



## Invitation to the Annual General Meeting of Shareholders for the year 2022

**SPCG Public Company Limited**

**On Wednesday, April 20, 2022 at 14.00 hrs.**

**Through electronic meetings (E-AGM) only.**

**Under the Royal Ordinance on Meeting through Electronic  
Media B.E. 2020 and other related laws and regulations.**

### Guidelines for meetings

1. Shareholders wishing to attend the meeting, please proceed according to the rules for attending the 2022 Annual General Meeting of Shareholders via electronic media (e-AGM) (according to Attachment 8)
2. The electronic meeting will be open to the system on April 20, 2022 at 12:00 hrs. (2 hours before the meeting).
3. The Company will only conduct the meeting via electronic media channel without providing a meeting place for shareholders to prevent the spread of the COVID-19 virus.



## **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, address, telephone number and E-mail including motion picture from video recording at the event for use under the following purposes.

1. Calling the Annual General Meeting of Shareholders for the year 2022 including organizing the Annual General Meeting of Shareholders as stipulated by law.
2. Submit the annual registration statement/annual report 2021 (Form 56-1 One Report) and/or the Financial Report to the shareholders as informed.
3. Video and audio broadcasts for meetings, recording still images and meeting motion pictures as evidence of the meeting including public relations through print and electronic media.

### **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-101/2022

April 1<sup>st</sup>, 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2022.

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the minutes of the Annual General Meeting of Shareholders for the year 2021
  2. For Agenda 2 and 3 Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report) in QR Code format (download from the meeting notice form)
  3. For Agenda 4 Dividend Policy
  4. For Agenda 7 Profiles and relevant information of the nominated persons to be re-appointed as directors
  5. For Agenda 8 Profiles of the nominated auditors to be elected as auditor for the year 2022
  6. For Agenda 9 Information about receiving services from related parties which is a related transaction
  7. For Agenda 9 Report of the opinion of the independent financial advisor on the Consider ratifying the services from related parties which is a related transaction
  8. Guidelines for attending the 2022 Annual General Meeting of Shareholders via electronic media (e-AGM)
  9. Proxy Form A. Form B. and Form C. (Recommend to use Form B.)
  10. The information of Independent Director (Proxy for Shareholders)
  11. The Articles of Association, concerning to the Shareholders' Meeting.
  12. Using of QR Code for Downloading Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report)
  13. Request form for the 2021 Annual Report (Form 56-1 One Report) (Book)
  14. Form to submit question in advance for the 2022 Annual General Meeting of Shareholders.

The Board of Directors of SPCG Public Company Limited in the meeting No. 1/22022 held on Thursday, February 24, 2022 has passed the resolution to call the Annual General Meeting of Shareholders for the year 2022 on Wednesday, April 20, 2020 at 14.00 hrs. Through electronic meetings (E-AGM) only. Under the Royal Ordinance on Meeting through Electronic Media B.E. 2 0 2 0 and other related laws and regulations. The agendas of the meeting are as follows:



**Agenda 1: To consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 2021.**

**Fact and Rationale:** The Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 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](http://www.spcg.co.th)), the details as per the Enclosure 1.

**Board of Directors' Opinion:** The Meeting should approve the minutes of the Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 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 2021.**

**Fact and Rationale:** In the year 2021, 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 2021, all 36 solar farm projects able to generate up to 386.9 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 and will make the remaining payment within the 4th quarter of 2022.



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.

#### **- Fukuoka Miyako Mega Solar**

SPCG invests with Mitsubishi HC Capital Inc., Sumitomo Mitsui Finance and Leasing Company Limited, and TESS Holdings Co., Ltd., which can be summarized as follows:

Project location	Miyako Town, Fukuoka (Kyushu Island)
Total installed capacity	67 MW
	Divided into: North Phase 23 MW
	South Phase 44 MW
Total Project Cost	23,493,000,000 Yen
D/E ratio	86.7 : 13.3
SPCG investment proportion 10%	314,000,000 Yen
Power Purchase Rate	FiT 36 Yen / Unit
Power Purchase Period	North Phase 18.7 Years
	South Phase 17.8 Years

#### **• 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. The Company has been rated the Company and its current debentures at “A-” with a “stable” outlook and rated senior debentures in the amount not exceeding 1,500 million baht at the “A-” level 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.

From the operations, the Company and its subsidiaries overall performances for the fiscal period ended on December 31, 2021, according to consolidated financial statements, resulted in profit of 2,736.6 million baht which is equivalent to 2.37 Baht per share compared to the year 2020, with a net profit of 3,062.4 million baht which is equivalent to 2.80 Baht per share. It appears that net profit decreased by 325.8 million baht or 11%.

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 information has been disclosed in the annual registration statement/annual report 2021 (Form 56-1 One Report) from January 1, 2021 to December, 31 2021 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 2021.

**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, 2021.**

**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, 2021, 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 registration statement/annual report 2021 (Form 56-1 One Report) 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 2021	Year 2020
Revenues from Sales and Services (Million Baht)	4,492.9	4,920.2
Profit (Loss) for the Year (Million Baht)	2,736.6	3,062.4
Profit (Loss) per Share (Baht per Share)	2.37	2.80

Total Financial Position	As of December 31, 2021	As of December 31, 2020
Assets (Million Baht)	24,048.2	21,718.2
Liabilities (Million Baht)	4,701.4	4,562.5
Equity (Million Baht)	19,346.9	17,155.7

**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, 2021 (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 2021.**

**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 fully allocated the legal reserve as required by the law and the Company's Articles of Association, totaling 115,318,900 baht or equivalent to 10 % of the Company's registered capital. Complete the amount required to reserve according to the laws and regulations of the company.

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 2021, 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 2021, the Company has proposed the appropriation and payment of dividend from the Company's operating results for the year 2021 at the rate of Baht 0.80 per share. For the first half of 2021 ended 30 June 2021, the Company had profits from its operations as presented in the Company's separate financial statements. The Board of Directors' Meeting No. 5/2021, held on August 11, 2021 approved an interim dividend payment from the Company's operating result during 1 January 2021 - 30 June 2021 at the rate of Baht 0.25 per share, at the rate of 0.25 baht per share, amounting to 1,055,790,000 shares, totaling 263,947,500 (two hundred sixty-three million, nine hundred forty thousand seven thousand five hundred baht), which had already been paid to shareholders on September 10, 2021, in accordance with Section 115 of the Public Limited Company Act. and the Company's Articles of Association, Article 37, the remaining dividend to be paid in this period, at the rate of 0.55 baht per share,



totaling 580,684,500 baht (five hundred and eighty million six hundred and eighty four thousand and five hundred baht).

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 2021 (Propose)	Year 2020
1.Net Profit (the Company's financial statements) (Baht)	1,011,698,435	1,105,536,163
2.Number of share (share)	1,044,136,301	973,990,000
3.Earnings per share (Baht per share)	0.97	1.13
4.Total dividend paid per share (Baht per share)	0.80	1.20
4.1 first half interim dividend	0.25	0.55
4.2 second half Interim dividends	0.55	0.65
5.Number of share to dividend payment (share)	1,055,790,000	1,055,790,000
6.Total dividend payment (Baht)	844,632,000	1,221,958,000
7.Dividend payout ratio per net profit of the Company's financial statements (percentage)	82.47	110.53

**Board of Directors' Opinion:** It is deemed appropriate to propose to the meeting to acknowledge the interim dividend payment from the operating results for the period of 1 January 2021 - 30 June 2021 and retained earnings at the rate of 0.25 baht per share, amounting to 1,055,790,000 shares, totaling 263,947,500 (two hundred sixty-three million nine hundred forty-seven thousand five hundred baht) and approve the payment of dividends to be paid in this period at the rate of 0.55 baht per share, totaling 580,684,500 baht (five hundred eighty million six hundred eighty-four thousand five hundred baht only) (together, the dividend for the year 2021 will be equal to 0.80 baht per share, totaling quantity 844,632,000 baht (Eight hundred forty-four million, six hundred thirty-two thousand baht only)) by specifying the list of shareholders entitled to receive dividends (Record Date) on Tuesday, March 22, 2022 and dividend payment date on Tuesday 17 May 2022. The right to receive such dividends is still uncertain. Until it is approved by the 2022 Annual General Meeting of Shareholders.



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 2022.**

**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 2022 same rate as the year 2021.

**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 2022 same rate as the year 2021. 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)
<b>Remuneration of the Board of Directors</b>		
- Chairperson of the Board of Directors	35,000 Baht	20,000 Baht
- Directors	20,000 Baht	15,000 Baht
<b>Remuneration of the Audit Committee</b>		
- Chairperson of Audit Committee	35,000 Baht	20,000 Baht
- Member of Audit Committee	30,000 Baht	15,000 Baht
<b>Remuneration for the Nomination, Remuneration and Corporate Governance Committee</b>		
- 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 2021.**

**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 2021 which is in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2021 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)	1,011,698,435	1,105,536,163
Share of bonus for directors not over 2% of net profit (Baht)	20,233,969	22,110,723
The Directors' Remuneration (Bonus) (Baht)	8,000,000	7,853,552
Percentage	0.79	0.71



**Board of Directors' Opinion:** Considered appropriate to propose to the meeting to approve the payment of the Board of Directors' remuneration (bonus) for the year 2021, totaling 8,000,000 baht (eight million baht only), or equivalent to 0.79% of the net profit according to the Company's separate budget. It is under the criteria approved by the 2021 Annual General Meeting of Shareholders.

**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 2022.**

**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 2022, three directors are due to retire by rotation; namely,

- |  |   |
|--|---|
| 1. Dr. Wandee Khunchornyakong Juljarern    | Chairperson & CEO, Member of the<br>Nomination, Remuneration and<br>Corporate Governance Committee. |
| 2. Mr. Jirakom Padumanon                   | Director  |
| 3. Police Major General Wanchai Wisuttinan | Director  |

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 2022 Annual General Meeting of Shareholders from October 1, 2021 to December 31, 2021., 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:** Propose to the meeting to consider and approve the appointment of 3 directors who must retire by rotation, as follows:

- Directors re-elected for another term.

(1.) Dr. Wandee Khunchornyakong Juljarern      Chairperson & CEO, Member of the  
Nomination, Remuneration and  
Corporate Governance Committee.

- New directors to replace directors who must retire by rotation.

(1.) Mr. Shoji Nishizawa - Director (replacing - Mr. Jirakom Padumanon)

(2.) Dr. Alisa Khunchornyakong - Director (replacing - Police Major General  
Wanchai Wisuttinan)

Board of Directors with the approval of the Nomination, Remuneration and Corporate Governance Committee considered through the company's screening process, it is of the view that all 3 directors are knowledgeable and competent. Qualifications suitable for the Company's business operations and has provided support to the Company's business operations. Therefore, they are fully qualified and suitable for the Company's business operations. The directors who must retire by rotation do not participate in the consideration of such matters. The appointment of such directors shall be effective from the day following the date of the 2022 Annual General Meeting of Shareholders onwards.

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 2022.**

**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 auditor of the Company and its subsidiaries for the year 2021 as the auditor of the Company and its subsidiaries for the year 2022. 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 2022 as follows:

- |                                   |                                       |
|-----------------------------------|---------------------------------------|
| 1. Ms. Sophit Prompol             | Certified Public Accountant No. 10042 |
| 2. Mr. Natthaphong Tantichattanon | Certified Public Accountant No. 8829  |
| 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 2022 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 2021.

The auditors' remuneration	Year 2022 (propose)	Year 2021
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 2022 auditors of the Company's subsidiaries, total 42 companies. The 2021 auditor's remuneration for the Company and its subsidiaries, totals 4,740,000 baht (four million, seven hundred and forty thousand baht only) without any other service charges.

In this regard, profiles of the nominated auditors to be elected as auditor for the year 2022, 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: Consider and approve the ratification of services from related parties which is a related transaction**

**Fact and Rationale:** According to the Extraordinary General Meeting of the Company's shareholders No. 1/2021, January 15, 2021, was resolved to approve the investment 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 megawatts (MW) ("Project") with an investment value of not more than 23 billion baht through SET Energy Company Limited ("SET Energy"), which is a subsidiary of the Company. With a vote of not less than three-fourths of the total number of votes of shareholders and proxies who attended the meeting and had the right to vote. The Company expects that in Phase 1, the construction will be completed with a total installed capacity of not less than 300 megawatts by 2022, which is expected to be commercial electricity distribution in 2023 and will consider investing in an additional 200 megawatts (MW) of installed capacity based on the expected increase in electricity consumption in the area. The construction is expected to be complete and ready for commercial operation of not less than 500 megawatts by 2026.

In order to prepare for the development of the project in Phase 1, the total installed capacity is 316 megawatts, totaling 23 projects, for which SET Energy has purchased land with a total area of 3,111 rai 27 square wa., with a total land value of 2,093,166,683 baht. Therefore, after the purchase of land and in order to operate in accordance with the construction plan of the project by 2022, SET Energy has hired JPEN Company Limited, which is a related person to be a service provider of clearing, land filling and land leveling work. AS well as barbed wire fencing which has already been carried out due to the need to expedite the aforementioned process before the rainy season and building a safety system.



This to prevent the intrusion from outsiders into the land area of SET Energy Company Limited by which the Company did not proceed in accordance with the Company's Articles of Association, Policy on related transactions and the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding rules on related transactions. And the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and the operations of listed companies in the related transaction 2003. (including those that have been amended) ("Notification on connected transactions") because the Company misunderstanding that the said transaction does not qualify as a related transaction because it is a normal business transaction which the Board of Directors approve the principles by setting a framework for the management to operate. Details appear in Enclosure 6.

Therefore, in order to comply with the Company's Articles of Association Policy on related transaction and announcements about the said related transaction Board of Directors (excluding directors who are involved and has interests), therefore resolved to propose to the Annual General Meeting of Shareholders for ratification regarding the receiving of services from related parties which is a related transaction which the Company has duties to perform as follows:

- (A) The Company must be approved by the Board of Directors to enter into the transaction.
- (B) Disclosure of information about the related transactions of the Company to the Stock Exchange of Thailand ("SET") in accordance with the Notification on related transactions.
- (C) Request approval for entering into related transactions of the Company from the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote without counting the votes of the shareholders who have interests.
- (D) Appoint an independent financial advisor to express an opinion on the related transactions of the Company and submit such comments to the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).



In order for the company complete and correct actions as specified in the Notification on related transactions, the Company therefore intends to propose such transactions to the Annual General Meeting of Shareholders for consideration and ratification with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and have the right to vote without counting votes. With regard to shareholders who have interests in this regard, the Board of Directors' Meeting No. 2/2022, held on March 7, 2022, resolved to approve the appointment of AVANTGARDE CAPITAL COMPANY LIMITED which is a financial advisor approved by the Securities and Exchange Commission (SEC) to act as an independent financial advisor in giving opinions to shareholders regarding the consideration of ratification of services from related parties which is a related transactions. (Details appear in Enclosure 7)

**Board of Directors' Opinion:** Board of Directors (Excluding Mr. Jirakom Padumanon, a director who has an interest) considered and approved the ratification of the service from a related parties. As a result of SET Energy has hired JPEN Co., Ltd., a a related parties, as a service provider for clearing, land filling and land leveling and barbed wire fencing which has already been carried out due to the need to expedite the aforementioned process before the rainy season and building a safety system. In order to prevent the intrusion from outsiders into the land area of SET Energy, the Company has considered the reasons, risks and benefits that the Company and subsidiary ("the Group") has received it and is of the opinion that entering into such service transaction is reasonable. And it is for the best benefit of the Company by considering the price comparison that is consistent with the market price and lower than other service providers as well as considering the performance and experience in service and terms of service which the Board of Directors. It is of the opinion that at the time of entering into such service transaction, the Company did not comply with the announcement regarding related transactions and to seize the maximum benefit to the company and shareholders. Therefore, it was resolved to propose to the 2022 Annual General Meeting of Shareholders for approval by ratification method.

In this regard, the Audit Committee has considered the above-mentioned related transaction and is of the view that the transaction between SET Energy and JPEN, which is a related party, is reasonable. This was done to enable SET Energy to achieve its core business goals, namely project development to be completed by 2022 and commercial power distribution within the first quarter of 2023 in order to increase revenue potential and the Company's cash flow. Before the start of construction of the project, SET Energy has already completed the purchase of land. Later hired JPEN provides services of clearing, land filling and land leveling. and barbed wire fencing. With the opinion that the selection of such service providers, the management has considered comparing prices that are consistent with market prices and lower than other service providers including the potential, experience in installing solar power generation systems for the



Company's 36 solar farm projects in the past, ease of coordination, has been a partner for a long time, personnel readiness, etc., which is in accordance with the terms of the Company's procurement, causing misunderstandings in the rules that the said transaction does not qualify as a related transaction because it is a normal business transaction which the Board of Directors approve principles by setting a framework for management to operate.

After the Audit Committee acknowledged from the management that the Company failure to comply with the announcement regarding related transactions and to seize the maximum benefit to the Company and shareholders are important. Therefore, the opinion is consistent with the Board of Directors to be presented to the 2022 Annual General Meeting of Shareholders for approval by ratification method.

**Required Votes:** This agenda must be approved by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote. Without counting the votes of the shareholders who have interests

#### **Agenda 10: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, 2021 to December 31, 2021., 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](http://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, 10<sup>th</sup> 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 10.



Therefore, the Company would like to invite the shareholders to attend the meeting on the date, time and place as mentioned. By the shareholders who wish to attend the meeting in person or a proxy who is not a director of the Company through electronic media. The registration system for submitting petitions will be open from April 8, 2022 at 8:30 a.m. The system will close registration on April 20, 2022 until the meeting is closed.

In this regard, the electronic meeting system will be open for access on April 20, 2022 at 12:00 hrs. (2 hours before the meeting opens) whereby shareholders or proxies use the Username and Password received and follow the manual. use in the system (Details appear in Enclosure 8)

The Company determines the date for the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on Tuesday, March 22, 2022.

Yours sincerely,

(Dr. Wandee Khunchornyakong Juljarern)  
Chief Executive Officer

**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 Annual General Meeting of Shareholders for the year 2021**

**Held on Monday, 19 April, 2021 at 14.00 hrs.**

**at the Ambassador Hotel, Convention Room AB, Floor 1**

**No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110**

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

- |   |   |
|---|---|
| 1. Dr. Wandee Khunchornyakong Juljarern | 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                               |
| 10. and Independent Director            |   |

**Executives Present at the Meeting**

- |                             |   |
|-----------------------------|---|
| 1. Ms. Rungfah Larbyoenyong | Executive Vice President (Accounting & Finance) |
| 2. Mr. Pipat Viriyatranon   | Vice President of Financial Department          |

**Legal Advisors from Baker & McKenzie Ltd.**

1. Mr. Theppachol Kosol

**Auditor from KPMG Phoomchai Audit Ltd.**

1. Ms. Sophit Prompol  
2. Ms. Atchara Sorananupap  
Ms. Chanamon Thongpila





### 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”).

Mr. Santisuk Humskul acted as a master of ceremonies (“MC”).

The MC welcomed and thanked the shareholders for their attendance to the Annual General Meeting of Shareholders for the year 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 and the company secretary.

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 7 agendas to be voted on from a total of 9 agendas;
- At the meeting, the agenda will be considered in the order specified in the invitation letter and equitable treatment of shareholders in order to comply with the principles of good corporate governance and to prevent the spread of COVID-19 and for the safety of shareholders' health, on March 17, 2021 until March 31, 2021, the Company has given the opportunity to shareholders who wish to submit questions in advance meeting via mail or electronic mail (e-mail), which is now due for a period of time as the company already informed. No shareholder submitted any questions in advance of the meeting. However, for today's meeting, the Company reserves the right for shareholders to ask questions during the meeting. In the event that the shareholders have questions or opinions other than the agenda currently being considered, the Company would like you to write your questions on a piece of paper and put them in the question-receiving box instead of asking through a microphone. The paper and pen will be prepared and the company will answer inquiries and publish information on the company's website within 2 weeks after the meeting ends.
- 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, except agenda 7 the appointment of directors if no shareholder disapproves or abstains from voting, it shall 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 raise their hands so that the Company's representatives can collect the ballots and hand them to the Ballot Counting Committee.
  - For agenda 7 the appointment of directors, the company will collect all ballots and counting all votes, both in the vote of approval, disapproval or abstention requesting that all shareholders who agree, disagree or abstain vote in the ballot for agenda 7 and raise the hand to allow the staff to collect the ballot.
  - In calculating the votes, the Company shall deduct the number of disapproved and abstained votes from the total votes. The outstanding votes shall be deemed as approved votes. The shareholders who approved the proposed agendas shall retain the ballots and return them to the Company's representatives after the Meeting concludes. Except for agenda item 7 regarding an appointment of directors of the Company whereby all ballots will be collected and all voting for this agenda item (whether approving, disapproving or abstaining) will be counted. All shareholders who approve, disapprove or abstain from voting shall mark their ballots and raise their hand to signify to the staff to collect the relevant ballots for the purpose of vote counting.



- 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.

Shareholders who wish to amend their votes on the ballots 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. In case of a tie of votes, the Chairperson shall have a casting vote. Therefore, in calculating the votes, only the votes of approval and disapproval shall be counted and the abstention shall not be taken into account.
- 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. All ballots shall be collected to ensure transparency of the vote-counting procedure.
- At present, the Company has registered a total of 1,153,189,000 shares and registered paid-up capital of 1,055,790,000 Baht divided into ordinary shares 1,055,790,000 shares with a par value of 1 baht per share.

The company that the names of the eligible shareholders to attend the Annual General Meeting of Shareholders for the year 2021 was recorded on Wednesday, 17 March, 2021 (Record Date).

In the Meeting. Currently, there are 43 persons shareholders attending the Meeting in person representing 801,554 shares and there are 108 proxies attending the Meeting representing 722,361,643 shares. The total number of attendees is 151 persons representing 723,163,197 shares equivalent to 68.4949 percent of the number of shares sold 1,055,790,000 shares. The Company has a total number of shareholders of 14,440 shareholders representing 1,055,790,000 shares. Thus, the quorum is duly formed in accordance with the Articles of Association. The MC then invited Dr. Wandee Khunchornyakong Juljarern to declare the Meeting open and commence the deliberation on the following agendas:



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

The Chairperson informed the meeting that the Company were prepared and publicized the minutes of the Extraordinary General Meeting of Shareholders no. 1/ 2021 held on Friday, January 15, 2021. On the Company's website ([www.spcg.co.th](http://www.spcg.co.th)), the details as per the Enclosure 1.

The Chairperson then proposed the meeting to consider and approve the minutes of the Extraordinary General Meeting of Shareholders no. 1/2021 held on Friday, January 15, 2021. 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 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 & Finance) to report the Meeting as follows:

**Result of the Voting for Agenda 1**

Resolution	Number of Votes	Equivalent To
Approved	723,168,797	100.0000
Disapproved	0	0.0000
Abstained	0	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,168,797</b>	<b>-</b>

**Resolution** The Meeting approved the minutes of the Extraordinary General Meeting of Shareholders no. 1/2021 held on Friday, January 15, 2021. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.



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

The Chairperson informed the meeting that in the year 2020, the company has significant changes which affects the company operation, 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.

The Chairperson presented the operating results of the company in the year 2020, can be summarized as follows:

- **Business**

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.



- **Good Corporate Governance**

In the year 2020, the company received an evaluation score in the "Very Good" rating, organized by the Thai Institute of Directors (IOD), which has effective management. Transparent, verifiable and taking into account all stakeholders.

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.

- **Honorable Award of Success**

The company received two honorable 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.

The Chairperson then proposed the meeting to acknowledge the Report of the Board of Directors of the Company's operating results for the year 2020. Pursuant to the Company Articles of Association is only for acknowledgement, and no votes were cast.

**Resolution** The Meeting acknowledged the Report of the Board of Directors of the Company's operating results for the year 2020.



**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.**

The Chairperson assigned Ms. Rungfah Larbyoenyong, Executive Vice President (Accounting & Finance) to present details in agenda 3 to the meeting.

Ms. Rungfah informed the meeting that 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.

Ms. Rungfah presented the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2020 as follows:

The consolidated financial statements for the fiscal period ended on December 31, 2020 The company has Revenues from Sales and Services is amount 4,920.2 million baht, Cost of Sales and Services is amount 1,351.6 million baht, Gross Profit is amount 3,568.6 million baht, Other Income is amount 55.5 million baht, Selling Expenses is amount 20.2 million baht, Administrative Expenses is amount 262.0 million baht, Gain on Derivatives is amount 58.4 million baht, Gain on Financial Assets is amount 13.3 million baht, Share of Loss of Associate Accounted is amount 2.0 million baht, Earnings Before Interest and Taxes is amount 3,411.6 million baht, Finance Costs is amount 266.2 million baht, Earning Before Tax is amount 3,145.4 million baht, Income Tax Expenses is amount 83.0 million baht, Net Profit is amount 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, representing 2% growth rate.

The Company's financial statements for the fiscal period ended on December 31, 2020. The company has Dividend Income is amount 1,110.1 million baht, Interest Income is amount 202.2 million baht, Other Income is amount 124.4 million baht, Administrative Expenses is amount 124.8 million baht, Gain on Derivatives is amount 6.3 million baht, Loss on Financial





Assets is amount 7.3 million baht, Earnings Before Interest and Taxes is amount 1,310.9 million baht, Finance Costs is amount 205.4 million baht, Earning Before Tax is amount 1,105.5 million baht, Income Tax Income Expenses is amount 0.3 million baht, Net Profit is amount 1,105.2 million baht and Earning per Share 1.13 baht per share.

The Statement of financial position for the fiscal period ended on December 31, 2020. Total Assets is amount 21,718.2 million baht divided into Fixed Asset is amount 15,263.5 million baht and Other Assets is amount 6,454.7 million baht, Total Liabilities and Equity is amount 21,718.2 million baht divided into Interest Bearing Debts is amount 4,188.9 million baht and Other Liabilities is amount 373.6 million baht, Shareholders' Equity is amount 17,155.7 million baht, Debt to Equity Ratio is 0.27.

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.

The Chairperson then proposed the meeting to consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2020. 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 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 & Finance) to report the Meeting as follows:



### **Result of the Voting for Agenda 3**

Resolution	Number of Votes	Equivalent To
Approved	723,267,300	100.0000
Disapproved	0	0.0000
Abstained	74,800	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,342,100</b>	<b>-</b>

**Resolution** The Meeting approved the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2020. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

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

The Chairperson assigned Mr. Pipat Viriyatranon, Vice President of Financial Department to present details in agenda 4 to the meeting.

Mr. Pipat informed the meeting that 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 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 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.



The Chairperson then proposed the meeting 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. Acknowledge 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 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 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 & Finance) to report the Meeting as follows:



#### Result of the Voting for Agenda 4

Resolution	Number of Votes	Equivalent To
Approved	723,253,200	100.0000
Disapproved	0	0.0000
Abstained	90,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>

#### Resolution The Meeting approved as follows:

1. Approved 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, With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.



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

The Chairperson assigned Mr. Wanchai Lawattanatrakul, Chairperson of the Nomination, Remuneration and Corporate Governance Committee to present details in agenda 5 to the meeting.

Mr. Wanchai informed the meeting that 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.

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:



The remuneration of the Board of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2021.

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



The Chairperson then proposed the meeting to consider and approve the remuneration of the Board of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2021. 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 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 vote of not less than two-third of the total number of votes of shareholders and proxies attending the meeting.

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

**Result of the Voting for Agenda 5**

Resolution	Number of Votes	Equivalent To
Approved	719,053,853	99.4070
Disapproved	4,289,347	0.5929
Abstained	0	0.0000
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>

**Resolution** The Meeting approved the remuneration of the Board of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2021. With a vote of not less than two-third of the total number of votes of shareholders and proxies attending the meeting.





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

The Chairperson assigned Mr. Wanchai Lawattanatrakul, Chairperson of the Nomination, Remuneration and Corporate Governance Committee to present details in agenda 6 to the meeting.

Mr. Wanchai informed the meeting that 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 scarification. The Nomination, Remuneration and Corporate Governance 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.

The Chairperson then proposed the meeting to consider and 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. 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 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 vote of not less than two-third of the total number of votes of shareholders and proxies attending the meeting.



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

**Result of the Voting for Agenda 6**

Resolution	Number of Votes	Equivalent To
Approved	718,671,553	99.3541
Disapproved	4,671,647	0.6458
Abstained	0	0.0000
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>

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

The Chairperson invited the nominated directors to be elected as directors of the company at this time, namely Mr. Wanchai Lawattanatrakul, Mr. Withoon Manomaikul and Mrs. Narinporn Malasri leave the meeting room during the consideration of this agenda.

After the directors of the company that will be elected at this time have left the meeting room, the Chairperson informed the meeting that 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 2021, 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.

The Chairperson then proposed the meeting to consider and 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, in order to the Board of Directors of the Company, agreed with the Nomination, Remuneration and Corporate Governance Committee's recommendation, considered through the screening process of the company carefully. There is an opinion 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.

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.



In this agenda, all shareholders are required to cast their votes individually. All shareholders whether approve, disapprove or abstain vote clearly on the ballot. And once all the votes have been considered, request that all shareholders submit their voting card without tearing the card to staff for counting the votes. The company will collect all ballots for this agenda and count all the votes for each director one by one.

The Chairperson further informed the meeting that, pursuant to the Company's Articles of Association, this agenda requires an approval on an individual basis 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 & Finance) to report the Meeting as follows:

**Result of the Voting for Agenda 7.1 Approved the appointment of Mr. Wanchai Lawattanatrakul to be Director for another term.**

Resolution	Number of Votes	Equivalent To
Approved	719,376,303	99.4515
Disapproved	3,966,897	0.5484
Abstained	0	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>

**Result of the Voting for Agenda 7.2 Approved the appointment of Mr. Withoon Manomaikul to be Director for another term.**

Resolution	Number of Votes	Equivalent To
Approved	718,807,600	99.3729
Disapproved	4,535,600	0.6270
Abstained	0	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>



**Result of the Voting for Agenda 7.3 Approved the appointment of Mrs. Narinporn Malasri to be Director for another term.**

Resolution	Number of Votes	Equivalent To
Approved	719,325,500	99.4445
Disapproved	4,017,700	0.5554
Abstained	0	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>

**Resolution** The Meeting approved the appointment of 3 directors who will be retired by rotation, namely Mr. Wanchai Lawattanatrakul, Mr. Withoon Manomaikul and Mrs. Narinporn Malasri to be Director for another term. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

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

The Chairperson assigned Mr. Wanchai Lawattanatrakul, Chairperson of the Audit Committee to present details in agenda 8 to the meeting.

Mr. Wanchai informed the meeting that 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.

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 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 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.

The Chairperson then proposed the meeting to consider and approve the appointment of auditors and the auditors' remuneration for the year 2021. 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 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 & Finance) to report the Meeting as follows:



#### Result of the Voting for Agenda 8

Resolution	Number of Votes	Equivalent To
Approved	723,343,200	100.0000
Disapproved	0	0.0000
Abstained	0	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>723,343,200</b>	<b>-</b>

**Resolution** The Meeting approved the appointment of auditors and the auditors' remuneration for the year 2021. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.

#### **Agenda 9: Other matters (None)**

The Chairperson informed the meeting that in order to give the opportunity to the shareholders attending the meeting to make inquiries or make additional suggestions. The company requests that you write the questions on paper and put them in the question box instead of asking questions through the microphone. The staff of the company will provide paper and pen on the meeting day and the company will answer the questions and publish the information on the company website within 2 weeks after the meeting is finished.

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.

The Meeting was adjourned at 15.10 hrs. 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.

The Meeting was adjourned at 15.10 hrs.

(Ms. Parichat Saipia)  
Secretary

(Dr. Wandee Khunchornyakong Juljarern)

Chairperson



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. Dr. Wandee Khunchornyakong Juljarern**

Chairperson and Chief Executive Officer

Member of Nomination, Remuneration and Corporate Governance Committee

Type of director proposed to be appointed	Director
Date Appointed	April 1, 2011
Age	62 Years old
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>• Doctor of Philosophy (Strategic Leadership Supremacy), Suan Dusit Rajabhat University.</li> <li>• Honorable Doctor of Science (Energy and Environmental), Sripatum University.</li> <li>• Honorable Doctor of Business Administration, Western University.</li> <li>• Master of Science (Renewable Energy), Naresuan University.</li> <li>• Master of Public Administration, Suan Sunandha Rajabhat University.</li> <li>• Bachelor of Laws, Kasem Bundit University.</li> </ul>
Training Record with Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> <li>• Director Accreditation Program (DAP), Class 26/2004.</li> <li>• Director Certification Program (DCP), Class 51/2004.</li> </ul>
Holding a position of director or executive in a listed company	<ul style="list-style-type: none"> <li>• Chairperson, SPCG Public Company Limited</li> <li>• Member of the Nomination and Remuneration Committee, SPCG Public Company Limited</li> <li>• Chief Executive Officer, SPCG Public Company Limited</li> </ul>
Holding a position of director or executive in a business other than a listed company	<ul style="list-style-type: none"> <li>• Chairperson, Solar Power Company Limited</li> <li>• Chairperson, 34 subsidiaries of Solar Power Company Limited</li> <li>• Chairperson, Solar Power Asset Company Limited</li> </ul>



	<ul style="list-style-type: none"> <li>• Chairperson, 2 subsidiaries of Solar Power Asset Company Limited</li> <li>• Chairperson, Solar Power Engineering Company Limited</li> <li>• Chairperson, Solar Power Roof Company Limited</li> <li>• Chairperson, Steel Roof Company Limited</li> <li>• Chairperson, SET ENERGY Company Limited</li> </ul>
Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG	None
Experiences	<ul style="list-style-type: none"> <li>• 2011 - Present Chairperson, Member of Nomination, Remuneration and Corporate Governance Committee, and Chief Executive Officer, SPCG Public Company Limited</li> <li>• 1990 - 2007 Managing Director, Solartron Public Company Limited.</li> </ul>
Duration of Directorship	3 Years
Terms of Directorship	<ul style="list-style-type: none"> <li>• Term 1: 2011-2013</li> <li>• Term 2: 2013-2016</li> <li>• Term 3: 2016-2019</li> <li>• Term 4: 2019-2022</li> <li>• Was nominated to be a director for another term. This will serve as the fifth term (2022-2025).</li> </ul>
Shareholding in SPCG (including spouse and minor)	<ul style="list-style-type: none"> <li>• Self : 298,950,000 Shares <sup>(1)</sup> (28.32%)</li> <li>• Spouse : None</li> <li>• Minor : None</li> <li>• Total : 298,950,000 Shares (28.32%)</li> </ul>
Meeting attendance in 2021	<ul style="list-style-type: none"> <li>• Board of Directors: Held 7 meetings, attended 7 meetings (accounting to 100%)</li> <li>• Nomination and Remuneration Committee: Held 2 meetings, attended 2 meetings (accounting to 100%)</li> </ul>
Forbidden qualification	<ul style="list-style-type: none"> <li>• Has no criminal record in property-related offenses committed in corruption.</li> <li>• There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.</li> </ul>

**Remarks:**

<sup>(1)</sup> Information as of the date of determining the latest list of shareholders (Record Date) on March 22, 2022.



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



### 2. Mr. Shoji Nishizawa

Type of director proposed to be appointed	Director
Age	65 Years old
Nationality	Japanese
Education	<ul style="list-style-type: none"> <li>• B.A. in International Law, Kwansei Gakuin University, Hyogo, Japan</li> </ul>
Director Training Program	<ul style="list-style-type: none"> <li>• None</li> </ul>
Holding a position of director or executive in a listed company	<ul style="list-style-type: none"> <li>• None</li> </ul>
Holding a position of director or executive in a business other than a listed company	<ul style="list-style-type: none"> <li>• Representative Director of SW PARTNERS INC.,</li> </ul>
Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG	None
Experiences	<ul style="list-style-type: none"> <li>• 1983 Jointed Kyocera corporation, Japan Semiconductor Components, International Sales, Sales</li> <li>• 1986 Transferred to Kyocera International Inc. (Subsidiary, CA, USA), Design Center, Semiconductor Components</li> <li>• 1992 Returned to Kyocera corporation, Japan, International Sales, Semiconductor Components Group, Sales Manager</li> </ul>



- 2002 Transferred to Solar Energy Group, International Sales Division, Kyocera corporation, Japan, Senior Sales Manager
- 2007 Global Production Promotion Division, Kyocera Corporation, Japan, General Manager
- 2008 International Sales Division, Kyocera Corporation, Japan, General Manager

Duration of Directorship	3 Years
Terms of Directorship	<ul style="list-style-type: none"> <li>• Term 1: 2018 – 2020</li> <li>• Term 2: 2022 - 2025</li> </ul>
Shareholding in SPCG (including spouse and minor)	<ul style="list-style-type: none"> <li>• Self : None<sup>(1)</sup></li> <li>• Spouse : None</li> <li>• Minor : None</li> <li>• Total : None</li> </ul>
Meeting attendance in 2021	None. Due to being nominated as a new director
Forbidden qualification	<ul style="list-style-type: none"> <li>• Has no criminal record in property-related offenses committed in corruption.</li> <li>• There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.</li> </ul>

**Remarks:**

<sup>(1)</sup> Information as of the date of determining the latest list of shareholders (Record Date) on March 22, 2022.



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



**3. Dr. Alisa Khunchornyakong**

Type of director proposed to be appointed	Director
Age	38 Years old
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>• Ph.D., Doctor of Philosophy (Urban Environmental Sciences), Tokyo Metropolitan University (TMU Tokyo, Japan).</li> <li>• Master degree, Master of Engineering (Environmental Engineering and Management) Asian Institute of Technology (AIT).</li> <li>• Bachelor degree in Science (Environmental Technology) Sirindhorn International Institute of Technology (SIIT) Thammasat University.</li> </ul>
Director Training Program	None
Holding a position of director or executive in a listed company	<ul style="list-style-type: none"> <li>• Assistant to Chief Executive Officer, SPCG Public Company Limited</li> </ul>
Holding a position of director or executive in a business other than a listed company	None
Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG	None



<b>Experiences</b>	<ul style="list-style-type: none"> <li>• 2021 – Present Assistant to Chief Executive Officer, SPCG Public Company Limited</li> <li>• 2013 - 2020 Deputy Managing Director, Solar Power Company Limited</li> <li>• 2008-2009 Researcher, people's participation in solid waste management. A case study of the Bang Pa canal community Ratchaburi Province, Thailand</li> <li>• 2005 - 2008 Research Assistant <ul style="list-style-type: none"> <li>• Community and stakeholder participation in water quality improvement and pollution abatement in Bang Pa Canal in a peri-urban area of Ratchaburi Province, THAILAND</li> <li>• Master Degree Program Development in Environmental Engineering and Management at the National University of Laos</li> </ul> </li> <li>• 2004 -2005 Research Assistant Environmental Quality Promotion of Floating Food Vendors and the Slum Community on Khlong Rangsit conducted by faculty members from Environmental Technology Program at SIIT, sponsored by CIDA via AIT, THAILAND</li> </ul>
<b>Duration of Directorship</b>	3 Years
<b>Terms of Directorship</b>	<ul style="list-style-type: none"> <li>• Term 1 : 2022 - 2025</li> </ul>
<b>Shareholding in SPCG (including spouse and minor)</b>	<ul style="list-style-type: none"> <li>• Self : 3,000 Shares<sup>(1)</sup> (0.00028%)</li> <li>• Spouse : None</li> <li>• Minor : None</li> <li>• Total : 3,000 Shares (0.00028%)</li> </ul>
<b>Meeting attendance in 2021</b>	None. Due to being nominated as a new director
<b>Forbidden qualification</b>	<ul style="list-style-type: none"> <li>• Has no criminal record in property-related offenses committed in corruption.</li> </ul> <p>There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.</p>

**Remarks:**

<sup>(1)</sup> Information as of the date of determining the latest list of shareholders (Record Date) on March 22, 2022.



Enclosure 5 (for Agenda 8)

## Profiles of the nominated auditors to be elected as auditor for the year 2022



Full Name	Ms. Sophit Prompol
Age	39 Years
Certificate Public Accountant	Registration No. 10042
Service Period from Year	2021 to Present
Total	1 Year
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, 2021)

### 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 2022



Full Name	Mr.Natthaphong Tantichattanont
Age	42 Years
Certificate Public Accountant	Registration No. 8829
Service Period from Year	2016 to Present
Total	6 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, 2021)

### 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 2022



Full Name	Ms.Dussanee Yimsuwan
Age	41 Years
Certificate Public Accountant	Registration No. 10235
Service Period from Year	2018 to Present
Total	4 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, 2021)

### 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-**



## Information about receiving services from related party which is a related transaction

SPCG Public Company Limited (“the Company”) would like to notify the resolutions of the Board of Directors Meeting No. 2/2022 held on March 7, 2022 (“Meeting”), whereby the meeting approved the ratification of with receiving services from related party which is a related transaction.

According to the Extraordinary General Meeting of the Company's shareholders No. 1/2021, January 15, 2021, was resolved to approve the investment 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 megawatts (MW) (“Project”) with an investment value of not more than 23 billion baht through SET Energy Company Limited (“SET Energy”), which is a subsidiary of the Company. With a vote of not less than three-fourths of the total number of votes of shareholders and proxies who attended the meeting and had the right to vote. The Company expects that in Phase 1, the construction will be completed with a total installed capacity of not less than 300 megawatts by 2022, which is expected to be commercial electricity distribution in 2023 and will consider investing in an additional 200 megawatts (MW) of installed capacity based on the expected increase in electricity consumption in the area. The construction is expected to be complete and ready for commercial operation of not less than 500 megawatts by 2026.

In order to prepare for the development of the project in Phase 1, the total installed capacity is 316 megawatts, totaling 23 projects, for which SET Energy has purchased land with a total area of 3,111 rai 27 square wa., with a total land value of 2,093,166,683 baht. Therefore, after the purchase of land and in order to operate in accordance with the construction plan of the project by 2022, SET Energy has hired JPEN Company Limited, which is a related person to be a service provider of clearing, land filling and land leveling work. AS well as barbed wire fencing which has already been carried out due to the need to expedite the aforementioned process before the rainy season and building a safety system. This to prevent the intrusion from outsiders into the land area of SET Energy Company Limited by which the Company did not proceed in accordance with the Company's Articles of Association, Policy on related transactions and the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding rules on related transactions. dated August 31, 2008 (including any amendments thereto) And the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and the operations of listed companies in the related transaction dated 19 November 2003 (including as amended) (“Notification on Connected Transactions”) Since the Company misunderstanding that the said transaction does not qualify as a related transaction because it is a normal business transaction. The Board of Directors approves the principle by setting a framework for the management to operate.



Therefore, in order to comply with such rules, Board of Directors (excluding directors who are involved), therefore resolved to propose to the Annual General Meeting of Shareholders for ratification regarding the receiving of services from related party which is a related transaction. The details of the transaction are as follows:

1. Date/Month/Year of the transaction	July 2, 2021.
2. Related parties	<p><b><u>Service recipient</u></b> SET Energy Company Limited (“SET Energy”), a subsidiary of the Company with 80% shareholding.</p> <p><b><u>Service provider</u></b> JPEN Company Limited (“JPEN”), which is a related party.</p>
3. Related Party and Relationship	<ul style="list-style-type: none"> <li>● Mr. Jirakom Padumanon (“<b>Mr. Jirakom</b>”) <ul style="list-style-type: none"> <li>- at the date of entering the transaction, holding the position of director of the Company but will complete his term in the Annual General Meeting of Shareholders 2022.</li> <li>- Holding shares in the company of 0.14%</li> <li>- Holding shares in JPEN of 10%</li> </ul> </li> <li>● Ms. Piyarat Suksombat (“<b>Ms. Piyarat</b>”) (a younger sister of Mr. Jirakom) Holding shares in JPEN of 70%</li> </ul>
4. Types and general characteristics of the list	<p><b><u>Item type</u></b> Type 4 Receiving services according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding rules on related transactions. And the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and the operations of listed companies in the related transaction 2003. (“<b>Announcement of related transactions</b>”)</p> <p><b><u>General characteristics of the transaction</u></b> SET Energy has hired JPEN which is a related person to be a service provider of clearing, land filling and land leveling work. As well as barbed wire fencing which has already been carried out due to the need to expedite the aforementioned process before the rainy season and building a safety system to prevent the intrusion from outsiders into the land area of</p>



	<p>SET Energy in order to operate according to the construction plan of the project by the year 2022, a total of 23 projects are priced separate according to the type of work for each project. The total value is as follows:</p> <p><b>1. Clearing</b></p> <ul style="list-style-type: none"> <li>• Issued purchase orders, amounting to 23 items, which were completed and paid for all items, total amount of 93,300,000 baht.</li> <li>• Payment of wages is divided into 2 installments as follows: <ul style="list-style-type: none"> <li>- 1<sup>st</sup> Payment 50% after the contractor receives an order from the employer.</li> <li>- 2<sup>nd</sup> Payment 50% after the contractor performs the work and completes the work ready to deliver.</li> </ul> </li> </ul> <p><b>2. Land filling and land leveling work</b></p> <ul style="list-style-type: none"> <li>• Make a contract for land filling work and adjust the land area for 23 contracts, total amount of 838,365,208 baht</li> <li>• The duration of the contract for each project is 90-120 days.</li> <li>• Payment of wages is divided into 4 installments as follows: <ul style="list-style-type: none"> <li>- 1<sup>st</sup> Payment 50% of the contract value when the contractor receives the purchase order from the employer and signs the contract successfully.</li> <li>- 2<sup>nd</sup> Payment 30% of the contract value when the contractor performs the work and completes the work.</li> <li>- 3<sup>rd</sup> Payment 15% of the contract value when the contractor performs the work and completes the work. When the contractor delivers the work by creating a Contour form after filling the soil according to item No.1 for the contractor to inspect and accept the final work assignment. By SET Energy has hired an expert company to check</li> </ul> </li> </ul>
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	<p>the soil compaction and soil contour according to the desired height.</p> <ul style="list-style-type: none"> <li>- 4<sup>th</sup> Payment 5% of the contract value at the end of the total period of 12 months after the delivery of the work. During that time if soil subsidence occurs and/or changes are detected after the work is delivered, the contractor must take corrective action to be the same as the work has been delivered.</li> <li>• It is in the process of accepting and paying for all 23 projects and is expected to complete the service by June 2022.</li> </ul> <p><b>3. Barbed wire fence work</b></p> <ul style="list-style-type: none"> <li>• Issued 23 purchase orders with a total amount of 16,986,600 baht and completed 18 projects with a value of 12,624,000 baht, of which the remaining 5 projects are expected to be completed by June 2022.</li> <li>• Payment of wages is divided into 4 installments as follows: <ul style="list-style-type: none"> <li>- 1<sup>st</sup> Payment 30% after the contractor receives an order from the employer.</li> <li>- 2<sup>nd</sup> Payment 30% when the contractor completes 60% of work.</li> <li>- 3<sup>rd</sup> Payment 30% when the contractor completes 100% of work.</li> <li>- 4<sup>th</sup> Payment 10% when the contractor delivers the work.</li> </ul> </li> </ul> <p>Total cost of clearing, land filling and land leveling work and barbed wire fencing Total amount of 948,651,808 baht.</p>
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	<p><b>4. Ground preparation work (Clearing)</b></p> <ul style="list-style-type: none"> <li>• Issued purchase orders, amounting to 23 items, which were completed and paid for all items with a total value of 93,300,000 baht.</li> <li>• Payment of wages is divided into 2 installments as follows: <ul style="list-style-type: none"> <li>- 1<sup>st</sup> Payment 50% after the contractor receives an order from the employer.</li> <li>- 2<sup>nd</sup> Payment 50% after the contractor performs the work and completes the work ready to deliver.</li> </ul> </li> </ul> <p><b>5. Land filling and land leveling work</b></p> <ul style="list-style-type: none"> <li>• Prepared 23 contracts for land filling and leveling work, totaling 838,365,208 baht.</li> <li>• The duration of the contract for each project is 90-120 days.</li> <li>• Payment of wages is divided into 4 installments as follows: <ul style="list-style-type: none"> <li>- 1<sup>st</sup> Payment 50% of the contract value when the contractor receives the purchase order from the employer and signs the contract successfully.</li> <li>- 2<sup>nd</sup> Payment 30% of the contract value when the contractor performs the work and completes the work.</li> <li>- 3<sup>rd</sup> Payment 15% of the contract value when the contractor performs the work and completes the work. When the contractor delivers the work by creating a Contour form after filling the soil according to item No.1 for the contractor to inspect and accept the final work assignment. By SET Energy has hired an expert company to check the soil compaction and soil contour according to the desired height.</li> <li>- 4<sup>th</sup> Payment 5% of the contract value at the end of the total period of 12 months after the delivery of the work. During that time if soil subsidence</li> </ul> </li> </ul>
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	<p>occurs and/or changes are detected after the work is delivered, the contractor must take corrective action to be the same as the work has been delivered.</p> <ul style="list-style-type: none"> <li>• It is in the process of accepting and paying for all 23 projects and is expected to complete the service by June 2022.</li> </ul> <p><b>6. Barbed wire fence work</b></p> <ul style="list-style-type: none"> <li>• Issued 23 purchase orders with a total value of 16,986,600 baht and completed 16 projects with a value of 11,601,903 baht, of which the remaining 7 projects are expected to be completed by June 2022.</li> <li>• Payment of wages is divided into 4 installments as follows: <ul style="list-style-type: none"> <li>- 1<sup>st</sup> Payment 30% after the contractor receives an order from the employer.</li> <li>- 2<sup>nd</sup> Payment 30% when the contractor completes 60% of work.</li> <li>- 3<sup>rd</sup> Payment 30% when the contractor completes 100% of work.</li> <li>- 4<sup>th</sup> Payment 10% when the contractor delivers the work.</li> </ul> </li> </ul> <p>Total cost of clearing, land filling and land leveling work and barbed wire fencing Total amount 948,651,808 baht</p>
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<p><b>5. Transaction Value and Size</b></p>	<p><b><u>Transaction Value</u></b></p> <ol style="list-style-type: none"> <li>1. Ground preparation work (Clearing) total amount of 93,300,000 baht</li> <li>2. Land filling and land leveling work total amount of 838,365,208 baht</li> <li>3. Barbed wire fence work total amount of 16,986,600 baht</li> </ol> <p>Total amount 948,651,808 baht. The said value is in line with the market price and lower than other service providers.</p> <p><b><u>Transaction Size</u></b></p> <p>The total value of the service received by the Company must be paid to the related party with the amount does not exceed 948,651,808 baht, the transaction size is 5.7% of the net asset value according to the consolidated financial statements of the Company and its subsidiaries as of December 31, 2021, which amounted to 16,536,904,000 baht. Therefore, the size of this transaction is more than 3.00 percent of the net asset value without any transaction in the past 6 months. The Company is obliged to seek approval from the shareholders' meeting with all votes of the shareholders who attend the meeting and have the right to vote, excluding the shareholders who have interests. The Company has approved the appointment of AVANTGARDE CAPITAL COMPANY LIMITED, which is a financial advisor on the list approved by the Office of the Securities and Exchange Commission as an independent financial advisor (IFA) to give opinions on the reasonableness of the transaction and the appropriateness and fairness of the service fee and conditions of the transaction to the shareholders of the Company for consideration and approval of ratification.</p>
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<b>6. Reason and necessity for the transaction</b>	<p>In order to prepare for the development of the project in Phase 1, the total installed capacity is 316 megawatts (MW), totaling 23 projects, for which SET Energy has purchased land with a total area of 3,111 rai 27 square wa., total land value 2,093,166,683 baht. Therefore, after the purchase of land and in order to operate in accordance with the construction plan of the project by 2022, SET Energy has hired JPEN, who is a related party to be a service provider of clearing, land filling and land leveling work. As well as barbed wire fencing which has already been carried out due to the need to expedite the aforementioned process before the rainy season and building a safety system to prevent the intrusion of outsiders into SET Energy's land area.</p> <p>By considering the price comparison that is consistent with the market price and lower than other service providers. In addition, JPEN has the work and experience in installing solar power generation systems for all 36 solar farm projects of the Company, which have already sold commercial electricity. The selection of the service has passed the appraisal and negotiation of the contract price from the Company and the Board of Directors shall consider it appropriate to hire JPEN as a service provider.</p>
<b>7. Source of funds used to pay for services</b>	<p>SET Energy's cash flow, with payment terms in the form installment payment. (details in item no. 4)</p>
<b>8. Meeting attendance and voting of directors who have interests/ who are related party</b>	<p>Mr. Jirakom Padumanon, Directors who has interests did not attend the meeting and vote.</p>



<p><b>9. Opinion of the Board of Directors</b></p>	<p>The Board of Directors No. 2/2022 dated March 7, 2022 (excluding Mr. Jirakom Padumanon, director who has interests) considered and approved the ratification of services from related party by considering the reasons, risks and benefits that the Company and subsidiary (the "Group") will receive. Therefore, it is considered that entering into the transaction received such services is reasonable. By considering the price comparison that is consistent with the market price and lower than other service providers as well as considering the results and experience in service and terms of service. The Board of Directors is of the opinion that while entering into such service transaction, the Company did not comply with the Notification on related transaction and to seize the maximum benefit to the Company and shareholders are important. Therefore, it was resolved to propose to the Annual General Meeting of Shareholders 2022 for approval by ratification method.</p>
<p><b>10. Opinion of the Audit Committee</b></p>	<p>In this regard, the Audit Committee has considered the above-mentioned related transaction and is of the view that the transaction between SET Energy and JPEN, which is a related party, is reasonable. This was done to enable SET Energy to achieve its core business goals, namely project development to be completed by 2022 and commercial power distribution within the first quarter of 2023 in order to increase revenue potential and the Company's cash flow. Before the start of construction of the project, SET Energy has already completed the purchase of land. Later hired JPEN provides services of clearing, land filling and land leveling. and barbed wire fencing. With the opinion that the selection of such service providers, the management has considered comparing prices that are consistent with market prices and lower than other service providers including the potential, experience in installing solar power generation systems for the Company's 36 solar farm projects in the past, ease of coordination, has been a partner for a long time, personnel readiness, etc., which is</p>



	<p>in accordance with the terms of the Company's procurement, causing misunderstandings in the rules that the said transaction does not qualify as a related transaction because it is a normal business transaction which the Board of Directors approve principles by setting a framework for management to operate.</p> <p>After the Audit Committee acknowledged from the management that the Company failure to comply with the announcement regarding related transactions and to seize the maximum benefit to the Company and shareholders are important. Therefore, the opinion is consistent with the Board of Directors to be presented to the 2022 Annual General Meeting of Shareholders for approval by ratification method.</p>
<b>11. Opinion of the Audit Committee and/or the Company's directors different from the opinion of the Board of Directors</b>	The Company's directors have the same opinion.



## Information of SPCG Public Company Limited

### 1. General Information

Company name	SPCG PUBLIC COMPANY LIMITED
English name	SPCG PUBLIC COMPANY LIMITED
Type of business	<p>Run business in investment by holding shares in subsidiary companies and associates to operate 4 types of businesses, which are as follows;</p> <p>(1) Business of investment and development of Solar Farm, Engineering, Procurement and Construction (EPC), and Operation, Maintenance and Monitoring (OM&amp;M)</p> <p>(2) Business of distribute and installation of solar roof (Solar Roof)</p> <p>(3) Authorized sales and service partner of SMA Solar Technology AG (SMA), Germany.</p> <p>(4) Business of manufacture, distribution and installation of Metal Steel Roofing with one-stop service (Steel Roof)</p>
Head office	1 Capital Work Place Building, 10Fl. Soi Jamjan Sukhumvit Rd., Klongton-Nua, Wattana, Bangkok 10110
Subsidiaries location	<p>(1) Solar farm business of corporation group are located in 10 provinces with the total of 36 projects.</p> <p>(2) Solar roof business is located on 1 Capital Work Place Building, 9Fl. Soi Jamjan Sukhumvit Rd., Klongton-Nua, Wattana, Bangkok 10110.</p> <p>(3) Authorized sales and service partner of SMA Solar Technology AG (SMA) is located on 1 Capital Work Place Building, 9Fl. Soi Jamjan Sukhumvit Rd., Klongton-Nua, Wattana, Bangkok 10110.</p> <p>(4) Business of manufacture, distribution and installation of Metal Steel Roofing with one-stop service is located on 8 Moo. 15, Bangplee Yai, Bangplee, Samutprakarn 10540.</p>
Registration number	0107548000137
Website	<a href="http://www.spcg.co.th">www.spcg.co.th</a>
Telephone	0-2011-8111
Facsimile	0-2011-8112
Registered capital	1,153,189,000 Baht



<b>Paid-up capital</b>	1,055,790,000 Baht
<b>Par value</b>	1 Baht per share
<b>Registrar</b>	Thailand Securities Depository Co.,Ltd. (“TSD”) 93 Rachadaphisek Rd., Dindaeng, Dindaeng, Bangkok 10400 Telephone 0-2009-9000 Facsimile 0-2009-9991
<b>Company’s auditors</b>	Ms. Sophit Prompol Certified Public Accountant No. 10042 or Mr. Natthaphong Tantichattanont Certified Public Accountant No. 8829 or Ms. Dussanee Yimsuwan Certified Public Accountant No. 10235 KPMG Phoomchai Audit Ltd Empire Tower, 50 <sup>th</sup> - 51 <sup>st</sup> Floors, 1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Telephone 0-2677-2000 Facsimile 0-2677-2222
<b>Contact</b>	<ul style="list-style-type: none"> <li>● Company Secretary &amp; Governance Telephone 02-011-8111 Extension 1031 Facsimile 02-011-8112 E-mail: info@spcg.co.th</li> <li>● Investor Relation Division Telephone 02-011-8111 Extension 1051 Facsimile 02-011-8112 E-mail: ir@spcg.co.th</li> </ul>

## 2. Nature of business

SPCG Public Company Limited, abbreviated SPCG, is a listed company on the Stock Exchange of Thailand under the Energy and Utilities business category. operates in the form of a Holding Company, ie, SPCG is a major shareholder of 42 affiliated companies. SPCG has a total registered capital of 1,153,189,000 baht which has a paid-up registered capital of 1,055,790,000 baht with a par value of 1 baht per share.



### 3. List of Board of Directors, Executives, Major Shareholders and stakeholders.

#### Board of Directors

As of March 31, 2022, the Company has 9 members of the Board of Directors as follows:

No.	Name list	Position
1.	Ms.Wandee Khunchornyakong	Chairperson Member of Nomination, Remuneration and Corporate Governance Committee Chief Executive Officer Acting for Executive Vice President (Accounting & Finance)
2.	Mr.Somsak Khunchornyakong	Director Member of Nomination, Remuneration and Corporate Governance Committee Executive Vice President (Operation)
3.	Mr. Jirakom Padumanon	Director
4.	Mr. Withoon Manomaikul	Director
5.	Pol. Maj. Gen. Wanchai Wisuttinan	Director
6.	Mrs.Narinporn Malasri	Director Executive Vice President (Management and Business Development)
7.	Mr. Wanchai Lawattanatrakul	Independent Director Chairperson of Audit Committee Chairperson of Nomination, Remuneration and Corporate Governance Committee
8.	Dr. Art-ong Jumsai Na Ayudhya	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Corporate Governance Committee
9.	Mr. Apichat Limsethanuwat	Independent Director Member of Audit Committee Member of Nomination, Remuneration and Corporate Governance Committee

Ms. Parichat Saipia is the Company's secretary.

**Company's Authorized Directors are as follows:** Dr. Wandee Khunchornyakong Juljarern sign her name and affix the company's seal, or Mr. Somsak Khunchornyakong jointly sign with Mr. Withoon Manomaikul, and affix the company's seal.



### Company's Executives

As of March 31, 2022, the Company has 6 executives as follows:

No.	Name	Position
1.	Dr. Wandee Khunchornyakong Juljarern	Chief Executive Officer and Acting for Managing Director, Solar Power Roof Co., Ltd.
2.	Mr. Somsak Khunchornyakong	Executive Vice President (Operation) and Managing Director, Solar Power Co., Ltd.
3.	Mrs. Narinporn Malasri	Executive Vice President (Management and Business Development)
4.	Ms. Rungfa Larpyuenyong	Executive Vice President (Accounting & Finance)
5.	Mr. Pruet Tongyusook	Managing Director, Solar Power Engineering Co., Ltd.
6.	Mr. Sanith Aroontaveesup	Acting for Managing Director, Steel Roof Co., Ltd.

### Shareholders

List of the top 10 major shareholders as of the latest shareholder list date on March 22, 2022

No.	Major Shareholders	Shares	%
1.	MISS WANDEE KHUNCHORNYAKONG	298,950,000	28.32
2.	UBS AG SINGAPORE BRANCH	95,200,050	9.02
3.	GULF INTERNATIONAL INVESTMENT (HONG KONG) LIMITED	92,285,126	8.74
4.	MISS RACHANEewan AKHARAWIKRAI	65,891,200	6.24
5.	Kyocera Corporation	63,500,00	6.01
6.	Thai NVDR Company Limited	37,682,880	3.57
7.	MISS WORACHA KHUNCHORNYAKONG	35,378,200	3.35
8.	MISS SOMPONG KUNCHORNYAKONG	22,250,237	2.11
9.	MR. WITHOON MANOMAIKUL	19,290,000	1.83
10.	STATE STREET EUROPE LIMITED	14,443,897	1.37
Total major shareholders		744,874,590	70.55
Total minor shareholders		310,915,410	29.45
Total		1,055,790,000	100.00

### Stakeholders

No.	Shareholders	Shares	%
1.	Mr. Jirakom Padumanon	1,500,000	0.14

**Remarks :** Has no right to vote on the agenda to approve the ratification of services from related party which are related transactions .



#### 4. Related Transactions

Related Parties	Relationship	Transactions	Transactions Value (in thousand Baht)		Necessary and Validity
			Year Ended 31 December 2021	Year Ended 31 December 2020	
<b>1.JPEN Co., Ltd. (JPEN)</b> Is the operating service company maintenance of solar farm processing and installation of solar roof	<b>1. Mr. Jirakom Padumanon</b> - Taking a position of the Board of Directors and holds 0.14% shares - One of the Company major shareholder - Holding 10% shares of JPEN Co., Ltd.  <b>2. Mrs. Piyarat Suksombat</b> - Sister of Mr. Jirakom Padumanon - Holding 70% of JPEN Co., Ltd. Shares. However, in accordance to section 258 of the securities and exchange act B.E 2535, Ms. Wandee Khunchornyakong and related person are not shareholders, executives, authorized person, stakeholder or beneficial person in JPEN Co., Ltd. or gain any benefit that occur from related transactions of the Company or subsidiaries of JPEN Co., Ltd.	<b>1. Cost of OM&amp;M</b> The transaction represents the cost of operation, maintenance and processing of solar farms to SPC and SPV in accordance with the commissioning of the service fee with JPEN Co., Ltd.	90,017	109,324	1. The transaction is considered an ordinary business transaction which is in accordance with the terms of the service contract of operating work, maintenance work and processing work between JPEN Co., Ltd., SPC and SPV.





		<b>2. Account payable - OM&amp;M</b> The transaction is an accrued payable for the operation, maintenance and processing of solar farms to SPV in accordance with the commissioning of the service fee with JPEN Co., Ltd.	8,310	9,783	2. The transaction is considered an ordinary business transaction which is in accordance with the terms of the service contract of operating work, maintenance work and processing work between JPEN Co., Ltd. and SPV.
		<b>3. Account payable - equipment</b> This transaction is account payable of selling equipment for SPV with JPEN Co., Ltd.	709	224	3. The transaction is considered an ordinary business transaction and in accordance with the trade conditions between JPEN Co., Ltd. and SPV.
		<b>4. Cost of solar roof Installation</b> This transaction is the cost of solar roof installation and maintenance service (O&M) of SPR with JPEN Co., Ltd.	28,021	51,954	4. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SPR.
		<b>5. Account payable - solar roof installation</b> The transaction is the payable for the installation of solar roof and maintenance service (O&M) of SPR with JPEN Co., Ltd.	30,945	83,125	5. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SPR.



		<b>6. Revenue from selling equipment</b> The transaction is the revenue recognition transaction from selling SPR equipment to JPEN Co., Ltd.	319	1,657	6. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SPR.
		<b>7. Account receivable</b> This transactions is account receivables from solar roof installation charged by SPR	-	548	7. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SPR.
		<b>8. Purchase of goods</b> This transaction is the purchase of SPR products from JPEN Co., Ltd.	7,770	25,820	8. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SPR.
		<b>9. Warehouse rental</b> This transaction is an item of the warehouse rental storage of SPV products under the lease agreement with JPEN Co., Ltd.	1,585	689	9. The transaction is considered an ordinary business transaction and in accordance with the terms of the lease agreement between JPEN Co., Ltd. and SPV.



		<b>10. Cost of land development</b> This transaction is the cost of land development of SET with JPEN Co., Ltd.	577,067	-	10. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SET.
		<b>11. Account payable - land development</b> The transaction is the payable for the land development of SET with JPEN Co., Ltd.	10,514	-	11. The transaction is considered an ordinary business transaction and is in accordance with the trade conditions between JPEN Co., Ltd. and SET.



Related Parties	Relationship	Transactions	Transactions Value (in thousand Baht)		Necessary and Validity
			Year Ended 31 December 2021	Year Ended 31 December 2020	
<b>2. Woracha Holding Co., Ltd.</b> is a company of property and asset management	<b>1. Ms. Wandee Khunchornyakong</b> - A director and holds 28.32% shares - One of the major shareholders - Holding 1% shares of Woracha Holding Co., Ltd. <b>2. Ms. Sompong Khunchornyakong</b> - Holding 2.11% shares - A director and holds 2% shares of Woracha Holding Co., Ltd. <b>3. Mrs. Prakong Khunchornyakong</b> - Holding 0% shares - A director of Woracha Holding Co., Ltd. <b>4. Ms. Woracha Khunchornyakong</b> - Holding 3.35% shares - A director and holds 97% shares of Woracha Holding Co., Ltd.	<b>1. Warehouse rental</b> This transaction is acquired of warehouse rental contract between SPC, SPR, SPE and SPV with Woracha Holding Co., Ltd.	13,327	12,418	1. This transaction is an ordinary business transaction and in accordance to the condition of rental contract between Woracha Holding Co., Ltd. with SPC, SPR, SPE and SPV



Related Parties	Relationship	Transactions	Transactions Value (in thousand Baht)		Necessary and Validity
			Year Ended 31 December 2021	Year Ended 31 December 2020	
<b>3. Capital Work Place Co., Ltd.</b> is a company of real estate rental company	<b>1. Ms. Wandee Khunchornyakong</b> - A director and holds 28.32% shares - One of the major shareholders - A director and holds 2% shares of Capital Work Place Co., Ltd.	<b>1. Account payable - office rental</b> This transaction is account payable of office rental contract between SPCG, SPC and SPR with Capital Work Place Co., Ltd	214	254	1.This transaction is an ordinary business transaction and in accordance to the condition of rental contract between Capital Work Place Co., Ltd. and SPCG, SPC and SPR.
	<b>2. Ms. Sompong Khunchornyakong</b> - Holding 2.11% shares - A director and holds 8% shares of Capital Work Place Co., Ltd.	<b>2. Office rental</b> This transaction is acquired of office rental contract between SPCG, SPC and SPR with Capital Work Place Co., Ltd	7,426	7,426	2.This transaction is an ordinary business transaction and in accordance to the condition of rental contract between Capital Work Place Co., Ltd. and SPCG, SPC and SPR
	<b>3. Ms. Woracha Khunchornyakong</b> - Holding 3.35% shares - A director and holds 90% shares of Capital Work Place Co., Ltd.	<b>3. Facility services fee</b> The transaction is a common utility bills of SPCG, SPC and SPR according to the lease agreement with Capital Work Place Co., Ltd	12,383	12,639	3. This transaction is an ordinary business transaction and in accordance to the condition of rental contract between Capital Work Place Co., Ltd. and SPCG, SPC and SPR.



Related Parties	Relationship	Transactions	Transactions Value (in thousand Baht)		Transactions Value (in thousand Baht)
			Year Ended 31 December 2021	Year Ended 31 December 2021	
<b>4. Capital Residence Company Limited</b> is a real estate rental company	<b>1. Ms. Wandee Khunchornyakong</b> - A director and holds 28.32% shares - One of the major shareholders of the Company - A director of Capital Residence Company Limited  <b>2. Mrs. Prakong Khunchornyakong</b> - Holding 0% shares - A director and holds 0.001% shares of Capital Residence Company Limited.  <b>3. Ms. Sompong Khunchornyakong</b> - Holding 2.11% shares - A director and holds 99.995% shares of Capital Residence Company Limited	<b>1. Apartment Rentals</b> The transaction is a rental fee of SPCG apartments according to the lease agreement with Capital Residence Company Limited.  <b>2. Facility services fee</b> The transaction is SPCG's common utility fee under the lease agreement with Capital Residence Company Limited.	-	216	1. The transaction is an ordinary business transaction and in accordance with the terms of the lease agreement between Capital Residence Company Limited and SPCG.  2. The transaction is considered as an ordinary business transaction and in accordance with the terms of the lease agreement between Capital Residence Company Limited and SPCG.
			-	130	



Related Parties	Relationship	Transactions	Transactions Value (in thousand Baht)		Transactions Value (in thousand Baht)
			Year Ended 31 December 2021	Year Ended 31 December 2021	
	<b>4. Ms. Woracha Khunchornyakong</b> - Holding 3.35% shares - A director of Capital Residence Company Limited  <b>5. Mr. Somsak Khunchornyakong</b> - A director and holds 0.95% shares - Holding 0.001% shares of Capital Residence Company Limited  <b>6. Mrs. Kanokporn Khunchornyakong</b> - Holding 0.19% shares - Holding 0.003% shares of Capital Residence Company Limited				



## 5. Financial statement and operating results

### 5.1 Consolidated and Separate Statements of Financial Position

Description	Consolidated financial statement						Separate financial statement					
	31-Dec-21		31-Dec-20		31-Dec-19		31-Dec-21		31-Dec-20		31-Dec-19	
	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*
<b>Assets</b>												
<b>Current assets</b>												
Cash and cash equivalents	46,049	0.2	735,467	3.3	460,067	2.0	11,032	0.1	667,364	6.1	23,702	0.2
Other current financial assets	2,986,392	12.4	1,777,855	8.2	2,644,396	12.1	2,407,708	18.5	1,487,640	13.6	2,600,694	20.5
Trade and other current receivables	850,850	3.6	1,028,760	4.7	1,025,058	4.7	7,232	0.1	10,032	0.1	15,838	0.1
Short-term loan to related party	-	-	-	-	-	-	-	-	-	-	22,000	0.2
Current portion of long-term loans to related parties	-	-	-	-	-	-	1,240,202	9.5	2,516,244	23.1	2,477,672	19.4
Inventories	467,337	1.9	537,400	2.5	762,581	3.5	-	-	-	-	-	-
Restricted fixed deposit	10,002	-	-	-	-	-	-	-	-	-	-	-
Other current assets	116,458	0.5	99,118	0.5	122,490	0.6	5,496	-	4,592	-	428	-
<b>Total current assets</b>	<b>4,477,088</b>	<b>18.6</b>	<b>4,178,600</b>	<b>19.2</b>	<b>5,014,592</b>	<b>22.9</b>	<b>3,671,670</b>	<b>28.2</b>	<b>4,685,872</b>	<b>42.9</b>	<b>5,140,334</b>	<b>40.4</b>
<b>Non-current assets</b>												
Other non-current financial assets	1,487,783	6.2	1,426,057	6.6	158,472	0.7	1,378,543	10.6	1,359,674	12.4	29,794	0.2
Investments in associate	-	-	-	-	39,976	0.2	-	-	-	-	40,000	0.3
Investments in subsidiaries	-	-	-	-	-	-	7,456,163	57.2	3,129,313	28.6	3,089,313	24.4
Long-term loans to related parties	-	-	-	-	-	-	440,878	3.4	1,681,080	15.4	4,339,913	34.2
Investment properties	22,164	0.1	36,229	0.2	38,312	0.2	24,942	0.2	26,065	0.2	27,191	0.2
Property, plant and equipment	17,318,004	72.0	15,263,510	70.4	15,800,320	72.1	32,773	0.3	31,300	0.3	21,894	0.2
Intangible assets	84,930	0.4	94,488	0.4	101,361	0.5	19,288	0.1	20,520	0.2	18,329	0.1
Deferred tax assets	169,817	0.7	184,101	0.8	162,427	0.7	4,136	-	-	-	-	-
Prepaid warranty expense for inverters	481,312	2.0	531,152	2.4	583,150	2.7	-	-	-	-	-	-
Other non-current assets	7,132	-	4,058	-	4,691	-	1,353	-	1,353	-	1,519	-
<b>Total non-current assets</b>	<b>19,571,142</b>	<b>81.4</b>	<b>17,539,595</b>	<b>80.8</b>	<b>16,888,709</b>	<b>77.1</b>	<b>9,358,076</b>	<b>71.8</b>	<b>6,249,305</b>	<b>57.1</b>	<b>7,567,953</b>	<b>59.6</b>
<b>Total assets</b>	<b>24,048,230</b>	<b>100.0</b>	<b>21,718,195</b>	<b>100.0</b>	<b>21,903,301</b>	<b>100.0</b>	<b>13,029,746</b>	<b>100.0</b>	<b>10,935,177</b>	<b>100.0</b>	<b>12,708,287</b>	<b>100.0</b>





Description	Consolidated financial statement						Separate financial statement					
	31-Dec-21		31-Dec-20		31-Dec-19		31-Dec-21		31-Dec-20		31-Dec-19	
	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*
<b>Liabilities and equity</b>												
<b>Current liabilities</b>												
Short-term loans from financial institutions	20,674	0.1	3,000	-	30,632	0.1	-	-	-	-	-	-
Trade and other current payables	137,176	0.6	202,929	0.9	367,981	1.7	23,654	0.2	26,461	0.3	30,345	0.2
Current portion of long-term loans from financial institution	407,628	1.7	-	-	-	-	407,628	3.1	-	-	-	-
Current portion of debentures	1,248,578	5.2	2,197,353	10.2	1,696,189	7.8	1,248,578	9.6	2,197,353	20.1	1,696,189	13.3
Current portion of lease liabilities	20,679	0.1	21,100	0.1	691	-	6,039	0.1	4,417	-	691	-
Income tax payable	61,256	0.2	48,896	0.2	19,941	0.1	-	-	-	-	1,656	-
Other current financial liabilities	5,317	-	328	-	-	-	-	-	-	-	-	-
Other current liabilities	50,213	0.2	50,325	0.2	64,894	0.3	3,205	-	3,200	-	2,601	0.1
<b>Total current liabilities</b>	<b>1,951,521</b>	<b>8.1</b>	<b>2,523,931</b>	<b>11.6</b>	<b>2,180,328</b>	<b>10.0</b>	<b>1,689,104</b>	<b>13.0</b>	<b>2,231,431</b>	<b>20.4</b>	<b>1,731,482</b>	<b>13.6</b>
<b>Non-current liabilities</b>												
Long-term loans from financial institutions	494,977	2.1	-	-	-	-	494,977	3.8	-	-	-	-
Debentures	2,146,812	8.9	1,898,084	8.8	4,095,219	18.7	2,146,812	16.5	1,898,084	17.4	4,095,219	32.2
Lease liabilities	49,045	0.2	69,346	0.3	677	-	17,492	0.1	14,394	0.1	677	-
Deferred tax liabilities	246	-	14,615	0.1	7,050	-	-	-	14,486	0.1	6,965	0.1
Non-current provisions for employee benefits	3,640	-	2,009	-	15,564	0.1	1,279	-	575	-	8,052	0.1
Other non-current financial liabilities	54,817	0.2	54,169	0.2	-	-	41,895	0.3	-	-	-	-
Other non-current liabilities	300	-	300	-	300	-	-	-	-	-	-	-
<b>Total non-current liabilities</b>	<b>2,749,837</b>	<b>11.4</b>	<b>2,038,523</b>	<b>9.4</b>	<b>4,118,810</b>	<b>18.8</b>	<b>2,702,455</b>	<b>20.7</b>	<b>1,927,539</b>	<b>17.6</b>	<b>4,110,913</b>	<b>32.4</b>
<b>Total liabilities</b>	<b>4,701,358</b>	<b>19.5</b>	<b>4,562,454</b>	<b>21.0</b>	<b>6,299,138</b>	<b>28.8</b>	<b>4,391,559</b>	<b>33.7</b>	<b>4,158,970</b>	<b>38.0</b>	<b>5,842,395</b>	<b>46.0</b>



Description	Consolidated financial statement						Separate financial statement					
	31-Dec-21		31-Dec-20		31-Dec-19		31-Dec-21		31-Dec-20		31-Dec-19	
	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*
<b>Equity</b>												
Share capital												
-Authorised share capital **	1,153,189		1,016,389		1,016,389		1,153,189		1,016,389		1,016,389	
-Issued and paid-up share capital ***	1,055,790	4.4	973,990	4.5	973,990	4.4	1,055,790	8.1	973,990	8.9	973,990	7.7
Share premium on ordinary shares	5,673,723	23.6	3,955,923	18.2	3,955,923	18.1	6,500,593	49.9	4,782,793	43.8	4,782,793	37.6
Share premium from business combination	89,000	0.4	89,000	0.4	89,000	0.4	-	-	-	-	-	-
Deficit from changes in ownership interests in subsidiary	(1,758,878)	(7.3)	-	-	-	-	-	-	-	-	-	-
Retained earnings												
-Appropriated : legal reserve	115,319	0.5	101,639	0.5	101,639	0.5	115,319	0.9	101,639	0.9	101,639	0.8
-Unappropriated	11,616,697	48.2	10,100,631	46.5	8,668,521	39.6	966,485	7.4	917,785	8.4	980,041	7.7
Other components of equity	-	-	-	-	27,774	0.1	-	-	-	-	27,429	0.2
<b>Equity attributable to owners of the parent</b>	<b>16,791,651</b>	<b>69.8</b>	<b>15,221,183</b>	<b>70.1</b>	<b>13,816,847</b>	<b>63.1</b>	<b>8,638,187</b>	<b>66.3</b>	<b>6,776,207</b>	<b>62.0</b>	<b>6,865,892</b>	<b>54.0</b>
Non-controlling interests	2,555,221	10.7	1,934,558	8.9	1,787,316	8.1	-	-	-	-	-	-
<b>Total equity</b>	<b>19,346,872</b>	<b>80.5</b>	<b>17,155,741</b>	<b>79.0</b>	<b>15,604,163</b>	<b>71.2</b>	<b>8,638,187</b>	<b>66.3</b>	<b>6,776,207</b>	<b>62.0</b>	<b>6,865,892</b>	<b>54.0</b>
<b>Total liabilities and equity</b>	<b>24,048,230</b>	<b>100.0</b>	<b>21,718,195</b>	<b>100.0</b>	<b>21,903,301</b>	<b>100.0</b>	<b>13,029,746</b>	<b>100.0</b>	<b>10,935,177</b>	<b>100.0</b>	<b>12,708,287</b>	<b>100.0</b>

**Remarks:** \* Percentage of the total assets  
 \*\* 2021 : 1,153,189,000 ordinary shares, par value at Baht 1 per share  
 2019-2020 : 1,016,389,000 ordinary shares, par value at Baht 1 per share  
 \*\*\* 2021 : 1,055,790,000 ordinary shares, par value at Baht 1 per share  
 2019-2020 : 973,990,000 ordinary shares, par value at Baht 1 per share



## 5.2 Consolidated and Separate Statements of Comprehensive Income

Description	Consolidated financial statement						Separate financial statement					
	31-Dec-21		31-Dec-20		31-Dec-19		31-Dec-21		31-Dec-20		31-Dec-19	
	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%**	Amount (in thousand Baht)	%**	Amount (in thousand Baht)	%**
Revenue from sale and rendering of services	4,492,915	100.0	4,920,154	100.0	5,246,538	100.0	-	-	-	-	-	-
Cost of sale and rendering of services	(1,234,627)	(27.5)	(1,351,595)	(27.5)	(1,620,566)	(30.9)	-	-	-	-	-	-
<b>Gross profit</b>	<b>3,258,288</b>	<b>72.5</b>	<b>3,568,559</b>	<b>72.5</b>	<b>3,625,972</b>	<b>69.1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Other income	75,482	1.7	55,462	1.1	46,013	0.9	1,326,243	100.0	1,390,027	100.0	1,652,247	100.0
Selling and distribution expenses	(9,322)	(0.2)	(20,192)	(0.4)	(17,320)	(0.3)	-	-	-	-	-	-
Administrative expenses	(255,916)	(5.7)	(261,980)	(5.3)	(276,578)	(5.3)	(140,589)	(10.6)	(124,847)	(9.0)	(140,378)	(8.5)
Gain (loss) on derivatives	(45,728)	(1.0)	(589)	-	-	-	(45,567)	(3.4)	53,099	3.8	-	-
Gain (loss) on financial assets	11,916	0.3	13,276	0.2	30,015	0.6	7,022	0.5	(7,301)	(0.5)	22,797	1.4
<b>Profit from operating activities</b>	<b>3,034,720</b>	<b>67.6</b>	<b>3,354,536</b>	<b>68.1</b>	<b>3,408,102</b>	<b>65.0</b>	<b>1,147,109</b>	<b>86.5</b>	<b>1,310,978</b>	<b>94.3</b>	<b>1,534,666</b>	<b>92.9</b>
Share of loss of associate accounted for using equity method	-	-	(2,004)	-	(24)	-	-	-	-	-	-	-
Finance costs	(155,152)	(3.5)	(207,153)	(4.2)	(360,201)	(6.9)	(153,924)	(11.6)	(205,442)	(14.8)	(275,862)	(16.7)
<b>Profit before income tax expense</b>	<b>2,879,568</b>	<b>64.1</b>	<b>3,145,379</b>	<b>63.9</b>	<b>3,047,877</b>	<b>58.1</b>	<b>993,185</b>	<b>74.9</b>	<b>1,105,536</b>	<b>79.5</b>	<b>1,258,804</b>	<b>76.2</b>
Tax (expense) income	(143,037)	(3.2)	(83,006)	(1.7)	(36,619)	(0.7)	18,514	1.4	(324)	-	(10,225)	(0.6)
<b>Profit for the year</b>	<b>2,736,531</b>	<b>60.9</b>	<b>3,062,373</b>	<b>62.2</b>	<b>3,011,258</b>	<b>57.4</b>	<b>1,011,699</b>	<b>76.3</b>	<b>1,105,212</b>	<b>79.5</b>	<b>1,248,579</b>	<b>75.6</b>



Description	Consolidated financial statement						Separate financial statement					
	31-Dec-21		31-Dec-20		31-Dec-19		31-Dec-21		31-Dec-20		31-Dec-19	
	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%*	Amount (in thousand Baht)	%**	Amount (in thousand Baht)	%**	Amount (in thousand Baht)	%**
Other comprehensive income												
<i>Items that will not be reclassified subsequently to profit or loss</i>												
Loss on remeasurements of defined benefit plans	(711)	-	-	-	-	-	(541)	-	-	-	-	-
Income tax relating to items that will not be reclassified	142	-	-	-	-	-	108	-	-	-	-	-
<i>Items that will be reclassified subsequently to profit or loss</i>												
Gain on measurements of financial assets	-	-	-	-	39,667	0.8	-	-	-	-	39,527	2.4
Income tax relating to items that will be reclassified	-	-	-	-	(7,934)	(0.2)	-	-	-	-	(7,905)	(0.5)
Other comprehensive income (loss) for the year, net of tax	(569)	-	-	-	31,733	0.6	(433)	-	-	-	31,622	1.9
Total comprehensive income for the year	2,735,962	60.9	3,062,373	62.2	3,042,991	58.0	1,011,266	76.3	1,105,212	79.5	1,280,201	77.5
Profit attributable to:												
Owners of parent	2,479,201	55.2	2,731,616	55.5	2,669,424	50.9	1,011,699	76.3	1,105,212	79.5	1,248,579	75.6
Non-controlling interests	257,330	5.7	330,757	6.7	341,834	6.5	-	-	-	-	-	-
Profit for the year	2,736,531	60.9	3,062,373	62.2	3,011,258	57.4	1,011,699	76.3	1,105,212	79.5	1,248,579	75.6
Total comprehensive income attributable to:												
Owners of parent	2,478,632	55.2	2,731,616	55.5	2,701,155	51.5	1,011,266	76.3	1,105,212	79.5	1,280,201	77.5
Non-controlling interests	257,330	5.7	330,757	6.7	341,836	6.5	-	-	-	-	-	-
Total comprehensive income for the year	2,735,962	60.9	3,062,373	62.2	3,042,991	58.0	1,011,266	76.3	1,105,212	79.5	1,280,201	77.5
Basic earnings per share (in Baht)	2.37		2.80		2.74		0.97		1.13		1.28	

Remarks:\* Percentage of revenue from sale and rendering of services

\*\* Percentage of total revenue



### 5.3 Consolidated and Separate Statements of Cash Flows

Description	Consolidated financial statements			Separate financial statements		
	31-Dec-21	31-Dec-20	31-Dec-19	31-Dec-21	31-Dec-20	31-Dec-19
	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)
<b><i>Cash flows from operating activities</i></b>						
Profit for the year	2,736,531	3,062,373	3,011,258	1,011,699	1,105,212	1,248,579
Adjustments to reconcile profit (loss) to cash receipts (payments)						
Tax expense (income)	143,037	83,006	36,619	(18,514)	324	10,225
Depreciation and amortisation	665,359	677,247	668,369	19,881	16,371	10,473
Dividend income	(10,004)	(9,947)	(9,287)	(1,069,780)	(1,110,120)	(1,205,640)
Interest income	(1,345)	(531)	(9,303)	(76,467)	(155,472)	(320,696)
Bad and doubtful debts expenses	-	-	19,704	-	-	-
Impairment loss	2,502	2,713	-	-	-	-
(Reversal of) loss on inventories devaluation	54	(5)	-	-	-	-
(Gain) loss on fair value measurement	(10,718)	(71,698)	(30,015)	71,186	996	(22,797)
(Gain) loss from disposal of plant and equipment	(1,767)	10,509	(87)	(299)	16	-
Loss from disposal of intangible assets	578	99	-	56	81	-
Finance costs	155,152	207,153	360,201	153,924	205,442	275,862
Unrealised (gain) loss on foreign exchange	(27,365)	19,693	2,465	(27,386)	109	2,308
Provisions for employee benefit	920	2,012	1,300	163	1,113	577
Share of loss of associate accounted for using equity method, net of tax	-	2,004	24	-	-	-
	3,652,934	3,984,628	4,051,248	64,463	64,072	(1,109)
<b><i>Changes in operating assets and liabilities</i></b>						
Trade and other current receivables	175,620	(5,005)	173,518	2,618	(3,574)	65,774
Inventories	70,009	225,186	143,684	-	-	-
Other current assets	(5,496)	36,173	33,635	4,299	52	20
Prepaid warranty expense for inverters	49,840	51,998	53,197	-	-	-
Other non-current assets	(3,074)	633	502	-	166	-
Trade and other current payables	(64,156)	(162,255)	(173,797)	(1,429)	(1,362)	(104,698)
Other current liabilities	(112)	(14,711)	(1,254)	5	599	(2,501)
Non-current provisions for employee benefit	-	(15,567)	-	-	(8,590)	-
Net cash generated from (used in) operating activities	3,875,565	4,101,080	4,280,733	69,956	51,363	(42,514)
Taxes paid	(142,464)	(57,970)	(70,293)	(5,204)	(9,187)	(10,382)
<b>Net cash from (used in) operating activities</b>	<b>3,733,101</b>	<b>4,043,110</b>	<b>4,210,440</b>	<b>64,752</b>	<b>42,176</b>	<b>(52,896)</b>



Description	Consolidated financial statements			Separate financial statements		
	31-Dec-21	31-Dec-20	31-Dec-19	31-Dec-21	31-Dec-20	31-Dec-19
	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)
<b><i>Cash flows from investing activities</i></b>						
Decreased in short-term deposits at financial institutions	-	-	90,000	-	-	90,000
Proceeds from sale of other financial assets	9,053,967	9,319,990	8,642,893	4,846,333	5,677,995	4,876,624
Acquisition of other financial assets	(10,308,415)	(9,643,366)	(8,800,825)	(5,815,115)	(5,843,367)	(5,153,325)
Increased in restricted fixed deposits	(10,002)	-	340,000	-	-	340,000
Acquisition of investment property	-	-	(2,264)	-	-	-
Proceeds from sale of investment property	11,987	-	-	-	-	-
Acquisition of property plant and equipment	(2,723,877)	(33,679)	(14,148)	(6,640)	(731)	(1,115)
Proceeds from sale of plant and equipment	18,553	12,694	14,077	345	-	1
Acquisition of intangible assets	(1,236)	(4,375)	(15,058)	(1,236)	(4,375)	(14,971)
Short-term loans to related party	-	-	-	(1,433,181)	-	(194,000)
Proceeds from repayment of short-term loans to related parties	-	-	-	1,433,181	22,000	273,000
Proceeds from repayment of long-term loans to related parties	-	-	-	2,516,244	2,620,261	2,072,859
Acquisition of investment in associate	-	-	(40,000)	-	-	(40,000)
Payment of share subscription in subsidiary	-	-	-	(2,504,000)	-	(4,000)
Acquisition of non-controlling interests	-	-	-	(23,250)	-	-
Dividends received	10,004	9,947	9,287	1,069,780	1,110,120	1,205,640
Interest received	1,690	437	17,803	77,194	164,852	324,004
<b>Net cash from (used in) investing activities</b>	<b>(3,947,329)</b>	<b>(338,352)</b>	<b>241,765</b>	<b>159,655</b>	<b>3,746,755</b>	<b>3,774,717</b>
<b><i>Cash flows from financing activities</i></b>						
Proceeds from short-term loans from financial institutions	1,047,727	24,000	53,862	1,000,000	-	-
Payment of short-term loans from financial institutions	(1,030,053)	(51,632)	(122,250)	(1,000,000)	-	-
Proceeds from long-term loans from financial institution	1,000,000	-	-	1,000,000	-	-
Payment of long-term loans from financial institution	(70,000)	-	-	(70,000)	-	-
Proceeds from debenture	1,497,065	-	-	1,497,065	-	-
Payment of debentures	(2,200,000)	(1,700,000)	(2,375,000)	(2,200,000)	(1,700,000)	(2,375,000)
Payment of lease liabilities	(22,762)	(20,273)	(835)	(7,057)	(4,829)	(763)
Proceeds from share subscription by non-controlling interests	626,000	-	-	-	-	-
Dividends paid	(1,170,831)	(1,477,431)	(1,319,482)	(948,886)	(1,236,944)	(1,120,063)
Interest paid	(152,336)	(204,022)	(357,585)	(151,861)	(203,496)	(272,336)
<b>Net cash from (used in) financing activities</b>	<b>(475,190)</b>	<b>(3,429,358)</b>	<b>(4,121,290)</b>	<b>(880,739)</b>	<b>(3,145,269)</b>	<b>(3,768,162)</b>



Description	Consolidated financial statements			Separate financial statements		
	31-Dec-21	31-Dec-20	31-Dec-19	31-Dec-21	31-Dec-20	31-Dec-19
	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)	Amount (in thousand Baht)
Net increase (decrease) in cash and cash equivalents	(689,418)	275,400	330,915	(656,332)	643,662	(46,341)
Cash and cash equivalents at 1 January	735,467	460,067	129,152	667,364	23,702	70,043
Cash and cash equivalents at 31 December	46,049	735,467	460,067	11,032	667,364	23,702

Remarks:\* 2019: Payment by a lessee for reduction of the outstanding liability relating to a finance lease



## 5.4 Management discussion and analysis

### 5.4.1 Analysis of Operation Results According to Consolidated Financial Statement

	Year Ended 31 December					
	2021		2020		Change	
	Amount (MB)	% to Revenue	Amount (MB)	% to Revenue	Amount (MB)	% Change
Revenue from sale and rendering of services	4,492.9	100%	4,920.2	100%	(427.3)	-9%
Cost of sale and rendering of services	(1,234.6)	-27%	(1,351.6)	-27%	(117.0)	-9%
Gross profit	3,258.3	73%	3,568.6	73%	(310.3)	-9%
Other income	75.5	2%	55.5	1%	20.0	36%
Selling and distribution expenses	(9.3)	0%	(20.2)	0%	(10.9)	-54%
Administrative expenses	(255.9)	-6%	(262.0)	-5%	(6.1)	-2%
Gain (loss) on fair value measurement of derivatives	(45.7)	-1%	(0.6)	0%	(45.1)	-7517%
Gain (loss) on financial assets	11.9	0%	13.3	0%	(1.4)	-11%
Profit from operating activities	3,034.8	68%	3,354.6	68%	(319.8)	-10%
Share of profit of associate accounted for using equity method	-	0%	(2.0)	0%	2.0	100%
Finance costs	(155.2)	-3%	(207.2)	-4%	(52.0)	-25%
Profit before income tax expense	2,879.6	64%	3,145.4	64%	(265.8)	-8%
Tax (expense) income	(143.0)	-3%	(83.0)	-2%	60.0	72%
Profit (loss) for the period	2,736.6	61%	3,062.4	62%	(325.8)	-11%
Other comprehensive income	(0.6)	0%	-	0%	(0.6)	
Total comprehensive income for the period	2,736.0	61%	3,062.4	62%	(326.4)	-11%
Profit (Loss) attributable to :						
Owners of the parent	2,479.2		2,731.6			
Non-controlling interests	257.4		330.8			
	2,736.6		3,062.4			
Total comprehensive income attributable to:						
Owners of the parent	2,478.6		2,731.6			
Non-controlling interests	257.4		330.8			
	2,736.0		3,062.4			
Earnings per share						
No. of shares (million shares)	1,044.1		974.0			
EPS (Baht per share)	2.37		2.80			

The operating results according to the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 presented the net profit of Baht 2,736.6 million or Baht 2.37 per share which decreased by Baht 325.8 million or 11%, compared to the net profit of Baht 3,062.4 million or Baht 2.80 per share of the year ended 31 December 2020. The significant reasons were as follows:





### ● Revenue from Sale and Rendering of Services

Revenue from sale and rendering of services of 2021 was Baht 4,492.9 million, decreased by Baht 427.3 million or 9%, compared to 2020 (Baht 4,920.2 million). The main reasons were as follows:

- Revenue from solar farm business of 2021 was Baht 4,015.4 million which decreased by Baht 238.8 million or 6%, compared to 2020 (Baht 4,254.2 million) although the energy output of 2021 was 387.0 million units which increasing by 1.2 million units or 0.3% from 385.8 million units but the revenue from subsidy of adders, 8 Baht per unit, for 5 solar farms had been over, detail as follows:

No.	Companies	Revenue from subsidy of adders ended
1	Solar Power (Korat 1) Co., Ltd.	20 April 2020
2	Solar Power (Sakon Nakorn 1) Co., Ltd.	8 February 2021
3	Solar Power (Nakorn Phanom 1) Co., Ltd.	21 April 2021
4	Solar Power (Korat 2) Co., Ltd.	12 September 2021
5	Solar Power (Loei 1) Co., Ltd.	14 September 2021

- Solar Power Roof Company Limited (SPR), operates the business of solar roof installation for residential, commercial and industrial customers, its revenue from sale and rendering of services of 2021 was Baht 212.9 million which decreased by Baht 313.6 million or 60% compared to 2020 (Baht 526.5 million) resulted from impacted from COVID-19 pandemic.

- Steel Roof Company Limited (SRC), operates the business of metal sheet roofing distribution and installation, the revenue from sale and rendering of services of 2021 was Baht 215.8 million which increased by Baht 126.8 million or 142%, compared to 2020 (Baht 89.0 million).

### ● Cost of Sale and Rendering of Services and Gross Profit

Cost of sale and rendering of services of 2021 was Baht 1,234.6 million, decreased by Baht 117.0 million or 9%, compared to 2020 (Baht 1,351.6 million). The decrease in cost of sale and rendering of services was aligned to the decline revenue of solar roof business (SPR) and the company could reduce the operation and maintenance (O&M) cost of solar farm by Baht 26.1 million.



Gross profit margin of 2021 was 73%, equal to 2020 because the company could reduce the operation and maintenance (O&M) cost of solar farm by Baht 26.1 million.

- **Selling and Distribution Expenses**

Selling and distribution expenses of 2021 was Baht 9.3 million, decreased by Baht 10.9 million or 54%, compared to 2020 (Baht 20.2 million). The decrease in selling and distribution expenses was in line with the decline of revenue of solar roof business (SPR).

- **Administrative Expenses**

Administrative expenses of 2021 was Baht 255.9 million, decreased by Baht 6.1 million or 2%, compared to 2020 (Baht 262.0 million). The main reasons were as follows:

- In 2021, the financial advisor fee for investing in Set Energy Co., Ltd. was Baht 23.3 million.
- In 2021, the employee expense decreased by Baht 9.8 million.
- In 2020, the company got loss on exchange rates by Baht 20.0 million.

- **Gain (Loss) on Fair Value Measurement of Derivatives**

Loss on fair value measurement of derivatives of 2021 was Baht 45.7 million. The main reason was loss on fair value measurement of cross currency swaps on long-term loans in foreign currency due to as at 31 December 2021 the Thai currency had been appreciate from the contract date.

- **Gain (Loss) on Financial Assets**

Gain on financial assets of 2021 was Baht 11.9 million, decreased by Baht 1.4 million or 11% compared to 2020 (Baht 13.3 million), as a result of the gain on investments in mutual funds and foreign investment.

- **Finance Costs**

Finance costs of 2021 was Baht 155.2 million, decreased by Baht 52.0 million or 25% compared to 2020 (Baht 207.2 million). The main reason was the repayment of debentures in amount of Baht 1,700.0 million and Baht 2,200.0 million in the year 2020 and 2021, respectively.



#### 5.4.2 Analysis of Financial Position According to Consolidated Financial Statement

##### ● Analysis of Assets

As at 31 December 2021, the total assets were Baht 24,048.2 million, increased by Baht 2,330.0 million or 11%, compared to balance as of 31 December 2020 which was Baht 21,718.2 million. The details were as follows:

	31-Dec-21	31-Dec-20	Change	
	Amount (Million Baht)	Amount (Million Baht)	Amount (Million Baht)	% Change
<b>Property, plant and equipment, net</b>	<b>17,318.0</b>	<b>15,263.5</b>	<b>2,054.5</b>	<b>13%</b>
<b>Other assets</b>	<b>6,730.2</b>	<b>6,454.7</b>	<b>275.5</b>	<b>4%</b>
<b>Total assets</b>	<b>24,048.2</b>	<b>21,718.2</b>	<b>2,330.0</b>	<b>11%</b>

- As at 31 December 2021, property, plant and equipment were Baht 17,318.0 million, increased by Baht 2,054.5 million or 13%, compared to balance as of 31 December 2020 which was Baht 15,263.5 million. The main reasons were as follows:
  - SET Energy Co., Ltd acquired of land in amount of Baht 2,673.6 million.
  - Depreciation in amount of Baht 651.9 million.
- As at 31 December 2021, other assets were Baht 6,730.2 million, increased by Baht 275.5 million or 4%, compared to balance as of 31 December 2020 which was Baht 6,454.7 million. The main reasons were as follows:
  - The increase in short-term fixed income funds in amount of Baht 1,208.5 million.
  - The decrease in cash and cash equivalents in amount of Baht 689.4 million.
  - The decrease in trade accounts receivable in amount of Baht 142.2 million.
  - The decrease in inventories in amount of Baht 70.1 million.

##### ● Analysis of Liabilities and Shareholders' Equity

As at 31 December 2021, the total liabilities and shareholders' equity were Baht 24,048.2 million, increased by Baht 2,330.0 million or 11%, compared to balance as of 31 December 2020 which was Baht 21,718.2 million. The details were as follows:

	31-Dec-21	31-Dec-20	Change	
	Amount (Million Baht)	Amount (Million Baht)	Amount (Million Baht)	% Change
<b>Interest bearing debt</b>	<b>4,388.4</b>	<b>4,188.9</b>	<b>199.5</b>	<b>5%</b>
<b>Other liabilities</b>	<b>312.9</b>	<b>373.6</b>	<b>(60.7)</b>	<b>-16%</b>
<b>Shareholders' equity</b>	<b>19,346.9</b>	<b>17,155.7</b>	<b>2,191.2</b>	<b>13%</b>
<b>Total liabilities and shareholders' equity</b>	<b>24,048.2</b>	<b>21,718.2</b>	<b>2,330.0</b>	<b>11%</b>



- As at 31 December 2021, interest bearing debt was Baht 4,388.4 million, increased by Baht 199.5 million or 5%, compared to balance as of 31 December 2020 which was Baht 4,188.9 million. The main reasons were as follows:
  - The long-term loans from financial institutions in amount of Baht 1,000.0 million.
  - The repayment of the long-term loans from financial institutions in amount of Baht 70.0 million.
  - The repayment of the debentures in amount of Baht 2,200.0 million.
  - The issuance of the debenture in amount of Baht 1,500.0 million.
- As at 31 December 2021, other liabilities were Baht 312.9 million, decreased by Baht 60.7 million or 16%, compared to balance as of 31 December 2020 which was Baht 373.6 million. The main reasons were as follows:
  - The decrease in trade accounts payable in amount of Baht 60.8 million.
- As at 31 December 2021, shareholders' equity was Baht 19,346.9 million, increased by Baht 2,191.2 million or 13%, compared to balance as of 31 December 2020 which was Baht 17,155.7 million. The main reasons were as follows:
  - The net profit was Baht 2,736.6 million.
  - The payment of dividend was Baht 1,170.8 million.
  - The issuance of share capital of subsidiary in amount of Baht 626.0 million
  - The issuance of share capital in amount of Baht 81.8 million.

- **The Appropriateness of Financial Structure**

According to statement of financial position as at 31 December 2021, debt to equity ratio was 0.24 times, there was no significant change from the ratio as at 31 December 2020 by 0.27 times.



#### 5.4.3 Analysis of Cash Flow According to Consolidated Financial Statement

	Year Ended 31 December		
	2021	2020	Change
	Amount (Million Baht)	Amount (Million Baht)	Amount (Million Baht)
Net cash generated from (used in) operating activities	3,733.1	4,043.1	(310.0)
Net cash generated from (used in) investing activities	(3,947.3)	(338.4)	(3,608.9)
Net cash generated from (used in) financing activities	(475.2)	(3,429.4)	2,954.2
Net increase (decrease) in cash and cash equivalents	(689.4)	275.3	(964.7)
Cash and cash equivalents at the beginning of the period	735.4	460.1	275.3
Cash and cash equivalents at the end of the period	46.0	735.4	(689.4)

As at 31 December 2021, cash and cash equivalents were Baht 46.0 million, decreased by Baht 689.4 million from Baht 735.4 million as at 31 December 2020. The reasons were as follows:


- 1) Net cash generated from operating activities in amount of Baht 3,733.1 million, resulting in
  - Net cash generated from operating in amount of Baht 3,875.6 million.
  - Taxes paid in amount of Baht 142.5 million.
- 2) Net cash used in investing activities in amount of Baht 3,947.3 million, resulting in
  - Cash proceed from sale of investments in short-term fixed income funds in amount of Baht 9,054.0 million.
  - Cash paid for acquisition of investments in short-term fixed income funds in amount of Baht 10,308.4 million.
  - Cash paid for acquisition of property, plant and equipment in amount of Baht 2,723.9 million.
- 3) Net cash used in financing activities in amount of Baht 475.2 million, resulting in
  - Proceeds from long-term loan from financial institutions in amount of Baht 1,000.0 million.
  - Proceeds from the share subscription by non-controlling interests in amount of Baht 626.0 million.
  - Proceeds from issuance of debenture in amount of Baht 1,497.1 million.
  - Dividend paid in amount of Baht 1,170.8 million.
  - Repayment of debenture in amount of Baht 2,200.0 million.
  - Interest paid in amount of Baht 152.3 million.



## Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/SPCG123054R> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 ☒ agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

**\*\* 1 email account per 1 shareholder ID\*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 8 April 2022 at 8:30 a.m. and shall be closed on 20 April 2022 Until the end of the meeting.

3. The electronic conference system will be available on 20 April 2022 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by April 19, 2022 at 5:00 p.m.

Sent to Ms. Parichat Saiphea, Company Secretary

SPCG Public Company Limited

No. 1 Capital Work Place Building, 10th Floor

Soi Chaem Chan Khlong Tan Nuea Sub-district, Watthana District, Bangkok 10110

If you have any problems with the software, please contact Inventech Call Center



02-931-9139



The system available during 8 – 20 April 2022 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**






## Step for registration for attending the meeting (e-Register)



- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click "Login" button
- 4 Click "REGISTER" button the system has already registered and counted as a quorum.

## Step voting process (e-Voting)



- 1 Click on menu "Voting" or symbol 
- 2 Select which agenda that you want to vote.
- 3 Click the voting button as you choose.
- 4 The system will display status your latest vote.




To cancel the last vote, please press the button

**Cancel latest vote**

(This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

## Step to ask questions via Inventech Connect



- Click "Ask a question" on menu or symbol 
- 1 Ask a question via send the question.
  - Select which agenda that you want to ask.
  - Type the question then click "Send" 
- 2 Ask a question by recording
  - Select which agenda that you want to ask.
  - Click "Microphone" button or symbol 
  - Then say the question you want to ask.
  - When you want to stop record, press the sound recording symbol.
  - Click "Send" button or symbol **Send**

## Installation Guide for Webex Meetings and How to use Inventech Connect



- 1 User Manual  
via e-Request



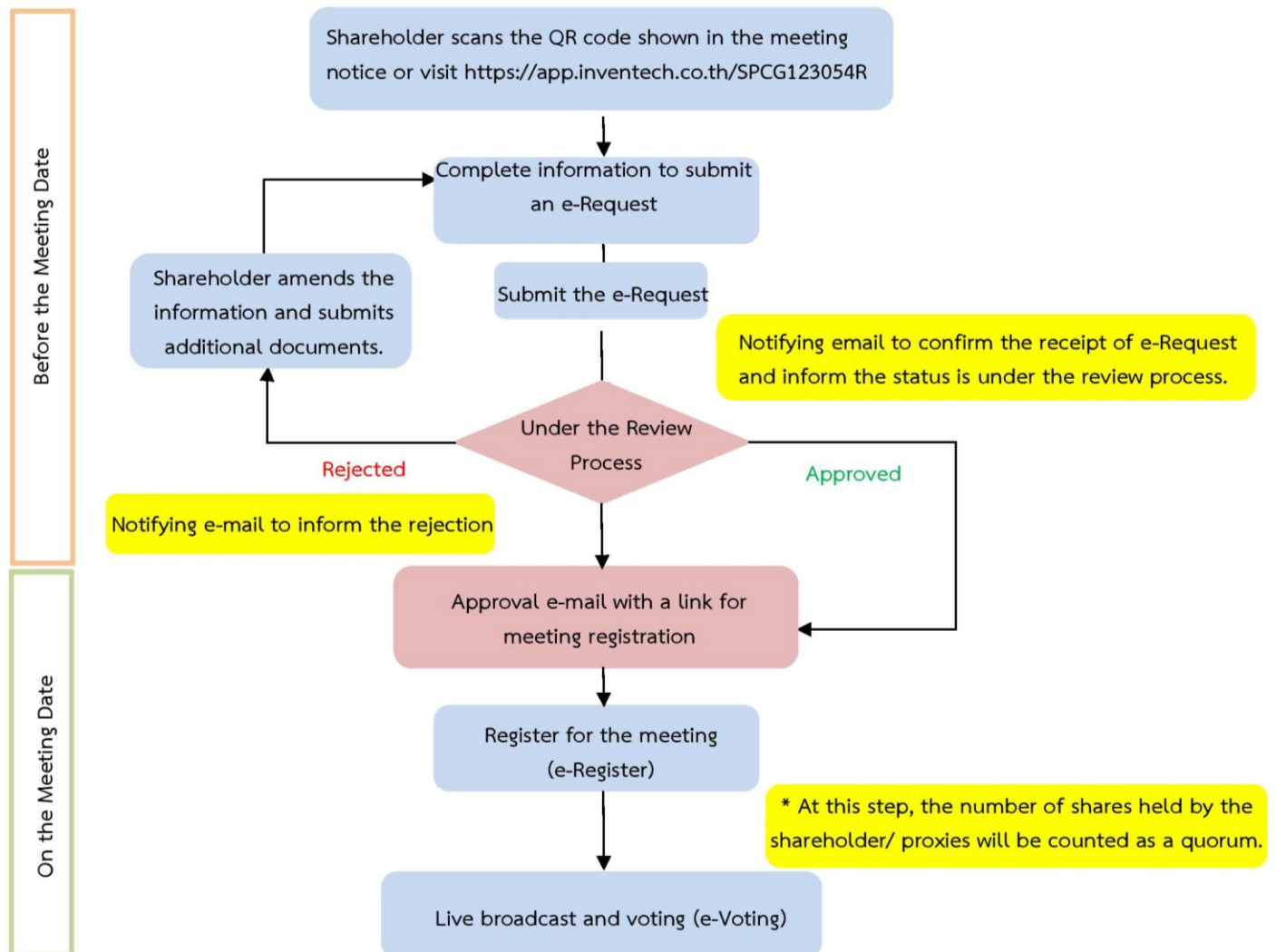
- 2 User Manual  
Inventech Connect



**Note** Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must be have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Firefox or Chrome (Recommend) or Safari

### Flowchart for the Meeting Attendance via e-Meeting



#### **Note**

1. For a proxy appointed by multiple shareholders:
  - Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.
2. Leaving the meeting
  - Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.





Enclosure 9

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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวเท่านั้น ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

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 2022 on on Wednesday, April 20, 2022 at 14.00 hrs., through electronic meetings (e-AGM) only under the Royal Ordinance on Meeting Passed Electronic Media B.E. 2020 and other related laws and regulations.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

**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 66 ปี  
อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 ซึ่งมีส่วนได้เสียพิเศษใน  
วาระที่ 5 และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Mr. Wanchai Lawattanatrakul Position Independent Director and Chairperson of the  
Audit Committee, age 66 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 and agenda 6  
proposed in the Annual General Meeting of Shareholders for the year 2022.

☐ หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 57 ปี  
อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5  
และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the Audit  
Committee, age 57 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 2022.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า  
ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 14.00 น. ในรูปแบบการประชุม  
ผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวกันนั้น ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่อ  
อิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

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 2022 on on Wednesday, April 20,  
2022 at 14.00 hrs., through electronic meetings (e-AGM) only under the Royal Ordinance on  
Meeting Passed Electronic Media B.E. 2020 and other related laws and regulations.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ วาระที่ 1 พิจารณารับทราบรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2564

Agenda 1: To consider and acknowledge the minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 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 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ฯ ประจำปี 2564

Agenda 2: To consider and acknowledge the Report of the Board of Directors of the Company's operating results 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 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัท ฯ ประจำปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 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 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2564

**Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results 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 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบรรษัทภิบาล ประจำปี 2565

**Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2022.**

- ☐ (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 2564

**Agenda 6: To consider and approve the Directors' Remuneration (Bonus) 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 7 พิจารณานุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2565

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 2022.

- ☐ (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

**ดร.วันดี กุญชรยาคง จุลเจริญ**

**Dr. Wandee Khunchornyakong Juljarern**

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

**นายโชจิ นิชิซาวา**

**Mr. Shoji Nishizawa**

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

**ดร.อลิษา กุญชรยาคง**

**Dr. Alisa Khunchornyakong**

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



- ☐ วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2565

Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2022.

- ☐ (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 พิจารณานุมัติการให้สัตยาบันเกี่ยวกับการรับบริการจากบุคคลที่เกี่ยวข้องกัน ซึ่งเป็นรายการที่เกี่ยวข้องกัน

Agenda 9: To consider and approve the ratification of services from a related party which is a related transaction.

- ☐ (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 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 10: 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 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ ทุกประการตามที่เห็นสมควร

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) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวกันนั้น ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

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 2022 on Wednesday, April 20, 2022 at 14.00 hrs., through electronic meetings (e-AGM) only under the Royal Ordinance on Meeting Passed Electronic Media B.E. 2020 and other related laws and regulations..

☐ 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:

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

☐ วาระที่.....เรื่อง.....

Agenda No. Re:

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Approve	Disapprove	Abstain

☐ วาระที่.....เรื่อง.....

Agenda No. Re:

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



☐ วาระที่.....เรื่อง.....

Agenda No.

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(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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(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

(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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(b) To grant my/our proxy to vote at my/our desire as follows:

☐ 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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (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 66 ปี อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5 และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

Mr.Wanchai Lawattanatrakul Position Independent Director and Chairperson of the Audit Committee, age 66 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 and agenda 6 proposed in the Annual General Meeting of Shareholders for the year 2022.

☐ หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 57 ปี อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอสรรีราชา จังหวัดชลบุรี 20110 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5 และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the Audit Committee, age 57 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 2022.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวนั้น ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

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 2022 on Wednesday, April 20, 2022 at 14.00 hrs., through electronic meetings (e-AGM) only under the Royal Ordinance on Meeting Passed Electronic Media B.E. 2020 and other related laws and regulations.



(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- ☐ หุ้นสามัญ .....หุ้น และมีสิทธิออกเสียงลงคะแนนได้ .....เสียง

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

- ☐ หุ้นบุริมสิทธิ .....หุ้น และมีสิทธิออกเสียงลงคะแนนได้ .....เสียง

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ วาระที่ 1 พิจารณารับทราบรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 19 เมษายน 2564

Agenda 1: To consider and acknowledge the minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 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 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2564

Agenda 2: To consider and acknowledge the Report of the Board of Directors of the Company's operating results 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 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 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 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2564

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results 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 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบรรษัทภิบาล ประจำปี 2565

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2022.



- ☐ (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 2564

Agenda 6: To consider and approve the Directors' Remuneration (Bonus) 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 7 พิจารณานุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2565

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 2022.

- ☐ (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

**ดร.วันดี กุญชรยาคง จุลเจริญ**

**Dr. Wandee Khunchornyakong Juljarern**

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

**นายโชจิ นิชิซาวา**

**Mr. Shoji Nishizawa**

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

**ดร.อลิษา กุญชรยาคง**

**Dr. Alisa Khunchornyakong**

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

- ☐ วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2565

**Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2022.**

- ☐ (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 พิจารณานุมัติการให้สัตยาบันเกี่ยวกับการรับบริการจากบุคคลที่เกี่ยวข้องกัน ซึ่งเป็นรายการที่เกี่ยวข้องกัน

**Agenda 9: To consider and approve the ratification of services from a related party which is a related transaction.**

- ☐ (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 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)  
**Agenda 10: 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) 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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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:**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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) ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันพุธที่ 20 เมษายน 2565 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวกันเท่านั้น ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎหมายและกฎระเบียบอื่น ๆ ที่เกี่ยวข้อง

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 2022 on Wednesday, April 20, 2022 at 14.00 hrs., through electronic meetings (e-AGM) only under the Royal Ordinance on Meeting Passed Electronic Media B.E. 2020 and other related laws and regulations.

☐ 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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Disapprove

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Abstain



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☐ ไม่เห็นด้วย

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Approve

Disapprove

Abstain

☐ วาระที่.....เรื่อง.....

Agenda No.

Re:

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☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain



## The information of Director (Proxy for Shareholder)



### Mr. Wanchai Lawattanatrakul

Independent Director <sup>(1)</sup>

Chairperson of Audit Committee

Chairperson of the Nomination, Remuneration and Corporate Governance Committee

Age	66 years.
Nationality	Thai
Address	<ul style="list-style-type: none"><li>• 99/80 Moo 8, Bang Khu Wat, Amphoe Mueang Pathum Thani,</li><li>• Pathum Thani Province 12000</li></ul>
Proportion of Total Shares Held (%)	<ul style="list-style-type: none"><li>• Self : None <sup>(2)</sup></li><li>• Spouse : None</li><li>• Minor : None</li><li>• Total : None</li></ul>
Conflict of special interest in the proposed agenda	<ul style="list-style-type: none"><li>• Non-interested in agenda 1-4 and agenda 7-10</li><li>• Special interested in agenda 5 agenda and 6 as follow: Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee annual compensation for the year 2022. Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2021.</li></ul>

#### Remarks:

<sup>(1)</sup> 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.

<sup>(2)</sup> Information on the latest record date on March 22, 2022.



## The information of Director (Proxy for Shareholder)



### Mr. Apichat Limsethanuwat

Independent Director <sup>(1)</sup>

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

Age	56 years
Nationality	Thai
Address	<ul style="list-style-type: none"><li>• 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha, Chonburi province 20110</li></ul>
Proportion of Total Shares Held (%)	<ul style="list-style-type: none"><li>• Self : None <sup>(2)</sup></li><li>• Spouse : None</li><li>• Minor : None</li><li>• Total : None</li></ul>
Conflict of special interest in the proposed agenda	<ul style="list-style-type: none"><li>• Non-interested in agenda 1-4 and agenda 7-10</li><li>• Special interested in agenda 5 agenda and 6 as follow: Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee annual compensation for the year 2022. Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2021.</li></ul>

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<sup>(2)</sup> Information on the latest record date on March 22, 2022.





- **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 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.



### **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.





**Enclosure 11**

**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 Form 56-1 One 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 Form 56-1 One 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 Form 56-1 One 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 Form 56-1 One Report.



Enclosure 13

### Request form for the Form 56-1 One 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 2022 Annual General Meeting of Shareholders so that shareholders may download Form 56-1 One Report in the electronic form from that QR code.

Nevertheless, any shareholder who would like to receive a hard copy of Form 56-1 One 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](mailto:ir@spcg.co.th) or [info@spcg.co.th](mailto:info@spcg.co.th)
2. By post to the Company Secretary and Corporate Governance  
SPCG Public Company Limited  
No. 1 Capital Work Place Building 10<sup>th</sup> 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)

- ☐ Form 56-1 One Report (Thai version)  
☐ Form 56-1 One Report (English version)



Enclosure 14

**Advance question form for the Annual General Meeting of Shareholders for the year 2022**

**SPCG Public Company Limited**

**On Wednesday, April 20, 2022 at 14.00 hrs.**

**Through electronic meetings (E-AGM) only.**

**Under the Royal Ordinance on Meeting through Electronic Media B.E. 2020 and other  
related laws and regulations.**

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 Monday, April 18, 2022.

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**

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**Channels for sending questions in advance:**

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



Note:

This image shows a full page of white paper with horizontal dotted lines. The lines are evenly spaced and run across the width of the page, providing a guide for handwriting practice. There are no margins, text, or other markings on the page.