

COTTO 021/2022

4 November 2022

To President
The Stock Exchange of Thailand

Subject: Information Memorandum regarding the Connected Transaction of The SCG Ceramics Public
Company Limited

SCG Ceramics Public Company Limited (“the Company”) hereby announces that the Board of Directors of the Company has passed a resolution to approve the land lease agreement of Ban Ueam, located in Lampang Province, and Khok Yae, located in Saraburi, between the Company (Lessor) and CLP Power Company Limited (“CLP”) (Lessee), a subsidiary of The Siam Cement Public Company Limited (“SCC”), Thus, this transaction is classified as a connected transaction, under the transactions relating to class 4 assets or services, per the Notification of the Capital Market Supervisory Board Tor Chor 21/2008 Re: Rules and regulations on connected transactions dated 31 August 2008 and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Others Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (as amended) (collectively referred to as the “Related Transaction Rules”). Therefore, the Company is required to disclose details of the transaction as follows:

1. Transaction Date :

From the date that the lessee uses and has the benefits of those land following the objective of the contract dated 4 November 2022

2. Parties Involved :

Lessee : CLP Power Company Limited (“CLP”)

Lessor : SCG Ceramics Public Company Limited (“the Company”)

3. Relationship :

CLP Power Company Limited (“CLP”) is a subsidiary of The Siam Cement Public Company Limited (“SCC”), indirect holding 100% through SCG Cleanergy Company Limited and SCG Ceramics Public Company Limited (“the Company”) is a subsidiary of SCC, indirectly holding 82.75% through SCG Building Materials Company Limited. CLP and the Company have the same indirect major shareholders,

บริษัทเอสซีซี เซรามิกส์ จำกัด (มหาชน)

สำนักงานใหญ่ 1 ต.ปูนซิเมนต์ไทย บางซื่อ กรุงเทพฯ 10800
โทรศัพท์ 02 586 3333, 02 586 4092 แฟกซ์ 02 587 0162
www.scgceramics.com
เลขทะเบียนบริษัท 0107561000340

SCG Ceramics Public Company Limited

Headquarters 1 Siam Cement Rd., Bangsue Bangkok 10800, Thailand
Tel +66 2586 3333, +66 2586 4092 Fax +66 2587 0162
www.scgceramics.com
Company Registration No. 0107561000340

which is SCC. Therefore, CLP Power Company Limited is considered as a connected person with the Company.

4. General Description of the Transaction:

The Company has entered into the land lease agreement of Ban Ueam, located in Lampang Province, with CLP Power Company Limited which consists of aggregate area of approximately 99.81 rai for a term of 27 years lease. The total value, throughout the lease term, is 20 million baht and the land lease agreement of Khok Yae, located in Saraburi, with CLP Power Company Limited which consists of aggregate area of approximately 45 rai for a term of 27 years lease. The total value, throughout the lease term, is 20 million baht. The CLP's objective of lease is to install photovoltaic (PV) panels (Solar farm) and produce electricity from sunlight.

5. Size of Transaction :

This transaction is considered the connected transaction, under the transactions relating to class 4 assets or services according to Related Transaction Rules. The size of transaction is greater than 0.03% of the Company's net tangible assets ("the Company NTA") stated in the Company consolidated financial statements as of June 30, 2022, but less than 3% of the Company NTA; therefore, this transaction requires the approval from the Board of Directors and the disclosure of information to SET.

(NTA = Total Assets – Total Liabilities – Intangible Assets – Royalties – Deferred Tax Assets – Right of Use – Minority Interests (if any))

(Million Thai Baht)

the Company NTA	9,042
3% of the Company NTA	271
0.03% of the Company NTA	2.71
Value of the connected transaction	40 (0.44% of the Company NTA)

6. The Participation and Voting in the Company Board Meeting by Directors who have interest and/or Directors who are connected persons :

The Directors, representing The Siam Cement Public Company Limited, who is considered the connected person did not participate in both the board of directors Meeting and the voting of the agenda concerning this transaction.

7. Opinion of the Board of Directors and the Audit Committee :

Opinion of the Board of Directors

The board of directors has decided that the aforementioned transaction is justified, fair, and beneficial to the Company

Opinion of the Audit Committee and/or the Board of Directors that is differ from that of the Board of Director

-None-

Please be informed accordingly

Yours faithfully,

-Signed-

(Mr. Numpol Malichai)

Managing Director

SCG Ceramics Public Company Limited