



**Criteria for the Shareholders to Nominate Candidates for Appointment as Directors in advance**  
**For the 2015 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 nominate candidates for appointment as Directors at the 2015 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 2015 is required to possess the following qualifications:

- 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. Director Nomination**

2.1 The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the “Director Nomination Form”, 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.

In case where several shareholders would jointly propose the agenda, each of them must fill out the “Director Nomination Form”, and sign their names as evidence separately. Then the forms should be gathered into one set.

2.2 The person who is nominated to be the Company’s director shall be fully qualified and do not possess any prohibited characteristics under the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, the Public Limited Company Act B.E. 2535 (1992) and the Company’s Articles of Association, as well as being knowledgeable, capable and work experiences performing for the Company’s management.

**3. Consideration** The Chairperson and/or Chief Executive Officer and /or person or the group of persons assigned by the Board of Director shall consider the qualifications, knowledge, abilities, experiences and suitability of the nominee candidates together with the relevant documents or evidences. If it is deemed that the nominee candidates



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

are qualified and have the adequate information, it will be then proposed to the Board of Directors for consideration. The decision of the Board of Directors regarding such nomination shall be final. The List of nominees who are qualified for appointment as Directors which are approved by the Board of Directors will be included in the AGM 2015 agenda together with the Board of Directors' opinion as shown in the Notice for AGM 2015.

4. Proposal period and channel to nominate candidates The Company facilitates shareholders in proposing the agenda during **3 November – 31 December 2014**, so that the Board of Directors shall have an adequate period of time to consider. Please send your proposal via e-mail address : [Prapatsorn@spcg.co.th](mailto:Prapatsorn@spcg.co.th) or via facsimile number (662) 712-7384 or via registered mail to the following address:

Company Secretary  
SPCG Public Company Limited  
14<sup>th</sup> 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.

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