and Independent Director |
| 9. Mr. Apichat Limsethanuwat | Member of the Audit Committee
and Independent Director |

Executives Present at the Meeting

- | | |
|-----------------------------|--|
| 1. Ms. Rungfah Larbyoenyong | Executive Vice President: Accounting & Budgeting |
| 2. Mr. Pipat Viriyatranon | Vice President of Financial Department |
| 3. Ms. Parichat Saipia | Assistant to CEO and Company Secretary |

Legal Advisors from Tilleke & Gibbins International Ltd.

1. Mr. Auaychai Sukawong
2. Ms. Supawadee Thananearamitkun

Auditor from KPMG Phoomchai Audit Ltd.

- | | |
|-------------------------------|-------------------|
| 1. Ms. Sophit Prompol | Auditor |
| 2. Mr. Theerawat Jiravittawat | Auditor Assistant |



Preliminary Proceedings

Dr. Wandee Khunchornyakong Juljarern, the Chairperson of the Board of Directors and Chief Executive Officer, presides over the Meeting as a Chairperson of the Meeting (“**Chairperson**”).

Ms. Parichat Saipia, the Assistant to CEO and Company Secretary, acted as the Secretary of the Meeting (“**Secretary**”).

Mr. Santisuk Humskul acted as a master of ceremonies (“**MC**”).

The MC welcomed and thanked the shareholders who attended the 2023 Annual General Meeting of Shareholders, as well as explaining details and procedures for meeting in electronic form. This is in accordance with the Royal Decree on Electronic Conferencing B.E. 2563 and the Notification of the Ministry of Digital Economy and Society on Security Standards for Conferencing via Electronic Media B.E. Providing meeting services via electronic media with expertise and has been certified by relevant agencies for the safety and reduction of shareholders' risk of infection with the Coronavirus 2019 or "COVID-19". In addition, a representative from an outside law firm was appointed to inspect the vote and ensure the meeting was transparent, comply with the law and the Company's Articles of Association. as well as principles of good corporate governance. And introduced the Board of Directors and sub-committees which consists of Audit Committee and the Nomination, Remuneration and Corporate Governance Committee including the management of the Company and the Company's secretary attending the shareholders' meeting this time.

The company broadcasts video and audio signals of the meeting via VDO Conference system from the meeting room of the company's head office building. The shareholders can verify their identity and register to attend the meeting according to the details in Enclosure 12 that the Company has informed the shareholders through the Company's website.

The Company has set the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) according to the Securities and Exchange Act B.E. 2535 (Section 89/26) as Wednesday, March 15, 2023. Details can be viewed from the website of the Stock Exchange of Thailand, which will display important information of the company. Including a list of major shareholders and news information.



In this regard, the Company has given the opportunity to shareholders to nominate candidates for the nomination process to replace those who retired by rotation. Including giving opportunities to propose matters for the Board of Directors to be included in the agenda of this Annual General Meeting of Shareholders. From October 1, 2022 to December 31, 2022, the company has also notified the invitation through the electronic channel of the Stock Exchange of Thailand. However, there was no shareholder proposing an agenda or nominating a person to be considered for election as a director according to the Company's regulations.

The MC informed the meeting that in this meeting, the Company will collect, use and disclose personal information including still images, audio and animations of all attendees for recording and preparation of meeting minutes meeting management, etc.

In order for the meeting to be in accordance with the principles of good corporate governance, the Company would like to inform and clarify the methods and criteria for meeting as follows:

- In voting at the meeting, Shareholders will have votes equal to the number of shares held by them and proxies, considering that 1 share equals to 1 vote.
- 1 shareholder has the right to vote agree, disagree, or abstain in any way only. Except for custodian shareholders who can split their votes.

For Agenda 7 regarding the appointment of directors to replace those who retired by rotation, the method of election will be used individually in accordance with good corporate governance principles.

Rules, voting methods, vote counting, and methods for asking questions or expressing opinions are as follows:

1. The meeting will consider the matters in the order of the agenda specified in the invitation letter. Information on each agenda item will be presented and shareholders will be given an opportunity to ask questions before voting. The results of the votes will be announced to the meeting after the vote counting for that agenda has been completed respectively.

2. In voting, the shareholders can choose the agenda they wish to vote on. Then press the "Vote" button, the system will display all 3 voting channels, namely Agree, Disagree and Abstain. For multiple shareholders or proxies, the system will list all the names of all proxies, voting will be separate for each user account.



If wishing to cancel the vote, press the “Cancel Vote” button. For any shareholder who does not vote within the specified time, the Company will assume that the shareholder agrees with that agenda and voting can be edited until there is a notice to close the voting for that agenda. The company gives time to vote for 1 minute and when the voting results for each agenda are closed, the results of that agenda will be announced to the meeting.

3. In the case of shareholders accepting proxies from many shareholders. Press to select the menu “Account” and click on the “Change Account” button to access other shareholders' accounts. The system will not remove votes from the meeting base.

4. In case a shareholder wishes to leave the meeting before closing the voting for any agenda. Shareholders' votes will not be counted as a quorum for such agenda. And the votes will not be counted immediately in the remaining agenda. However, leaving the quorum in any agenda will not disqualify the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.

5. How to ask questions or express opinions.

Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate by selecting the agenda that would like to ask questions or express opinions. Then press the “Question” button, which can be asked in 2 ways:

- Via message. The meeting attendees can type their desired inquiry. Then press the "Send Question" button, whereby the Company will answer questions in the meeting room on the agenda related to that question. or

- Via video and audio (VDO conference) by pressing the button “Visual and audio inquiry”, then press “OK” to confirm the reservation. Once authorized by the staff, turn on the camera and microphone. The attendees must inform their first and last names and status as a shareholder or proxy before asking questions every time so that the company can record in the minutes of the meeting accurately and completely.

The company reserves the right to cut off the picture and sound of shareholders who ask questions or make impolite comments or defame others or violating any laws Including infringement of the rights of others or disturbing the meeting or causing trouble to other attendees.

6. In the event that there are many shareholders who want to ask questions Via video and audio in the system. In order to maintain the duration of the meeting, the Company kindly request the shareholders to ask questions via message for the staff to answer questions or bring your questions to answer at the end of the meeting or to answer on the company's website.



7. In case of shareholders having problems accessing the meeting system or voting system. Please study and follow the instructions given by the company notified on the website or by selecting the “Help” menu in the system, Inventech Call Center staff can be contacted from phone numbers and Line Official.

8. If there is a system failure during the meeting Shareholders will receive an email to return to the meeting through the backup system.

Before starting to consider various agendas, the Company gave an opportunity for shareholders or proxies to ask questions or express their opinions. It appeared that none of the shareholders or proxies asked questions or expressed their opinions.

At present, the Company has registered capital a total of 1,153,189,000 Baht and registered paid-up capital of 1,055,790,000 Baht, common stock of 1,055,790,000 with a par value of 1 Baht per share.

The Company has determined the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders or Record Date on Wednesday March 15, 2023.

In the Meeting there are 13 shareholders attending the Meeting in person representing 609,200 shares and there are 55 proxies attending the Meeting representing 612,890,311 shares. The total number of attendees is 68 persons representing 613,499,511 shares equivalent to 58.1081 percent of the number of shares sold 1,055,790,000 shares. The Company has a total of 14,217 shareholders representing 1,055,790,000 shares. Thus, the quorum is duly formed in accordance with the Articles of Association. The MC then invited Dr. Wandee Khunchornyakong Juljarern to declare the Meeting open and commence the deliberation on the following agendas:

Agenda 1 To consider and acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2022 held on Wednesday, April 20, 2022.

The Chairperson assigned Ms. Parichat Saipia, Assistant to CEO and Company Secretary to inform the details to the meeting.

Ms. Parichat Saipia informed the meeting that the Company were prepared and publicized the minutes of the Annual General Meeting of Shareholders for the year 2022 held on Wednesday, April 20, 2022. On the Company’s website (www.spcg.co.th), the details as per the Enclosure 1.



The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Company proposed the Meeting to consider and acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2022 held on Wednesday, April 20, 2022. Pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

Result of the Voting for Agenda 1

Resolution	Number of Votes	Equivalent To
Approved	613,141,511	100.0000
Disapproved	0	0.0000
Abstained	358,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,499,511	-

Resolution The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2022 held on Wednesday, April 20, 2022. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.



Agenda 2 To consider and acknowledge the Report of the Board of Directors of the Company's operating performances for the year 2022.

The Chairperson assigned Ms. Parichat Saipia, Assistant to CEO and Company Secretary to inform the details to the meeting.

Ms. Parichat informed the meeting that in the year 2022 , the company has significant changes which affects the company operation and so as to comply with the Company's Articles of Association No. 31 which requires that the annual general meeting of the shareholders shall consider and acknowledge the Company's past performance which information has been disclosed in the annual registration statement/annual report 2022 (Form 56-1 One Report) from January 1, 2022 to December, 31 2022 and distributed to the shareholders with the invitation. The details as per the QR Code and the Enclosure 2.

Performance of the Company in the Year 2022 as follows:

• Business operations

At present, the Company has 36 solar farm projects spreading in 10 provinces, including Nakhon Ratchasima, Khon Kaen, Sakon Nakhon, Nong Khai, Udon Thani, Nakhon Phanom, Loei, Surin, Buriram and Lopburi with a total production capacity of over 260 MW. Started the first commercial operation date in 2010 at Solar Farm (Korat 1) and completed commercial operation date for all 36 projects in 2014. As a result of efficient management, in 2022, all 36 solar farm projects able to generate up to 374,290,843 units of electricity.

The company has invested in solar power generation projects for use in new urban areas Eastern Economic Corridor Special Development Zone (EEC) with a total installed capacity of not less than 500 MW with an investment value of not more than 23,000 million baht through Set Energy Co., Ltd. (SET ENERGY), a subsidiary of SPCG which is a joint venture with PEA ENCOM International Company Limited (PEA ENCOM), the first subsidiary of the Provincial Electricity Authority (PEA), in which SET ENERGY has signed a power purchase agreement with PEA ENCOM on November 26, 2020. The objective of the investment in the said project is to drive the EEC area into a low carbon society, a clean energy city. And environmentally friendly consistent with Sustainable Development Goals (SDGs), including helping to strengthen energy security. Supporting the long-term economic drive of the country, as well as help increase the Company's earning potential and cash flow.

In addition, the company has expanded business opportunities by investing in solar energy businesses abroad to increase opportunities for the Company's growth as follows:



- Tottori Yonago Mega Solar Farm Project

SPCG shared investment with Kyocera Corporation (Kyocera), Japan and Tokyo Century Leasing Corporation (TCL) with a total installed capacity of 30 MW at Tottori city, Japan with project information summarized below:

Shareholding Proportion of SPCG	79.10%
Power Purchase Rate in FiT	36 Yen per Unit
Power Purchase Period	20 Years
Electricity Purchaser	Chugoku Electric Power Co., Ltd.
Commercial Operation date	27 April 2018

- Ukujima Mega Solar Project

SPCG invests in joint ventures with Kyocera Corporation (Kyocera), Japan, Kyudenko Corporation, Tokyo Century Corporation, Furukawa Electric Company Limited, Tsuboi Corporation and other small investors. The total installed capacity of 480 MW at Sasebo City, Nagasaki Prefecture, Japan. With project information Summarized as follows.

Total project investment	178,758,689,000 Yen
Debt to equity ratio	70:30
Shareholding proportion of SPCG 17.92%	9,000,000,000 Yen
Power Purchase Rate (FIT)	40 Yen per unit
Contract Period	17 Years 3 Months
Purchaser of Electricity	Kyushu Electric Power Co., Inc.
Construction period	2019-2024
Commercial Operation Date (COD)	1 July 2024

The company has paid the capital no.1 in the amount 2,289,680,925 yen as of March 26, 2020 and has paid the capital no.2 in the amount 1,924,187,000 yen as of May 18, 2020 and for the payment of the remaining capital will be gradually paid.

The project is under development, which in 2021 has been undertaken in various civil works such as land preparation for AC-DC Converter PCS, road works, safety protection work, tree pruning, site Measuring, soil improvement, structural work for Installation of solar panels, etc., with a period of completion within 2024.



- **Fukuoka Miyako Mega Solar Project**

SPCG invests with Mitsubishi HC Capital Inc., Sumitomo Mitsui Finance and Leasing Company Limited, and TESS Holdings Co., Ltd., which can be summarized as follows:

Project location	Kyushu Island, Miyako City, Japan
Total installed capacity	67 MW
	Divided into North Phase 23 MW
	South Phase 44 MW
Total project investment	23,493,000,000 Yen
D/E ratio	86.7:13.3
SPCG investment proportion 10%	314,000,000 Yen
Power Purchase Rate (FIT)	36 yen/unit
Power Purchase Period	North Phase 18.7 years
	South Phase 17.8 years
Purchaser of Electricity	Kyushu Electric Power Co., Inc.
Construction period	2020-2023
Commercial Operation Date (COD)	North Phase, July 2021
	South Phase, February 2023

• **Financial management**

The company gives important to financial cost management and liquidity management. By focus on financial planning, financial risk management and investment management to support sustainable business growth. In the year 2022, The Company has been rated the Company and its current debentures at “A-” with a “stable” outlook and rated senior debentures in the amount not exceeding 1,500 million baht at the “A-” level by TRIS Rating Co., Ltd.

• **Corporate governance**

The company still adheres to conducting business with good corporate governance principles. By giving importance to conducting business with social and environmental responsibility. This includes operating the business with integrity, ethics, honesty, transparency, and treating all stakeholders equally. The Company also operates in accordance with the anti-corruption policy and measures. This is considered part of the good corporate governance policy by the Company's directors, executives, employees and related persons will not solicit, take action or accept corruption for the benefit of themselves, family, friends and acquaintances in all forms. Both direct and indirect. Covering all businesses and all departments both public and private sectors where the business of the company get involved. The policy is regularly reviewed as well as reviewing the practice guidelines and



operating requirements in line with changes in business, regulations and legal requirements. Also provide a secure communication channel for the Company's personnel and all stakeholders can report clues, complaints or suggestions in the event of corruption.

From the operations, the Company and its subsidiaries overall performances for the fiscal period ended on December 31, 2022, according to consolidated financial statements, resulted in profit of 2,464.3 million baht which is equivalent to 2.20 Baht per share compared to the year 2021, with a net profit of 2,736.6 million baht which is equivalent to 2.37 Baht per share. It appears that net profit decreased by 272.3 million baht or 10%.

The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Company proposed the Meeting to consider and acknowledge the Report of the Board of Directors of the Company's operating performances for the year 2022. Pursuant to the Company Articles of Association is only for acknowledgement, and no votes were cast.

Resolution The Meeting acknowledged the Performance of the Company in the Year 2022.

Agenda 3 To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2022.

The Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President: Accounting & Budgeting to present details to the meeting.

Ms. Rungfah informed the meeting that The Public Limited Company Act B.E. 2535 (as amended), section 112 and the Company's Articles of Association, Article 31 and 34 require that the Company shall prepare its financial statement comprising its balance sheet and income statement for its fiscal year and have them audited prior to presenting them for an approval of the shareholders' meeting. In this regard, the Company has prepared the consolidated financial statements and the Company's financial statements 2022 for the fiscal period ended on December 31, 2022, which have been audited by the Company's auditor, examined by the Audit Committee, and approved by the Board of Directors, the details of the said audited Statement of Financial Position and Statement of Comprehensive Income (the balance sheet and profit and loss statement) and the auditor's report are presented in the section "Financial Statements" as per the annual registration statement/annual report 2022 (Form 56-1 One Report) according to QR Code in the Notification of Meeting and distributed to the shareholders with the invitation. The details as per the QR Code and the Enclosure 2.



Ms. Rungfah presented the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2022 as follows:

The consolidated financial statements for the fiscal period ended on December 31, 2022 The company has Revenues from Sales and Services is amount 4,358.2 million baht, Cost of Sales and Services is amount 1,353.3 million baht, Gross Profit is amount 3,004.9 million baht, Other Income is amount 107.9 million baht, Selling and Distribution Expenses is amount 19.0 million baht, Administrative Expenses is amount 200.8 million baht, Loss on Derivatives is amount 72.3 million baht, Gain on Financial Assets is amount 5.1 million baht, Profit from Operating Activities is amount 2,825.8 million baht, Finance Costs is amount 103.9 million baht, Earning Before Tax is amount 2,721.9 million baht, Income Tax Expenses is amount 257.6 million baht, Net Profit is amount 2,464.3 million baht. Which decreased 10% from the same period last year with a net profit of 2,736.6 million baht.

The Company's financial statements for the fiscal period ended on December 31, 2022. The company has Dividend Income is amount 1,895.2 million baht, Interest Income is amount 36.0 million baht, Other Income is amount 202.4 million baht, Administrative Expenses is amount 128.3 million baht, Loss on Derivatives is amount 74.4 million baht, Gain on Financial Assets is amount 1.3 million baht, Earnings Before Interest and Taxes is amount 1,932.2 million baht, Finance Costs is amount 103.1 million baht, Earnings Before Taxes is amount 1,829.1 million baht, Income Tax is amount 4.3 million baht, Net Profit is amount 1,824.8 million baht which is equivalent to 1.73 Baht per share.

The Statement of financial position for the fiscal period ended on December 31, 2022. Total Assets is amount 23,718.2 million baht divided into Fixed Asset is amount 16,746.9 million baht and Other Assets is amount 6,971.3 million baht, Total Liabilities and Equity is amount 23,718.2 million baht divided into Interest Bearing Debts is amount 2,196.8 million baht and Other Liabilities is amount 547.5 million baht, Share Capital is amount 5,059.6 million baht, Retain Earnings is amount 13,207.9 million baht, Non-controlling Shareholders is amount 2,706.4 million baht, Debt to Equity Ratio is 0.13.

The Board of Directors considered that the said financial statements have been audited by auditor. The auditor has expressed opinions on financial statements that it's correct as it should be in essence in accordance with generally accepted accounting principles and approved by the audit committee.

The Company provided opportunities for shareholders or proxies to raise questions or express opinions.

Mr. Somchai Varintharawat, the shareholders attending the Meeting in person, asked what are the cause that the company's loss from derivatives for 72.3 million baht.



Ms. Rungfah Larbyoenyong clarified the meeting that Loss on derivatives from the consolidated financial statements of 72.3 million baht due to the Company's borrowing which is borrowing foreign currency or yen currency. And entered into a Cross Currency Swap contract. At that time, the exchange rate was 30 baht (per 100 yen). At present, the Yen depreciated to only 26 baht (per 100 yen), resulting in the Company's loss from derivatives which in this case is only an accounting loss. In terms of accounting, gain on exchange rate will be recorded on the loan. The same amount of 72.3 million baht as part of other income (other income) 107.9 million baht, which will offset with loss on derivatives (loss on derivatives) resulting in no profit or loss from this item.

There were no shareholders or proxies asking questions or expressing further opinions. The Company proposed the Meeting to consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2022. Pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

Result of the Voting for Agenda 3

Resolution	Number of Votes	Equivalent To
Approved	612,752,011	100.0000
Disapproved	0	0
Abstained	747,500	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,499,511	-

Resolution The Meeting approved the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2022. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.



Agenda 4 To consider and approve the appropriation and dividend payment from the Company's operating performances for the year 2022.

The Chairperson assigned Mr. Pipat Viriyatranon, Vice President of Financial Department to present details to the meeting.

Mr. Pipat informed the meeting that as per section 116, the Public Limited Company Act and the Company's Articles of Association, Article 38, the Company must allocate its annual net profit for legal reserve not less than 5% of annual net profit after deduction of brought forward deficit (if any) until this reserve shall be not less than 10% of the Company's registered capital.

The Company has already allocated the legal reserve as required by the law and the Company's Articles of Association, totaling 115,318,900 baht or equivalent to 10% of the Company's registered capital, up to the amount required to be reserved according to the laws and the Company's Articles of Association.

The Company Dividend Policy, the Company shall pay dividend of not less than 40% of net profit of the Company's financial statement after deduction of legal reserve and all other reserves in compliance with the company regulations and laws. If there is no other reason and the dividend payment doesn't affect the company operation significantly. The details as per the Enclosure 3.

The dividend payment for the year 2022, as per section 115, the Public Company Act and the Company's Articles of Association, Article 37, specify that the company can pay dividend from profit only. If the company accumulated losses prohibiting the company dividend payment.

As the Company has sufficient profits for dividend payout from the Company's operating performances for the year 2022 and retained earnings, the Company has proposed the appropriation and payment of dividend from the Company's operating performances for the year 2022 and retained earnings at the rate of Baht 0.85 per share. For the first half of 2022 ended 30 June 2022, the Company had profits from its operations as presented in the Company's separate financial statements. The Board of Directors' Meeting No. 5/2022, held on August 11, 2022 approved an interim dividend payment from the Company's operating performance during 1 January 2022 - 30 June 2022 and retained earnings at the rate of Baht 0.25 per and retained earnings share, totaling 263,947,500 Baht (Two hundred sixty-three million nine hundred forty-seven thousand five hundred Baht)., and the said interim dividend was distributed to the shareholders on September 9, 2022 in accordance with the Public Limited Company Act B.E. 2535 (as amended), section 115 and the Company's Articles of



Association, Article 37. The dividend declaration for the second half of the year 2022 at the rate of Baht 0.60 per share, amounting to Baht 633,474,000 (Six hundred thirty-three million four hundred seventy-four thousand Baht) shall be paid.

The said dividend payment is paid from the company's net profit. In case of the person receiving the dividend does not receive a tax credit because it's paid from the company's net profit that is tax exempt under the revenue code, Section 65 (bis) (10).

The proposed dividend payment complies with the Company's dividend payment policy. The Board of Directors realize takes into the consideration of the operating performances, cash flows, investment projects and considered the situation of the epidemic of COVID-19 carefully.

The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Company proposed the meeting to consider and acknowledge the interim dividend payment from the operating performances for the period from 1 January 2022 - 30 June 2022 at the rate of 0.25 baht per share, amount 1,055,790,000 shares, totaling 263,947,500 (two Hundred sixty-three million nine hundred forty-seven thousand and five hundred baht). And to approve the dividend payment to be paid in this period at the rate of 0.60 baht per share, totaling 633,474,000 baht (six hundred thirty-three million four hundred and seventy-four thousand baht) (together, the dividend for the year 2022 will be equal to 0.85 baht per share, totaling 897,421,500 baht (eight hundred ninety-seven million four hundred twenty-one thousand and five hundred baht)) by fixing the list of shareholders who are entitled to receive dividends (Record Date) on Wednesday, March 15, 2023 and the dividend payment date on Thursday, May 18, 2023 according to the company's regulations. This agenda must be approved with a majority vote of the total number of votes of the shareholders and proxies who attend the meeting and vote.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:



Result of the Voting for Agenda 4

Resolution	Number of Votes	Equivalent To
Approved	613,154,811	100.0000
Disapproved	0	0.0000
Abstained	344,700	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,499,511	-

Resolution The meeting resolved to acknowledge the interim dividend payment from the operating performances for the period 1 January 2022 - 30 June 2022 and retained earnings at the rate of 0.25 baht per share, amounting to 1,055,790,000 shares, totaling 263,947,500 (two hundred and sixty three million nine hundred forty-seven thousand and five hundred baht) and approve the dividends payment to be paid in this period at the rate of 0 .60 baht per share, totaling 633,474,000 baht (six hundred thirty-three million four hundred seventy-four thousand baht only) (together, the dividend for the year 2 0 2 2 will be equal to 0 .8 5 baht per share, totaling amount 897,421,500 baht (eight hundred ninety-seven million four hundred twenty-one thousand five hundred baht only)) by specifying the list of shareholders who are entitled to receive the dividend (Record Date) on Wednesday, March 15, 2023 and the dividend payment date Thursday, May 1 8, 2 0 2 3 with a majority vote of all the votes of shareholders and proxies who attended the meeting and voted.



Agenda 5 To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023.

The Chairperson assigned Mr. Wanchai Lawattanatrakul, Chairperson of the Nomination, Remuneration and Corporate Governance Committee to present details to the meeting.

Mr. Wanchai informed the meeting that Pursuant to Article 15 of Articles of Association of the Company, the directors shall have the rights to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other types of benefits in accordance with the Articles of Associations or as approved by the General Meeting of Shareholders. The Nomination, Remuneration and Corporate Governance Committee has considered the remuneration for directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee by taking into account the suitability of various aspects and compare with other listed companies on the Stock Exchange of Thailand with reference to the same industry, together with the situation of the epidemic of COVID-19. It is deemed appropriate to determine the remuneration for the directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023 same rate as the year 2022.

The Board of Directors with the recommendation of the Nomination, Remuneration and Corporate Governance Committee considered the appropriate of scope of duties of the Board of Directors, the company performance, business size, net profit, the situation of the epidemic of COVID-19 and current economic conditions. The Meeting should approve the remuneration for Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023 same rate as the year 2022. The details are as follows:



1. The remuneration of the Board of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023.

Details	Monthly Remuneration (Only for non-executive directors)	Meeting Allowance (Only for attending the meeting)
Remuneration of the Board of Directors		
- Chairperson of the Board of Directors	35,000 Baht	20,000 Baht
- Directors	20,000 Baht	15,000 Baht
Remuneration of the Audit Committee		
- Chairperson of Audit Committee	35,000 Baht	20,000 Baht
- Member of Audit Committee	30,000 Baht	15,000 Baht
Remuneration for the Nomination, Remuneration and Corporate Governance Committee		
- Chairperson of Nomination, Remuneration and Corporate Governance Committee	-	20,000 Baht
- Member of Nomination, Remuneration and Corporate Governance Committee	-	15,000 Baht

2. Bonus for Board of Directors for the year 2023

It deems to settle directors' remuneration bonus that reflect and link to Company's operating performance or net profit not over 2% of the Company's annual net profit details as follows:

- The maximum limit for payment of bonus is 1,200,000 Baht for Chairperson of the Board of Directors and Chairperson of the Audit Committee.
- The maximum limit for payment of bonus is 1,000,000 Baht for the Chief Executive Officer.
- The maximum limit for payment of bonus is 800,000 Baht for the Directors and Audit Committee.



3. Other benefits: Directors do not receive other types of remuneration.

In this regard, the Nomination, Remuneration and Corporate Governance Committee has authorization to determine the guidelines and the allocation of bonuses and to propose the Board of Directors' Meeting and the Annual General Meeting of Shareholders to consider and approve before the actual allocation.

Remarks: Directors who act as members of many sub-committees to be paid (consists of monthly director remuneration and director bonus) at the highest rate only one position.

The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Company proposed the Meeting to consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023. Pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a vote of not less than two-third of the total number of votes of shareholders and proxies attending the meeting.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

Result of the Voting for Agenda 5

Resolution	Number of Votes	Equivalent To
Approved	612,237,358	99.7942
Disapproved	825,753	0.1345
Abstained	436,400	0.0710
Voided Ballot	0	Not constituted as votes
Total Votes	613,499,511	-



Resolution The Meeting approved the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023. With a vote of not less than two-third of the total number of votes of shareholders and proxies attending the meeting.

Agenda 6 To consider and approve the Directors' Remuneration (Bonus) for the year 2022.

The Chairperson assigned Mr. Wanchai Lawattanatrakul, Chairperson of the Nomination, Remuneration and Corporate Governance Committee to present details to the meeting.

Mr. Wanchai informed the meeting that according to Article 15 of Articles of Association of the Company, and the fact that the Board of Directors has been fully performed its duty with scarification. The Nomination, Remuneration and Corporate Governance Committee has considered the Directors' Remuneration (Bonus) for the year 2022 which is in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2022 approving the directors' remuneration bonus that reflects and links to Company's operating performance or net profit not over 2% of the Company's annual net profit details as follows:

- The maximum limit for payment of bonus is 1,200,000 Baht for Chairperson of the Board of Directors and Chairperson of the Audit Committee.
- The maximum limit for payment of bonus is 1,000,000 Baht for the Chief Executive Officer.
- The maximum limit for payment of bonus is 800,000 Baht for the Directors and Audit Committee.

The Board of Directors proposed the meeting to consider and approve the Directors' Remuneration (Bonus) for the year 2022 in the aggregate amount of Baht 7,522,192 (seven million five hundred and twenty two thousand one hundred and ninety two baht) or representing 0.41 percent of the net profits of the Company stipulated in its financial statement which is in accordance with the resolutions of the Annual General Meeting of Shareholders for the year 2022.



The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions

The Company proposed the meeting to consider and approve the remuneration of the Board of Directors (bonus) for the year 2022 according to the company's regulations. This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders and proxies attending the meeting.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

Result of the Voting for Agenda 6

Resolution	Number of Votes	Equivalent To
Approved	612,194,358	99.7918
Disapproved	877,753	0.1430
Abstained	398,900	0.0650
Voided Ballot	0	Not constituted as votes
Total Votes	613,471,011	-

Resolution The Meeting approved the Directors' Remuneration (Bonus) for the year 2022 in the aggregate amount of Baht 7,522,192 (seven million five hundred and twenty two thousand one hundred and ninety two baht only) or representing 0.41 percent of the net profits of the Company stipulated in its financial statement which is in accordance with the resolutions of the Annual General Meeting of Shareholders for the year 2022. With a vote of not less than two-third of the total number of votes of shareholders and proxies attending the meeting.



Agenda 7 To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2023.

The Chairperson assigned Mr. Wanchai Lawattanatrakul to present details to the meeting.

Mr. Wanchai request the nominated directors to be elected as directors of the Company this time to leave the meeting room during the consideration of this agenda.

After the directors of the company that will be elected at this time have left the meeting room, the Chairperson informed the meeting that as per section 71 of the Public Limited Company Act, and Article 14 of the Articles of Association of the Company, one-third of directors must retire by rotation at every annual general meeting of shareholders. If the number of directors cannot be divided into 3 parts, the number nearest to one-third shall be drawn (1/3). Which the director with the longest position shall be retired by rotation and may be re-elected. In addition, in the Annual General Meeting of Shareholders for the year 2023, three directors are due to retire by rotation; namely,

- | | |
|----------------------------------|---|
| 1. Mr. Somsak Khunchornyakong | Director and Executive Vice President, Member of the Nomination Remuneration and Corporate Governance Committee |
| 2. Dr. Art-ong Jumsai Na Ayudhya | Independent Director, Member of Audit Committee , Member of the Nomination, Remuneration and Corporate Governance Committee |
| Mr. Apichat Limsethanuwat | Independent Director, Member of Audit Committee, Member of Nomination, Remuneration and Corporate Governance Committee |

According to the good corporate governance practice regarding the equitable treatment of shareholders, the Company provides an opportunity for shareholders to propose agendas and nominate qualified candidates to be considered for election as a member of the Company's board of directors in the 2023 Annual General Meeting of Shareholders from October 1, 2022 to December 31, 2022., through the Stock Exchange of Thailand and published on the Company's website. After the expiration of the said period, there was no shareholder proposing any meeting agenda items in advance or proposing any appointment for the new director.



The Board of Directors proposed the meeting to consider and approve the appointment of 3 directors who must retire by rotation and re-elected for another term, as follows:

- | | |
|-----------------------------------|---|
| (1) Mr. Somsak Khunchornyakong | Director and Executive Vice President, Member of the Nomination Remuneration and Corporate Governance Committee |
| (2) Dr. Art-ong Jumsai Na Ayudhya | Independent Director, Member of Audit Committee , Member of the Nomination, Remuneration and Corporate Governance Committee |
| (3) Mr. Apichat Limsethanuwat | Independent Director, Member of Audit Committee, Member of Nomination, Remuneration and Corporate Governance Committee |

The Board of Directors agreed with the Nomination, Remuneration and Corporate Governance Committee's recommendation, considered through the screening process of the company carefully. There is an opinion that those three directors have extensive knowledge and experience in the business, and have supported the Company business for a long time. Therefore, they should be reappointed. The nominated directors were not present during the consideration of the matter. The appointment of directors above will be effective from the day after the date of the Annual General Meeting of Shareholders for the year 2023.

Profiles and relevant information of the nominated persons to be re-appointed as directors and elected as new directors, are as per the details in the Enclosure 4.

The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Company proposed the meeting to consider and approve the appointment of 3 directors who must retire by rotation, namely Mr. Somsak Khunchornyakong, Dr. Art-ong Jumsai Na Ayudhya and Mr. Apichat Limsethanuwat to be Director for another term. Pursuant to the Company's Articles of Association, this agenda requires an approval on an individual basis from the shareholders' meeting with a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.



After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

Result of the Voting for Agenda 7.1 Approved the appointment of Mr. Somsak Khunchornyakong to be Director for another term.

Resolution	Number of Votes	Equivalent To
Approved	578,883,770	94.4310
Disapproved	34,139,241	5.5689
Abstained	448,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,471,011	-

Result of the Voting for Agenda 7.2 Approved the appointment of Dr. Art-ong Jumsai Na Ayudhya to be Director for another term.

Resolution	Number of Votes	Equivalent To
Approved	612,131,858	99.8546
Disapproved	891,153	0.1453
Abstained	448,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,471,011	-

Result of the Voting for Agenda 7.3 Approved the appointment of Mr. Apichat Limsethanuwat to be Director for another term.

Resolution	Number of Votes	Equivalent To
Approved	613,023,011	100.0000
Disapproved	0	0.0000
Abstained	448,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,471,011	-



Resolution The Meeting approved the appointment of 3 directors who must retire by rotation, namely Mr. Somsak Khunchornyakong, Dr. Art-ong Jumsai Na Ayudhya and Mr. Apichat Limsethanuwat, to be Director for another term. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

Agenda 8 To consider and approve the appointment of auditors and the auditors' remuneration for the year 2023.

The Chairperson assigned Mr. Wanchai Lawattanatrakul, Chairperson of the Audit Committee to present details to the meeting.

Mr. Wanchai informed the meeting that according to the Public Limited Company Act and section 120 and the Company's Articles of Association, Article 31, it is required that the annual general meeting of shareholders shall appoint auditors and set the remuneration of the auditor of the company every year.

The Board of Directors of the Company, agreeing with the Audit Committee, proposes that the Meeting should approve the appointment of auditors from KPMG Phoomchai Audit Ltd. ("KPMG"), who is the auditor of the Company and its subsidiaries for the year 2022 as the auditor of the Company and its subsidiaries for the year 2023. Because, KPMG is the auditor in the approved list of the SEC. In consideration of the appointment of the Board of Directors, scope of service, audit fee, the auditor's experience and independence. In addition, the audit process including continuity in audits and audit performance. And it has satisfactory performances in terms of auditing, reporting, facilitating in the previous year as well as capable team as independent auditors, useful and recommendations to ensure that accounting methods complied with the generally accepted accounting standards. By appointing the auditors of KPMG to act severally as the auditors of the Company for the year 2023 as follows:

- | | |
|-----------------------------------|---------------------------------------|
| 1. Ms. Sophit Prompol | Certified Public Accountant No. 10042 |
| 2. Mr. Natthaphong Tantichattanon | Certified Public Accountant No. 8829 |
| 3. Ms. Dussanee Yimsuwan | Certified Public Accountant No. 10235 |

The Board of Directors agreed to propose the annual general meeting of shareholders to define the auditors' remuneration for the year 2023 is set at the amount of 800,000 Baht (Eight hundred thousand Baht) without other service fees, which is the same rate for the year 2022.



The above-named auditors are also appointed as year 2023 auditors of the Company's subsidiaries, total 42 companies. The 2023 auditor's remuneration for the Company and its subsidiaries, totals 4,310,000 Baht (Four million three hundred and ten thousand Baht) without other service fees.

In this regard, profiles of the nominated auditors to be elected as auditor for the year 2023, are as per the details in the Enclosure 5.

Such auditor will be the person who signed for review or audit and give opinions on the financial statements of the Company and affiliates for the seven year. None of the auditors nominated above is a related party and has conflict of interests with the Company, subsidiaries, executives, major shareholders, or related parties of those. Therefore, they remain independent in conducting and express opinion on the statutory financial statements of the Company. Furthermore, none of previously mentioned auditors has performed the audit of the Company for more than the period specified by the relevant regulations and guidelines.

The Company provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Company proposed the Meeting to consider and approve the appointment of auditors and the auditors' remuneration for the year 2023. Pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:



Result of the Voting for Agenda 8

Resolution	Number of Votes	Equivalent To
Approved	612,377,411	99.9060
Disapproved	575,600	0.0939
Abstained	518,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
Total Votes	613,471,011	-

Resolution The Meeting approved the appointment of auditors from KPMG Phoomchai Audit Ltd. (“KPMG”) as the auditor of the Company and for the year 2023 as follows:

1. Ms. Sophit Prompol
Certified Public Accountant No. 10042
2. Mr. Natthaphong Tantichattanon
Certified Public Accountant No. 8829
3. Ms. Dussanee Yimsuwan
Certified Public Accountant No. 10235

The auditors’ remuneration for the year 2023 is set at the amount of 800,000 Baht (Eight hundred thousand Baht) without other service fees. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

Agenda 9 To consider other matters

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions.

Mr. Wisit Ngaolertloi, a shareholder who attended in person asked

1. Does the increase in FT cause the company's electricity selling price to increase from 3.5 baht or not? If so, how much?
2. What are the causes of project delays in the Eastern Economic Corridor (EEC)? When will the company start earning income from this project? And in this case, can the profit replace all Adders that have run out?



Ms. Rungfah Larpyuenyong clarified the meeting that by comparison, in 2021, the average FT was -35 satang per unit. Causing the company's electricity sales rate to be 3.12 baht and in 2022, the average FT is 0.25 baht, making the company's electricity sales rate to be 3.72 baht compared to 2021. The revenue rate of electricity sales increased by 0.60 baht and from January to April 2023, the average FT increased to 1.29 baht, making the first 4 months of 2023 the company's average electricity sales rate was 4.77 baht.

The Chairperson further informed the meeting that the Solar Power Plant Project for use in the new urban area The Eastern Economic Corridor Special Development Zone (EEC) with a total installed capacity of not less than 500 megawatts, which has been delayed because it is currently in the process of preparing to apply for licenses related to the electricity generation business. Which is operated by the Office of the Policy Committee for the Eastern Special Development Zone (EEC) and is expected to be completed by the year 2023, with profits not being able to replace the Adder, but will increase the lost revenue. In this regard, it is considered that the return is within the criteria that the Company is satisfied with.

As no shareholders or proxies made further inquiries or comments, the Chairperson thanked the shareholders and proxies for taking the time to attend the meeting today and closed the meeting.

The Meeting was adjourned at 15.30 hrs.

A handwritten signature in blue ink, appearing to read "Dr. Wandee Khunchornyakong Juljarern".

(Dr. Wandee Khunchornyakong Juljarern)

Chairperson

A handwritten signature in blue ink, appearing to read "Parichat S.".

(Ms. Parichat Saipia)

Secretary



Enclosure 3 (for Agenda 4)

Dividend Policy

The company has set the dividend policy to pay dividend to shareholders not less than 40 percent of net profit of the Company's financial statements after legal reserve in compliance with the company regulations and laws, if for no other reason and such dividend payment shall have no impact on the normal operations of the business significantly concerning the board's consideration. Moreover, such operations will create the maximum benefit to the shareholders. The board resolution considering such payment must be presented for approval from the general meeting unless such payment is an interim dividend which the board of directors has the authority to approve and report this issue on the next general meeting.



Profiles and relevant information of the nominated persons
to be re-appointed as directors



1. Mr. Wanchai Lawattanatrakul

Independent Director

Chairperson of Audit Committee

Chairperson of Nomination, Remuneration and Corporate Governance Committee

Type of director proposed to be appointed	Independent Director
Date Appointed	17 May 2012
Age	68 Years old
Nationality	Thai
Education	<ul style="list-style-type: none">• Master of Engineering (Water Resources Engineering), Asian Institute of Technology (AIT).• Bachelor of Engineer (Civil Engineering), Chulalongkorn University.
Training Record with Thai Institute of Directors (IOD)	<ul style="list-style-type: none">• Finance for Non- Finance Directors (FND), Class 1/2003. Thai Institute of Directors (IOD)• Director Certification Program (DCP), Class 43/2004. Thai Institute of Directors (IOD)
Holding a position of director or executive in a listed company	<ul style="list-style-type: none">• Independent Director, SPCG Public Company Limited⁽¹⁾• Chairperson of Audit Committee, SPCG Public Company Limited• Chairperson of Nomination, Remuneration and Corporate Governance Committee, SPCG Public Company Limited
Holding a position of director or executive in a business other than a listed company	None



Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG

None

Experiences

- 2013 - 2015 Managing Director Eastern Water Resources Development and Management Public Company Limited
- 2013 - 2015 Director Universal Utilities Public Company Limited
- 2008 - 2009 Director Metropolitan Waterworks Authority (Thailand).

Duration of Directorship

3 Years

Terms of Directorship

- Term 1: 2012-2015
- Term 2: 2015-2018
- Term 3: 2018-2021
- Term 4: 2021-2024
- Was nominated to be a director for another term. This will serve as the fifth term (2024-2027).

Shareholding in SPCG (including spouse and minor)

- Self : None⁽²⁾
- Spouse : None
- Minor : None
- Total : None

Meeting attendance in 2023

- Board of Directors: Held 4 meetings, attended 4 meetings (accounting to 100%)
- Audit Committee: Held 4 meetings, attended 4 meetings (accounting to 100%)
- Nomination, Remuneration and Corporate Governance Committee: Held 1 meetings, attended 1 meetings (accounting to 100%)

Forbidden qualification

- Has no criminal record in property-related offenses committed in corruption.
- There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.

Remarks:

⁽¹⁾ Qualifications of independent directors are in accordance with the definition announced by the Company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

⁽²⁾ Information as of the date of determining the latest list of shareholders (Record Date) on August 28, 2023.



Profiles and relevant information of the nominated persons
to be re-appointed as directors



2. Mr. Withoon Manomaikul
Director

Type of director proposed to be appointed	Director
Date Appointed	11 April 2012
Age	68 Years old
Nationality	Thai
Education	Bachelor of Business Administration, Suan Sunandha Rajabhat University
Training Record with Thai Institute of Directors (IOD)	Director Accreditation Program (DAP), Class 169/2020 Thai Institute of Directors (IOD)
Holding a position of director or executive in a listed company	<ul style="list-style-type: none">• Director, SPCG Public Company Limited• Director, MPG Corporation Public Company Limited
Holding a position of director or executive in a business other than a listed company	Director and Managing Director, MNG Group (2015) Company Limited
Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG	None



Experiences

- 2015 - Present Director and Managing Director, MNG group (2015) Company Limited.
- 2012 - Present Director, SPCG Public Company Limited.
- 2008 - Present Director, MPG Corporation Public Company Limited
- 1995 - 2014 Managing Director, General Record International Industry Company Limited.

Duration of Directorship

3 Years

Terms of Directorship

- Term 1: 2012-2015
- Term 2: 2015-2018
- Term 3: 2018-2021
- Term 4: 2021-2024
- Was nominated to be a director for another term. This will serve as the fifth term (2024-2027).

Shareholding in SPCG (including spouse and minor)

- Self : 1.83% (19,290,000 Shares)⁽¹⁾
- Spouse : None
- Minor : None
- Total : 1.83% (19,290,000 Shares)

Meeting attendance in 2023

- Board of Directors: Held 4 meetings, attended 4 meetings (accounting to 100%)

Forbidden qualification

- Has no criminal record in property-related offenses committed in corruption.
- There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.

Remarks:

⁽¹⁾ Information as of the date of determining the latest list of shareholders (Record Date) on August 28, 2023.



Profiles and relevant information of the nominated persons
to be re-appointed as directors



3. Mrs. Narinporn Malasri

Director

Executive Vice President (Business Development)

Type of director proposed to be appointed	Director
Date Appointed	7 August 2020
Age	52 Years old
Nationality	Thai
Education	<ul style="list-style-type: none">• Master Degree of Science (Energy Management Technology), King Mongkut's University of Technology Thonburi• Bachelor Degree of Science (Hons.) (Industrial Chemistry), Srinakharinwirot University
Training Record with Thai Institute of Directors (IOD)	Director Accreditation Program (DAP), Class 169/2020 Thai Institute of Directors (IOD)
Holding a position of director or executive in a listed company	<ul style="list-style-type: none">• Director, SPCG Public Company Limited• Executive Vice President (Business Development), SPCG Public Company Limited
Holding a position of director or executive in a business other than a listed company	Director, SET ENERGY Company Limited



Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG

None

Experiences

- 2019 - Present Executive Vice President (Management), SPCG Public Company Limited
- 2016 - 2019 Senior Professional/ Acting of Director, Energy Plan and Procurement Regulation Department Office of the Energy Regulatory Commission
- 2012 - 2015 Senior Professional, Energy and Environmental Engineering Department Office of the Energy Regulatory Commission
- 2009 - 2012 Operation Director/ Operation Manager, Ensol Company Limited
- 2006 - 2007 Energy Management Specialist, Panya Consultants Company Limited
- 2001 - 2005 Project Director/ Energy Department Manager/ Project Manager, Panya Consultants Company Limited
- 1999 - 2001 Energy Department Manager/ Project Manager, Jacobs Engineering (Thailand) Company Limited
- 1996 - 1999 Process Engineer/ Energy Task Force Team Coordinator Stork (Thailand) Company Limited
- 1995 - 1996 Process Engineer/ Energy Task Force Team Coordinator Thai Alpha Consulting Engineer Company Limited

Duration of Directorship

3 Years

Terms of Directorship

- Term 1: 2020 – 2021
- Term 2: 2021 – 2024
- Was nominated to be a director for another term. This will serve as the third term (2024-2027).

Shareholding in SPCG (including spouse and minor)

- Self : None⁽¹⁾
- Spouse : None
- Minor : None
- Total : None



Meeting attendance in 2023

- Board of Directors: Held 4 meetings, attended 4 meetings (accounting to 100%)

Forbidden qualification

- Has no criminal record in property-related offenses committed in corruption.
- There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.

Remarks:

⁽¹⁾ Information as of the date of determining the latest list of shareholders (Record Date) on August 28, 2023.



Profiles of the nominated auditors to be elected as auditor for the year 2024



Full Name	Ms. Sophit Prompol
Age	42 Years old
Certificate Public Accountant	Registration No. 10042
Service Period from Year	2021 to present
Total	3 Years
Auditor of	KPMG Phoomchai Audit Ltd. (“KPMG”)

Education

- Bachelor Degree in Accounting, Chulalongkorn University

Professional associations

- Member of Federation of Accounting Professions of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved the Securities and Exchange Commission (SEC)

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. (“KPMG”)

SPCG shareholding Yes (amount shares) No (Information as at December 31, 2023)

Supporting Information

1. Have any relationship or any interest with company/ subsidiaries/ holding company or juristic person in a way that may impact or conflict with the performance? **-None-**
2. Have any relationship with significant business in a way that may impact the performing task independently? **-None-**
3. Have any family relationship with directors or the major shareholders? **-None-**
4. Have any relationship as a director, employee, or any position in company and subsidiaries? **-None-**



Profiles of the nominated auditors to be elected as auditor for the year 2024



Full Name	Mr.Natthaphong Tantichattanon
Age	44 Years old
Certificate Public Accountant	Registration No. 8829
Service Period from Year	2016 to 2020
Total	5 Years
Auditor of	KPMG Phoomchai Audit Ltd. (“KPMG”)
Education	<ul style="list-style-type: none">- Bachelor’s Degree in Business Administration, Thammasat University, Bangkok, Thailand- Master’s Degree in Executive Business Administration, Graduate Institute of Business Administration of Chulalongkorn University, Bangkok, Thailand.
Professional associations	<ul style="list-style-type: none">- Member of Federation of Accounting Professions of Thailand- Certified Public of Accountant, Thailand- Auditor approved the Securities and Exchange Commission (SEC)
Auditing Experience	<ul style="list-style-type: none">- Partner of KPMG Phoomchai Audit Ltd. (“KPMG”)- Secondment Program KPMG London
SPCG shareholding	<input type="checkbox"/> Yes (amount shares) <input checked="" type="checkbox"/> No (Information as at December 31, 2023)
Supporting Information	<ol style="list-style-type: none">1. Have any relationship or any interest with company/ subsidiaries/ holding company or juristic person in a way that may impact or conflict with the performance? -None-2. Have any relationship with significant business in a way that may impact the performing task independently? -None-3. Have any family relationship with directors or the major shareholders? -None-4. Have any relationship as a director, employee, or any position in company and subsidiaries? -None-



Profiles of the nominated auditors to be elected as auditor for the year 2024



Full Name	Ms.Dussanee Yimsuwan
Age	43 Years old
Certificate Public Accountant	Registration No. 10235
Service Period from Year	-
Total	-
Auditor of	KPMG Phoomchai Audit Ltd. (“KPMG”)

Education

- Bachelor Degree in Accounting, Chulalongkorn University

Professional associations

- Member of Federation of Accounting Professions of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved the Securities and Exchange Commission (SEC)

Auditing Experience

- Director of KPMG Phoomchai Audit Ltd. (“KPMG”)
- Secondment Program KPMG Singapore

SPCG shareholding Yes (amount shares) No (Information as at December 31, 2023)

Supporting Information

1. Have any relationship or any interest with company/ subsidiaries/ holding company or juristic person in a way that may impact or conflict with the performance? **-None-**
2. Have any relationship with significant business in a way that may impact the performing task independently? **-None-**
3. Have any family relationship with directors or the major shareholders? **-None-**
4. Have any relationship as a director, employee, or any position in company and subsidiaries? **-None-**



Enclosure 6

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form A)

(ปิดอากร
แสตมป์)
20 บาท

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น
Being a shareholder of **SPCG Public Company Limited**, holding total amount of share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and having voting rights equivalent to vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(3) ขอมอบฉันทะให้

hereby authorize

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or



(3).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, reside at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวเท่านั้น ภายใต้กฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

Only one of the above to be my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders for the year 2024 on on Friday, April 19, 2024 at 14.00 hrs., through electronic meetings (e-AGM) only under related laws and regulations.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy holder in the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ / Signed.....ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / proxy
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / proxy
(.....)

ลงชื่อ / Signed.....ผู้รับมอบฉันทะ / proxy
(.....)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remark: The shareholder shall appoint only one proxy holder to attend the meeting and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.



แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

(ปิดอากร
แสตมป์)
20 บาท

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน)

being a shareholder of SPCG Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total amount of shares, and having the right to vote equal to votes

as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

ordinary share shares, having the right to vote equal to votes,

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

preference share shares, having the right to vote equal to votes.

(3) ขอมอบฉันทะให้

Hereby appoint

(1)..... อายุ..... ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or



(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, reside at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, reside at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

นายวันชัย หล่อวัฒนตระกูล ตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 68 ปี
อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000

Mr.Wanchai Lawattanatrakul Position Independent Director and Chairperson of the
Audit Committee, age 68 years, resides at 99/ 80 Moo 8, Bang Khu Wat, Amphoe Mueang
Pathum Thani, Pathum Thani Province, 12000.

หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 60 ปี
อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the
Audit Committee, age 60 years, resides at 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha,
Chonburi province 20110.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทน
ข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น.
ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวกันนั้น ภายใต้กฎหมายและกฎระเบียบ
อื่น ๆ ที่เกี่ยวข้อง

Only one of the above to be my/our proxy holder to attend and vote on my behalf
at the Annual General Meeting of Shareholders for the year 2024 on on Friday, April 19, 2024
at 14.00 hrs., through electronic meetings (e-AGM) only under related laws and regulations.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับทราบรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2566

Agenda 1: To consider and acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2023 held on Wednesday, April 19, 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2566

Agenda 2: To consider and acknowledge the Report of the Board of Directors of the Company's operating performances for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 3 พิจารณาอนุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2566

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating performances for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบรรษัทภิบาล ประจำปี 2567

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 6 พิจารณานุมัติจ่ายค่าตอบแทนคณะกรรมการบริษัทฯ (โบนัส) ประจำปี 2566
Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 7 พิจารณาอนุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Agenda 7: To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- การแต่งตั้งกรรมการทั้งชุด

Vote for all nominees as a whole

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

นายวันชัย หล่อวัฒนตระกูล

Mr. Wanchai Lawattanatrakul

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

นายวิฑูร มโนมัยกุล

Mr. Withoon Manomaikul

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

นางนรินพร มาลาศรี

Mrs. Narinporn Malasri

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |



วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567
Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ โดยตัดหุ้นสามัญที่ยังมิได้นำออกจำหน่าย จำนวน 97,399,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียน

Agenda 9: To consider and approve the registered capital reduction of the Company by eliminating 97,399,000 unissued ordinary shares with par value of THB 1.00 per share and the amendment to Clause 4. Registered Capital of the Company's Memorandum of Association.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10: Other businesses (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)



หมายเหตุ:

Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In respect of the agenda as to the election of the directors, either the whole set of the nominated candidates or an individual nominee may be voted for.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวเท่านั้น ภายใต้กฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

The appointment of proxy by the shareholder of SPCG Public Company Limited. In the meeting of the Annual General Meeting of Shareholders for the year 2024 on Friday, April 19, 2024 at 14.00 hrs., through electronic meetings (e-AGM) only under related laws and regulations.

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain



วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain



เปิดการ
แสดง
20 บาท

แบบหนังสือมอบฉันทะ แบบ ค.
PROXY Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For foreign shareholders who have Custodian in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2007

เขียนที่.....

Written at

วันที่..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

acting as the Custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอสพีซีจี จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of SPCG Public Company Limited (Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of share(s) and having voting rights equivalent to vote(s)

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(2) ขอมอบฉันทะให้

hereby authorize

(1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name age residing at No. Road

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Tambon/Khwaeng Amphur/Khet Province Postal Code or



(2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
Name age residing at No. Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด.....รหัสไปรษณีย์.....หรือ
Tambon/Khwaeng Amphur/Khet Province Postal Code or

(3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
Name age residing at No. Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด.....รหัสไปรษณีย์.....
Tambon/Khwaeng Amphur/Khet Province Postal Code

นายวันชัย หล่อวัฒนตระกูล ตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 68 ปี
อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000

Mr.Wanchai Lawattanatrakul Position Independent Director and Chairperson of the
Audit Committee, age 68 years, resides at 99/ 80 Moo 8, Bang Khu Wat, Amphoe Mueang
Pathum Thani, Pathum Thani Province, 12000.

หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 60 ปี
อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the
Audit Committee, age 60 years, resides at 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha,
Chonburi province 20110.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทน
ข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ในรูปแบบ
การประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวกันนั้น ภายใต้กฎหมายและกฎระเบียบอื่น ๆ ที่
เกี่ยวข้อง

Only one of the above to be my/our proxy holder to attend and vote on my behalf
at the Annual General Meeting of Shareholders for the year 2024 on Friday, April 19, 2024
at 14.00 hrs., through electronic meetings (e-AGM) only under related laws and regulations.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We authorize the Proxy to attend and vote in this Meeting as follows.

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

I/We authorize all of shares and having the right to vote equal

มอบฉันทะบางส่วน คือ

I/We authorize partial that

หุ้นสามัญหุ้น และมีสิทธิออกเสียงลงคะแนนได้เสียง
Ordinary share share(s) and having the right to vote equal to vote(s)

หุ้นบุริมสิทธิหุ้น และมีสิทธิออกเสียงลงคะแนนได้เสียง
Preference share share(s) and having the right to vote equal to vote(s)



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We authorize the Proxy to attend and vote in this Meeting as follows.

- วาระที่ 1 พิจารณารับทราบรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2566

Agenda 1: To consider and acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2023 held on Wednesday, April 19, 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2566

Agenda 2: To consider and acknowledge the Report of the Board of Directors of the Company's operating performances for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2566

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating performances for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบรรษัทภิบาล ประจำปี 2567

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 6 พิจารณานุมัติจ่ายค่าตอบแทนคณะกรรมการบริษัทฯ (โบนัส) ประจำปี 2566
Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2023.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 7 พิจารณาอนุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2567

Agenda 7: To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2024.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการทั้งชุด

Vote for all nominees as a whole

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

นายวันชัย หล่อวัฒนตระกูล

Mr. Wanchai Lawattanatrakul

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

นายวิฑูร มโนมัยกุล

Mr. Withoon Manomaikul

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

นางนรินทร์ มาลาศรี

Mrs. Narinporn Malasri

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567
Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ โดยตัดหุ้นสามัญที่ยังมิได้นำออกจำหน่าย จำนวน 97,399,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เรื่องทุนจดทะเบียน

Agenda 9: To consider and approve the registered capital reduction of the Company by eliminating 97,399,000 unissued ordinary shares with par value of THB 1.00 per share and the amendment to Clause 4. Registered Capital of the Company's Memorandum of Association.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10: Other businesses (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/proxy
(.....)



หมายเหตุ:

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Remark:

1. Only foreign Warrant-holders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
2. Evidence to be attached with this Proxy Form are:
 - (1) Power of Attorney from the Warrant-holder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
3. The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of Unit to several proxies for splitting votes.
4. In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
5. In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Allonge of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 19 เมษายน 2567 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวเท่านั้น ภายใต้กฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

The appointment of proxy by the shareholder of SPCG Public Company Limited in the meeting of the Annual General Meeting of Shareholders for the year 2024 on Friday, April 19, 2024 at 14.00 hrs., through electronic meetings (e-AGM) only under related laws and regulations.

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(c) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

(ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(d) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



The information of Director (Proxy for Shareholder)



Mr. Wanchai Lawattanatrakul

Independent Director⁽¹⁾

Chairperson of Audit Committee

Chairperson of the Nomination, Remuneration and Corporate Governance Committee

Age	68 years.
Nationality	Thai
Address	<ul style="list-style-type: none">• 99/80 Moo 8, Bang Khu Wat, Amphoe Mueang Pathum Thani,• Pathum Thani Province 12000
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• Self : None⁽²⁾• Spouse : None• Minor : None• Total : None
Conflict of special interest in the proposed agenda	<ul style="list-style-type: none">• Have no conflict of interest in any agenda according to Section 33 of the Public Company Limited Act (“Public Company Act”), which causes them to not have the right to vote on that matter.• Having conflict of interest in Agenda 7, considering and approving the appointment of directors who must retire from their positions at the 2024 Annual General Meeting of Shareholders because they are directors whom the Board of Directors proposes to shareholders to re-elect to hold office for another term. One (as per AGM Checklist guidelines)

Remarks:

⁽¹⁾ The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

⁽²⁾ Information as of the date of determining the latest list of shareholders (Record Date) on August 28, 2023.



The information of Director (Proxy for Shareholder)



Mr. Apichat Limsethanuwat

Independent Director⁽¹⁾

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

Age	60 years
Nationality	Thai
Address	<ul style="list-style-type: none">• 3 6 6 / 7 Moo 2 , Tambon Surasak, Amphoe Sriracha, Chonburi province 20110
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• Self : None⁽²⁾• Spouse : None• Minor : None• Total : None
การมีส่วนได้เสียเป็นพิเศษในวาระที่เสนอ	<ul style="list-style-type: none">• Have no conflict of interest in any agenda according to Section 33 of the Public Company Limited Act (“Public Company Act”), which causes them to not have the right to vote on that matter.• Have no conflict of interest in any agenda (according to AGM Checklist guidelines).

Remarks:

- ⁽¹⁾ The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.
- ⁽²⁾ Information as of the date of determining the latest list of shareholders (Record Date) on August 28, 2023.



- **Authority and Responsibility of the Board of Director, the Audit Committee, the Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer**

The Board of Director

The Board of Directors has the authority and responsibility to manage the company to be in accordance with the law, objectives and regulations of the company as well as the shareholders' meeting resolution with integrity, cautions and to protect the company's interest as follow:

1. Set the Company's goal, guideline, policies, framework and budget; control and govern administration and management of the Executive Board to be in line with the assigned policies effectively
2. Supervise the company to comply with the Securities and Exchange law, the set of the main market requirements such as transactions connected and purchase or sale of significant assets in accordance with the set or applicable laws of the company's business.
3. Arrange shareholders' meeting as annual ordinary meeting within 4 months commencing from the end of company's accounting period.
4. To provide the company's corporate governance policy in writing and agree to the policy and to review the policies and procedures regularly at least once a year.
5. To provide code of business ethics in writing to all directors, executives and employees understand the ethical standards that the company uses to conduct their business and support them with serious compliance with such code.
6. Consider the conflict of interest carefully. The consideration of transactions that may have conflicts of interest should have a clear and beneficial approach to the company's interests and overall shareholders. The stakeholders should not participate in the decision-making and supervise compliance with the process requirements, procedures, and disclosure of the transactions that may contain conflicts of interest.
7. Provide operational control system, Financial reporting and compliance rules and policies include providing individuals or entities that are independent of the duties responsible for monitoring such control systems and reviewing important systems at least once a year and disclosed in the annual report.
8. To determine the risk management policy that covers the entire organization and review the system or assess the effectiveness of risk management at least once a year and to be disclosed in the annual report.
9. The Board of Directors or the Audit Committee shall review the adequacy of the internal control system and risk management in the annual report.



10. Provide clear guidelines to those who wish to notify the clues through the website or the report directly to the company. By the way the notification of a clue may be prescribed through an independent director or audit committee of the company in order to verify the information in accordance with the process prescribed by the Company and report to the Board of Directors

11. The Board of Directors shall provide authority to one or more directors or any other person to perform any action on behalf of the Board. Under the control of the Board of Directors or to be authorized to provide such persons with the power of the Board of Directors and within the period that the Board deems appropriate. The Board of Directors may revoke, change or amend the authorized person or authority when appropriate. The Board of directors may provide the management with the authority to perform operations with details of the jurisdiction of the management's duties, which shall not be a delegation under the authority of management with a conflict of interest in the company or its subsidiaries.

12. To ensure the company's subsidiaries to maintain the benefits of the company's investments by considering the suitability of the persons to be submitted as a director of the subsidiary to control the management of the company's policies and transactions according to the laws and regulations of the Securities and Exchange Act and the announcement of the SET.

13. To appoint the company secretary under Securities and Exchange law in order to create and retain documents, to conduct various activities of the Board of Directors, including the Board of Directors ' meeting, shareholders ' meeting, and other legal and regulatory counsel to the company's board of directors. The company secretary should be trained and continually updated on the knowledge of the law, accounting and other duties of the company secretary



The Company's definition on Independent Director which is in accordance with the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

1. Holding no more than 1% of total voting shares including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company and including the shareholding of persons related to the independent directors.

2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Exception: It has been at least two years before the date of appointment as an independent director.

3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.

4. Not currently having or never had any relations with the company including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company in the way that such relation may impede the person from having independent views. Including neither being nor having been a significant shareholder or the controlling person who has a business relationship with the company, its subsidiaries, joint venture, major shareholders, or controlling person of the company. Exception: It has been at least two years before the date of appointment as an independent director.

Business relationship under the first paragraph, including normal business transaction for business operations, rental or rental of real estate, transaction related assets or services. Or giving or financial supporting by accepting or lending loans and guarantees of assets as collateral for liabilities, including other similar circumstances which the company or partners of contract has an obligation to pay to the other parties from 3% of the net tangible asset of the company or more than 20 million baht. Moreover, the calculation of debt obligation shall be in accordance with the calculation method for value of related parties transaction under the notification of the Capital Market Supervisory Board on the rule for conducting related parties transaction mutatis mutandis. But when considering the said debt burden shall include debt burdens incurred during one year before the date of having a business relationship with the same person.



5. Not currently being or never been the company's auditor including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company and not having been a significant shareholder or the controlling person who has a business relationship with the company, its subsidiaries, joint venture, major shareholders, or controlling person of the company. Exception: It has been at least two years before the date of appointment as an independent director.

6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year including the company, the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years before the date of appointment as an independent director.

7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder of the company.

8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.

9. Not under any conditions that may impede the person from having independent views towards the company's operations

After being appointed as an independent director with characteristics according to No. 1. - 9. Independent directors may be assigned by the Board of Directors to make decisions in the business operations of the Company, subsidiaries, associated companies, same level subsidiaries, legal entities that may have a conflict major shareholders or the Company's controlling person, with a collective decision in the form of a collective decision.



The Audit Committee

1. Review and ensure that the company has correct and sufficient financial report.
2. Review and ensure that the company has appropriate and effective internal control and internal audit and to consider the independent of internal audit sector as well as approve on the appoint, transfer, lay off the head of internal audit or other divisions that are responsible for internal audit.
3. Review and ensure that the company practices according to Securities and Exchange of Thailand laws, regulations of Stock Exchange of Thailand and other laws related to the Company's business.
- 4 . Consider, select and propose to appoint independent individual to stand in the Company's auditor and propose remuneration of the said person, including attend a meeting at least once a year with the auditor and without the presence of the management team.
5. Review related transactions or transaction that may have conflict of interest, to be in line with the laws and regulations of Stock Exchange of Thailand. This is to ensure that the aforementioned transactions are reasonable and is for the Company's highest interest.
6. Prepare audit committee reports by disclosure in the Company's annual report. The aforementioned reports must be signed by the Chairperson of the Audit Committee and must at least consist of the following information.
 - 6.1. Opinion regarding correctness, completeness and reliable of the Company's financial reports.
 - 6.2. Opinion regarding adequacy of the Company's internal control.
 - 6.3. Opinion regarding practices in accordance to the Securities and Exchange of Thailand laws, Stock Exchange of Thailand regulations or laws that are related to the Company's business.
 - 6.4. Opinion regarding the appropriateness of auditors.
 - 6.5. Opinion regarding transactions that may have conflict of interest.
 - 6.6. The frequency of the audit committee meetings and the attendance of each audit committee members.
 - 6.7. Overall opinion or notable points that the audit committee received from performing their duties in accordance to the charter.
 - 6.8. Other matters that shareholders and general investors should acknowledge under the scope of duties and responsibilities that were assigned by the Board of Director.
7. Act on issues that were assigned by the Board of Director upon approval of the Audit Committee



The Nomination, Remuneration and Corporate Governance Committee

Nomination

1. Select and recruit individual that is suitable to be proposed to the director with principles by which the individual that was proposed must have knowledge, competence, independence, perform director's duties with carefulness, faithfulness, able to fully dedicate their time, have appropriate age, healthy, able to attend directors' meeting regularly. This is also to consider from other name list which the shareholders propose as candidate to be nominated as the company's director.
2. Prepare in advance the name list of suitable individuals to be directors and/or in the case where there's vacant in the director or chief executive officer position.
3. Asking for opinions from Board of Director and/or other committees to include in the consideration of recruiting before proposing to the committee or shareholders meeting, depending on the case to consider and appoint.
4. Evaluate performance of committee, subcommittee and chief executive officer according to the operating performance of each year.
5. Considers the qualifications of the Top Executive to suit the business management of the company and its subsidiaries, covering education, experience, knowledge, and expertise.
6. Supervises to ensure that the Company arranges orientation programs to the newly appointed director(s) to perform the roles and responsibilities.
7. Perform other duties as assigned by the Board of Directors.

Remuneration

1. Consider remuneration for committee and subcommittee, which also includes monthly allowance, meeting allowance, yearly bonus and other benefits, both monetary and non-monetary with principles and structure that are fair and reasonable to propose to the board of directors and shareholders meeting for approval.
2. Consider remuneration for the chief executive officer which includes wages, yearly bonus and other benefits, both monetary and non-monetary with principles or method and structure that are fair and reasonable.
3. Reconsider remuneration for committee, subcommittee and chief executive officer by considering from performance and Company's operating performance as well as regulations in industry and top listed companies in Stock Exchange of Thailand and scope of responsibilities.
4. Disclose the remuneration policy and available options and comments from the Nomination, Remuneration and Corporate Governance Committee in the Annual Report.
5. Perform other duties as assigned by the Board of Directors



Corporate Governance

1. Define corporate governance policies, practices, and related operations including sustainability management and corporate social responsibility aspects to conform with principles, standards, and requirements as stipulated by the Stock Exchange of Thailand, the Securities and Exchange Commission, and other recognized institutions domestically and internationally.
2. Define guidelines, as well as supervise and monitor process, to ensure that the Company's operations are in compliance with established policies and practices.
3. To be regulator, consult, evaluation, and reviewer of policies based on the principle of good governance and good ethics to develop the good governance of the Company.
4. To prepare and report the performance of the Nomination, Remuneration and Corporate Governance Committee to the Board of Directors and disclose in the Annual Report which is signed by the Chairperson of the Nomination, Remuneration and Corporate Governance Committee
5. Perform other duties as assigned by the Board of Directors.

Chief Executive Officer

1. Manage Company business and daily operation and administration in accordance with the business policies, plans and strategies that the Board of Director approved.
2. Has the authority to approve in doing any transaction in Company's general business operating including compile proposal in entering into procurement contract or in accordance with the authorization regulations which the Board of Director had set periodically.
3. Assign duties and responsibilities in Company's managing and operating to the management team and company's staff in line with the organization structure that the Board of Director had approved; to conform the law and regulations of the company.
4. Have the authorities to authorize a substituted agent and/or assigned other individual to perform one or many tasks instead of the Chief Executive Officer under the scope of authorities that the Chief Executive Officer was assigned to and in accordance with the regulations and laws. In authorizing a substituted agent, must be in accordance with the Company's laws and regulations, order or resolution of the Board of Director and/or what the Company had specified.
5. Have the authority to hire, appoint, transfer, lay-off and set salary for employees that are lower than the executives position, along with appoint employer representative in the Company's provident fund committee



6. Has the authority to instruct on the regulations, announcement and records regarding employees operations to be in accordance with the company's policies and to protect the company's interest as well as maintain discipline within the organization.

7. Perform duties on matters assigned by the Board of Director.

Regardless, the scope and operations of the chief executive officer is under the regulations of the board of directors' governance so as to be in line with the company's policy set forth by the board and act within the laws and regulations of the company. The chief executive officer must accept policies set forth by the board and act on them accordingly. As well as set up annual reports of all operations to the board.



The Articles of Association, concerning to the Shareholders' Meeting

Regulation 11: The Company may suspend register of any share transfer during period 21 days prior to date of each Shareholders' Meeting by issue of public announcement at the Company's headquarters and all branch offices not less than 14 days in advance of scheduled book closing date.

Regulation 14: One-third of director must retire by rotation at every annual general meeting of shareholders. If the number of directors cannot be divided into 3 parts, the number nearest to one-third shall be drawn.

Directors who have to retire in the first year and the second year after the registration of the conversion of the company, the lottery shall be conducted to determine who will be retired. In the subsequent years, the director with the lowest position shall be retired by rotation and may be re-elected.

Regulation 15: The directors have the right to receive remuneration from company in the rewards, meeting allowance, gratuities, bonus, or other benefits in accordance with the regulations or approved by the shareholders' meeting.

Which may be specified as a definite amount or guideline and may be scheduled from time to time or will remain in effect until the change is possible. In addition to receiving allowance and benefit in accordance with the regulation of the company.

The provision in the first paragraph does not effect the rights of the employees who was elected as a director in order to receive remuneration and benefit as an employee of the company.

Regulation 26: The Board of Directors must ensure that an Ordinary General Shareholders' Meeting is called within 4 months following the ending of the Company's fiscal year.

Any other Shareholders' Meeting will be referred to as Extraordinary Shareholders' Meeting. The Board of Directors may call an Extraordinary Shareholders' Meeting at any time as and when circumstance justifies, or Shareholders holding aggregate share of not less than 20% of total share or no. of shareholders not less than 25 shareholders holding aggregate share of not less than 10% of total share may put in written request to the Board of Directors to call an Extra Ordinary Shareholders' Meeting with clearly specified agenda justifying the Shareholders' Meeting. In such case, the Board of directors will call the Extra Ordinary Shareholders' Meeting within 1 month after receiving the written request.



Regulation 27: In calling for an Extraordinary Shareholders' Meeting, the Board of Directors must issue Notice for attending the Extraordinary Shareholders' Meeting clearly stated venue of Meeting, Date and Time of Meeting, Agenda of Meeting and matters to be raised at the meeting with relevant details, and clearly specified matters requiring acknowledgement, requiring approval or requiring consideration, together with the Board of Directors' recommendation for each matter, dispatch to Shareholders and Registrar not less than 7 days in advance of Meeting date. A public announcement must be placed in daily newspaper for 3 consecutive days not less than 3 days before scheduled Meeting date.

For all shareholders' Meetings, meeting may be held at the venues within province where its Head Quarter is located or any other provinces within the Kingdom of Thailand.

Regulation 28: At the Shareholders' Meeting, any shareholder may authorized other persons as proxies to attend and vote on their behalf. The instrument appointing proxy shall be dated and duly authorized by the Shareholder given on the form provided by the Company's registrar.

The proxy form must be handed to the Chairman or the person assigned by the Chairman at the Meeting prior to attending the Meeting.

Regulation 29: For any Shareholders' Meeting a quorum is formed by the presence of at least 25 shareholders attending in person or by his/her proxy (if any) or at least one half of the total member of shareholders and must represent shareholding of not less than one-third of total shares.

In the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still in adequate for a quorum, if such meeting called as a result of a request by the shareholders, such meeting shall be cancelled. But in any other cases, such meeting failing to form a quorum will be postponed and re-scheduled by sending out Notice of Attending the Re-scheduled Shareholder' Meeting not less than 7 days prior to the rescheduled meeting date. The rescheduled shareholders meeting will not require a quorum to be formed.

In any Shareholders Meeting, the Chairman of the Board of Directors will chair the Meeting. Without the Chairman of the Board of Directors or the Chairman of the Board of Directors is not present at the Shareholders' Meeting, a Vice Chairman of the Board of Directors (if such designation exists) may chair the Meeting. If without the Vice Chairman of the Board of Directors or not present or unable to chair the Shareholders' Meeting, the Meeting may elect any shareholder in attendance to chair the Shareholders' Meeting.



Regulation 30: Resolution at the Shareholders' Meeting will be by voting, each share carries one vote.

- (1) In normal cases, resolution will be by majority vote present at the Meeting. In a tied-vote situation, the Chairman of the Meeting can cast the deciding vote.
- (2) In the following cases, at least 3 quarters of votes is required for such resolution
 - a. Sell-out or transfer of part of or the entire business to third party.
 - b. Purchase of or acquire by transfer of other company or private business to become part of the Company.
 - c. Enter into contract, amending or canceling contract pertaining to leasing the Company's business whole or significant part of. Assignment to third party to manage the Company's business or merging business with third party with intent of profit sharing.
 - d. Amendment to the Company's Memorandum of Association.
 - e. Capital increase or decrease or issue of convertible debenture.
 - f. Merging or terminating the Company
 - g. Issue of share for debt settlement as per law governing public company. (Issue No.2) year B.E 2544.

Regulation 31: Issues deem appropriate for the Annual General Shareholders' Meeting

- (1) To consider and acknowledge Reports of The Board of Directors proposed to the Meeting on the operational performance of the Company for the preceding fiscal year.
- (2) To consider and approve the Audited Balance Sheets and profit and loss statements for the preceding fiscal year.
- (3) To consider apportioning the profit and retained earnings for reserve.
- (4) To elect Directors to replace Retiring Directors due to end of tenure and fix remuneration.
- (5) Appointment of Auditor and fix Auditor's fee.
- (6) Any other issue.

Regulation 34 : The Board of Directors must prepare the financial report, balance sheet at the end of company fiscal year to present to the general annual meeting to consider. The financial report and balance sheet must be verified by the audit before presenting to the meeting of shareholders.



Regulation 37: Dividend shall not be paid from other money apart from profit. If the company sustains and accumulated loss, the dividend shall not be paid.

Except in the case of preferred shares specified otherwise. Appropriation of dividend shall be according to number of share equally.

Dividend Payment must be approved from The Annual General Meeting of Shareholder.

The Board of Directors may payout transitory dividend to the shareholders from time to time when it appears that the company has profit to do such, and report to the next general meeting.

The payment of such dividend must be made within 1 month from the resolution of the shareholder meeting or from the Board of Director, as the case may be. This must be notified in writing to the shareholder and to be announced in the newspaper. No interest is paid to the company, if the dividends are paid within the period specified by law.

Regulation 38: The Company shall appropriate money as reserve of at least 5% of net profit for the year of the company less accumulated until that reserve is 10% of the registered capital.

When approve from shareholders, the Company may transfer the others reserve, the reserve abid by law, or excess reserve accordingly to compensate the company cumulative loss.



QR Code for Downloading Form 56-1 One Report 2023

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and Form 56-1 One Report 2023 in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The shareholder can download information via QR Code in the Notification of Meeting form by following the steps below.

1. For iOS System (iOS 11 and above)

- 1.1. Turn on the mobile camera.
- 1.2. Turn the mobile camera to the QR Code to scan it.
- 1.3. The notification will appear on top of the screen. Click on the notification to access Form 56-1 One Report.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

2. For Android System

- 1.1 Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

→ Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

- 1.2 Scan the QR Code to access Form 56-1 One Report 2023.



Enclosure 10

Request form for the Form 56-1 One Report 2023 (Book)

Dear Shareholders,

According to the realization of global warming impact, SPCG Public Company Limited has arranged QR code as appeared in the Notification of Meeting of the Annual General Meeting of Shareholders for the year 2024 so that shareholders may download Form 56-1 One Report 2023 in the electronic form from that QR code.

Nevertheless, any shareholder who would like to receive a hard copy of Form 56-1 One Report 2023, please fill in the form below and send it back to us via the channels as follow:

1. E-mail: ir@spcg.co.th or info@spcg.co.th
2. By post to the Company Secretary and Corporate Governance
SPCG Public Company Limited
No. 1 Capital Work Place Building 10th Flr.,
Soi. Jamjan, Klongton-Nua, Watthana
Bangkok 10110

To: Company Secretary and Corporate Governance

I, Mr. / Mrs. / Ms. _____
Address no. _____ Road _____ Subdistrict _____
District _____ Province _____ Postal code _____
Telephone _____ Email _____

Would like to receive the following documents in book form (Book) (Please mark the boxes)

- Form 56-1 One Report 2023 (Thai version)
 Form 56-1 One Report 2023 (English version)



Enclosure 11

Advance Question Form
for the Annual General Meeting of Shareholders for the year 2024
SPCG Public Company Limited
On Friday, April 19, 2024 at 14.00 hrs.
Through electronic meetings (e-AGM) only.
Under laws and other related laws and regulations.

The Company realizes the right of shareholders and equal treatment of shareholders. In order to comply with the principles of good corporate governance, the Company provides an opportunity for shareholders who wish to submit questions in advance regarding matters contained in this agenda item. Please fill out the following form in writing and send back to the company by one of the channels mentioned below within within Thursday, April 18, 2024.

I Mr. / Mrs. / Ms. _____

Telephone no./ Mobile no. _____ E-mail _____

Shareholders of SPCG Public Company Limited. Total number of shares held _____ shares

Proxies from _____ who is a Shareholders of SPCG Public Company Limited, Total number of shares held _____ shares

Agenda No.

Questions

Channels for sending questions in advance:

1. E-mail: ir@spcg.co.th or info@spcg.co.th
2. By post to the Company Secretary and Corporate Governance
 SPCG Public Company Limited
 No. 1 Capital Work Place Building 10th Flr.,
 Soi. Jamjan, Klongton-Nua, Watthana, Bangkok 10110



Enclosure 12

Guidelines for attending the Annual General Meeting of Shareholders
for the year 2024 through electronic media (e-AGM)

(Details appear in the Inventech Connect user manual)