



Criteria for Shareholders to Propose Agenda Item for the 2021 Annual General Meeting of Shareholders of SPCG Public Company Limited

1. Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, SPCG Public Company Limited provides the opportunity to shareholders to propose agenda item for 2021 Annual General Meeting of Shareholders in advance (“AGM”), with reference to the criteria as described below.

2. Shareholder Eligibility Criteria to Propose Agenda Item

The shareholder who wishes to propose the agenda item for the 2021 Annual General Meeting of Shareholders is required to possess all qualifications as following:

2.1 Being a shareholder or group of shareholders of the Company which total shareholding not less than 5 percent of the total voting rights of the Company; and

2.2 Shareholder(s) must have held those shares continuously from the date of holding the shares until the date of proposing the agenda item for at least 12 months.

3. Proposal of Agenda Item

3.1 Proposals not to be included in the Meeting Agenda

3.1.1 A proposal that related to the normal business operations of the company.

3.1.2 A proposal that is beyond the control of the Company.

3.1.3 A proposal that was proposed to the Shareholders’ Meetings during the past 12 months and was agreed with the votes less than 10 percent of the total shares with voting rights and the facts are not materially changed.

3.1.4 A proposal that is made by an unqualified person, submitted with incomplete or incorrect information, or submitted after the deadline.

3.1.5 A proposal that has no benefit to the Company’s operations.

3.1.6 A proposal or evidence sufficed by shareholders is untrue or ambiguous.

3.1.7 A proposal that is under management authority of the company except the one causing significant damages to general shareholders.

3.1.8 A proposal that violates applicable laws, rules and regulations enforced by regulatory agencies or related agencies, or non-compliance with the objectives, articles of association, and business ethics of the Company.

3.1.9 A proposal that is normally required by law to be considered at the meeting of shareholder and the Company has set to be an agenda every time.



3.1.10 A proposal that was already implemented by the Company.

3.1.11 A proposal that is a duplicate of the matter previously proposed.

3.2 Consideration Procedures

3.2.1 In case of a single shareholder, who is fully qualified as the criteria in no.2; the shareholder must prepare and submit the “**Agenda Item Proposal Form**” to the Company as specified in no.4 with any support documents which will be beneficial to consideration process, the evidence of shareholding, and personal documents as follows:

- (1) Evidence of shareholding, i.e. certificates of shares’ held issued by a registered securities company or other certificated documents issued by Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand.
- (2) Personal documents, i.e. in case of the shareholder is a person, he/she must enclose a copy of identification card or passport (in the case of a non-Thai national). Where a shareholder is a juristic person, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national).

3.2.2 In case that several shareholders would jointly propose the agenda, every shareholder must prepare and submit the “**Agenda Item Proposal Form**” to the Company as specified in no.4 which must be collected as one set with any support documents which will be beneficial to consideration process, the evidence of shareholding, and personal documents as follows:

- (1) The 1st shareholder must complete the Agenda Item Proposal Form and must affix his/her signature as evidence.
- (2) Other shareholders (except the 1st shareholder) must affix their signatures in Agenda Item Proposal Form as evidence.
- (3) Evidences of shareholding of all shareholders under Clause (1) and Clause (2), i.e. certificates of shares’ held issued by a registered securities company or other certificated documents issued by Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand.
- (4) Personal documents, i.e. in case the shareholder is a person, he/she must enclose a copy of identification card or passport (in the case of a non-Thai national). Where a shareholder is a juristic person, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national).



3.2.3 The Chairperson and/or Chief Executive Officer and/or person or the group of persons assigned by the Board of Directors shall consider, check and collect documents for proposing to the Board of Directors to consider the suitability of the meeting agenda item which must not qualify as specified in no.3.1 unless the Board of Directors would be considered otherwise. The decision of the Board of Directors shall be final. The proposal approved by the Board of Directors, will be informed in the agenda of Annual General Meeting of Shareholders (AGM) with the Board of Directors opinion in the invitation letter to the AGM. If the proposal disapproved by the Board of Directors, the Company will inform the shareholders with reason after the Board of Directors meeting instantly or the next official date through SET's channel, Company's website and announce to all shareholders in the AGM.

4. Channel for Submitting the Agenda Item Proposal Form

The shareholders can propose the agenda item in advance during October 1, 2020 - December 31, 2020 by unofficially submitting the Agenda Item Proposal Form via facsimile number at 0-2011-8112, E-mail: parichat_s@spcg.co.th (Company Secretary) before submitting the original forms to the Company by post as the following address:

Company Secretary and Corporate Governance
SPCG Public Company Limited
No. 1 Capital Work Place Building, 10th Floor,
Soi Jamjan, Klongton Nua Sub-District, Wattana,
Bangkok Thailand 10110



Agenda Item Proposal Form

(1) I, Mr./Mrs./Miss.....being a shareholder of SPCG Public Company Limited (“SPCG”), holding.....shares, residing at Road Sub-District District Province..... Home/Office Phone No. Mobile Phone No.Fax No./E-mail Address

(2) I would like to propose the agenda of the 2021 Annual General Shareholders’ Meeting
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.....

(3) Proposal for consideration
.....
.....
and have support information beneficial for consideration
.....
and additionally support documents have been enclosed and certified as a true copy at every page, pages in total.

I hereby certify that the information provided in this forms, the evidence of shareholding, and supporting documents are correct in all respects; in witness whereof, I hereunder affix my signature as evidence.

Signed, Shareholder
()
Date.....

Remark:

1. The shareholders must enclose the documentary evidence with Agenda Item Proposal Form as follows:
 - 1.1 Evidence of shareholding, i.e. certificates of shares’ held issued by a registered securities company or other certificated documents issued by Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand.
 - 1.2 Personal documents, i.e. in case of the shareholder is a person, he/she must enclose a copy of identification card or passport (in the case of a non-Thai national). Where a shareholder is a juristic person, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national).
2. Shareholders can submit Agenda Item Proposal Form unofficially via facsimile number at 0-2011-8112, E-mail: parichat_s@spcg.co.th (Company Secretary) before submitting the original forms to the Company.
3. The original Agenda Item Proposal Form must be reached the Company within December 31, 2020 in order to allow the Board of Directors to consider in accordance with the criteria and propose to the 2021 AGM.