



**SPCG Public Company Limited**  
บริษัท เอสพีซีจี จำกัด (มหาชน)

Enclosure 7

## The information of Director (Proxy for Shareholder)



**Dr. Art-ong Jumsai Na Ayudhya**  
Independent Director

<b>Age</b>	<ul style="list-style-type: none"><li>• 79 years</li></ul>
<b>Nationality</b>	<ul style="list-style-type: none"><li>• Thai</li></ul>
<b>Address</b>	<ul style="list-style-type: none"><li>• 99 Moo 2, Tambon Lam Narai, Amphoe Chai Badan, Lopburi province</li></ul>
<b>Education</b>	<ul style="list-style-type: none"><li>• B.A. (Hons), M.A. Mechanical Sciences, Cambridge, U.K.</li><li>• D.I.C., Ph.D. Communications, Imperial College of Science and Technology, London University</li><li>• Ph.D. Education - Curriculum and Instruction, Faculty of Education, Chulalongkorn university</li></ul>
<b>IOD's Training</b>	<ul style="list-style-type: none"><li>• Director Accreditation Program (DAP), Class 146/2011, Thai Institute of Directors (IOD)</li><li>• Audit Committee Program (ACP), Class 38/2012, Thai Institute of Directors (IOD)</li></ul>
<b>Current Position in listed company</b>	<ul style="list-style-type: none"><li>• Independent Director, SPCG Public Company Limited</li><li>• Member of the Audit Committee, SPCG Public Company Limited</li><li>• Chairman of Board of Directors, Chairman of Audit Committee, and Independent Director, Lam Soon (Thailand) Public Company Limited</li></ul>
<b>Current Position in non- listed company</b>	<ul style="list-style-type: none"><li>• Director, AJ Technology Co., Ltd. (Subsidiaries of SPCG Public Company Limited)</li></ul>
<b>Experience</b>	<ul style="list-style-type: none"><li>• 2018 - Present Member of the Audit Committee and Independent Director, SPCG Public Company Limited.</li><li>• 2012 - 2013 Chairperson of the Audit Committee and Independent Director, SPCG Public Company Limited.</li><li>• 2010 - 2011 Advisor to the Minister of Finance</li><li>• 2011 - Present Advisor to the Senate Police and Police Commission</li><li>• 1996 - Present Chief Executive Officer of Sathya Sai School Lopburi Province</li></ul>
<b>Dispute</b>	<ul style="list-style-type: none"><li>• None</li></ul>



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Term of being Director

- 3 years (2017-2020)

Proportion of Total Shares Held  
(%)

- Self : None
- Spouse : None
- Minor : None
- Total : None

**Remarks:** Information on the date of the list of shareholder's right to receive the interim dividend shall be determined in accordance with the record date on August 27, 2018.

Meeting Attendance in 2018

- Attended the Board of Directors' Meeting: 4 meetings from total 5 meetings (80%)
- Attended the Audit Committee Meeting: 3 meetings from total 4 meetings (75%)



## The information of Director (Proxy for Shareholder)



**Mr. Apichat Limsethanuwat**  
Independent Director

Age	<ul style="list-style-type: none"><li>• 55 years</li></ul>
Nationality	<ul style="list-style-type: none"><li>• Thai</li></ul>
Address	<ul style="list-style-type: none"><li>• 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha, Chonburi province</li></ul>
Education	<ul style="list-style-type: none"><li>• Bachelor of Engineer (Civil Engineering), Chulalongkorn University</li></ul>
IOD's Training	<ul style="list-style-type: none"><li>• No training provided by Thai Institute of Directors (IOD)</li></ul>
Current Position in listed company	<ul style="list-style-type: none"><li>• Independent Director, SPCG Public Company Limited</li><li>• Member of the Audit Committee, SPCG Public Company Limited</li></ul>
Current Position in non-listed company	<ul style="list-style-type: none"><li>• None</li></ul>
Experience	<ul style="list-style-type: none"><li>• 2018 - Present Member of the Audit Committee and Independent Director, SPCG Public Company Limited.</li><li>• 2011 Civil Engineering Director Laem Chabang Municipality, Chonburi.</li><li>• 2008 Engineering Director Chao Phraya Surasak, Chonburi.</li><li>• 2006 Director, Engineering Sing Buri Municipality.</li><li>• 2005 Director of Engineering Mueang District, Nakhon Sawan Province.</li><li>• 2000 Chief Engineer Municipality of Sena Phranakhon Si Ayutthaya.</li><li>• 1988 Civil Engineer, Nakhon Sawan Municipality.</li></ul>
Dispute	<ul style="list-style-type: none"><li>• None</li></ul>
Term of being Director	<ul style="list-style-type: none"><li>• 3 years (2017-2020)</li></ul>
Proportion of Total Shares Held (%)	<ul style="list-style-type: none"><li>• Self : None</li><li>• Spouse : None</li><li>• Minor : None</li><li>• Total : None</li></ul>
Meeting Attendance in 2018	<p><b>Remarks:</b> Information on the date of the list of shareholder's right to receive the interim dividend shall be determined in accordance with the record date on August 27, 2018.</p> <ul style="list-style-type: none"><li>• Attended the Board of Directors' Meeting: 5 meetings from total 5 meetings (100%)</li><li>• Attended the Audit Committee Meeting: 4 meetings from total 4 meetings (100%)</li></ul>



- **Independent as defined by the terms of an independent committee: Which is equal to the requirements of the Stock Exchange of Thailand**

3.1 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

3.2 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 after the person has held the position.

3.3 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.

3.4 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. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Exception: It has been at least two years after the person has held the position.

3.5 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. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Exception: It has been at least two years after the person has held the position.

3.6 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 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 after the person has held the position.

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



3.8 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.

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

- **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 to 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 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 of 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. 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 audit committee

1. To review and ensure that the company has correct and sufficient financial report.
2. To 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. To 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 disclose in the Company's annual report. The aforementioned reports must be signed by the Chairman 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, to 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. Defines 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. Defines 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, plan 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, with the amount of not more than 50 million baht for each transaction 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 under the scope of authorities that the Chief Executive 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



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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.