



**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,

A handwritten signature in blue ink, consisting of a large, stylized initial 'W' followed by a long, horizontal flourish.

(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.



Enclosure 1 (for Agenda 1)

SPCG Public Company Limited

Minutes of the Extraordinary General Meeting of Shareholders No.1/2021

Held 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,

Klongton Nua, Wattana, Bangkok 10110.

Directors Present at the Meeting (Equivalent to 100 percent of the whole Board)

- | | |
|--|---|
| 1. Dr. Wandee Khunchornyakong Juljareern | Chairperson and Chief Executive Officer |
| 2. Mr. Somsak Khunchornyakong | Director and Executive Vice President (Operation) |
| 3. Mr. Jirakom Padumanon | Director and Executive Vice President (Solar Roof Business) |
| 4. Mrs.Narinporn Malasri | Director and Executive Vice President (Management) |
| 5. Mr. Withoon Manomaikul | Director |
| 6. Pol. Maj. Gen. Wanchai Wisuttinan | Director |
| 7. Mr. Wanchai Lawattanatrakul | Chairperson of the Audit Committee and Independent Director |
| 8. Dr. Art-ong Jumsai Na Ayudhya | Member of the Audit Committee and Independent Director |
| 9. Mr. Apichat Limsethanuwat | Member of the Audit Committee and Independent Director |

Executives Present at the Meeting

- | | |
|--------------------------------|---|
| 1. Mr. Chanchai Banditsaowapak | Executive Vice President (Solar Farm Business) |
| 2. Ms. Rungfah Larbyoenyong | Executive Vice President (Accounting & Finance) |
| 3. Dr. Alisa Khunchornyakong | Assistant to Chief Executive Officer |
| 4. Mr. Pipat Viriyatranon | Vice President of Financial Department |

Financial Advisors from Kiatnakin Phatra Securities Public Company Limited

1. Mr. Thanawat Chantrapannik
2. Mr. Arnick Boonprathuang

Independent Financial Advisors from Avantgarde Capital Company Limited

1. Mr. Worawat Watsanon
2. Ms. Vathuthita Techatarathip
3. Mr. Nutchanon Sakdapisit
4. Ms. Nichapun Pancharoenthavorn



Legal Advisors from KPMG Phoomchai Tax Company Limited

1. Ms. Supawadee Thananearamitkun
2. Ms. Charinya Rujirawanakul
3. Mr. Bhimukh Tiamsawet

Preliminary Proceedings

Dr. Wandee Khunchornyakong Juljarern, the Chairperson of the Board of Directors and Chief Executive Officer, presides over the Meeting as a Chairperson of the Meeting (“Chairperson”).

Ms. Parichat Saipia, the Company Secretary, acted as the Secretary of the Meeting (“Secretary”).

Ms. Paemika Kunchitvaranont acted as a master of ceremonies (“MC”).

The MC welcomed and thanked the shareholders for their attendance to the Extraordinary General Meeting of Shareholders No. 1/ 2021 and introduced the Board of Directors and sub-committees contain with the Audit Committee and the Nomination, Remuneration and Corporate Governance Committee including the executives, financial advisors, independent financial advisors, legal advisors and the company secretary, who attended this meeting of shareholders.

The MC informed the meeting that according to the good corporate governance practice about the process and method of the meeting including the voting procedure at the Meeting using the ballots that the company gave you when you register for the meeting and the procedure for counting of the votes as follows:

- There are 8 agendas to be voted on from a total of 9 agendas;
- The meeting will consider the following matters according to the agenda in the invitation and present information to the agenda. The company realized the right of shareholders as well as equitable treatment to shareholders, and to help prevent a spread of COVID-19 and for health safety of shareholders, between December 29, 2020 to January 8, 2021. The company gave the opportunity for shareholders to send questions in advance before the meeting by mail or e-mail. Currently, the period specified by the Company has elapsed, no shareholders submitted questions in advance of the meeting.



- According to the company provided a screening point before entering the meeting room and asked the shareholders to confirm the information before attending the meeting for the safety of all shareholders and proxies before beginning the meeting. The company would like to inform again to ask for the cooperation of shareholders or proxies who are in the risk group must not attend the meeting in the meeting room in order to look after the safety of all of you. Those in risk groups, including those who (1) travel to / from or pass through dangerous communicable disease areas in accordance with the notification of the Ministry of Public Health and the period of quarantine has not reached 14 calendar days or (2) fail screening, such as fever (temperature above 37.5 Degrees Celsius), coughing, sneezing, runny nose or difficulty in breathing. In that case, shareholders and proxies are able to appoint independent directors of the company to attend the meeting on your behalf.
- In voting, the shareholders and proxies shall have votes equivalent to the total number of shares held. One share shall be counted as one vote.
- The number of votes required for each agenda has been informed in the invitation. The shareholders will be informed again before voting for each agenda.
- For shareholders who attend the meeting in person and proxies as required by law shall follow the voting protocol as follows:
 - In every agenda, if no shareholder disapproves or abstains from voting, it shall be deemed that the shareholders have agreed with the proposed agenda in the number of the votes the shareholders are entitled to. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared and raise their hands. So that the Company's representatives can collect the ballots and hand them to the Ballot Counting Committee.
 - Voting in the following manners shall be deemed void:
 1. Ballot was marked in more than one boxes;
 2. Ballot shows contrary intention;
 3. Ballot shows no marking;
 4. Ballot contains a cross-out marking without a signature of the voter; and
 5. Ballot with votes exceeding the votes that the votes are entitled to.

In the case that shareholders wish to amend their votes on the ballots, the shareholders shall cross out the original marking and sign their names.



- Pursuant to Article 30 of the Articles of Association of the Company, resolutions of shareholders' meeting in normal agendas shall require an affirmative vote of a simple majority of the shareholders present at a meeting and have casted their votes. One share shall be counted as one vote. In case of a tie of votes, the Chairperson shall cast the deciding vote. Therefore, in calculating the majority votes of shareholders to approve the agenda, only the votes of approval and disapproval of shareholders attending the meeting and eligible to vote shall be counted and the abstention shall not be taken into account.
- The Company requests shareholders and proxies to consider and approve all agendas until the meeting has finished. However, if the shareholders or proxies need to leave the meeting room during the consideration of any agenda, please kindly contact our staff in front of the meeting room to return the ballot and record your departure from the meeting room.
- The Ballot Counting Committee is composed of:
 1. Officer, Vote Counting Service, Inventech Systems (Thailand) Co., Ltd.
 2. Ms. Chawalita Luckanatin, SPCG Staff
- In announcing the outcome, the Ballot Counting Committee will calculate the votes and inform the MC of the result. The MC will inform the Meeting of the resolution thereafter.
- In each agenda, the voting shall be carried out openly and is not a secret ballot. All ballots shall be collected to ensure transparency of the vote-counting procedure.
- At present, the Company has registered capital a total of 1,016,389,000 Baht and registered paid-up capital of 973,990,000 Baht, common stock of 973,990,000 with a par value of 1 Baht per share.

The company determined the names of the eligible shareholders to attend to the Extraordinary General Meeting of Shareholders No. 1/ 2021 or Record Date on Monday, December 14, 2020.

In the Meeting, there are 68 shareholders attending the Meeting in person representing 23,588,586 shares and there are 134 proxies attending the Meeting representing 625,385,758 shares. The total number of attendees is 202 persons representing 648,974,344 shares equivalent to 66.6305 percent of the total issued shares of the Company, which is 973,990,000 shares. Currently, the Company has a total of 10,368 shareholders representing 973,990,000 shares. Thus, the quorum is duly formed in accordance with the Articles of Association of the Company. The MC then invited Dr. Wandee Khunchornyakong Juljarern to be a chairperson and open and commence the meeting on the following agendas:



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

The Company were prepared and publicized the minutes of the Annual General Meeting of Shareholders for the year 2020 held on Monday, May 11, 2020 in the Company's website (www.spcg.co.th), the details as per the Enclosure 1 of the invitation.

The Chairperson provided an opportunity for shareholders to inquire and express their opinions. There were no questions and opinions from the shareholders.

The Chairperson then proposed the meeting to consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2020 held on Monday, May 11, 2020. The Chairperson also informed that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared and raised his hand to allow the staff to collect the ballot. The Shareholders who do not submit ballots will count as votes for approval.

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President (Accounting and Finance) to report the Meeting as follows:

Result of the Voting for Agenda 1

Resolution	Number of Votes	Equivalent To
Approved	648,710,859	100.0000
Disapproved	0	0.0000
Abstained	208,800	Not constituted as votes
Voided Ballot	0	0.0000
Total Votes	648,919,659	-



Resolution The Meeting approved the minutes of the Annual General Meeting of Shareholders for the year 2020 held on Monday, May 11, 2020. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

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 (“the project”) 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.

The Chairperson informed the meeting that 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 2021, the Company has plan to invest in 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 (“the solar farm project”) with an investment value of not exceed Baht 23,000 million. This investment in the solar farm project has the objective to drive the EEC area to be Low Carbon Society, clean and eco-friendly city in line with the Sustainable Development Goals (SDGs), strengthen stability of energy, support a long-term economic drive. The Company, as a pioneer and specializes in solar power business in Thailand, has study and develop the feasibility 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. and 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”)

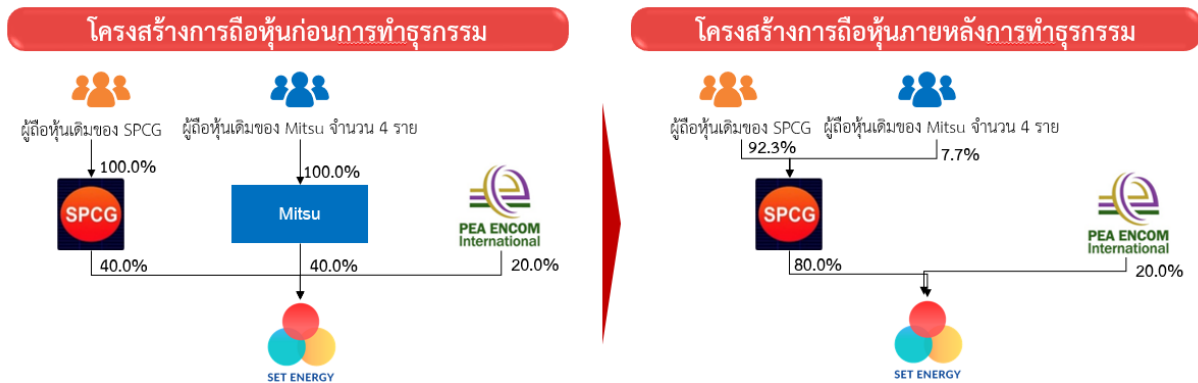


SET Energy was appointed to perform its duty of generating electricity for the PEA in order to purchase and distribution of electricity for the new city area of EEC area by connecting to the PEA system. On November 26, 2020, SET Energy signed a power purchase agreement with PEA ENCOM, while PEA ENCOM signed a power purchase agreement with PEA with the same conditions on November 25, 2020.

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”). Mr. Thanawat, the financial advisor, from Kiatnakin Phatra Securities Public Company Limited would be presented in detail and Mr. Worawat, the independent financial advisor (IFA), from Avantgarde Capital Company Limited would provide an opinion on the suitability in the investment.

Mr. Thanawat, the financial advisor, from Kiatnakin Phatra Securities Public Company Limited presented the information as follows:

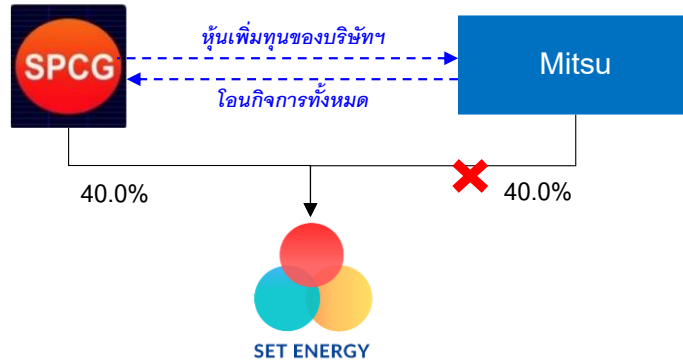
1. Background and transaction overview



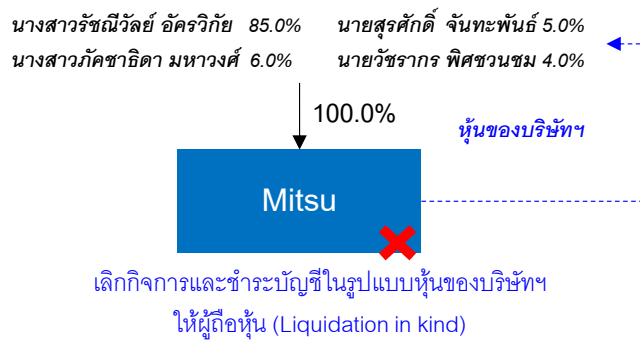


2. Transaction Process

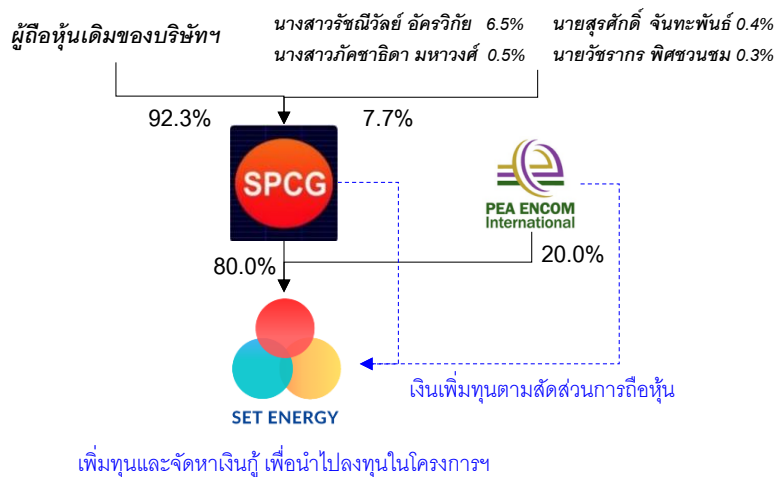
2.1 The acceptance of entire business transfer from Mitsu



2.2 The dissolution of Mitsu



2.3 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 from Mitsu 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. There is also no change in controlling power to the controlling power person of non-listed company. 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 transfer from Mitsu. (The shareholders ratio will not be lower than 92.25 percentage after acceptance of the entire business transfer from Mitsu).

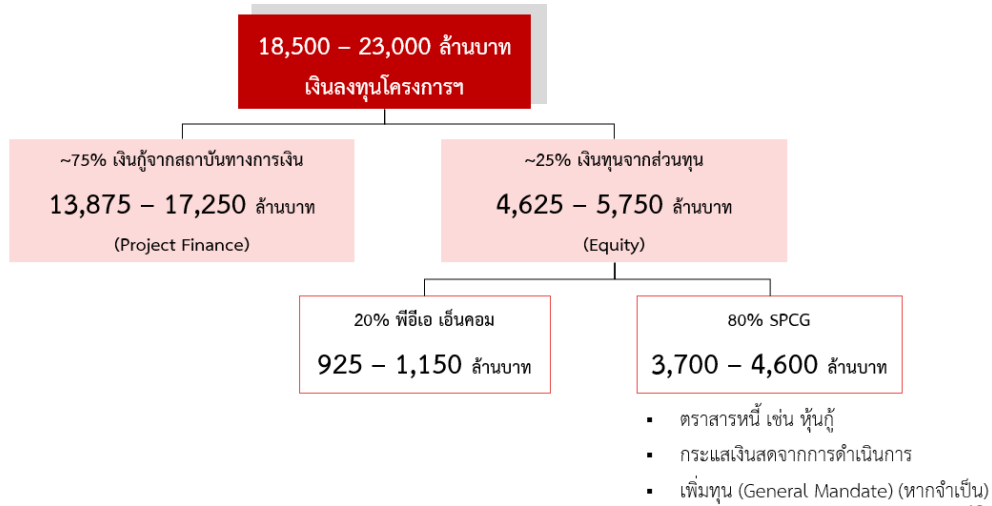


3. Summary of the power purchase agreement

Type of Power	Solar Power
Purchaser	SET Energy Co., Ltd.
Electricity Purchaser	PEA ENCOM International Co., Ltd. (PEA ENCOM signed a power purchase agreement with PEA with the same conditions)
Contract Effective Date	November 26, 2020
Power Purchase Agreement	<ul style="list-style-type: none"> • Electricity purchaser agrees to purchase and electricity producer agrees to sell electric power (kW) from solar power generation system which the production capacity is not less than 500,000 kW, whereby stipulating the date under Scheduled Commercial Power System Installation: SSPI) within 31 December 2026. • Electricity purchaser agrees to purchase and electricity producer agrees to sell electric power (kW) at all agreed quantity, not exceeding the consumption amount monthly used in the new city area and the five sub-districts in Bang Lamung district. • If the electricity producer cannot install solar power generation system and wish to extent the date of SPPI. The electricity producer shall notify this request in writing to the electricity purchaser at least 90 days before the last date of SSPI due to force majeure and/ or the electricity consumption, less than 500,000 kW, in the new city area and the five sub-districts in Bang Lamung district under the 60 days described in the SSPI.
Agreement period	25 years from the following date of execution in the agreement. After the completion of the agreement period, the electricity producer can extend the period for five time in each time.
Calculation of purchase of payment	The electricity purchaser shall charge electricity bill at the purchase rate in accordance with the wholesale tariff that PEA purchases from EGAT, under actual voltage level connected between the electricity purchaser and electricity producer. The electricity producer shall agree to deduct 1.00 Satang per each electricity unit (kW) which the electricity purchaser shall agree to purchase from the electricity producer on a monthly basis. And the electricity purchaser shall not charge the exceeded electricity amount to the electricity producer.



5. The Project Financing Plan



The company expects that the investment in the solar farm project shall not exceed THB 23,000 million by 2026 (excluding interest during the construction). SET Energy will provide Project Finance loan at debt-to-equity ratio (D:E) of 3:1 or no more than THB 17,250 million as well as the capital from shareholders (Equity) of not exceeding THB 5,750 million.

Therefore, the Company as a shareholder in SET Energy at 80 percent after the entire business transfer will have an investment of not exceed THB 4,600 million. The Company will consider issuing debt instruments such as debentures and/or operating cash flow and/or increasing capital by a general mandate (if necessary).

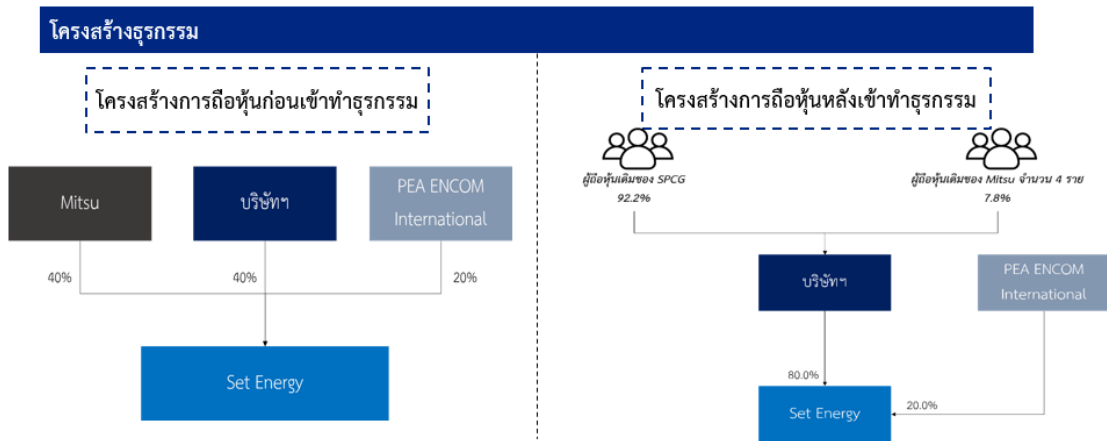
6. Assumption of revenue and EBITDA after the investment in solar farm project

After the total investment in the solar farm project has a production capacity reached 500 MW, the Company would have an estimated revenue of THB 2,500 million and EBITDA at THB 2,000 million.



Mr. Worawat, from Avantgarde Capital Co., Ltd as an Independent Financial Advisor (IFA) presented to the meeting as follow:

1. General characteristics of the transaction



2. The appropriateness and benefits of the transaction

- 2.1 The Company will increase the shareholding percentage in SET Energy in the amount equivalent to 40.0% to 80.0%. The Company will increase the production capacity of the project as the proportion of shares in SET Energy from 200 MW to 400 MW.
- 2.2 SET Energy, as a subsidiary of the Company, is part of the goals and strategies of the Company's operation in order to be a leader in the energy business with expertise in the development and management of the solar farm business focusing on an investment in companies operating the aforesaid business and to comply with the government policy to support the use of renewable energy especially solar energy that will help create sustainable energy security of the nation.
- 2.3 The Company will have controlling power and flexibility in project management in order to increase the financial flexibility. The Company will consolidate financial statement and recognizes the regular income and cash flow from selling electricity to PEA ENCOM and generates higher returns to shareholders.



3. Advantages of the transaction

3.1 Entire Business Transfer

3.1.1 No financial burden from the Entire Business Transfer of Mitsu

- The acceptance of entire business transfer from Mitsu by capital increase of the ordinary shares of the Company instead of paying by cash. The Company has no obligation to find sources of funds and does not affect the financial liquidity of the Company as well as increase the Company's debt to equity ratio.

3.1.2 The price of the transaction is reasonable.

- The Independent Financial Advisor has assessed the fair value range of Mitsu by Discounted Cash Flow method found that it was in the range of THB 1,613.2 - 2,028.9 million, compared to the transaction price of THB 1,799.6 million. The independent financial advisor is of the opinion that the transaction price is reasonable.
- The Independent Financial Advisor has assessed the issuance of newly issued of ordinary shares of the Company by Discounted Cash Flow method found that it was in the range of 21.0 - 22.7 baht per share, compared to the issuance price of newly issued of ordinary shares at 22.0 baht per share. Therefore, the Independent Financial Advisor is of the opinion that the transaction price is reasonable.

3.2 The investment in solar farm project

3.2.1 Increasing the stability and consistency of the performance in the future

- The investment in solar farm project will help the Company to expand its solar farm business, increase electricity generation, and recognize income and cash flow constantly from the operation of SET Energy.

3.2.2 Increase the flexibility in solar farm project management and the competitiveness of the Company

- The acceptance of entire business transfer from Mitsu will increase the financial flexibility of the Company and company's capabilities in the solar farm project development.



3.2.3 The construction model is easy for management

- The Distributed Generation will reduce the loss of the power transmission system since such system has less demand and backup power capacity than those of the Centralized Generation system. Thus, it can allow for a small capacity in the event that some power plants stop operation. When there is a technological change, such power generation system can also be adjusted more flexibly.

3.2.4 Receiving benefits from investment promotion measures in the Eastern Economic Corridor (EEC)

- SET Energy will receive benefits under Eastern Special Development Zone Act, which are an 8-year corporate income tax exemption and 50.0% corporate income tax reduction for another 5 years. Currently, the Company are applying for such benefits and expects to be granted permission by the second quarter of 2021.

4. Disadvantages of the transaction

4.1 Entire Business Transfer

4.1.1 The effects to the existing shareholders (Dilution Effect)

- The company will increase the newly issue of ordinary share of not exceeding 81,800,000 shares, with its value of THB 22.00 for the payment of Mitsu' s entire business transfer. The capital increase will have an effect to the Control Dilution at 7.75 percent, Earnings per share dilution at 7.75 percent, but have no effect to Price Dilution.

4.2 The investment in solar farm project

4.2.1 Financial burden from the transaction

- The source of funds for investment in the project is from long-term loan from financial institutions (Project Finance) of approximately THB 17,250 million. In addition, the investment in capital increase in SET Energy, the Company may consider issuing debt securities in the amount of not exceeding THB 5,000.0 million. After the transaction, the ratio of debt bearing interest to equity of the Company will increase from 0.36 times to 1.72 times, which is at a comparable level, comparing to a similar company with an average of 1.78 and is also lower than the current bond covenant of the Company at 3.00 times.



4.2.2 The Project invested by SET Energy has not sold electricity commercially yet.

- Set Energy is required to procure and purchase land for the construction of the project. In filing documents and requesting for licenses may have a risk in an investment and construction or the development of a solar farm project that may cause delay or cannot be completed. However, the company has experience and expertise, as a result, there is a low risk in the project development.

5. Risks of the transaction

5.1 Before entering into the transaction

5.1.1 Obtaining approval from the shareholders' meeting

- The Company shall hold the meeting of shareholders to approve the Entire Business Transfer of Mitsu with a vote of not less than three-quarters of the total number of votes of shareholders' attending the meeting and eligible to vote, excluding interested shareholders. 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 the Public Limited Companies Act, and investment in solar farm project constitute a material asset acquisition transaction, pursuant to the Notification of the acquisition or disposal of assets, which has the highest size of such transaction is equal to 108.77% according to the total value of consideration criteria.

5.2 After entering into the transaction

5.2.1 Risk from an investment in solar farm project of SET Energy

- The company expects to be able to commercial operation within 2021 - 2026. If there is any significantly factor that affects the development and operation of the project, the Company need to bear a lower return than expectation from investing in SET Energy. However, the Company and SET Energy will jointly study the feasibility of the project in details before making an investment decision.



5.2.2 Risk from project cost management

- Currently, the project is in the process of procuring and purchasing land for the construction of solar power plants. There is a risk in acquiring and purchasing land plots, which are suitable for utilizing space for maximum efficiency at an affordable price. Therefore, there is a chance that the cost of this project may increase higher than the specified investment budget and may not receive the expected returns.

6. Summary of Independent Financial Advisors' Opinions in consideration for an appropriate fair value range, the Independent Financial Advisor has the opinion that the assessment of net present value of cash flow (DCF) method is an appropriate valuation method. This is because it can reflect the future performance under the business plan and various assumptions that are reasonable. The Independent Financial Advisor has assessed the fair value range of Mitsu's EBT and the issuance of the Company's newly issued ordinary shares found that it is in the range THB 1,613.2 - 2,028.9 million and 21.0 - 22.7 baht per share, respectively, comparing to the price of the transaction in the amount of THB 1,799.6 million and the issuance price of the newly issued ordinary shares at 22.0 baht per share. The Independent Financial Officer is of the opinion that the transaction price is reasonable.

The Chairperson provided an opportunity for shareholders to inquire and express their opinions.

Mr. Pramote Lipratanasakul, a shareholder attending the meeting in person, asked the questions as follow:

1. How much does the Company invest in the solar farm project currently? Due to the financial advisor informed that the Company has already purchased the lands, how much land is required in this investment?
2. How much will debt-to-equity ratio be after the transaction?

The Chairperson answered the question as follows:

1. The company has no investment in this transaction right now, since the investment need an approval from shareholders' meeting. Initially, the Company has prepared for land reservation by consideration of land. This project is expected to use the land approximately 5,000 Rai.



2. After the shareholders' meeting approves an investment, the Company will obtain the source of funds. Currently, the Company has the debt-to-equity ratio of 0.36 times, which is expected to increase to 1.72 times, which the Company targeting no more than 2 times.

Mr. Athiwat Pattanachaiphuwanon, a shareholder attending the meeting in person, inquired that from the investment expansion of the Company in this project, how much will affect the interest expense each year to the Company's profit?

The Chairperson assigned Mr. Thanawat, as the financial advisor from Kiatnakin Phatra Securities Public Company Limited, to answered the inquiry in the case that the company can invest up to 500 MW, the assumption of interest expense is around THB 500-600 million per year, depending on the final negotiation. From the previous present, the EBITDA of the Company is approximately THB 2,000 million.

Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance, further informed that the interest expense during the project development, the Company can use the interest as the cost of the project and it will not affect the profit of the Company during project development.

Mr. Pisarn Jianmaneetaweesint, a shareholder attending the meeting in person, inquired the following:

1. The investment in solar farm project in the amount of 300 MW, will the Company have a profit if the Company recognize of an income which deduct the interest expenses and depreciation and how to calculate the depreciation?

2. The evaluation of fair value of the Company with Discounted Cash Flow method, does the Company include the running out of Adder?

3. In the regard of 5,000 Rai land purchase, the company will buy the land by itself or through SET Energy?

4. The fair value evaluation of the Company by P/E approach is around 21.3-23.5 Baht per share. Why the company use the fair value assessment of the business with Discounted Cash Flow method?

The Chairperson answered as follow:

1. In the investment in solar farm project in the amount of 300 MW, the revenue recognition in 2021, the Company may not have a profit because the investment in project development is quite high. The calculation of depreciation is based on the life span of each device such as solar panels from Kyocera Corporation, Japan, is 30 years, the inverter is 20 years, etc.



2. To evaluate the fair value of the Company with Discounted Cash Flow method is already included the running out of Adder in order to reflect the real performance.

3. The company will buy all land through SET Energy.

4. The Chairperson assigned Khun Worawat, the independent financial advisor (IFA), from Avantgarde Capital Company Limited, answered the inquiry that the share valuation under the Price to Earnings Approach (P/E) is based on the earning per share for the past 12 months which multiplied by the median of the P/E ratio. The independent financial advisor is of the opinion that this method reflects does not take into account of the following differences for each company – revenue structure, capital structure. Thus, this valuation approach may not reflect the fair value of the Company. The independent financial advisor will not use this method for the evaluation and is of the opinion to use Discounted Cash Flow Approach, which is appropriate because it can reflect the performance in the future under the business plan and various reasonable assumptions.

The Chairperson then proposed the meeting to consider and approve the investment of solar farm project through SET Energy and the acceptance of Entire Business Transfer from Mitsu, which holds 40% of the total shares in SET Energy in order to increase the shareholding proportion in SET Energy. Since the Project has the return rate suitable for investment risks, it will increase the efficiency in generating income and returns for the Company and shareholders in long-term. In addition, the acceptance of entire business transfer from Mitsu will increase the efficiency in management over the solar power project, be able to finance the project more efficiently as well as increase the capabilities of the company in the development of solar farm project. The Chairperson also informed the Meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders and proxies 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.



After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:

Result of the Voting for Agenda 2

Resolution	Number of Votes	Equivalent To
Approved	648,963,925	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total Votes	648,963,925	100.0000

Resolution The Meeting approved 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., 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. With a vote of not less than three-quarters of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

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

The Chairperson informed the meeting that in any proceedings involving transactions related to agenda 2, the Company should has authorized 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 the power to perform any action related to the investment in solar farm project and the acceptance of entire business transfer from Mitsu in order to facilitate such implementation with convenience and flexibility, taking into account the best interest of the Company.



The Chairperson provided an opportunity for shareholders to inquire and express their opinions. There were no questions and opinions from the shareholders.

The Chairperson then proposed the meeting 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. The Chairperson informed the Meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders and proxies attending the meeting and casting their votes. In this regard, agenda 3 is related to the agenda 2.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:

Result of the Voting for Agenda 3

Resolution	Number of Votes	Equivalent To
Approved	648,964,935	100.0000
Disapproved	0	0.0000
Abstained	0	Not constituted as votes
Voided Ballot	0	0.0000
Total Votes	648,964,935	-

Resolution The Meeting approved 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. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and casting their votes.



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.

The Chairperson informed the meeting that 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 cancelling the existing statement and replacing with the following statement:

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-



The Chairperson provided an opportunity for shareholders to inquire and express their opinions. There were no questions and opinions from the shareholders.

The Chairperson then proposed the meeting 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. The Chairperson informed the Meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:

Result of the Voting for Agenda 4

Resolution	Number of Votes	Equivalent To
Approved	648,966,135	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total Votes	648,966,135	100.0000

Resolution The Meeting approved 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. With a vote of not less than three-quarters of the total number of votes of shareholders and proxies 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

The Chairperson informed the meeting that the Company plans to continuously expand its business and is in the process of the investment in the solar farm project. The Company plans to increase its registered capital by Specified Objectives for the use of capital and General Mandate. The allotment of new shares by Specified Objectives for the use of capital is a Private Placement allotment of share to Mitsu in return of the 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-



The Chairperson provided an opportunity for shareholders to inquire and express their opinions. There were no questions and opinions from the shareholders.

The Chairperson then proposed the meeting 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 to be in line with the capital increase. The Chairperson informed the Meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:

Result of the Voting for Agenda 5

Resolution	Number of Votes	Equivalent To
Approved	648,655,835	99.9521
Disapproved	0	0.0000
Abstained	310,300	0.0478
Voided Ballot	0	0.0000
Total Votes	648,966,135	100.0000

Resolution The Meeting approved 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. With a vote of not less than three-quarters of the total number of votes of shareholders and proxies 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, offered to Mitsu Power Co., Ltd. (“Mitsu”) with value of THB 22.00 per share for the payment of Entire Business Transfer (“EBT”)

The Chairperson informed the meeting that 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 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 on 31 August 2008 (including any amendments thereto) 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 any amendments thereto). 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. The 90 percent of the mentioned market price is equivalent to THB 18.95 per share.)

Nonetheless, if on the date of share offering, the offering price is 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 trading in SET. After 6 months of trading in SET, Mitsu and the shareholders of Mitsu are permitted to sell 25 percent of the silent period shares 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 mentioned above, including determining conditions and details of share offer, date and time of share subscription and having the power to assign other persons for such actions.



The Chairperson provided an opportunity for shareholders to inquire and express their opinions.

Mr. Kittipot Arpakiatiwong, a proxy, asked whether after the allocation of capital increase to Mitsu, will the shareholders of Mitsu continue to hold shares and would like to be a director of the Company?

The Chairperson informed that according to the acceptance entire business transfer from Mitsu will help increase the potential in solar farm project development in terms of management, project finance and driving to the goals within 5 years. Mitsu will be a business partner of the company in project development and in the future. Currently, Mitsu has not announce their intention to become a director of the Company.

Mrs. Rossalin Namkanisorn, a shareholder attending the meeting in person, inquired that since Rayong is currently the most controlled area according to Order of the Centre for the Administration of the Situation due to the Outbreak of the Communicable Disease Coronavirus (COVID-19), will this situation affect the Company's investment?

The Chairperson answered the question that the Company focuses on creating local labor in the area of solar farm project development, therefore there was no labor migration. In addition, the use of communication through the conference system will not affect the Company's operations.

The Chairperson then proposed the meeting 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, offered to Mitsu Power Co., Ltd. ("Mitsu") with value of THB 22.00 per share for the payment of Entire Business Transfer ("EBT") from Mitsu. The Chairperson also informed the meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairperson further informed the meeting that according to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a majority vote of the total number of votes of the shareholders and proxies attending the meeting and casting their votes.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:



Result of the Voting for Agenda 6

Resolution	Number of Votes	Equivalent To
Approved	648,915,737	99.9922
Disapproved	50,400	0.0077
Abstained	0	Not constituted as votes
Voided Ballot	0	0.0000
Total Votes	648,966,137	-

Resolution The Meeting approved 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 Power Group Co., Ltd. (“Mitsu”) with value of THB 22.00 per share for the payment of EBT. With a majority vote of the total number of votes of shareholders and proxies 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, offered to the Private Placement

The Chairperson informed the meeting that in order to encourage the financial capacity in the solar farm project development in Agenda 2. and to strengthen and manage the capital structure effectively, 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 mentioned above, including determining the offering price, which the price will be in the best interests of the Company and overall shareholders, as well as conditions and details of shares offer, date and time of share subscription.

The allotment of newly issued shares (a) shall not be allocated to the connected persons in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated on 31 August 2008 (including its 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 on the Connected Transactions B.E. 2546 dated on 19 November 2003 (including any amendments



thereto) (b) shall not be a price below the market price according to the Notification of Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval Offer for sale of newly Issued Shares by Listed Companies in a Private Placement dated on 28 October 2015 (including any amendments thereto). In regarding to the application for and the permission to offer sale to the private placement and determining the offering price for the newly issued shares to the private placement, shall not be lower than 902 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 according 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 any amendments thereto).

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

The Chairperson provided an opportunity for shareholders to inquire and express their opinions. There were no questions and opinions from the shareholders.

The Chairperson then proposed the meeting 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. The Chairperson also informed the meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared.

The Chairperson further informed the meeting that, according to the Company's Articles of Association, this agenda requires an approval from the shareholders’ meeting with a vote of not less than three-quarters of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:



Result of the Voting for Agenda 7

Resolution	Number of Votes	Equivalent To
Approved	549,385,385	84.6544
Disapproved	50,500	0.0077
Abstained	99,538,452	15.3378
Voided Ballot	0	0.0000
Total Votes	648,974,337	100.0000

Resolution The Meeting approved 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 and the authorization of the board of directors to conduct any action as it may require in relation to the share offer above mentioned, including determining the offering price which the price will be in the best interests of the Company and overall shareholders, conditions and details of share offer, date and time of share subscription. With a vote of not less than three-quarters of the total number of votes of shareholders and proxies 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")

The Chairperson informed the meeting that 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”

The Chairperson provided an opportunity for shareholders to inquire and express their opinions. There were no questions and opinions from the shareholders.



The Chairperson then proposed the meeting 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. The Chairperson informed the meeting again that if no shareholder disapproves or abstains from voting, it will be deemed that the shareholders have agreed with the proposed agenda. For the shareholders who disapprove or would like to abstain from voting, such shareholders shall indicate such decision on the ballots that the Company has prepared

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval from the shareholders' meeting with a vote of not less than three-quarters of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

After the Ballot Counting Committee has finished calculating the votes, the Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President of Accounting and Finance to report the Meeting as follows:

Result of the Voting for Agenda 8

Resolution	Number of Votes	Equivalent To
Approved	648,974,337	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Voided Ballot	0	0.0000
Total Votes	648,974,337	100.0000

Resolution The Meeting approved 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"). With a vote of not less than three-quarters of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.



Agenda 9 Other matters (-None-)

As there were no more questions, opinions or comments from the shareholders, the Chairperson expressed her appreciation to all shareholders for their dedication in attending the Meeting and declared the Meeting adjourned.

Meeting was adjourned at 11.30 hrs.

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

(Dr. Wandee Khunchornyakong Juljarearn)

Chairperson

A handwritten signature in blue ink, appearing to read "Parichat S.", written in a cursive style.

(Ms. Parichat Saipia)

Secretary

A handwritten signature in blue ink, appearing to read "Narinporn M.", written in a cursive style.

(Mrs. Narinporn Malasri)

Reviewer



Enclosure 3 (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 Company's financial statements 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.



Profiles and relevant information of the nominated persons to be re-appointed as directors



1. Mr. Wanchai Lawattanatrakul

Independent Director

Chairperson of Audit Committee

Chairperson of Nomination, Remuneration and Corporate Governance Committee

Nominated Position	Independent Director
Date Appointed	May 17, 2012
Age	65 years
Nationality	Thai
Education	<ul style="list-style-type: none">• Master of Engineering (Water Resources Engineering), Asian Institute of Technology (AIT).• Bachelor of Engineer (Civil Engineering), Chulalongkorn University.
IOD's Training	<ul style="list-style-type: none">• Finance for Non - Finance Directors (FND), Class 1/2003. Thai Institute of Directors (IOD)• Director Certification Program (DCP), Class 43/2004. Thai Institute of Directors (IOD)
Director or Executives Position in listed company	<ul style="list-style-type: none">• Independent Director, SPCG Public Company Limited⁽¹⁾• Chairperson of Audit Committee, SPCG Public Company Limited• Chairperson of Nomination, Remuneration and Corporate Governance Committee, SPCG Public Company Limited
Director or Executives Position in non-listed companies	None



Director or Executive Position in other businesses that may be a conflict of interest or having a business competition with SPCG Public Company Limited.

None

Experiences

- 2013 - 2015 Managing Director of Eastern Water Resources Development and Management Public Company Limited
- 2013 - 2015 Director of Universal Utilities Public Company Limited.
- 2008 - Present Director of Metropolitan Waterworks Authority (Thailand).

Term of being Director

3 years

Position in the Company's Director

- Term of office 1: 2012-2015
- Term of office 2: 2015-2018
- Term of office 3: 2018-2021
- At this Meeting, he is proposed to be re-elected and this term will be his fourth term (2021-2024).

Proportion of Total Shares Held (%)

- Self : None ⁽²⁾
- Spouse : None
- Minor : None
- Total : None

Meeting Attendance in 2020.

- Attended the Board of Directors' Meeting 9 meetings from total 10 meetings (90%)
- Attended the Audit Committee' Meeting 4 meetings from total 4 meetings (100%)
- Attended the Nomination, Remuneration and Corporate Government Committee' Meeting 4 meetings from total 4 meetings (100%)

Prohibited Qualification

- There is no record of criminal offenses relating to property which was done dishonestly.
- No transaction history that may cause conflicts of interest with SPCG Public Company Limited in the previous year.

Remarks:

⁽¹⁾ The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

⁽²⁾ Information on the latest record date on December 14, 2020.



Profiles and relevant information of the nominated persons to be re-appointed as directors



2. Mr. Withoon Manomaikul

Director

Nominated Position	Director
Date Appointed	April 11, 2012
Age	65 years
Nationality	Thai
Education	Bachelor of Business Administration, Suan Sunandha Rajabhat University.
IOD's Training	Director Accreditation Program (DAP), Class 169/2020 Thai Institute of Directors (IOD)
Director or Executives Position in listed company	<ul style="list-style-type: none">• Director, SPCG Public Company Limited• Director, MPG Corporation Public Company Limited
Director or Executives Position in non-listed companies	Director and Managing Director, MNG group (2015) Company Limited
Director or Executive Position in other businesses that may be a conflict of interest or having a business competition with SPCG Public Company Limited.	None



Experiences

- 2015 - Present Director and Managing Director, MNG group (2015) Company Limited.
- 2012 - Present Director, SPCG Public Company Limited.
- 2008 - Present Director, MPG Corporation Public Company Limited.
- 1995 - 2014 Director, General Record International Industry Company Limited.

Term of being Director

3 years

Position in the Company's Director

- Term of office 1: 2012-2015
- Term of office 2: 2015-2018
- Term of office 3: 2018-2021
- At this Meeting, he is proposed to be re-elected and this term will be his fourth term (2021-2024).

Proportion of Total Shares Held (%)

- Self : 1.98% (19,290,000 shares)⁽¹⁾
- Spouse : None
- Minor : None
- Total : 1.98 % (19,290,000 shares)

Meeting Attendance in 2020.

- Attended the Board of Directors' Meeting 8 meetings from total 10 meetings (80%)

Prohibited Qualification

- There is no record of criminal offenses relating to property which was done dishonestly.
- No transaction history that may cause conflicts of interest with SPCG Public Company Limited in the previous year.

Remarks:

⁽¹⁾ Information on the latest record date on December 14, 2020.



Profiles and relevant information of the nominated persons to be re-appointed as directors



3. Mrs. Narinporn Malasri

Director

Executive Vice President (Management)

Nominated Position	Director
Date Appointed	August 7, 2020
Age	48 years
Nationality	Thai
Education	<ul style="list-style-type: none">• Master Degree of Science (Energy Management Technology), King Mongkut's University of Technology Thonburi• Bachelor Degree of Science (Hons.) (Industrial Chemistry), Srinakharinwirot University
IOD's Training	Director Accreditation Program (DAP), Class 169/2020 Thai Institute of Directors (IOD)
Director or Executives Position in listed company	<ul style="list-style-type: none">• Director, SPCG Public Company Limited ⁽¹⁾• Executive Vice President (Management), SPCG Public Company Limited
Director or Executives Position in non-listed companies	Director, SET ENERGY Co., Ltd.
Director or Executive Position in other businesses that may be a conflict of interest or having a business competition with SPCG Public Company Limited.	None



Experiences

- 2019 - Present Executive Vice President (Management), SPCG Public Company Limited
- 2016 - 2019 Senior Professional / Acting of Director, Energy Plan and Procurement Regulation Department, Office of the Energy Regulatory Commission
- 2012 - 2015 Senior Professional, Energy and Environmental Engineering Department, Office of the Energy Regulatory Commission
- 2009 - 2012 Operation Director / Operation Manager, Ensol Company Limited
- 2006 - 2007 Energy Management Specialist, Panya Consultants Company Limited
- 2001 - 2005 Project Director / Energy Department Manager / Project Manager, Panya Consultants Company Limited
- 1999 - 2001 Energy Department Manager / Project Manager, Jacobs Engineering (Thailand) Company Limited
- 1996 - 1999 Process Engineer / Energy Task Force Team Coordinator, Stork (Thailand) Company Limited
- 1995 - 1996 Process Engineer / Energy Task Force Team Coordinator, Thai Alpha Consulting Engineer Company Limited

Term of being Director

3 years

Position in the Company's Director

- Term of office 1: 2020-2021
- At this Meeting, he is proposed to be re-elected and this term will be his fourth term (2021-2024).

Proportion of Total Shares Held (%)

- Self : None⁽²⁾
- Spouse : None
- Minor : None
- Total : None

Meeting Attendance in 2020

- Attended the Board of Directors' Meeting 2 meetings from total 10 meetings (100%) Due to being appointed as a director (additional) in the meeting of the board of directors no.8/2020 held on August 7, 2020.



Prohibited Qualification

- There is no record of criminal offenses relating to property which was done dishonestly.
- No transaction history that may cause conflicts of interest with SPCG Public Company Limited in the previous year.

Remarks:

- ⁽¹⁾ The Board of Directors' Meeting No. 8/2020 on August 7, 2020 resolved to approve the appointment Mrs. Narinporn Malasri as a director in place of Mr. Shoji Nishizawa who resigned which has an office term of the director equal to the remaining term of Mr. Shoji Nishizawa. Effective from August 7, 2020 onwards.
- ⁽²⁾ Information on the latest record date on December 14, 2020.



- The Company's definition on Independent Director which is in accordance with the requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

1. Holding no more than 1 % of total voting shares including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company and including the shareholding of persons related to the independent directors.

2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Exception: It has been at least two years before the date of appointment as an independent director.

3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.

4. Not currently having or never had any relations with the company including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company in the way that such relation may impede the person from having independent views. Including neither being nor having been a significant shareholder or the controlling person who has a business relationship with the company, its subsidiaries, joint venture, major shareholders, or controlling person of the company. Exception: It has been at least two years before the date of appointment as an independent director.

Business relationship under the first paragraph, including normal business transaction for business operations, rental or rental of real estate, transaction related assets or services. Or giving or financial supporting by accepting or lending loans and guarantees of assets as collateral for liabilities, including other similar circumstances which the company or partners of contract has an obligation to pay to the other parties from 3% of the net tangible asset of the company or more than 20 million baht. Moreover, the calculation of debt obligation shall be in accordance with the calculation method for value of related parties transaction under the notification of the Capital Market Supervisory Board on the rule for conducting related parties transaction mutatis mutandis. But when considering the said debt burden shall include debt burdens incurred during one year before the date of having a business relationship with the same person.



5. Not currently being or never been the company's auditor including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company and not having been a significant shareholder or the controlling person who has a business relationship with the company, its subsidiaries, joint venture, major shareholders, or controlling person of the company. Exception: It has been at least two years before the date of appointment as an independent director.

6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year including the company, the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years before the date of appointment as an independent director.

7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder of the company.

8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.

9. Not under any conditions that may impede the person from having independent views towards the company's operations

After being appointed as an independent director with characteristics according to No. 1. - 9. Independent directors may be assigned by the Board of Directors to make decisions in the business operations of the Company, subsidiaries, associated companies, same level subsidiaries, legal entities that may have a conflict major shareholders or the Company's controlling person, with a collective decision in the form of a collective decision.

In this regard, there are 1 independent director which is Mr. Wanchai Lawattanatrakul which has qualification according to the definition of the independent directors specified.



Profiles of the nominated auditors to be elected as auditor for the year 2021



Full Name	Mr.Natthaphong Tantichattanon
Age	41 Years
Certificate Public Accountant	Registration No. 8829
Service Period from Year	2016 to Present
Total	5 Years
Auditor of	KPMG Phoomchai Audit Ltd. (“KPMG”)

Education

- Bachelor’s Degree in Business Administration, Thammasat University, Bangkok, Thailand
- Master’s Degree in Executive Business Administration, Graduate Institute of Business Administration of Chulalongkorn University, Bangkok, Thailand.

Professional associations

- Member of Federation of Accounting Professions of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved the Securities and Exchange Commission (SEC)

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. (“KPMG”)
- Secondment Program KPMG London

SPCG shareholding Yes (amount shares) No (Information as at December 31, 2020)

Supporting Information

1. Have any relationship or any interest with company/ subsidiaries/ holding company or juristic person in a way that may impact or conflict with the performance? **-None-**
2. Have any relationship with significant business in a way that may impact the performing task independently? **-None-**
3. Have any family relationship with directors or the major shareholders? **-None-**
4. Have any relationship as a director, employee, or any position in company and subsidiaries? **-None-**



Profiles of the nominated auditors to be elected as auditor for the year 2021



Full Name	Ms. Sophit Prompol
Age	38 Years
Certificate Public Accountant	Registration No. 10042
Service Period from Year	-
Total	-
Auditor of	KPMG Phoomchai Audit Ltd. ("KPMG")
Education	

- Bachelor Degree in Accounting, Chulalongkorn University

Professional associations

- Member of Federation of Accounting Professions of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved the Securities and Exchange Commission (SEC)

Auditing Experience

- Partner of KPMG Phoomchai Audit Ltd. ("KPMG")

SPCG shareholding Yes (amount shares) No (Information as at December 31, 2020)

Supporting Information

1. Have any relationship or any interest with company/ subsidiaries/ holding company or juristic person in a way that may impact or conflict with the performance? **-None-**
2. Have any relationship with significant business in a way that may impact the performing task independently? **-None-**
3. Have any family relationship with directors or the major shareholders? **-None-**
4. Have any relationship as a director, employee, or any position in company and subsidiaries? **-None-**



Profiles of the nominated auditors to be elected as auditor for the year 2021



Full Name	Ms.Dussanee Yimsuwan
Age	40 Years
Certificate Public Accountant	Registration No. 10235
Service Period from Year	2018 to Present
Total	3 Years
Auditor of	KPMG Phoomchai Audit Ltd. (“KPMG”)

Education

- Bachelor Degree in Accounting, Chulalongkorn University

Professional associations

- Member of Federation of Accounting Professions of Thailand
- Certified Public of Accountant, Thailand
- Auditor approved the Securities and Exchange Commission (SEC)

Auditing Experience

- Director of KPMG Phoomchai Audit Ltd. (“KPMG”)
- Secondment Program KPMG Singapore

SPCG shareholding Yes (amount shares) No (Information as at December 31, 2020)

Supporting Information

1. Have any relationship or any interest with company/ subsidiaries/ holding company or juristic person in a way that may impact or conflict with the performance? **-None-**
2. Have any relationship with significant business in a way that may impact the performing task independently? **-None-**
3. Have any family relationship with directors or the major shareholders? **-None-**
4. Have any relationship as a director, employee, or any position in company and subsidiaries? **-None-**



สิ่งที่ส่งมาด้วย 6

หนังสือมอบฉันทะ (แบบ ก.)
Proxy (Form A)

(ปิดอากร
แสตมป์)
20 บาท

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น

Being a shareholder of SPCG Public Company Limited, holding total amount of share(s)

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

and having voting rights equivalent to vote(s), the details of which are as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(3) ขอมอบฉันทะให้

hereby authorize

(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

(2).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code , or



(3).....อายุ.....ปี อยู่บ้านเลขที่.....
 age years, reside at
 ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
 Road Tambol/Khwaeng Amphoe/Khet
 จังหวัด.....รหัสไปรษณีย์.....
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทน
 ข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2554 ในวันจันทร์ที่ 19 เมษายน 2564 เวลา 14.00 น.
 ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรมแอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา
 กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above to be my/our proxy holder to attend and vote on my behalf
 at 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. or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเอง
 ทุกประการ

Any business carried out by the proxy holder in the said meeting 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
 (.....)

หมายเหตุ: ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุม
 และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการ
 ลงคะแนนเสียงได้

Remark: The shareholder shall appoint only one proxy holder to attend the meeting and vote
 at the meeting. A shareholder may not split shares and appoint more than one
 proxy holder in order to split votes.



แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

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

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

(ปิดอากร
แสตมป์)
20 บาท

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

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



(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, reside at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

(3).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, reside at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphoe/Khet
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code or

นายวันชัย หล่อวัฒนตระกูล ตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 65 ปี
อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 ซึ่งมีส่วนได้เสียพิเศษ
ในวาระที่ 5 วาระที่ 6 และวาระที่ 7 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564

Mr.Wanchai Lawattanatrakul Position Independent Director and Chairperson of the
Audit Committee, age 65 years, resides at 99/ 80 Moo 8, Bang Khu Wat, Amphoe Mueang
Pathum Thani, Pathum Thani Province, 12000 who has special interest in the agenda 5
agenda 6 and agenda 7 proposed in the Annual General Meeting of Shareholders for the year
2021.

หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 56 ปี
อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5
และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the
Audit Committee, age 56 years, resides at 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha,
Chonburi province 20110, who has special interest in the agenda 5 and agenda 6 proposed
in the Annual General Meeting of Shareholders for the year 2021.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทน
ข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันจันทร์ที่ 19 เมษายน 2564 เวลา 14.00 น.
ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรมแอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา
กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above to be my/our proxy holder to attend and vote on my behalf
at 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. or at any adjournment thereof.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ซึ่งประชุมเมื่อวันที่ 15 มกราคม 2564

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2563

Agenda 2: To acknowledge the Report of the Board of Directors of the Company's operating results for the year 2020.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 3 พิจารณาอนุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2563 สิ้นสุด วันที่ 31 ธันวาคม 2563

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 4 พิจารณอนุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2563
Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results for the year 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 พิจารณอนุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบริษัทภิบาล ประจำปี 2564
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.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 6 พิจารณอนุมัติจ่ายค่าตอบแทนคณะกรรมการบริษัทฯ (โบนัส) ประจำปี 2563
Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 พิจารณานุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2564

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 |

- การแต่งตั้งกรรมการทั้งชุด

Vote for all nominees as a whole

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

- การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee

นายวันชัย หล่อวัฒนตระกูล

Mr. Wanchai Lawattanatrakul

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

นายวิฑูร มโนมัยกุล

Mr. Withoon Manomaikul

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

นางนรินพร มาลาศรี

Mrs. Narinporn Malasri

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



วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2564

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 9: Other businesses (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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
(.....)

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันจันทร์ที่ 19 เมษายน 2564 เวลา 14.00 น. ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรมแอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by the shareholder of SPCG Public Company Limited. In the meeting of 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 or at any adjournment 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) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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
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Approve Disapprove Abstain
- วาระที่.....เรื่อง.....
Agenda No. Re:
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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่.....เรื่อง.....
Agenda No. Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
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- วาระที่.....เรื่อง.....
Agenda No. Re:
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Approve Disapprove Abstain
- วาระที่.....เรื่อง.....
Agenda No. Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่.....เรื่อง.....
Agenda No. Re:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



แบบหนังสือมอบฉันทะ แบบ ค.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

PROXY Form C.

(For foreign shareholders who have Custodian in Thailand only)

(ปิดอากร
แสตมป์)
20 บาท

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2007

เขียนที่.....

Written at

วันที่..... เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่..... ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

acting as the Custodian for

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอสพีซีจี จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of SPCG Public Company Limited (Company)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding the total amount of share(s) and having voting rights equivalent to vote(s)

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share share(s), having voting rights equivalent to vote(s)

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share share(s), having voting rights equivalent to vote(s)

(2) ขอมอบฉันทะให้

hereby authorize

(1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Name age residing at No. Road

ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Tambon/Khwaeng Amphur/Khet Province Postal Code or



(2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
Name age residing at No. Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด.....รหัสไปรษณีย์.....หรือ
Tambon/Khwaeng Amphur/Khet Province Postal Code or

(3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
Name age residing at No. Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด.....รหัสไปรษณีย์.....
Tambon/Khwaeng Amphur/Khet Province Postal Code

นายวันชัย หล่อวัฒนตระกูล ตำแหน่งกรรมการอิสระ และประธานกรรมการตรวจสอบ อายุ 65 ปี อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5 วาระที่ 6 และวาระที่ 7 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564

Mr.Wanchai Lawattanatrakul Position Independent Director and Chairperson of the Audit Committee, age 65 years, resides at 99/ 80 Moo 8, Bang Khu Wat, Amphoe Mueang Pathum Thani, Pathum Thani Province, 12000 who has special interest in the agenda 5 agenda 6 and agenda 7 proposed in the Annual General Meeting of Shareholders for the year 2021.

หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 56 ปี อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5 และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the Audit Committee, age 56 years, resides at 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha, Chonburi province 20110, who has special interest in the agenda 5 and agenda 6 proposed in the Annual General Meeting of Shareholders for the year 2021.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันจันทร์ที่ 19 เมษายน 2564 เวลา 14.00 น. ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรมแอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above to be my/our proxy holder to attend and vote on my behalf at 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. or at any adjournment thereof.



(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

I/We authorize the Proxy to attend and vote in this Meeting as follows.

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

I/We authorize all of shares and having the right to vote equal

มอบฉันทะบางส่วน คือ

I/We authorize partial that

หุ้นสามัญหุ้น และมีสิทธิออกเสียงลงคะแนนได้เสียง

Ordinary share share(s) and having the right to vote equal to vote(s)

หุ้นบุริมสิทธิหุ้น และมีสิทธิออกเสียงลงคะแนนได้เสียง

Preference share share(s) and having the right to vote equal to vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้อย่างนี้

I/We authorize the Proxy to attend and vote in this Meeting as follows.

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ซึ่งประชุมเมื่อวันที่ 15 มกราคม 2564

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2563

Agenda 2: To acknowledge the Report of the Board of Directors of the Company's operating results for the year 2020.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2563 สิ้นสุด วันที่ 31 ธันวาคม 2563

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2563

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบรรษัทภิบาล ประจำปี 2564

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.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 6 พิจารณานุมัติจ่ายค่าตอบแทนคณะกรรมการบริษัทฯ (โบนัส) ประจำปี 2563
Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2020.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 พิจารณานุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุม
สามัญผู้ถือหุ้นประจำปี 2564
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.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 |
- การแต่งตั้งกรรมการทั้งชุด
Vote for all nominees as a whole
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |



- การแต่งตั้งกรรมการเป็นรายบุคคล
Vote for an individual nominee

นายวันชัย หล่อวัฒนตระกูล

Mr. Wanchai Lawattanatrakul

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

นายวิฑูร มโนมัยกุล

Mr. Withoon Manomaikul

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

นางนรินพร มาลาศรี

Mrs. Narinporn Malasri

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2564
Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2021.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda 9: Other businesses (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร
(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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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
(.....)



หมายเหตุ:

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Remark:

1. Only foreign Warrant-holders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
2. Evidence to be attached with this Proxy Form are:
 - (1) Power of Attorney from the Warrant-holder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
3. The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of Unit to several proxies for splitting votes.
4. In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director.
5. 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 C. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Allonge of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอสพีซีจี จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันจันทร์ที่ 19 เมษายน 2564 เวลา 14.00 น. ณ ห้องคอนเวนชัน เอบี ชั้น 1 โรงแรม แอมบาสซาเดอร์ เลขที่ 171 ถนนสุขุมวิท ซอย 11 เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of proxy by the shareholder of SPCG Public Company Limited in the meeting of 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 or on the date and the place as may be postponed or changed.

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(d) 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

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Approve Disapprove Abstain

วาระที่.....เรื่อง.....

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(d) 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
(c) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 (ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(d) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่.....เรื่อง.....
Agenda No. Re:
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(d) 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
(c) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 (ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(d) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่.....เรื่อง.....
Agenda No. Re:
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 (ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(d) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



Enclosure 7

The information of Director (Proxy for Shareholder)



Mr. Wanchai Lawattanatrakul

Independent Director⁽¹⁾

Chairperson of Audit Committee

Chairperson of the Nomination, Remuneration and Corporate Governance Committee

Age	65 years.
Nationality	Thai
Address	<ul style="list-style-type: none">• 99/80 Moo 8, Bang Khu Wat, Amphoe Mueang Pathum Thani, Pathum Thani Province 12000
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• Self : None⁽²⁾• Spouse : None• Minor : None• Total : None
Conflict of special interest in the proposed agenda	<ul style="list-style-type: none">• Non-interested in agenda 1-4 and agenda 8-9• Special interested in agenda 5 agenda 6 and agenda 7 as follow: 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. Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2020. 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.

Remarks:

⁽¹⁾ The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

⁽²⁾ Information on the latest record date on December 14, 2020.



The information of Director (Proxy for Shareholder)



Mr. Apichat Limsethanuwat

Independent Director ⁽¹⁾

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

Age	<ul style="list-style-type: none">• 56 years
Nationality	<ul style="list-style-type: none">• Thai
Address	<ul style="list-style-type: none">• 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha, Chonburi province 20110
Proportion of Total Shares Held (%)	<ul style="list-style-type: none">• Self : None ⁽²⁾• Spouse : None• Minor : None• Total : None
Conflict of special interest in the proposed agenda	<ul style="list-style-type: none">• Non-interested in agenda 1-4 and agenda 7-9• Special interested in agenda 5 and agenda 6 as follow: 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. Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2020.

Remarks:

⁽¹⁾ The qualification of independent director according to the definition announced by the company and under the requirements of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand.

⁽²⁾ Information on the date of the list of shareholder's right to receive the interim dividend shall be determined in accordance with the record date on March 17, 2020.



- **Authority and Responsibility of the Board of Director, the Audit Committee, the Nomination, Remuneration and Corporate Governance Committee and Chief Executive Officer**

The Board of Director

The Board of Directors 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, cautions and to protect the company's interest as follow:

1. Set the Company's goal, guideline, policies, framework and budget; control and govern administration and management of the Executive Board to be in line with the assigned policies effectively
2. Supervise the company to comply with the Securities and Exchange law, the set of the main market requirements such as transactions connected and purchase or sale of significant assets in accordance with the set or applicable laws of the company's business.
3. Arrange shareholders' meeting as annual ordinary meeting within 4 months commencing from the end of company's accounting period.
4. To provide the company's corporate governance policy in writing and agree to the policy and to review the policies and procedures regularly at least once a year.
5. To provide code of business ethics in writing to all directors, executives and employees understand the ethical standards that the company uses to conduct their business and support them with serious compliance with such code.
6. Consider the conflict of interest carefully. The consideration of transactions that may have conflicts of interest should have a clear and beneficial approach to the company's interests and overall shareholders. The stakeholders should not participate in the decision-making and supervise compliance with the process requirements, procedures, and disclosure of the transactions that may contain conflicts of interest.
7. Provide operational control system, Financial reporting and compliance rules and policies include providing individuals or entities that are independent of the duties responsible for monitoring such control systems and reviewing important systems at least once a year and disclosed in the annual report.
8. To determine the risk management policy that covers the entire organization and review the system or assess the effectiveness of risk management at least once a year and to be disclosed in the annual report.



9. The Board of Directors or the Audit Committee shall review the adequacy of the internal control system and risk management in the annual report.

10. Provide clear guidelines to those who wish to notify the clues through the website or the report directly to the company. By the way the notification of a clue may be prescribed through an independent director or audit committee of the company in order to verify the information in accordance with the process prescribed by the Company and report to the Board of Directors

11. The Board of Directors shall provide authority to one or more directors or any other person to perform any action on behalf of the Board. Under the control of the Board of Directors or to be authorized to provide such persons with the power of the Board of Directors and within the period that the Board deems appropriate. The Board of Directors may revoke, change or amend the authorized person or authority when appropriate. The Board of directors may provide the management with the authority to perform operations with details of the jurisdiction of the management's duties, which shall not be a delegation under the authority of management with a conflict of interest in the company or its subsidiaries.

12. To ensure the company's subsidiaries to maintain the benefits of the company's investments by considering the suitability of the persons to be submitted as a director of the subsidiary to control the management of the company's policies and transactions according to the laws and regulations of the Securities and Exchange Act and the announcement of the SET.

13. To appoint the company secretary under Securities and Exchange law in order to create and retain documents, to conduct various activities of the Board of Directors, including the Board of Directors ' meeting, shareholders ' meeting, and other legal and regulatory counsel to the company's board of directors. The company secretary should be trained and continually updated on the knowledge of the law, accounting and other duties of the company secretary.

The Audit Committee

1. Review and ensure that the company has correct and sufficient financial report.

2. 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. Review and ensure that the company 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 of 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 in line 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 audit committee reports by disclosure in the Company's annual report. The aforementioned reports must be signed by the Chairperson 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

The Nomination, Remuneration and Corporate Governance Committee

Nomination

1. Select and recruit individual that is suitable to be proposed to the director with principles 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, able to attend directors' meeting regularly. This is also to consider from other name list which the shareholders propose as candidate to be nominated as the company's director.



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 proposing to the committee or shareholders meeting, depending on the case to consider and appoint.

4. Evaluate performance of committee, subcommittee and chief executive officer according to the operating performance of each year.

5. Considers the qualifications of the Top Executive to suit the business management of the company and its subsidiaries, covering education, experience, knowledge, and expertise.

6. Supervises to ensure that the Company arranges orientation programs to the newly appointed director(s) to perform the roles and responsibilities.

7. Perform other duties as assigned by the Board of Directors.

Remuneration

1. 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 and structure that are fair and reasonable to propose to the board of directors and shareholders meeting for approval.

2. 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.

3. Reconsider remuneration for committee, subcommittee and chief executive officer by considering from performance and Company's operating result as well as regulations in industry and top listed companies in Stock Exchange of Thailand and scope of responsibilities.

4. Disclose the remuneration policy and available options and comments from the Nomination, Remuneration and Corporate Governance Committee in the Annual Report.

5. Perform other duties as assigned by the Board of Directors.

Corporate Governance

1. Define corporate governance policies, practices, and related operations including sustainability management and corporate social responsibility aspects to conform with principles, standards, and requirements as stipulated by the Stock Exchange of Thailand, the Securities and Exchange Commission, and other recognized institutions domestically and internationally.

2. Define guidelines, as well as supervise and monitor process, to ensure that the Company's operations are in compliance with established policies and practices.



3. To be regulator, consult, evaluation, and reviewer of policies based on the principle of good governance and good ethics to develop the good governance of the Company.

4. To prepare and report the performance of the Nomination, Remuneration and Corporate Governance Committee to the Board of Directors and disclose in the Annual Report which is signed by the Chairperson of the Nomination, Remuneration and Corporate Governance Committee

5. Perform other duties as assigned by the Board of Directors.

Chief Executive Officer

1. Manage Company business and daily operation and administration in accordance with the business policies, plans 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 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 the law and regulations of the company.

4. Have the authorities to authorize a substituted agent and/or assigned other individual to perform one or many tasks instead of the Chief Executive Officer under the scope of authorities that the Chief Executive Officer 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 14: One-third of director 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.

Directors who have to retire in the first year and the second year after the registration of the conversion of the company, the lottery shall be conducted to determine who will be retired. In the subsequent years, the director with the longest position shall be retired by rotation and may be re-elected.

Regulation 15: The directors have the right to receive remuneration from company in the rewards, meeting allowance, gratuities, bonus, or other benefits in accordance with the regulations or approved by the shareholders' meeting.

Which may be specified as a definite amount or guideline and may be scheduled from time to time or will remain in effect until the change is possible. In addition to receiving allowance and benefit in accordance with the regulation of the company.

The provision in the first paragraph does not effect the rights of the employees who was elected as a director in order to receive remuneration and benefit as an employee of the company.

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 any time 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 matter, 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 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 Chairman 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 for a quorum, 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 preceding fiscal year.
- (2) To consider and approve the Audited Balance Sheets and profit and loss statements for the preceding fiscal year.
- (3) To consider apportioning the profit and retained earnings 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.



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.

Except in the case of preferred shares specified otherwise. Appropriation of dividend shall be according to number of share equally.

Dividend Payment must be approved from The Annual General Meeting of Shareholder.

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 shareholder 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. No interest is paid to the company, if the dividends are paid within the period specified by law.

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 approve from shareholders, the Company may transfer the others reserve, the reserve abide by law, or excess reserve accordingly to compensate the company cumulative loss.



QR Code for Downloading 2020 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2020 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The shareholder can download information via QR Code in the Notification of Meeting form by following the steps below.

1. For iOS System (iOS 11 and above)

- 1.1. Turn on the mobile camera.
- 1.2. Turn the mobile camera to the QR Code to scan it.
- 1.3. The notification will appear on top of the screen. Click on the notification to access 2020 Annual Report.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

2. For Android System

- 1.1 Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

→ Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

- 1.2 Scan the QR Code to access 2020 Annual Report.



Enclosure 10

Venue Map of the Annual General Meeting of Shareholders for the year 2021
At Convention Room AB, Floor 1, Ambassador Hotel

Location: No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110
Telephone: +662 254 0444



Transportation: BTS: Nana Station Exit 3 (Sukhumvit Soi 9 and 11 Ambassador Hotel)
and walk about 200 meters
MRT: Sukhumvit Station and walk about 500 meters
Bus number: 511, 508, 501, 40, 25, 48 and 2

Company Secretary: Ms. Parichat Saipia
Telephone: +662-011-8111 ext. 1031
Mobile: +666-3218-9750



Enclosure 11

Request form for the 2020 Annual Report (Book)

Dear Shareholders,

According to the realization of global warming impact, SPCG Public Company Limited has arranged QR code as appeared in the Notification of Meeting of 2021 Annual General Meeting of Shareholders so that shareholders may download the 2020 Annual Report in the electronic form from that QR code.

Nevertheless, any shareholder who would like to receive a hard copy of 2020 Annual Report, please fill in the form below and send it back to us via the channels as follow:

1. E-mail: ir@spcg.co.th or info@spcg.co.th
2. By post to the Company Secretary and Corporate Governance
SPCG Public Company Limited
No. 1 Capital Work Place Building 10th Flr.,
Soi. Jamjan, Klongton-Nua, Watthana
Bangkok 10110

To: Company Secretary and Corporate Governance

I, Mr. / Mrs. / Ms. _____
Address no. _____ Road _____ Subdistrict _____
District _____ Province _____ Postal code _____
Telephone _____

To request the 2020 Annual Report (Book) (Please mark the boxes)

- 2020 Annual Report (Thai version)
 2020 Annual Report (English version)



Measures and practices for the 2021 Annual General Meeting of shareholders Under the circumstance of Coronavirus 2019 (COVID-19)

SPCG Public Company Limited (“**Company**”) has concerns on the current situation where COVID-19 is rapidly spreading which the company is necessary to organize the annual general meeting of shareholders for the year 2021. With concern for the health of all shareholders and attendees. And in order to comply with the relevant laws under such circumstances, the Company would like to inform you about measures and procedures for organizing the annual general meeting of shareholders for the year 2021 in accordance with the COVID-19 prevention guidance for the prevention of COVID-19. Hold a meeting, seminar, or other activity of a similar nature. Set by the Department of Disease Control, Ministry of Public Health, dated February 11, 2020 with the following details

1. To help prevent a spread of COVID-19 and as a health safety measure for the shareholders, the Company requests for cooperation from all shareholders to consider appointing the Company’s independent director as proxy to attend and cast votes on their behalf. In this regard, all shareholders who have appointed such proxies are able to maintain the right to vote at the general meeting of shareholders in accordance with any relevant laws and regulations.

The shareholders who wish to exercise their rights, please fully study the details of the agenda that will be presented to the shareholders' meeting. And appoint the Company’s Independent Director, Mr. Wanchai Lawattanatrakul and/or Mr. Apichat Limsethanuwat, as their proxy to attend the meeting on behalf of the Shareholders. For the purpose of appointment of the proxy, please send the relevant documents to:

Miss Parichat Saipia, Company Secretary
SPCG Public Company Limited
1 Capital Work Place Building, 10th Floor,
Soi Jamjan Klongton Nua Sub-District, Wattana, Bangkok Thailand 10110

2. For shareholders who wish to attend the meeting in person, the company would like to inform that the shareholders must strictly comply with the laws relevant to you and must also implement various measures issued by relevant government agencies. By attending the shareholders' meeting, no excuse may be lifted in the event that you violate the provisions of the relevant laws. You must also accept the risks that may arise from traveling to attend the meeting. Including taking care of your health and sanitation which may be affected as an event which the Company does not wish to



occur. The Company would like to request attendees for strict cooperation to follow the Company's measures as follows:

2.1 The Company will have a screening point for checking every attendee's body temperature in front of the company entrance. In this regard, the Company would like to request for strict cooperation from all attendees to keep distance of at least 1 (one) meters apart while queuing at the screening point, document checkpoint or registration point. If there is any suspect case, e.g. any persons returning from an at-risk country according to the Notification of the Ministry of Public Health Re: Territories outside the Kingdom of Thailand defined as Disease Infected Zones for Coronavirus Disease 2019 (COVID-19) B.E. 2563 (2020) dated 2 March 2020 or any other countries where the Company deems an at-risk country in less than 14 days, including those who have had close contact with those who visited or returned from such countries in less than 14 days, or having fever (has a body temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as coughing, sneezing, runny nose, sore throat or breathing difficulties or showing any sign or indication of COVID-19 infection, the Company requests cooperation in not allowing those in the risk group to participate in the meeting. The company will arrange for you to appoint a proxy on your behalf.

2.2 Participants will be invited to sit at an appropriate social distance. The Company will arrange the seat with appropriate social distancing at the minimum of 1 meters from each other. This will reduce the number of seats available in the meeting room. In the event that the seats are all taken by the prior attendees, the Company will request you to appoint a proxy on your behalf.

2.3 The Company requests that every shareholder who passed through the screening point and would like to attend the 2020 Annual General Meeting of Shareholders to follow these recommendations:

- Wear a facemask throughout the duration of the meeting
- Wash your hands with soap or hand sanitizer
- Avoid touching your face (eyes, nose and lips) whenever possible
- Avoid touching or sharing personal items with others
- Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties

2.4 Participants must truthfully fill out the survey form for screening Coronavirus 2019 (COVID-19). In the event that you conceal your health information or travel history, it is considered that you have committed an offense under the Communicable Disease Act B.E. 2558 (2015). Participants must be aware and allow the company to exercise any rights in accordance with the law and relevant government measures. In the event that any attendees do not cooperate in strict compliance with the aforementioned measures, the



Company reserves the right to attend the meeting of said person and ask the shareholders to consider appoint a proxy on their behalf.

In addition, as this situation is under a highly strict monitoring, the Company may consider adjusting any measures in this connection in line with any additional measures to be issued or determined by the government after the date of this notification. The Company hereby reserves its rights in making any announcement with respect to the adjustment of such measures via any channels which the Company deems appropriate.

In the event of a large number of participants may cause a delay in screening and meeting registration, the company apologizes for any inconvenience on this occasion and asks for your cooperation in strictly adhering to the guidelines.



Enclosure 13

Advance question form for the 2021 Annual General Meeting of Shareholders
SPCG Public Company Limited
Monday, April 19th, 2021 at 2 p.m.
At Convention Room AB, 1st floor, Ambassador Hotel
No. 171 Sukhumvit Road Soi 11, Wattana District, Bangkok 10110

The Company realizes the right of shareholders and equal treatment of shareholders. In order to comply with the principles of good corporate governance, the Company provides an opportunity for shareholders who wish to submit questions in advance regarding matters contained in this agenda item. Please fill out the following form in writing and send back to the company by one of the channels mentioned below within March 31st, 2021

I Mr. / Mrs. / Ms. _____

Telephone no./ Mobile no. _____ E-mail _____

- Shareholders of SPCG Public Company Limited Total number of shares held _____ shares
- Proxies from _____ who is a Shareholders of SPCG Public Company Limited Total number of shares held _____ shares

Agenda No.

Questions

_____	_____
_____	_____
_____	_____
_____	_____

Channels for sending questions in advance:

1. E-mail: ir@spcg.co.th or info@spcg.co.th
2. By post to the Company Secretary and Corporate Governance
SPCG Public Company Limited
No. 1 Capital Work Place Building 10th Flr.,
Soi. Jamjan, Klongton-Nua, Watthana, Bangkok 10110



Note:

A series of horizontal dotted lines intended for handwritten notes.