

(Translation)

KT/PB (COTTO) 001/2022

January 25, 2022

Dear President
The Stock Exchange of Thailand

**Subject: Board of Directors' Resolutions on Dividend Payment,
Schedule for the 2022 Annual General Meeting of Shareholders,
Publication of the Notice on the Company's Website, and
Establishment of a Company to operate Service Solution Business**

SCG Ceramics Public Company Limited ("the Company") takes this opportunity to announce the following resolutions of the Board of Directors Meeting, held on Tuesday, January 25, 2022:

1. **To propose for approval at the Annual General Meeting of Shareholders the dividend payment for 2021 at the rate of 0.047 Baht/share**, totaling approximately 280.2 million Baht, or accounting for 50% of the net profit for the year less legal reserve, derived from the profits which are subject to corporate income tax of 20%. The natural person shareholders shall be entitled to claim tax credit¹ equaling to the product of dividend times 20/80.

The said dividend distribution shall be payable to the shareholders entitled to receive dividend in accordance with the Company's Articles of Association, of record as of Monday, April 4, 2022 (The Stock Exchange of Thailand shall post the "XD" sign or the date on which the buyers of securities shall have no rights to receive dividend on Friday, April 1, 2022). The dividend shall be payable on Friday, April 22, 2022, and the receipt of such dividend shall be within 10 years.

2. **To hold the 2021 Annual General Meeting of Shareholders via electronic media (E-Meeting) for only one form²** with the agenda as follows:

- 1) To acknowledge the Company's Annual Report 2021
- 2) To approve the financial statements for the year ended December 31, 2021
- 3) To approve the profit allocation for 2021 and the dividend payment for 2021 at the rate of 0.047 Baht/share and to acknowledge the profit allocation of 24,446,327 Baht to the legal reserve, accounting for 5 percent of net profit for the year 2021. (The Company's current legal reserve of 267 million Baht accounted for 4.5 percent of the Registered Capital)
- 4) To elect directors in replacement of those who are due to retire by rotation

At the 2022 Annual General Meeting of Shareholders, there are four directors who are due to retire by rotation, namely, Mr. Boonchue Polsing Korn, Mrs. Nanthasiri Ausakul, Mr. Cherapong Kamponpan, and Mr. Surasak Kraiwitthaicharoen.

¹ The natural person shareholders shall be entitled to claim tax credit according to Section 47 bis of the Revenue Code equaling to the product of dividend times 20/80.

² The meeting control room will be at The Siam Cement Public Company Limited, Multipurpose Building, 1 Siam Cement Road, Bangsue, Bangkok.

The Board agreed with the Nomination, Remuneration and Corporate Governance Committee resolved to recommend the 2021 Annual General Meeting of Shareholders to elect the two retiring directors, namely, Mrs. Nanthasiri Ausakul and Mr. Surasak Kraiwitthaicharoen as well as the qualified person, namely, Mr. Kittiphong Photaranon, and Mr. Teeranun Srihong as the Company's directors.

5) To appoint the Company's auditors and fix the audit fee for 2022

As recommended by the Audit Committee, the Board considered and deemed it appropriate to propose that the 2022 Annual General Meeting of Shareholders appoint the auditors and fix the audit fee for 2022 as follows:

(1) To appoint the auditors of KPMG Phoomchai Audit Limited whose qualifications meet those of The Securities and Exchange Commission as the auditors of the Company for 2022 as follows:

- Mr. Vairoj Jindamaneepitak (Certified Public Accountant No. 3565) or
- Mr. Charoen Phosamritlert (Certified Public Accountant No. 4068) or
- Ms. Pornthip Rimdusit (Certified Public Accountant No. 5565)

KPMG Phoomchai Audit Limited and the above-mentioned three auditors proposed for appointment of the Company's auditors have neither relationship nor conflict of interest with the Company, subsidiary, executives, major shareholders, or related persons with the said entities or persons and will also be nominated as the auditors of Sosuco Ceramic Co., Ltd. (SSC), the Company's subsidiary.

(2) To approve the audit fee for the Company's financial statements for 2022 of 1,902,000 Baht (an increase of 29,000 Baht from 2021) and the audit fee for the consolidated financial statements for 2022 of the Company and its subsidiary of 166,000 Baht (an increase of 4,000 Baht from 2021), totaling 2,068,000 Baht (an increase of 33,000 Baht from 2021).

(3) To acknowledge SSC's audit fee for 2022 of 347,000 Baht (an increase of 10,000 Baht from 2021) to be paid by SSC.

For 2022, there shall be no other non-audit service fee provided.

6) To approve the remuneration of the Board of Directors and the Sub-committees for 2022

The Board resolved to recommend the 2022 Annual General Meeting of Shareholders to approve the remuneration of the Board of Directors and the Sub-committees for 2022 to be effective from April 1, 2022 onwards as well as to acknowledge the remuneration paid to the Board of Directors and the Sub-committees in 2021 as proposed by the Nomination, Remuneration and Corporate Governance Committee as the following details:

(1) The maintenance of the criteria and the rates of the remuneration of the Board of Directors (monthly remuneration and bonus), the attendance fees of the Audit Committee and the Nomination, Remuneration and Corporate Governance Committee and the remuneration payment suspension of the Executive Committee as approved by the 2021 Annual General Meeting of Shareholders.

- (2) The acknowledgement of the remuneration paid to the Board of Directors (monthly remuneration and bonus) and the attendance fees of Audit Committee and the Nomination, Remuneration and Corporate Governance Committee paid in accordance with the number of meeting attendance in 2021, totaling 7,252,632.27 Baht, in line with the criteria approved by the 2021 Annual General Meeting of Shareholders.

In this regard, the Company provides no other remuneration and benefits to the Company's directors apart from those mentioned.

- 7) To approve the Company's business restructuring for service solution business

The Board agrees to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the Company's business restructuring for service solution business by transferring the Energy Business and Incubation Business to the SUSUNN Smart Solution Co., Ltd., a wholly owned subsidiary of the Company, including but not limited to assets, liabilities, contracts, licenses, rights, duties and all liabilities, related to the above business of the Company that can be transferred under relevant law which is considered to be the sale or transfer of the whole or substantial part of the business to another person under Section 107 (2) (a) of the Public Company Limited Act, B.E. 2535 (including any amendments thereto) ("B.A. Public Company Limited") together with the Company's Articles of Association Article 39 (2) (b), including delegation of powers to the Board of Directors or a director authorized to act on behalf of the Company or the person assigned by the Board of Directors to take any action necessary and relevant to Company's business restructuring as proposed.

In this regard, the Company will publicize the Notice of the Annual General Meeting of Shareholders containing the details of the agenda and the instructions on how to attend the meeting via electronic media (E-Meeting) on the Company's website (www.scgceramics.com) and will publicize the details regarding E-Meeting via SETLink as from Tuesday, February 22, 2022.

3. To confirm a Record Date to ascertain the list of shareholders with the right to attend the 2022 Annual General Meeting of Shareholders on Tuesday, February 8, 2022 (The Stock Exchange of Thailand shall post the "XM" sign or the date on which the buyers of securities shall have no rights to attend the shareholder meeting on Monday, February 7, 2022).

4. The establishment of SUSUNN Smart Solution Co., Ltd., which will provide efficient renewable energy solution services in industrial segment and utility solution services for industrial estate, as part of the Company's strategy to expand service solution business. The total value of this investment is 100 million Baht. The Company will hold 100% equity stake in the new company.

The Company provides renewable energy solution and utility solution services in several provinces in Thailand. For clarity in business operations, the Company will establish SUSUNN Smart Solution Co., Ltd. to operate service solution business, which will improve efficiency, increase operational flexibility and reduce operating costs to support future business growth.

This investment is considered an asset acquisition transaction. The size of this transaction is 1.1% of total assets stated in the Company's consolidated financial statements as at September 30, 2021, and when combined with those in the past six months prior to the date of this transaction, the total size is 2.9%. Thus, the disclosure of this transaction is not required pursuant to disclosure rule for the acquisition and disposition of assets. This transaction is not a connected transaction.

Please be informed accordingly.

Yours faithfully,

SCG Ceramics Public Company Limited

-Signed by-

(Mr. Numpol Malichai)

Managing Director