



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

No. CEO-055/2558

March 31, 2015

Subject: Invitation to the Annual General Meeting of Shareholders for Year 2015

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the Minutes of Annual General Meeting of Shareholders 2014
  2. For Agenda 2 Annual Report 2014 on CD-ROM
  3. For Agenda 3 Annual Report 2014 (Consolidated and company statements of financial position as at 31 December 2014) on CD-ROM
  4. For Agenda 4 Dividend Policy
  5. For Agenda 5 Biographies of directors retiring by rotation and nominated for re-election as directors at the 2015 Annual General Meeting of Shareholders, and biographies of Directors nominated to replace resigning directors
  6. Guidelines for Proxy appointment, registration and identification documents required to attend and vote in the General Meeting of Shareholders
  7. Proxy Form - Form B (Form A and Form C can be downloaded from the Company's website [www.spcg.co.th](http://www.spcg.co.th))
  8. Notice of Independent Director for Proxy
  9. The Company's Articles of Association Governing the Meeting of Shareholders
  10. Map of the Meeting Location

The Board of Directors' Meeting of SPCG Public Company Limited (the "Company") No. 1/2015 on Friday, February 20, 2015. The resolution to call the Annual General Meeting of Shareholders for the year 2015 on Friday, April 24, 2015 at 14.00 hrs. at the Grand Ballroom of the fifth floor of S31 Sukhumvit Hotel, No. 545, Soi Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana, Bangkok 10110. The Meeting Agenda Items are as follows:



**Agenda 1 To Approve the Minutes of the Annual General Meeting of Shareholders for the year 2014**

**Rationale:** The Minutes of the Annual General Meeting of Shareholders 2014 held on 25 April 2014 was recorded and minuted correctly, then, it was sent to SET and apply for download in [www.spcg.co.th](http://www.spcg.co.th) The copy of the Minutes is in Enclosure 1

**Board of Directors' Opinion:** The Meeting should consider approving the minutes of the Annual General Meeting of Shareholders for the year 2014.

**Agenda 2 To Acknowledge the Performance of the Company in the Year 2014**

**Rationale:** The Company has prepared the Company's operational performance report for 2014, from 1 January 2014 to 31 December 2014, as in the Company's Articles of Association No.31. A copy of Financial Report is provided in Enclosure 2 (CD-ROM), distributed to all shareholders together with the invitation.

**Board of Directors' Opinion:** The Meeting should acknowledge the Company's operational performance report for 2014

**Agenda 3 To Consider approving the Company's financial statements and the consolidated financial statements for the fiscal period ended on December 31, 2014**

**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 Company's financial statements and the consolidated financial statements for the fiscal period ended on December 31, 2014, which statements have been audited by the Company's auditor, examined by the Audit committee, and approved from the Directors, copies of which are provided in Enclosure 2.

**Board of Directors' Opinion:** The Meeting should approve the Company's audited consolidated financial statements for the fiscal period ended 31 December 2014, together with the auditor's report thereon.



Items	Consolidated Statements		Company	
	2014 (Thousand Baht)	2013 (Thousand Baht)	2014 (Thousand Baht)	2013 (Thousand Baht)
Total assets	25,570,921	22,500,827	9,258,933	2,854,575
Total liabilities	18,470,433	18,987,707	4,071,850	29,530
Shareholders	7,100,488	3,513,120	5,187,083	2,825,045
Total income	4,357,129	2,472,864	-	35,111
Profit (Loss)	1,908,473	643,956	889,535	(11,703)
Profit per shares	1.886	0.763	0.993	(0.018)

**Agenda 4 To Consider approving the allocation of the 2014 operating profit and dividend payment**

**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 or more. According to the Company Dividend Policy to pay not less than 40% of net profit of the separate financial statement after legal reserve in compliance with the company regulations and laws.

**Board of Directors' Opinion:** The Meeting should approve the dividend payment for the operational result for the year 2014

Dividend payment of year 2014	785,391,500 Baht
Unallocated Dividend payment (Company Statement)	448,134,000 Baht

At the end of year 2014, the Company will pay dividend at 0.85 Baht per share and there were first interim dividend as at 30 June 2014 at 0.40 Baht per share. So for the operation result of 1 July 2014 to 31 December 2014 the dividend shall be 0.45 Baht per share. The Company has scheduled the record date on 16 March 2015 to determine the shareholders entitled to receive the dividend. The Shareholders' name shall be collected according to the Section 225 of the Securities and Exchange Act. by closing the share registration book on 17 March 2015. However, the rights concerning the Company's dividend payment will be resolved upon Shareholders' approval. The dividend payment shall be made on 15 May 2015.



**Agenda 5: To Consider approving the appointment of directors to replace the directors who will retire by rotation at the 2015 Annual General Meeting of shareholders and approve the appointment of directors to replace the resigning director**

**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 2015, three directors are due to retire by rotation; namely,

- i. Mr. Wanchai Lawattanatrakul Chairman of the Recruitment and Remuneration Committee and Independent Director
- ii. Mr. Withoon Manomaikul Director
- iii. Dr. Art-ong Jumsai Na Ayudhya Director

According to the procedures established by the Company to provide the shareholders the right to propose meeting agenda items and appointment of new director in advance by receiving the proposal from the shareholders between November 3, 2014 and December 31, 2014. However, there was no shareholder proposing any meeting agenda items in advance or proposing any appointment for the new director.

To promote the good corporate governance practice, the Company invited the minority shareholders who are collectively holding at least 5% of the Company's total issued shares and continually holding those shares for at least 12 months, to nominate a candidate to be elected as a director for the 2015 Annual General Meeting of Shareholders during the period from November 3, 2014 to December 31, 2014. Nonetheless, none of shareholders nominated any candidate to be elected as the directors of the Company for this meeting.

The Recruitment and Remuneration Committee had reviewed knowledge and competence, with their qualification that suit and bring benefit to the Company of these 3 directors who would retire by rotation at the 2015 Annual General Meeting of Shareholders and has the opinion that these 3 directors who will retire by rotation to be Director for another term.

Dr. Art-ong Jumsai Na Ayudhya has indicated his intention to resign as director effective on April 24, 2015, which is the date of the Company's 2015 Annual General Meeting of Shareholders and appoints a new director Mr. Rattaphol Cheunsomchit to replace Dr. Art-ong Jumsai Na Ayudhya.

Biographies of directors retiring by rotation and nominated for re-election as directors at the 2015 Annual General Meeting of Shareholders, and biographies of directors nominated to replace resigning directors are in Enclosure 4.

**Board of Directors' Opinion:** Agreed with the Board of Directors as follows:



1. To consider approving the appointing 2 directors who will retire by rotation to be Director for another term.

Mr. Wanchai Lawattanatrakul      Chairman of the Recruitment and Remuneration  
Committee and Independent Director

Mr. Withoon Manomaikul      Director

2. To consider approving the appointing Mr. Rattaphol Cheunsomchit as the new director replacing Dr. Art-ong Jumsai Na Ayudhya who has indicated his intention to resign as director, effective on April 24, 2015, after the approval of the 2015 Annual General Meeting of Shareholders.

Therefore, after the 2015 Annual General Meeting re-elects the three directors who will retire by rotation, and appoints new directors to replace resigning directors, there will be nine directors of the Company, as follows:

- Ms. Wandee Kunchornyakong
- Mr. Somsak Khunchornyakong
- Mr. Jirakom Padumanon
- Pol. Maj. Gen. Wanchai Wisuttinan
- Mr. Withoon Manomaikul
- Mr. Kiatichai Pongpanich
- Mr. Wanchai Lawattanatrakul
- Asst. Prof. Dr. Siripong Preutthipan
- Mr. Rattaphol Cheunsomchit

**Agenda 6: To Consider approving the remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2015**

**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 2015 same rate as the year 2014 as follows:



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

#### **Bonus for Board of Directors for the year 2015**

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 separate 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.

**Board of Directors' Opinion:** The Board of Directors should consider approving the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2015 as proposed.

#### **Agenda 7: To Consider approving the Directors' Remuneration (Bonus) for the year 2014**

**Rationale:** The Nomination and Remuneration Committee has considered the Directors' Remuneration (Bonus) for the year 2014. Regarding 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 and the Committee to share fully operational with a sacrifice in the aggregate amount of Baht 7,495,890 (Seven million and four hundred ninety-five thousand and eight hundred ninety Baht) regarding the directors'



remuneration in bonus for year 2014 with the approving of the Annual General Meeting of Shareholders for the year 2014.

**Board of Directors' Opinion:** The Meeting should consider approving the Directors' Remuneration (Bonus) for the year 2014 as proposed.

**Agenda 8 To Consider approving the appointment of auditors the auditors' remuneration for the year 2015**

**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 meeting of shareholders may appoint auditors for the next act.

The Company intends to appoint the Company's auditors for 2015. In 2013, PricewaterhouseCoopers ABAS Limited ("PwC") was the Company's auditor and PwC acted as auditor of the Company by complying with international standard, having responsibility and having appropriate remuneration. Therefore, in 2015, The Meeting should consider approving the appointment of PwC as the auditor of the Company and its subsidiaries for 2015. In particular, the following auditors will be appointed and audit the financial statements of the Company and its subsidiaries as follows:

1. Mrs. Unakorn Phruithithada, Certified Public Accountant No. 3257
2. Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906
3. Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298

The auditors' remuneration for 2015 is set at the amount of Baht 729,000 (Seven hundred twenty-nine 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

**Board of Directors' Opinion:** The Meeting should consider approving the appointment of auditors from PricewaterhouseCoopers ABAS Limited ("PwC") as the auditor of the Company and its subsidiaries for the year 2015 as proposed.



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**Agenda 9 Other businesses (if any)**

The shareholders are cordially invited to attend the 2015 Annual General Meeting of Shareholders on Friday, April 24, 2015 at 14.00 hrs. at the Grand Ballroom of the fifth floor of S31 Sukhumvit Hotel, No. 545, Soi Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana, Bangkok 10110 and registration will take place from 13.00 p.m. of the meeting date. The Company has fixed March 16, 2015, as the record date to determine the names of shareholders who have the right to attend the Annual General Meeting of Shareholders 2014, and March 17, 2015, as the date to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book to suspend any share transfers.

In order to protect the rights and interests of the shareholders in the event that any shareholder is unable to attend the meeting and wishes to appoint the Company's Independent Director as his/her proxy to attend the meeting and cast the votes on his/her behalf, the shareholder can appoint the Independent Director of the Company as per the details in Enclosure 8 and deliver Proxy Form B. as appeared in Enclosure 7 together with the supporting documents to the Company Secretary Office at 333/20, United Tower 16 Fl., Sukhumvit 55 Sukhumvit Road, Klongton-Nua, Wattana, Bangkok Thailand 10110 telephone no. 02-712-9501-5 Ext. 1622. For convenience of reviewing the documents, please kindly have the documents delivered to the Company no later than Monday April 20, 2015.

Yours faithfully,

(Miss Wandee Khunchornyakong)

Chairperson





SPCG Public Company Limited  
Minutes of the Annual General Meeting of Shareholders 2014  
held on April 25, 2014 at 2 p.m.  
At Grand Ballroom, 5 Floor, S31 Sukhumvit Hotel  
No. 545 Soi Sukhumvit 31, Sukhumvit Road, Wattana, Bangkok

**Name list of Directors present**

- |                                                |                                                                                              |
|------------------------------------------------|----------------------------------------------------------------------------------------------|
| 1. Ms. Wandee Kunchornyakong                   | Chairperson, Nomination and Remuneration Committee, and CEO                                  |
| 2. Mr. Jirakhom Padumanon                      | Director                                                                                     |
| 3. Mr. Withoon Manomaikul                      | Director                                                                                     |
| 4. Mr. Kevin Gerald Parnell                    | Director                                                                                     |
| 5. Mr. Kiatchai Phongphanit                    | Chairman of Audit Committee and Independent Director                                         |
| 6. Mr. Wanchai Lorwattanatrakul                | Chairman of Nomination and Remuneration Committee, Audit Committee, and Independent Director |
| 7. Special Asst.Prof. Dr. Siripong Preutthipan | Audit Committee and Independent Director                                                     |

**Name list of Directors absent**

Mr. Somsak Kunchornyakong Director and Deputy Chief Executive Officer

The absence due to the commercial operation date (COD) of Solar Power (Loei 2) and (Sakon Nakorn 2) Co., Ltd.

**Name list of Management present**

- |                                |                                                          |
|--------------------------------|----------------------------------------------------------|
| 1. Mr. Prachitpol Himathongkam | Deputy Chief Executive Officer and Chief Finance Officer |
| 2. Ms. Busaraporn Chanchucherd | Deputy Chief Executive Officer                           |
| 3. Mr. Kowit Nuangsuk          | Assistance Chief Executive Officer                       |
| 4. Mrs. Prapatsorn Kantawong   | Company Secretary                                        |

**Auditor from Pricewaterhouse Coopers Co., Ltd.,**

Mrs. Unakorn Pruetthithada

**Representatives from Weerawong, Chinnawat, and Phiangphanor Law Office**

1. Mr. Kudan Sukhumanon
2. Ms. Sawita Peetawan
3. Ms. Pattarapa Pattanaporn

**Independent Financial Advisors**

Team from Kasikorn Securities Public Company Limited



### The Meeting Started

Ms. Wandee Kunchomyakhong, Chief Executive Officer, acts as the Chairperson of the Meeting (“**Chairperson**”)

Mrs. Prapatsorn Kantawong, Company Secretary, acts as the Secretary of the Meeting (“**Secretary**”)

Secretary welcomed and thanked the shareholders for their attendance to the Annual General Meeting of Shareholders for year 2014 and introduced 8 members of the Committees including the Audit Committee and the Nomination and Remuneration Committee which 7 persons were present at the Meeting and one director could not attend this Meeting because of duty to operate the commercial operation date (COD) of Solar Power Loei 2 and Sakon Nakorn 2 Co., Ltd. Secretary also introduced Independent Financial Advisors and Advisory Law present in the Meeting.

Then, secretary informed the meeting the method of voting with ballot and vote-counting as follows:

- There are 11 agendas for voting from 14 agendas
- Each Shareholder shall have his right votes at equal to the total number of shares he holds, as one share shall be counted as one vote.
- For both the shareholders and proxies shall follow the voting method as follows:
  - In every agenda, if no one disagrees or abstains, it will be considered that the shareholders agree with the proposed item. If any shareholders object, disagree or abstain from voting, they should use the voting card that the Company has prepared and raise their hands so that the Company’s staff can collect only the cards that disagree or abstain.
  - For the vote-counting, the staff will deduct the disagree and abstain ballots from all total shares that shareholders attending the Meeting, the votes after deducting shall count to be agree votes. The shareholders who agree to each agenda shall be requested to correct ballots after the Meeting.
  - In any of the following incidents, the voting cards shall be deemed as void and votes thereon shall not be counted:
    - 1) Voting cards that were marked on more than one available voting place
    - 2) Voting card that shown the contrary intention
    - 3) Voting cards that were crossed out without countersign
    - 4) Voting cards on which number of votes exceeded eligible votes



In case that shareholders want to make any change in the ballots, please crossed out and countersigned.

- The shareholders who won't attend to the end of the Meeting shall give the ballots forward to the officers before left the Meeting room.
- As the Articles of Association, concerning to the Shareholders' Meeting that: "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."

So the resolution shall passed by majority votes of the shareholders attending the meeting and casting their votes by counting only "approved" and "disapproved" ballots, "abstained" shall not be count.

1. For agenda items 6, 8, 9, 11 and 12 shall have three-fourth of the total number of votes of shareholders present. Abstain votes shall be count as basement of those agendas.
- For the shareholder or proxy who might want to leave the meeting room earlier or did not attend the meeting for any agenda item, the shareholder or proxy might exercise his/her rights by sending the voting card to the officer before leaving the meeting room.
  - The vote counting staff includes:
    - Ms. Sawita Peetawan, Legal counsel from Weerawong, Chinnawat, and Phiangphanor Law Office
    - Ms. Chawalita Luckanatin, Company's staff
    - Staffs from the Thailand Securities Depository Co., Ltd. (TSD)
  - After finishing vote counting of each agenda, Chairperson will announce the voting result to the Meeting.
  - Vote casting on each agenda shall be done openly not secretly. The vote counting staff will collect all the voting ballots for transparency and good governance of the company.
  - Prior casting the vote of each agenda, the chairman of the meeting will allow the shareholders to question or express opinion in that agenda. The person who asks question or expresses opinion, please specify his/her name and last name to the meeting before every time and be brief and concise. If there is other issue not relating to the current agenda, please hold the issue to the end of meeting for the time of "Other matters" agenda for better managing the meeting time accordingly and let other' shareholders ask relating questions.



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

Secretary reported to the Meeting about current status of the Company:

Authorised share capital	THB	840,000,000
Issued and paid-up share capital	THB	839,991,048
Ordinary shares		839,991,048
Share at par value	THB	1

The Company has fixed March 27, 2014, as the record date to determine the names of shareholders who have the right to attend the Annual General Meeting of Shareholders 2014, and March 28, 2014, as the date to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book to suspend any share transfers.

Chairperson reported to the Meeting that: as the beginning of the Meeting, there were altogether 295 shareholders attending, in person 174 persons and by proxy 121 persons, representing a total of 537,291,644 shares, which constituted 63.964 percent of Company's total paid up shares, thus forming a quorum pursuant to the Articles of Association of the Company.

Then, Chairperson declared to open the Meeting as following agendas:

**Agenda Item 1 To consider and acknowledge the minutes of the Annual General Meeting of Shareholders 2013 and of Extraordinary General Meeting of Shareholders No. 1/2013**

Chairperson proposed for the meeting's consideration and acknowledgement the minutes of Annual Generation Meeting of Shareholders 2013 held on April 29, 2013 and the minutes of Extraordinary General Meeting of Shareholders No. 1/2013 held on July 15, 2013 as copies attachment with the invitation to the Annual General Meeting of Shareholders for year 2014.

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson declared that the Meeting acknowledged both Minutes of Annual Generation Meeting of Shareholders 2013 and Extraordinary General Meeting of Shareholders No. 1/2013

**Remark:** This agenda item is only for acknowledgement, and no votes were cast.

**Agenda Item 2 To consider and acknowledge the Company's operational performance report for 2013**

Chairperson reported the operation performance of the Company for year 2013 as following points:

- Over all business growth by comparing the revenue of Solar farm projects from year 2010 to 2013. The revenue increases 10%, 1,193% and 256% accordingly.
- Selling units from year 2010 to 2013 are 290,463,445 units



- Selling structure per unit

Then, Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson declared that the Meeting acknowledged the Company's operational performance report for 2013

**Remark:** This agenda item is only for acknowledgement, and no votes were cast.

While the Meeting was considering this agenda item, additional 84 shareholders were present, making up a total of 379 persons with 539,484,001 shares or 64.2249 % of Company's total paid up shares.

**Agenda Item 3 To consider and approve the Company's financial statements and the consolidated financial statements for the fiscal period ended on December 31, 2013**

Chairperson proposed the Company's financial statements and the consolidated financial statements for the fiscal period ending 31 December 2013, which had been certified by the Company's auditors and approved by the Audit committee as the financial statement report sending along with the invitation

The Meeting approved the financial statements and the consolidated financial statements of the Company for the fiscal period ending 31 December 2013, with the votes being as follows:

Financial Status considered by Income Statement on December 31, 2012 compared to December 31, 2011.

Unit : Million Baht

Items	Consolidated Statements			Company	
	2013	2012	2012 (restated)	2013	2012 (restated)
Total assets	22,500.82	13,051.82	5,216.64	2,854.57	2,663.05
Total liabilities	18,987.70	10,463.19	4,056.69	29,530.00	106.30
Shareholders	3,513.12	2,588.63	1,159.94	2,825.04	2,556.75
Total income	2,504.69	1,275.44	1,275.44	72.79	92.26
Profit (Loss)/	643.95	180.76	180.76	-11.70	-12.20
Profit per shares	0.76	0.098	0.098	-0.018	-0.022

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

The questions from shareholders are summarizing as bellows;

Mr. Pichet Hutayon inquired that:

As it is expected to complete all 36 solar farm projects within year 2013, what is the cause of those uncompleted COD solar farm projects when all projects' construction were done. Is there other reason for delaying the COD of those remaining projects by the second quarter of 2014?



Chairperson replied that:

In year 2013, the delay of COD came from more procedure to get the Permit for Factory Operation (Ror Ngor. 4) and permission from Energy Regulatory Commission, but now we already get all licenses for all 36 solar farm projects.

Mr. Pichet Hutayon inquired more question that:

Will Solar Rooftop Projects face this similar problem too?

Chairperson replied that:

Now Energy Regulatory Commission has declared that solar roof top for residential don't have to apply for Ror Ngor. 4, so this is good news for us.

Mr. Supoj Pongkitakarn inquired that:

How many capacities of all 36 solar farm projects and how much revenue per month that SPCG will reflect?

Chairperson replied that:

When all 36 solar farm projects have been completed COD, SPCG will have total capacity 260.1 Megawatts and forecasting revenue from analysts is approximately Baht 3,500-4,000 million.

As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the Company's financial statements and the consolidated financial statements for the fiscal period ended on December 31, 2013.

In addition, Chairperson noticed that: a resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	539,474,001 Shares	or	100 %
Disapproved	0 Shares	or	0 %
Abstained	10,000 Shares		

of 539,474,001 votes of shareholders attending the meeting and casting their votes.

- Remarks:**
- 1) A resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:



**Resolution:** After consideration, the meeting approved the Company's financial statements and the consolidated financial statements for the fiscal period ended on December 31, 2013.

While the Meeting was considering this agenda item, additional 3 shareholders were present, making up a total of 382 persons with 539,566,301 shares or 64.2347 % of Company's total paid up shares.

**Agenda Item 4 To consider and approve the cancellation of profit allocation and dividend payment for operational results for the year 2013**

Chairperson reported to the Meeting that: as the Company suffered a loss in 2013, has an obligation under the equity bridging loan, it is proposed that the Meeting consider and approve the cancellation of profit allocation and dividend payment for operational results for 2013.

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes for approving the cancellation of profit allocation and dividend payment for operational results for 2013.

In addition, Chairperson noticed that: a resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	539,531,901 Shares	or	99.9954 %
Disapproved	24,400 Shares	or	0.0045 %
Abstained	10,000 Shares		

of 539,556,301 votes of shareholders attending the meeting and casting their votes.

- Remarks:**
- 1) A resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the meeting approved the cancellation of profit allocation and dividend payment for operational results for 2013.

While the Meeting was considering this agenda item, additional 7 shareholders were present, making up a total of 389 persons with 539,581,301 shares or 64.2366 % of Company's total paid up shares.

**Agenda Item 5 To consider and approve the appointment of directors to replace the directors who will retire by rotation at the 2014 Annual General Meeting of shareholders and approve the appointment of directors to replace the resigning director**



Chairperson reported to the Meeting that: as 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 2013, three directors are due to retire by rotation; namely, Mr. Kiatichai Pongpanich, and Assistant Professor (Special) Dr. Siripong Preutthipan, and Mr. Somsak Khunchornyakong.

The Nomination and Remuneration Committee, which has no interest in considering other candidates to replace those directors retiring by rotation, believes that the three directors should be re-elected, as they have knowledge, experience, and expertise that will be useful to the Company. Moreover, they are qualified, and are not barred under the Public Company Limited Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), or other relevant notifications. The Board of Directors has proposed re-electing the three directors who will retire by rotation for another term on the Board of Directors.

Ms. Omsin Siri resigned as a director effective February 7, 2014, so the Nomination and Remuneration Committee has considered a list of people nominated as director to replace the resigning director, and deemed it appropriate to appoint Dr. Art-ong Jumsai Na Ayudhya as the new director effective April 25, 2014, after the approval of the 2014 Annual General Meeting of Shareholders.

Moreover, Mr. Kevin Gerald Parnell has indicated his intention to retire as director effective April 25, 2014, which is the date of the Company's 2014 Annual General Meeting of Shareholders. The Nomination and Remuneration Committee considered the list of people nominated as a candidate to replace the resigning director, and deemed it appropriate to appoint Police Major General Wanchai Wisuttinan as the new director, after the approval of the 2014 Annual General Meeting of Shareholders.

As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the appointment of each director to replace the directors who will retire by rotation at the 2014 Annual General Meeting of shareholders as follows;

1. Mr. Kiatichai Pongpanich
2. Assistant Professor (Special) Dr. Siripong Preutthipan
3. Mr. Somsak Khunchornyakong

And to approve the appointment of each director to replace the resigning directors as follows;

1. Dr. Art-ong Jumsai Na Ayudhya
2. Police Major General Wanchai Wisuttinan

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes.





In addition, Chairperson noticed that: a resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Agenda item 5.1

Approved	528,740,201 Shares	or	98.1538 %
Disapproved	9,944,900 Shares	or	1.8461 %
Abstained	896,200 Shares		

of 538,685,101 votes of shareholders attending the meeting and casting their votes.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the reappointment of Assistant Professor (Special) Dr. Siripong Preutthipan to replace directors who will retire by rotation at the 2014 Annual General Meeting of Shareholders.

Agenda item 5.2

Approved	528,743,201 Shares	or	98.1544 %
Disapproved	9,941,900 Shares	or	1.8455 %
Abstained	896,200 Shares		

of 538,685,101 votes of shareholders attending the meeting and casting their votes.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the reappointment of Mr. Kiatichai Pongpanich to replace directors who will retire by rotation at the 2014 Annual General Meeting of Shareholders.

Agenda item 5.3

Approved	528,006,516 Shares	or	98.0176 %
Disapproved	10,678,585 Shares	or	1.9823 %
Abstained	896,200 Shares		

of 538,685,101 votes of shareholders attending the meeting and casting their votes.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the reappointment of Mr. Somsak Khunchornyakong to replace directors who will retire by rotation at the 2014 Annual General Meeting of Shareholders.

Agenda item 5.4

Approved	528,743,201 Shares	or	98.1544 %
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**SPCG Public Company Limited**  
**บริษัท เอสพีซีจี จำกัด (มหาชน)**

Disapproved	9,941,900 Shares	or	1.8455 %
Abstained	896,200 Shares		

of 538,685,101 votes of shareholders attending the meeting and casting their votes.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the appointment of Dr. Art-ong Jumsai Na Ayudhya to replace the resigning director.

Agenda item 5.5

Approved	527,461,916 Shares	or	97.9788 %
Disapproved	10,880,985 Shares	or	2.0211 %
Abstained	1,238,400 Shares		

of 538,342,901 votes of shareholders attending the meeting and casting their votes.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the appointment of Police Major General Wanchai Wisuttinan to replace the resigning director.

While the Meeting was considering this agenda item, additional 4 shareholders were present, making up a total of 393 persons with 539,728,701 shares or 64.2541 % of Company's total paid up shares.

**Agenda Item 6** To consider and approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for 2014

Chairperson reported the Meeting that; as 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 2014 [which was the same rate as year 2013] as follows:

**Remuneration of the Directors** includes;

Monthly Remuneration

- Chairman of Directors 35,000 Baht (only non-executive Directors)
- Directors 20,000 Baht (only non-executive Directors)

Meeting Attendance Fee

- Chairman of Board of Directors: 20,000 Baht (only for directors who attend the meeting)
- Directors: 15,000 Baht (only for directors who attend the meeting)

**Remuneration of Audit Committee** includes;



Monthly Remuneration

- Chairperson, 35,000 Baht

- Committee, 30,000 Baht

Meeting Attendance Fee

- Chairperson, 20,000 Baht a time (only for directors who attend the meeting)

- Committee, 15,000 Baht (only for directors who attend the meeting)

**Remuneration of Nomination and Remuneration Committee** includes;

Meeting Attendance Fee

- Chairperson, 20,000 Baht a time (only for directors who attend the meeting)

- Committee, 15,000 Baht (only for directors who attend the meeting)

**Bonus of Board of Directors**

It deems to settle directors' remuneration in bonus that reflect and link to Company's operating result or net profit not over 2% of annual net profit.

In addition, the foresaid remuneration and bonus of the committee is the same rate which already approved by the AGM 2012 and 2013.

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for 2014.

In addition, Chairperson noticed that: a resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	538,944,416 Shares	or	99.8546 %
Disapproved	765,685 Shares	or	0.1418 %
Abstained	18,600 Shares	or	0.0034 %

of 539,728,701 votes of shareholders attending the meeting.

- Remarks:**
- 1) A resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for 2014



While the Meeting was considering this agenda item, additional 1 shareholder was present, making up a total of 394 persons with 539,743,701 shares or 64.2559 % of Company's total paid up shares.

**Agenda Item 7 To consider and approve the appointment of auditors and auditor's remuneration for 2014**

Chairperson presented to the Meeting that: the Company intends to appoint the Company's auditors for 2014. In 2013, PricewaterhouseCoopers ABAS Limited ("PwC") was the Company's auditor and PwC acted as auditor of the Company by complying with international standard, having responsibility and having appropriate remuneration. Therefore, in 2014, the Audit Committee has recommended that the Board of Directors consider and approve the appointment of PwC as the auditor of the Company and its subsidiaries for 2014. In particular, the following auditors will be appointed and audit the financial statements of the Company and its subsidiaries:

Mrs. Unakorn Phruithithada, Certified Public Accountant No. 3257

Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906

Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298

The auditors' remuneration is set at Baht 710,000 [for the third year]. The auditors are not a related party and have no conflict.

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for 2014.

In addition, Chairperson noticed that a resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	539,638,016 Shares	or	99.9852 %
Disapproved	79,585 Shares	or	0.0147 %
Abstained	26,100 Shares		

of 539,717,601 votes of shareholders attending the meeting and casting their votes.

- Remarks:**
- 1) A resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:



**Resolution:** After consideration, the Meeting approved the appointment of auditors and auditor's remuneration for 2014

While the Meeting was considering this agenda item, additional 5 shareholders were present, making up a total of 399 persons with 539,790,201 shares or 64.2614 % of Company's total paid up shares.

**Agenda Item 8 To consider and approve the issue and offering of debentures not exceeding Baht 4,000 million**

Chairperson presented to the Meeting that the Company intends to issue and offer for sale debentures of the Company not exceeding Baht 4 million, in order to refinance the Company's loan, and to use for business operations or as working capital of the Company and its subsidiaries. The initial details of the Company's debentures are as follows:

- |                       |                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Objective             | : To refinance Solar Power Company Limited's loan, and to use them for business operations or as working capital for the Company and its subsidiaries.                                                                                                                                                                                                                                                                          |
| Type                  | : All types and kinds of debentures (with or without collateral), depending on the appropriateness of the market conditions at the time that each debenture is issued and offered                                                                                                                                                                                                                                               |
| Currency              | : Baht and/or foreign currency by using the exchange rate at the time the debenture is issued and offered                                                                                                                                                                                                                                                                                                                       |
| Total value           | : Not exceeding Baht 4,000 million or an equivalent in another currency<br>In this regard, the Company is able to issue and offer additional debentures and/or issue and offer debentures in place of the existing debentures which have been redeemed within the credit line. Any debenture issued by the Company at any time shall have a value not exceeding the credit line.                                                |
| Term of the Debenture | : Not exceeding 5 years 4 months from the date of each issue.                                                                                                                                                                                                                                                                                                                                                                   |
| Offering              | : To offer once or several times and/or as a project and/or on a revolving basis, though a public offering and/or private placement offering, at the same time or at a different time, pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time such debenture is issued and offered. |



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

- Interest Rate : Depending on the market conditions at the time of the issue and offering of the debenture, or the terms and conditions of the debenture, pursuant to the Notification of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or other related regulations which are in force at the time the debenture is issued and offered.
- Call Redemption : The debenture-holder and the Company may or may not have the right to redeem their debentures before their maturity date, depending on the terms and conditions of each issue of debentures.
- Other details : Chairperson and Chief Executive Officer shall have the following powers:
- 1) To determine details relevant to the debentures, including type, name, interest rate, redemption period, appointment of the debenture-holder's representative, as well as details relating to the offering including, but not limited to, price, procedure, offering, and allotment period.
  - 2) To appoint the financial advisor and/or the underwriter and/or credit rating institution of the issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate.
  - 3) To deal with, negotiate, execute, and/or amend the agreements and/or documentation, as well as to provide information and submit documentation to the Office of the Securities and Exchange Commission and/or other agencies relating to the issue and offering of such debentures, including taking any actions relevant to or necessary for the transaction that it deems appropriate.

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

Mr. Ktisak Sawangkan inquired that:

Is this offering debentures issued instead of Infrastructure Fund (IFF) that Company had considered before?  
What is the interest rate and which banks can shareholders get this bond?

Chairperson replied that:

The executive management team has considered for the best benefit of SPCG's shareholders. The interest rate will be better than IFF and the process now is to prepare the prospectus that will be public in May.



As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the issue and offering of debentures not exceeding Baht 4,000 million.

In addition, Chairperson noticed that a resolution on this agenda item must be passed by a three-fourth of majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	538,090,116 Shares	or	99.6850 %
Disapproved	1,690,085 Shares	or	0.3131 %
Abstained	10,000 Shares	or	0.0018 %

of 539,790,201 votes of shareholders attending the meeting.

**Remarks:** 1) A resolution on this agenda item must be passed by three-fourth majority vote of shareholders attending the meeting and casting their votes.

2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the issue and offering of debentures not exceeding Baht 4,000 million.

While the Meeting was considering this agenda item, additional 3 shareholders were present, making up a total of 402 persons with 539,794,301 shares or 64.2619% of Company's total paid up shares.

**Agenda Item 9 To consider and approve the reduction of the company's registered capital by cancelling shares that have not been sold**

Chairperson reported to the Meeting that The Company intends to reduce its registered capital by cancelling shares which have not been sold pursuant to Section 139 of Public Company Limited Act B.E. 2535 (as amended) by 8,952 shares, at a par value of Baht 1 per share, reducing the registered capital of Baht 840,000,000 to Baht 839,991,048.

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the reduction of the company's registered capital by cancelling shares that have not been sold.

In addition, Chairperson noticed that a resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	539,584,301 Shares	or	99.9610 %
Disapproved	0 Shares	or	0 %
Abstained	210,000 Shares	or	0.0389 %



of 539,794,301 votes of shareholders attending the meeting.

- Remarks:**
- 1) A resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the reduction of the company's registered capital by cancelling shares that have not been sold.

While the Meeting was considering this agenda item, additional 3 shareholders were present, making up a total of 405 persons with 539,484,001 shares or 64.2249% of Company's total paid up shares.

**Agenda Item 10 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the reduction of the Company's registered capital**

Chairperson reported to the Meeting that In order to correspond with the reduction of the Company's registered capital, details as mentioned in Agenda Item 9, the Company intends to amend Clause 4 of the Company's Memorandum of Association, by substituting the following content, and empowering a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add to the content, as directed by the Registrar.

"Clause 4.	Registered capital	Baht 839,991,048	(Baht Eight Hundred Thirty Nine Million Nine Hundred Ninety One Thousand and Forty Eight)
	Divided into	839,991,048 shares	(Eight Hundred Thirty Nine Million Nine Hundred Ninety One Thousand and Forty Eight shares)
	Par Value Per Share	Baht 1	(Baht One)
	Divided into Ordinary shares	839,991,048 shares	(Eight Hundred Thirty Nine Million Nine Hundred Ninety One Thousand and Forty Eight shares)
Preferred shares	- shares	( - )"	

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the reduction of the Company's registered capital.





In addition, Chairperson noticed that a resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	539,559,434 Shares	or	99.9610 %
Disapproved	0 Shares	or	0 %
Abstained	210,000 Shares	or	0.0389 %

of 539,794,434 votes of shareholders attending the meeting.

- Remarks:**
- 1) A resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.
  - 2) There are 25,000 invalid ballots in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the reduction of the Company's registered capital.

While the Meeting was considering this agenda item, additional 3 shareholders were present, making up a total of 408 persons with 539,794,447 shares or 64.2619 % of Company's total paid up shares.

**Agenda Item 11 To consider and approve the increase of the Company's registered capital**

Chairperson presented to the Meeting that the Company intends to increase its registered capital by Baht 83,998,952, from Baht 839,991,048 to Baht 923,990,000, by issuing 83,998,952 new ordinary shares, at a par value of Baht 1 per share. The details of the increase of the Company's registered capital appear in attachment of the Report of Capital Increase (F 53-4).

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the increase of the Company's registered capital.

In addition, Chairperson noticed that a resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	530,166,062 Shares	or	98.2162 %
Disapproved	8,609,985 Shares	or	1.5950 %
Abstained	1,018,400 Shares	or	0.1886 %

of 539,794,447 votes of shareholders attending the meeting.



- Remarks:**
- 1) A resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the reduction of the Company's registered capital.

While the Meeting was considering this agenda item, additional 1 shareholder were present, making up a total of 409 persons with 539,795,447 shares or 64.2620% of Company's total paid up shares.

**Agenda Item 12 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the increase of the Company's registered capital**

Chairperson reported to the Meeting that In order to correspond with the increase of the Company's registered capital, details as mentioned in Agenda Item 11, the Company intends to amend Clause 4 of the Company's Memorandum of Association, by substituting the following content, and empowering a person authorized by the Board of Directors to register the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, to amend or add to the content, as directed by the Registrar.

"Clause 4.	Registered capital	Baht 923,990,000	(Baht Nine Hundred Twenty Three Million Nine Hundred and Ninety Thousand)
	Divided into	923,990,000 shares	(Nine Hundred Twenty Three Million Nine Hundred Ninety Thousand shares)
	Par Value Per Share	Baht 1	(Baht One)
	Divided into Ordinary shares	923,990,000 shares	(Nine Hundred Twenty Three Million Nine Hundred Ninety Thousand shares)
	Preferred shares	- shares	( - )"

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the increase of the Company's registered capital.

In addition, Chairperson noticed that a resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.



After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	531,055,047 Shares	or	98.3807 %
Disapproved	8,530,400 Shares	or	1.5803 %
Abstained	210,000Shares	or	0.0389 %

of 539,795,447 votes of shareholders attending the meeting.

- Remarks:**
- 1) A resolution on this agenda item must be passed by three-fourth of majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the amendment of Clause 4 of the Company's Memorandum of Association to correspond with the increase of the Company's registered capital.

While the Meeting was considering this agenda item, additional 4 shareholders were present, making up a total of 413 persons with 539,879,047 shares or 64.2720% of Company's total paid up shares.

**Agenda Item 13** To consider and approve the allocation of newly issued ordinary shares of the Company (General Mandate)

Chairperson reported to the Meeting that as the Company has proposed to the Meeting for approval the increase of the Company's registered capital, details as mentioned in Agenda Item 11, The Company intends to allocate the 83,998,952 newly issued ordinary shares, with the par value of Baht 1 per share, for supporting the Company's capital increase in the form of a General Mandate. In this regards, the Company shall allocate the newly issued ordinary shares via a Private Placement amounting to 83,998,952 shares.

The Shareholders' meeting is to consider authorizing the Board of Directors and considering and determining whether the share allocation shall be made once or several times, and whether the share allocation will be offered to any group before others or offered to all groups together at the same time. In addition, when the Company allocates newly issued ordinary shares to Private Placement, the increased paid-up capital of the Company shall not exceed 10% of the paid-up capital as of the date on which the Board of Directors Meeting approves the increase of capital in the form of a General Mandate or equal to 83,998,952 shares.

The authorization to the Board of Directors includes determining the offering price, the date and time of the offering and other details and conditions in connection with the allocation of the newly issued shares. The Company shall complete the allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set up by law, whichever is the earlier.



The details of the allocation of the newly-issued ordinary shares appear in attachment of the Report of Capital Increase (F 53-4).

Chairperson provided opportunities for shareholders to raise questions or express opinions. As there were no questions or opinions from the shareholders, then, Chairperson asked the Meeting to cast their votes to approve the allocation of newly issued ordinary shares of the Company (General Mandate).

In addition, Chairperson noticed that a resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.

After the vote counting, Chairperson reported the result to the Meeting as follows:

Approved	530,216,162 Shares	or	98.3993 %
Disapproved	8,624,985 Shares	or	1.6006 %
Abstained	1,037,900 Shares		

of 539,795,447 votes of shareholders attending the meeting and casting their votes.

- Remarks:**
- 1) A resolution on this agenda item must be passed by a majority vote of shareholders attending the meeting and casting their votes.
  - 2) No invalid ballot in this agenda item.

Then Chairperson reported the resolution as follows:

**Resolution:** After consideration, the Meeting approved the allocation of newly issued ordinary shares of the Company (General Mandate).

While the Meeting was considering this agenda item, additional 6 shareholders were present, making up a total of 419 persons with 539,918,547 shares or 64.2767% of Company's total paid up shares.

#### **Agenda Item 14 To consider other matters (if any)**

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

The questions from shareholders are summarizing as bellows;

Mr. Prasan Kerdyoo, representative from Thai Investors Association inquired question that:

What is SPCG's anti-corruption policy? According to the information that SPCG has the anti-corruption program in business ethics, will SPCG join the Collective Action Coalition by Thai Institute of Directors (IOD) within this year?

Chairperson replied that SPCG has an intention to join the Collective Action Coalition by IOD immediately.

As there were no more questions, opinions or comments from the shareholders, the Chairperson adjourned the meeting at 16:30 p.m.



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

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Wandee Kunchornyakong'.

(Miss Wandee Kunchornyakong)  
Chairperson

A handwritten signature in blue ink, appearing to read 'Prapatsorn Kantawong'.

(Mrs. Prapatsorn Kantawong)  
Company Secretary / Recorder



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

Enclosure 2 (For Agenda 2)

CD-ROM Annual Report 2014



SPCG Public Company Limited  
บริษัท เอสพีซีจี จำกัด (มหาชน)

Enclosure 3 (For Agenda 3)

CD-ROM Annual Report 2014

(Consolidated and company statements of financial position as at

31 December 2014)



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

Enclosure 4 (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.

SPCG and SPCG's subsidiaries has set the dividend policy to pay dividend to shareholders regarding 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 SPCG and its subsidiaries significantly concerning the board's consideration. In addition, such operations will create the maximum benefit to the shareholders. The board resolution of SPCG and its subsidiaries considering such payment must be presented for approval from the general meeting of SPCG and its subsidiaries as well.





## Biographies of Directors retiring by rotation and proposed to be re-elected as directors for another term



### Mr. Wanchai Lawattanatrakul

Age	58 years-old
Nationality	Thai
Education	<ul style="list-style-type: none"><li>- Bachelor of Engineer (Civil Engineering), Chulalongkorn University</li><li>- Master of Engineering (Water Resources Engineering), Asian Institute of Technology (AIT)</li></ul>
IOD's Training	<ul style="list-style-type: none"><li>- IOD's Finance for Non- Finance Directors class 1 year 2003</li><li>- IOD's Director Certification Program class 43 year 2004</li></ul>
Nominated Position	Independent Director/ Audit Committee /Chairperson of Recruitment and Remuneration Committee
Current Position	<ul style="list-style-type: none"><li>- Audit Committee at SPCG Public Company Limited</li><li>- Chairperson of Recruitment and Remuneration Committee at SPCG Public Company Limited</li></ul>
Other Position	<ul style="list-style-type: none"><li>- Director of Universal Utilities Co., Ltd.</li><li>- Director of Chachoengsao Water Supply Co., Ltd.</li><li>- Director of Bangpakong Water Supply Co., Ltd.</li><li>- Director of Nakhonsawan Water Supply Co., Ltd.</li><li>- Managing Director of Eastern Water Resources Development and Management PLC.</li></ul>
Experiences	<ol style="list-style-type: none"><li>1. Since 2013 Chief Executive Officer of Eastern Water Resources Development and Management PLC.</li><li>2. 2008-2009 Director of Metropolitan Waterworks Authority (Thailand)</li><li>3. 2009-2012 Director of Industrial Estate Authority of Thailand</li><li>4. 2010-2014 Director of Thai Waterwork Association</li></ol>
Dispute	None
Tenure	3 years
Term of being Director	Term 1 : May 2012 – AGM 2015
Proportion of Total Shares	None



Held (%)

- Meeting Attendance in 2014
2. Board of Directors' Meeting: held 6 meetings, attending 5 times (83.33%)
  3. Audit Committee's Meeting: held 3 meeting, attending 2 times (66.67%)
  4. Recruitment and Remuneration Committee's Meeting: held 1 meeting, attended 1 time (100%)

**DIRECTOR RECRUITMENT  
AND PERFORMANCE  
GUIDELINES**

Board of Director had the resolution from the 16<sup>th</sup>/2012 Board of Director meeting at 11 November 2012 authorized to escalate the scope of duty of the Remuneration Committee to nominate and propose individual to appoint as a director considering from the regulation of The Office of the Securities and Exchange Commission, his/her profile, experience, and the commitment to attend the board of director meeting regularly. Furthermore, the Remuneration Committee will change the name to the Nomination and Remuneration Committee. The voting for the director of the company will be approved from the majority of votes followed the company regulation that

1. The shareholders will vote to appoint new director individually.
2. The voting for appointing new director must be one share for one vote.
3. For the candidates that has the most votes will be appointed as new directors for the number of available director's position accordingly. If the votes are tie, the chairman of the meeting will have the final decision.

For each Annual General Meeting, the number of the retired directors is one-third of the total number of directors. If the number of retired directors cannot be divided as one-third, the number of the retired director must be closest to one-third of the total number of directors. The director, who is in the position the longest time, must be the first to retire. The retired Members of the Committee shall be eligible for re-election. The Nomination and Remuneration Committee will nominate the candidate of the audit committee, as all the members must be independent directors who qualify the amendment of Independent committee's qualifications of the Securities and Exchange Commission. Furthermore, at least one of the audit committee must has the financial and accounting knowledge to exam



The Company's Definition of Independent Directors as defined by the SET

and govern the company operation including the financial report, internal audit, appointing the financial audit, and consider the conflict of interest.

1. Not holding shares in excess of 1 percent of the paid-up capital of the company, parent company, subsidiary company, associated company or related company, which shall be inclusive of the shares held by related persons
2. Not being an employee, a staff member, or an adviser who receives a regular salary or any other benefit from the company, parent company, subsidiary company, associated company or related company
3. Not be a related person to, or close relative of, any manager or major shareholder of the Company or subsidiary.
4. Have no direct or indirect benefit from, or interest in, the finance and management of the Company, an affiliated company, associated company or related company.
5. Able to perform the duties and express the opinions or report the performance according to the duties assigned by the company's Board of Directors without being controlled by the executives or company's major shareholders, and related persons or close relatives of such persons.

Conflict of interest

1. Not being company management, employee, advisor, or consultant
2. Not being the specialist service provider
3. No related significant business relation



## Biographies of Directors retiring by rotation and proposed to be re-elected as directors for another term



### Mr. Withoon Manonaikul

Age	58 years old
Nationality	Thai
Education	- Bachelor of Business Administration, Suan Sunandha Rajabhat University
IOD's Training	- No IOD's Training
Nominated Position	Director
Current Position	- Director at SPCG Public Company Limited - Director at Mangpong 1989 Public Company Limited
Other Position	- Director and Managing Director at General Record International Industry Co., Ltd.
Experiences	- 2003 – present Director and Managing Director at General Record International Industry Co., Ltd. - 2008 – present Director at Mangpong 1989 Public Co., Ltd. - 2012 – present Director at SPCG Public Co., Ltd.
Dispute	None
Tenure	3 years
Term of being Director	The 1. Term : April 2012 – AGM 2015
Proportion of Total Shares Held (%)	2.11 % (19,478,300 Shares)
Meeting Attendance in 2014	- Board of Directors' Meeting: held 6 meetings, attended 6 times (100%) The Company's Definition of Independent Directors as defined by the SET



## Biographies of Directors retiring by rotation



### Dr. Art-ong Jumsai Na Ayudhya

Age	75 years old
Nationality	Thai
Education	<ul style="list-style-type: none"><li>- B.A. (Hons), M.A. Mechanical Sciences, Cambridge, U.K.</li><li>- D.I.C., Ph.D. Communications, Imperial College of Science and Technology, London University</li><li>- Ph.D. Education - Curriculum and Instruction, Faculty of Education, Chulalongkorn University</li></ul>
IOD's Training	<ul style="list-style-type: none"><li>- IOD's Director Accreditation Program (DAP) class 146 year 2011</li><li>- IOD's Audit Committee Program (ACP) class 38 year 2012</li></ul>
Nominated Position	Director
Current Position	- Independent Director and Chairman of Audit Committee of Lam Soon (Thailand) PLC
Other Position	<ul style="list-style-type: none"><li>- Director of Tipayanarai Co., Ltd.</li><li>- Director of AJ Technology Co., Ltd.</li><li>- Director of Thaicom Network Co., Ltd.</li></ul>
Experiences	<ul style="list-style-type: none"><li>- Secretary to the Minister of Foreign Affairs</li><li>- Advisor to the Deputy Minister of Public Health</li><li>- Advisor to the Minister of Science and Technology</li><li>- Deputy Chairman of the House Committee on Education</li><li>- Secretary of the House Committee on Science, Technology and Energy Executive</li><li>- Director of the Asia -Pacific Parliamentary Union</li><li>- Executive Director of the Asian inter-Parliamentary Organization</li><li>- Member of the Parliament, Bangkok</li></ul>
Dispute	None
Tenure	3 Years
Term of being Director	The 1 Term : April 2014 (replace the resigned director) – AGM 2015
Proportion of Total Shares Held (%)	None
Meeting Attendance in 2014	- Board of Directors' Meeting: held 5 meetings, attended 4 times (80%)



## Biographies of Directors who was proposed to be replace the resigned director



### Ratthaphol Cheunsomchit

Age	44 years old
Nationality	Thai
Education	<ul style="list-style-type: none"><li>- Master of Business Administration (MBA) in Finance The George Washington University, Washington D.C., U.S.A</li><li>- Bachelor of Engineering (Electronics) King Mongkut's Institute of Technology Ladkrabang</li></ul>
IOD's Training	<ul style="list-style-type: none"><li>- IOD's Director Certification Program class 168 year 2013</li><li>- Thailand Energy Academy class 4 year 2014 (TEA 4)</li></ul>
Nominated Position	Director
Current Position	None
Other Position	<ul style="list-style-type: none"><li>- Managing Director at Gulf Energy Development Co.,Ltd.</li><li>- Director at Gulf BL Co.,Ltd.</li><li>- Director at Gulf BP Co.,Ltd.</li><li>- Director at Gulf NC Co.,Ltd.</li><li>- Director at Gulf NLL2 Co.,Ltd.</li><li>- Director at Gulf NPM Co.,Ltd.</li><li>- Director at Gulf NRV1 Co.,Ltd.</li><li>- Director at Gulf NRV2 Co.,Ltd.</li><li>- Director at Gulf TS1 Co.,Ltd.</li><li>- Director at Gulf TS2 Co.,Ltd.</li><li>- Director at Gulf TS3 Co.,Ltd.</li><li>- Director at Gulf TS4 Co.,Ltd.</li><li>- Director at Gulf VTP Co.,Ltd.</li><li>- Director at Gulf Solar BV Co.,Ltd.</li><li>- Director at Gulf Solar KKS Co.,Ltd.</li><li>- Director at Gulf Solar TS1 Co.,Ltd.</li></ul>



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

	<ul style="list-style-type: none"><li>- Director at Gulf Solar TS2 Co.,Ltd.</li><li>- Director at Gulf MP Co.,Ltd.</li><li>- Director at Gulf Pattani Green Co.,Ltd.</li><li>- Director at Gulf Solar Co.,Ltd.</li><li>- Director at Gulf Sport Management Co.,Ltd.</li></ul>
<b>Experiences</b>	1995 - 1997      Financial Advisor at Ekthanakij Co.,Ltd. 1997 - present    Managing Director at Gulf Energy Development Co.,Ltd.
<b>Dispute</b>	None
<b>Proportion of Total Shares Held (%)</b>	None



## Guidelines for Proxy appointment, registration and identification documents required to attend and vote in the General Meeting of Shareholders

### Appointment of Proxy

The three style of Proxy form can be download from [www.spcg.co.th](http://www.spcg.co.th) according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 as follows:

- Proxy Form A. : General Proxy form (simple form)
- Proxy Form B. : Specific Proxy form
- Proxy Form C. : Proxy form for the Foreign Investor appointing the Custodian in Thailand

**Shareholder not be able to attend the Meeting may appoint a person as your proxy as follows:**

(1) General Shareholder shall select **only one** proxy forms either Form A. or Form B. **We suggest you to use Proxy Form B.** and choose your voting attention of each Agenda Item.

(2) Shareholders listed in the share registration book as Foreign Investor appointing the Custodian in Thailand can select **only one** of three Proxy Forms (Form A., Form B. or Form C.)

(3) A proxy grantor must appoint and authorize only one proxy to attend the meeting and cast the votes on his/her/its behalf and the number of shares held by such a proxy grantor may not be split for more than one proxy in order to separate the votes.

(4) Shareholders may grant proxy to any individual or appoint proxy to the company independent director (as detail in Enclosure 8). **In the case of granting proxy to the company independent director, SPCG suggested the proxy grantor to fill Proxy Form B.** and specify the authorization in each agenda, then submit the proxy form together with the supporting documents to the Company Secretary Office at 333/20, United Tower 16 Fl., Sukhumvit 55 Sukhumvit Road, Klongton-Nua, Wattana, Bangkok Thailand 10110 telephone 02-712-9501-5 ext 1622. Please kindly have the documents delivered to the Company **no later than Monday April 20, 2015.**

(5) A proxy grantor must fill in information in the proxy form and the signatures of both the proxy grantor and the proxy must be correctly placed therein with 20 baht stamp duty affixed and noted the date that submitted the proxy form in the document.

(6) A proxy must present and deliver the completed proxy form to the officer at the registration of meeting prior to attending the meeting.





### Meeting Registration

The shareholders shall register for the meeting attendance from 13.00 onwards on Friday 24 April 2015, at Grand Ballroom 5.Floor, S31 Sukhumvit Hotel located on 545 Soi Sukhumvit 31, Sukhumvit Road, Wattana, Bangkok 10110. The hotel's phone number +662 260 1111 (as map detail in Enclosure 9)

### Documents Verifying Eligibility to Attend the Meeting

Due to our barcode system, any person who wishes to attend the meeting must present the following documents (as the case may be) for registration prior to attending the meeting:

#### **1. In the event that the shareholder is a natural person:**

##### 1.1 Attendance in person:

An unexpired valid official ID card in where a photograph is shown, e.g. personal ID card, driver license, or passport. In the case of changing name, please provide the related document.

##### 1.2 Attendance by proxy:

(1) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with 20 Baht of stamp duty affixed.

(2) A copy of the proxy grantor's unexpired official ID card as referred to in 1.1 certified true and correct by the proxy grantor.

(3) An unexpired original of the proxy's official ID card as referred to in 1.1.

#### **2. In the event that the shareholder is a juristic person:**

##### 2.1 Attendance in person by an authorized representative of the shareholder:

(1) An original of such authorized representative's official ID card as referred to in 1.1.

(2) A Photocopy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having power and



authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative.

2.2 Attendance by proxy:

(1) A proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed.

(2) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative.

(3) A photocopy of unexpired valid official ID card containing detail and information as referred to in 1.1 of the authorized representative who signs in the proxy form as the proxy grantor, certified true and correct by such authorized representative.

(4) An original of the proxy's unexpired official ID card as referred to in 1.1.

**3. In the event that the shareholder is foreign investor who appointed custodian in Thailand**

Shareholder appointed a custodian as in proxy form C must present the following:

3.1 Evidence document from the custodian

(1) A proxy form C, the form of which is completely filled, signed by the proxy grantor (the shareholder) and the custodian, and together with 20 Baht of stamp duty affixed.

(2) A confirmation letter that custodian has been licensed to engage in custodian business.

(3) A copy of the Affidavit or Certificate of Incorporation of the custodian showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized custodian of the shareholder having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct



by such authorized custodian.

(4) A photocopy of unexpired valid official ID card containing detail and information as referred to in 1.1 of the authorized custodian who signs in the proxy form as the proxy grantor, certified true and correct by such authorized custodian.

### 3.2 Evidence document from the shareholder

(1) A power of attorney authorizing the custodian to appoint the third party as the foreign investor's proxy.

(2) A photocopy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative.

(3) A photocopy of unexpired valid official ID card containing detail and information as referred to in 1.1 of the authorized representative who signs in the proxy form as the proxy grantor, certified true and correct by such authorized representative.

### 3.3 Evidence document from the proxy

An original of the proxy's unexpired official ID card as referred to in 1.1.

## **4. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws**

Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative(s) of such juristic person.



### Voting Procedure

1. One vote for one share
2. The shareholder or the proxy as in proxy form A and form B can vote to approve, to disapprove, or to abstain (select only one) for the presented agenda. Cannot divide his/her vote in each agenda.
3. The shareholder is a non-Thai shareholder incorporated under foreign laws and foreign investor who appointed custodian in Thailand in the proxy form C may divide his/her vote in each agenda.
4. The officers will give out the voting ballot at the registration table for (1) The shareholder (2) the proxy of such under the proxy form A and (3) the proxy of such under the proxy form B and proxy form C.

In the event that the proxy grantor stated in the certified proxy letter that his/her proxy has the authority to vote on his/her behalf for all presented proposals without verifying the number of their vote, the officer shall not give out the voting ballot to the proxy. But if the proxy grantor verify the certain number of voting in the certified proxy letter, the officers will record the number of votes into the voting ballot prior the meeting.

5. The Chairman of the meeting will ask the shareholders to vote to approve, to disapprove, or to abstain with the presented proposal on each agenda. Please check in the box of “to approve”, “to disapprove”, or “to abstain” accordingly in the voting ballot, then raise your hand for the officers to count and record the number of votes in each agenda. The officers will collect the voting ballots and count the “disapprove” and “abstain” to deduct from the overall voting, the rest of the votes will be considered as approve. For the failed voting ballot is in the case of the voter did not correctly mark in the designated space or did not initialize on the correcting mark for instance.
6. For agenda item 5 To consider and approve the appointment of directors to replace the directors who will retire by rotation at the 2014 Annual General Meeting of shareholders and approve the appointment of directors to replace the resigning director, as the good governance practice from the stock exchange of Thailand committee, the officers will collect the voting ballots from the “disapprove” and “abstain” prior the “approve” voting ballots.
7. Prior casting the vote of each agenda, the chairman of the meeting will allow the shareholders to question or express opinion in that agenda. The person who asks question or expresses opinion, please specify his/her name and last name to the meeting before every time.
8. The decision or resolution of the shareholders’ meeting shall require to be passed by the following affirmative votes:

- (1) In an ordinary event, the majority votes of the shareholders present and vote at



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

the meeting. In case of an equality of votes, the chairman in the meeting shall have a casting vote.

(2) In the other events that specified under company policies or under the law, The Company will remark that specific policies or relating legals of the special agendas into the Invitation to the Annual General Meeting of Shareholders and stating that in particular agenda how much votes are required to be considered as approve.

(3) In the event that the votes are tie, the chairman of the meeting will cast a vote as a final dicion.

(4) Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matter.

9. After casting the votes, the counting will be process immediately. The chairman of the meeting will announce the resolution to the meeting in every agenda of shareholders meeting. The Company will use barcode system to register and count the votes and appointed the legal consutant and/or the representative of minority shareholders to witness the votes counting process to promote the good governace of the company.



แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

(ปิดอากรแสตมป์)  
20 บาท

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

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

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





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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2557

**Agenda No.1 Re: To Approve the Minutes of the Annual General Meeting of Shareholders for the year 2014**

- (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) 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 2557

**Agenda No.2 Re: To Acknowledge the Performance of the Company in the Year 2014**

วาระนี้เป็นวาระเพื่อรับทราบ จึงไม่มีการลงคะแนนเสียง

This agenda is for acknowledgement; therefore no vote casting is required.

วาระที่ 3 พิจารณาอนุมัติงบการเงินและงบการเงินรวมของบริษัทฯ ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2557

**Agenda No.3 Re: To Consider approving the Company's financial statements and the consolidated financial statements for the fiscal period ended on December 31, 2014**

- (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) 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 พิจารณาอนุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2557

**Agenda No.4 Re: To Consider approving the allocation of the 2014 operating profit and dividend payment**

- (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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 5 พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 และแต่งตั้งกรรมการใหม่แทนกรรมการที่ลาออก

Agenda No.5 Re: To Consider approving the appointment of directors to replace the directors who will retire by rotation at the 2015 Annual General Meeting of shareholders and approve the appointment of directors to replace the resigning director

(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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

การแต่งตั้งกรรมการทั้งชุด

Vote for all nominees as a whole

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

นายวันชัย หล่อวัฒนะตระกูล

Mr. Wanchai Lorwattanatrakul

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

นายวิฑูร มโนมัยกุล

Mr. Withoon Manomaikul

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

นายรัฐพล ชื่นสมจิตต์

Mr. Ratthaphol Cheunsomchit

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain



- วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ กรรมการตรวจสอบ และกรรมการสรรหาและกำหนดค่าตอบแทนประจำปี 2558

**Agenda No.6 To Consider approving the remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2015**

- (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) 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 พิจารณานุมัติจ่ายค่าตอบแทนคณะกรรมการบริษัทฯ (โบนัส) ประจำปี 2557

**Agenda No.7 To Consider approving the Directors' Remuneration (Bonus) for the year 2014**

- (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) 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 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558

**Agenda No.8 To Consider approving the appointment of auditors the auditors' remuneration for the year 2015**

- (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) 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 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

**Agenda No.9 Re: Other businesses (if any)**

(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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ 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  
(.....)



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

หมายเหตุ:

Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.**

**ALLONGE OF PROXY FORM B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน)

The appointment of proxy by the shareholder of SPCG Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น

In the meeting of the Extraordinary General Meeting of the Shareholders

ประจำปี 2558

ในวันที่ 24 เมษายน 2558

เวลา 14.00 น.

for the Year 2015

on 24 April 2015

at 2.00 pm.

ณ ห้องแกรนด์บอลรูม ชั้น 5 โรงแรม S31 สุขุมวิท ซอยสุขุมวิท 31 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at Grand Ballroom of the fifth floor of Hotel Bangkok, No. 545 Sukhumvit 31, Klongtoey-Nua, Wattana, Bangkok or any adjournment at any date, time and place thereof.

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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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.

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain



วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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.

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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่.....เรื่อง เลือกตั้งกรรมการ (ต่อ)

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

ชื่อกรรมการ.....

Director's name

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain



ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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

ชื่อกรรมการ.....

Director's name

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



The detail of Director (Proxy for Shareholder)



**1. Mr. Kiatchai Pongpanich**

<b>Age</b>	73 years-old
<b>Residing</b>	40/9 Tessaban Nimit Tai, Prachanvate 1, Ladyao, Jatujak, Bangkok
<b>Mailing Address</b>	333/20 United Tower 16 Floor, Soi Sukhumvit 55, Sukhumvit Road. Klongton-Nua, Wattana Bangkok 10110 Fax: +662 712 6088
<b>Position</b>	- Independ Director of SPCG Public Company Limited - Chairperson of Audit Committee of SPCG Public Company Limited
<b>Education</b>	5.B.A.(Hons) in Political Science, Chulalongkorn University 6.M.A. in Development Education, Stamford University, California U.S.A. 7.M.A. International Education Development, Standford University, U.S.A.
<b>IOD Training</b>	- IOD's Director Accreditation Program (DAP) class 15 year 2004 - IOD's Audit Committee Program (ACP) class 38 year 2012
<b>Other current Position</b>	- None
<b>Related Agenda Item</b>	- Agenda Item 6: To consider and approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for 2014





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

The detail of Director (Proxy for Shareholder)



**2. Asst. Prof. Dr. Siripong Preutthipan**

<b>Age</b>	52 years old
<b>Residing</b>	99/373 Soi Pruksachart, Sapansoong, Bangkok
<b>Mailing Address</b>	333/20 United Tower 16 Floor, Soi Sukhumvit 55, Sukhumvit Road. Klongton-Nua, Wattana Bangkok 10110 Fax: +662 712 6088
<b>Position</b>	<ul style="list-style-type: none"><li>- Independent Director of SPCG Public Company Limited</li><li>- Audit Committee of SPCG Public Company Limited</li></ul>
<b>Education</b>	<ul style="list-style-type: none"><li>- Transportation and Logistics (T&amp;L) Computer Information System (CIS), Ohio State University (OSU), Ohio, USA. National Dean's List and Summa Award Ohio State University (OSU), Columbus, Ohio</li><li>- Master of Business Administration, June 1988 Concentration: Management Information Systems (MIS) and Transportation &amp; Logistics (T&amp;L) University of Minnesota (U of M), Minneapolis, Minnesota, U.S.A.</li><li>- MBA, Management Information System (MIS) and Transportation and Logistics (T&amp;L) Carlson School of Management</li><li>- Doctor of Business Administration (DBA) The Joint Doctoral Program in Business Administration (JDBA) Chulalongkorn University</li></ul>
<b>IOD Training</b>	<ul style="list-style-type: none"><li>- IOD's Director Accreditation Program (DAP) class 55 year 2006</li><li>- IOD's Director Certification Program (DCP) class 76 year 2006</li><li>- IOD's Audit Committee Program (ACP) class 16 year 2007</li></ul>
<b>Other current Position</b>	<ul style="list-style-type: none"><li>- Director of SRT Electrified Train Co., Ltd.</li></ul>
<b>Related Agenda Item</b>	<ul style="list-style-type: none"><li>- Agenda Item 6: To consider and approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for 2014</li></ul>



## **7.2 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 judgement.
5. Has no other quality that may cause restriction in commenting freely on Company's operation.

## **7.3 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 interst 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 aquisition 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 Comapny 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 ofr 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 inline 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 audite committee reports by disclose in the Company's annual report. The aforementioned reports must be signed by the Chairmand 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 to.

4. Have the authorities to authorize a substituted agent and/or assigne 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 anytime 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 mater, 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 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 Chaorman 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 quarum, 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 proceeding fiscal year.
- (2) To consider and approve the Audited Balance Sheets and profit and loss statements for the proceeding fiscal year.
- (3) To consider apportioning the profit and retained earning 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.





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

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 approved from shareholders, the Company may transfer the other reserve, the reserve abided by law, or excess reserve accordingly to compensate the company cumulative loss.



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

Enclosure 10

## Map of Meeting Place At Grand Ballroom 5.Floor, S31 Sukhumvit Hotel

The hotel is located on 545 Soi Sukhumvit 31, Sukhumvit Road, Wattana, Bangkok 10110

The hotel's phone number +662 260 1111

**Contact Persons:**

**Company Secretary: Ms. Parichat Saipia**

Telephone: +662 712 9501 ext 1622

Mobile: +669 0 801 2210

**Investor Relations: Ms. Narada Ruthirago**

Telephone: +662 712 9501 ext 1427

Mobile: +668 1 781 7357

**Parking place:** parking on the car park of the **S31 Hotel** - about 250 units.

parking at **RSU Building** - about 250 units.

**BTS (Sky Train):** Phrom Phong BTS station (Exit 5) and walk about 150 meters, or motorcycle taxi ride costs about Baht 10.

**Bus:** 40, 38, 514

