



**Invitation to the Annual General Meeting
of Shareholders for the year 2021
SPCG Public Company Limited**

On Monday, April 19, 2021 at 14.00 hrs.

**At Convention Room AB, Floor 1, the Ambassador Hotel
No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110**

The registration will begin at 12.00 hrs.

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

The Company requests for cooperation from all shareholders to strictly
comply with the measures and practices for the 2021 Annual General Meeting
of Shareholders under the circumstance of Coronavirus 2019 (COVID-19)

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 Annual General Meeting of Shareholders.



Personal data protection notices (Privacy Notice)

SPCG Public Company Limited (“**the Company**”) attaches great importance to the protection of shareholders' personal information proxy and/or any other person who attended the shareholders' meeting. Therefore, we would like to inform the following information to the shareholders in order to comply with the Personal Information Act 2019.

Purpose, necessity and personal information to be collected

The company is required to collect your personal information as you have informed to the company, including general personal information such as name, surname, ID card number or passport number, Date of birth, gender, nationality, registration number of shareholders, number of shares, photos, motion picture from video recording at the event. Including health information, travel history related to health. For the benefit of public health and prevention of the spread of Coronavirus 2019 (COVID-19), etc. And contact information such as address, telephone number and e-mail, etc., for use under the following purposes.

1. Calling the Annual General Meeting of Shareholders for the year 2021 including organizing the Annual General Meeting of Shareholders as stipulated by law.
2. To be used for screening people at risk of COVID-19 for the benefit of public health and prevention of dangerous communicable diseases in accordance with the measures and procedures for organizing the Annual General Meeting of Shareholders for the year 2021 under the situation of the COVID-19 epidemic.
3. Submit the Annual Report for the year 2020 to the shareholders as notified.

Time period to keep personal information

The company will keep the personal information of the shareholders proxy and/or any other person who attended the shareholders' meeting confidentiality under the provisions of the law for the time required to use the information in order to achieve the aforementioned purposes. And the disclosure of such personal information will be for the purposes outlined in this document. The Company may disclose personal information to related persons or entities, including but not limited to service providers or consultants in organizing meetings. Service provider for sending documents and publishing. Technology provider only relevant to the service and required. Or government agencies involved in public health and prevention of communicable diseases and government agencies and officials with legal authority.



Data subject right

As you own the personal information. You have various rights as stipulated in the Personal Information Act 2019, which may include the right to withdraw consent, Right to audit, Requesting access to and obtaining personal information, Right to request correction of personal information to be accurate and up to date, Right to request deletion or destruction of personal information, Right to request to suspend use of personal information, Right to request transfer of personal information in accordance with the law, Right to complain and Right to object to the collection, use and disclosure of personal information about yourself.

However, if the personal information subject does not provide the information to the company that required for the purposes stated in this document. The owner of such personal information may be restricted from the meeting of shareholders or requesting related documents, etc.

Contacting the Company to exercise the rights of the personal information owner

SPCG Public Company Limited

Miss Parichat Saipia, Company Secretary

1 Capital Work Place Building, 10th Floor,

Soi Jamjan Klongton Nua Sub-District, Wattana, Bangkok Thailand 10110



No. CEO-111/2021

March 17, 2021

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2021.

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the minutes of the Extraordinary General Meeting of Shareholders no. 1/2021
 2. For Agenda 2 and 3 2020 Annual Report (QR Code)
(Download from the Notification of Meeting)
 3. For Agenda 4 Dividend Policy
 4. For Agenda 7 Profiles and relevant information of the nominated persons to be re-appointed as directors and and the Company's definition on Independent Director.
 5. For Agenda 8 Profiles of the nominated auditors to be elected as auditor for the year 2021.
 6. Proxy Form A. Form B. and Form C. (Recommend to use Form B.)
 7. The information of Independent Director (Proxy for Shareholders)
 8. The Articles of Association, concerning to the Shareholders' Meeting.
 9. QR Code for Downloading 2020 Annual Report.
 10. Venue Map of the Annual General Meeting of Shareholders for the year 2021.
 11. Request form for the 2020 Annual Report (Book)
 12. Measures and practices for the 2021 Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19)
 13. Form to submit question in advance for the 2021 Annual General Meeting of Shareholders.

The Board of Directors of SPCG Public Company Limited in the meeting No. 2/2021 held on Thursday, February 25, 2021, starting from 13.30 hrs. has passed the resolution to call the Annual General Meeting of Shareholders for the year 2021 on Monday, April 19, 2021 at 14.00 hrs. at Convention Room AB, Floor 1, the Ambassador Hotel No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110. The agendas of the meeting are as follows:



Agenda 1: To consider and approve the minutes of the Extraordinary General Meeting of Shareholders no. 1/2021 held on Friday, January 15, 2021.

Fact and Rationale: The Extraordinary General Meeting of Shareholders no. 1/2021 held on Friday, January 15, 2021. The meeting 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 Extraordinary General Meeting of Shareholders no. 1/2021 held on Friday, January 15, 2021.

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 acknowledge the Report of the Board of Directors of the Company's operating results for the year 2020.

Fact and Rationale: In the year 2020, the company has significant changes which affects the company operation. It can be summarized as follows:

- **Business operations**

At present, the Company has 36 solar farm projects spreading in 10 provinces, including Nakhon Ratchasima, Khon Kaen, Sakon Nakhon, Nong Khai, Udon Thani, Nakhon Phanom, Loei, Surin, Buriram and Lopburi with a total production capacity of over 260 MW. Started the first commercial operation date in 2010 at Solar Farm (Korat 1) and completed commercial operation date for all 36 projects in 2014. As a result of efficient management, in 2020, all 36 solar farm projects able to generate up to 385 million units of electricity.

The company has invested in solar power generation projects for use in new urban areas Eastern Economic Corridor Special Development Zone (EEC) with a total installed capacity of not less than 500 MW with an investment value of not more than 23,000 million baht through Set Energy Co., Ltd. (SET ENERGY), a subsidiary of SPCG which is a joint venture with PEA ENCOM International Company Limited (PEA ENCOM), the first subsidiary of the Provincial Electricity Authority (PEA), in which SET ENERGY has signed a power purchase agreement with PEA ENCOM on November 26, 2020. The objective of the investment in the said project is to drive the EEC area



into a low carbon society, a clean energy city. And environmentally friendly consistent with Sustainable Development Goals (SDGs), including helping to strengthen energy security. Supporting the long-term economic drive of the country, as well as help increase the Company's earning potential and cash flow.

In addition, the company has expanded business opportunities by investing in solar energy businesses abroad to increase opportunities for the Company's growth as follows:

- Tottori Yonago Mega Solar Farm Project

The company invests in cooperation with Kyocera Corporation (Kyocera), Japan and Tokyo Century Leasing Corporation (TCL) with a production capacity of 30 MW located in Tottori, Japan. With the opening ceremony of the project and distributing electricity into the commercial system (Commercial Operation Date: COD) has been completed. The power purchase agreement is available at a price of 36 yen per unit for a period of 20 years.

- Ukujima Mega Solar Project

SPCG invests in joint ventures with Kyocera Corporation (Kyocera), Japan, Kyudenko Corporation, Tokyo Century Corporation, Furukawa Electric Company Limited, Tsuboi Corporation and other small investors. The total installed capacity of 480 MW at Sasebo City, Nagasaki Prefecture, Japan. With project information Summarized as follows.

Total project investment	178,758,689,000 Yen
Debt to equity ratio	70:30
Shareholding proportion of SPCG 17.92%	9,000,000,000 Yen
Power Purchase Rate (FIT)	40 Yen per unit
Contract Period	17 Years 3 Months
Purchaser of Electricity	Kyushu Electric Power Co., Inc.
Construction period	2562-2566 (March)
Commercial Operation Date (COD)	1 July 2023

In the year 2020, the company has paid the capital no. 1/5 in the amount 2,289,680,925 yen as of March 26, 2020 and has paid the capital no. 2/5 amount 1,924,187,000 yen as of May 18, 2020



The project is under development, which in 2020 has been undertaken in various civil works such as land preparation for AC-DC Converter PCS, road works, safety protection work, tree pruning, site Measuring, soil improvement, structural work for Installation of solar panels, etc., with a period of completion within 2023 as originally scheduled.

- **Financial management**

The company gives important to financial cost management and liquidity management. By focus on financial planning, financial risk management and investment management to support sustainable business growth. In 2020, the Company has been rated corporate credit and debentures at A level with the outlook for stable credit rating by TRIS Rating Co., Ltd.

- **Corporate governance**

The company still adheres to conducting business with good corporate governance principles. By giving importance to conducting business with social and environmental responsibility. This includes operating the business with integrity, ethics, honesty, transparency, and treating all stakeholders equally. The Company also operates in accordance with the anti-corruption policy and measures. This is considered part of the good corporate governance policy by the Company's directors, executives, employees and related persons will not solicit, take action or accept corruption for the benefit of themselves, family, friends and acquaintances in all forms. Both direct and indirect. Covering all businesses and all departments both public and private sectors where the business of the company get involved. The policy is regularly reviewed as well as reviewing the practice guidelines and operating requirements in line with changes in business, regulations and legal requirements. Also provide a secure communication channel for the Company's personnel and all stakeholders can report clues, complaints or suggestions in the event of corruption.

- **Honourable Award of Success**

The company received two honourable awards from the SET Awards 2020, which are (1.) Best Company Performance Awards among listed companies with market capitalization higher than 10,000 million baht but not more than 30,000 million baht. This reflects the business operation that can generate outstanding business performance. Along with good corporate governance as well as being able to comply with the regulations of the Stock Exchange of Thailand on the issue of



disclosure and the quality of financial statements. And (2.) Outstanding CEO Awards, which is an award given to top management who has excellent leadership. Lead the organization to success and adhere to the moral principles in corporate management. Including having vision and strategic competence as well as being a person who values society and businesses that support the sustainability of the firm as well.

From the operations, the Company and its subsidiaries overall performances for the fiscal period ended on December 31, 2020, according to consolidated financial statements, resulted in profit of 3,062.4 million baht which is equivalent to 2.80 Baht per share compared to the year 2019, with a net profit of 3,011.3 million baht or 51.1 million baht increase, representing 2% growth rate.

So, as to comply with the Company's Articles of Association No. 31 which requires that the annual general meeting of the shareholders shall consider and acknowledge the Company's past performance which the company disclosed in Annual Report 2020 from January 1, 2020 to December, 31 2020 and distributed to the shareholders with the invitation. The details as per the QR Code and the Enclosure 2.

Board of Directors' Opinion: The Meeting should acknowledge the Report of the Board of Directors of the Company's operating results for the year 2020.

Required Votes: This agenda item is only for acknowledgement, and no votes were cast.

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2020.

Fact and Rationale: As per section 112, The Public Limited Company Act B.E. 2535 (as amended) ("**Public Limited Companies Act**"), and the Company's Articles of Association, Article 31 and 34 require that the Company shall prepare its financial statement comprising its balance sheet and income statement for its fiscal year and submit to auditor prior to presenting them for an approval of the shareholders' meeting. In this regard, the Company has prepared the consolidated financial statements and the Company's financial statements 2020 for the fiscal period ended on December 31, 2020, which have been audited by the Company's auditor, examined by the Audit Committee, and approved by the Board of Directors, the details of the said audited Statement of Financial Position and Statement of Comprehensive Income (the balance sheet and profit and loss



statement) and the auditor's report are presented in the section “Financial Statements” as per the Annual Report 2020 according to QR Code in the Notification of Meeting and distributed to the shareholders with the invitation. The details as per the QR Code and the Enclosure 2.

Summary of Total Operating Performance and Total Financial Position

Total Operating Performance	Year 2020	Year 2019
Revenues from Sales and Services (Million Baht)	4,920.2	5,246.5
Profit (Loss) for the Year (Million Baht)	3,062.4	3,011.3
Profit (Loss) per Share (Baht per Share)	2.80	2.74

Total Financial Position	As of December 31, 2020	As of December 31, 2019
Assets (Million Baht)	21,718.2	21,903.3
Liabilities (Million Baht)	4,562.5	6,299.1
Equity (Million Baht)	17,155.7	15,604.2

Board of Directors’ Opinion: The Board of Directors considered that the said financial statements have been audited by auditor. The auditor has expressed opinions on financial statements that it’s correct as it should be in essence in accordance with generally accepted accounting principles and approved by the audit committee. Therefore, the Meeting should approve the consolidated financial statements and the Company’s financial statements for the fiscal period ended on December 31, 2020 (the balance sheet and profit and loss statement), and acknowledge the said auditor’s report.

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 4: To consider and approve the appropriation and dividend payment from the Company’s operating results for the year 2020.

Fact and Rationale: As per section 116, the Public Limited Company Act and the Company's 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.



The company has completely appropriation of the legal reserve according to the laws and the Company's Articles of Association. However, the Extraordinary General Meeting of Shareholders No. 1/2021 on January 15, 2021 passed a resolution to approve the capital increase of 179,199,000 baht. From the original registered capital of 973,990,000 baht to a new registered capital of 1,153,189,000 baht to support the private placement of shares. Therefore, the company has to appropriation additional legal reserve of 13,680,000 baht, which will make the legal reserve according to the law with total amount is 115,318,900 baht. or equivalent to 10% of the Company's registered capital that must be reserved according to the laws and the Company's Articles of Association.

According to the Company Dividend Policy, the Company shall pay dividend of not less than 40% of net profit of the Company's financial statement after deduction of legal reserve and all other reserves in compliance with the company regulations and laws. If there is no other reason and the dividend payment doesn't affect the company operation significantly. The details as per the Enclosure 3 with the invitation.

The dividend payment for the year 2020, as per section 115, the Public Company Act and the Company's Articles of Association, Article 37, specify that the company can pay dividend from profit only. If the company accumulated losses prohibiting the company dividend payment.

As the Company has sufficient profits for dividend payout from the Company's operating results for the year 2020, the Company has proposed the appropriation and payment of dividend from the Company's operating results for the year 2020 at the rate of Baht 1.20 per share. For the first half of 2020 ended 30 June 2020, the Company had profits from its operations as presented in the Company's separate financial statements. The Board of Directors' Meeting No. 8/2020, held on August 7, 2020 approved an interim dividend payment from the Company's operating result during 1 January 2020 - 30 June 2020 at the rate of Baht 0.55 per share, totaling 535,694,500 Baht (Five hundred thirty-five million six hundred ninety-four thousand five hundred Baht), and the said interim dividend was distributed to the shareholders on September 4, 2020 in accordance with the the Public Limited Company Act B.E. 2535 (as amended), section 115 and the Company's Articles of Association, Article 37. The dividend declaration for the second half of the year 2020 at the rate of Baht 0.65 per share, amounting to Baht 686,263,500 (Six hundred eighty-six million two hundred sixty-three thousand five hundred Baht) shall be paid.



The said dividend payment is paid from the company's net profit. In case of the person receiving the dividend does not receive a tax credit because it's paid from the company's net profit that is tax exempt under the revenue code, Section 65 (bis) (10).

The comparison of dividend payment in the previous year as follow:

Detail of the dividend payment	Year 2020 (Propose)	Year 2019
1.Net Profit (the Company's financial statements) (Baht)	1,105,536,163	1,248,579,369
2.Number of share (share)	973,990,000	973,990,000
3.Earnings per share (Baht per share)	1.13	1.28
4.Total dividend paid per share (Baht per share)	1.20	1.22
4.1 first half interim dividend	0.55	0.50
4.2 second half Interim dividends	0.65	0.72
5.Number of share to dividend payment (share)	1,055,790,000	973,990,000
6.Total dividend payment (Baht)	1,221,958,000	1,188,267,800
7.Dividend payout ratio per net profit of the Company's financial statements (percentage)	110.53	95.17

Board of Directors' Opinion: The Meeting should approve as follows:

1. Approve appropriation of additional legal reserve of 13,680,000 baht, which will make the legal reserve according to the law with total amount is 115,318,900 baht., or equivalent to 10% of the Company's registered capital that must be reserved according to the laws and the Company's Articles of Association.
2. Acknowledged the interim dividend payment from the operating result for the period of January 1, 2020 - June 30, 2020 at the rate of Baht 0.55 per share, totaling 535,694,500 Baht (Five hundred thirty-five million six hundred ninety-four thousand five hundred Baht), and approve the dividend payment from the operating result for the period of July 1, 2020 - December 31, 2020 at the rate of Baht 0.65 per share, amounting to Baht 686,263,500 (Six hundred eighty-six million two hundred sixty-three thousand five hundred Baht) . Thus, the total dividend payment for the year 2020 was 1.20 Baht per share, totaling 1,221,958,000 Baht (One thousand two hundred twenty-one million and nine hundred fifty-eight thousand Baht). The shareholder's right to receive the dividend shall be determined in accordance with the record date on



Wednesday, March 17, 2021 and the dividend payment will be paid on Friday, May 14, 2021, However, the right to receive dividend payment is not certainty until it must be passed the AGM's resolution to approve the allocation of the year 2021.

The proposed dividend payment complies with the Company's dividend payment policy. The Board of Directors realize takes into the consideration of the operating results, cash flows, investment projects and considered the situation of the epidemic of COVID-19 carefully.

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 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2021.

Fact and Rationale: Pursuant to Article 15 of Articles of Association of the Company, the directors shall have the rights to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other types of benefits in accordance with the Articles of Associations or as approved by the General Meeting of Shareholders. The Nomination, Remuneration and Corporate Governance Committee has considered the remuneration for directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee by taking into account the suitability of various aspects and compare with other listed companies on the Stock Exchange of Thailand with reference to the same industry, together with the situation of the epidemic of COVID-19. It is deemed appropriate to determine the remuneration for the directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2021 same rate as the year 2020.

Board of Directors' Opinion: The Board of Directors with the recommendation of the Nomination, Remuneration and Corporate Governance Committee considered the appropriate of scope of duties of the Board of Directors, the company performance, business size, net profit, the situation of the epidemic of COVID-19 and current economic conditions. The Meeting should approve the remuneration for Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2021 same rate as the year 2020. The details are as follows:



1. The remuneration of the Board of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee

Details	Monthly Retainer (Only for non-executive directors)	Meeting Allowance (Only for attending the meeting)
Remuneration of the Board of Directors		
- Chairperson of the Board of Directors	35,000 Baht	20,000 Baht
- Directors	20,000 Baht	15,000 Baht
Remuneration of the Audit Committee		
- Chairperson of Audit Committee	35,000 Baht	20,000 Baht
- Member of Audit Committee	30,000 Baht	15,000 Baht
Remuneration for the Nomination, Remuneration and Corporate Governance Committee		
- Chairperson of Nomination, Remuneration and Corporate Governance Committee	-	20,000 Baht
- Member of Nomination, Remuneration and Corporate Governance Committee	-	15,000 Baht

2. Bonus for Board of Directors.

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 annual net profit details as follows:

- The maximum limit for payment of bonus is 1,200,000 Baht for Chairperson of the Board of Directors and Chairperson of the Audit Committee.
- The maximum limit for payment of bonus is 1,000,000 Baht for the Chief Executive Officer.
- The maximum limit for payment of bonus is 800,000 Baht for the Directors and Audit Committee.

3. Other benefits: Directors do not receive other types of remuneration.

In this regard, the Nomination, Remuneration and Corporate Governance Committee has authorization to determine the guidelines and the allocation of bonuses and to propose the Board of Directors' Meeting and the Annual General Meeting of Shareholders to consider before the actual allocation.

Remarks: Directors who act as members of many sub-committees to be paid (consists of monthly director remuneration and director bonus) at the highest rate only one position.



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

Agenda 6: To consider and approve the Directors’ Remuneration (Bonus) for the year 2020.

Fact and Rationale: According to Article 15 of Articles of Association of the Company, and the fact that the Board of Directors has been fully performed its duty with sacrifice. The Nomination, Remuneration and Corporate Government Committee has considered the Directors’ Remuneration (Bonus) for the year 2020 which is in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2020 approving the directors’ remuneration bonus that reflects and links to Company’s operating result or net profit not over 2% of the Company’s annual net profit details as follows:

- The maximum limit for payment of bonus is 1,200,000 Baht for Chairperson of the Board of Directors and Chairperson of the Audit Committee.
- The maximum limit for payment of bonus is 1,000,000 Baht for the Chief Executive Officer.
- The maximum limit for payment of bonus is 800,000 Baht for the Directors and Audit Committee.

Detail	Operating Performance Year 2020 (Propose)	Operating Performance Year 2019
Net Profit (the Company’s financial statements) (Baht)	1,105,536,163	1,248,579,369
Share of bonus for directors not over 2% of net profit (Baht)	22,110,723	24,971,587
The Directors’ Remuneration (Bonus) (Baht)	7,853,552	8,000,000
Percentage	0.71	0.64



Board of Directors' Opinion: The Meeting should approve the Directors' Remuneration (Bonus) for the year 2020 in the aggregate amount of Baht 7,853,552 (seven million eight hundred fifty-three thousand five hundred fifty-two baht) or representing 0.71 percent of the net profits of the Company stipulated in its financial statement which is in accordance with the resolutions of the Annual General Meeting of Shareholders for the year 2020.

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

Agenda 7: To consider and approve the appointment of directors who will be retire by rotation at the Annual General Meeting of shareholders for the year 2021.

Fact and Rationale: As per section 71 of the Public Limited Company Act, and Article 14 of the Articles of Association of the Company, one-third of directors must retire by rotation at every annual general meeting of shareholders. If the number of directors cannot be divided into 3 parts, the number nearest to one-third shall be drawn (1/3). Which the director with the longest position shall be retired by rotation and may be re-elected. In addition, in the Annual General Meeting of Shareholders for the year 2020, three directors are due to retire by rotation; namely,

1. Mr. Wanchai Lawattanatrakul Independent Director, Chairperson of Audit Committee and Chairperson of Nomination, Remuneration and Corporate Governance Committee
2. Mr. Withoon Manomaikul Director
3. Mrs. Narinporn Malasri Director and Executive Vice President (Management)

According to the good corporate governance practice regarding the equitable treatment of shareholders, the Company would like to invite the shareholders to propose agendas and nominate qualified candidates to be considered for election as a member of the Company's board of directors in the 2021 Annual General Meeting of Shareholders from October 1, 2020 to December 31, 2020., through the Stock Exchange of Thailand and published on the Company's website. After the expiration of the said period, there was no shareholder proposing any meeting agenda items in advance or proposing any appointment for the new director.



Board of Directors' Opinion: The Board of Directors of the Company, agreed with the Nomination, Remuneration and Corporate Governance Committee's recommendation, proposes that the Meeting should approve the appointment of 3 directors who will be retired by rotation of directors as follows: Mr. Wanchai Lawattanatrakul, Mr. Withoon Manomaikul and Mrs. Narinporn Malasri to be Director for another term given the reasons that those three directors have extensive knowledge and experience in the business, and have supported the Company business for a long time. Therefore, they should be reappointed. The Independent Directors have qualifications as defined by the company which is in accordance with the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand., which enable them to perform their duties and give opinions independently. The nominated directors were not present during the consideration of the matter. The appointment of directors above will be effective from the day after the date of the Annual General Meeting of Shareholders for the year 2021.

In this regard, profiles and relevant information of the nominated persons to be re-appointed as directors and elected as new directors, are as per the details in the Enclosure 4.

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 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2021.

Fact and Rationale: According to the Public Limited Company Act and section 120 and the Company's Articles of Association, Article 31, it is required that the annual general meeting of shareholders shall appoint auditors and set the remuneration of the auditor of the company every year.

Board of Directors' Opinion: The Board of Directors of the Company, agreeing with the Audit Committee, proposes that the Meeting should approve the appointment of auditors from KPMG Phoomchai Audit Ltd. ("KPMG"), who is the the auditor of the Company and its subsidiaries for the year 2020 as the auditor of the Company and its subsidiaries for the year 2021. Because, KPMG is the auditor in the approved list of the SEC. In consideration of the appointment of the Board of Directors, scope of service, audit fee, the auditor's experience and independence. In addition, the audit process including continuity in audits and audit performance. And it has satisfactory performances in terms of auditing, reporting, facilitating in the



previous year as well as capable team as independent auditors, useful and recommendations to ensure that accounting methods complied with the generally accepted accounting standards. By appointing the auditors of KPMG to act severally as the auditors of the Company for the year 2021 as follows:

1. Mr. Natthaphong Tantichattanon Certified Public Accountant No. 8829
2. Ms. Sophit Prompol Certified Public Accountant No. 10042
3. Ms. Dussanee Yimsuwan Certified Public Accountant No. 10235

The Board of Directors agreed to propose the annual general meeting of shareholders to define the auditors' remuneration for the year 2021 is set at the amount of 800,000 Baht (Eight hundred thousand Baht) without other service fees, which is the same rate for the year 2020.

The auditors' remuneration	Year 2021 (propose)	Year 2020
Quarterly and Annual Audit Fee	800,000 Baht	800,000 Baht
Other service fees	None	None

The above-named auditors are also appointed as year 2021 auditors of the Company's subsidiaries, total 42 companies. The 2021 auditor's remuneration for the Company and its subsidiaries, totals 5,000,000 Baht (Five million Baht) without other service fees.

In this regard, profiles of the nominated auditors to be elected as auditor for the year 2021, are as per the details in the Enclosure 5.

Such auditor will be the person who signed for review or audit and give opinions on the financial statements of the Company and affiliates for the fifth year. None of the auditors nominated above is a related party and has conflict of interests with the Company, subsidiaries, executives, major shareholders, or related parties of those. Therefore, they remain independent in conducting and express opinion on the statutory financial statements of the Company. Furthermore, none of previously mentioned auditors has performed the audit of the Company for more than the period specified by the relevant regulations and guidelines.

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 9: Other matters (if any)



According to the procedures established by the Company to provide the shareholders' right to propose agendas by receiving the proposal from the shareholders between October 1, 2020 to December 31, 2020., through the Stock Exchange of Thailand and published on the Company's website. After the expiration of the said period, there was no shareholder proposing any meeting agenda items in advance.

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 the 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 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 12.00 hrs.** In addition, the Company sets the date for determining the names of shareholders who are eligible to attend the Annual General Meeting for the year 2021 on Wednesday, March 17, 2021.

The company has Measures and practices for the 2021 Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19), as per the enclosure 12.

Yours faithfully,

(Dr.Wandee Khunchornyakong Juljareen)
Chairperson



Remarks: For the benefit of checking the status and rights to attend the meeting, please proceed as follows.

1. If any shareholder wishes to attend the meeting in person. Please present the following evidence to the Company's staff to register for the meeting before entering the meeting room.

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

(a) Please show the original identity card or other card issued by the government or passport (In the case of a foreigner) with a photograph and has not expired of the person authorized to act on behalf of the juristic person.

(b) Please provide a copy of the shareholder's corporate registration certificate. Issued by the Department of Business Development Ministry of Commerce. Which was issued within 1 year and signed to certify a true copy by the person authorized to act on behalf of the juristic person with the corporate seal (if any).

2. If any shareholder wishes to appoint a proxy to attend and vote at the meeting. Please inform the person to show the following evidence to the Company's staff before entering the meeting room.
 - 2.1 Proxy form which is filled correctly and completely and signed by the proxy and proxies
 - 2.2 Copy of shareholder's identity card (Proxy) and in case of juristic person, please show a copy of shareholder's juristic person registration certificate Issued by the Department of Business Development Ministry of Commerce which was issued within 1 year and signed to certify a true copy by the person authorized to act on behalf of the juristic person with the corporate seal (if any).
 - 2.3 The physical form of the identity card or other cards issued by the government or passports (In the case of a foreigner) with a photograph and not expired of the proxies.
3. Every proxy form must be affixed with a 20 baht stamp duty. However, even if there are many proxies, only one proxy can attend the meeting and vote on behalf of the shareholder.
4. Copy of all documents must be signed to certify all pages of the document by the shareholder.