



**Criteria for the Shareholders to Nominate Candidates for Appointment as Directors in Advance
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 (“**the Company**”) provides the opportunity to shareholders to nominate candidates for appointment as Directors at the 2021 Annual General Meeting of Shareholders in advance (“**AGM**”), with reference to the criteria as described below.

2. The Shareholder Qualifications for Nominating a Candidate to be the Company's Directors

Shareholders who wish to propose the director nominations in advance must be qualified in accordance with the criteria as follows:

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 nominating a candidate to be the Company's Directors for at least 12 months.

3. Criteria for Nominating a Candidate to be the Company's Directors

3.1 Director Qualification

The candidate who is nominated to be the Company's directors shall be fully qualified and do not possess any prohibited characteristics under the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, the Public Limited Company Act B.E. 2535 and the Company's Articles of Association, as well as being knowledgeable, capable and experience that are beneficial to the Company's operation.

3.2 Consideration Procedure

3.2.1 Eligible Shareholder according to no. 2 can nominate a candidate to be the Company's directors by filling information and sending the attached “**Director Nomination Form**” to the Company as specified in no. 4.1 together with supporting documents for consideration of qualifications such as, education backgrounds, working history, supplementary documents which are useful for consideration of the Board of Directors (if any), the evidence of shareholding, the personal documents as specified in no. 4.2



3.2.2 The Chairperson and/or Chief Executive Officer and/or person or the group of persons assigned by the Board of Directors shall consider the qualifications, knowledge, abilities, experiences and suitability of the candidate together with the relevant documents or evidences. If it is deemed that the candidates are qualified and have the adequate information, it will be then proposed to the Board of Directors for consideration. The decision of the Board of Directors shall be final. The qualified candidate selected by the Board of Directors will be informed in the agenda of Annual General Meeting of Shareholders (AGM) with Board of Directors opinion in the invitation letter to the AGM. If the candidate 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. Submitting the Director Nomination Form

4.1 Shareholders can propose the director nominations in advance during **October 1, 2020 – December 31, 2020** by unofficially submitting the attached Director Nomination Form via facsimile number at 0-2011-8112, E-mail: parichat_s@spcg.co.th (Company Secretary) before submitting the original forms "Director Nomination Form" to the Company by post as the following address:

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

4.2 Required supporting documents that shareholders must attach with the Director Nomination Form

4.2.1 Evidences 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.

4.2.2 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).

4.3 In case that several shareholders would jointly nominate a candidate to be the Company's Directors, every shareholder must complete and sign the "**Director Nomination Form**", and then together submit as one set.



Director Nomination 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 nominate Mr./Mrs./Miss, age, who is fully qualified and having no forbidden characteristics according to the Company’s criteria to be the Company’s directors. The evidence of consent giving of the nominee, as well as supporting documents indicating his/her qualifications such as educational backgrounds and working history, and other supporting documents are enclosed, totaling pages with certified true and correct signature on every page.

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

Signed, Shareholder
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Date.....

(3) I, Mr./Mrs./Miss, the person nominated to be a director under Clause (2), hereby consent and certify that I am fully qualified and having no forbidden characteristics according to the Company’s criteria to be the director, and acknowledge to comply with the good governance policy of the Company; in witness whereof, I hereunder affix my signature as evidence.

Signed, Director Nominee
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Date.....



Remark:

1. The shareholders must enclose the documentary evidence with Director Nomination 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 o., 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 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 case of a non-Thai national).
2. Shareholders can submit Director Nomination Form unofficially via facsimile number at 0-2011-8112, E-mail: parichat_s@spcg.co.th (Company Secretary) before submitting the original form to the Company.
3. The original Director Nomination Form must be reached the Company within December 31, 2020 in order to allow the Nomination, Remuneration and Corporate Governance Committee and the Board of Directors to consider in accordance with the Company criteria and propose to the 2021 AGM.