

NOTICE OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

SCG CERAMICS PUBLIC COMPANY LIMITED

Monday, June 29, 2020 at 09:30 Hours

At The Siam Cement Public Company Limited, Multipurpose Building, 10<sup>th</sup> Floor, Hall 1,

1 Siam Cement Road, Bangsue, Bangkok



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**Notice of 2020 Annual General Meeting of Shareholders**

**SCG Ceramics Public Company Limited**

<b><u>Subject</u></b>	Invitation to attend the 2020 Annual General Meeting of Shareholders
<b><u>To</u></b>	Shareholders
<b><u>Attachments</u></b>	<ol style="list-style-type: none"><li>1. 2019 Annual Report (QR Code) and Registration Form</li><li>2. Profiles of the nominated Candidates for the Election of Directors in Replacement of those to be retired by Rotation</li><li>3. Profiles of the nominated Auditors for 2020</li><li>4. Company's Articles of Association relating to the General Meeting of Shareholders</li><li>5. Documents required prior to attending the Meeting, Appointment of Proxy, Registration, and Voting Procedures</li><li>6. Proxy Form B as specified by Department of Business Development, Ministry of Commerce</li><li>7. Profiles of the Independent Directors nominated by the Company to act as Proxy for Shareholders</li><li>8. Instruction for Downloading 2019 Annual Report by Scanning QR Code</li><li>9. Safety Procedures for the Annual General Meeting of Shareholders during the Outbreak of Novel Coronavirus 2019 ("COVID-19") and COVID-19 Screening Questionnaire</li><li>10. Annual General Meeting of Shareholders Attendance Notification Form</li><li>11. Advance Question Submission Form for each Agenda Item</li><li>12. Map to The Siam Cement Public Company Limited</li><li>13. 2019 Annual Report Requisition Form</li></ol>

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 Friday, May 15, 2020, the 2020 Annual General Meeting of Shareholders will be held on **Monday, June 29, 2020 at 09:30 hours** at **The Siam Cement Public Company Limited, Multipurpose Building, 10<sup>th</sup> Floor, Hall 1, 1 Siam Cement Road, Bangsue, Bangkok** to consider matters according to the agenda together with the Board of Directors' opinions as follows:

**Agenda 1: To acknowledge the Company's Annual Report 2019**

**Preamble:** The summary of the Company's operating result and major changes during 2019 is shown in 2019 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 2019 summarizing the Company's operating result and major changes during 2019 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, 2019**

**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 2019 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, 2019 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 2019 are as follows:

Consolidated Financial Statements:

Total Assets	11,395	million Baht
Total Liabilities	2,363	million Baht
Total Revenue	11,074	million Baht
Profit for the year attributable to owners of the parent	168	million Baht
Earnings per share	0.03	Baht per share

Separate Financial Statements:

Asset	10,941	million Baht
Liabilities	2,316	million Baht
Revenue	11,073	million Baht
Profit for the year attributable to owners of the parent	147	million Baht
Earnings per share	0.02	Baht per share

**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 Profit Allocation for 2019 to the Legal Reserve and to acknowledge the Interim Dividend Payment**

**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 214 million Baht, accounted for 3.6 percent of the Registered Capital.

For 2019, the Company reported a net profit for the year of 168 million Baht in consolidated financial statements with unappropriated retained earnings of 991 million Baht, applicable for allocation to the legal reserve and the distribution of dividend to the shareholders.

**Board of Directors' opinion:** The Board requests the Meeting to consider and approve the profit allocation for 2019 of 7,357,035 Baht to the legal reserve and to acknowledge the interim dividend payment paid from the Company's profit as at December 31, 2019 at the rate of 0.012 Baht per share amounting to 71,551,455 Baht or accounting for 44 percent of the net profit for the year less legal reserve on Friday, April 17, 2020 in order to relieve the impact of the indefinite postponement of the Annual General Meeting of Shareholders scheduled for Friday, March 27, 2020 to the Company's shareholders. In this regard, the Board will not propose any other dividend payment for 2019. The following table shows the comparison of dividend payment rates between 2019 and 2018:

Details of Dividend Payment	2019	2018
1. Net Profit (million Baht)	168	10
2. Retained Earnings (million Baht)	984	890
3. Number of Shares (shares)	5,962,621,233	
4. Dividend		
- Interim Dividend (Baht/share)	0.012	-
- Dividend for the Year (Baht/share)	-	Suspended
5. Total Dividend Payment (Baht)	71,551,455	Suspended
6. Dividend Payout Ratio when compared to Net Profit in the Consolidated Financial Statements Less Legal Reserve (percent)	44	Suspended
7. Legal Reserve (Baht)	7,357,035	6,381,343

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

**Agenda 4: To consider and elect Directors in Replacement of those who are due to retire 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 2020 Annual General Meeting of Shareholders as follows:

(1) Mr. Nithi	Patarachoke	Chairman of the Board of Directors, Member of the Nomination, Remuneration and Corporate Governance, and Chairman of the Executive Committee
(2) Mr. Chaovalit	Ekabut	Director
(3) Mr. Tatipong	Kesornkul	Independent Director
(4) Mr. Prawit	Ninsuvarnakul	Independent Director and Chairman of the Audit Committee

However, Mr. Tatipong Kesornkul would not stand for re-election at the end of his current term.

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 16–November 15, 2019. However, there was no submission of proposal or director nomination from the minority shareholders.

The Nomination, Remuneration and Corporate Governance Committee (excluding the directors who are due to retire by rotation at the 2020 Annual General Meeting of Shareholders) proposed that the Board of Directors Meeting consider the list of four qualified candidates for the election of directors in replacement of those who are due to retire by rotation at the 2020 Annual General Meeting of Shareholders in accordance with the nomination guidelines 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 competent to be directors in listed companies and must be fully qualified in accordance with related 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.

**Board of Directors' opinion:** The Board of Directors, excluding the directors who are due to retire by rotation at the 2020 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 as presented by the Nomination, Remuneration and Corporate Governance Committee and deemed that the nominated candidates are qualified and knowledgeable while possessing requisite attributes of leadership, exemplary vision, good morals and ethical principles, as well as clear and unblemished career records, experiences in policy setting and strategic planning for accounting and finance, including information technology and corporate governance which are beneficial to the Company's business; therefore, resolved to propose that the 2020 Annual General Meeting of shareholders consider and elect the following four candidates as directors and independent directors in replacement of the directors and independent directors who are due to retire by rotation at the 2020 Annual General Meeting of Shareholders:

- (1) Mr. Nithi Patarachoke
- (2) Mr. Chaovalit Ekabut
- (3) Mr. Prawit Ninsuvarnakul
- (4) Mr. Damri Tanshevavong

(1) Mr. Nithi Patarachoke, (2) Mr. Chaovalit Ekabut, and (3) Mr. Prawit Ninsuvarnakul have been serving on the Board of Directors and fulfilling their duties excellently in providing opinions and suggestions to the Board of Directors. Moreover, they are fully qualified as stipulated by relevant laws and the Company's Articles of Association and equipped with knowledge, professional skills, experience, and expertise for the Company's line of business as well as clear and unblemished career records, making decisions based on facts and reasons, and capable of giving opinions independently. (4) Mr. Damri Tanshevavong is a candidate nominated as a replacement for the retiring director who is qualified as independent director. He has knowledge and experience as well as notable areas of expertise, particular, management of large organization, which can be beneficial to the formulation of the Company's business strategies and policies.

Nevertheless, Mr. Nithi Patarachoke is serving as directors in other companies that may be considered to operate businesses which have the same nature as and are in competition with the business of the Company and Mr. Damri Tanshevavong is serving as a director in a company that has business relationships with the Parent Company of the Company which are worth in excess of 20 million Baht. Upon reviewing the qualifications of Mr. Damri Tanshevavong for directorship and independent directorship in accordance with the Public Limited Companies Act B.E. 2535 and Section 89/7 of the Securities and Exchange Act B.E. 2535, the Board of Directors is of the view that the said business relationships would not affect the candidate's ability to fulfil his duties nor his independence of opinion. Therefore, the qualifications of independent directors which restrict the previous or existing business relationships of Mr. Damri Tanshevavong were exempted in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended).

Profiles of the nominated candidates; periods of service as directors or independent directors; attendance at meetings of the Board of Directors and the Sub-committees during the previous year; ownership of the Company's ordinary shares; directorships and executive positions in other listed companies, companies, or businesses, and companies that may be considered to operate businesses which have the same nature as and are in competition with the business of the Company; and information on the business relationships with the Parent Company of the Company; as well as the nature of relationships of the nominated candidates who are qualified for independent directorships 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 2020**

**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 2020 due to its reputation, capability, professional standards, experience and expertise in auditing, effective audit procedures or 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 of the Company and proposes that the 2020 Annual General Meeting of Shareholders consider and appoint the auditors and approve the audit fee for 2020 as follows:

1. To appoint the auditors from KPMG Phoomchai Audit Ltd. whose qualifications comply with those set forth by the Securities and Exchange Commission to be the Company’s auditors for 2020 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 and 2019 for two consecutive years. The durations of which comply with rules and regulations of the SEC.

In this regard, KPMG and the three nominated auditors have neither relationship nor conflict of interest with the Company, Subsidiary, Management, major shareholders, or related persons with the said entities or persons and will also be nominated as the auditors for 2020 of Sosuco Ceramic Co., Ltd. (“SSC”), the Company’s Subsidiary. Profiles of the nominated auditors and information of their independence were provided herewith as Attachment No. 3.

2. To approve the audit fee for the Company’s financial statements for 2020 of 1,845,000 Baht (an increase of 29,000 Baht from 2019) and the audit fee for the consolidated financial statements of the Company and its Subsidiary (SSC) for 2020 of 158,000 Baht (an increase of 4,000 Baht from 2019) totalling 2,003,000 Baht (an increase of 33,000 Baht from 2019) as follows:

Unit: Baht

Items	2020	2019	Variance	Percentage Increase
1. Separate Financial Statements				
- Financial Statements for the year	1,292,000	1,271,000	21,000	1.7
- Quarterly Reviews	553,000	545,000	8,000	1.5
<b>Audit Fee for Separate Financial Statements</b>	<b>1,845,000</b>	<b>1,816,000</b>	<b>29,000</b>	<b>1.6</b>
2. Consolidated Financial Statements (from having SSC as a subsidiary)				
- Financial Statements for the year	107,000	106,000	1,000	0.9
- Quarterly Reviews	51,000*	48,000	3,000	6.3
<b>Audit Fee for Consolidated Financial Statements</b>	<b>158,000</b>	<b>154,000</b>	<b>4,000</b>	<b>2.6</b>
<b>Total</b>	<b>2,003,000</b>	<b>1,970,000</b>	<b>33,000</b>	<b>1.7</b>

The above proposed audit fee is exclusive of the fee for non-audit service, the same as the year 2019.

Remark: \* Notification of the Capital Market Supervisory Board Tor Jor. 28/2563 prescribes that in the event that a company is unable to hold an annual general meeting of shareholders to appoint auditors as a result of the coronavirus 2019 outbreak, the company is to submit the financial statements of its first quarter of 2020 which has been reviewed by auditors who have been approved by the Capital Market Supervisory Board and appointed by the Company. Therefore, the Board of Directors Meeting on May 7, 2020 resolved to appoint the auditors from KPMG Phoomchai Audit Co., Ltd. as listed in Item 1. to review the Company's quarterly financial statements.

3. To acknowledge SSC's audit fee for 2020 of 330,000 Baht (an increase of 56,000 Baht from 2019) to be paid by SSC.

**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 2020**

**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 2019 Annual General Meeting of Shareholders on March 22, 2019 resolved to approve the maintenance of the remuneration of the Board of Directors and the Sub-committees for 2019 following the approval of the remuneration of the Board of Directors and the Sub-committees for 2018 by the Joint Meeting of Shareholders between Shareholders of Thai-German Ceramic Industry Public Company Limited (TGCI) and Shareholders of (1) Thai Ceramic Company Limited (TCC), (2) The Siam Ceramic Group Industries Company Limited (SGI), (3) Sosuco and Group (2008) (SSG), and (4) Gemago Company Limited (GMG) to consider Matters related to the New Company to be formed as a Result of the Amalgamation on July 31, 2018, effective from August 1, 2018 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** (no monthly remuneration provided)

- Chairman of the Audit Committee: entitled to receive an attendance fee payable in accordance with their attendance at the meeting at the rate of 60,000 Baht/meeting
- Members of the Audit Committee: entitled to receive an attendance fee payable in accordance with their attendance at the meeting at the rate of 40,000 Baht/meeting

### **Remuneration of the Nomination, Remuneration and Corporate Governance Committee ("NRC")** (no monthly remuneration provided)

- Chairman of the NRC: entitled to receive an attendance fee payable in accordance with their attendance at the meeting at the rate of 45,000 Baht/meeting
- Members of the NRC: entitled to receive an attendance fee payable in accordance with their attendance at the meeting at the rate of 30,000 Baht/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 2019, 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 2020 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 2019 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 for 2020 which are the same criteria and rates as approved by the 2019 Annual General Meeting of Shareholders on March 22, 2019; 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 their attendance at the meetings during 2019, totalling 5,400,000 Baht in conformance with the criteria approved by the 2019 Annual General Meeting of Shareholders. The details can be found in the 2019 Annual Report provided herewith as Attachment No. 1 under the Section entitled "Management Structure".

**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 2020 according to the criteria and rates as approved by the 2019 Annual General Meeting of Shareholders as well as to acknowledge the amount of remuneration paid to the Board of Directors and the Sub-committees during 2019 as per details above. Subject to the approval of the 2020 Annual General Meeting of Shareholders upon the aforementioned proposals, the remuneration of the Board of Directors and the Sub-committees for 2020 would be the same rates as 2019 (remain unchanged) 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	Other Benefits
Board of Directors  (1 Chairman and 11 members)	Chairman	45,000	-	Not exceeding 1 percent of the dividend distributed to shareholders	None
	Member	30,000			
Audit Committee  (1 Chairman and 3 members)	Chairman	-	60,000	-	None
	Member		40,000		
Nomination, Remuneration and Corporate Governance Committee  (1 Chairman and 2 members)	Chairman	-	45,000	-	None
	Member		30,000		
Executive Committee  (1 Chairman and 2 members)	Chairman	Suspended	Suspended	Suspended	None
	Member				

To be effective from July 1, 2020 onwards until the Shareholders Meeting resolves otherwise.

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 shown in the 2019 Annual Report under the Section entitled "Management Structure".

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

Agenda 7: To consider and approve the Amendment to the Objectives and the Memorandum of Association of the Company

**Preamble:** The existing Memorandum of Association of the Company consists of 64 clauses of the Company's Objectives in which the business that the Management plans to engage in the future is not included, i.e., provision of energy management audit and certification services to comply with the standard requirements, criteria, and procedures of energy management in designated factories and designated buildings.

**Board of Directors' opinion:** In order for the Company to engage in the business of providing energy management audit and certification services to comply with the standard requirements, criteria, and procedures of energy management in designated factories and designated buildings which can be another way of increasing revenue of the Company; therefore, the Board of Directors deems it appropriate to propose that the Meeting consider as follows:

1. To approve the amendment to the Objectives of the Company by adding 3 additional clauses to the existing 64 clauses, making a total of 67 clauses as follows:

“(65) To engage in business of providing energy management audit and certification services including providing services concerning energy conservation or solving environmental issues arising from consumption and generation of energy.

(66) To engage in business of providing services concerning survey, audit, certification, development, test, design of building, other building systems, electric system, steam boiler system, pressure vessel system, air condition system, fire alarm system, lift system, water and air pollution treatment system, industrial waste treatment system, boiler, pressure vessel, reaction tank, pulley and other types of crane system, works relating to mechanical and electrical engineering inside industrial factory, building and other locations including place of use and storages and natural gas, liquefied petroleum gas, fuel stations and general location.

(67) To engage in business of being a consultant on energy saving issue and providing services concerning research, development, demonstration, technology support, manufacturing, transformation, transportation including adaptation of energy innovation and providing training service and all kinds of energy training certification service.”

2. To approve the amendment to the Memorandum of Association of the Company to comply with the above amendment to the Company's Objectives by amending the existing provisions of Clause 3 of the Memorandum of Association to be as follows:

etc.,                      etc.,                      etc.,

The Company's objectives consist of 67 clauses as follows:

etc.,                      etc.,                      etc.,

“(65) To engage in business of providing energy management audit and certification services including providing services concerning energy conservation or solving environmental issues arising from consumption and generation of energy.

- (66) To engage in business of providing services concerning survey, audit, certification, development, test, design of building, other building systems, electric system, steam boiler system, pressure vessel system, air condition system, fire alarm system, lift system, water and air pollution treatment system, industrial waste treatment system, boiler, pressure vessel, reaction tank, pulley and other types of crane system, works relating to mechanical and electrical engineering inside industrial factory, building and other locations including place of use and storages and natural gas, liquefied petroleum gas, fuel stations and general location.
- (67) To engage in business of being a consultant on energy saving issue and providing services concerning research, development, demonstration, technology support, manufacturing, transformation, transportation including adaptation of energy innovation and providing training service and all kinds of energy training certification service.”

**Vote required:** Not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

**Agenda 8: Other Business** (if any)

All shareholders are cordially invited to attend the 2020 Annual General Meeting of Shareholders to be held on **Monday, June 29, 2020 at 09:30 hours** at The Siam Cement Public Company Limited, Multipurpose Building, 10<sup>th</sup> Floor, Hall 1, 1 Siam Cement Road, Bangsue, Bangkok (Map to the meeting’s venue is provided herewith as Attachment No. 12). The commencement for registration to attend the meeting will be from 07:30 hours. The Company seeks to keep the meeting short and concise to reduce the length of time that a large number of people gather in one place to comply with the related regulations and permissions granted from related authorities.

However, as this Annual General Meeting of Shareholders will be held during the outbreak of the novel coronavirus 2019 (“COVID-19”), the Company has been closely monitoring the situation and is deeply concerned about the safety of the meeting attendees and its staff. Nevertheless, the Company is determined to organize the meeting in a way that ensures utmost safety and with all relevant guidelines and recommendations issued by government agencies and related authorities on the holding of meetings, seminars, and other activities involving gathering of a large number of people.

In this regard, the Company has set forth screening and preventive measures against COVID-19, **provided herewith as Attachment No. 9**, in which the Company would like to request the cooperation of all shareholders and proxies who will be attending the meeting to strictly follow the safety procedures, While the Company seeks to keep the meeting short and concise to reduce the length of time that a large number of people gather in one place, these procedures involve additional processes and steps that may delay your meeting attendance or cause inconveniences. In addition, because social distancing will be strictly enforced across the meeting area, the venue may not be able to accommodate a large number of people.

Therefore, it is necessary for the Company to request that all shareholders consider appointing the Company's independent directors as your proxies instead of attending the meeting in person. You may appoint proxies to vote on your behalf by giving a clear voting instruction for each agenda item (please use Form B). The names of the independent directors who are not due to retire by rotation at the 2020 Annual General Meeting of Shareholders are as follows:

- (1) Mr. Cherapong      Kamponpan
- (2) Mr. Boonchue      Polsingkorn
- (3) Mr. Padung          Likitsajjakul
- (4) Mr. Lucksananoi    Punkrasamee

Profiles of the Independent Directors are provided herewith as Attachment No. 7.

**Shareholders who wish to attend the meeting in person are requested to follow the instructions below.**

1. **Please notify the Company of your wish to attend the meeting in advance** by submitting the form provided herewith as Attachment No. 10 to the Company within Friday, June 26, 2020. Please also be informed that the number of seats available in the meeting hall will be limited to approximately 150 – 170 seats only.

2. The Company reserves the right to refuse anyone entry to the venue and into the meeting hall and any shareholder or proxy who **has any of the following respiratory disease symptoms**: fever (having a body temperature above 37.5°C), cough, sore throat, runny nose, loss of smell, shortness of breath, or pneumonia, or has been in contact with confirmed COVID-19 cases, or required by their profession to engage with tourists, be in a crowded place, or be in contact with a large number of people during the period of 14 days prior to the meeting. The diagnosis will be given by the medical professionals provided by the Company.

3. Please submit **your questions in advance prior to the Annual General Meeting of Shareholders** via the provided channels (please use the Advance Question Submission Form provided herewith as Attachment No. 11). To ensure the highest level of hygiene, the Company will not provide microphones in the meeting hall for Q&A sessions but will instead request that all shareholders and proxies write down their questions on the slips that will be provided in the meeting hall. Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed in the meeting hall. The remaining questions and suggestions will be summarized and attached to the Minutes of the 2020 Annual General Meeting of Shareholders, which will be disclosed via SETLink and published on the Company's website within 14 days from the date of the Annual General Meeting of Shareholders.

The Company would like to request your cooperation in strictly following the measures and procedures set forth in this Notice and Attachment No. 9 for the safety and well-being of all attendees and the general public.

You are kindly requested to submit the completed Proxy Form with the required documents to the Company in advance so that the Company receives them by Friday, June 26, 2020. For your convenience, the Company will also provide stamp duty to be affixed to the Proxy Form for proxies when registering to attend the meeting. Please complete and duly sign either the Proxy Form B attached herewith as Attachment No. 6 or download Proxy Form A, Form B, 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](http://www.scgceramics.com).

The Company truly appreciates your understanding and looks forward to your continued cooperation.

Yours faithfully,

Bangkok, May 15, 2020

By Order of the Board of Directors

- *Signed by* -

(Ms. Karnjanee Temsuk)

Secretary to the Board of Directors and Company Secretary

Remark:

1. The Notice to the shareholders and its attachments are also publicized on the Company's website ([www.scgceramics.com](http://www.scgceramics.com)). For inquiries, please submit your questions regarding the detail of each agenda item or other key information of the Company via email to [cotto\\_ir@scg.com](mailto:cotto_ir@scg.com) or send to the Corporate Secretary Office, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Siam Cement Road, Bangsue, Bangkok 10800 or fax to 02-586-3007, with the complete contact information.
2. Should you need the printed 2019 Annual Report, please fill the details in "2020 Annual Report Requisition Form" provided herewith as Attachment No. 13.
3. The Siam Cement Public Company Limited, an indirect and major shareholder of the Company, has announced the Privacy Notice notifying the shareholders of the details regarding the collecting, use, and disclosure of your personal data. Please see further details at [www.scg.com](http://www.scg.com).
4. The Company is in the process of requesting permission to hold the Annual General Meeting of Shareholders from related authorities. Subject to the official's consideration, some details may be adjusted as deem appropriate.

**For more information, please contact:** Ms. Karnjanee Temsuk Tel: 02-586-3012 or

Ms. Praiya Bhrommanop Tel: 02-586-3078 or

Mr. Nattapan Jariyawutikul Tel: 02-586-3808

Corporate Secretary Office, SCG Ceramics Public Company Limited

Fax: 02-586-3007, email: [cotto\\_ir@scg.com](mailto:cotto_ir@scg.com)



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

1. Profiles of the nominated Candidates

Mr. Nithi Patarachoke

Authorized Director

Positions	Chairman of the Board of Directors, Chairman of the Executive Committee, and Member of the Nomination, Remuneration and Corporate Governance Committee
Date of Appointment	August 1, 2018 (period of service as of March 2020: 1 year and 7 months)
Age	57 years
Nationality	Thai
Education/Training	<ul style="list-style-type: none"> <li>- Bachelor of Engineering in Industrial Engineering, Chulalongkorn University</li> <li>- Master of Business Administration (M.B.A) (Finance and Operations Management), The University of Chicago, USA</li> <li>- Advanced Management Program (AMP) Harvard Business School, USA</li> </ul>
Director Training	<p>Thai Institute of Directors Association</p> <p>2017 Director Accreditation Program (DAP) 140/2017</p>
Positions in other Organizations	<u>Listed Companies on the Stock Exchange of Thailand (3)</u>
(Director/Executive)	<p>1) Since 2012 Director, Siam Global House Public Company Limited</p> <p>2) Since 2018 President, Cement-Building Materials Business, in charge of Vice President-Living Solution and Housing Products Business, The Siam Cement Public Company Limited</p> <p>3) Since 2019 Chairman of the Board of Directors and Chairman of the Executive Committee, Quality Construction Products Public Limited Company</p> <p><u>Listed Companies on the Indonesia Stock Exchange (2)</u></p> <p>1) Since 2019 President Commissioner, PT. KERAMIKA INDONESIA ASSOSIASI Tbk.</p> <p>2) Since 2019 President Commissioner, PT. KOKOH INTI AREBAMA Tbk.</p> <p><u>Other Businesses (2)</u></p> <p>1) Since 2019 Vice Chairman, Thailand Management Association</p> <p>2) Since 2019 Director, The Federation of Thai Industries</p> <p>In addition, Mr. Nithi Patarachoke is serving as chairman and director of SCG's subsidiaries, associates, and other non-listed companies as assigned, totalling 47 companies.</p>

Companies that may be considered to operate Businesses which have the Same Nature as or are in Competition with the Business of the Company (3)

- 1) Chairman, Sosuco Ceramic Company Limited
- 2) President Commissioner, PT. KERAMIKA INDONESIA ASSOSIASI Tbk. \*
- 3) President Commissioner, PT. KOKOH INTI AREBAMA Tbk. \*

#### **Experience**

- 2005–2010 Corporate Planning Director, The Siam Cement Public Company Limited
- 2010–2013 Managing Director, SCG Logistics Management Company Limited
- 2013–2017 Vice President-Domestic Market, Cement-Building Materials Business, The Siam Cement Public Company Limited
- 2014–2018 Director, Asia Cement Public Company Limited
- 2016–2018 Vice Chairman, The Federation of Thai Industries
- 2017–2018 Vice President-Building Products and Distribution Business, Cement-Building Materials Business, The Siam Cement Public Company Limited
- 2017–2019 Commissioner, PT. KOKOH INTI AREBAMA Tbk. \*

#### **Meeting Attendance**

- Board of Directors: 5/5 meetings (100 percent)
- Nomination, Remuneration, and Corporate Governance Committee:  
2/2 meetings (100 percent)
- Executive Committee: 12/12 meetings (100 percent)
- Annual General Meeting of Shareholders: 1/1 meeting (100 percent)

#### **Ownership of the Company's Ordinary Shares (as at December 31, 2019)**

- Owned directly: None
- Owned 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 Companies on the Indonesia Stock Exchange

Mr. Chaovalit Ekabut

Positions	Director
Date of Appointment	August 1, 2018 (period of service as of March 2020: 1 year and 7 months)
Age	61 years
Nationality	Thai
Education/Training	<ul style="list-style-type: none"><li>- Bachelor of Engineering in Mechanical Engineering, First Class Honours, Chulalongkorn University</li><li>- Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology</li><li>- Advanced Management Program (AMP) Harvard Business School, USA</li></ul>
Director Training	Thai Institute of Directors Association 2004 Director Accreditation Program (DAP) 2004 2007 Directors Certification Program (DCP) 84/2007 2010 Role of the Chairman Program (RCP) 24/2010
Positions in other Organizations	<u>Listed Companies on the Stock Exchange of Thailand (2)</u> (Director/Executive) 1) Since 2019 Advisor to President and Chief Executive Officer, The Siam Cement Public Company Limited 2) Since 2019 Independent Director and Member of the Risk Oversight Committee, The Siam Commercial Bank Public Company Limited <u>Other Businesses (3)</u> 1) Executive Director, SCG Foundation 2) Director and Treasurer, Friends of AIT Foundation 3) Member of the Executive Committee and Chairman of the Audit Committee, Asian Institute of Technology <u>Companies that may be considered to operate Businesses which have the Same Nature as or are in Competition with the Business of the Company</u> None
Experience	2005–2010 President, SCG Paper Public Company Limited (presently known as SCG Packaging Public Company Limited) 2005–2010 Chairman, Thai Cane Paper Public Company Limited 2005–2010 Chairman, Thai British Security Printing Public Company Limited 2011–2018 Vice President–Finance and Investment, The Siam Cement Public Company Limited 2018–2018 Vice President–Office of the President, The Siam Cement Public Company Limited

**Meeting Attendance**

Board of Directors: 5/5 meetings (100 percent)

Annual General Meeting of Shareholders: 1/1 meeting (100 percent)

**Ownership of the Company's Ordinary Shares (as at December 31, 2019)**

- Owned directly: None
- Owned 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

**Mr. Prawit Ninsuvannakul**

Qualified as Independent Director

<b>Positions</b>	Director and Chairman of the Audit Committee
<b>Date of Appointment</b>	August 1, 2018 (period of service as of March 2020: 1 year and 7 months)
<b>Age</b>	77 years
<b>Nationality</b>	Thai
<b>Education/Training</b>	<ul style="list-style-type: none"><li>- Bachelor's Degree in Business Administration (B.B.A.), Accounting, Chulalongkorn University</li><li>- Master's Degree of Accounting Science, University of Illinois at Urbana-Champaign, USA</li><li>- Ph.D., Accounting, Ph.D. University of Illinois at Urbana-Champaign, USA</li><li>- Certified Public Accountant</li><li>- ASEAN Chartered Professional Accountants</li><li>- Chartered Director (IOD)</li></ul>
<b>Director Training</b>	<p>Thai Institute of Directors Association</p> <p>2000 Role of the Chairman 2000 Program (RCP) 1/2000</p> <p>2003 Director Accreditation Program (DAP) 6/2003</p> <p>2004 Director Certification Program (DCP) 42/2004</p> <p>2005 Audit Committee Program (ACP) 6/2005</p> <p>2008 Chartered Director Class (CDC) 3/2008</p> <p>Director Forum 2/2008</p> <p>Audit Committee: Getting Up to Speed</p> <p>Current Issue Seminar 4/2008 Getting Ahead of the Curve: Understanding the Implications</p> <p>2009 Workshop 2/2009 Developing and Implementing A Code of Ethics</p> <p>2010 Director Forum 3/2010 CSR Index and Corporate Governance Development of Thai Listed Companies, Thai Institute of Directors Association</p> <p>2012 Role of the Nomination and Governance Committee (RNG) 3/2012</p>
<b>Positions in other Organizations</b> (Director/Executive)	<p><u>Listed Company on the Stock Exchange of Thailand (1)</u></p> <p>1) Since 2009 Independent Director, and Chairman of the Audit Committee, Nonthavej Hospital Public Company Limited</p> <p><u>Other Businesses (8)</u></p> <p>1) Since 1980 Chairman, Ninsuvan Management Consultants Co., Ltd.</p> <p>2) Since 1994 Director, Finance and Property Committee, Suranaree University of Technology</p> <p>Since 2017 Director, Intellectual Property Committee, Suranaree University of Technology</p> <p>3) Since 1994 Director, Finance and Property Committee, Mae Fah Luang University</p> <p>4) Since 1994 Director, Finance and Property Committee, Walailak University</p> <p>5) Since 1997 Director, Fund Management Committee, King Prajadhipok's Institute</p> <p>6) Since 2000 Director, Internal Audit Development for Civil Service, Ministry of Finance</p>

- Since 2003 Director, Government Accounting Standards and Policies,  
The Comptroller General's Department, Ministry of Finance
- Since 2009 Member of the Audit Committee, Federal of Accounting  
Professions
- Performance Evaluation of State Enterprise Committee,  
Ministry of Finance
- 7) Since 2009 Director, The Cultural Promotion Fund, Thailand Ministry of  
Culture
- 8) Since 2016 Member of the Subcommittee on Audit, Thailand Institute of  
Nuclear Technology (Public Organization)

Company that may be considered to operate Business which haas the Same  
Nature as or is in Competition with the Business of the Company

None

#### Experience

- Dean, Faculty of Business Administration, National Institute of  
Development Administration (NIDA)
- Director, NIDA Consulting Center
- Associate Dean, Faculty of Commerce and Accountancy, Chulalongkorn  
University
- Head of Department of Accountancy, Faculty of Commerce and  
Accountancy, Chulalongkorn University
- Chairman of Accountancy Doctoral Ph.D. Curriculum, Chulalongkorn  
University
- Director and Chairman of the Audit Committee Krung Thai Bank Public  
Company Limited
- Director and Member of the Audit Committee, MCOT Public Company  
Limited
- Director and Member of the Audit Committee, Port Authority of Thailand
- Director Petroleum Authority of Thailand
- Assistant Professor, Chulalongkorn University
- Chairman of the Ethics Committee, Federal of Accounting Professions
- Expert Member, Public Sector Audit and Evaluation Committee (PAEC)  
and Chairman of the Sub-committee, Provincial Cluster 4, Public Sector  
Audit and Evaluation Committee (14 southern provinces and 4 lower  
central provinces, 18 provinces in total), The Prime minister's Office
- Director and Chairman of the Audit Committee, Thai Plastic And  
Chemicals Public Company Limited

#### Meeting Attendance

Board of Directors: 5/5 meetings (100 percent)

Audit Committee: 4/4 meetings (100 percent)

Annual General Meeting of Shareholders: 1/1 meeting (100 percent)

#### Ownership of the Company's Ordinary Shares (as at December 31, 2019)

- Owned directly: None
- Owned 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

Mr. Damri Tunshevavong

Age 66 years

Nationality Thai

Education/Training

- Bachelor of Engineering in Electrical Engineering, Chulalongkorn University
- Advanced Management Program (AMP) Harvard Business School, USA
- Capital Market Academy (Class of 2009)

Director Training

Thai Institute of Directors Association

2008 Director Certification Program 106/2008

2008 Audit Committee Program 24/2008

2009 Role of the Chairman Program 22/2009

2010 Role of Compensation Committee 10/2010

Positions in other Organizations Listed Companies on the Stock Exchange of Thailand (1)

(Director/Executive)

1) Independent Director, Member of the Audit and Corporate Governance Committee, and Member of the Nomination and Remuneration Committee, Thai Rung Union Car Public Company Limited

Other Businesses (3)

- 1) Director, Iron and Steel Institute of Thailand
- 2) Member of the Banknote Management Committee, Bank of Thailand
- 3) Director, Siam Yamato Steel Company Limited

Company that may be considered to operate Business which has the Same Nature as or is in Competition with the Business of the Company

None

Experience

- Vice President, Cementhai Holding Company Limited
- Director, Toyota Motor Thailand Company Limited
- President, Cementhai Holding Company Limited
- Director, Siam Kraft Industry Company Limited
- Director, Thai Kraft Paper Industry Company Limited
- Director, Vina Kraft Paper Co., Ltd., Vietnam
- Advisor to President and Chief Executive Officer, The Siam Cement Public Company Limited
- Director, Thai Cane Paper Public Company Limited
- Director, Thai Airways International Public Company Limited

**Ownership of the Company's Ordinary Shares (as at December 31, 2019)**

- Owned directly: None
- Owned 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: As of December 31, 2019, Mr. Damri Tunshevavong was serving as an authorized director on the Board of Siam Yamato Steel Company Limited, which was a company that had business relationships with The Siam Cement Public Company Limited (the Parent Company of the Company) involving the transaction value in excess of 20 million Baht (mainly derived from provision of management services, supplying workers to assist the business, dividend payments, and leases of land and building transactions with the Parent Company of the Company). As a result, his qualifications were not in conformance with the criteria on the characteristics of independent director stipulated by the Notification of the Capital Marketing Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended) and the Qualifications of Independent Director of the Company. Nevertheless, the provisions regarding the business relationship at a value exceeding the specified amount may be exempted by following the provisions in the Notification of the Capital Marketing Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended), provided that the Board of Directors shall consider in accordance with the principle of Section 89/7 and deem that the appointment such person does not affect the performance of duties and the giving of independent opinions and that relevant information be disclosed in the notice of the meeting of shareholders on the agenda for the appointment of independent directors.

The Board of Directors deems it rational and necessary to nominate Mr. Damri Tunshevavong as director of the Company since he has knowledge and experience as well as notable areas of expertise, particular, management of large organization, which can be beneficial to the formulation of the Company's business strategies and policies. In addition, he possesses the attributes of leadership, vision, good morals and ethical principles, as well as clear and unblemished career records. In the matter of the business relationships between Siam Yamato Steel Company Limited, where Mr. Damri Tunshevavong is serving as a director, and the Parent Company of the Company, after consideration in accordance with the principle of Section 89/7 of the Securities and Exchange Act B.E. 2535 (Amended), the Board of Directors deems that the appointment of Mr. Damri Tunshevavong as director and independent director of the Company does not affect the performance of duties and the giving of independent opinions; therefore, Mr. Damri Tunshevavong is fully qualified for independent directorship.



## 2. Ordinary Share Ownership of the nominated Candidates in SCG Ceramics Public Company Limited

Nominated Candidate	Number of Ordinary Shares	Percent of Issued Shares
1. Mr. Nithi Patarachoke	-	-
2. Mr. Chaovalit Ekabut	-	-
3. Mr. Prawit Ninsuvarnakul	-	-
4. Mr. Damri Tanshevavong	-	-

## 3. Directorships and Executive Positions in other Listed Companies and Companies or Businesses

Nominated Candidate	Listed Companies		Other Companies or Businesses (Non-listed) (Number of Companies)	Companies or Businesses which may have Conflict of Interest or Nature of Business that is in Competition with the Business of the Company
	Number of Companies	Types of Director or Executive Positions		
1. Mr. Nithi Patarachoke	5	<u>Listed Companies on the Stock Exchange of Thailand</u> <ul style="list-style-type: none"> <li>● Director, Siam Global House Public Company Limited</li> <li>● President, Cement-Building Materials Business, in charge of Vice President-Living Solution and Housing Products Business, The Siam Cement Public Company Limited</li> <li>● Chairman of the Board of Directors and Chairman of the Executive Committee, Quality Construction Products Public Company Limited</li> </ul> <u>Listed Companies on the Indonesia Stock Exchange</u> <ul style="list-style-type: none"> <li>● President Commissioner, PT. KERAMIKA INDONESIA ASSOSIASI Tbk.</li> <li>● President Commissioner, PT. KOKOH INTI AREBAMA Tbk.</li> </ul>	49 *	7
2. Mr. Chaovalit Ekabut	2	<ul style="list-style-type: none"> <li>● Advisor to President and Chief Executive Officer, The Siam Cement Public Company Limited</li> <li>● Independent Director and Member of the Risk Oversight Committee The Siam Commercial Bank Public Company Limited</li> </ul>	3	None
3. Mr. Prawit Ninsuvarnakul	1	<ul style="list-style-type: none"> <li>● Independent Director and Chairman of the Audit Committee, Nonthavej Hospital Public Company Limited</li> </ul>	8	None
4. Mr. Damri Tanshevavong	1	<ul style="list-style-type: none"> <li>● Independent Director, Member of the Audit and Corporate Governance Committee, and Member of the Nomination and Remuneration Committee, Thai Rung Union Car Public Company Limited</li> </ul>	3	None

Remark: \* serving as chairman and director of SCG's subsidiaries, associates, and other non-listed companies as assigned

#### 4. Nature of Relationships of the nominated Candidates qualified for Independent Directorships

Nature of Relationships	Names of nominated Candidates qualified for Independent Directorships (2 Persons)	
	Mr. Prawit Ninsuvarnakul	Mr. Damri Tanshevavong
Ownership 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 or 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 or selling of raw materials, products, services, lending or borrowing) – specify transaction size (if any).	No  No  None	No  No  None

#### 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 in accordance 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 significant 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.

After being appointed as an independent director with all qualification items 1-12 specified above, such 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.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

Profiles of nominated Auditors for 2020(From KPMG Phoomchai Audit Ltd.)

<b>Mr. Vairoj Jindamaneepitak</b>	<b>Certified Public Accountant No. 3565</b>
Education	<ul style="list-style-type: none"> <li>- Master of Science in Accounting, Thammasart University</li> <li>- Bachelor of Accountancy, Chulalongkorn University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- 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.</li> <li>- Professional experience since 1984</li> </ul>
<b>Mr. Charoen Phosamritlert</b>	<b>Certified Public Accountant No. 4068</b>
Education	<ul style="list-style-type: none"> <li>- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor of Accounting, Bangkok University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- 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</li> <li>- Professional experience since 1988</li> </ul>
<b>Ms. Thanyalux Keadkeaw</b>	<b>Certified Public Accountant No. 8179</b>
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration, Thammasat University</li> <li>- Bachelor of Accounting, Thammasat University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- 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.</li> <li>- Professional experience since 2003</li> </ul>

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

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

Board 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.

Articles 33 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 assts 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 provision in the first paragraph shall not affect the right of an officer or an employee, who has been also appointed to be a director, to receive his remuneration and benefits as an ordinary officer or employee of the Company.

#### 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

For the shareholders who wish to attend the meeting in person, the Company kindly requests that you notify the Company of your wish to attend the meeting in advance by submitting the form provided herewith as Attachment No. 10 to the Company via email to **cotto\_ir@scg.com** or fax to 02-586-3007 or send to Corporate Secretary Office, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Cement Road, Bangsue, Bangkuse, Bangkok 10800 within Friday, June 26, 2020. Please be informed that the number of seats available in the meeting hall will be limited to approximately 150 – 170 seats only. After all the seats in the meeting hall are filled, any additional shareholders or proxies will not be admitted into the meeting hall.

<b>1. Documents required prior to attending the Meeting</b>
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- 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](http://www.scgceramics.com).

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, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Siam Cement Road, Bangsue, Bangkok 10800 by contacting Ms. Karnjanee Temsuk, Ms. Praiya Bhrommanop, or Mr. Nattapan Jariyawutikul, Tel. 02-586-3012, 02-586-3078, and 02-586-3808, respectively, or fax to 02-586-3007 within Friday, June 26, 2020 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 07:30 hours onwards at The Siam Cement Public Company Limited, Multipurpose Building, 10<sup>th</sup> Floor, Hall 1, 1 Siam Cement Road, Bangsue, Bangkok 10800 (Map to the meeting's venue is provided herewith as Attachment No. 12).

For your convenience, please bring the Registration Form with barcode affixed to the meeting.

### 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**

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; and
- (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 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).
- (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.

#### 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.
- 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.
- In case of tie vote, the chairman shall have a casting vote.
- Any shareholders who have special interest in particular matters shall not cast the votes on such matters and may be requested by the chairman of the meeting to temporarily leave the meeting room.

#### 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 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 vote are made.

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**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 2020)

Independent Director	Age (Years)	Positions	Address	Special Conflict of Interest* in the proposed Agenda
1. Mr. Cherapong Kamponpan	71	Independent Director and Member of the Audit Committee	1 Siam Cement Road, Bangsue, Bangkok 10800	No special conflict of interest in Agenda 1-8
2. Mr. Boonchue Polsingkor	71	Independent Director, Member of the Audit Committee, and Member of the Nomination, Remuneration and Corporate Governance Committee		
3. Mr. Padung Likitsajakul	68	Independent Director and Chairman of the Nomination, Remuneration and Corporate Governance Committee		
4. Mr. Lucksananoi Punkrasamee	67	Independent Director and Member of the Audit Committee		

Remark: Profiles of the Independent Directors are as shown in the 2019 Annual Report under the Section entitled “Management Structure”.

- \* The disclosure of special conflict of interest as specified in the AGM Checklist Form is the disclosure of information specifically on any special conflict of interest that an independent director who will be acting as proxy for shareholders has in any matters on the agenda such as a special conflict of interest in the election of directors due to being a nominee for the re-election.

**Instruction for Downloading**  
**2019 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.

Safety Procedures for the Annual General Meeting of Shareholders of SCG Ceramics Public Company Limited  
during the Outbreak of Novel Coronavirus 2019 ("COVID-19")

As this Annual General Meeting of Shareholders will be held during the outbreak of the novel coronavirus 2019 ("COVID-19"), the Company has set forth screening and preventive measures against COVID-19 in which the Company would like to request the cooperation of all shareholders and proxies who will be attending the meeting to strictly follow the safety procedures. While the Company seeks to keep the meeting short and concise to reduce the length of time that a large number of people gather in one place, these procedures involve additional processes and steps that may delay your meeting attendance or cause inconveniences. In addition, because social distancing of 2 meters will be strictly enforced across the meeting area, the venue may not be able to accommodate a large number of people.

The Company would like to request your cooperation as follows:

1. To appoint the Company's independent directors as your proxies without attending the meeting in person by submitting the completed Proxy Form (Form B) with voting instructions and the required documents to the Corporate Secretary Office, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Siam Cement Road, Bangsue, Bangkok 10800 within Friday, June 26, 2020.
2. To submit your questions to the Company in advance prior to the Annual General Meeting of Shareholders using the Advance Question Submission Form provided herewith as Attachment No. 11 without attending the meeting in person.
3. To notify the Company of your wish to attend the meeting in advance by submitting the form provided herewith as Attachment No. 10 to the Company.
4. The Advance Question Submission Form and/or the Annual General Meeting of Shareholders Attendance Request Form can be submitted to the Company via email to [cotto\\_ir@scg.com](mailto:cotto_ir@scg.com) or fax to 02-586-3007 or send to the Corporate Secretary Office, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Siam Cement Road, Bangsue, Bangkok 10800 within Friday, June 26, 2020.
5. Due to the limited space of the venue, other attendants will not be allowed in the meeting hall.
6. To ensure hygiene for all, apart from the drinking water provided, you are requested to refrain from eating in the meeting hall. Refreshments will be provided before you leave the venue.

Procedures before attending the meeting

1. Screening
  - 1) The screening point will be located in a well-ventilated open-air area with no air conditioning.
  - 2) Shareholders and proxies arriving at the screening point must wear face masks at all times.
  - 3) All attendees must undergo thermal screening before entering the meeting venue.

- 4) All attendees must fill out the COVID-19 Screening Questionnaire provided herewith as Attachment No. 9 (as attached) and are required to provide accurate information for the purpose of preventing COVID-19 transmission.
- 5) The Company reserves the right to refuse anyone with any of the following symptoms entry to the venue and into the meeting hall based on the diagnosis given by the on-site medical professionals provided by the Company:
  - 5.1) Any individual with a body temperature above 37.5°C.
  - 5.2) Any individual showing the symptoms of fever, cough, sore throat, runny nose, loss of smell, short of breath, or pneumonia.
  - 5.3) Any individual who has been in contact with confirmed COVID-19 cases, or required by their profession to engage with tourists, be in a crowded place, or be in contact with a large number of people during the period of 14 days prior to the meeting.

Shareholders and proxies who are refused entry may submit their questions to the staff to be included in the summary attached to the Minutes of the Annual General Meeting of Shareholders. Nevertheless, shareholders may also appoint the Company's independent directors as their proxies using the Proxy Form B to indicate clear voting instructions.

#### **Procedures for attending the meeting in the meeting hall**

To ensure and maintain hygiene for all attendees, the Company would like to request the cooperation of shareholders and proxies who wish to attend the 2020 Annual General Meeting of Shareholders and have passed the screening in following the instructed procedures as follows:

1. The seating in Hall 1, which has been designated as the main meeting hall, has been arranged to maintain a two-meter distance between each attendee. As such, the meeting hall can only accommodate approximately 150 – 170 seats, and after all the seats are filled, any additional shareholders or proxies will not be admitted into the meeting hall.
2. All attendees must sit in the zone that they are assigned to and must not move to other zones throughout the entire meeting.
3. All attendees must wear face masks at all times (except when drinking water).
4. All attendees are requested to avoid touching their faces (eyes, nose, and mouth) with unwashed hands.
5. All attendees are requested to avoid sharing or touching objects with others.
6. All attendees are not allowed to eat any food or refreshments at the meeting venue and in the meeting hall at all times.
7. Any attendee with any symptoms of fever, cough, runny nose, sore throat, or shortness of breath will be requested to leave the meeting venue.

#### **Measures for registration, data collection, and tracking**

1. With respect to attendees who are directors, executives, employees and staff of the Company, the Company already has their contact information as well as their phone numbers that can be used for tracking.
2. With respect to attendees who are shareholders of the Company, the Company has already received their contact information from the Company's Share Registrar while the contact information of the proxies is available on the Proxy Form. In addition, when registering to attend the meeting, the Company will request the shareholders and proxies to provide their phone numbers as well.

3. After the meeting, should there be any suspected cases of the disease, the Company will be able to identify the shareholders who sit near the person who has the symptoms from the seat assignment and the rule that forbid the shareholders from moving to other zones.

#### **Measures for food and drinking water distribution**

1. Refreshments will be available in the designated area and handed out separately to each individual shareholder by the staff who will be wearing face shields during service. Neither self-service nor eating in group will be allowed at the venue for all attendees.
2. Eating at the meeting venue will not be allowed.

#### **Procedures for question submission in the meeting to keep the meeting concise (within 1.5 hours)**

1. Shareholders or proxies who have questions are requested to write down their question on the slips provided and submit them to the staff. Only questions related to the agenda items where voting is involved will be addressed in the meeting.
2. A summary of questions and answers, both those submitted in advance and in the meeting, will be attached to the Minutes of the Annual General Meeting of Shareholders, which will be disclosed via SETLink and published on the Company's website within 14 days from the date of the Annual General Meeting of Shareholders.
3. To ensure hygiene for all, the Company will not provide microphones for shareholders and proxies for Q&A sessions.
4. While waiting for the vote results which may take a while, the chairman of the meeting will proceed with the subsequent agenda items. Nevertheless, the vote results of all agenda items will be announced before the meeting ends.

#### **Other relevant information**

The Company has prepared a designated zone and equipment as an additional measure for prevention and control of the disease in accordance with the recommendations for organizing meetings issued by the Department of Disease Control, the Ministry of Public Health, dated February 11, 2020 as follows:

- Physicians and nurses will be stationed on site to provide first aid and consultation to the meeting attendees as well as give diagnosis and isolate those suspected of being infected from the meeting venue.
- Alcohol-based hand sanitizers or handwashing equipment will be sufficiently provided, especially in the common areas such as restrooms.
- High-touch equipment and surfaces will be regularly sanitized.
- PR materials on recommended practices for the prevention of COVID-19 transmission will be prepared.

For more information, please visit the Company's website at [www.scgceramics.com](http://www.scgceramics.com) or contact:

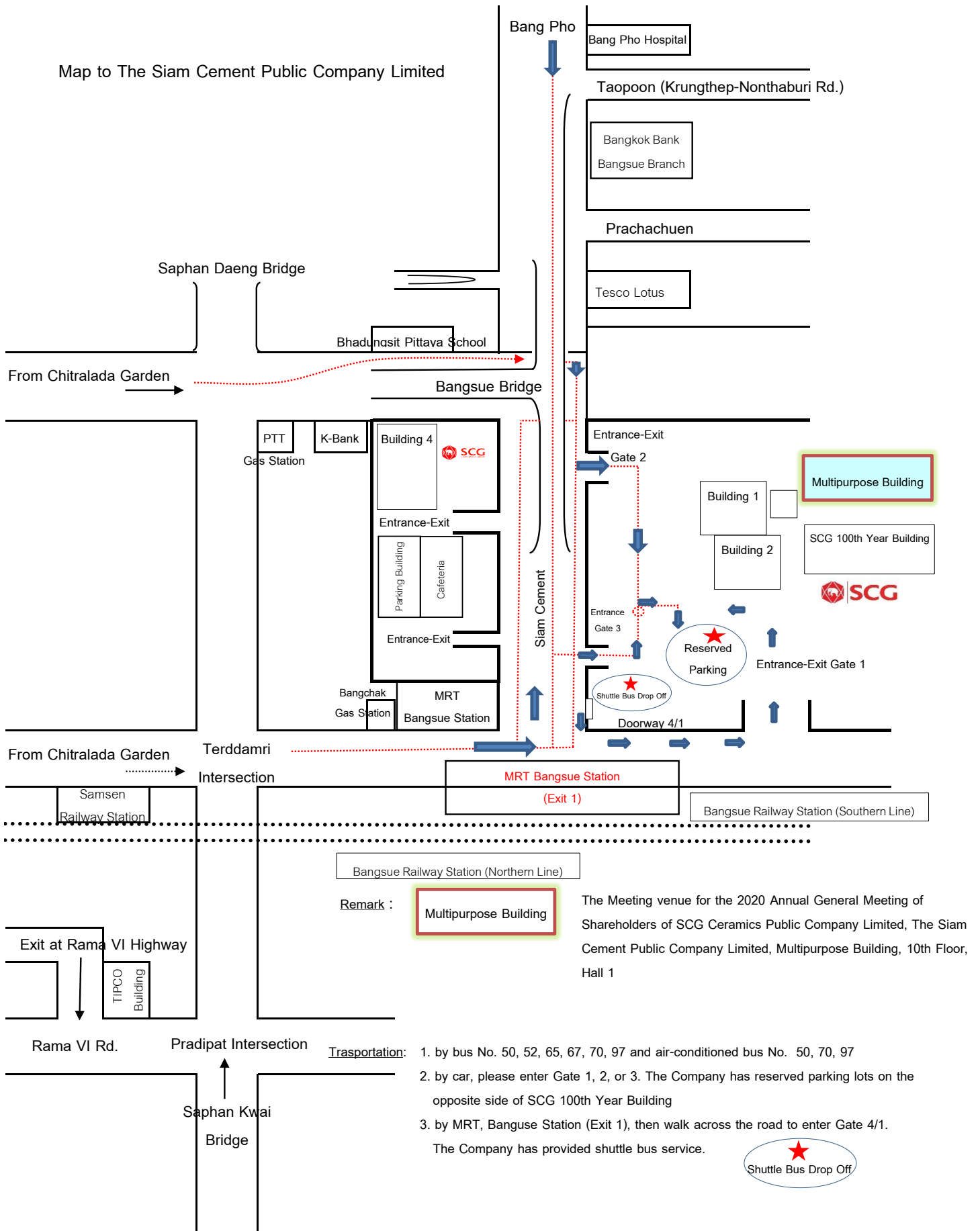
- Ms. Karnjanee Temsuk      Tel: 02-586-3012 or
- Ms. Praiya Bhrommanop    Tel: 02-586-3078 or
- Mr. Nattapan Jariyawutikul   Tel: 02-586-3808

**References:** The 2020 Annual General Meeting of Shareholders is organized in accordance with the following recommendations and guidelines:

1. Recommendations for meetings, seminars or other mass gatherings, issued by the Department of Disease Control, the Ministry of Public Health, dated February 11, 2020



2. Guidelines on hosting annual general meetings of shareholders for listed companies during the COVID-19 outbreak, issued by the Stock Exchange of Thailand.
3. SEC News No. 39/2020, dated March 2, 2020, entitled “SEC consults relevant agencies to solve issues around holding annual general meetings of shareholders during the outbreak of COVID-19”
4. COVID-19 prevention and control measures for places involving a large gathering of people, such as concerts, meetings, seminars, and sporting events.





**SCG CERAMICS PUBLIC COMPANY LIMITED (Registration No. 0107561000340)**

**Head Office:** 1 Siam Cement Road, Bangsue, Bangkok 10800

Tel. 02-586-3333, 02-586-5474, 02-586-4092 Fax. 02-587-0162