



## Invitation to the Annual General Meeting of Shareholders for the year 2023

SPCG Public Company Limited

On Wednesday, April 19, 2023 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 2023 Annual General Meeting of Shareholders via electronic media (e-AGM) (according to Attachment 12)
2. The electronic meeting will be open to the system on April 19, 2023 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 2023 including organizing the Annual General Meeting of Shareholders as stipulated by law.
2. Submit the annual registration statement/annual report 2022 (Form 56-1 One Report) and/or the Financial Report to the shareholders as informed.

### **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-032/2023

March 17<sup>th</sup>, 2023

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2023.

Attention: Shareholders

- Enclosures:
1. For Agenda 1 Copy of the minutes of the Annual General Meeting of Shareholders for the year 2022
  2. For Agenda 2 and 3 Annual Registration Statement / Annual Report 2022 (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 directors
  5. For Agenda 8 Profiles of the nominated auditors to be elected as auditor for the year 2023
  6. Proxy Form A. Form B. and Form C. (Recommend to use Form B.)
  7. The information of Independent Director (Proxy for Shareholders)
  8. The Articles of Association, concerning to the Shareholders' Meeting.
  9. Using of QR Code for Downloading Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report)
  10. Request form for the 2022 Annual Report (Form 56-1 One Report) (Book)
  11. Form to submit question in advance for the 2022 Annual General Meeting of Shareholders.
  12. Guidelines for attending the 2023 Annual General Meeting of Shareholders via electronic media (e-AGM)

The Board of Directors of SPCG Public Company Limited in the meeting No. 1/2023 held on Friday, February 24, 2023 has passed the resolution to call the **Annual General Meeting of Shareholders for the year 2023 on Wednesday, April 19, 2023 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 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 2022 held on Wednesday, April 20, 2022.**

**Fact and Rationale:** The Annual General Meeting of Shareholders for the year 2022 held on Wednesday, April 20, 2022. 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 2022 held on Wednesday, April 20, 2022.

**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 2022.**

**Fact and Rationale:** In the year 2022, 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 2022, all 36 solar farm projects able to generate up to 374,290,843 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**

SPCG shared investment with Kyocera Corporation (Kyocera), Japan and Tokyo Century Leasing Corporation (TCL) with a total installed capacity of 30 MW at Tottori city, Japan with project information summarized below:

Shareholding Proportion of SPCG	79.10%
Power Purchase Rate in FiT	36 Yen per Unit
Power Purchase Period	20 Years
Electricity Purchaser	Chugoku Electric Power Co., Ltd.
Commercial Power Distribution Days	April 27, 2018
Dividend Yield	2018 = 1.6%
	2019 = 7.2%
	2020 = 7.1%
	2021 = 7.8%
	2022 = 5.6%



#### - 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	2019-2024
Commercial Operation Date (COD)	1 July 2024

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 for the rest of the payment will be gradually paid.

The project is under development, which is scheduled to be completed by 2024. In 2020, it has performed in various civil works such as land preparation for AC-DC Converter, PCS, road works, safety work, tree trimming, site Measuring, soil improvement, structural work for installing solar panels, etc.



- **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
Off taker	Kyushu Electric Power Co., Inc.
Construction Period	2020-2023
Commercial Operation Date (COD)	North Phase: July 2021
	South Phase: February 2023

- **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 2022, the Company has been rated "A-" by TRIS Rating Co., Ltd. with a stable credit rating for corporate and debentures with a stable outlook.

- **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, 2022, according to consolidated financial statements, resulted in profit of 2,464.3 million baht which is equivalent to 2.20 Baht per share compared to the year 2021, with a net profit of 2,736.6 million baht which is equivalent to 2.37 Baht per share. It appears that net profit decreased by 272.3 million baht or 10%.

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 2022 (Form 56-1 One Report) from January 1, 2022 to December, 31 2022 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 2022.

**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, 2022.**

**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 2022 for the fiscal period ended on December 31, 2022, 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 2022 (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 2022	Year 2021
Revenues from Sales and Services (Million Baht)	4,358.2	4,492.9
Profit (Loss) for the Year (Million Baht)	2,464.3	2,736.6
Profit (Loss) per Share (Baht per Share)	2.20	2.37

Total Financial Position	As of December 31, 2022	As of December 31, 2021
Assets (Million Baht)	23,718.2	24,048.2
Liabilities (Million Baht)	2,744.3	4,701.4
Equity (Million Baht)	20,973.9	19,346.9

**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, 2022 (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 2022.**

**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 2022, 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 2022, the Company has proposed the appropriation and payment of dividend from the Company's operating results for the year 2022 at the rate of Baht 0.85 per share. For the first half of 2022 ended 30 June 2022, the Company had profits from its operations as presented in the Company's separate financial statements. The Board of Directors' Meeting No. 5/2022, held on August 11, 2022 approved an interim dividend payment from the Company's operating result during 1 January 2022 - 30 June 2022 at the rate of Baht 0.25 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 9, 2022, 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 0.60 baht per share, totaling 633,474,000 baht (Six hundred and thirty three million four hundred and seventy four thousand 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 2022 (Propose)	Year 2021
1.Net Profit (the Company's financial statements) (Baht)	1,824,772,241	1,011,698,435
2.Number of share (share)	1,055,790,000	1,044,136,301
3.Earnings per share (Baht per share)	1.73	0.97
4.Total dividend paid per share (Baht per share)	0.85	0.80
4.1 first half interim dividend	0.25	0.25
4.2 second half Interim dividends	0.60	0.55
5.Number of share to dividend payment (share)	1,055,790,000	1,055,790,000
6.Total dividend payment (Baht)	897,421,500	844,632,000
7.Dividend payout ratio per net profit of the Company's financial statements (percentage)	49.13	82.47

**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 2022 - 30 June 2022 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 0.60 baht per share, totaling 633,474,000 baht (Six hundred and thirty three million four hundred and seventy four thousand baht only) (together, the dividend for the year 2022 will be equal to 0.85 baht per share, totaling quantity 897,421,500 baht (Eight hundred ninety-seven million four hundred twenty-one thousand five hundred baht only)) by specifying the list of shareholders entitled to receive dividends (Record Date) on Wednesday, March 15, 2023 and dividend payment date on Thursday 18 May 2023. The right to receive such dividends is still uncertain. Until it is approved by the 2023 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 2023.**

**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 2023 same rate as the year 2022.

**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 2023 same rate as the year 2022. 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 2022.**

**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 2022 which is in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2022 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 2022 (Propose)	Operating Performance Year 2021
Net Profit (the Company's financial statements) (Baht)	1,824,772,241	1,011,698,435
Share of bonus for directors not over 2% of net profit (Baht)	36,495,445	20,233,969
The Directors' Remuneration (Bonus) (Baht)	7,522,192	8,000,000
Percentage	0.41	0.79

**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 2022, totaling 7,522,192 baht (seven million, five hundred and twenty-two thousand, one hundred and ninety-two baht only), or equivalent to 0.41% of the net profit according to the Company's separate budget. It is under the criteria approved by the 2022 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 2023.**

**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 2023, three directors are due to retire by rotation; namely,

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Somsak Khunchornyakong    | Director, Executive Vice President<br>and Member of NRC Committee              |
| 2. Dr. Art-ong Jumsai Na Ayudhya | Independent Director, Member of Audit Committee<br>and Member of NRC Committee |
| 3. Mr. Apichat Limsethanuwat     | Independent Director, Member of Audit Committee<br>and Member of NRC Committee |

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 2023 Annual General Meeting of Shareholders from October 1, 2022 to December 31, 2022., 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:** It was deemed appropriate to propose to the meeting to consider and approve the appointment of 3 directors who had to retire by rotation, namely Mr. Somsak Khunchornyakong, Dr. Art-ong Jumsai Na Ayudhya and Mr. Apichart Limsethanuwat re-appointed as a director for another term. Because the Board of Directors with the approval of the Nomination, Remuneration and Corporate Governance Committee has been considered through the company's





screening process carefully and had an opinion that all 3 directors were knowledgeable and have qualifications that suitable for the business and has given good support to the Company's business operations, thus being fully qualified and suitable for the Company's business operations.

As for independent directors, they have been considered in accordance with the definition of independent directors established by the Company which is in line with the requirements of the Capital Market Supervisory Board and announcements of the Stock Exchange of Thailand. Including being able to express opinions freely and in accordance with the relevant rules. However, the directors who are due to retire by rotation do not participate in the consideration of such matters. The appointment of the aforementioned directors shall take effect from the day following the date of the 2023 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 2022 as the auditor of the Company and its subsidiaries for the year 2023. 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 Tantichattanont | 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 2023 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 2022.

The auditors' remuneration	Year 2023 (propose)	Year 2022
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 2023 auditors of the Company's subsidiaries, total 42 companies. The 2023 auditor's remuneration for the Company and its subsidiaries, totals 4,310,000 baht (Four million, three hundred and ten thousand baht only) without any other service charges.

In this regard, profiles of the nominated auditors to be elected as auditor for the year 2023, are as per the details in the Enclosure 5.

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

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



#### **Agenda 9: Other matters (if any)**

According to the procedures established by the Company to provide the shareholders' right to propose agendas by receiving the proposal from the shareholders between October 1, 2022 to December 31, 2023., 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 7.

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 10, 2023 at 8:30 a.m. The system will close registration on April 19, 2023 until the meeting is closed.



In this regard, the electronic meeting system will be open for access on April 19, 2023 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 12)

The Company determines the date for the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on Wednesday, March 15, 2023.

Yours sincerely,

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

(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 Individual shareholders**

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 2022

Held on Wednesday, 20 April, 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.

**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                          |
| 3. Mrs. Narinporn Malasri               | Director and Executive Vice President                          |
| 4. Mr. Jirakom Padumanon                | Director   |
| 5. Mr. Withoon Manomaikul               | Director   |
| 6. Pol. Maj. Gen. Wanchai Wisuttinan    | Director   |
| 7. Mr. Wanchai Lawattanatrakul          | Chairperson of the Audit Committee<br>and Independent Director |
| 8. Dr. Art-ong Jumsai Na Ayudhya        | Member of the Audit Committee<br>and Independent Director      |
| 9. Mr. Apichat Limsethanuwat            | Member of the Audit Committee<br>and Independent Director      |

**Executives Present at the Meeting**

- |                              |   |
|------------------------------|---|
| 1. Ms. Rungfah Larbyoenyong  | Executive Vice President (Accounting & Budgeting) |
| 2. Dr. Alisa Khunchornyakong | Assisant to CEO                                   |
| 3. Mr. Pipat Viriyatranon    | Vice President of Financial Department            |

**Independent Financial Advisor (IFA) from Avantgarde Capital Co., Ltd.**

1. Mr. Worawat Wassanon
2. Ms. Kotchakorn Ampornklinkaew
3. Mr. Phon Arunrat

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

1. Ms. Pallapa Chaiarya
2. Ms. Ratsada Samphansakul



**Auditor from KPMG Phoomchai Audit Ltd.**

- |                            |                      |
|----------------------------|----------------------|
| 1. Ms. Sophit Prompol      | Auditor              |
| 2. Ms. Atchara Sorananupap | Assistant to auditor |
| 3. Ms. Orapee Lakshmiwong  | Assistant to auditor |

**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 attending the 2022 Annual General Meeting of Shareholders. Due to the ongoing situation of the Coronavirus Disease 2019 (COVID-19) epidemic, the Company has realized and cared for the health of all shareholders attending the meeting including those who participate in organizing the meeting. The Company is ready to comply with various measures strictly in order to prevent and reduce the risk of spreading of the COVID-19 virus. In accordance with the Emergency Decree on Electronic Conferencing B.E. 2563 as well as other laws and regulations which the Company has informed the shareholders in advance together with the preliminary notice of the meeting. And introduced the Board of Directors and sub-committees which consists of Audit Committee and the Nomination, Remuneration and Corporate Governance Committee including the management of the Company and the Company's secretary attending the shareholders' meeting this time.

The MC informed the meeting that in order for the meeting to be in accordance with the principles of good corporate governance, we would like to inform you of the meeting practice which will be in accordance with the documents delivered to all shareholders in advance with rules, voting methods, vote counting, and asking questions or comment as follows:

1. Attendees who are entitled to attend the meeting must verify their identity in order to obtain a Username and Password in accordance with the methods specified by the Company, which have been provided along with the meeting invitation letter. The attendees agree to comply with the attendance requirements with the form of meeting via electronic media. And register by bringing the Email and Password received from your authorization email to Sign-in or verify your identity by requesting an OTP, then press the button. “Registration to attend meeting”, which at this stage will be considered that the shareholder has already registered to attend the meeting. And the number of shares of shareholders will be counted as a quorum.



2. The meeting will consider the matters in order of the agenda specified in the meeting invitation letter by presenting information in each agenda and giving shareholders an opportunity to ask questions before voting and will notify the result of the vote to the meeting. When the votes are counted in that agenda finish in order.

3. To vote, every shareholder has a vote of 1 share per 1 vote. In the event that any shareholder has a stake in any particular matter will not have the right to vote. For shareholders who wish will vote must vote in the Inventech Connect system. Please select the agenda for which you would like to vote. The system will display a button for voting, all 4 buttons are 1. Agree (Green) 2. Disagree (Red) 3. Abstain (Orange) 4. Cancel the last vote (Blue) if selected. "Cancel the latest vote" or not vote, the company will assume that you agree with that agenda and voting can be changed until the voting is closed, the Company gives 1 minute to vote in the system for each agenda item.

4. In vote counting, the Company will use the method of deducting the disapproving and abstaining votes from the total number of votes of the shareholders attending the meeting and having the right to vote and the remainder will be considered as "Agree" votes.

5. In case of proxy received proxies from many shareholders. Press to select "User icon" and press the "Switch account" button to access the accounts of other shareholders. Shareholders must remain on the agenda until the end of the agenda and must vote on each agenda before voting. Closing for voting on that agenda in case the shareholder leaves the meeting room or log-out from the system before closing the vote on any agenda the votes of the shareholders will not be counted as a quorum in the said agenda. And the votes will not be counted in such agenda or proxies to return to attend the meeting and vote on the next agenda in the system.

6. How to ask questions or express opinions.

Before voting for each agenda, the chairman of the meeting will give the attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate inquiries can be made in two ways:

(1.) In the event that the attendees wish to inquire through messages. Please select the Asking Questions menu. Then select the agenda that you want to ask questions and type an inquiry or your opinion. Then press send a question. The company will answer questions in the meeting room on the agenda related to that question. However, if there are many questions that are sent in, the company reserves the right to consider selecting questions as appropriate.

(2.) In case the attendee wishes to ask questions by voice message. Please select the agenda you would like to ask a question, then press the "Record" button and ask the question by voice. Once you have asked a question, press the "Stop for Recording" button and press the "Send Question /Send Question" button.





In case of questions related to that agenda are sent into the system in large numbers, the company will consider the selection of questions as appropriate.

7. Shareholders who make proxy forms for others to attend the meeting and it was in the form of voting according to the wishes of the shareholders, the Company brought the votes of approval, disapproval or abstention according to the wishes of the shareholders. It has already been included in the registration for voting on the agenda.

8. In the event that shareholders encounter problems entering the meeting system or voting system. Please study and follow the instructions given along with the invitation letter or contact Inventech Call Center at 02-931-9139.

9. If there is a system failure during the meeting Shareholders will receive an email to return to the meeting through the backup system.

At present, the Company has registered capital a total of 1,153,189,000 Baht and registered paid-up capital of 1,055,790,000 Baht, common stock of 1,055,790,000 with a par value of 1 Baht per share.

The Company has determined the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders or Record Date on Tuesday March 22, 2022.

In the Meeting there are 17 shareholders attending the Meeting in person representing 4,824,250 shares and there are 65 proxies attending the Meeting representing 710,861,148 shares. The total number of attendees is 82 persons representing 715,685,398 shares equivalent to 67.7867 percent of the number of shares sold 1,055,790,000 shares. The Company has a total of 13,375 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 acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 2021.**

The Chairperson informed the meeting that the Company were prepared and publicized the minutes of the Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 2021. On the Company's website ([www.spcg.co.th](http://www.spcg.co.th)), the details as per the Enclosure 1.

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.



The Chairperson then proposed the Meeting to consider and acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 2021. 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 attending the meeting and casting their votes.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 1**

Resolution	Number of Votes	Equivalent To
Approved	715,685,398	100.0000
Disapproved	0	0.0000
Abstained	0	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>715,685,398</b>	<b>-</b>

**Resolution** The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2021 held on Monday, April 19, 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 consider and acknowledge the Report of the Board of Directors of the Company's operating results for the year 2021.**

The Chairperson informed the meeting that in the year 2021, the company has significant changes which affects the company operation and 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.



The Chairperson informed the meeting that the Performance of the Company in the Year 2021 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	2019-2024 (March)
Commercial Operation Date (COD)	1 July 2024

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 in the amount 1,924,187,000 yen as of May 18, 2020 and will make the remaining payment within the 4/2022.

The project is under development, which in 2021 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 2024.

#### - Fukuoka Miyako Mega Solar Project

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	Kyushu Island, Miyako City, Japan
Total installed capacity	67 MW
	Divided into North Phase 23 MW
	South Phase 44 MW
Total project investment	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
Purchaser of Electricity	Kyushu Electric Power Co., Inc.
Construction period	2020-2023
Commercial Operation Date (COD)	North Phase, July 2021
	South Phase, February 2023



- **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 the year 2021, 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%.

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Chairperson then proposed the Meeting to consider and acknowledge the Report of the Board of Directors of the Company's operating results for the year 2021. Pursuant to the Company Articles of Association is only for acknowledgement, and no votes were cast.



**Resolution** The Meeting acknowledged the Performance of the Company in the Year 2021.

**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.**

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

Ms. Rungfah informed the meeting that The Public Limited Company Act B.E. 2535 (as amended), section 112 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 have them audited 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 2021 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.

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, 2021 The company has Revenues from Sales and Services is amount 4,492.9 million baht, Cost of Sales and Services is amount 1,234.6 million baht, Gross Profit is amount 3,258.3 million baht, Other Income is amount 75.5 million baht, Selling Expenses is amount 9.2 million baht, Administrative Expenses is amount 255.9 million baht, Loss on Derivatives is amount 45.7 million baht, Gain on Financial Assets is amount 11.9 million baht, Profit from Operating Activities is amount 3,034.8 million baht, Finance Costs is amount 155.2 million baht, Earning Before Tax is amount 2,879.6 million baht, Income Tax Expenses is amount 143.0 million baht, Net Profit is amount 2,736.6 million baht. Which decreased 11% from the same period last year with a net profit of 3,062.4 million baht.



The Company's financial statements for the fiscal period ended on December 31, 2021. The company has Dividend Income is amount 1,069.8 million baht, Interest Income is amount 76.5 million baht, Other Income is amount 180.0 million baht, Administrative Expenses is amount 140.6 million baht, Loss on Derivatives is amount 45.6 million baht, Gain on Financial Assets is amount 7.0 million baht, Profit from Operating Activities is amount 993.2 million baht, Earnings Before Interest and Taxes is amount 1,310.9 million baht, Finance Costs is amount 205.4 million baht, Income Tax is amount 18.5 million baht, Net Profit is amount 1,011.7 million baht .

The Statement of financial position for the fiscal period ended on December 31, 2021. Total Assets is amount 24,048.2 million baht divided into Fixed Asset is amount 17,318.0 million baht and Other Assets is amount 6,730.2 million baht, Total Liabilities and Equity is amount 24,048.2 million baht divided into Interest Bearing Debts is amount 4,388.4 million baht and Other Liabilities is amount 312.9 million baht, Share Capital is amount 5,059.6 million baht, Retain Earnings is amount 11,732.1 million baht, Non-controlling Shareholders is amount 2,555.2 million baht, Debt to Equity Ratio is 0.24.

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 provided opportunities for shareholders or proxies to raise questions or express opinions.

**Mr. Witton Phosuwanchat, the shareholders attending the Meeting in person,** asked about the company's income from Solar Farm project to be reduced from some adder projects that are exhausted or not? Will there be any projects in the future that will compensate or create further growth?

The Chairperson explained to the meeting that the Company's Solar Farm project has gradually expired in the period of receiving the adder price. The company has invested in the Solar Farm project in Japan which began to gradually recognize income for 3 projects as follows:

1. Tottori Yonago Mega Solar Farm Project, the total installed capacity is 30 megawatts, which a Commercial Operation Date (COD) and revenues have been recognized since April 2018.
2. Ukujima Mega Solar Project, the total installed capacity is 480 megawatts, with a Commercial Operation Date (COD) and revenue recognition in July 2024.



3. Fukuoka Miyako Mega Solar Project, the total installed capacity is 67 megawatts, divided into North Phase 23 megawatts and South Phase 44 megawatts, For the North Phase, which a Commercial Operation Date (COD) and revenues have been recognized since July 2021. For the South Phase, with a Commercial Operation Date (COD) and revenue recognition in February 2023.

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, 2021. 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 attending the meeting and casting their votes.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 3**

Resolution	Number of Votes	Equivalent To
Approved	715,521,798	99.9960
Disapproved	243,100	0.0339
Abstained	8,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>715,772,898</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, 2021. 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 2021.**

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 already 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, up to the amount required to be reserved according to the laws and the Company's Articles of Association.

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.

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 and retained earnings, the Company has proposed the appropriation and payment of dividend from the Company's operating results for the year 2021 and retained earnings 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 and retained earnings at the rate of Baht 0.25 per and retained earnings share, totaling 263,947,500 Baht (Two hundred sixty-three million nine hundred forty-seven thousand five hundred Baht), and the said interim dividend was distributed to the shareholders on September 10, 2021 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 2021 at the rate of Baht 0.55 per share, amounting to Baht 580,684,500 (Five hundred eighty million six hundred eighty-four 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 provided opportunities for shareholders or proxies to raise questions or express opinions.

**Mr. Witoon Phosuwanchat, the shareholders attending the Meeting in person,** asked about the company tends to pay lower dividends due to lower profits from the adder of the Solar Farm project that was exhausted until the Solar Farm project in Japan will be able to Commercial Operation Date: COD?

The Chairperson explained to the meeting that the dividend payment consideration was in accordance with the Company's dividend payment policy. As has been presented above, this depends mainly on the performance of the business. However, the dividend payment must be approved by the shareholders' meeting.

The Chairperson then proposed the meeting that acknowledge the interim dividend payment from the operating result for the period of January 1, 2021 - June 30, 2021 and retained earnings at the rate of Baht 0.25 per share, totaling 263,947,500 Baht (Two hundred sixty-three million nine hundred forty-seven thousand five hundred Baht), and approve the dividend payment from the operating result for the period of July 1, 2021 - December 31, 2021 and retained earnings at the rate of Baht 0.55 per share, amounting to Baht 580,684,500 (Five hundred eighty million six hundred eighty-four thousand five hundred Baht). Thus, the total dividend payment for the year 2021 was 0.80 Baht per share, totaling 844,632,000 Baht (Eight hundred forty-four million six hundred thirty-two thousand Baht). The shareholder's right to receive the dividend shall be determined in accordance with the record date on Tuesday, March 22, 2022 and the dividend payment will be paid on Tuesday, May 17, 2022. 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 attending the meeting and casting their votes.



And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 4**

Resolution	Number of Votes	Equivalent To
Approved	716,508,298	100.0000
Disapproved	0	0.0000
Abstained	82,500	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,590,798</b>	<b>-</b>

**Resolution** The meeting resolved to acknowledge the interim dividend payment from the operating results for the period 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 and sixty three million nine hundred forty-seven thousand and five hundred baht) and approve the dividends payment 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 amount 844,632,000 baht (eight hundred forty-four million, six hundred thirty-two thousand baht only)) by specifying the list of shareholders who are entitled to receive the dividend (Record Date) on Tuesday, March 22, 2022 and the dividend payment date Tuesday, May 17, 2022 with a majority vote of all the votes of shareholders and proxies who attended the meeting and voted.



**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.**

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 2022 same rate as the year 2021.

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 for the year 2022.**

Details	Monthly Remuneration (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 for the year 2022**

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 provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Chairperson then proposed the Meeting to consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2022. 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.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 5**

Resolution	Number of Votes	Equivalent To
Approved	715,229,734	99.8100
Disapproved	1,324,564	0.1848
Abstained	36,500	0.0050
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,590,798</b>	<b>-</b>

**Resolution** The Meeting approved the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2022. 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 2021.**

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 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.

The Board of Directors proposed the meeting to consider and approve the Directors' Remuneration (Bonus) for the year 2021 in the aggregate amount of Baht 8,000,000 (eight million baht) or representing 0.79 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 2021.

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions.

**Mr. Mannarong Thititanakul, the shareholders attending the Meeting in person,** asked about the directors received other remunerations than bonuses?

The Chairperson explained to the meeting that the directors did not receive any other remuneration.



The Chairperson then proposed the Meeting to consider and approve the Directors' Remuneration (Bonus) for the year 2021. 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.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 6**

Resolution	Number of Votes	Equivalent To
Approved	714,827,934	99.7498
Disapproved	1,717,364	0.2396
Abstained	75,500	0.0105
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,620,798</b>	<b>-</b>

**Resolution** The Meeting approved the Directors' Remuneration (Bonus) for the year 2021 in the aggregate amount of Baht 8,000,000 (eight million baht only) or representing 0.79 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 2021. 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 informed the meeting that since I was nominated to be elected as a director of the Company this time, I had to leave the meeting room during the consideration of this agenda. Therefore, The Chairperson assigned Mr. Wanchai Lawattanatrakul to present details in agenda 7 to the meeting.





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

- |   |  |
|---|--|
| 1. Dr. Wandee Khunchornyakong Juljarern | Chairperson and Chief Executive Officer, Member of the Nomination, Remuneration and Corporate Governance Committee |
| 2. Mr. Jirakom Padumanon                | Director   |
| 3. POL.MAJ.GEN. Wanchai Wisuttinan      | Director   |

According to the good corporate governance practice regarding the equitable treatment of shareholders, the Company provides an opportunity for 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.

The Board of Directors proposed 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)



The Board of Directors 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 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 2022.

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.

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Chairperson proposed the meeting to consider and approve the appointment of one director who must retire by rotation, namely Dr. Wandee Khunchornyakong Juljarern, to be Director for another term, and approve the appointment of new director to replace the director who must retire by rotation, namely Mr. Shoji Nishizawa and Dr. Alisa Khunchornyakong. 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.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 7.1 Approved the appointment of Dr. Wandee Khunchornyakong Juljarern to be Director for another term.**

Resolution	Number of Votes	Equivalent To
Approved	714,827,934	99.7498
Disapproved	5,769,219	0.8050
Abstained	35,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,620,798</b>	<b>-</b>



Result of the Voting for Agenda 7.2 Approved the appointment of Mr. Shoji Nishizawa to be a new director to replace the director who must retire by rotation.

Resolution	Number of Votes	Equivalent To
Approved	714,996,934	99.7746
Disapproved	1,614,864	0.2253
Abstained	9,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,620,798</b>	<b>-</b>

Result of the Voting for Agenda 7.3 Approved the appointment of Dr. Alisa Khunchornyakong to be a new director to replace the director who must retire by rotation.

Resolution	Number of Votes	Equivalent To
Approved	715,304,734	99.8279
Disapproved	1,232,564	0.1720
Abstained	83,500	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,620,798</b>	<b>-</b>

**Resolution** The Meeting approved the appointment of one director who must retire by rotation, namely Dr. Wandee Khunchornyakong Juljarern, to be Director for another term, and approve the appointment of new director to replace the director who must retire by rotation, namely Mr. Shoji Nishizawa and Dr. Alisa Khunchornyakong. 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 2022.**

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 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 Tantichattanont | 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 above-named auditors are also appointed as year 2022 auditors of the Company's subsidiaries, total 42 companies. The 2022 auditor's remuneration for the Company and its subsidiaries, totals 4,740,000 Baht (Four million seven hundred forty thousand Baht) without other service fees.

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 seven 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 provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Chairperson then proposed the Meeting to consider and approve the appointment of auditors and the auditors' remuneration for the year 2022. 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 attending the meeting and casting their votes.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:

**Result of the Voting for Agenda 8**

Resolution	Number of Votes	Equivalent To
Approved	716,592,798	99.9995
Disapproved	3,000	0.0004
Abstained	25,000	Not constituted as votes
Voided Ballot	0	Not constituted as votes
<b>Total Votes</b>	<b>716,620,798</b>	<b>-</b>

**Resolution** The Meeting approved the appointment of auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the auditor of the Company and for the year 2022 as follows:

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

The auditors' remuneration for the year 2022 is set at the amount of 800,000 Baht (Eight hundred thousand Baht) without other service fees. With a majority vote of the total number of votes of shareholders and proxies attending the meeting and eligible to vote.



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

The Chairperson informed the meeting that 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.

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 (Excluding Mr. Jirakom Padumanon, director who has conflict of interest) considered and approved the ratification of the connected transaction by considering the reasons, risks and benefits that the Company and subsidiary (the “Group”) has received and deems that entering into such service transaction is reasonable. And it is for the best benefit of the company by considering the price 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.

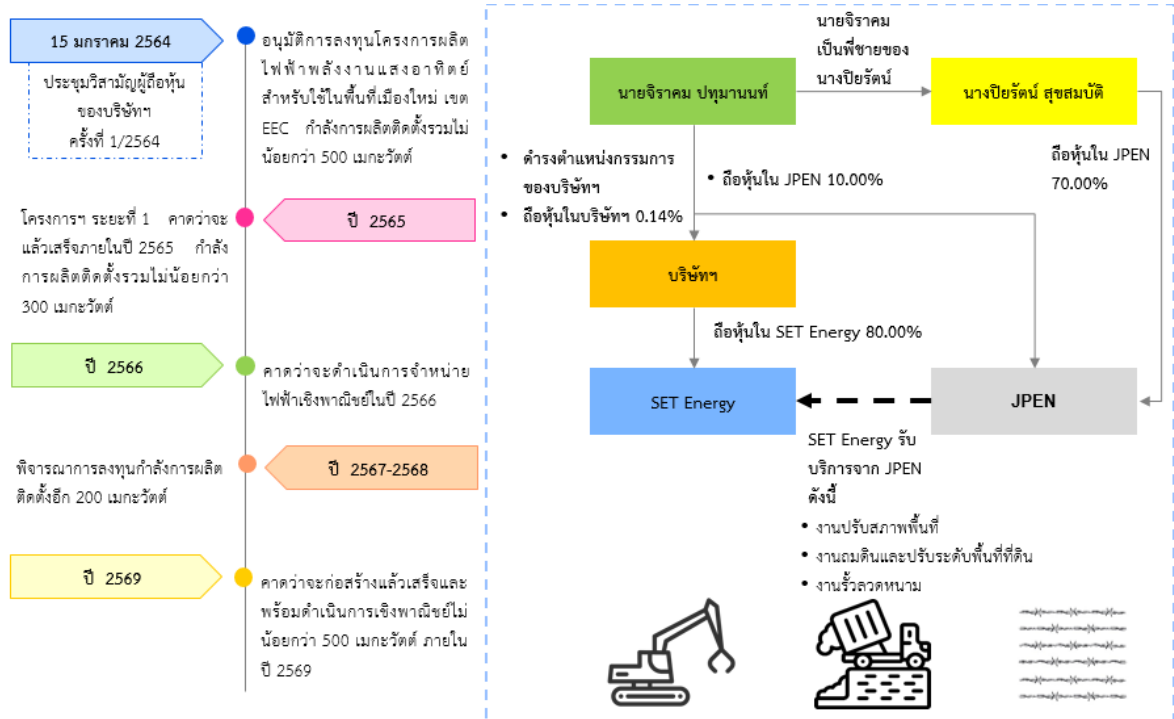
In this regard, the Audit Committee has also considered the above-mentioned transaction and saw that the said transaction was reasonable. This was done to enable SET Energy to achieve its core business goals, namely project development to be completed by 2022 and commercial power distribution within the first quarter of 2023 in order to increase revenue potential and the Company's cash flow and is of the opinion that the selection of such service providers in accordance with the Company's procurement conditions.

The Audit Committee and The Board of Directors Therefore, the opinion should be presented to the Annual General Meeting of Shareholders for the year 2022 for approval by ratification method. 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.

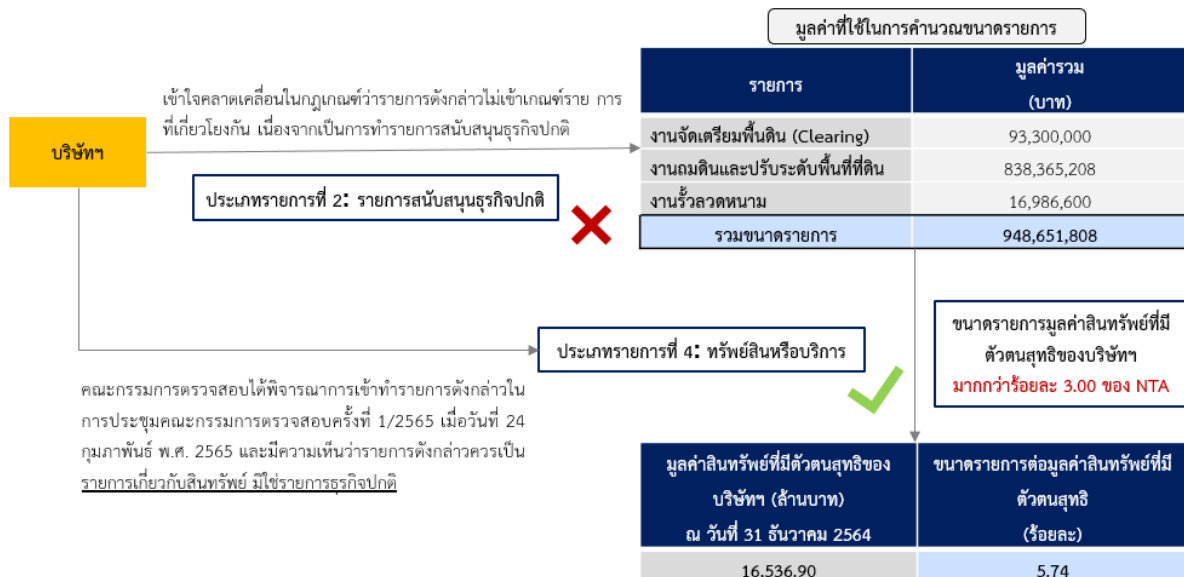
**Mr. Worawas from Avantgarde Capital Company Limited**, acting as an Independent Financial Advisor (IFA), presented the independent financial advisor's opinion regarding the ratification transaction from connected persons as follows



## 1. Overview of the transaction



## 2. Characteristics of entering into a transaction relating to the ratification of receiving services from a related parties



ทั้งนี้ ที่ประชุมคณะกรรมการบริษัทฯ ครั้งที่ 2/2565 เมื่อวันที่ 7 มีนาคม 2565 ได้มีมติอนุมัติการให้สัตยาบันเกี่ยวกับการรับบริการจากบุคคลที่เกี่ยวข้องกัน ซึ่งเป็นรายการที่เกี่ยวข้องกัน ทั้งนี้รายการดังกล่าวเป็น **รายการประเภทที่ 4** การรับบริการซึ่งเป็นรายการเกี่ยวกับสินทรัพย์หรือบริการ ตามประกาศคณะกรรมการกำกับ ตลาดทุนที่ พท. 21/2551 เรื่อง หลักเกณฑ์ในการทำรายการที่เกี่ยวข้องกัน และประกาศคณะกรรมการตลาดหลักทรัพย์แห่งประเทศไทย เรื่อง การเปิดเผยข้อมูลและการปฏิบัติกรของบริษัทจดทะเบียนในรายการที่เกี่ยวข้องกัน พ.ศ. 2546





### 3. Advantages of entering the transaction

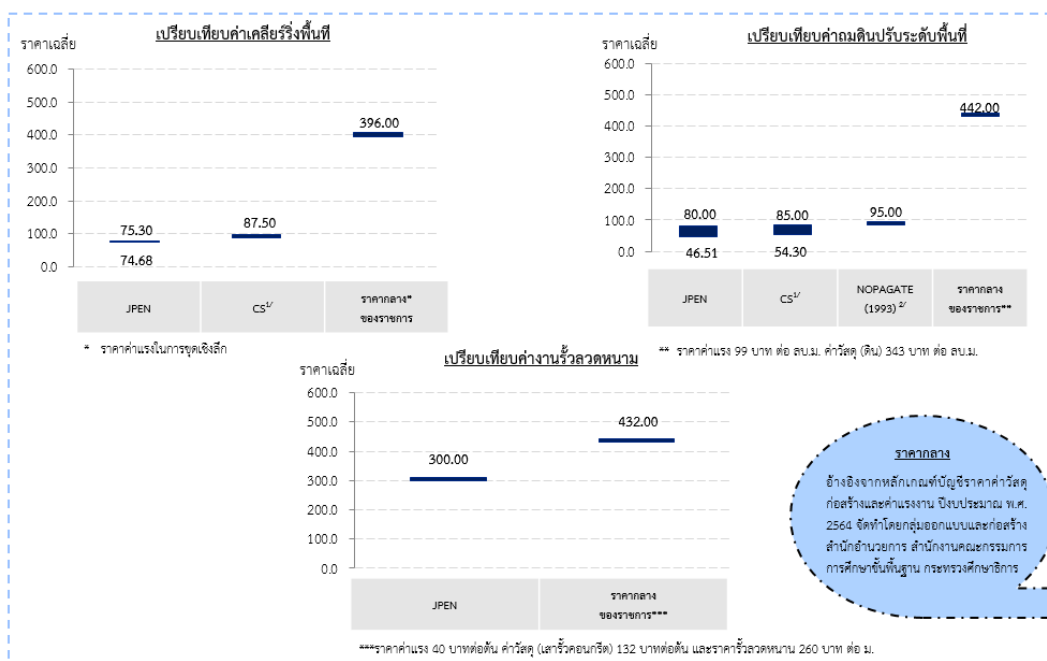
- Entry into the transaction is one of the normal project implementation steps in order to allow the project to begin within the deadline.

In order to prepare for the project development in Phase 1 with a total installed capacity of 316 megawatts, a total of 23 projects and to ensure that operations are in accordance with the project construction plan by 2022. Clearing work, Land filling and Land leveling work and barbed wire fence work and building a safety system to prevent intrusion from outsiders into the area. The commencement of operations immediately after the purchase of the land has resulted in the project implementation within the deadline and in accordance with the construction and project plans.

- The transaction price is reasonable.

The Independent Financial Advisor has compared the prices and qualifications of JPEN and other bidders based on the information and tender documents for the selection of bidders for ground clearance and land filling and reclamation work. In addition, when compared to the median price that government agencies have been procuring for similar work, it was found that the price offered by JPEN was lower than other bidders. And corresponds to the average price that government agencies carry out procurement. Therefore, it is considered that the price is in the same range as the market price. And it's good for SET Energy as JPEN offers the lowest price.

### 4. Reasonableness of wages for service





**5. Advantages of making a transaction with a related parties compared to a third parties.**

- **Follow up on JPEN's operations is more conveniently than outsiders.**

Because the directors and shareholders of the Company at the time of the transaction be a shareholder and close relatives are major shareholders which has control of JPEN, resulting in the ability to monitor operations more convenient, faster and more agile than outsiders by using the relationship of the said related parties. In the event that the operation is delayed, however, in the operation may encounter conflicts of interest, therefore, the Company should proceed in accordance with good corporate governance principles and strictly abide by the relevant rules in order to avoid any conflict of interest.

**6. Disadvantages of doing transactions with related parties compared to third parties.**

- **Obligations according to the announcement TorJor. 21/2551**

Because the transaction is considered a related transaction with the total transaction size equal to 5.74 percent of the Company's NTA, the Company is therefore obligated to disclose information to the Stock Exchange of Thailand according to the SEC notification as follows:

- 1) Disclosure of information about the Company's related transaction to the Stock Exchange of Thailand according to the announcement of the related transaction
- 2) Arrange an independent financial advisor to give opinions on the c related transaction of the Company; and
- 3) Organize a shareholders' meeting to ask for approval to enter into the said transaction as well as other related matters, which must be approved by the Company's shareholders' meeting. 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. Not counting the shareholders' equity with interests.

**7. Effects of ratification by the Annual General Meeting of Shareholders and did not ratify**

- **In case of ratification approval**

If the Extraordinary General Meeting of Shareholders approves the ratification, it means that the shareholders agree that SET Energy receives services from JPEN, which has been completed in several projects and is in the process of filling the land in some projects. However, the directors of the company and the management involved in the approval is still



responsible for entering into the said transaction which may not be in accordance with the Company's related transaction policy and announcement of related transaction according to Section 89/7 – 89/24 Act, but the Board of Directors will not be liable under Section 95 of the Public Limited Companies Act B.E. 2535.

- **In case of disapproval of ratification**

If the Extraordinary General Meeting of Shareholders does not approve the ratification, it means that the Board of Directors and executives involved in the approval of entering into the transaction act inconsistent with the opinion of the shareholders' meeting which may not be in accordance with the related parties transaction policy and does not comply with the announcement of the related transaction, SET Energy must cancel the transaction. By canceling all purchase orders and employment contracts. Because such employment is not binding and will have to work to restore the area to its original condition and JPEN refunds all paid money to SET Energy, which clearing work that has already been demolished and reconditioned. It cannot be restored to its original state before proceeding. In addition to the land filling and Land leveling work must be carried out to dig out the already filled soil. Which will incur additional costs and will cause damage to the area as well as affect the implementation of the project that will have to be delayed. And executives involved in the approval is still responsible for entering into such transactions which may not be in accordance with the Company's related transaction policy and announcement of related transactions based on the Securities and Exchange Act B.E. 2535 and the amended section 89/7 –89/24. In addition, the Board of Directors may still be liable under the Act. Public Company Limited, B.E. 2535, Section 85.

## **8. Guidelines for future actions towards similar transactions**

In order to comply with the correct criteria in the future, if the Company or SET Energy will have a transaction that is likely to occur with a related parties, which is a Category 4 transaction, the Company or SET Energy may need to plan in the selection of bidders in advance. Because if the bidder is a related parties, the Company will have to complete the notification on the related transaction in time in order to carry out the project within the time limit and project implementation limitations. However, the need to select a bidder in advance, especially for the project implementation, may affect the business of the Company or SET Energy, such as the risk of uncertainty in the potential and availability of the contractor, which may result in A new selection is required or flexibility in determining the cost of project implementation, etc.



The Company foresees that doing similar transactions in the future if there is a related transaction, the Company will proceed according to the Company's related transaction policy and announcement of related transactions. In addition, Mr. Jirakom Padumanon will complete his term as a director of the Company. And will not be involved in any position of the Company and subsidiary at the 2022 Annual General Meeting of Shareholders, there will be no re-appointment if JPEN is selected as the most qualified service provider will not qualify for related transactions. Due to Mr. Jirakom Padumanon's retirement from directorship, the Company and its subsidiaries will not have any related parties to enter into transactions with JPEN in the future.

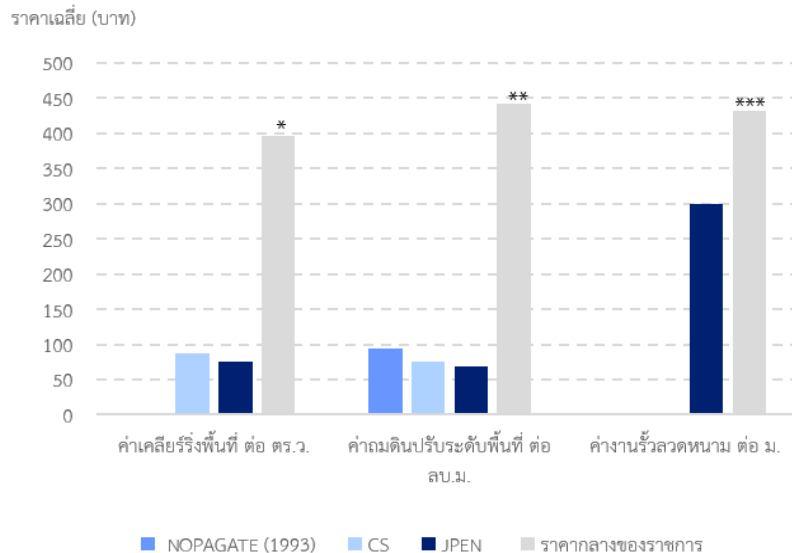
#### **9. Summary of the independent financial advisor's opinion**

##### **● Benefits and reasonableness of entering into transactions with JPEN**

- Selection process and the selection method is common for operators of the same nature. There are no conditions or terms that favor JPEN.
- It is a transaction that is done with regard to the interests of SET Energy and/or the Company as a transaction with a third party.
- There is an audit control to inspect the work by an engineer who is not a stakeholder or is related to both parties and/or the Company
- Entering into the transaction is part of the goal to prepare for the project development in Phase 1.
- JPEN has work and experience in installing solar power generation systems for 36 solar farm projects of the Company, which have already sold commercial electricity.
- The price is reasonable. Referring to the official price, the government agency has announced the median contract price and JPEN offers the lowest price.



- Price suitability



\* ราคาค่าแรงในการขุดเชิงลึก

\*\* ราคาค่าแรง 99 บาท ต่อ ลบ.ม. ค่าวัสดุ (ดิน) 343 บาท ต่อ ลบ.ม.

\*\*\* ราคาค่าแรง 40 บาทต่อตัน ค่าวัสดุ (เสารั้วคอนกรีต) 132 บาทต่อตัน และราคารั้วลวดหนาม 260 บาท ต่อ ม.

Therefore, the independent financial advisor is of the opinion that Shareholders should consider ratifying the transaction. Shareholders should approve the transaction of receiving services from JPEN for SET Energy's, a subsidiary of the Company.

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions, it appeared that none of the shareholders or proxies asked or expressed opinions.

The Chairperson proposed the meeting to consider and approve the ratification of services from related parties which is a related transaction according to the Company's regulations. 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, excluding the votes of shareholders having interests.

And ask the attendees who wish to vote, disapprove or abstain, press the voting button in the electronic system. It will take approximately 1 minute to vote.

After the voting has been closed, the Chairperson assigned Ms. Rungfah Larpyuenyong, Executive Vice President: Accounting & Budgeting to report the Meeting as follows:



### Result of the Voting for Agenda 9

Resolution	Number of Votes	Equivalent To
Approved	715,016,062	99.7750
Disapproved	2,500	0.0003
Abstained	1,609,500	0.2245
Voided Ballot	0	0.0000
<b>Total Votes</b>	<b>716,628,062</b>	<b>-</b>

**Resolution** The meeting resolved to approve the ratification of services from related parties which is a related transaction 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.

### **Agenda 10 To consider other matters (none)**

The Chairperson provided opportunities for shareholders or proxies to raise questions or express opinions.

**Mr. Witoon Phosuwanchat, the shareholders attending the Meeting in person,** asked about the retained profit was over 10,000 million baht, does the company have a plan to do anything?

The Chairperson explained to the meeting that the Company will consider using it for investment for the benefit of shareholders and/or consider paying dividends to shareholders according to the Company's policy.

**Mr. Phurinat Saefu, the shareholders attending the Meeting in person,** asked about the progress of the Solar Farm project in the EEC area, both Phase 1 and Phase 2, is still in accordance with the original investment plan or not.

The Chairperson explained to the meeting that the Solar Farm projects in the EEC area, both Phase 1 and Phase 2, are still in accordance with the original investment plan. Currently awaiting the policy from the National Energy Policy Council (NEPC). However, the Company has prepared the area for the construction of the said project.



As no shareholders or proxies made further inquiries or comments, the Chairperson thanked the shareholders and proxies for taking the time to attend the meeting today and closed the meeting.

The Meeting was adjourned at 15.30 hrs

A handwritten signature in blue ink, appearing to read "Parichat S.", is positioned above the printed name.

(Ms. Parichat Saipia)  
Secretary

A handwritten signature in blue ink, appearing to read "Dr. Wandee", is positioned above the printed name.

(Dr. Wandee Khunchornyakong Juljareen)  
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. Mr. Somsak Khunchornyakong**

Director

Member of Nomination, Remuneration and Corporate Governance Committee

Executive Vice President (Operation)

**Type of director proposed to be appointed** Director

**Date Appointed** April 1, 2011

**Age** 63 Years old

**Nationality** Thai

**Education**

- Master of Science (Renewable Energy Technology), Naresuan University.

- Bachelor of Education, Chandrakasem Rajabhat University.

**Training Record with Thai Institute of Directors (IOD)**

- Director Accreditation Program (DAP), Class 55/2004, Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Class 66/2005, Thai Institute of Directors (IOD)

**Holding a position of director or executive in a listed company**

- Director, SPCG Public Company Limited
- Member of the Nomination and Remuneration Committee, SPCG Public Company Limited

- Executive Vice President (Operation), SPCG Public Company Limited

**Holding a position of director or executive in a business other than a listed company**

- Director and Managing Director, Solar Power Company Limited

- Director, 34 subsidiaries of Solar Power Company Limited

- Director, Solar Power Asset Company Limited

- Director, 2 subsidiaries of Solar Power Asset Company Limited

- Director, Solar Power Engineering Company Limited

- Director, Solar Power Roof Company Limited

- Director, Steel Roof Company Limited



Holding a position of director or executive in other businesses that may have conflicts of interest or have a business competition with SPCG	<ul style="list-style-type: none"> <li>• Director, SET ENERGY Company Limited</li> </ul>
Experiences	None
Duration of Directorship	3 Years
Terms of Directorship	<ul style="list-style-type: none"> <li>• 2011 - Present Executive Vice President (Operation), SPCG Public Company Limited</li> <li>• 2012 - Present Member of Nomination, Remuneration and Corporate Governance Committee</li> <li>• 1990 – 2007 Chief Operating, Solartron Public Company Limited.</li> </ul>
Shareholding in SPCG (including spouse and minor)	<ul style="list-style-type: none"> <li>• Term 1: 2011-2014</li> <li>• Term 2: 2014-2017</li> <li>• Term 3: 2017-2020</li> <li>• Term 4: 2020-2023</li> <li>• Was nominated to be a director for another term. This will serve as the fifth term (2023-2026).</li> </ul>
Meeting attendance in 2022	<ul style="list-style-type: none"> <li>• Self : 10,000,000 Shares (0.95%)<sup>(1)</sup></li> <li>• Spouse : None</li> <li>• Minor : None</li> <li>• Total : 10,000,000 Shares (0.95%)</li> </ul>
Forbidden qualification	<ul style="list-style-type: none"> <li>• Board of Directors: Held 6 meetings, attended 6 meetings (accounting to 100%)</li> <li>• Nomination and Remuneration Committee: Held 2 meetings, attended 2 meetings (accounting to 100%)</li> <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 30, 2022.



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



### 2. Dr. Art-ong Jumsai Na Ayudhya

Independent Director

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

<b>Type of director proposed to be appointed</b>	<b>Independent Director</b>
<b>Age</b>	83 Years old
<b>Nationality</b>	Thai
<b>Education</b>	<ul style="list-style-type: none"> <li>• B.A. (Hons), M.A. Mechanical Sciences, Cambridge, U.K.</li> <li>• D.I.C., Ph. D. Communications, Imperial College of Science and Technology, London University</li> <li>• Ph.D. Education - Curriculum and Instruction, Faculty of Education, Chulalongkorn University</li> </ul>
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>• Audit Committee Program (ACP), Class 38/2012.</li> <li>• Director Accreditation Program (DAP), Class 146/2011.</li> </ul>
<b>Holding a position of director or executive in a listed company</b>	<ul style="list-style-type: none"> <li>• Independent Director, SPCG Public Company Limited</li> <li>• Audit Committee, SPCG Public Company Limited</li> <li>• Member of the Nomination, Remuneration and Corporate Governance Committee</li> <li>• Chairman of the Board of Directors, Independent Director, and Chairman of Audit and Corporate Governance Committee, Lam Soon (Thailand) Public Company Limited.</li> </ul>
<b>Holding a position of director or executive in a business other than a listed company</b>	<ul style="list-style-type: none"> <li>• Director, AJ Technology 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

- 2017 – 2018 Member of Audit Committee and Independent Director, SPCG Public Company Limited.
- 2012 – 2015 Member of Audit Committee and Independent Director, SPCG Public Company Limited.
- 2012 – 2013 Chairperson of Audit Committee and Independent Director, SPCG Public Company Limited.
- 2010 – 2011 Advisor to the Ministry of Education.
- 1996 – Present Chief Executive Officer of Sathya Sai School Lopburi Province.

Duration of Directorship

3 Years

Terms of Directorship

- Term 1: 2012 – 2015
- Term 2: 2017 – 2020
- Term 3: 2020 – 2023
- Was nominated to be a director for another term. This will serve as the fifth term (2023-2026).

Shareholding in SPCG (including spouse and minor)

- Self : None<sup>(2)</sup>
- Spouse : None
- Minor : None
- Total : None

Meeting attendance in 2022

- Board of Directors: Held 6 meetings, attended 6 meetings (accounting to 100%)
- Audit Committee Committee: Held 4 meetings, attended 4 meetings (accounting to 100%)
- Nomination and Remuneration Committee: Held 2 meetings, attended 2 meetings (accounting to 100%)

Forbidden qualification

- Has no criminal record in property-related offenses committed in corruption.
- There is no history of transactions that may cause conflicts of interest with SPCG Group Public Company Limited in the past year.



**Remarks:**

- <sup>(1)</sup> Qualifications of independent directors are in accordance with 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 as of the date of determining the latest list of shareholders (Record Date) on March 30, 2022.



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



### 3. Mr. Apichat Limsethanuwat

Independent Director

Member of Audit Committee

Member of the Nomination, Remuneration and Corporate Governance Committee

Type of director proposed to be appointed	Director
Age	58 Years old
Nationality	Thai
Education	<ul style="list-style-type: none"> <li>Engineering (Civil Engineering), Chulalongkorn University.</li> </ul>
Director Training Program	<ul style="list-style-type: none"> <li>Director Accreditation Program (DAP), Class 159/2019</li> </ul>
Holding a position of director or executive in a listed company	<ul style="list-style-type: none"> <li>Independent Director, SPCG Public Company Limited</li> <li>Audit Committee, SPCG Public Company Limited</li> <li>Member of the Nomination, Remuneration and Corporate Governance Committee</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



Experiences	<ul style="list-style-type: none"> <li>• 2019 - Present      Member of Nomination, Remuneration and Corporate Governance Committee, SPCG Public Company Limited.</li> <li>• 2017 - Present      Independent Director and Member of Audit Committee, SPCG Public Company Limited.</li> <li>• 2011                  Civil Engineering Director Laem Chabang Municipality, Chonburi.</li> <li>• 2008                  Engineering Director Chao Phraya Surasak, Chonburi.</li> <li>• 2006                  Director, Engineering Sing Buri Municipality.</li> <li>• 2005                  Director of Engineering Mueang District, Nakhon Sawan Province.</li> <li>• 2000                  Chief Engineer Municipality of Sena Phranakhon Si Ayutthaya.</li> <li>• 1988                  Civil Engineer, Nakhon Sawan Municipality.</li> </ul>
Duration of Directorship	3 Years
Terms of Directorship	<ul style="list-style-type: none"> <li>• Term 1      : 2017 – 2020</li> <li>• Term 2      : 2020 – 2023</li> <li>• Was nominated to be a director for another term. This will serve as the fifth term (2023-2026).</li> </ul>
Shareholding in SPCG (including spouse and minor)	<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>
Meeting attendance in 2022	<ul style="list-style-type: none"> <li>• Board of Directors: Held 6 meetings, attended 6 meetings (accounting to 100%)</li> <li>• Audit Committee Committee: Held 4 meetings, attended 4 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> Qualifications of independent directors are in accordance with 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 as of the date of determining the latest list of shareholders (Record Date) on March 30, 2022.





Enclosure 5 (for Agenda 8)

## Profiles of the nominated auditors to be elected as auditor for the year 2023



Full Name	Ms. Sophit Prompol
Age	40 Years
Certificate Public Accountant	Registration No. 10042
Service Period from Year	2021 to Present
Total	2 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

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

SPCG shareholding ☐ Yes (amount ..... shares) ☒ No (Information as at December 31, 2022)

### 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 2023



Full Name	Mr.Natthaphong Tantichattanont
Age	43 Years
Certificate Public Accountant	Registration No. 8829
Service Period from Year	2016 to Present
Total	7 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, 2022)

### 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 2023



Full Name	Ms.Dussanee Yimsuwan
Age	42 Years
Certificate Public Accountant	Registration No. 10235
Service Period from Year	2018 to Present
Total	5 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, 2022)

### 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-**



Enclosure 6

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A)

(ปิดอากร  
แสตมป์)  
20 บาท

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....

I / We

Nationality

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

Residing at No. Road Tambon/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

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

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

และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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

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

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

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

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

(3) ขอมอบฉันทะให้

hereby authorize

(1).....อายุ.....ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or

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

age years, reside at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Tambol/Khwaeng Amphoe/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code , or



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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 19 เมษายน 2566 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 19, 2023 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:** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุม และออกเสียงลงคะแนน 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 67 ปี  
อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 ซึ่งมีส่วนได้เสียพิเศษใน  
วาระที่ 5 และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Mr. Wanchai Lawattanatrakul Position Independent Director and Chairperson of the  
Audit Committee, age 67 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 2023.

☐ หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 59 ปี  
อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5  
และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the Audit  
Committee, age 56 years, resides at 366/7 Moo 2, Tambon Surasak, Amphoe Sriracha, Chonburi  
province 20110, who has special interest in the agenda 5 and agenda 6 proposed in the Annual  
General Meeting of Shareholders for the year 2023.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า  
ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 19 เมษายน 2566 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 19,  
2023 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 2565 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2565

Agenda 1: To consider and acknowledge the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 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 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2565

Agenda 2: To consider and acknowledge the Report of the Board of Directors of the Company's operating results 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 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 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 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2565

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results 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 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบริษัทภิบาล ประจำปี 2566

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023.

- ☐ (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 2565

Agenda 6: To consider and approve the Directors' Remuneration (Bonus) 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 7 พิจารณานุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2566

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 2023.

- ☐ (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 2566

Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2023.

☐ (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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9: Other businesses (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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 2566 ในวันพุธที่ 19 เมษายน 2566 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 2023 on Wednesday, April 19, 2023 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:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง  
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 ☐ จดออกเสียง  
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 ☐ จดออกเสียง  
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

(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

(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

(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



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 67 ปี  
อยู่บ้านเลขที่ 99/80 หมู่ที่ 8 ตำบลบางคูวัด อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 ซึ่งมีส่วนได้เสียพิเศษ  
ในวาระที่ 5 และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Mr.Wanchai Lawattanatrakul Position Independent Director and Chairperson of the  
Audit Committee, age 67 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 2023.

☐ หรือนายอภิชาติ ลิ้มเศรษฐานุวัต ตำแหน่งกรรมการอิสระ และกรรมการตรวจสอบ อายุ 59 ปี  
อยู่บ้านเลขที่ 366/7 หมู่ที่ 2 ตำบลสุรศักดิ์ อำเภอศรีราชา จังหวัดชลบุรี 20110 ซึ่งมีส่วนได้เสียพิเศษในวาระที่ 5  
และวาระที่ 6 ที่เสนอในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

or Mr. Apichat Limsethanuwat Position Independent Director and Member of the Audit  
Committee, age 59 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 2023.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทน  
ข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ในวันพุธที่ 19 เมษายน 2566 เวลา 14.00 น. ในรูปแบบ  
การประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) รูปแบบเดียวเท่านั้น ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่าน  
สื่ออิเล็กทรอนิกส์ 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 2023 on Wednesday, April 19, 2023  
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 2565 ซึ่งประชุมเมื่อวันที่ 20 เมษายน 2565

Agenda 1: To consider and acknowledge the minutes of the 2022 Annual General Meeting of Shareholders held on April 20, 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:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ประจำปี 2565

Agenda 2: To consider and acknowledge the Report of the Board of Directors of the Company's operating results 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:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง

Approve

Disapprove

Abstain



- ☐ วาระที่ 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการของบริษัทฯ ประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 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 4 พิจารณานุมัติจัดสรรกำไรและจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2565

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results 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 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการบริษัทฯ กรรมการตรวจสอบ และกรรมการสรรหา กำหนดค่าตอบแทน และบรรษัทภิบาล ประจำปี 2566

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2023.

- ☐ (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 พิจารณอนุมัติจ่ายค่าตอบแทนคณะกรรมการบริษัทฯ (โบนัส) ประจำปี 2565

Agenda 6: To consider and approve the Directors' Remuneration (Bonus) 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 7 พิจารณอนุมัติแต่งตั้งกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในการประชุมสามัญผู้ถือหุ้นประจำปี 2566

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 2023.

☐ (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

นายสมศักดิ์ ภูษุทธยา คง

Mr. Somsak Khunchornyakong

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



ดร.อาจง ชุมสาย ณ อยุธยา

Dr. Art-ong Jumsai Na Ayudhya

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

นายอภิชาติ ลิ้มเศรษฐานวัต

Mr. Apichat Limsethanuwat

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

- ☐ วาระที่ 8 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566

Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2023.

☐

(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

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

- ☐ วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9: Other businesses (if any)

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร

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

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามเห็นสมควร



In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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 2566 ในวันพุธที่ 19 เมษายน 2566 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 2023 on Wednesday, April 19, 2023 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

(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

(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

(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

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่.....เรื่อง.....

Agenda No.

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่.....เรื่อง.....

Agenda No.

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่.....เรื่อง.....

Agenda No.

Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain





Enclosure 7

## 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	67 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 7-9</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 2023. Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2022.</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 August 30, 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	59 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 8-9</li><li>• Special interested in agenda 5 agenda 6 and 7 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 2023. Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2021. Agenda 7: To consider and approve the appointment of directors who are due to retire by rotation at the 2023 Annual General Meeting of Shareholders.</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 August 30, 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.



**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 B.E 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 10

## 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 2023 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 \_\_\_\_\_ Email \_\_\_\_\_

Would like to receive the following documents in book form (Book) (Please mark the boxes)

- ☐ Form 56-1 One Report 2022 (Thai version)  
☐ Form 56-1 One Report 2022 (English version)





**Advance question form for the Annual General Meeting of Shareholders for the year 2023**

**SPCG Public Company Limited**

**On Wednesday, April 19, 2023 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 Tuesday, April 18, 2023.

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



Enclosure 12

Guidelines for attending the 2023 Annual General Meeting of Shareholders  
through electronic media (e-AGM)

(Details appear in the Inventech Connect user manual)