

(Translation)

COTTO 002/2023

January 24, 2023

Dear President  
The Stock Exchange of Thailand

**Subject: Board of Directors' Resolutions on Dividend Payment,  
Schedule for the 2023 Annual General Meeting of Shareholders, and  
Publication of the Notice on the Company's Website**

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 24, 2023:

**1. To propose for approval at the Annual General Meeting of Shareholders the dividend payment for 2022 at the rate of 0.040 Baht/share**, totaling approximately 238.5 million Baht, derived from the retained earnings which are subject to corporate income tax of 20%. The natural person shareholders shall be entitled to claim tax credit<sup>1</sup> 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 3, 2023 (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, March 31, 2023). The dividend shall be payable on Friday, April 21, 2023, and the receipt of such dividend shall be within 10 years.

**2. To hold the 2023 Annual General Meeting of Shareholders on Friday, March 24, 2023 at 09:30 hours via electronic media (E-Meeting) for only one form<sup>2</sup>** with the agenda as follows:

- 1) To acknowledge the Company's Annual Report 2022
- 2) To approve the financial statements for the year ended December 31, 2022
- 3) To approve the 2022 profit allocation for 2022 dividend payment at the rate of 0.040 Baht/share and to acknowledge the suspension of profit allocation to the legal reserve. (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

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<sup>1</sup> 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.

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

At the 2023 Annual General Meeting of Shareholders, there are four directors who are due to retire by rotation, namely, (1) Mr. Nithi Patarachoke, (2) Mr. Prawit Ninsuvannakul, (3) Mr. Damri Tunshevavong, and (4) Mr. Chaovalit Ekabut.

The Board agreed with the Nomination, Remuneration and Corporate Governance Committee (excluding the directors who are due to retire by rotation), resolved to recommend the 2023 Annual General Meeting of Shareholders to elect the four retiring directors, namely, (1) Mr. Nithi Patarachoke, (2) Mr. Prawit Ninsuvannakul, (3) Mr. Damri Tunshevavong, and (4) Mr. Chaovalit Ekabut as the Company's directors for another term.

5) To appoint the Company's auditors and fix the audit fee for 2023

As recommended by the Audit Committee, the Board considered and deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders appoint the auditors and fix the audit fee for 2023 as follows:

1. To appoint the following auditors as the auditors for SCG Ceramics Public Company Limited for 2023:

- Ms. Sureerat Thongarunsang (Certified Public Accountant No. 4409) or
- Ms. Pornthip Rimdusit (Certified Public Accountant No. 5565) or
- Mr. Songchai Wongpiriyaporn (Certified Public Accountant No. 10996)

The above-mentioned auditors from KPMG Phoomchai Audit Limited are qualified with the guidelines of the Securities and Exchange Commission.

In this regard, KPMG and the nominated auditors have neither relationship nor conflict of interest with the Company, subsidiary, executive, major shareholder, or related person with the said person/entity.

2. To approve the audit fee for the Company's financial statements for 2023 of 1,584,000 Baht (a decrease of 318,000 Baht from 2022) and the audit fee for the consolidated financial statements for 2023 of the Company and its subsidiaries of 166,000 Baht (no change from 2022), totaling 1,750,000 Baht (a decrease of 318,000 Baht from 2022).
3. To acknowledge the subsidiaries' audit fee for 2023 of 1,163,000 Baht to be paid by the subsidiaries.

For 2023, 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 2023

The Board resolved to recommend the 2023 Annual General Meeting of Shareholders to approve the remuneration of the Board of Directors and the Sub-committees for 2023 to be effective from April 1, 2023 onwards as well as to acknowledge the remuneration paid to the Board of Directors and the Sub-committees in 2022 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 2022 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 2022, totaling 8,497,432 Baht, in line with the criteria approved by the 2022 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 amendment to the Company's Articles of Association, Articles 26, 31, 34, 35, 37, and 46

The Board of Directors agreed with the recommendation of the Executive Committee to propose the 2023 Annual General Meeting of Shareholders to approve the amendment to the Company's Articles of Association, Articles 26, 31, 34, 35, 37 and 46 to be in compliance with the Public Limited Company Act (No. 4) B.E. 2565 (2022) (Amendment).

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](http://www.scgceramics.com)) and will publicize the details regarding E-Meeting via SETLink as from Thursday, February 23, 2023.

3. To confirm a Record Date to ascertain the list of shareholders with the right to attend the 2023 Annual General Meeting of Shareholders on Tuesday, February 7, 2023 (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 6, 2023).

Please be informed accordingly.

Yours faithfully,

SCG Ceramics Public Company Limited

*-Signed by-*

(Mr. Numpol Malichai)

Managing Director