



**Invitation to the Extraordinary General Meeting
of Shareholders No.1/2021**

SPCG Public Company Limited

On Friday, January 15, 2021 at 09.30 hrs.

at Fuji Grand Ballroom, 4th Floor, Hotel Nikko Bangkok
No. 27 Soi Sukhumvit 55 (Thonglor), Sukhumvit Road,
Klongtan Nua, Wattana, Bangkok 10110

The registration will begin at 08.30 hrs.

For the registration, please bring the Notification of Meeting with barcode
present to staff at the meeting.

The company does not give away souvenirs in order to comply with the guidelines that the regulators of listed companies have campaigned to reduce/stop the distribution of souvenirs at the Extraordinary General Meeting of Shareholders.



No. CEO-394/2020

December 23, 2020

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2020.
 2. For Agenda 2 Information Memorandum regarding the acquisition of assets for the investment in the solar farm project for the new city area of Eastern Economic Corridor Special Development Zone (“EEC”) area and has a production capacity of not less than 500 MW, and the Entire Business Transfer (“EBT”) of Mitsu Power Group Co., Ltd. (“Mitsu”) (Appendix 2).
 3. For Agenda 5 to 6 Information Memorandum regarding the allocation of ordinary shares for the increase of capital of SPCG Public Company Limited.
 4. For Agenda 5 to 7 Capital Increase Report Form (F 5 3-4) of SPCG Public Company Limited.
 5. Independent Financial Advisor Report on the acquisition of assets regarding the investment in the solar farm project.
 6. Proxy Form A. Form B. and Form C. (Recommend using Form B.)
 7. The information of Independent Director (Proxy for Shareholders)
 8. The Articles of Association, concerning to the Shareholders’ Meeting
 9. Venue Map of the Extraordinary General Meeting of Shareholders No.1/2021
 10. Measures and practices for the Extraordinary General Meeting of Shareholders No.1/2021 under the circumstance of Coronavirus 2019 (COVID-19).

The Board of Directors of SPCG Public Company Limited in the meeting No. 10/2020 held on Wednesday, November 25, 2020 has carefully and thoroughly considered all related matters and resolved to approve the Extraordinary General Meeting of Shareholders No. 1/2021 (the “Meeting”) on Friday, January 15, 2021 at 09.30 hrs. at Fuji Grand Ballroom 4th Floor, Hotel Nikko Bangkok, No. 27 Soi Sukhumvit 55 (Thonglor), Sukhumvit Road, Klongtan Nua, Watthana, Bangkok 10110. The agendas of the meeting are as follows:



Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2020 held on May 11, 2020

Fact and Rationale: The Annual General Meeting of Shareholders for the year 2020 held on May 11, 2020. The meeting's minutes were prepared and submitted to the relevant government agencies within the time prescribed by law, and publicized on the Company's website (www.spcg.co.th), the details as per the Enclosure 1.

Board of Directors' Opinion: The Meeting should approve the minutes of the Annual General Meeting of Shareholders for the year 2020 held on May 11, 2020.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

Agenda 2: To consider and approve the investment of solar farm project for the new city area of Eastern Economic Corridor ("EEC") Special Development Zone which has a production capacity not less than 500 MW through SET Energy Co., Ltd. ("SET Energy") and the Entire Business Transfer ("EBT") of Mitsu Power Group Co., Ltd. which holds 40% of the total shares in SET Energy, constitutes the purchase or acceptance of transfer of the business of another company, and is therefore subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and investment in the project, and the Entire Business Transfer which are an acquisition of assets of the Company.

Fact and Rationale:

According to the resolution of the Eastern Special Development Zone Policy Committee Meeting No. 1/2017 on April 5, 2017, issued the EEC Development Plan (B.E. 2017 - 2022). One of the key plans is the area-based development, aiming to uplifting the quality of life. Therefore, it is necessary to develop sufficient electric power infrastructure with stability and efficiency in order to support the increasing demand for electricity in the EEC area. In consideration with the Sustainable Development Goals (SDGs), the focus is on environmental friendly development and low-carbon society in order to reduce the drastic effects of climate change arising



from the developments, in which the government has developed in Thailand's 20-Year National Strategy. As a result, the Company, as a pioneer and expert in solar power generation business in Thailand, has conducted feasibility study and development of the project. On August 28, 2019, the Company entered into a memorandum of agreement with the Provincial Electricity Authority (“PEA”) and PEA ENCOM International Co., Ltd. (“PEA ENCOM”) for jointly study, develop and invest in Smart Grid, Smart Energy and Smart Environment in the EEC area.

For the feasibility study, the company coupled with PEA ENCOM International Co., Ltd., which is the first subsidiary company of the Provincial Electricity Authority (“PEA”) and was established to operate an investment in clean energy and various electric power businesses. Thana Power Group Co., Ltd. (“Thana”) who saw opportunities and initiated the business model of the solar farm project in the EEC area in the form of Distributed Generation, jointly established Set Energy Company Limited (“**Set Energy**”). After that, Thana Power Group Co., Ltd. restructured the company group by selling shares in Set Energy to Mitsu Power Group Company Limited (“Mitsu”)

SET Energy was appointed to perform its duty of generating electricity for the PEA in order to purchase and distribution of electricity for the new city area of Eastern Economic Corridor Special Development Zone (“EEC”) by connecting to the PEA system. On November 26, 2020, Set Energy signed a power purchase agreement with PEA ENCOM, while PEA ENCOM signed a power purchase agreement with PEA with the same conditions on November 25, 2020.

This investment in the solar farm project has the objective to drive the EEC area to be low carbon, clean and eco-friendly city in line with the Sustainable Development Goals (**SDGs**), strengthen stability of energy, support a long-term economic drive, increase the capacity to generate income, as well as the cash flow of the Company.

The related transactions to the investment in the solar farm project including 1) an increase in Set Energy's stake by accepting the entire business transfer from Mitsu, which holding 40% of the total shares in Set Energy (“**EBT**”) and 2) an investment in the solar farm project through Set Energy with an investment value of not exceed Baht 23,000 million (“**Investment in solar farm project**”). The details are as follows:



1. The Entire Business Transfer (“EBT”) of Mitsu Power Group Co., Ltd. (“Mitsu”) which holds 400,000 shares in SET Energy, in a proportion of 40 percent of total issued and paid-in shares of Set Energy. The Company will issue and consider an allotment of ordinary share, not exceeding 81,800,000 shares, with par value of THB 1.00 to Mitsu. This share allotment is for an exchange of Mitsu’s entire business transfer. The transaction is expected to take place within January 2021, which will occur after SET Energy has entered into the power purchase agreement with PEA ENCOM (which the agreement has been signed by the parties already on November 26, 2020) and the Company has obtained the approval from the shareholders Meeting. After the capital increase share allocation, Mitsu will dissolve of its business and begin the liquidation process, which is expected to be completed by 2021. After the dissolution and liquidation of Mitsu, its shareholders will receive the Company’s shares that allocated to Mitsu by shareholding proportion in Mitsu as per the details in Enclosure 2 and 3.

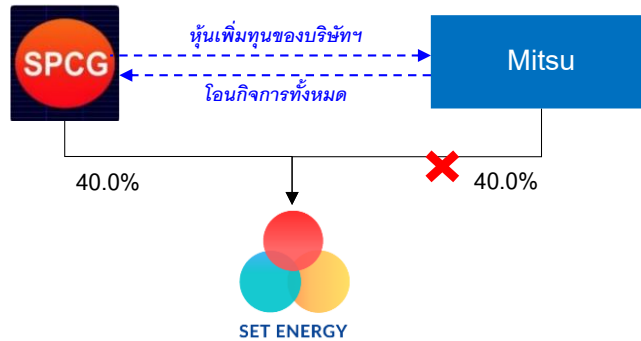
Shareholding Proportion of the Company Relevant at present are as follow:

- The Company holds 400,000 ordinary shares in SET Energy (accounting for 40%);
 - Mitsu holds 400,000 ordinary shares in SET Energy (accounting for 40%);
 - PEA ENCOM holds 200,000 ordinary shares in SET Energy (accounting for 20%)
2. The invest in the solar farm project for the new city area of Eastern Economic Corridor Special Development Zone (“EEC”) and has a production capacity of not less than 500 MW with an investment value of not exceeding THB 23,000 million through SET Energy, which is a limited company jointly owned by the Company and PEA ENCOM International Co., Ltd. (“PEA ENCOM”), set up by Provincial Electricity Authority (“PEA”) for the purpose of investment in clean energy and various electric power businesses. Regarding to this investment, the Company may consider a project finance to SET Energy by issuing bonds, Company’s operating cash flow in the future, and/or capital increase with General Mandate, if necessary. Nonetheless, the investment in the solar farm project will be started only when SET Energy has entered into the power purchase agreement with PEA ENCOM (which the agreement has been signed by the parties already on November 26, 2020) and the Company has obtained the approval from the Shareholders Meeting (the details as per the Enclosure 2).

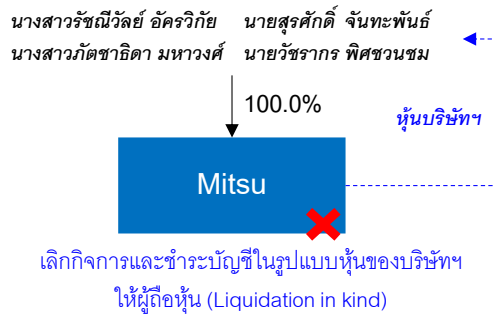


Transaction Process:

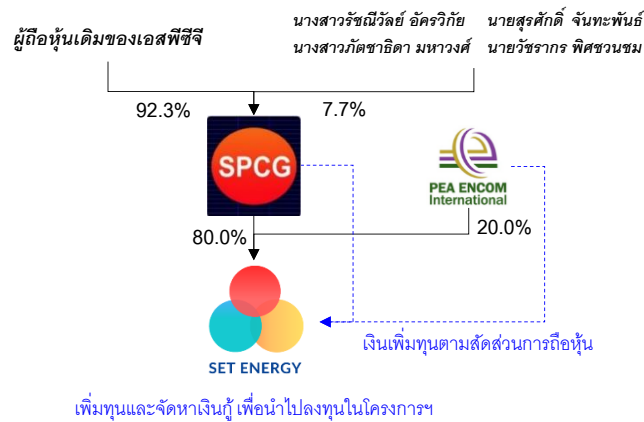
1. The acceptance of entire business transfer from Mitsui



2. The dissolution of Mitsui



3. Shareholding Structure after the transaction and investment in solar farm project





Source of funding for an investment in solar farm project:

The acquisition of the entire business transfer from Mitsu, constitutes the purchase or acceptance of transfer of the business of another company, and is therefore subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “**PLC Act**”) and investment in solar farm project, and the Entire Business Transfer which constitute a material asset acquisition transaction, pursuant to the Notification of the Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (including any amendment thereto) (collectively, the “**Notifications on Acquisition or Disposal of Assets**”). The maximum transaction value is equivalent to 108.77 percent, according to total value of consideration criteria by comparing with the total assets of the Company calculated from the Consolidated Financial Statement for the period ending 30 September 2020 which is classified as a “Class 1 Asset Acquisition Transaction” pursuant to the Notifications on Acquisition or Disposal. Therefore, the Company has to hold a shareholders meeting to seek approval on the investment in this solar farm project and acceptance of entire business transfer including all related transactions, whereby the Company shall obtain approval from the shareholders meeting by votes of no less than three-quarters of the total votes of the shareholders attending the Meeting and being entitled to vote, without counting the votes of the interested shareholders. The Company shall appoint an independent financial advisor (IFA) to provide opinions to the shareholders of the Company on the reasonableness and benefit of the investment and acceptance of entire business transfer from Mitsu, fairness of the price, and conditions of the transaction, as well as to deliver such opinions to the Office of the Securities and Exchange Commission (the “**SEC Office**”), the Stock Exchange of Thailand and all shareholders of the Company.



As a result of this, the investment in the solar farm project and acceptance of entire business transfer from Mitsu is not considered as Backdoor Listing pursuant to the Notifications on Acquisition or Disposal of Assets due to the fact that there is no transfer and/or change of controlling power over the company to a non-listed company and/or an asset owner and the existing shareholders will hold the shares of no less than 50 percent of paid-up registered capital, after the investment in the solar farm project and acceptance of entire business. (The shareholders ratio will not be lower than 92.25 percentage after acceptance of the entire business transfer from Mitsu).

Board of Directors' Opinion: The Meeting should consider and approve an investment in solar farm project through SET Energy and the acceptance of entire business transfer from Mitsu which its holding of 40% in SET Energy to increase the shareholding percentage in Set Energy. The investment in solar project has a suitable rate of return compared to the risk of investment, which will enable the potential to generate income and return for the Company and shareholders in the long term. Also, the acquisition of Mitsu's entire business will increase the flexibility for project management, effective financing and capability in the development of the solar project

Independent Financial Advisors' Opinions: In consideration of the suitability of this transaction, Avantgarde Capital Company Limited, as an independent financial advisor, has analyzed the objectives of the transaction and the operational capabilities by considering the information from financial statements for the past 3 years, the projection from the management, including public information in order to analyze the advantages and disadvantages of this transaction. The acquisition of an assets is a part of the goal and strategy in the operation of the Company to be a leader in the energy business with a specialization in development and management of the solar farm in order to comply with the government policy to support the use of renewable energy especially solar energy that will create sustainable energy for the nation. The Company would not have any financial burden from accepting of the entire business transfer from Mitsu. The investment in solar farm project will strengthen the stable and consistent operation of the company. The Company also received incentives under Investment Promotion Measures in the Eastern Economic Corridor (EEC). Since SET Energy is a potential investor, therefore, the Independent Financial Advisor is of the opinion that the transaction is reasonable.



Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a vote of not less than three-quarters of the total number of votes of shareholders' attending the meeting and eligible to vote.

Agenda 2, Agenda 4, Agenda 5 and Agenda 6 are considered related agendas. If any agenda is not approved by the shareholders' meeting. The Agenda 2 to Agenda 8 shall be canceled and will have no consideration of such agenda.

Agenda 3: To consider and approve the authorization of the board of directors and/or the Chief Executive Officer and/or any person who is assigned by the board of directors and/or the Chief Executive Officer to carry out actions associated with Agenda 2.

Fact and Rationale: In any proceedings involving transactions related to agenda 2, the Company has authorized any person the power to consider and carry out relevant matters in order to facilitate such implementation with convenience and flexibility, taking into account the best interest of the Company.

Board of Directors' Opinion: The Meeting should consider and approve the authorization of the board of directors and/or the Chief Executive Officer and/or any person who is assigned by the board of directors and/or the Chief Executive Officer to carry out actions relating to investment in the solar farm project and the EBT of Mitsu in order to facilitate such implementation with convenience and flexibility, taking into account the best interest of the Company.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes. In this regard, agenda 3 is related to the agenda 2.



Agenda 4: To consider and approve the capital reduction of the Company by eliminating 42,399,000 unissued ordinary shares with par value of THB 1.00 per share and the amendment to Clause 4. Registered Capital of the Company's Memorandum of Association

Fact and Rationale: Pursuant to the Public Limited Company Act B.E. 2535 (as amended) Section 136 (1) requires that the company may increase the amount of its registered capital by issuing new shares after all the shares have been completely sold and paid-up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or share warrant. In this regard, the Company's board of directors approved the capital decrease by eliminating 42,399,000 unissued ordinary shares with par value of THB 1.00 per share in order to allow the Company to issue ordinary shares for the increase of capital. In addition to the reduction of capital, the Company shall amend Clause 4. Registered Capital of the Company's Memorandum of Association as follows:

- (A) Reduce the registered capital from THB 1,016,389,000 to THB 973,990,000 by eliminating 42,399,000 unissued ordinary shares with par value of THB 1.00 per share;
- (B) Amend Clause 4. Registered Capital of the Company's Memorandum of Association to be in line with the capital reduction by replacing the previous clause with the new clause as follows:

Clause 4.	Registered Capital	THB 973,990,000	Baht Nine Hundred and Seventy-Three Million Nine Hundred and Ninety Thousand Only
	Divided into	973,990,000 shares	Nine Hundred and Seventy-Three Million Nine Hundred and Ninety Thousand shares
	Par value	THB 1.00	Baht One Only
	Classification		
	Ordinary share	973,990,000 shares	Nine Hundred and Seventy-Three Million Nine Hundred and Ninety Thousand shares
	Preference share	None	None



Board of Directors' Opinion: The Meeting should consider and approve the capital reduction of the Company by eliminating 42,399,000 unissued ordinary shares with par value of THB 1.00 per share and the amendment to the Company's Memorandum of Association, Clause 4. Registered Capital to be in line with the capital reduction.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a vote of not less than three-quarter of the total number of votes of shareholders' attending the meeting and eligible to vote.

Agenda 5: To consider and approve the capital increase of the Company by issuing increased ordinary shares, amount of 179,199,000 shares with its par value of THB 1.00 and the amendment to the Company's Memorandum of Association Clause 4. Registered Capital

Fact and Rationale: The Company plans to continuously expand its business and while in the process of the investment in the solar farm project, the Company plans to increase its registered capital by specifying the purpose of utilizing capital and by General Mandate. The allotment of new shares by specifying the purpose of utilizing capital is a Private Placement allotment of share to Mitsu in return of acceptance of entire business transfer and the allotment of new shares by General Mandate in order to encourage the financial capacity in the solar farm project development. In addition to the increase of capital, the Company shall amend Clause 4. Registered Capital of the Company's Memorandum of Association. The details are as follows:

- (A) To increase the capital from THB 973,990,000 to THB 1,153,189,000 by issuing increased ordinary shares, amount of 179,199,000 shares with its par value of THB 1.00.
- (B) To amend the Company's Memorandum of Association Clause 4 re: registered capital by cancelling the existing statement and replacing with the following statement:



Clause 4.	Registered Capital	THB 1,153,189,000	Baht One Thousand One Hundred and Fifty-Three Million One Hundred and Eighty-Nine Thousand Only
	Divided into	1,153,189,000 shares	One Thousand One Hundred and Fifty-Three Million One Hundred and Eighty-Nine Thousand shares
	Par value	THB 1.00	Baht One Only
	Classification		
	Ordinary share	1,153,189,000 shares	One Thousand One Hundred and Fifty-Three Million One Hundred and Eighty-Nine Thousand shares
	Preference share	None	None

Board of Directors' Opinion: The Meeting should consider and approve the capital increase of the Company by issuing increased ordinary shares, amount of 179,199,000 shares with its par value of THB 1.00 and the amendment to the Company's Memorandum of Association Clause 4. Registered Capital to be in line with the capital increase.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a vote of not less than three-quarter of the total number of votes of shareholders' attending the meeting and eligible to vote.

Agenda 6: To consider and approve the share allotment of Private Placement in the amount not exceeding 81,800,000 shares with a par value of THB 1.00 each, offered to Mitsu with value of THB 22.00 per share for the payment of EBT

Fact and Rationale: The Company plans a share allotment of Private Placement in the amount not exceeding 81,800,000 shares with a par value of THB 1.00 each, offered to Mitsu with value of THB 22.00 per share for the EBT payment to Mitsu as detailed in in Agenda 2. Nonetheless, Mitsu is not considered as connected person under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions dated 31 August 2008 (including amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand re:



Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transaction B.E. 2546 dated 19 November 2003 (including amendments). However, the offering price mentioned above is not considered as the newly issued share offering below market price as the price is not lower than 90 percent of weighted average price of the Company's shares traded on the Stock Exchange of Thailand ("SET") during the period of 15 consecutive business days prior to the date of the Board of Directors' resolution, calculated based on the market price from 4 November 2020 to 24 November 2020 which is equivalent to THB 21.06 per share (90 percent of the mentioned market price is equivalent to THB 18.95 per share.) As a result, the issuance and offering of ordinary shares by way of private placement requires votes of not less than 3/4 of total number of votes of shareholders present at the shareholders' meeting and entitled to vote.

Nonetheless, if on the date of share offering, the offering price at THB 22.00 per share to Mitsu is lower than 90 percent of the market price calculated on the date of share offering (the weighted average price during the period back dated from 7 to 15 consecutive business days prior to the date of share offering). Mitsu or the shareholders of Mitsu (In case Mitsu dissolved its business under the conditions of EBT by law) will be prohibited from selling the newly issued shares of the Company, allotted to Private Placement, within 1 year from the date such ordinary shares is in trading period in the SET. After 6 months of trading in the SET, Mitsu and the shareholders of Mitsu are now able to gradually sell 25 percent of such shares under silent period by depositing all shares with Thailand Securities Depository Co., Ltd. ("TSD")

In this regard, the Company has authorized the board of director of the Company and/ or the Chief Executive Officer and/ or any person who is assigned by the board of director of the Company and/ or the Chief Executive Officer to conduct any action as it may require in relation to the share offer above mentioned, including determining conditions and details of share offer, date and time of share subscription and assigning other persons for such actions.



Board of Directors' Opinion: The Meeting should propose to Meeting of Shareholders for an approval of the share allotment of Private Placement, in the amount of not exceeding 81,800,000 shares, with a par value of THB 1.00 to Mitsu with value of THB 22.00 per share for the EBT payment of Mitsu. The independent directors agreed on such opinion.

The Board of Directors hereby certify that the Board of Directors conduct the business of the company in good faith and with care to preserve the interests of the company regarding to this capital increase. However, in the case where any director performs any act if such act or omission causes damage to the company, the shareholders may claim compensation from such director pursuant to the section 85 of Public Company Limited Act B.E. 2535 (including any amendment thereto). And if that performance causes the Company's directors or the involved person has wrongfully benefited, shareholders can exercise their right to sue to recover benefits from the Company's directors. Instead of the company as section 89/18 of Securities and Exchange Act B.E. 2535 (including any amendment thereto). Moreover, the Board of Directors certify that the Board of Directors will be careful in considering and verifying the information of a the persons who will receive the shares from Private Placement allocations that such person have an investment potential and can actually invest in the company.

Required Votes: This agenda requires an approval from the shareholders' meeting and proxies with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

Agenda 7: To consider and approve the share allotment of General Mandate, in the amount not exceeding 97,399,000 shares with par value of THB 1.00, for Private Placement

Fact and Rationale: For encouraging the financial capacity in the solar farm project development in Agenda 2. and strengthening the financial investment for the solar farm project, the Company's board of directors approve the share allotment by General Mandate in the amount not exceeding 97,399,000 shares with par value of THB 1.00, for Private Placement.



In this regard, the Company has authorized the board of director of the Company to conduct any action as it may require in relation to the share offer above mentioned, including determining conditions and details of share offer, date and time of share subscription and assigning other persons for such actions.

The allotment of newly issued shares (a) shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 entitled Rules on Connected Transactions dated 31 August 2008 (including its amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand entitles Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 dated 19 November 2003 (including its amendments) and (b) shall not be a price below the market price pursuant to the Notification of Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval of Offer for sale of newly Issued Shares by Listed Companies in a Private Placement dated 28 October 2015 (including its amendments). In this regards, the determination of Private Placement shall not be lower than 90 percent of the Market Price (“Market Price” means the weight average of the Company’s ordinary shares price trading on the Stock Exchange of Thailand for 7-15 consecutive business days prior to the date of determined offering price) and (c) shall not result that the allocated persons obligate to voluntarily Tender Offer pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: The Acquisition of Securities for Business Takeovers dated 13 May 2011 (including its amendments).

However, the allotment of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

Board of Directors’ Opinion: The Meeting should consider and approve the share allotment of General Mandate, in the amount not exceeding 97,399,000 shares with par value of THB 1.00, for Private Placement

Required Votes: This agenda requires an approval from the shareholders’ meeting and proxies with a vote of not less than three-quarter of the total number of votes of shareholders’ attending the meeting and eligible to vote.



Agenda 8: To consider and approve the addition of the Company’s objective and the amendment to the Company’s Memorandum of Association, Clause 3. Objective to be in line with the Entire Business Transfer (“EBT”)

Fact and Rationale: To be in line with EBT from Mitsu, the Company’s board of directors approves the addition of the Company’s objective to be comprehensive and in line with such transaction as follows:

“Clause 34 To carry on the transfer or acquisition of business, including assets, obligations in relation to the business operation of other limited or public companies.”

The amendment to the Company’s Memorandum of Association, Clause 3. Objective to be in line with the addition of a new Company’s objective as follows:

“Clause 3. The objectives of the company contain 34 clauses”

Board of Directors’ Opinion: The Meeting should consider and approve the addition of the Company’s objective and the amendment to the Company’s Memorandum of Association, Clause 3. Objective to be in line with the Entire Business Transfer (“EBT”)

Required Votes: This agenda requires an approval from the shareholders’ meeting and proxies with a vote of not less than three-quarter of the total number of votes of shareholders’ attending the meeting and eligible to vote.

Agenda 9: Other matters (if any)



For any shareholder who wishes to appoint a proxy to attend and vote at this Meeting on your behalf, please fill out and sign the proxy forms as provided in the details as per Enclosure 6. or can download from the Company's website: www.spcg.co.th, and attach supporting documents indicated in the remarks written herebelow, and send the proxy form and supporting documents in advance of the meeting date to the Company Secretary & Governance, SPCG Public Company Limited, No. 1, Capital Work Place Building, 10th Floor, Soi Jamjan, Klongton Nua, Wattana, Bangkok 10110 Tel. 02-011-8111 ext 1031 or present them at the registration before the commencement of the Meeting.

In addition, the Company proposes a list of independent directors; Mr. Wanchai Lawattanatrakul and Mr. Apichat Limsethanuwat together with their name, age, address, and the presence or absence of special interest in the agenda proposed at the annual general meeting of shareholders for any shareholder who wishes to appoint the Company's independent director as your proxy, in the details as per the Enclosure 7.

The shareholders are therefore cordially invited to attend the aforementioned date, time, and place. **The registration will begin at 08.30 hrs.** In addition, Monday, December 14, 2020 is a record date for determine the entitlement of shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2021.

The Company has measures and practices for the Extraordinary General Meeting of Shareholders No. 1/2021 under the circumstance of Coronavirus 2019 (COVID-19) (as per the enclosure 10).

Yours faithfully

A handwritten signature in blue ink, appearing to be "Dr. Wandee Khunchornyakong Juljareern", written in a cursive style.

(Dr. Wandee Khunchornyakong Juljareern)
Chairperson



Remarks: For ease of verifying the status and rights to attend the Meeting, please follow the following instructions:

1. For shareholders wishing to attend the Meeting by himself/herself, please present the following documents at the registration:
 - 1.1 Natural Person Shareholder

Please show National identification card or any other cards issued by the government containing a photo of the shareholder or passport (for foreigners)
 - 1.2 Juristic Person Shareholder

Authorized person to act on behalf of the juristic person, please show Registration Certificate or Certification Document, seal (if any), and identification card of the authorized person
2. For shareholders wishing to appoint a proxy to attend and vote at the Meeting, please have the proxy present the following documents at the registration:
 - 2.1 Executed proxy and sealed (if applicable)
 - 2.2 A copy of identification card of shareholder or, in case of juristic person shareholder, Registration Certificate or Certification Document and/or power of attorney, together with appropriate power of attorney (if any)
 - 2.3 A copy of identification card of the proxy
3. All proxies must be affixed with Baht 20 stamp duty. Regardless of how many proxy appointed, only one will be able to attend and vote on behalf of the shareholder.
4. All copies of supporting documents shall be certified true copy by the shareholders.