

NOTICE OF 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS
SCG CERAMICS PUBLIC COMPANY LIMITED

Friday, March 22, 2019 at 09:30 Hours

At Salon A Room, Swissotel Bangkok Ratchada

No. 204 Ratchadaphisek Road, Huai Khwang, Bangkok

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Notice of 2019 Annual General Meeting of Shareholders

SCG Ceramics Public Company Limited

<u>Subject</u>	Invitation to attend the 2019 Annual General Meeting of Shareholders
<u>To</u>	Shareholders
<u>Attachments</u>	<ol style="list-style-type: none">1. 2018 Annual Report (QR Code) and Registration Form2. Profiles of the nominated Candidates for the Election of Directors in Replacement for those to be retired by Rotation3. Profiles of the nominated Auditors for the year 20194. Company's Articles of Association relating to the General Meeting of Shareholders5. Documents required prior to attending the Meeting, Appointment of Proxy, Registration, and Voting Procedures6. Proxy Form B as specified by Department of Business Development, Ministry of Commerce7. Profiles of the Independent Directors nominated by the Company to act as Proxy for Shareholders8. Instruction for Downloading 2018 Annual Report by scanning QR Code9. Map to Swissotel Bangkok Ratchada10. 2018 Annual Report Requisition Form

NOTICE IS HEREBY GIVEN THAT, by virtue of the resolution of the Board of Directors Meeting of SCG Ceramics Public Company Limited ("the Company") held on Thursday, January 24, 2019, the 2019 Annual General Meeting of Shareholders will be held on Friday, March 22, 2019 at 09:30 hours at Salon A Room, Swissotel Bangkok Ratchada (formerly known as Swissôtel Le Concorde Bangkok), No. 204 Ratchadaphisek Road, Huai Khwang, Bangkok to consider matters to the agenda together with the Board of Directors' opinions as follows:

Agenda 1: To acknowledge the Company's Annual Report for the year 2018

Preamble: The summary of the Company's operating result and major changes during 2018 is shown in 2018 Annual Report under Operating Result section which is provided herewith as Attachment No. 1.

Board of Directors' opinion: The Board deems it appropriate to present the Annual Report for the year 2018 summarizing the Company's operating result and major changes during 2018 to the Meeting for acknowledgement.

Vote required: This agenda item is for acknowledgement; therefore, voting is not required.

Agenda 2: To consider and approve the Financial Statements for the year ended December 31, 2018

Preamble: To be in compliance with the Public Limited Companies Act B.E. 2535, the Company had prepared its financial statements at the end of the fiscal year and arranged for them to be audited by certified auditor prior to proposing for shareholders' approval as per details shown in the financial statements in 2018 Annual Report which had been sent to the shareholders with this Notice as Attachment No. 1.

Board of Directors' opinion: The Board requests the Meeting to consider and approve the financial statements for the year ended December 31, 2018 as duly audited and signed by the auditor from KPMG Phoomchai Audit Ltd. and agreed upon by the Audit Committee. The summary of the Company's financial position and operating result during 2018 are as follows:

Consolidated Financial Statements:

Total Assets	11,725	million Baht
Total Liabilities	2,816	million Baht
Total Revenue	11,557	million Baht
Profit for the year attributable to		
Owners of the parent	(3.5)	million Baht
Companies in the group before business restructuring	<u>13.5</u>	million Baht
- million Baht	10.0	
- Baht per share	0.00	

Separate Financial Statements for the period August 1–December 31, 2018:

Asset	11,318	million Baht
Liabilities	2,783	million Baht
Revenue	4,506	million Baht
Profit for the year attributable to owner of the parent		
- million Baht	127.6	
- Baht per share	0.02	

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and voting.

Agenda 3: To consider and approve the Suspension of Dividend Payment for the year 2018

Preamble: The Company has a policy to distribute dividend at 30–50 percent of net profit represented in the consolidated financial statements for each fiscal year less legal reserve and accumulated loss carried forward (if any). The dividend distribution shall be based on cash flow, investment plan, terms and conditions of contracts which the Company has liability for as well as other future necessities and suitability. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 and Articles 47 of the Company's Articles of Association, the Company shall appropriate a portion of the annual net profit as reserve funds for the amount of not less than 5 percent of the annual net profit less the accumulated loss carried forward (if any) until such fund reaches the amount of not less than 10 percent of the registered capital. The Company's current legal reserve of 207 million Baht, accounted for 3.5 percent of the Registered Capital.

For 2018, the Company reported the net profit for the year of 10 million Baht in consolidated financial statements with unappropriated retained earnings of 890 million Baht. Nevertheless, the Company has a debt burden to be paid within 2019 approximately 865 million Baht and investment plan to enhance competitiveness. Therefore, in order to maintain the Company's liquidity, the Board of Directors thus deems it appropriate to propose the suspension of dividend payment for the year 2018.

Board of Directors' opinion: The Board requests the Meeting to consider and approve the suspension of dividend payment for the year 2018 and to acknowledge the allocation of net profit as legal reserve for 6,381,343 Baht, accounted for 5 percent of the net profit for the year 2018.

Vote required: Simple majority of the total number of votes of shareholders present at the meeting and voting.

Agenda 4: To consider and elect the Directors in Replacement for those to be retired by Rotation

Preamble: Pursuant to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 17 of the Company's Articles of Association, at every annual general meeting, one-third of the directors shall retire from office by rotation. In the case where the number of directors cannot be divided into one-third, the closet number to one-third shall be taken into account. In this regard, the retiring directors are eligible for re-election. There are four directors to be retired by rotation at the 2019 Annual General Meeting of Shareholders as follows:

- | | | |
|-------------------|-------------------|--|
| 1. Mr. Cherapong | Kamponpan | Independent Director* and Member of the Audit Committee |
| 2. Ms. Nanthasiri | Assakul | Director |
| 3. Mr. Boonchue | Polsing Korn | Independent Director*, Member of the Audit Committee and Member of the Nomination, Remuneration and Corporate Governance Committee |
| 4. Mr. Surasak | Kraiwitchacharoen | Member of the Executive Committee |

Remark: *Being fully qualified as independent director in accordance with the qualifications of independent director set forth by the Company which are more stringent than those prescribed by the Capital Market Supervisory Board.

The Company provided an opportunity to minority shareholders to propose agenda for the meeting and to nominate qualified candidate(s) for election of directors during August 31–November 30, 2018. However, there was not any proposal or nomination from the shareholders.

The Nomination, Remuneration and Corporate Governance Committee considered the candidates for directorship in accordance with the nomination guidelines as agreed upon by the Board of Directors which instructed that Nomination, Remuneration and Corporate Governance Committee to nominate qualified persons for directorship of the Company from qualified individuals and experts which included individuals who were knowledgeable and competent to be directors in listed companies and must be fully qualified as stipulated by relevant laws and the Company's Articles of Association including the Company's Corporate Governance Principle, Corporate Governance Code recommended by the Office of the Securities and Exchange Commission (SEC), and the selection guidelines on candidates for directorship recommended by Thai Institute of Directors (IOD). The candidates must be equipped with knowledge, professional skills, experience and expertise for the Company's line of business; possessing requisite attributes of leadership, vision, good morals and ethical principles, as well as clear and unblemished career records, making decisions based on facts and reasons, and capable of giving opinions independently. Moreover, the Nomination, Remuneration and Corporate Governance Committee took into account the diversity of the Board of Directors and the composition of knowledge and particular professional skills as deemed essential to the Board of Directors.

The Nomination, Remuneration and Corporate Governance Committee (excluding the directors who are due to retire by rotation at the 2019 Annual General Meeting of Shareholders) considered the list of candidates, comprising four existing directors who are due to retire by rotation. The qualifications of each candidate were considered with all due circumspection as well as their performance as independent director, director, and the member of the sub-committees, and unanimously resolved to propose for consideration of the Board of Directors the four existing directors, namely, Mr. Cherapong Kamponpan, Ms. Nanthasiri Assakul, Mr. Boonchue Polsing Korn, and Mr. Surasak Kraiwitchacharoen to be the directors of the Company for another term since they had performed their duties as directors excellently as well as being fully qualified as stipulated by the Public Limited Companies Act B.E. 2535. Moreover, the four directors were equipped with knowledge, professional skills, experience and expertise required for the Company's line of business; possessing requisite attributes of good morals and ethical principles, as well as clear and unblemished career records, making decisions based on facts and reasons, and capable of giving opinions independently.

In this regard, Mr. Surasak Kraiwitthaicharoen is currently holding positions as directors in five other competing companies in the same industry and in other companies related to the Company as follows:

1. Director, Mariwasa-Siam Ceramics, Inc., the Philippines
2. Commissioner, PT. KERAMIKA INDONESIA ASSOSIASI Tbk., Indonesia
3. Commissioner, PT. KIA Serpih Mas, Indonesia
4. Commissioner, PT. Surya Siam Keramik, Indonesia
5. Vice Chairman of Board of Management, Prime Group Joint Stock, Vietnam

Board of Directors' opinion: The Board of Directors, excluding the directors to be retired by rotation at the 2019 Annual General Meeting of Shareholders, had extensively discussed and considered the list of all nominated candidates as well as the qualifications of each candidate with all due circumspection and deemed that they are qualified candidates; therefore, agrees with the recommendation of the Nomination, Remuneration and Corporate Governance Committee and proposes that the 2019 Annual General Meeting of Shareholders consider and elect the four directors who are due to retire by rotation, namely, Mr. Cherapong Kamponpan, Ms. Nanthasiri Assakul, Mr. Boonchue Polsing Korn, and Mr. Surasak Kraiwitthaicharoen to be the directors of the Company for another term.

Profiles of the nominated candidates, durations of directorship/independent directorship, attendance at meetings of the Board of Directors and the sub-committees during the previous year, number of ordinary shares held in the Company, positions as directors or executives in listed companies and other companies/incorporations, and the relationships of the nominated candidates who are qualified as independent director, are provided herewith as Attachment No. 2.

Remark: Article 16 of the Company's Articles of Association stipulates the voting procedure for election of directors as follows:

- (1) One shareholder shall have one vote per share;
- (2) Each shareholder shall cast all of his/her votes under (1) to elect one or several persons as directors but cannot allot his votes to a person unevenly;
- (3) Persons receiving the highest number of votes in descending order shall be appointed as directors until all of the director positions for such election are filled. Where the votes cast for the persons in descending order are tied, which would cause the number of directors to exceed the required number, the chairman shall have the casting vote.

Vote required for election of directors: Persons receiving the highest number of votes in descending order shall be appointed as directors until all of the director positions for such election are filled.

Agenda 5: To consider and appoint the Auditors and fix the Audit Fee for the year 2019

Preamble: Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and the guidelines recommended by the Securities and Exchange Commission (SEC) the Annual General Meeting of Shareholders shall appoint and fix the audit fee of the Company.

The Audit Committee considered and selected KPMG Phoomchai Audit Ltd. (KPMG) to be the audit firm for the Company and its subsidiary for the year 2019 due to its reputation, capability, professional standards, experience and expertise in auditing, effective audit procedures/tools, insightful knowledge and business understanding as well as excellent past performance. Moreover, the audit fee proposed by KPMG when compared to the auditing scopes and quantities of work as well as the audit fee charged to other listed companies of similar size is reasonable and would yield maximum benefit to the Company.

Board of Directors' opinion: The Board of Directors agrees with the Audit Committee to select KPMG Phoomchai Audit Ltd. to be the audit firm for the Company and proposes that the 2019 Annual General Meeting of Shareholders consider and appoint the auditors and approve the audit fee for the year 2019 as follows:

1. To appoint the auditors from KPMG Phoomchai Audit Ltd. whose qualifications comply with those set forth by the Security and Exchange Commission to be the Company's auditors for the year 2019 as follows:
 - Mr. Vairoj Jindamaneepitak (Certified Public Accountant No. 3565) or
 - Mr. Charoen Phosamritlert (Certified Public Accountant No. 4068) or
 - Ms. Thanyalux Keadkeaw (Certified Public Accountant No. 8179)

The above three auditors were appointed as the Company's auditors in 2018 for the first time (since the date of the Amalgamation to December 31, 2018). The durations of which comply with rules and regulations of SEC.

In this regard, KPMG and the three nominated auditors have neither relationship nor conflict of interest with the Company/the subsidiary/the Management/the major shareholders or related persons with the said entities or persons and will also be nominated to be the auditors for the year 2019 of Sosuco Ceramic Co., Ltd. (SSC), the Company's subsidiary. Profiles of the nominated auditors and details of their independency were provided herewith as Attachment No. 3.

2. To approve the audit fee for the Company's financial statements for the year 2019 of 1,816,000 Baht (an increase of 387,000 Baht from 2018) and the audit fee for the consolidated financial statements of the Company and the subsidiary (SSC) for the year 2019 of 154,000 Baht (an increase of 34,000 Baht from 2018) totalling 1,970,000 Baht (an increase of 421,000 Baht from 2018) as follows:

Unit: Baht

Items	2562	2561	Variance
1. Separate Financial Statements			
- Financial Statements for the year	1,271,000	1,250,000	21,000
- Quarterly Reviews*	545,000	179,000	366,000
Audit Fee for Separate Financial Statements	1,816,000	1,429,000	387,000
2. Consolidated Financial Statements (from having SSC as subsidiary)			
- Financial Statements for the year	106,000	105,000	1,000
- Quarterly Reviews*	48,000	15,000	33,000
Audit Fee for Consolidated Financial Statements	154,000	120,000	34,000
Total**	1,970,000	1,549,000	421,000

Remarks: * Audit fees for quarterly reviews of separate financial statements and for consolidated financial statements increase by 366,000 Baht and 33,000 Baht, respectively, due to the Amalgamation on August 1, 2018 which entails the fee for the third quarter review only. Hence, when compared to 2018, the audit fees for quarterly reviews of separate financial statements and for consolidated financial statements increase by 8,000 Baht and 3,000 Baht, respectively.

**During 2018, after the Amalgamation, the Company had a one-time payment for the audit fees of the comparative financial statements and the initial audit required after the Amalgamation of 1,200,000 Baht and 339,000 Baht, respectively. Therefore, the Company's total audit fee for the year 2018 was 3,088,000 Baht as approved by the Joint Shareholders Meeting on July 31, 2018.

3. To acknowledge SSC's audit fee for the year 2019 of 274,000 Baht (an increase of 6,000 Baht) to be paid by SSC.

The above proposed audit fee is exclusive of the fee for non-audit service.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and voting.

Agenda 6: To consider and approve the remuneration of the Board of Directors and the Sub-committees for the year 2019

Preamble: The Company's Articles of Association, Chapter 5 (Board of Directors), Article 33 stipulates that a director is entitled to receive cash remuneration from the Company, namely salary, gratuities, meeting allowances, bonuses or any other nature of interests or other assets pursuant to the consideration of the shareholders meeting. Such remuneration may be specified as a fixed amount or as predetermined conditions, and will remain effective from time to time or until there is a change by resolutions of the shareholders meeting. The director is also entitled to receive allowances and fringe benefits in accordance with the code of conduct of the Company, and shall be paid with the expenses advanced by himself as part of his duties as the director of the Company. The Joint Shareholders Meeting on July 31, 2018 approved the remuneration of the Board of Directors and the Sub-committees for the year 2018 being effective from August 1, 2018 (the date of the Amalgamation) onwards as follows:

Remuneration of the Board of Directors

1. Monthly Remuneration (no attendance fees provided)

- Chairman (1 person) entitled to receive remuneration at the rate of 45,000 Baht/month
- Members (11 persons) entitled to receive remuneration each at the rate of 30,000 Baht/month

2. Bonus

The Board of Directors would receive a bonus of not exceeding 1 percent of the dividend distributed to shareholders where the allocation of which shall be determined by the Board of Directors themselves.

Remuneration of the Audit Committee

The remuneration payment to the members of the Audit Committee in the form of attendance fee payable (no monthly remuneration provided) in accordance with their meeting attendance at the following rates:

Chairman 60,000 Baht per meeting

Member 40,000 Baht per meeting

Remuneration of the Nomination, Remuneration and Corporate Governance Committee

The remuneration payment to the members of the Nomination, Remuneration and Corporate Governance Committee in the form of attendance fee payable (no monthly remuneration provided) in accordance with their meeting attendance at the following rates:

Chairman 45,000 Baht per meeting

Member 30,000 Baht per meeting

Remuneration of the Executive Committee

The remuneration payment suspension of the Executive Committee

The Nomination, Remuneration and Corporate Governance Committee, under the criteria and guidelines for suitable and fair remuneration agreed upon by the Board of Directors, considered the remuneration based on the roles and responsibilities of the Board of Directors and the Sub-committees as well as other relevant factors to wit the Company's operating result for the year 2018, business expansion, and current economic conditions. After comparing such remuneration with the remuneration payments of other listed companies of similar size in the same industry, the Nomination, Remuneration and Corporate Governance Committee then unanimously resolved to propose the review of criteria and rates of remuneration payment for the Board of Directors and the Sub-committees for the year 2019 to the Board of Directors for consideration as well as the acknowledgement of the amount of remuneration paid to the Board of Directors and the Sub-committees during 2018 as the following details:

1. The maintenance of criteria and rates of 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 Joint Shareholders Meeting on July 31, 2018; and
2. The acknowledgement of the remuneration paid to the Board of Directors (monthly remuneration and bonus) and the attendance fees of the Audit Committee and the Nomination, Remuneration and Corporate Governance Committee paid in accordance with the actual number of meeting attendance during 2018, totalling 2,730,000 Baht in conformance with the criteria approved by the Joint Shareholders Meeting as the following details:
 - 1) Monthly remuneration of the Board of Directors (12 persons) for fiscal year 2018 after being approved by the Joint Shareholders Meeting on July 31, 2018, being effective from August 1, 2018 (the date of the Amalgamation) onwards at the following rates:
 - Chairman (1 person) entitled to receive remuneration at the rate of 45,000 Baht/month
 - Members (11 persons) entitled to receive remuneration each at the rate of 30,000 Baht/monthtotalling 1,875,000 Baht
 - 2) Bonus of the Board of Directors (12 persons): there being no dividend payment to shareholders after the Joint Shareholders Meeting on July 31, 2018; hence, no bonus payment to the Board of Directors.
 - 3) Remuneration of the Audit Committee (4 independent directors for 3 meetings) totalling 540,000 Baht.
 - 4) Remuneration of the Nomination, Remuneration and Corporate Governance Committee (3 directors for 3 meetings) totalling 315,000 Baht.

Board of Directors' opinion: The Board of Directors agrees with the recommendation of the Nomination, Remuneration and Corporate Governance Committee and proposes that the Meeting consider the remuneration of the Board of Directors and the Sub-committees for the year 2019 according to the criteria and rates approved by the Joint Shareholders Meeting as well as to acknowledge the amount of remuneration paid to the Board of Directors and the Sub-committees during 2018 as per details above. Subject to the approval of the 2019 Annual General Meeting of Shareholders upon the aforementioned proposal, from April 1, 2019 onwards, the remuneration of the Board of Directors and the Sub-committees for the year 2019 would be the same rates as 2018 as follows:

Board of Directors and Sub-committees	Positions	Criteria and Rates of Remuneration		
		Monthly Remuneration (Baht/person/month)	Attendance Fee (Baht/person/meeting)	Bonus
Board of Directors (1 Chairman and 11 members)	Chairman	45,000	-	Not exceeding 1 percent of the dividend distributed to shareholders
	Member	30,000		
Audit Committee (1 Chairman and 3 members)	Chairman	-	60,000	-
	Member		40,000	
Nomination, Remuneration and Corporate Governance Committee (1 Chairman and 2 members)	Chairman	-	45,000	-
	Member		30,000	
Executive Committee (1 Chairman and 2 members)	Chairman	Suspended	Suspended	Suspended
	Member			

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

Details of roles and responsibilities of the Board of Directors and the Sub-committees including the remuneration payment to the Board of Directors and the Sub-committees are as shown in 2018 Annual Report under Management Structure section.

Vote required: Not less than two-thirds of the total number of votes of shareholders present at the meeting.

Agenda 7: Other Business (if any)

All shareholders are cordially invited to attend the 2019 Annual General Meeting of Shareholders to be held on Friday, March 22, 2019 at 09:30 hours at Salon A Room, Swissotel Bangkok Ratchada (formerly known as Swissôtel Le Concorde Bangkok), No. 204 Ratchadaphisek Road, Huai Khwang, Bangkok (Map to the meeting's venue is provided herewith as Attachment No. 9). The commencement for registration to attend the meeting will be from 07:00 hours. The Company will also provide snack and beverage for shareholders and proxies who attend the meeting (1 set per 1 person) without souvenirs.

For your convenience, if you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly sign either Proxy Form B attached herewith as Attachment No. 6 or you may download Proxy Form A or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.scgceramics.com.

In addition, you may appoint an independent director who is not due to retire by rotation at the 2019 Annual General Meeting of Shareholders as your proxy, namely, Ms. Kaisri Nuengsigkapien, Mr. Tatipong Kesornkul, Mr. Prawit Ninsuvannakul, and Mr. Padung Likitsajjakul (profiles of the Independent Directors are provided herewith as Attachment No. 7).

You are kindly requested to submit the completed Proxy Form with required documents (details can be seen in Attachment No. 5) to the Company by Thursday, March 21, 2019. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.

Yours faithfully,

Bangkok, February 12, 2019

By Order of the Board of Directors

- *Signed by* -

(Ms. Veranuch Sethameteekul)

Secretary to the Board of Directors and Company Secretary

Remark: The Notice to Shareholders and its attachments are also publicized on the Company's website (www.scgceramics.com) from Monday, February 18, 2019. For inquiries, please submit your questions regarding the details of each agenda item or other key information of the Company via the Company's website or call 02-586-5474 or 02-586-3078 or fax to 02-586-3007 or send to the Company's address. Should you need the printed 2018 Annual Report, please fill the details in "2018 Annual Report Requisition Form" provided herewith as Attachment No. 10.

Profiles of the nominated Candidates for the Election of Directors
in Replacement for those to be retired by Rotation

1. Profiles of the nominated Candidates

Name Mr. Cherapong Kamponpan

Qualified as Independent Director

Positions	Director and Member of the Audit Committee
Date of Appointment	August 1, 2018
Age	70 years
Nationality	Thai
Education/Training	1973 Bachelor of Accountancy, Chulalongkorn University
Director Training	Thai Institute of Directors Association
	2008 Director Certification Program (DCP) 106/2008
	Audit Committee Program (ACP) 24/2008
	2009 Monitoring the System of Internal Control and Risk Management (MIR) 6/2009
	2010 Monitoring Fraud Risk Management (MFM) 4/2010
	2011 Advanced Audit Committee Program (AACCP) 6/2011
	Monitoring the Internal Audit Function (MIA) 10/2011
	Monitoring the Quality Financial (MFR) 14/2011
	2013 Financial Statements for Directors (FSD) 21/2013
	2016 Role of the Nomination and Governance Committee (RNG) 8/2016
	2017 Driving Company Success with IT Governance (ITG) 5/2017
Positions in other Organizations	<u>Listed Company</u> (1)
(Director/Executive)	- since 2010 Independent Director and Member of the Audit Committee, Quality Construction Products Public Company Limited
	- since 2014 Chairman of the Nomination, Remuneration and Corporate Governance Committee, Quality Construction Products Public Company Limited
	<u>Other Incorporations</u>
	- None
Experience	2002–2006 Procurement Director, Siam Cement Industry Co., Ltd.
	2008–2018 Independent Director and Chairman of the Audit Committee, Thai-German Ceramics Industry Public Company Limited
Meeting Attendance	Board of Directors: 3/3 meetings (100 percent)
	Audit Committee: 3/3 meetings (100 percent)

Shareholding (Ordinary Shares) (as at December 31, 2018)

- Held personally: None
- Held by spouse or minor children: None

Family Relationship among Directors and Executives: None

Prohibited Characteristics

- Never dishonestly committed an office against property: None
- Never entered into any transaction which may cause conflict of interest against the Company during the year: None

Name Ms. Nanthasiri Assakul

Position Director

Date of Appointment August 1, 2018

Age 47 years

Nationality Thai

Education/Training 1993 Bachelor of Political Science, Chulalongkorn University
1997 Master of Business Studies (M.B.S.),
University of Kent at Canterbury, United Kingdom
2005 Master of Management (M.M),
Sasin Graduate Institute of Business Administration of Chulalongkorn University

Director Training Thai Institute of Directors Association
2005 Director Accreditation Program (DAP) 38/2005
2005 Finance for Non-Finance Directors Program (FND) 21/2005

Positions in other Organizations Listed Companies

(Director/Executive) - None

Other Incorporation (1)

1) Khomapastra Co., Ltd.

Experience 1999–2018 Director, Thai-German Ceramic Industry Public Company Limited

Meeting Attendance Board of Directors: 3/3 meetings (100 percent)

Shareholding (Ordinary Shares) (as at December 31, 2018)

- Held personally: None
- Held by spouse or minor children: None

Family Relationship among Directors and Executives: None

Prohibited Characteristics

- Never dishonestly committed an office against property: None
- Never entered into any transaction which may cause conflict of interest against the Company during the year: None

Name Mr. Boonchue Polsingkorn

Qualified as Independent Director

Positions Director, Member of the Audit Committee, and
Member of the Nomination, Remuneration and Corporate Governance Committee

Date of Appointment August 1, 2018

Age 70 years

Nationality Thai

Education/Training 1991 Bachelor of Management Science,
Sukhothai Thammathirat Open University

Director Training Thai Institute of Directors Association
2008 Director Certification Program (DCP) 106/2008
Audit Committee Program (ACP) 24/2008
2009 Monitoring the System of Internal Control and Risk Management (MIR) 6/2009
2010 Monitoring Fraud Risk Management (MFM) 4/2010
2011 Advance Audit Committee Program (AACP) 6/2011
Monitoring the Internal Audit Function (MIA) 10/2011
Monitoring the Quality Financial (MFR) 14/2011
2016 Role of the Nomination and Governance Committee (RNG) 8/2016
Financial Statements for Directors (FSD) 30/2016

Positions in other Organizations Listed Companies

(Director/Executive) - None

Other Incorporations

- None

Experience 2007 Advisor to Managing Director, Cementhai Sales and Marketing Co., Ltd.
2008–2018 Director, Member of the Audit Committee, and Chairman of the
Nomination, Remuneration and Corporate Governance Committee
Thai-German Ceramic Industry Public Company Limited

Meeting Attendance Board of Directors: 3/3 meetings (100 percent)
Audit Committee: 3/3 meetings (100 percent)
Nomination, Remuneration and Corporate Governance Committee: 3/3 meetings (100 percent)

Shareholding (Ordinary Shares) (as at December 31, 2018)

- Held personally: None
- Held by spouse or minor children: None

Family Relationship among Directors and Executives: None

Prohibited Characteristics

- Never dishonestly committed an office against property: None
- Never entered into any transaction which may cause conflict of interest against the Company during the year: None

Name Mr. Surasak Kraiwitthaicharoen

Authorized Director

Positions Director and Member of the Executive Committee

Date of Appointment August 1, 2018

Age 61 years

Nationality Thai

Education/Training 1979 Bachelor of Science in Ceramics, Chulalongkorn University
1988 Master of Business Administration (M.B.A.) in Finance and International Business,
Sasin Graduate Institute of Business Administration of Chulalongkorn University
2010 Advanced Management Program (AMP), Harvard University, USA

Director Training Thai Institute of Directors Association

2016 Director Certification Program (DCP) 220/2016

Positions in other Organizations Listed Company (1)

(Director/Executive) 1) since 2011 Commissioner PT. KERAMIKA INDONESIA ASSOSIASI Tbk.*

Other Incorporations

Holding positions as directors of non-listed companies under SCG as assigned

Experience 2002–2006 Managing Director, Cementhai Retail Co., Ltd.
(Currently known as SCG Sourcing Co., Ltd.)
2006–2012 Director, Mariwasa Siam Holding, Inc. the Philippines
2011–2017 Managing Director,
Thai-German Ceramic Industry Public Company Limited
2018 Director, Thai-German Ceramic Industry Public Company Limited
2018 Managing Director, SCG Ceramics Public Company Limited

Meeting Attendance Board of Directors 3/3 meetings (100 percent)
Executive Committee 5/5 meetings (100 percent)

Shareholding (Ordinary Shares) (as at December 31, 2018)

- Held personally: 27 shares (0.0000005 percent)
- Held by spouse or minor children: None

Family Relationship among Directors and Executives: None

Prohibited Characteristics

- Never dishonestly committed an offence against property: None
- Never entered into any transaction which may cause conflict of interest against the Company during the year: None

Remark: * Listed company in Indonesia

2. Number of Ordinary Shares held in SCG Ceramics Public Company Limited of the nominated Candidates

Nominated Candidates	Ordinary Shares	Percent of Issued Shares
1. Mr. Cherapong Kamponpan	-	-
2. Ms. Nanthasiri Assakul	-	-
3. Mr. Boonchue Polsignkorn	-	-
4. Mr. Surasak Kraiwitthaicharoen	27	0.0000005

3. Positions as Director/Executive in other Listed Companies and other Companies/Incorporations

Nominated Candidates	Listed Companies		Other non-listed Companies/ Incorporations	Other competing Companies/Incorporations or other Companies related to the Company
	Number	Type of Director		
1. Mr. Cherapong Kamponpan	1	Independent Director, Member of the Audit Committee and Chairman of the Nomination, Remuneration and Corporate Governance Committee, Quality Construction Public Company Limited	-	-
2. Ms. Nanthasiri Assakul	-	-	1	-
3. Mr. Boonchue Polsignkorn	-	-	-	-
4. Mr. Surasak Kraiwitthaicharoen	1	Commissioner, PT. KERAMIKA INDONESIA ASSOSIASI Tbk.*	4	5

4. Nature of Relationship of the nominated Candidates qualified as Independent Directors

Nature of Relationship	Names of nominated Candidates qualified as Independent Directors (2 Persons)	
	Mr. Cherapong Kamponpan	Mr. Boonchue Polsingkorn
Holding of the Company's shares Number of ordinary shares	None	None
Being a close relative to other directors/executives/major shareholders/controlling person/or person to be nominated as director/executive/controlling person of the Company/subsidiary	No	No
Having any of the following nature of relationship to the Company/parent company/subsidiary/associate company or juristic persons which may have conflict of interest either at present or during the past two years - Being an executive director/staff/employee or advisor who receives salary. - Being a professional service provider (such as auditor or legal consultant). - Having material business relationship in such a way that may affect their independency (such as purchase/selling of raw materials/products/services/lending or borrowing) – specify transaction size (if any).	No No No	No No No

Remark: *Listed company in Indonesia

Qualifications of Independent Director of the Company

The Company considers qualifications of independent director according to the qualifications set forth by the Company which are more stringent than those prescribed by the Capital Market Supervisory Board.

An independent director of the Company shall be qualified with the following qualifications:

1. Shall not hold shares exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall be able to attend meetings of the Board of Directors and make independent judgment.
10. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
11. Shall be able to look after the interests of all shareholders equally.
12. Shall be able to prevent conflicts of interest.
13. Shall not have been convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.
14. If qualified according to all items 1-13 specified above, the independent director may be assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary or any juristic person which may have a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

Profiles of nominated Auditors for the year 2019

Mr. Vairoj Jindamaneepitak	Certified Public Accountant No. 3565
Education	<ul style="list-style-type: none"> - Master of Science in Accounting, Thammasart University - Bachelor of Accountancy, Chulalongkorn University
Experience	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Provision of audit services for several kinds of industries such as energy, petrochemicals, manufacturing and trading as well as experience in working with international clients. - Professional experience since 1984
Mr. Charoen Phosamritlert	Certified Public Accountant No. 4068
Education	<ul style="list-style-type: none"> - Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Business Administration, Chulalongkorn University - Bachelor of Accounting, Bangkok University
Experience	<ul style="list-style-type: none"> - Partner, KPMG Phoomchai Audit Ltd. - Provision of audit and consultant services for several kinds of businesses as well as international companies and companies listed on the Stock Exchange of Thailand - Professional experience since 1988
Ms. Thanyalux Keadkeaw	Certified Public Accountant No. 8179
Education	<ul style="list-style-type: none"> - Master of Business Administration, Thammasat University - Bachelor of Accounting, Thammasat University
Experience	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Provision of audit services for several kinds of industries such as pulp and paper, manufacturing, trading, and services as well as experience in working with international clients. - Professional experience since 2003

the three nominated auditors have neither relationship nor conflict of interest with the Company/the subsidiary/the Management/the major shareholders or related persons with the said entities or persons.

Company's Articles of Association relating the General Meeting of Shareholders

Qualifications of Director, Procedures for Election of Directors, and Rotation of Directors

- Article 14 The Company shall have a board of directors comprising not less than 5 directors and not less than half of whom shall reside in the Kingdom of Thailand. All directors of the Company must have the qualifications and possess no prohibited characteristics as prescribed by the laws.
- Article 15 The meeting of shareholders or board of directors may elect the directors to act as the executive committee with or without the prescribed period of their terms of office, provided that the number of members of the executive committee shall not exceed 5 directors. The directors acting as the executive committee shall be removed from his office of member of the executive committee and replaced with other persons from time to time.
- The executive committee has the power to act on behalf of the board of directors as deemed appropriate by the board and directly report to the board.
- Article 16 The meeting of shareholders shall appoint the directors in accordance with the criteria and procedures as follows:
- (1) one shareholder shall have one vote per share;
 - (2) each shareholder shall cast all of his/her votes under (1) to elect one or several persons as directors but cannot allot his votes to a person unevenly;
 - (3) persons receiving the highest number of votes in descending order shall be appointed as directors until all of the director positions for such election are filled. Where the votes cast for the persons in descending order are tied, which would cause the number of directors to exceed the required number, the chairman shall have the casting vote.
- Article 17 At every annual ordinary shareholders' meeting one-third of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third shall retire.
- A retiring director shall be eligible for re-election.
- In the first and second year after the incorporation of the Company, the retiring directors shall be determined by drawing lots, and in the subsequent years the directors holding office the longest shall retire from office.
- Article 21 The meeting of shareholders may resolve to remove any director from office prior to the expiration of his term of office with the votes of not less than three-fourths of the number of shareholders attending the meeting and eligible to vote, and representing a total number of shares of not less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.
- Article 22 A director may or may not be a shareholder of the Company.
- Article 29 No director shall operate business of the similar description to and competing business with the business of the Company, or be a partner in any partnership or an unlimited partner in any limited partnership or a director of other private or public companies which operate business of the similar description to and competing business with the business of the Company, in regardless of acting for the purpose of his own benefits or others, unless such director notifies the meeting of shareholders of such matter prior to the passing of resolution of appointment.

Article 30 The directors shall notify the Company without delay if any of the following events occur:

- (1) having directly or indirectly interests in any contract executed by the Company during its fiscal year under which the facts relating to the nature of the contract, names of the parties thereto and interests of the director are specified (if any).
- (2) holding the shares or debentures of the Company or its affiliates by specifying the increase or decrease in his holding of shares or debentures of the Company during the Company's fiscal year.

Meeting of Shareholders

Article 38 The chairman of the board of directors shall be the chairman of the meeting of shareholders. Where the chairman is absent or is unable to perform duties, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no such vice chairman or the vice chairman is not able to perform duties, the shareholders attending the meeting shall elect one shareholder to be the chairman of the meeting.

Article 42 The board of directors shall cause the balance sheet and profit and lost accounts to be made as at the end of the fiscal year of the Company and propose the same to the meeting of shareholders at the annual general meeting for consideration and approval thereof. The board of directors shall have the balance sheet and profit and loss accounts examined by the Company's auditor before proposing the same to the meeting of shareholders.

Article 43 The board of directors shall submit the following documents to the shareholders, together with the notice of invitation to the annual general meeting:

- (1) copy of the balance sheet and profit and loss accounts which have been audited by the auditors, as well as the report of audit of the auditor;
- (2) annual report of the board of directors.

Article 44 An auditor shall be appointed by the annual general meeting. Remuneration of the auditor shall be determined annually by the annual general meeting. A retired auditor is eligible for re-election.

A director, officer, employee, or person in any position of the Company may not be appointed as the auditor of the Company.

In this regard, the Company shall consider the rotation of the auditors pursuant to the laws governing securities and exchange and/or other relevant laws.

The auditor may audit the accounts, documents or other evidences with regard to income, expense including assets and liability of the Company during the business hours of the Company. The auditor may enquire directors, employees, officers or person in any position of the Company and agent of the Company, and may request those to clarify the facts or send the documents evidencing the operations of the Company.

Article 45 The auditor is obliged to attend every meeting of the shareholders of the Company that considers the balance sheets, profit and loss account, and issues pertaining to accounts of the Company so as to clarify the audit to the shareholders. The Company shall send to the auditor any report and document of the Company which should be sent to the shareholders at such meeting.

Appointment of Proxy to attend the Meeting of Shareholders and Rights of Shareholders to Vote

Article 37 At a meeting of shareholders, a shareholder may appoint a proxy to attend the meeting and cast the vote on his behalf by a written instrument. The instrument appointing a proxy shall be made in a form specified by the Registrar and shall be tendered to the chairman or the designated person by the chairman at the meeting venue prior to the proxy attending the meeting.

Article 39 At the shareholders' meeting, every shareholder shall have one vote per share. In the event that a shareholder has any special interest in any business, such shareholder shall refrain from casting a vote for such business, except for the election of directors.
A secret voting may be made upon the request of at least 5 shareholders and the meeting of shareholders resolves to approve the same.

A resolution of the general meeting shall consist of:

- (1) the majority votes of the shareholders attending the meeting and casting their votes in general event. Where the votes cast are tied, the chairman shall have the casting vote;
- (2) at least three-fourths of the total votes of shareholders attending the meeting and eligible to vote in the following events:
 - a. the sale or transfer of the entire business of the Company or a significant part thereof to a third person;
 - b. the purchase or taking of transfer of the business of other public or private companies;
 - c. the execution, amendment or termination of contract on letting the entire business of the Company or a significant part thereof, the authorization of a third person to manage the business of the Company or a merger with a third person with the purpose of distributing profit and loss;
 - d. the amendment to Memorandum of Association or Articles of Association of the Company;
 - e. the increase or reduction of registered capital of the Company;
 - f. the dissolution of the Company;
 - g. the issuance of debentures for offering to public;
 - h. the amalgamation of the Company with other company.

Dividend and Reserve Fund

Article 46 No dividend shall be paid otherwise than out of profits. If the Company still has the accumulated loss, no dividend shall be paid.

Dividends shall be divided in accordance with the number of shares, to each share evenly.

The board of directors may from time to time pay interim dividends to shareholders, provided that it appears to the directors to be justified by the profits of the Company. The payment thereof shall be reported to the meeting of shareholders in the subsequent meeting.

The payment of dividends shall be made within 1 month from the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be notified to the shareholders in writing and the notice of such dividend payment, in addition, shall be published in the newspaper.

Article 47 The Company shall appropriate a portion of the annual net profit as reserve funds for the amount not less than 5 percent of the annual net profit less the brought forward deficit (if any) until such fund reaches 10 percent of the registered capital.

Documents required prior to attending the Meeting, Appointment of Proxy,

Registration, and Voting Procedures

1. Documents required prior to attending the Meeting

- Registration Form or Proxy Form (for shareholders who appoint a proxy to attend the meeting on their behalf)

Natural Person

1. Present in Person

Identification card or governmental identification card or driving license or passport (for foreign shareholders).

In case of change of name, supporting documents are required.

2. Present by Proxy

2.1 Completed Proxy Form (select only one of the Proxy Forms).

2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder.

2.3 Identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of change of name, supporting documents are required.

Juristic Person

1. By Authorized Director

1.1 Identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of change of name, supporting documents are required.

1.2 Certified true copy of the shareholder's affidavit issued by the Ministry of Commerce (not older than 1 year) by the shareholder representative (authorized director) who attends the meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.

2. By General Proxy

2.1 Completed Proxy Form (select one of the Proxy Forms).

2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized director.

2.3 Certified true copy of the shareholder's affidavit issued by the Ministry of Commerce (not older than 1 year) or certified true copy of affidavit (for a juristic person registered abroad) (not older than 1 year) by an authorized person with a power of attorney (if any). The documents required under 2.3 must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.

2.4 Identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of change of name, supporting documents are required.

3. Custodian in Thailand authorized to act on behalf of foreign Investors

3.1 Required documents are the same as specified for juristic person under 1. or 2.

3.2 In case where foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:

- 1) Power of Attorney from foreign investors granting an authority to the Custodian to sign the Proxy Form on their behalf
- 2) Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct by the shareholder or authorized person of such juristic person shareholder.

2. Appointment of Proxy

The Department of Business Development, Ministry of Commerce has specified 3 Proxy Forms pursuant to the Notification of the Department of Business Development regarding Prescription of Proxy Letter Forms (No. 5) B.E. 2550 as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depositary and administrator of shares.

The Company provides Proxy Form B as specified by the Department of Business Development, Ministry of Commerce as attached herewith. If the shareholder prefers to use other Proxy Forms, kindly download from www.scgceramics.com. For your convenience, please bring the Registration Form with barcode affixed to the meeting.

Shareholder who could not attend the meeting in person may appoint a proxy according to the following procedures:

1. Complete either the Proxy Form attached herewith, or other Proxy Forms mentioned above. For shareholder who is not a Custodian shall either use Proxy Form A or Form B only.
2. Appoint a person or an independent director of the Company as proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as proxy to attend the meeting.
3. Affix 20 Baht stamp duty and marking the date on which the Proxy Form is made across the stamp duty in order to be complete and legally binding. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.
4. Return the completed Proxy Form to the Corporate Secretary Office by contacting Ms. Praiya Bhrommanop or Mr. Nattapan Jariyawutikul, Tel. 02-586-3078 and 02-586-3808, respectively, or fax to 02-586-3007 within Thursday, March 21, 2019 or half an hour before the meeting open.

A shareholder cannot allot the shares to several proxies in order to vote separately and shall appoint a proxy with all the shares holding which cannot be allotted less than the number of shares holding personally except for foreign investors whose names appear on the share register book and appoint the Custodian in Thailand to keep and safeguard their shares as specified on Proxy Form C.

3. Registration

The Company will open registration at least 2 hours before the meeting or from 07:00 hours onwards at Salon A Room, Swissotel Bangkok Ratchada, No. 204 Ratchadaphisek Road, Huai Khwang, Bangkok (Map to the meeting's venue is provided herewith as Attachment No. 9).

4. Voting at the Meeting of Shareholders

Voting Procedures

General Matters:

1. Voting in each agenda item shall be made openly by a show of hand where one share shall equal to one vote. A shareholder or a proxy shall cast all the votes to either approve or disapprove or abstain and shall not allot the votes unevenly (except for the votes from the Custodian).
2. In case of proxy
 - 2.1 A proxy shall only cast the vote as specified on the Proxy Form by the shareholder otherwise such a vote shall be deemed inaccurate and therefore disregarded.
 - 2.2 In a case where votes are not specified or unclearly specified on the Proxy Form by the shareholder or there being other matters to consider and vote at the meeting of shareholders apart from those specified on the Proxy Form or there being changes/additions to facts, a proxy shall have the right to consider and vote on behalf as deems appropriate.

Election of Directors (Agenda 4)

Article 16 of the Company's Articles of Association stipulates as follows:

- (1) One shareholder shall have one vote per share;
- (2) Each shareholder shall cast all of his/her votes under (1) to elect one or several persons as directors but cannot allot his votes to a person unevenly;
- (3) Persons receiving the highest number of votes in descending order shall be appointed as directors until all of the director positions for such election are filled. Where the votes cast for the persons in descending order are tied, which would cause the number of directors to exceed the required number, the chairman shall have the casting vote.

Voting Process in each Agenda Item

- (1) The chairman of the meeting shall request the shareholders to consider and vote in each agenda item by asking whether the shareholders will vote to approve or disapprove or abstain.
- (2) In case of disapproval or abstention votes, a shareholder or a proxy shall show the hand (except for the case of secret voting). The remaining shareholders shall be regarded as approval without a show of hand. A shareholder or a proxy may cast the vote to either approve or disapprove or abstain (except for the case of custodian whereby the allotment of votes is allowed as specified in the Proxy Form).

Resolutions of the Meeting of Shareholders (except for the Election of Directors) shall require the following Votes:

- General case: a resolution shall be passed by a simple majority of the total number of votes of shareholders present at the meeting and voting. In case of tie vote, the chairman shall have a casting vote (Agenda 2, 3, 5).
- Other cases where the law or the Company's Articles of Association stipulate otherwise: a resolution shall be passed pursuant to such law or Articles of Association. In such a case, the chairman shall inform the meeting prior to voting.
 1. Pursuant to the Company's Articles of Association, a resolution regarding remuneration payment to directors shall be approved by a vote of not less than two-thirds of the total number of shareholders present at the meeting. (Agenda 6).
 2. Any shareholders who have special of interest in particular matters shall not cast the votes for such matters and may be invited by the chairman of the meeting to temporarily leave the meeting, except for the election of directors.
 3. A secret voting may be conducted if requested by at least 5 shareholders and the Meeting resolves to approve accordingly. The chairman of the meeting shall specify the procedure for such a vote and inform the Meeting prior to voting.

Vote Counting and Announcement of Voting Result

The chairman of the meeting shall explain to the Meeting the vote counting procedures prior to consideration of matters according to the agenda. The chairman shall request the shareholders who vote to disapprove or abstain to show their hand and indicate their votes and sign on the ballots. The disapproval and abstention votes as well as the votes from invalid ballots (if any) shall be deducted from the total number of votes of shareholders present at the meeting during such an agenda item whereas the remaining votes shall be counted as approval votes. The result for each agenda item shall be announced to the Meeting before concluding such an agenda item.

A ballot shall be regarded as invalid when a shareholder or a proxy unclearly expresses his/her intention on the ballot such as a ballot with more than one marked box or split votes (except for the Custodian) or no countersign where changes of are made.

Profiles of the Independent Directors nominated by the Company to act as Proxy for Shareholders

(Excluding the directors who are due to retire by Rotation 2562)

Independent Director	Age	Position	Address	Conflict of Interests
1. Ms. Kaisri Nuengsigkapan	58	Independent Director and Member of the Audit Committee	1 Siam Cement Road, Bangsue, Bangkok 10800	Agenda 6 (To approve the Remuneration of the Board of Directors and the Sub-committee for the year 2019)
2. Mr. Tatipong Kesomkul	67	Independent Director		
3. Mr. Prawit Ninsuvannakul	76	Independent Director and Chairman of the Audit Committee		
4. Mr. Padung Likitsajjakul	67	Independent Director and Chairman of the Nomination, Remuneration and Corporate Governance Committee		

Remark: Profiles of the Independent Directors are as shown in 2018 Annual Report under Management Structure Section

Instruction for Downloading
2018 Annual Report by scanning QR Code

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in an electronic form accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment No. 1) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

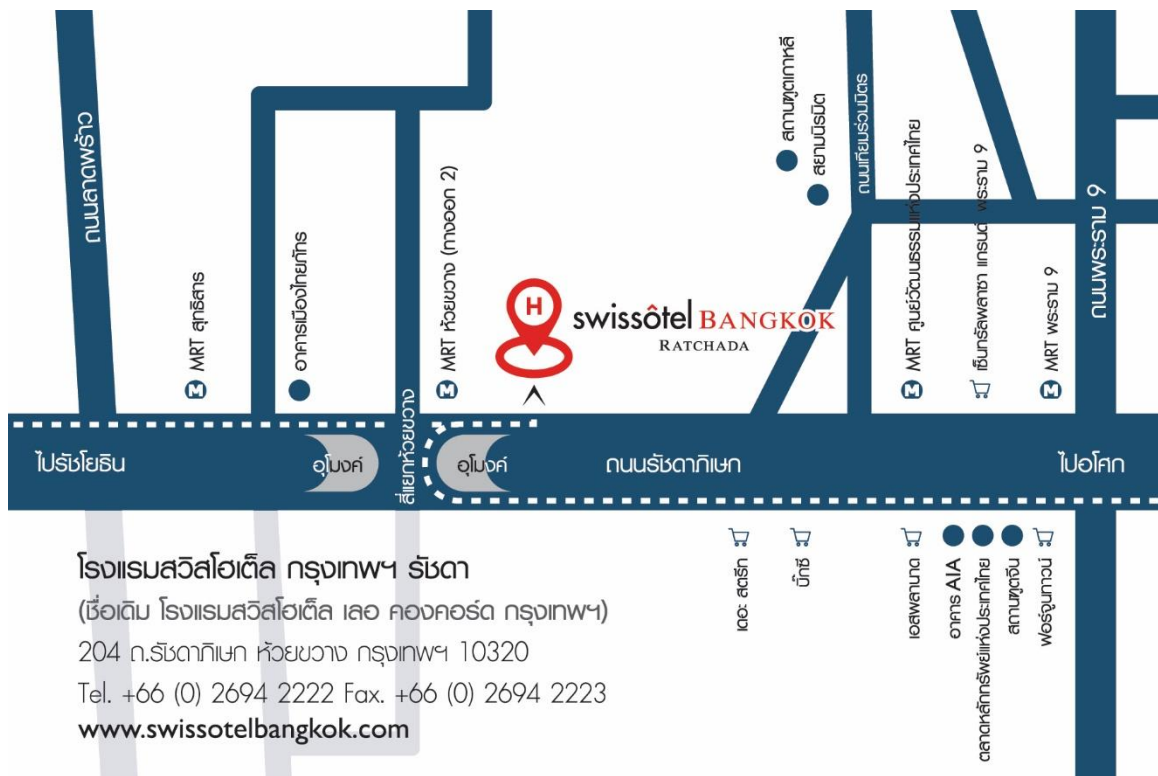
1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

Map to Swisshotel Bangkok Ratchada



- MRT: the venue is located near Huay Kwang Station, Exit No. 2
- Bus: 12, 13, 73, 122, 136, 137, 175, 185, 206
- Air-conditioned Bus: 15, 18, 22, 136, 137, 514, 517, 528, 529

SCG CERAMICS PUBLIC COMPANY LIMITED (Registration No. 0107561000340)

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