



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

No. CEO-027/2018

February 23, 2018

Subject: The Date and Agenda for the Annual General Meeting of Shareholders for the year 2018 and Dividend Payment

To: The President of the Stock Exchange of Thailand

SPCG Public Company Limited (the “**Company**”) held the Board of Directors’ Meeting No. 2/2018 on Friday, February 23, 2018, starting from 12.30 hrs. and the meeting has passed the resolution to call the Annual General Meeting of Shareholders for the year 2018 on Friday, April 20, 2018 at 14.00 hrs. at Convention Room AB, Floor 1, the Ambassador Hotel No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110.

According to the procedures established by the Company to provide the shareholders’ right to propose agendas and nominate qualified candidates to be considered for election as a member of the Company’s board of directors by receiving the proposal from the shareholders between October 5, 2017 to December 31, 2017. However, there was no shareholder proposing any meeting agenda items in advance or proposing any appointment for the new director.

In addition, on Monday, March 12, 2018 is a record date for determine the entitlement of shareholders to attend the Annual General Meeting for the year 2018. The agendas of the meeting are as follows:

Agenda 1: To consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 held on Tuesday, June 6, 2017.

Board of Directors’ Opinion: The Meeting should approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2017 held on Tuesday, June 6, 2017.

Agenda 2: To acknowledge the Performance of the Company in the Year 2017

Board of Directors’ Opinion: The Meeting should acknowledge the Performance of the Company for the Year 2017.



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Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2017

Board of Directors' Opinion: The Meeting should approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2017.

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results for the year 2017

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

1. Approve the appropriation of additional legal reserve of Baht 9,239,900. In addition, the total legal reserve amounted to Baht 92,399,000, including legal reserve of Baht 101,638,900, equivalent to 10% of the registered capital of the Company.
2. Approve the appropriation and dividend payment from the Company's operating results for the year 2017 shall be paid at the rate of Baht 1.15 per share which the interim dividend payment from the Company's operating results for the period of January 1–June 30, 2017 was already paid at the rate of Baht 0.50 per share, therefore, dividend payment from the Company's operating results for 2017 to be paid at the rate of Baht 0.65 per share, amounting to Baht 633,093,500 (six hundred thirty-three million ninety-three thousand five hundred Baht). The shareholder's right to receive the dividend shall be determined in accordance with the record date on Monday, March 12, 2018 and the dividend payment, it will be paid on Friday, May 11, 2017, However, the right to receive dividend payment is not certainty until it must be passed the AGM's resolution to approve the allocation of the year 2018.



Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2018

Board of Directors' Opinion: The Meeting should approve the remuneration for Directors, the Audit Committee, and the Nomination and Remuneration Committee for the year 2018 which is the same rate for the year 2017.

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

Bonus for Board of Directors for the year 2016

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 separate net profit details as follows:

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

In this regard, the Nomination and Remuneration 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.



Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2017

Board of Directors' Opinion: The Meeting should approve the Directors' Remuneration (Bonus) for the year 2017 in the aggregate amount of Baht 7,319,452 (seven million three hundred nineteen thousand four hundred fifty two Baht) regarding the directors' remuneration in bonus for year 2017 with the approving of the Annual General Meeting of Shareholders for the year 2017.

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 2018

The Annual General Meeting of Shareholders for the year 2018, 3 directors who will be retired by rotation are as follows:

- (1) Mr. Wanchai Lawatanatrakul Independent Director/ Chairperson of
Audit Committee/ Chairperson of
Recruitment and Remuneration Committee
- (2) Mr. Withoon Manomaikul Director
- (3) Mr. Ratthaphol Cheunsomchit Director

Mr. Ratthaphol Cheunsomchit has resigned from his directorship, effective from December 4, 2017 onward.

Board of Directors' Opinion: The Recruitment and Remuneration Committee are considering recruitment of candidates who are qualified and who do not have prohibited characteristics pursuant to the laws to be proposed to the Meeting for consideration and appointment in the positions of director, who will be retired by rotation as at the Meeting. The Board of Directors, by recommendation of the Recruitment and Remuneration Committee will consider proposing names of candidates to the Meeting for consideration and appointment. Names of the candidates will be notified and included in the notice of the Meeting.



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Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2018

Board of Directors' Opinion: The Meeting should approve the appointment of auditors from KPMG Phoomchai Audit Ltd. ("KPMG") as the auditor of the Company and for the year 2018 as follows:

- (1) Mr. Vairoj Jindamaneepitak
Certified Public Accountant No. 3565
- (2) Mr. Natthaphong Tantichattanon
Certified Public Accountant No. 8829
- (3) Ms. Dussanee Yimsuwan
Certified Public Accountant No. 10235

The auditors' remuneration for the year 2018 is set at the amount of Baht 800,000 (Eight hundred thousand Baht)

Agenda 9: Other matters (if any)

Please be informed accordingly

Yours sincerely,

(Dr. Wandee Khunchornyakong Juljarern)
Chief Executive Officer