



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

No. CEO-105/2016

March 31, 2016

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2016

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2015
 2. For Agenda 2 and 3 CD-ROM (Annual Report 2015 and the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2015)
 3. For Agenda 4 Dividend Policy
 4. For Agenda 7 Biographies of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resignation of director
 5. Proxy Form B. (Form A and Form C can be downloaded from the Company's website www.spcg.co.th)
 6. The detail of Director (Proxy for Shareholders)
 7. The Articles of Association, concerning to the Shareholders' Meeting
 8. Venue Map of the Annual General Meeting of Shareholders for the year 2016

The Board of Directors' Meeting of SPCG Public Company Limited ("**Company**") No. 1/2016 held on Wednesday, February 17, 2016 passed a resolution to invite the Annual General Meeting of Shareholders for the year 2016 on Friday, April 22, 2016 at 14.00 hrs., at the Ambassador Hotel, Convention Room AB, Floor 1, No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110, to acknowledge and consider the matters in accordance with agendas as follows:



Agenda 1: To consider and approve the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2015

Fact and Rationale: The Extraordinary General Meeting of the Shareholders No. 1/2015 held on Wednesday, October 28, 2015. The meeting minutes were publicized on the Company's website (www.spcg.co.th), the details as per the Enclosure 1.

The Board of Directors' Opinion: The Meeting should approve the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2015 held on Wednesday, October 28, 2015.

Required Votes: 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.

Agenda 2: To consider and Acknowledge the Performance of the Company in the Year 2015

Fact and Rationale: The Company has prepared the Company's operational performance report for 2015, from January 1, 2015 to December 31, 2015, as in the Company's Articles of Association No.31, the details as per the Enclosure 2 (CD-ROM: Annual Report 2015), distributed to all shareholders together with the invitation.

The Board of Directors' Opinion: The Meeting should acknowledge the Performance of the Company for the Year 2015

Required Votes: This agenda item is only for acknowledgement, and no votes were cast.

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2015

Fact and Rationale: According to the Public Limited Company Act since 1980 Article 112 and the Company Articles of Association, Article 31 and 34, the Company has prepared the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2015, which statements have been audited by the Company's auditor, examined by the Audit



committee, and approved from The Board of Directors, the details as per the Enclosure 2 (CD-ROM: the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2015), distributed to all shareholders together with the invitation.

The Board of Directors' Opinion: The Meeting should approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2015.

Required Votes: 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.

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results for the year 2015

Fact and Rationale: According to the Public Limited Company Act since 1980, Article 116 and the Company 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. According to the Company Dividend Policy to pay not less than 40% of net profit of the Company's financial statement after deduction of any legal reserves in compliance with the company regulations and laws, the details as per the Enclosure 3.

The Board of Directors' Opinion: the company has already issued and offered of the debentures in the amount of Baht 12,500 million to institutional investors and/or high net worth investors for on-lending to subsidiaries to refinance with 7 financial institutions. As a result of issuance and offering of the debentures, the company can unblock restricted cash from financial institutions in the amount of Baht 1,170 million and decrease any related expenses regarding the original loan and also redeem all of land mortgage and machines of 36 solar farms. The Meeting should approve the appropriation and dividend payment from the Company's operating results for the year 2015 shall be paid at the rate of Baht 1.25 per share which the interim dividend payment from the Company's operating results for the period of January 1–September 30, 2015 was already paid at the rate of Baht 0.44 per share, therefore, dividend payment from the Company's operating results for 2015 to be paid at the rate of Baht 0.81 per share, amounting



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

to Baht 748,431,900 (Seven hundred forty-eight million and four hundred thirty-one thousand and nine hundred Baht). The shareholder's right to receive the dividend shall be determined in accordance with the record date on Monday, March 14, 2016, whose names shall be collected pursuant to section 225 of the Securities and Exchange Act B.E.2535 by way of closure of share register on Tuesday, March 15, 2016. However, the right to receive dividend payment is not certainty until it must be passed the AGM's resolution to approve the allocation of the year 2016. If the AGM pass to approve the dividend payment, it will be paid on Monday, May 16, 2016.

Required Votes: 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.

Agenda 5: To consider and approve the Remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2016

Fact and Rationale: The Nomination and Remuneration Committee has considered the remuneration for directors by taking into account the suitability of various aspects and conformity with other similar listed companies in terms of market capitalization and business, as well as taking into consideration the expansion of the business and the growth of the Company. It is deemed appropriate to determine the remuneration for the directors, the Audit Committee, and the Nomination and Remuneration Committee for 2016 same rate as the year 2015

The Board of Directors' Opinion: The Meeting should approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2016 as follows:



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

Bonus for Board of Directors for the year 2016

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

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

In this regard, the Nomination and Remuneration 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.

Required Votes: 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' attending the meeting.



Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2015

Fact and Rationale: According to the company has already developed 36 projects as well as improving the company and consolidate's structure to support future growth and generate good performance. The Board of Directors to share fully operational with a sacrifice. The Nomination and Remuneration Committee has considered the Directors' Remuneration (Bonus) for the year 2015.

The Board of Directors' Opinion: The Meeting should approve the Directors' Remuneration (Bonus) for the year 2015 in the aggregate amount of Baht 7,750,137 (Seven million and seven hundred fifty thousand and one hundred thirty seven Baht) regarding the directors' remuneration in bonus for year 2015 with the approving of the Annual General Meeting of Shareholders for the year 2015.

Required Votes: 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' attending the meeting

Agenda 7: To consider and approve the appointment of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resignation of director

Fact and Rationale: As per the Public Company Limited Act B.E. 2535, and according to Article 14 of the Articles of Association of the Company, one-third of directors must retire by rotation at the Annual General Meeting of Shareholders every year. In 2016, three directors are due to retire by rotation; namely,

- | | |
|--|--|
| 1. Dr. Wandee Khunchornyakong Juljarearn | Chairperson and
Chief Executive Officer |
| 2. Mr. Jirakom Padumanon | Director |
| 3. POL.MAJ.GEN.Wanchai Wisuttinan | Director |

According to the good corporate governance practice regarding the equitable treatment of shareholders, the Company would like to invite the 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 2016 Annual General Meeting of Shareholders from November 11, 2015 to December 31, 2015. However,



there was no shareholder proposing any meeting agenda items in advance or proposing any appointment for the new director.

The Board of Directors' Opinion: The Meeting should approve the Board of Directors, and Recruitment and Remuneration Committee in view that those 3 nominees have knowledge and competence, with their qualification and experience that suit and bring benefits to the Company. Therefore, the meeting should consider approving the appointment of directors to replace the directors who will retire by rotation as follows:

- | | |
|---|--|
| 1. Dr. Wandee Khunchornyakong Juljarern | Chairperson and
Chief Executive Officer |
| 2. Mr. Jirakom Padumanon | Director |
| 3. POL.MAJ.GEN.Wanchai Wisuttinan | Director |

Therefore, Biographies of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resignation of director, the details as per the Enclosure 4.

Required Votes: 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.

Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2016

Fact and Rationale: According to the Public Limited Company Act since 1980, Article 120 and the Company Articles of Association, Article 31. Requires that the Annual General Meeting of Shareholders to appoint auditors and fix the remuneration of the auditor of the company every year.

The Board of Directors' Opinion: The Meeting should approve the appointment of auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the auditor of the Company and for the year 2016 as follows:

- | | |
|------------------------------------|--------------------------------------|
| 1. Mr. Vairoj Jindamaneepitak, | Certified Public Accountant No. 3565 |
| 2. Mr. Sakda Kaothanthong, | Certified Public Accountant No. 4628 |
| 3. Mr. Natthaphong Tantichattanon, | Certified Public Accountant No. 8829 |



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

The auditors' remuneration for the year 2016 is set at the amount of Baht 760,000 (Seven hundred sixty thousand Baht). The auditor is not a related party and has no conflict of interests with the Company, subsidiaries, executives, major shareholders, or related parties.

Required Votes: 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.

Agenda 9: Other matters (if any)

The shareholders are therefore cordially invited to attend the Annual General Meeting of Shareholders for the year 2016 on the aforementioned date, time, and place. The registration will begin at 12.00 p.m.

In addition, on Monday, March 14, 2016 is a record date for determine the entitlement of shareholders to attend the Annual General Meeting for the year 2016 and on Tuesday, March 15, 2016 is the closing date of share registration book for gathering the shareholders' names in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535.

For any shareholder who wishes to appoint a proxy to attend and vote at this Meeting on your behalf, please fill out and sign one of the proxy forms as provided in the details as per the Enclosure 5. or which can be downloaded from the Company's website www.spcg.co.th, and attach supporting documents indicated in the remarks written herebelow, and send the proxy forms and supporting documents to the Company before the date of the Meeting 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 biographies for any shareholder who wishes to appoint the Company's independent director as your proxy, in the details as per the Enclosure 6.

Yours faithfully,

(Dr.Wandee Khunchornyakong Juljarern)

Chairperson



Remarks: For ease of verifying the status and rights to attend the Meeting, please follow the following instructions:

1. For shareholders wishing to attend the Meeting by himself/herself, please present the following documents at the registration:
 - 1.1 Natural Person Shareholder
National identification card or any other card issued by the government containing a photo of the shareholder or passport (for foreigners)
 - 1.2 Juristic Person Shareholder
Authorized person to present Registration Certificate or Certification Document, seal (if any), and identification card of the authorized person
2. For shareholders wishing to appoint a proxy to attend and vote at the Meeting, please have the proxy present the following documents at the registration:
 - 2.1 Executed proxy and sealed (if applicable)
 - 2.2 A copy of identification card of shareholder or, in case of juristic person shareholder, Registration Certificate or Certification Document and/or power of attorney, together with appropriate power of attorney (if any)
 - 2.3 A copy of identification card of the proxy
3. All proxies must be affixed with Baht 20 stamp duty. In a case where there are more than 1 proxy, please affix Baht 20 stamp duty for each additional person.
4. All copies of supporting documents shall be certified true copy by the shareholders.



SPCG Public Company Limited
Minutes of the Extraordinary General Meeting of Shareholders No. 1/2015
Held on 28 October 2015 at 14.00 p.m.
at the Ambassador Hotel, Convention Room AB, Floor 1
No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110

Directors Present at the Meeting

- | | |
|--|--|
| 1. Ms. Wandee Khunchornyakong | Chairperson and CEO |
| 2. Mr. Somsak Khunchornyakong | Director |
| 3. Mr. Jirakom Patumanon | Director |
| 4. Mr. Withoon Manomaikul | Director |
| 5. Pol. Maj. Gen. Wanchai Wisuttinan | Independent Director |
| 6. Mr. Kiatchai Pongpanich | Chairman of the Audit Committee & Independent Director |
| 7. Adj. Asst. Prof. Dr. Siripong Preutthipan | Audit Committee & Independent Director |
| 8. Mr. Wanchai Lawattanatrakul | Audit Committee & Independent Director |

Directors Absent from the Meeting

- | | |
|----------------------------|----------|
| Mr. Rattaphol Cheunsomchit | Director |
|----------------------------|----------|

Executives Present at the Meeting

- | | |
|-------------------------------------|--|
| 1. Mr. Chanchai Banditsaowapak | Deputy CEO |
| 2. Mr. Chaiwat Tungsuwanpanich | Deputy CEO |
| 3. Ms. Suwaporn Sirikoon | Deputy CEO |
| 4. Dr. Alisa Khunchornyakong | Deputy Managing Director, Solar Power Co., Ltd |
| 5. Mr. Santi Prichavongwaikul | Assistant Managing Director, Solar Power Roof Co., Ltd |
| 6. Ms. Rungfah Larbyoenyong | Accounting & Budgeting Director |
| 7. Mr. Pipat Viriyatranon | Financing Director |
| 8. Ms. Tanaporn Rattanamaneeungsang | CEO's Office Director |

Legal Advisors from Clifford Chance (Thailand) Limited

1. Ms. Doungporn Prasertsomsuk
2. Ms. Saranrat Kunanuvat

Financial Advisors in Debentures Issuance and Offering Matter

- | | |
|--------------------------|-------------------------------------|
| Mr. Ronnarit Virachanang | KASIKORNBANK Public Company Limited |
|--------------------------|-------------------------------------|



Preliminary Proceedings

Ms. Wandee Khunchornyakong, the Chairman of the Board of Director and Managing Director, presides over the Meeting as a Chairman of the Meeting ("**Chairman**"). Ms.Parichat Saipia, the Company Secretary, acted as the Secretary of the Meeting ("**Secretary**"). Mr. Chalernporn Chayangkoul na Ayuthaya acted as a master of ceremonies ("**MC**").

The MC welcomed and thanked the shareholders for their attendance to the Extraordinary General Meeting of Shareholders No. 1/2015 and introduced the panel of directors, executives, and members of the committee.

The MC then informed the meeting of how to vote at the Meeting using the ballots and the criteria for counting votes as follows:

- There are 2 agendas to be voted on from a total of 3 agendas;
- In voting, each Shareholder shall have votes equivalent to the total number of shares held. One share shall be counted as one vote.
- The shareholders and proxies shall follow the voting protocol as follows:
 - In every agenda, if no shareholder disapproves or abstains from voting, it shall be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared and raise their hands so that the Company's representatives can collect the ballots and hand them to the Ballot Counting Committee.
 - In calculating the votes, the Company shall deduct the number of disapproved and abstained votes from the total votes. The outstanding votes shall be deemed as approved votes. The shareholders who approved the proposed agendas shall retain the ballots and return them to the Company's representatives after the Meeting concludes.
 - Voting in the following manners shall be deemed void:
 - 1) Ballot was marked in more than one boxes;
 - 2) Ballot shows contrary intention;
 - 3) Ballot shows no marking;
 - 4) Ballot contains a cross-out marking without a signature of the voter; and
 - 5) Ballot with votes exceeding the votes that the votes are entitled to.

Shareholders who wish to amend their votes on the ballots shall cross out the original marking and sign their names.



- Pursuant to Article 30 of the Articles of Association of the Company, resolutions of shareholders' meeting in normal agendas shall require an affirmative vote of a simple majority of the shareholders present at a meeting and have casted their votes. In case of a tie of votes, the Chairman shall have a casting vote. Therefore, in calculating the votes, only the votes of approval and disapproval shall be counted and the abstention shall not be taken into account.
- The shareholders who would like to leave the Meeting before the Meeting concludes or not be present at any agendas may cast votes in advance and hand the ballots to the Company's representatives prior to leaving the Meeting.
- The Ballot Counting Committee is composed of:
 1. Officer Vote counting service InvenTec Co., Ltd
 2. Ms. Chawalita Luckanatin SPCG Staff
 3. Ms. Jarunee Thammasee SPCG Staff
- In announcing the outcome, the Ballot Counting Committee will calculate the votes and inform the Chairman of the result. The Chairman will inform the Meeting of the resolution thereafter.
- In each agenda, the voting shall be carried out openly. All ballots shall be collected to ensure transparency of the vote-counting procedure.
- The Chairman will allow the attendees to ask questions relating to the agenda being discussed prior to casting of votes. The shareholders or proxies who would like to raise questions at the Meeting shall state their full names prior to presenting the inquiries. As for questions or opinions that are not relevant to the agenda being discussed, we kindly ask that such questions or opinions be addressed at the end of the Meeting. Lastly, when expressing opinions or concerns, the shareholders or proxies shall do so concisely for the purpose of time management and so that other shareholders or proxies can also express their opinions and share their concerns as well.



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

The MC informed the Meeting of the Company's information as follows:

Registered Capital	THB 923,990,000
Registered Paid-up Capital	THB 923,990,000
Par Value Per Share	THB 1

The MC further reported to the Meeting that the names of the eligible shareholders to attend the Extraordinary General Meeting of the Shareholders No. 1/2015 was recorded on Thursday 8 October 2015 (Record Date) and collected in pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by the closing of the Register Book on Friday 9 October 2015.

The Secretary informed the Meeting that Article 29 of the Articles of Association of the Company stipulates that a quorum shall be formed when there are no less than 25 shareholders or proxies or no less than one-half of the total number of shareholders representing no less than one-third of the total number of shares sold present at the Meeting. Currently, there are 127 persons shareholders attending the Meeting in person representing 22,366,840 shares and there are 397 proxies attending the Meeting representing 544,935,519 shares. The total number of attendees is 524 persons representing 567,302,359 shares equivalent to 61.397 percent of the number of shares sold (923,990,000 shares). The Company has a total number of shareholders of 7,416 shareholders representing 923,990,000 shares. Thus, the quorum is duly formed in accordance with the Articles of Association. The Secretary then invited Ms. Wandee Khunchornyakong to declare the Meeting open and commence the deliberation on the following agendas:

Agenda 1 To consider and acknowledge the minutes of the 2015 Annual General Meeting of the Shareholders held on 24 April 2015

The Chairman proposed to the Meeting to consider and acknowledge the minutes of the 2015 Annual General Meeting of Shareholders held on 24 April 2015 which were correctly recorded and sent to the Stock Exchange of Thailand. Such minutes were also published on the website of the Company (www.spcg.co.th). Copies of the minutes were already sent to the shareholders together with the invitation to this Meeting.



The Chairman invited the shareholders to ask question and express opinions. The Chairman then proposed to the Meeting to consider and acknowledge the minutes of the 2015 Annual General Meeting of Shareholders. The Chairman also informed the Meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairman further informed the Meeting that 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.

After the Ballot Counting Committee has finished calculating the votes, the Chairman reported to the Meeting as follows:

Result of the Voting for Agenda 1

Resolution	Number of Votes	Equivalent To
Approved	651,534,940	100.0000
Disapproved	0	0.0000
Abstained	100	Not counted when calculating the votes
Total Votes	651,535,040	100.0000

Resolution The Meeting acknowledged the minutes of the 2015 Annual General Meeting of the Shareholders held on 24 April 2015 with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

Agenda 2 **To consider and approve the issuance and offering of debentures of the Company**

The Company's Board of Directors' Meeting No. 4/2015 held on 21 September 2015 resolved to approve the issuance and offering of debentures in an amount not exceeding THB 13,000 million or its equivalent amount in other currencies with the aim of using the proceeds received therefrom for the



purpose of on-lending to subsidiaries to refinance loans of such subsidiaries and/or operation and/or expansion of business and/or as working capital or for other purposes as deemed appropriate by the board of directors. The summarized substantial details of the debentures are provided in the Enclosure 1 hereof and were sent to the shareholders together with the invitation to this Meeting before today. However, to be in compliance with Section 145 of the Public Limited Companies Act B.E. 2535 (as amended) and Article 30 of the Articles of Association of the Company, the borrowing by the Company by means of the issuance of debentures for offer for sale to the public must be approved by the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and eligible to vote. The board of directors therefore deems it appropriate to propose to the Meeting to consider and approve the issuance and offering of debentures in an amount not exceeding THB 13,000 million or its equivalent amount in other currencies in accordance with details set out in the Enclosure 1. The issuance of the debenture is another low-cost option for the Company to raise capital to on-lend to subsidiaries to refinance loans of such subsidiaries and/or operate and/or expand business and/or use as working capital or for other purposes as deemed appropriate by the board of directors and will result in higher liquidity and more stable financial status.

In addition, the board of directors deems it appropriate to propose to the Meeting to consider and approve the appointment of the Chairman of the board of directors and the Managing Director or the person(s) appointed by the Chairman of the board of directors and the Managing Director with full power and authority to perform any acts relating to and/or in connection with the abovementioned issuance and offering of the debentures, including, but not limited to, the following acts, in order to increase flexibility and convenience in performing any acts in relation to the above matter:

- (1) to fix or amend any details in connection with the debentures, including, but not limited to, type, interest rate, and maturity of the debentures, appointment of debentures registrar and representative of debentureholders (if any), as well as any details in relation to the offering, including, but not limited to, selling price, allocation method, and offering period;



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

- (2) to appoint financial advisors, underwriters, credit rating agencies, and any other persons that shall be appointed as required by law or as deemed appropriate;
- (3) to negotiate, enter into, execute, certify, and amend documents and agreements in connection with the issuance and offering of the debentures, including, but not limited to, application for obtaining approval, prospectus, filing documents, and other documents or evidence required to be submitted to the Securities and Exchange Commission ("SEC") and/or any other authorities in connection with the issuance and offering of the debentures, as well as to contact, coordinate, and submit all aforementioned documentation to the SEC or any other relevant authorities or persons; and
- (4) to take any necessary or appropriate actions for the completion of the issuance and offering of the debentures.

The Chairman invited the shareholders to ask question and express opinion.

Mr. Amorn Kovanitcharoen inquired:

- 1) whether the issuance of debentures in an amount of THB 13,000 is a single issuance;
- 2) whether the purpose of issuance of the debentures is to use the proceeds therefrom to refinancing the borrowing of the Company's subsidiaries or to making future investments as well.

Chairperson replied as follows:

1. The issuance of debentures is a single issuance.
2. The purpose of the issuance of the debentures in an amount of THB 13,000 million is to refinance the borrowing of all Company's subsidiaries with financial institutions. The issuance would benefit SPCG Public Company Limited and the subsidiaries in that the subsidiaries will be released from financial covenants made with financial institutions and subsequently the Company will be able to better manage the Company's cash flow.



Mr. Anu Wongsarakit inquired as follows:

1. Whether the purpose for the Company to issue the debentures is to use the proceeds therefrom to make investments or the Company will be using the proceeds only to refinance the borrowing of the Company's subsidiaries and will seek for more funding to make investment later. After refinancing, what would happen to the DE ratio and what will be the effect on the Company's debt structure? Will the debt structure be increased or decreased?
2. Has the Company been rated? If so, by which organization and what is the current rating?
3. What is the interest rate of debentures? Are there any institutions or organizations that have expressed their interest in purchasing the debentures already?
4. What is the situation of the Company's cash flow? He acknowledged that the Company has many future investment plans that require large funding. What is the management's funding strategy? Will there be another issuance of debentures? Why not issue more debentures in an amount that would cover the funding to be used in future investment so we do not need to consider other financial tools in the future?
5. What is the Company's current performance and will the Company be able to pay dividend to shareholders?

Chairperson replied as follows:

1. The issuance of debentures will not increase the amount of debt. The proceeds from the issuance of debentures will be on-lent to subsidiaries in order to refinance loans with 7 financial institutions so that the subsidiaries be released from a financial covenant to maintain reserve fund at the amount of THB 1,172 million. The release will enable the Company to better manage the cash flow. In terms of financial cost, we will save approximately THB 15 – 20 million. The most important thing is to be released from the financial covenants made with financial institutions. The company's DE ratio will improve from the current DE ratio of 1.92 to



- 1.72 after the issuance of debentures. The Company aims to not increase liabilities and the proceeds received from the issuance of debentures would be partly invested in future projects such as those in Japan, the Philippines, and Myanmar.
2. Regarding the rating, TRIS Rating Co., Ltd. has rated of the Company at A-. The reason why the Company decides to issue debentures during this time is because the interest rate is stable with a decreasing trend, which would benefit all shareholders. In addition, the tenures of the debentures are suitable compared to the term of the original debts. Again, the most important upside is that [the Company's subsidiaries] will be released from the burdensome financial covenant resulting in better cash flow.
 3. The interest rate of the debentures is estimated to be not more than 4.5%. There are 7 financial institutions who are assisting in gathering market information. The 3 main financial institutions who will be co-leaders for selling the debentures are Kasikorn Bank PCL, Krungthai Bank PCL, and Bank of Ayudhya PCL and the remaining 4 financial institutions will support the sale by assisting in gathering supplemental information.
 4. The reason that the Company would not issue the debentures in an amount that will cover future investments is because the Company does not wish to increase debt level for the Company and shareholders. Therefore, the Company decides to issue debentures in an amount of THB 13,000 million which is close to the outstanding debt. The proceed of which will be used mainly to release the Company's subsidiaries from financial covenant resulting in better liquidity. The management will then allocate the outstanding proceeds to future investments as deemed appropriate without having to create more debt for the Company.
 5. The Company performance has been positive. The formal report on the third quarter performance will be published after the board of directors' meeting which will be held on 5 November 2015. The Company will disclose the resolution of the meeting with the SET on the day following the meeting date.



Mr. Sorayuth Punjaweenin inquired as follows:

1. How will the Company manage the proceeds of the debentures in the amount of THB 13,000 million.
2. What is the plan and amount of money required for the investment in the Philippines and Myanmar?

Chairperson replied as follows:

1. The amount of the outstanding debt is THB 12,283 million. Therefore, the Company has asked the meeting for the approval of issuing debentures in an amount of THB 13,000 million, the proceeds of which will be used for the purpose of refinancing debts of the Company's subsidiaries.
2. The amount of investment and the investment plan will be announced in November 2015. The investment project in Japan is 130 MW and 5 – 30 MW in Myanmar.

Mr. Pornprom Phakpiem inquired whether the issuance will decrease the financial cost as appeared in the profit and loss statement.

Chairperson replied that the financial cost in terms of interests and other expenses will reduce by THB 15 – 20 million, which is not a large amount. However, the main upside of issuance of debentures is for the Company's subsidiaries to be released from the financial covenant to reserve a large amount of cash and allow the Company to better manage the liquidity.

After the Chairman has finished the presentation and the shareholders have finished with inquiries, the Chairman proposed that the Meeting consider and approve the issuance and offering of debentures of the Company and the appointment of the Chairman of the board of directors and the Managing Director or the person(s) appointed by the Chairman of the board of directors and the Managing Director with full power and authority to perform any acts relating to and in connection with the abovementioned issuance and offering of the debentures as proposed.



Result of the Voting for Agenda 2

Resolution	Number of Votes	Equivalent To
Approved	649,464,612	99.6725
Disapproved	2,133,628	0.3274
Abstained	0	0.000
Total Votes	651,598,240	100.0000

Resolution The Meeting approved the issuance and offering of debentures of the Company and the appointment of the Chairman of the board of directors and the Managing Director or the person(s) appointed by the Chairman of the board of directors and the Managing Director with full power and authority to perform any acts relating to and/or in connection with the abovementioned issuance and offering of the debentures as proposed with no less than three-fourths of the votes of shareholders attending the Meeting and eligible to vote.

Agenda 3 **To consider other matters (if any)**

- None -

The Chairperson additionally informed the meeting about the Company's performance in the third quarter. There will be a board of directors' meeting on 5 November 2015 and the Company will disclose the resolution of the meeting with the Stock Exchange of Thailand on the day following the meeting. For the performance in the fourth quarter, the Company will focus on the solar PV rooftop business, which is under SPCG's subsidiary,

Solar Power Roof Co., Ltd (SPR). SPR's business has been smooth. SPR has developed new business models dividing the market into 3 segments:

1) Residential Segment

The quota for generating electricity from Solar PV rooftop for residential segment has expired. Therefore, solar PV rooftop can only be used for the benefit of saving household electricity expense only. SPR appointed Home Product Center Public Co., Ltd. (HomePro) as the exclusive distributor for the residential market and SPR aims to tackle the real estate housing projects as well.



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

2) Commercial and Industrial Segment

Users with Solar PV rooftop on factories and warehouses can receive government's support through BOI promotion policy in that the user can use 50% of the investment on solar PV rooftop to be deducted from their corporate income for tax purpose.

3) Governmental and Special Segment

The government has allowed governmental offices and agriculture co-ops to invest in the solar farm each in the amount of 400 MW. The project is in the process of obtaining support from the government.

As there were no more questions, opinions or comments from the shareholders, the Chairman thanked the shareholders and adjourned the Meeting.

The Meeting was adjourned at 14.45 p.m.

Yours sincerely,

(Ms. Wandee Khunchornyakong)
Chairperson

(Ms. Parichat Saipia)
Company Secretary/ Recorder



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

Enclosure 2 (for Agenda 2 and 3)

CD-ROM

(Annual Report 2015 and the consolidated financial statements and
the Company's financial statements for the fiscal period ended on
December 31, 2015)



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

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 separate financial statement 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.



Biographies of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resigning director



1. Dr. Wandee Khunchornyakong Juljarern

Age	<ul style="list-style-type: none">• 58 years
Education	<ul style="list-style-type: none">• Ph.D. (Philosophy), Suan Dusit Rajabhat University• Honorable Ph.D. (Science and Environmental), Sripatum University• Honorable Ph.D. (Philosophy), Western University• Science (Renewable Energy), Naresuan University• Public Administration, Suan Sunandha Rajabhat University• Bachelor of Laws, Kasem Bundit University
IOD's Training	<ul style="list-style-type: none">• Director Accreditation Program (DAP), Class 26/2004, Thai Institute of Directors• Director Certification Program (DCP), Class 51/2004, Thai Institute of Directors
Nominated Position	<ul style="list-style-type: none">• Chairperson/ Member of Recruitment and Remuneration Committee
Current Position	<ul style="list-style-type: none">• Chairperson and Chief Executive Officer, SPCG Public Company Limited• Member of Recruitment and Remuneration Committee, SPCG Public Company Limited
Other Position	<ul style="list-style-type: none">• Chairperson, Solar Power Co., Ltd.• Chairperson, 34 subsidiaries of Solar Power Co., Ltd.• Chairperson, Solar Power Asset Co., Ltd.• Chairperson, 2 subsidiaries of Solar Power Asset Co., Ltd.• Chairperson, Capital Resident Co., Ltd.• Chairperson, Solar Power Engineering Co., Ltd.• Chairperson, Steel & Solar Roof Co., Ltd.• Chairperson, Solar Power Roof Co., Ltd.• Chairperson, SPCG Leasing Co., Ltd.• Director, Enegate (Thailand) Co., Ltd.
Experiences	<ul style="list-style-type: none">• 1990 – 2007 Managing Director, Solartron Public Company Limited
Dispute	<ul style="list-style-type: none">• None
Tenure	<ul style="list-style-type: none">• 3 years
Term of being Director	<ul style="list-style-type: none">• 2016- 2019
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• 42.77 %
Meeting Attendance in 2015	<ul style="list-style-type: none">• Attended the Board of Directors' Meeting : 5 meetings from total 5 meetings



Biographies of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resigning director



2. Mr. Jirakom Padumanon

Age	• 63 years
Education	• Bachelor of Engineering (Electrical), Chulalongkorn University
IOD's Training	• Director Accreditation Program (DAP), Class 92/2011, Thai Institute of Directors
Nominated Position	• Director
Current Position	• Director, SPCG Public Company Limited
Other Position	• Director, Solar Power Co., Ltd. • Director, Solar Power Engineering Co., Ltd. • Director, Steel & Solar Roof Co., Ltd. • Director, SPCG Leasing Co., Ltd. • Director, Solar Power (Sakon Nakorn 1) Co., Ltd. • Director, Solar Power (Nakorn Phanom 1) Co., Ltd. • Director, Solar Power (Korat 3) Co., Ltd. • Director, Solar Power (Korat 4) Co., Ltd. • Director, Solar Power (Korat 7) Co., Ltd. • Director, Solar Power (Loei 2) Co., Ltd. • Director, Solar Power (Khon Kaen 10) Co., Ltd. • Director, Solar Power (Surin 1) Co., Ltd. • Director, Solar Power (Surin 2) Co., Ltd. • Project Director, JPEN Co., Ltd. (power plant subcontract)
Experiences	• 1990 – 2008 Engineering Advisor, Power Line Engineering Co., Ltd. • 2008 - 2009 Engineering Advisor, Sanguan Wongse Industries Co., Ltd.
Dispute	• None
Tenure	• 3 years
Term of being Director	• 2016- 2019
Proportion of Total Shares Held (%)	• 0.18 %
Meeting Attendance in 2015	• Attended the Board of Directors' Meeting : 5 meetings from total 5 meetings



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

Biographies of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resigning director



3. POL.MAJ.GEN.Wanchai Wisuttinan

Age	<ul style="list-style-type: none">• 79 years
Education	<ul style="list-style-type: none">• M.A. in Political Science, Ramkhamhang University• Political Science, Royal Police Cadet Academy
IOD's Training	<ul style="list-style-type: none">• Director Accreditation Program (DAP), Class 43/2005, Thai Institute of Directors• Finance for Non- Finance Directors (FN), Class 22/2005, Thai Institute of Directors• Audit Committee Program (ACP), Class 11/2006, Thai Institute of Directors• Improving the Quality of Financial Reporting (QFR), Class 4/2006, Thai Institute of Directors• Director Certification Program (DCP), Class 72/2006, Thai Institute of Directors
Nominated Position	<ul style="list-style-type: none">• Director
Current Position	<ul style="list-style-type: none">• Director, SPCG Public Company Limited• Chairman of Recruitment, Yarnapund Public Company Limited• Director and Member of Audit Committee, Yarnapund Public Company Limited
Other Position	<ul style="list-style-type: none">• Director, considering of committee of Film and Video, The Ministry of Culture
Experiences	<ul style="list-style-type: none">• 2010 – 2013 Director of Ethics Committee, the Medical Department, The Ministry of Public Health• Former Deputy Minister's Advisory, The Ministry of Finance• Former Advisory Committee, Counsel of the Senate Committee on Justice and the Police
Dispute	<ul style="list-style-type: none">• None
Tenure	<ul style="list-style-type: none">• 3 years
Term of being Director	<ul style="list-style-type: none">• 2016- 2019
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• None
Meeting Attendance in 2015	<ul style="list-style-type: none">• Attended the Board of Directors' Meeting : 5 meetings from total 5 meetings



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

Enclosure 5

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

(ปิดอากรแสตมป์)
20 บาท

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

(1) ข้าพเจ้า..... สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....

Reside at Road Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Amphoe/Khet

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.....
Province Postal Code

หรือนายเกียรติชัย พงษ์พานิชย์ ตำแหน่งประธานกรรมการตรวจสอบและกรรมการอิสระ อายุ 73 ปี อยู่บ้านเลขที่ 40/9 ถนนเทศบาลนิมิตรใต้ ประชาานิเวศน์ 1 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2559

or Mr. Kiatichai Pongpanich Position Chairman of Audit committee and Independent Director age 73 years, resides at 40/9 Thetsaban Nimit Tai, Prachaniwet 1, Ladyao, Chatuchak, Bangkok. The Director has no interest in the proposed Agendas in this Annual General Meeting of Shareholders for the year 2016.

หรือ ผศ. พิเศษ ดร.ศิริพงษ์ พฤทธิพันธ์ ตำแหน่งกรรมการตรวจสอบและกรรมการอิสระ อายุ 52 ปี อยู่บ้านเลขที่ 1 ซอยรามคำแหง 118 แยก 25 แขวง/เขตสะพานสูง กรุงเทพมหานคร ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นประจำปี 2559

or Assist. Prof. Dr. Siripong Preutthipan Position Independent Director and Member of the Audit Committee, age 52 years, resides at 1 Soi Ramkhamhaeng 118 Yaek 25, Sapansung, Bangkok. The Director has no interest in the proposed Agendas in this Annual General Meeting of Shareholders for the year 2016.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันศุกร์ที่ 22 เมษายน 2559 เวลา 14.00 น. ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรมแอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา กรุงเทพมหานคร 10110

Anyone of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2016 on Friday 22 April 2016 at 14.00 pm. At The Convention A-B, First Floor, The Ambassador Bangkok Hotel, 171 Sukhumvit Soi 11, Wattana, Bangkok 10110



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2558

Agenda 1: To consider and approve the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2015

- (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 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2558

Agenda 2: To consider and acknowledge the Performance of the Company in the Year 2015

- (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 พิจารณาอนุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2558 สิ้นสุด ณ วันที่ 31 ธันวาคม 2558

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2015

- (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 2558

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results for the year 2015

- (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 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ กรรมการตรวจสอบ และกรรมการสรรหาและกำหนดค่าตอบแทนประจำปี 2559

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2016

- (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 2558 ประจำปี (โบนัส)

Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2015

- (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 พิจารณานุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ และได้รับการเสนอชื่อให้กลับเข้าดำรงตำแหน่งกรรมการในการประชุมสามัญผู้ถือหุ้นประจำปี 2559

Agenda 7: To consider and approve the appointment of directors to replace the directors who will retire by rotation at the Annual General Meeting of shareholders for the year 2016 and approve the appointment of directors to replace the resigning director

- (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

ดร.วันดี กุญชรยาคง จุลเจริญ

Dr. Wandee Khunchornyakong Juljarern

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

นายจิราคม ปทุมานนท์

Mr. Jirakom Padumanon

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

พล.ต.ต.วันชัย วิสุททินันท์

POL.MAJ.GEN.Wanchai Wisuttinan

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2559

Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2016

(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 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9: 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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่
ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียง
ลงคะแนน 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้
ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2559 ในวันศุกร์ที่ 22 เมษายน 2559 เวลา 14.00 น. ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรมแอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา กรุงเทพมหานคร 10110

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 2016 on Friday 22 April 2016 at 14.00 pm. At The Convention A-B, First Floor, The Ambassador Bangkok Hotel, 171 Sukhumvit Soi 11, Wattana, Bangkok 10110

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

(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

(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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่องเลือกตั้งกรรมการ ต่อ)

Agenda No. Re: Election of director(s) (Continued)

ชื่อกรรมการ.....

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ.....

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



The detail of Director (Proxy for Shareholder)



1. Mr. Kiaticchai Pongpanich

Age	<ul style="list-style-type: none">• 73 years
address	<ul style="list-style-type: none">• 40/9 Thetsaban Nimit Tai, Prachaniwet 1, Ladyao, Chatuchak, Bangkok.
Education	<ul style="list-style-type: none">• M.A. in Development Education, Stanford University, California, U.S.A.• M.A. Political Science, Chulalongkorn University• B.A.(Hons) in Political Science, Chulalongkorn University
IOD's Traning	<ul style="list-style-type: none">• Director Accreditation Program (DAP), Class 15/2004, Thai Institute of Directors• Audit Committee Program (ACP), Class 38/2012, Thai Institute of Directors
Current Position	<ul style="list-style-type: none">• Director, SPCG Public Company Limited• Chairman of Audit Committee, SPCG Public Company Limited
Other Position	<ul style="list-style-type: none">• None
Experiences	<ul style="list-style-type: none">• 1998 – 2006 Chief Editor, Khao Sod and Matichon Newspapers• 1974 – 1990 Senior Officer Children's Rights & Emergency Relief Organization (UNICEF)• 1993 – 1998 CEO Group Lease Public Company Limited
Dispute	<ul style="list-style-type: none">• None
Tenure	<ul style="list-style-type: none">• 3 years
Term of being Director	<ul style="list-style-type: none">• 2014-2017
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• None
Meeting Attendance in 2015	<ul style="list-style-type: none">• Attended the Board of Directors' Meeting : 5 meetings from total 5 meetings
Related Agenda Item	<ul style="list-style-type: none">• Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2016• Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2015



The detail of Director (Proxy for Shareholder)



2. Special Asst. Prof. Dr. Siripong Preutthipan

Age	<ul style="list-style-type: none">• 52 years
address	<ul style="list-style-type: none">• 1 Soi Ramkhamhaeng 118 Yaek 25, Sapansung, Bangkok.
Education	<ul style="list-style-type: none">• Doctor of Business Administration (DBA), Chulalongkorn University, GPA 3.91, The top average of the class• MBA, The Carlson School of Management, University of Minnesota, USA• Transportation & Logistics and Computer Information System, B.S.B.A., Ohio State University, USA. (Hons) Summa Award, Dean's List
IOD's Training	<ul style="list-style-type: none">• Director Accreditation Program (DAP), Class 55/2006, Thai Institute of Director• Director Certification Program (DCP) , Class 76/2006, Thai Institute of Director• Audit Committee Program (ACP), Class 16/2007, Thai Institute of Director
Current Position	<ul style="list-style-type: none">• Director, SPCG Public Company Limited• Member of Audit Committee, SPCG Public Company Limited
Other Position	<ul style="list-style-type: none">• President, Thai Railway Foundation• President, Association of the Ship for Southeast Asian Youth of Thailand
Experiences	<ul style="list-style-type: none">• Assistant Governor, State Railway of Thailand• Independent Director and Audit Committee, M Link Asia Corporation PLC.• Director of SRT Electrified Train Co., Ltd.• Director, Master of Management, Mahidol University• Director, Master of Business Administration Program, Rajamangala University of Technology Suvarnabhumi
Dispute	<ul style="list-style-type: none">• None
Tenure	<ul style="list-style-type: none">• 3 years
Term of being Director	<ul style="list-style-type: none">• 2014-2017
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• None
Meeting Attendance in 2015	<ul style="list-style-type: none">• Attended the Board of Directors' Meeting : 5 meetings from total 5 meetings
Related Agenda Item	<ul style="list-style-type: none">• Agenda 5: To consider and approve the Remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2016• Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2015



- **Independent as defined by the terms of an independent committee: Which is equal to the requirements of the Stock Exchange**
 1. Hold less than 1 percent of the total share with voting rights of the Company, its subsidiaries, associates or legal entity that may be in conflict.
 2. Shall not be employees, staff, consultant with monthly salary or regulator of the Company, main company, subsidiaries, joint venture or legal entity that may be in conflict.
 3. Are not individual with blood-related or registration under the law in terms of parents, spouse, brothers/sisters and siblings including Executive siblings' spouse, major shareholders, regulators or individual whom the Company will propose to be the Executive or regulators of the Company or its subsidiaries
 4. Have no business relations with the Company, main company, subsidiaries, joint venter or legal of entity that may have conflict which may lead to cloud judgment.
 5. Has no other quality that may cause restriction in commenting freely on Company's operation.
- **Authority and Responsibility of the Board of Director**

The Board of Director 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, cautious and to protect the Company's interest.

The scope of authorities and responsibilities of the Board of Director can be summarized as follow:

1. Arrange shareholders' meeting as annual ordinary meeting within 4 months commencing from the end of the Company's accounting period.
2. To arrange the Board of Director's meeting at least every 3 months.
3. To compile the Company's financial statements as at the end of accounting period. The financial statements should be certified by the Company's auditor and shall be proposed to the shareholders' meeting for consideration and approval.
4. The Board of Director may authorize any director(s) or other individual to take any acts on behalf of the Board of Director, under the Board's supervision or authorized the said person to have the authority and within the period as the Board deems appropriate. The Board of Director may remove, change or alter the authority or authorized person as sees appropriate. The Board of Director shall authorized the Executive Board to have the authority in performing tasks with details of authorization



in accordance with the Executive Board's scope of authority and responsibility. Although, such authorization shall not permit the Executive Board to consider and approve any transactions that the Executive Board or persons may have conflicts, stakes or any other conflicts of interest made with the Company or its subsidiaries.

5. Set the Company's goals, guideline, policies, framework and budget; control and govern administration and management of the Executive Board to be in line with the assigned policies, except the following matters: the Board of Director must be approved by the shareholders' meeting before proceeding with matters as required by law to received approval from the shareholders' meeting, e.g. capital increase, capital decrease, issuance of debentures, selling or transferring entire or significant part to other person or transactions related with Company's or its subsidiaries' asset acquisition or deposition, amendment of the Memorandum of Association or regulations. Moreover, the Board of Director are responsible for governing the Company to practices in accordance with the laws regarding the Securities and Exchange of Thailand, regulations of Stock Exchange of Thailand such as proceeding with related transaction, purchasing or selling of significant assets in accordance with the Stock Exchange of Thailand regulations or other laws related to the Company's business.
6. To review management structure, appoint Executive Board, Chairman of the Executive Board and other committees as deem appropriate.
7. To continuously follow up operating performance to be in line with the framework and budget.

The audit committee has the following authority and responsibilities

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

Due to the fact that the Company and its subsidiaries hired J Pen Co., Ltd. which is classify as related parties in accordance with the regulations of Securities and Exchange Commission of Thailand. Therefore, the Audit Committee perform its duties in setting policies, ways of selecting, monitor and follow up the operation between the Company and its subsidiaries with J Pen Co., Ltd. transparently and for the Company's interest as well as regularly disclose performance to the Securities and Exchange Commission and general public every quarter.



The recruitment and remuneration committee has the following authorities:

1. Select and recruit individual that is suitable to be propose to the director with principles and transparent 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 and perfect mind, able to attend directors' meeting regularly and prepare oneself beforehand. This is also to consider from other name list that shareholders suggested (if have).
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 propose to the committee or shareholders' meeting depends upon case to consider and appoint.
4. Perform any other tasks that the committee assigns that are related to recruitment of directors.
5. Evaluate performance of committee, subcommittee and chief executive officer according to the operating performance of each year.
6. 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 or method and structure that are fair and reasonable then propose to the shareholders meeting for approval.
7. 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.
8. 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.
9. Perform any other action that is assign by the committee.



Chief executive officer has the following authorities and responsibilities

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
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 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 fir 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 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.

Appropriation of dividend shall be according to number of share equally.

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 general 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.

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 abide by law, or excess reserve accordingly to compensate the company cumulative loss.



Venue Map of the Annual General Meeting of Shareholders for the year 2016
At Convention Room AB, Floor 1, Ambassador Hotel

Location: No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110
Telephone: +662 254 0444



Transportation: BTS: Nana Station Exit 3 (Sukhumvit Soi 9 and 11 Ambassador Hotel) and walk about 200 meters
MRT: Sukhumvit Station and walk about 500 meters
Bus number: 511, 508, 501, 40, 25, 48 and 2

Company Secretary: Ms. Parichat Saipia
Telephone: +662-712-9501 ext. 1425
Mobile: +668-0801-2210