



**Criteria for Shareholders to Propose Agenda
to the 2016 Annual General Meeting of Shareholders
of SPCG Public Company Limited**

Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, SPCG Public Company Limited has given the opportunity to its shareholders to propose matter to be included as an agenda at the 2016 Annual General Meeting of Shareholders in advance (AGM), with reference to the criteria as described below.

Criteria

1. The Qualification of Shareholders

Qualifications of shareholder who is eligible to propose matter to be included as an agenda ahead of the AGM is required to possess all qualifications as following:

1.1 Being a shareholder or group of shareholders of the Company total holding minimum shares of 5 percent of total paid-up share capital ; and

1.2 Shareholder(s) must have held those shares continuously for at least 12 months by the date the shareholders propose the item on the agenda.

2. Proposal of the agenda

The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the “Agenda Proposal Form for the Annual General Meeting of Shareholders 2016”,with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration, as the case may be, and submit it to the Company within the proposal period and via the channel as specified in criteria No. 4 hereunder.

2.1 In case of a single shareholder, who is fully qualified as per Clause 1: The shareholder must prepare and submit the original agenda proposal, evidences of shareholding, and the supporting documents (if any), with the following details:

- Agenda Proposal Form, affixed with signature as evidence.
- Evidences of shareholding under Clause 1.1 and Clause 1.2, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (in case of a foreigner)
- (In case, the shareholder is a juristic person) a separate copy of a Certificate of Incorporation; and copy of ID card or Passport (in case of a foreigner) of the authorized director, who has affixed his/her signature therein and has certified the accuracy of all copies thereof.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any).



2.2 In case where several shareholders would jointly propose the agenda, who are fully qualified as per Clause 1, each of them must fill out the “Agenda Proposal Form for the Annual General Meeting of Shareholders 2016”, and sign their names as evidence separately. Then the forms should be gathered into one set. All shareholders must prepare and submit the original agenda proposal, evidences of shareholding, and the supporting documents (if any), with the following details:

- The 1st shareholder must complete the Agenda Proposal Form and must affix his/her signature as evidence.
- Other shareholders (except the 1st shareholder) must affix their signatures as evidence.
- Evidences of shareholding of all shareholders under Clause 1.1 and Clause 1.2, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- Certified copies of ID cards or passports of all shareholders (in case of foreigners).
- (In case, shareholders are juristic persons) copies of a Certificate of Incorporation; and copies of ID cards or Passports (in case of foreigners) of the authorized directors, who have affixed their signatures therein; and all shareholders must certify the accuracy of all copies thereof.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any).

2.3 To enhance the efficiency of the meeting, the Company reserves its right not to include the following matters as the meeting agenda;

- (1) Matters relating to normal course of business of the Company
- (2) Matters that are beyond authority of the Company
- (3) Matters that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly
- (4) Matters proposed by shareholders who are not fully qualified, or do not provide adequate documentation, or proposals to the agenda outside the proposal period
- (5) Matters unlikely to benefit the Company
- (6) Matters or evidence sufficed by shareholders is incomplete or untrue or ambiguous
- (7) Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general
- (8) Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and its business ethics
- (9) Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company
- (10) Matters already undertaken by the Company
- (11) Matters previously submitted for consideration by other shareholders



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

3. The above matters proposed by shareholders

Shall meet preliminarily scrutiny by Chairperson, the Chief Executive Officer, and Company Secretary before further submission to the Board of Directors for consideration. Any matters, under approval by the Board, will be included in the AGM agenda as shown in the Notice for AGM.

4. Proposal period and channel to propose the agenda

The Company facilitates shareholders in proposing the agenda during **11 November – 31 December 2015**, so that the Board of Directors shall have an adequate period of time to consider. Please send your proposal via e-mail address: parichat_s@spcg.co.th or via facsimile number (662) 712-7384 or via registered mail to the following address:

Company Secretary and Corporate Governance
SPCG Public Company Limited
14th Floor, United Tower
No. 333/20 Soi Sukhumvit 55 (Thonglor)
Sukhumvit Road, Klongton-Nua Sub-district,
Wattana District, Bangkok 10110

5. Conditions for Consideration

The decision of the Board of Directors shall be final. For the proposal disapproved by the Board, the Company shall further inform the shareholder together with the reason of the Board's refusal.
