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No. CEO-076/2020

March 9, 2020

Subject: The Date, Time, Place and Agenda for the Annual General Meeting of Shareholders for the year 2020 and Dividend Payment (Additional agenda)

To: The President of the Stock Exchange of Thailand

The Board of Directors' Meeting No. 3/2020 of SPCG Public Company Limited (the "Company") was held on Monday, March 9, 2020, at 14.00 hrs. In this regard, the Company would like to announce the Meeting' significant resolutions which can be summarized as follows:

1. Additional agenda: To consider and approve the issuance and offering of debentures of the Company in the amount not exceeding Baht 10,000 Million. For the Annual General Meeting of Shareholders for the year 2020

In additional, the company has set the Annual General Meeting of Shareholders for the year 2020 on Friday, April 17, 2020 at 14.00 hrs. at Convention Room AB, Floor 1, the Ambassador Hotel No. 171 Soi Sukhumvit 11, Watthana, Bangkok 10110. And on Tuesday, March 17, 2020 is a record date to determine the entitlement of shareholders to attend the Annual General Meeting for the year 2020 and the shareholder's right to receive the dividend. 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 2019 held on Friday, February 12, 2019.

Board of Directors' Opinion: The Meeting should approve the minutes of the Annual General Meeting of Shareholders for the year 2019 held on Friday, February 12, 2019.

Agenda 2: To acknowledge the Performance of the Company in the Year 2019.

Board of Directors' Opinion: The Meeting should acknowledge the Performance of the Company for the Year 2019.



Agenda 3: To consider and approve the consolidated financial statements and the Company's financial statements for the fiscal period ended on December 31, 2019.

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, 2019.

Agenda 4: To consider and approve the appropriation and dividend payment from the Company's operating results for the year 2019.

Board of Directors' Opinion: The Meeting should approve the appropriation and dividend payment from the Company's operating results for the year 2019 shall be paid at the rate of Baht 1.22 per share which the interim dividend payment from the Company's operating results for the period of January 1–June 30, 2019 was already paid at the rate of Baht 0.50 per share, therefore, dividend payment from the Company's operating results for 2019 to be paid at the rate of Baht 0.72 per share, amounting to Baht 701,272,800 (seven hundred one million twenty hundred seventy-two thousand eight hundred Baht). The shareholder's right to receive the dividend shall be determined in accordance with the record date on Tuesday, March 17, 2020 and the dividend payment, it will be paid on Friday, May 15, 2020, 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 2020.

Agenda 5: To consider and approve the remuneration of Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2020.

Board of Directors' Opinion: The Meeting should approve the remuneration for Directors, the Audit Committee, and the Nomination, Remuneration and Corporate Governance Committee for the year 2020 which is the same rate for the year 2019.



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
- Member of Audit Committee	Baht 30,000	Baht 15,000
Remuneration for the Nomination, Remuneration and Corporate Governance Committee		
- Chairperson of Nomination, Remuneration and Corporate Governance Committee	-	Baht 20,000
- Member of Nomination, Remuneration and Corporate Governance Committee	-	Baht 15,000

Bonus for Board of Directors for the year 2020

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, 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.



Agenda 6: To consider and approve the Directors' Remuneration (Bonus) for the year 2019.

Board of Directors' Opinion: The Meeting should approve the Directors' Remuneration (Bonus) for the year 2019 in the aggregate amount of Baht 8,000,000 (eight million baht) regarding the directors' remuneration in bonus for year 2019 with the approving of the Annual General Meeting of Shareholders for the year 2019.

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 2020.

The Annual General Meeting of Shareholders for the year 2020, 3 directors who will be retired by rotation are as follows:

1. Mr. Somsak Khunchornyakong Director, Member of Nomination, Remuneration and Corporate Governance Committee and Executive Vice President (Operation)
2. Dr. Art-ong Jumsai Na Ayudhya Independent Director, Member of Audit Committee and Member of Nomination, Remuneration and Corporate Governance Committee
3. Mr. Apichat Limsethanuwat Independent Director, Member of Audit Committee and Member of Nomination, Remuneration and Corporate Governance Committee

Board of Directors' Opinion: The Meeting should approve the appointment of 3 directors who will be retired by rotation of directors as follows: Mr. Somsak Khunchornyakong, Dr. Art-ong Jumsai Na Ayudhya and Mr. Apichat Limsethanuwat to be Director for another term. The appointment of directors above will be effective from the day after the date of the Annual General Meeting of Shareholders for the year 2020.



Agenda 8: To consider and approve the appointment of auditors and the auditors' remuneration for the year 2020.

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 2020 as follows:

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

The auditors' remuneration for the year 2020 is set at the amount of Baht 800,000 (Eight hundred thousand Baht) which is the same rate for the year 2019.

Agenda 9: To consider and approve the issuance and offering of debentures of the Company in the amount not exceeding Baht 10,000 Million.

Board of Directors' Opinion: The Meeting should approve the issuance and offering of debentures of the Company in the amount not exceeding Baht 10,000 Million detailed as follows:

Objectives:	Proceeds from the issuance and offering of the debentures will be used for refinance loans and/or operation and/or expansion of business and/or as working capital and/or for other purposes as deemed appropriate by the board of directors.
Type of Debentures:	All types of debentures, with or without a name registered, secured and/or unsecured, with or without representative of debenture holders, subordinated or unsubordinated, depending on market condition at the time of each issuance and offering and other related factors.
Currency:	Thai Baht currency or its equivalent amount in other currencies.
Offering Size:	Aggregated principal amount not exceeding Baht 10,000 Million or its equivalent amount in other currencies. This limit is in addition to the amount approved by previous the Annual General Meeting of Shareholders in the amount of 12,500 million baht, totaling not over 22,500 million baht.



	The Company may, within the aforementioned amount, issue and offer debentures on a revolving basis to replace those which have been redeemed. However, at no point in time the debentures which have already been sold and not redeemed may exceed the aforementioned amount.
Allocation Method:	The debentures may be offered all in one occasion consisting of one or more tranches or in several occasions. The debentures may be offered to the general public (Public Offering) and/or institutional investors and/or high net worth investors and/or investors with specific qualifications as defined in relevant notifications of the Securities and Exchange Commission within and/or outside of Thailand in accordance with the criteria set forth in relevant notifications of the Securities and Exchange Commission and/or Capital Market Supervisory Board or other binding regulations.
Interest Rate:	Depends on market condition at the time of each issuance and offering and other related factors.
Term of the debentures:	Depends on market condition at the time of each issuance and offering and other related factors.
Redemption:	Debenture holders may or may not have the right to redeem the debentures prior to its maturity and the Company may or may not have the right to redeem the debentures prior to its maturity, depending on the terms and conditions governing each issuance.

In order to increase flexibility and convenience in performing any acts in relation to the above matter. The board of directors deems it appropriate to propose to the shareholders' meeting to consider and approve the appointment of the Chairperson of the board of directors and the Chief Executive Officer or the person(s) appointed by the Chairperson of the board of directors and the Chief Executive Officer with full power and authority to perform any acts relating to and/or in connection with the above issuance and offering of the debentures, including, but not limited to, the following acts;

- (1) to fix or amend any details in connection with the debentures, including, but not limited to, type, interest rate, and maturity of the debentures, appointment of debentures registrar and representative of debenture holders (if any).
- (2) to appoint financial advisors, underwriters, credit rating agencies, and any other persons that shall be appointed as required by law or as deemed appropriate.



- (3) to negotiate, enter into, execute, certify, and amend documents and agreements in connection with the issuance and offering of the debentures, as well as to contact, coordinate, and submit all aforementioned documentation to the SEC or any other relevant authorities or persons.
- (4) to take any necessary or appropriate actions for the completion of the issuance and offering of the debentures.

Agenda 10: Other matters (if any)

Due to the Coronavirus 2019 (COVID-19) outbreak, the Company encourages the shareholders to consider granting proxy to the Company's independent directors to attend and vote in the meeting, and the meeting of the Board of Directors approved the authorization of Chairperson & Chief Executive Officer and/or authorized directors of the Company and/or any person delegated by the Chairperson & Chief Executive Officer, and/or authorized directors of the Company to have power to perform any acts relating to the 2020 Annual General Meeting of Shareholders, including change of date, time and venue of the meeting and other relevant details, as deemed necessary or appropriate. The Company will further inform the shareholders of the changes (if any).

Please be informed accordingly

Yours sincerely,

(Dr. Wandee Khunchornyakong Juljareen)
Chief Executive Officer