

NOTICE OF 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

SCG CERAMICS PUBLIC COMPANY LIMITED

Monday, March 29, 2021 at 09:30 Hours

Via Electronic Media (E-Meeting)

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**Notice of 2021 Annual General Meeting of Shareholders**

**SCG Ceramics Public Company Limited**

<b><u>Subject</u></b>	Invitation to attend the 2021 Annual General Meeting of Shareholders
<b><u>To</u></b>	Shareholders
<b><u>Attachments</u></b>	<ol style="list-style-type: none"><li>1. 2020 Annual Report (Form 56-1 One Report) (QR Code) and Notification of Meeting</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 2021</li><li>4. Company's Articles of Association Relating to the General Meeting of Shareholders</li><li>5. Documents Required to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request), and Voting Procedures for Meeting via Electronic Media (E-Meeting)</li><li>6. Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting)</li><li>7. Profiles of the Independent Directors Nominated by the Company to Act as Proxy for Shareholders</li><li>8. Instruction for Downloading 2020 Annual Report (Form 56-1 One Report) by Scanning QR Code</li><li>9. Proxy Form B as specified by Department of Business Development, Ministry of Commerce</li><li>10. Advance Question Submission Form for 2021 Annual General Meeting of Shareholders</li><li>11. 2020 Annual Report (Form 56-1 One Report) Requisition Form</li><li>12. Contact Information</li></ol>

According to the new wave of COVID-19 outbreak situation across many areas in Thailand at present, the government has asked for cooperation from the private sector to be cautious about organizing activities that involve large in-person gatherings as well as to consider arranging online meetings to reduce the spread of COVID-19. The Company has been closely monitoring the situation with the deepest concern for the safety of the meeting attendees and its staff and is set to strictly adhere to the government's measures to prevent and reduce the spread of COVID-19 as mentioned.

Therefore, the Board of Directors Meeting on January 26, 2021, resolved that the 2021 Annual General Meeting of Shareholders shall be held **on Monday, March 29, 2021 at 09:30 hours via electronic media (E-Meeting) only**, in compliance with the rules and regulations specified by the law relating to meetings via electronic media (E-Meeting) and that the meeting control system for live broadcasting will be at The Siam Cement Public Company Limited, Multipurpose Building, 10<sup>th</sup> Floor, Hall 1, 1 Siam Cement Road, Bangsue, 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 2020**

**Preamble:** The summary of the Company's operating result and major changes during 2020 is shown in 2020 Annual Report (Form 56-1 One Report) under the section entitled "Business Operation and Operating Result" which is provided herewith as Attachment No. 1.

**Board of Directors' opinion:** The Board deems it appropriate to present the Annual Report 2020 summarizing the Company's operating result and major changes during 2020 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, 2020**

**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 2020 Annual Report (Form 56-1 One 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, 2020, 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 2020 are as follows:

Consolidated Financial Statements:

Total Assets	10,913	million Baht
Total Liabilities	2,101	million Baht
Total Revenue	9,951	million Baht
Profit for the year attributable to owners of the parent	420	million Baht
Earnings per share	0.07	Baht per share

Separate Financial Statements:

Asset	11,150	million Baht
Liabilities	2,030	million Baht
Revenue	9,950	million Baht
Profit for the year attributable to owners of the parent	567	million Baht
Earnings per share	0.10	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 2020 for Dividend Payment at the Rate of 0.029 Baht per Share**

**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 243 million Baht, accounted for 4.1 percent of the Registered Capital.

For 2020, the Company reported a net profit for the year of 420 million Baht in consolidated financial statements with unappropriated retained earnings of 1,306 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 acknowledge the profit allocation of 28,345,645 Baht to legal reserve, accounting for 5 percent of the net profit for the year 2020, and to consider and approve the profit allocation for 2020 for dividend payment at the rate of 0.029 Baht per share or approximately 172.9 million Baht, accounting for 44 percent of the consolidated net profit for the year less legal reserve, which is in accordance with the Company’s dividend payment policy. The following table shows the comparison of dividend payment rates between 2019 and 2020:

Details of Dividend Payment	2020	2019
1. Net Profit (million Baht)	420	168
2. Retained Earnings (million Baht)	1,306	984
3. Number of Shares (shares)	5,962,621,233	
4. Dividend*		
- Interim Dividend (Baht/share)	-	0.012**
- Dividend for the Year (Baht/share)	0.029	-
5. Total Dividend Payment (Baht)	172,916,016	71,551,455
6. Dividend Payout Ratio when compared to Net Profit in the Consolidated Financial Statements Less Legal Reserve (percent)	44	44
7. Legal Reserve (Baht)	28,345,645	7,357,035

The said dividend distribution shall be payable to the shareholders entitled to receive dividend in accordance with the Company’s Articles of Association, of record as of Wednesday, April 7, 2021 (The Stock Exchange of Thailand shall post the “XD” sign or the date on which the buyers of securities shall have no rights to receive dividend on Monday, April 5, 2021). The dividend shall be payable on Thursday, April 22, 2021 and the receipt of such dividend shall be within 10 years.

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

\*\* Interim dividend payment paid from the Company's profit as at December 31, 2019 to relieve the probable impact on the shareholders of the postponement of the 2020 Annual General Meeting of Shareholders from Friday, March 27, 2020 to Monday, June 29, 2020.

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. Lucksananoi Punkrasamee | Director, Independent Director, and Member of the Audit Committee  |
| (2) | Mr. Numpol Malichai         | Director, Member of the Executive Committee, and Managing Director   |
| (3) | Mr. Padung Likitsajjakul    | Director, Independent Director, and Chairman of the Nomination, Remuneration, and Corporate Governance Committee |
| (4) | Ms. Varunyu Opanayikul      | Director   |

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

The Company provided an opportunity to the shareholders to propose agenda for the meeting and to nominate qualified candidate(s) for election of directors during August 14–November 16, 2020. However, there was no submission of proposal or director nomination from the shareholders.

The Nomination, Remuneration and Corporate Governance Committee (excluding the directors who are due to retire by rotation at the 2021 Annual General Meeting of Shareholders) proposed that the Board of Directors Meeting consider the list of qualified candidates for the election of directors in replacement of those who are due to retire by rotation at the 2021 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 2021 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 2021 Annual General Meeting of shareholders consider and elect the following four candidates as directors in replacement of the directors who are due to retire by rotation at the 2021 Annual General Meeting of Shareholders:

- (1) Mr. Lucksananoi Punkrasamee
- (2) Mr. Numpol Malichai
- (3) Ms. Varunyu Opanayikul
- (4) Mr. Arnut Changtrakul

(1) Mr. Lucksananoi Punkrasamee, (2) Mr. Numpol Malichai, and (3) Ms. Varunyu Opanayikul 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. (4) Mr. Arnut Changtrakul is a candidate nominated as a replacement for the retiring director. He has knowledge and experience as well as notable areas of expertise, particular, management of large organization, rendering him to be capable of giving opinions independently, which can be beneficial to the formulation of the Company's business strategies and policies while possessing requisite attributes of leadership, exemplary vision, good morals and ethical principles, as well as clear and unblemished career records.

In addition, (1) Mr. Lucksananoi Punkrasamee and (4) Mr. Arnut Changtrakul are fully qualified for independent directorships in accordance with the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 and the qualifications of independent directors of the Company.

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; 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/her 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 2021

**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 2021 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 2021 Annual General Meeting of Shareholders consider and appoint the auditors and approve the audit fee for 2021 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 2021 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 2018-2020 for three 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, Executives, major shareholders, or related persons with the said entities or persons and will also be nominated as the auditors for 2021 of Sosuco Ceramic Co., Ltd. (“SSC”), the Company’s Subsidiary. Profiles of the nominated auditors and information on their independence were provided herewith as Attachment No. 3.

2. To approve the audit fee for the Company’s financial statements for 2021 of 1,873,000 Baht (an increase of 28,000 Baht from 2020) and the audit fee for the consolidated financial statements of the Company and its Subsidiary (SSC) for 2021 of 162,000 Baht (an increase of 4,000 Baht from 2020) totalling 2,035,000 Baht (an increase of 32,000 Baht from 2020) as follows:

Unit:Baht

Items	2021	2020	Variance	Percentage Increase
1. Separate Financial Statements				
- Financial Statements for the year	1,312,000	1,292,000	20,000	1.5
- Quarterly Reviews	561,000	553,000	8,000	1.4
<b>Audit Fee for Separate Financial Statements</b>	<b>1,873,000</b>	<b>1,845,000</b>	<b>28,000</b>	<b>1.5</b>
2. Consolidated Financial Statements (from having SSC as a subsidiary)				
- Financial Statements for the year	108,000	107,000	1,000	0.9
- Quarterly Reviews	54,000	51,000	3,000	5.9
<b>Audit Fee for Consolidated Financial Statements</b>	<b>162,000</b>	<b>158,000</b>	<b>4,000</b>	<b>2.5</b>
<b>Total</b>	<b>2,035,000</b>	<b>2,003,000</b>	<b>32,000</b>	<b>1.6</b>

The above proposed audit fee is exclusive of the fee for non-audit service, the same as the year 2020.

- To acknowledge SSC's audit fee for 2021 of 337,000 Baht (an increase of 7,000 Baht from 2020) 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 2021**

**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 2020 Annual General Meeting of Shareholders on June 29, 2020 resolved to approve the maintenance of the remuneration of the Board of Directors and the Sub-committees for 2020 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 July 1, 2020 onwards as follows:

#### **Remuneration of the Board of Directors**

- 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.

3. Other Benefits

None

**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 2020, 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 2021 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 2020 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 2021 which are the same criteria and rates as approved by the 2020 Annual General Meeting of Shareholders; 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 2020, totalling 6,222,743 Baht in conformance with the criteria approved by the 2020 Annual General Meeting of Shareholders. The details can be found in the 2020 Annual Report (Form 56-1 One Report) provided herewith as Attachment No. 1 under the section entitled "Significant Report on Corporate Governance".

**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 and approve the remuneration of the Board of Directors and the Sub-committees for 2021 according to the criteria and rates as approved by the 2020 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 2020 as per details above. Subject to the approval of the 2021 Annual General Meeting of Shareholders upon the aforementioned proposals, the remuneration of the Board of Directors and the Sub-committees for 2021 would be the same rates as 2020 (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 April 1, 2021 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 2020 Annual Report (Form 56-1 One Report) under the section entitled "Corporate Governance Structure and Other Significant Information about the Board of Directors, Sub-committees, Executives, Employees, and others".

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

All shareholders are cordially invited to attend the 2021 Annual General Meeting of Shareholders via electronic media (E-Meeting) on Monday, March 29, 2021 at 09:30 hours. The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from March 22, 2021 at 08:30 hours until the meeting is adjourned. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username and password and a link to register and attend the meeting on the day beginning from 07:30 hours.

Proceed with the E-Request at <https://app.inventech.co.th/COTTO>



Or scan  
QR Code

For shareholders who wish to appoint a proxy to attend and vote on their behalf in the meeting, please kindly complete and duly sign either Proxy Form B provided herewith as Attachment No. 9 or download Proxy Form A or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from [www.scgceramics.com](http://www.scgceramics.com). Then, submit the meeting attendance request form and other required documents via E-Request and submit the completed Proxy Form with the required documents to the Company in advance so that the Company receives them by Friday, March 26, 2021. For your convenience, the Company will facilitate the affixing of stamp duty to the Proxy Form submitted to the Company.

Shareholders or proxies can find the details about documents required to attend the meeting, appointment of proxy, submission of meeting attendance request form (E-Request), and voting procedures for meeting via electronic media (E-Meeting) in Attachment No. 5 and the details about procedures for submitting meeting attendance request form (E-Request) and using electronic meeting systems (E-Meeting) in Attachment No. 6. If you wish to appoint the Company's independent directors to act as your proxy, the names of the independent directors who are not due to retire by rotation at the 2021 Annual General Meeting of Shareholders are as follows:

- (1) Mr. Cherapong Kamponpan
- (2) Mr. Damri Tanshevavong
- (3) Mr. Boonchue Polsingkorn
- (4) Mr. Prawit Ninsuvarnakul

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

In this regard, for your convenience, shareholders or proxies are encouraged to submit questions in advance to the Company via the provided channels (please use the Advance Question Submission Form for 2021 Annual General Meeting of Shareholders provided herewith as Attachment No. 10). The Company will gather all the submitted questions and will address only those directly related to the agenda items during the meeting. The remaining questions and suggestions will be summarized and attached to the Minutes of the 2021 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 truly appreciates your understanding and looks forward to your continued cooperation.

Yours faithfully,  
Bangkok, February 16, 2021  
By Order of the Board of Directors

- Signed by -

(Ms. Karnjanee Temsuk)  
Secretary to the Board of Directors and Company Secretary

Remarks:

1. The Notice of Annual General Meeting of 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 (please specify on the envelope "for 2021 Annual General Meeting of Shareholders of SCG Ceramics Company Limited ("COTTO)") or fax to 02-586-3007, with the complete contact information.
2. E-Request requires an email address to receive 1. a registration link and 2. username and password to attend the meeting.
3. The rights to attend the meeting and vote in the meeting are individual rights of a shareholder or proxy. A username cannot be used to log in to Inventech Connect system to attend the meeting simultaneously with other devices. Therefore, the shareholders or proxies hereby acknowledge that the username and password shall be used to attend the meeting by themselves only and shall not be shared or assigned to any other person or persons.
4. Should you need the printed 2020 Annual Report (Form 56-1 One Report), please fill the details in "2020 Annual Report (Form 56-1 One Report) Requisition Form" provided herewith as Attachment No. 11.
5. 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.scgceramics.com](http://www.scgceramics.com).

**For inquiries about the meeting agenda, 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)

**For inquiries about investment, please contact:**

Investor Relations  
Tel:        02-586-5474  
Fax:        02-587-2118  
Email:     [cotto\\_ir@scg.com](mailto:cotto_ir@scg.com)

**For inquiries about E-Meeting system/technical support, please contact:**

Call Center  
Tel: 02-021-9121 (*available from March 22–29, 2021 during 08:30 – 17:30 hours (Business days only)*).

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. Luksananoi Punkrasamee

Qualified as Independent Director

<b>Positions</b>	Director and Member of the Audit Committee
<b>Date of Appointment</b>	January 23, 2020 (period of service as of March 2021: 1 year and 2 months)
<b>Age</b>	68 years
<b>Nationality</b>	Thai
<b>Education/Training</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor Degree, Faculty of Commerce and Accountancy, Chulalongkorn University</li> <li>- Certificate in Management Development Program The Wharton School of the University of Pennsylvania</li> <li>- Certificate in Inno-Leadership program INSEAD University (France)</li> <li>- Certificate "Executive development Program"</li> <li>- Graduate School of business, Columbia University</li> </ul>
<b>Director Training</b>	<p>Thai Institute of Directors Association</p> <p>2004 Director Accredited Program SCC/2004</p> <p>2009 Director Certification Program (DCP 122/2009)</p>
<b>Positions in Other Organizations</b> (Director/Executive)	<p><u>Listed Companies on the Stock Exchange of Thailand</u> (2)</p> <p>1) Since 2014 Chairman of the Board of Directors, Independent Director, and Member of the Nomination and Remuneration Committee, Origin Property Public Company Limited</p> <p>2) Since 2016 Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee, MC GROUP Public Company Limited</p> <p><u>Other Businesses</u> (2)</p> <p>1) Since 2014 Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee, Buono (Thailand) Public Company Limited</p> <p>2) since 2016 Director, One Origin Company Limited</p> <p><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></p> <p>None</p>

<b>Other Key Positions</b>	- Advisor, The Securities and Exchange Commission
	- Advisor and Director, Tax Accounting, Federation of Accounting Professions (under The Royal Patronage of His Majesty the King)
<b>Experience</b>	2004-2005 Corporate Accounting Director, The Siam Cement Public Company Limited
	2005-2012 Managing Director, SCG Accounting Company Limited
	2013-2015 Advisor at Central Marketing Group, a Central Group of Companies
	2013-2018 Advisor to Vice President-Financial and Investment & CFO, The Siam Cement Public Company Limited
	2013-2020 Chairman of the Audit Committee, Independent Director, and Member of the Nomination and Remuneration Committee, Singer Thailand Public Company Limited
	2013-2020 Director, SG Capital Company Limited
	2015-2016 Independent Director, NokScoot Airlines Company Limited
<b>Meeting Attendance</b>	Board of Directors: 6/6 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, 2020)**

- 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
- Never entered into any transaction which may cause conflict of interest against the Company during the year

Mr. Numpol Malichai

Authorized Director

<b>Positions</b>	Director, Member of the Executive Committee, and Managing Director
<b>Date of Appointment</b>	December 1, 2018 (period of service as of March 2021: 2 years and 4 months)
<b>Age</b>	50 years
<b>Nationality</b>	Thai
<b>Education/Training</b>	<ul style="list-style-type: none"><li>- Bachelor of Business Administration (Finance), Bangkok University</li><li>- Master of Business Administration, Khon Kaen University</li><li>- Executive Development Program (EDP)</li><li>- Facilitative Leadership (LDP)</li><li>- Management Development Program (MDP)</li></ul>
<b>Director Training</b>	Thai Institute of Directors Association 2019 Director Accreditation Program (DAP) 164/2019
<b>Position in other Organization</b> (Director/Executive)	<u>Listed Company on the Stock Exchange of Thailand</u> None <u>Other Business (1)</u> 1) Since 2020 Managing Director, Sosuco Ceramic Company Limited <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
<b>Experience</b>	1994–1995 Analyst, The Siam Cement Public Company Limited 1995–2002 Sales Representatives, The Siam Cement Public Company Limited 2002–2010 Electricity and Equipment Manager, CEMENTHAI Retail Company Limited 2006–2010 Vice President Sales and Marketing, Mariwasa Siam Ceramic Inc., the Philippines 2010–2012 Managing Director, SCG Landscape Company Limited 2010–2012 Managing Director, Saraburirat Company Limited 2012–2016 Director–Global House Project SCG Cement–Building Materials 2012–2016 Vice CEO: Business Development, Siam Global House Public Company Limited

2015-2019 Managing Director, Global House Franchise (Myanmar) Company Limited

2016-2018 President Director,  
PT KERAMIKA INDONESIA ASSOSIASI Tbk\*

2016-2017 Director, Souvanny Home Center Public Company\*\*

2018-2019 Chief Marketing Officer, SCG Ceramics Public Company Limited

2018-2020 Commissioner,  
PT KERAMIKA INDONESIA ASSOSIASI Tbk\*

**Meeting Attendance**

Board of Directors: 7/7 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, 2020)**

- Owned directly: None
- Owned by spouse or minor children: 11,331 shares (0.00019 percent)

**Family Relationship among Directors and Executives:** None

**Prohibited Characteristics**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Company during the year

Remarks: \* Listed company in Indonesia

\*\* Listed company in Laos

Ms. Varunyu Opanayikul

Position	Director
Date of Appointment	July 5, 1996 (period of service as of March 2021: 24 years and 9 months) (former director of Thai-German Ceramics Industry Public Company)
Age	65 years
Nationality	Thai
Education/Training	1978 Bachelor of Economics, Ramkhamhaeng University 1985 Master of Science in Economics, California State Polytechnic University, Pomona, USA
Director Training	None
Position in other Organization (Director/Executive)	<u>Listed Company on the Stock Exchange of Thailand</u> None <u>Other Business (1)</u> 1) Since 1998 Director, Thai-German Plastic Company Limited <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	1996–2018 Director, Thai-German Ceramics Industry Public Company
Meeting Attendance	Board of Directors: 7/7 meetings (100 percent) Annual General Meeting of Shareholders: 1/1 meeting (100 percent)

**Ownership of the Company's Ordinary Shares (as at December 31, 2020)**

- Owned directly: 8,192,330 shares (0.14 percent)
- Owned by spouse or minor children: None

**Family Relationship among Directors and Executives:** None

**Prohibited Characteristics**

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against the Company during the year

Mr. Arnut Changtrakul

Age	60 years
Nationality	Thai
Education/Training	Bachelor Degree, Faculty of Social Sciences, Business Administration Program, Chiang Mai University Master Degree, MBA in Business Administration, University of Bridgeport, USA
Director Training	None
Positions in other Organizations (Director/Executive)	<u>Listed Company on the Stock Exchange of Thailand</u> None <u>Other Businesses (3)</u> 1) Consultant and Trainer, Dale Carnegie Thailand 2) Director, Zirieng (Udompol) Company Limited 3) Director, Piyapanya Company Limited <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	<ul style="list-style-type: none"><li>- General Sales Manager, Hitachi Sales (Thailand) Company Limited</li><li>- Sales and Marketing Director, Thai Samsung Electronics Company Limited</li><li>- Deputy Managing Director, Thai Samsung Electronics Company Limited</li><li>- Corporate Vice President, Thai Samsung Electronics Company Limited</li><li>- Chief Operating Officer, PT Samsung Electronics Indonesia</li><li>- Corporate Vice President, Head of Indochina Strategic Team, Thai Samsung Electronics Company Limited</li><li>- Managing Director, Power Buy Company Limited</li></ul>

**Ownership of the Company's Ordinary Shares (as at December 31, 2020)**

- 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
- Never entered into any transaction which may cause conflict of interest against the Company during the year

## 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. Luksananoi Pankrasamee	-	-
2. Mr. Numpol Malichai	-	-
3. Ms. Varunyu Opanayikul	8,192,330 shares	0.14
4. Mr. Arnut Changtrakul	-	-

## 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. Luksananoi Pankrasamee	2	<p>Listed Companies on the Stock Exchange of Thailand</p> <ul style="list-style-type: none"> <li>Chairman of the Board of Directors, Independent Director, and Member of the Nomination and Remuneration Committee, Origin Property Public Company Limited</li> <li>Independent Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee, MC GROUP Public Company Limited</li> </ul>	2	None
2. Mr. Numpol Malichai	None	-	1	None
3. Ms. Varunyu Opanayikul	None	-	1	None
4. Mr. Arnut Changtrakul	None	-	3	None

## 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. Luksananoi Pankrasamee	Mr. Arnut Changtrakul
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 <ul style="list-style-type: none"> <li>- Being an executive director, staff, employee, or advisor who receives salary.</li> <li>- Being a professional service provider (such as auditor or legal consultant).</li> <li>- 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).</li> </ul>	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 the Nominated Auditors for 2021

(From KPMG Phoomchai Audit Ltd.)

<b>Mr. Vairoj Jindamaneepitak</b>	<b>Certified Public Accountant No. 3565</b>
<b>Education</b>	<ul style="list-style-type: none"><li>- Master of Science in Accounting, Thammasart University</li><li>- Bachelor of Accountancy, Chulalongkorn University</li></ul>
<b>Experience</b>	<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>
<b>Education</b>	<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>
<b>Experience</b>	<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>
<b>Education</b>	<ul style="list-style-type: none"><li>- Master of Business Administration, Thammasat University</li><li>- Bachelor of Accounting, Thammasat University</li></ul>
<b>Experience</b>	<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, Executives, major shareholders, or related persons with the said entities or persons.

Company's Articles of Association Relating to 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 to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request), and Voting Procedures for Meeting via Electronic Media (E-Meeting)

1. Documents required to Attend the E-Meeting

- Notification of Meeting or Proxy Form (for shareholders who appoint a proxy to attend the e-meeting on their behalf).

Natural Person

1. Present in Person

Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

2. Present by Proxy

2.1 Completed Proxy Form (select only one of the Proxy Forms), signed by the shareholder and the proxy.

2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder. In case of a change of name, supporting documents are required.

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

Juristic Person

1. By Authorized Director

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

1.2 Certified true copy of the shareholder's affidavit (not older than one 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 only one of the Proxy Forms), signed by the shareholder and the proxy.

- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized director. In case of a change of name, supporting documents are required.
- 2.3 Certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required 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 Certified true copy of Identification card or governmental identification card or driving license or passport ( for foreign shareholders) of the proxy. In case of a 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 a juristic person under 1. or 2.
- 3.2 In case 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 the Custodian authority 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 them from [www.scgceramics.com](http://www.scgceramics.com).

Shareholder who could not attend the E-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 a 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 a proxy to attend the meeting.
3. A shareholder cannot allot the shares to several proxies 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.
4. The Company will affix 20 Baht stamp duty and mark the date on which the Proxy Form is executed across the stamp duty to be complete and legally binding.
5. Appointment of a proxy to attend the meeting

5.1 Appointment of a proxy to attend the E-Meeting on behalf of shareholder

The shareholder or proxy shall proceed with item 1-2 and submit the meeting attendance request form via E-Request in advance to receive username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Attachment No. 6 and send the original proxy form and supporting documents to the Company.

5.2 Appointment of an independent director as proxy to attend the E-Meeting on behalf of shareholder

The shareholder shall proceed with item 1-2 and send the original proxy form and supporting documents to the Company. No additional submission via E-Request is required.

6. Return the completed Proxy Form and certified copies of supporting documents to Corporate Secretary Office, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Cement Road, Bangsue, Bangkok 10800, and specify on the envelope “ For the Annual General Meeting of Shareholders of SCG Ceramics Public Company Limited (“COTTO”)” within March 26, 2021 so that the Company can review the documents prior to the meeting.

**3. Submission of Meeting Attendance Request Form**

Shareholder or proxy who wishes to attend the E-Meeting, please submit the meeting attendance request form via E-Request in advance to receive username and password for the meeting registration. The meeting attendance request form and other required documents can be submitted via E-Request **in advance beginning from March 22, 2021 at 08:30 hours** until the meeting is adjourned. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username and password and a link to register and attend the meeting on the day (March 29, 2021) beginning from 07:30 hours.

Proceed with the E-Request at: <https://app.inventech.co.th/COTTO>



Or scan  
QR Code

For more detailed information, please see Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith as Attachment No. 6.

## 4. Voting at the Meeting of Shareholders

### Voting Procedures

#### General Matters:

1. The shareholders' Meeting will be conducted via electronic media (E-Meeting). Voting in each agenda item shall be made openly via the Inventech Connect system, where one share shall equal one vote. A shareholder or a proxy shall cast all the votes to either approve, disapprove, abstain, or do nothing, and shall not allow to vote unevenly (except for the votes from the Custodian).
2. In case of proxy
  - 2.1 A proxy shall only cast a vote as instructed on the Proxy Form by the shareholder; otherwise, such a vote shall be deemed invalid and therefore disregarded.
  - 2.2 In a case where votes are not instructed or unclearly instructed 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/her 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. 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 shareholder to consider and vote in each agenda item by asking the shareholder or proxy to vote item via Inventech Connect system within 2 minutes for each agenda item.
- (2) For the voting of each agenda item, the system will show four voting options: 1. Approve (green colour) 2. Disapprove (red colour) 3. Abstain (orange colour) 4. Do Nothing\* (blue colour). The shareholder or proxy is required to choose only one option. (except for the case of Custodian whereby the allotment of votes is allowed as specified in the Proxy Form).

Remark: \* If the "Do Nothing" option is selected or nothing is selected, the system will consider the votes as "Approve".

The votes may be changed until the voting is closed.

**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 a tie vote, the chairman shall have a casting vote.
- Any shareholders who have a special interest in particular matters shall not cast the votes on such matters.

**Vote Counting and Announcement of Voting Results**

The chairman of the meeting shall explain to the Meeting about the vote counting procedures prior to consideration of each matter according to the agenda item. The system will count the votes of shareholders in accordance with the voting procedure of each agenda item. The result of each agenda item shall be announced to the Meeting before the meeting is adjourned.

The Company holds the 2021 Annual General Meeting of Shareholders via electronic media (E-Meeting) whereby the votes are cast via Inventech Connect system. Hence, since the physical ballots are not used for the meeting, there will not be cases regarded as invalid ballots\*.

Remark: \* 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 the vote are made.

Procedures for Submitting Meeting Attendance Request Form (E-Request) and  
Using Electronic Meeting Systems (E-Meeting)

Procedures for Submitting Meeting Attendance Request Form (E-Request)

1. Shareholders or proxies can submit the meeting attendance request form and other required documents via E-Request in advance beginning from March 22, 2021 at 08:30 hours to receive username and password to attend the E-Meeting at <https://app.inventech.co.th/COTTO> or scan this QR Code:



Installation guide and user manual for E-Request: <https://qr.go.page.link/Y7hWQ>



or scan  
QR Code

2. At the E-Request page, please prepare the following information:
- Identification card number or passport number (in case of foreigner)
  - Shareholder registration number
  - Name - Surname
  - Number of shares
  - Email address
  - Phone number
  - Attach the required documents as shown in Attachment No. 5 (Photos of the certified copy of the filled document are acceptable).
3. When all information is filled in, please select “I have read and agreed to the terms of meeting attendance via Inventech Connect system” and click the box to accept the terms of service.
4. Then click “Submit the Request Form”.
5. After step 4, your submitted request form will be reviewed by the Company. When the request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing 4 key information as follows:
- (1) Meeting registration link
  - (2) Username and password for meeting registration and E-Voting
  - (3) Link to download and install Cisco WebEx Meetings Application
  - (4) Link to Inventech Connect system user manual

Shareholders or proxies can attend the meeting on the date and time specified in the Notice (**March 29, 2021 from 7:30 hours onwards**). In case of rejection of request form, a notification email will be sent to the shareholder or proxy informing the reasons for rejection and requesting you to submit additional documents as may be required.

**Procedures for Using Electronic Meeting Systems (E-Meeting)**

1. Shareholders or proxies can join the E-Meeting via the Cisco Webex Meetings system and vote via Inventech Connect system (E-Voting). The user manual can be found at:

<p>Installation guide and user manual for PC / Laptop</p>  <p><a href="https://qrgo.page.link/KqnoP">https://qrgo.page.link/KqnoP</a></p>	<p>Installation guide and user manual for iOS</p>  <p><a href="https://qrgo.page.link/pgvit">https://qrgo.page.link/pgvit</a></p>
<p>Installation guide and user manual for Web Browser</p>  <p><a href="https://qrgo.page.link/iZ3ka">https://qrgo.page.link/iZ3ka</a></p>	<p>Installation guide and user manual for Android</p>  <p><a href="https://qrgo.page.link/vZ4rZ">https://qrgo.page.link/vZ4rZ</a></p>

2. Procedures for using Inventech Connect system via PC/Laptop are as follows:

Shareholders or proxies who prefer to attend the meeting via PC/Laptop, please install Cisco Webex Meetings Application in prior according to the following instructions:

<ol style="list-style-type: none"> <li>1. Go to the website: <a href="https://www.webex.com/downloads.html">https://www.webex.com/downloads.html</a> or scan this QR Code.</li> <li>2. Select download Cisco Webex Meetings by clicking the “Download for Windows”.</li> <li>3. Double click the webexapp.msi file (can be found in Folder Download) to enter the installation window.</li> <li>4. In the installation window, click “Next”.</li> <li>5. Select “I accept the terms in the license agreement” and then click “Next”.</li> <li>6. Click the “Install” button, then wait for the installation to complete and then click “Finish”.</li> <li>7. When the installation is complete, the “Cisco Webex Meetings” icon will appear on the desktop.</li> </ol>	
<p>Installation guide and user manual for Cisco Webex Meetings: <a href="https://qrgo.page.link/Cgv2B">https://qrgo.page.link/Cgv2B</a></p>	 <p>or scan QR Code</p>

- 2.1 Shareholders or proxies click the meeting registration link in the approval notification email.
- 2.2 The system will redirect to the meeting registration page. Please fill in the Username and Password received from the email, then click "Sign in."
- 2.3 If the registration is successful, the system will display the shareholder's information (at this step, the shareholder or proxy is considered successfully registered to attend the meeting. The shareholder's number of shares are counted as a quorum). Then, click "Go to the registration page to watch the live broadcast via Cisco Webex Meetings Application".
- 2.4 The system will display the "Event Information." The shareholder must fill in the information on the right side of "Join Event Now" with the following information:
  - First name of the shareholder
  - Last Name of the shareholder (In case of a proxy, \* will appear after the shareholder's registration number)
  - The same Email Address used to proceed with the E-Request.
  - In the "Event Password" field, the system has set the default value for your convenience. Do not make any changes.
  - Click "Join Now."
- 2.5 Click "Run a temporary application" to access the Cisco WebEx Meeting application.
- 2.6 Click "Join Event" (green colour) to join the meeting via Cisco WebEx Meeting Application
- 2.7 The system will display 2 operation screens; the left will show live broadcast or voting results, and the right will show the Q&A and Multimedia Viewer function with the log-in page of Inventech Connect system for E-Voting.
- 2.8 Then click the "Continue" (blue colour) on the right-hand side of the Multimedia Viewer function. Inventech Connect system will display the log-in screen to enter Inventech Connect system. For e-Voting, please fill Username and Password obtained from the request approval email to log in to Inventech Connect system. And then click "Sign in."
- 2.9 The system will display "Select Agenda" button where the shareholder or proxy can view agenda items eligible for voting by clicking "Select Agenda" (green colour) on the top left and bottom.
- 2.10 The system will display the agenda items eligible for voting with the voting status: "Pending."
- 2.11 To vote, select the agenda item that you wish to vote in. The system will show four voting options: 1. Approve (green colour) 2. Disapprove (red colour) 3. Abstain (orange colour) and 4. Do Nothing (blue colour). The shareholder or proxy is required to choose only one option. The votes may be changed until the voting is closed.  
  
If the "Do Nothing" option is selected or nothing is selected, the system will consider the votes as "Approve".

2.12 Shareholders or proxies may check the voting result of each agenda item after the voting is closed by selecting the agenda item of your interest. The system will display graphs and voting result of that agenda item.

2.13 Shareholders or proxies can submit questions via the Q&A function on the right side of the screen. Then, fill in the question on a blank field, and click “Send” or send the question using the voice function by clicking “Participants” and then click “Raise Hand” symbol and wait for the moderator to invite you up and turn on the microphone to ask the question. After asking the question, click the “Raise Hand” symbol to put your hand down.

2.14\* In case of authorization of multiple accounts, the proxy can select “User Icon” and click on the “Switch Account” button to access other accounts. Votes and shares will not be removed from the quorum.

2.15\* In case the shareholder or proxy wishes to leave the meeting, please select the “User Icon” and click “Leave Meeting.”

Remark: \* If the shareholder or proxy leaves the meeting during the course of the meeting, the system will remove the votes cast in advance from the remaining agenda items that have not yet been processed.

**3. Procedures for using Inventech Connect system via Mobile Device are as follows:**

Shareholders or proxies who prefer to attend the meeting via mobile devices, please install Cisco Webex Meetings Application in prior according to the following instructions:

<u>iOS Users</u>	<u>Android Users</u>
<ol style="list-style-type: none"><li>1. Go to App Store. </li><li>2. Go to the search icon or the “magnifying glass” symbol and type “Cisco Webex Meetings,” and click “Search”.</li><li>3. Then click the “Accept” on the right to install the Cisco Webex Meetings Application or the symbol as shown in the picture. </li><li>4. Specify a password or Touch ID to confirm application installation.</li><li>5. Please wait for the installation process to complete.</li><li>6. When the installation is complete, the “Webex Meet” icon will appear on the phone’s screen.</li></ol>	<ol style="list-style-type: none"><li>1. Go to Play Store. </li><li>2. Go to “Search for app &amp; games” and type “Cisco Webex Meetings” and click “Search”.</li><li>3. Then click the “Install” on the right to install the Cisco Webex Meetings Application or the symbol as shown in the picture. </li><li>4. Click “Accept” to confirm Application installation.</li><li>5. Please wait for the installation process to complete.</li><li>6. When the installation is complete, the “Webex Meet” icon will appear on the phone’s screen.</li></ol>

### 3.1 Screen 1: Live Broadcast by the Company via Cisco Webex Meetings Application

- 3.1.1 Shareholders or proxies **click the meeting registration link** in the approval notification email.
- 3.1.2 The system will display the registration page. Fill in the Username and Password received by email, and then click “Sign in.”
- 3.1.3 If the registration is successful, the system will display the shareholder’s information (at this step, the shareholder or proxy is considered successfully registered to attend the meeting. The shareholder’s number of shares are counted as a quorum). Then, click “Go to the registration page to watch the live broadcast via Cisco Webex Meetings Application”.
- 3.1.4 The system will display Event Information, then click “Join.”
- 3.1.5 Fill in Display Name and Email Address, then click “OK.”
- 3.1.6 Then click “Join” (green colour) to attend the meeting via Cisco WebEx Meeting Application.

*The Cisco Webex Meetings Application on a mobile device does not support Multimedia Viewer functions; users cannot watch the live broadcast and use e-Voting simultaneously. The shareholder or proxy must switch the screen to watch the live broadcast or cast vote (the condition, however, does not apply to devices with split-screen feature) following the step of item 3.2.*

### 3.2 Screen 2: Steps for Using e-Voting via Inventech Connect system

- 3.2.1 Shareholders or proxies **click the meeting registration link** in the approval notification email or the link to access E-Voting provided in the chat box within the Cisco Webex Meetings Application.
- 3.2.2 Fill in the username and password received from the approval notification email, then click “Sign in.”
- 3.2.3 The system will display “Select Agenda” button where the shareholder or proxy can view agenda items eligible for voting by clicking “Select Agenda” (green colour) on the top left and bottom.
- 3.2.4 The system will display the agenda items eligible for voting with the voting status: “Pending.”
- 3.2.5 To vote, select the agenda item that you wish to vote in. The system will show four voting options: 1. Approve (green colour) 2. Disapprove (red colour) 3. Abstain (orange colour) and 4. Do Nothing (blue colour). The shareholder or proxy is required to choose only one option. The votes may be changed until the voting is closed.  
  
If the “Do Nothing” option is selected or nothing is selected, the system will consider the votes as “Approve”.
- 3.2.6 Shareholders or proxies may check the voting result of each agenda item after the voting is closed by selecting the agenda item of your interest. The system will display graphs and voting result of that agenda item.
- 3.2.7 Shareholders or proxies can submit questions via the Q&A function by clicking the function or symbol “...” and click “Q&A,” and then click “Ask a Question.” Fill in the question on a blank field together with your first name and surname. Click “Send” or send the question using the voice function by clicking “Participants” and then click the “Raise Hand” symbol and wait for the moderator

to invite you up and turn on the microphone to ask the question. After asking the question, click the “Raise Hand” symbol to put your hand down.

3.2.8\* In case of authorization of multiple accounts, the proxy can select “User Icon” and click on the “Switch Account” button to access other accounts. Votes and shares will not be removed from the quorum.

3.2.9\* In case the shareholder or proxy wishes to leave the meeting, please select the “User Icon” and click “Leave Meeting.”

Remark: \* If the shareholder or proxy leaves the meeting during the course of the meeting, the system will remove the votes cast in advance from the remaining agenda items that have not yet been processed.

Shareholders and proxies can register to attend the E-Meeting on March 29, 2021 from 07:30 hours onwards (2 hours before the meeting begins).

To ensure the smooth operation of the Cisco Webex Meetings Application and Inventech Connect system, the Company advises the shareholder or the proxy to use the following devices and/or programs to access the system:

- Recommended internet speed should be at least 4 Mbps
- Mobile phones/tablet device with Android OS (all versions) or iOS operating system (all versions)
- Internet browser: Firefox or Chrome or Safari

How to check the operating system version

- Android: Select settings or additional settings> About phone> Software or Android version information;
- iOS: Select Settings> General> About> Version

**Remarks:**

1. Shareholders or proxies must use the username and password received from the approval notification email for meeting registration. The shares will be counted as a quorum if the registration is successful (if the shareholder does not proceed with the registration, the system will not include the shares in the quorum, and the shareholder will not be able to vote or watch the live broadcast of the meeting). If the shareholder or proxy clicks “Leave Meeting” during the course of the meeting, the system will remove the votes cast in advance from the remaining agenda items that have not yet been processed.
2. E-Request requires an email address to receive 1. a registration link and 2. username and password to attend the meeting.
3. The rights to attend the meeting and vote in the meeting are individual rights of a shareholder or proxy. A username cannot be used to log in to Inventech Connect system to attend the meeting simultaneously with other devices. Therefore, the shareholders and proxies hereby acknowledge that the username and password shall be used to attend the meeting by themselves only and shall not be shared or assigned to any other person or persons.
4. The information entered in the system must be aligned with the information as of the record date (February 8, 2021) provided by Thailand Securities Depository Co., Ltd (TSD).

**For troubleshooting, please contact the Call Centre at:**

Tel: 02-021-9121 (available from March 22–29, 2021 during 08:30 – 17:30 hours (Business days only)).

**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 in 2021)

Independent Director	Age (Years)	Positions	Address	Special Conflict of Interest* in the proposed Agenda Items
1. Mr. Cherapong Kamponpan	72	Independent Director and Member of the Audit Committee	1 Siam Cement Road, Bangsue, Bangkok 10800	No special conflict of interest in Agenda Item 1-6
2. Mr. Damri Tanshevavong	67	Independent Director		
3. Mr. Boonchue Polsingkom	72	Independent Director, Member of the Audit Committee, and Member of the Nomination, Remuneration and Corporate Governance Committee		
4. Mr. Prawit Ninsuvarnakul	78	Independent Director and Chairman of the Audit Committee		

Remark: Profiles of the Independent Directors are as shown in Attachment No.1 of the 2020 Annual Report (Form 56-1 One Report) which is publicized on the Company's website at [www.scgceramics.com](http://www.scgceramics.com).

- \* 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 item such as a special conflict of interest in the election of directors due to being a nominee for the re-election.

## Instruction for Downloading

### 2020 Annual Report (Form 56-1 One Report) by Scanning QR Code

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

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

#### For iOS System (iOS 11 and above)

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

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

#### For Android System

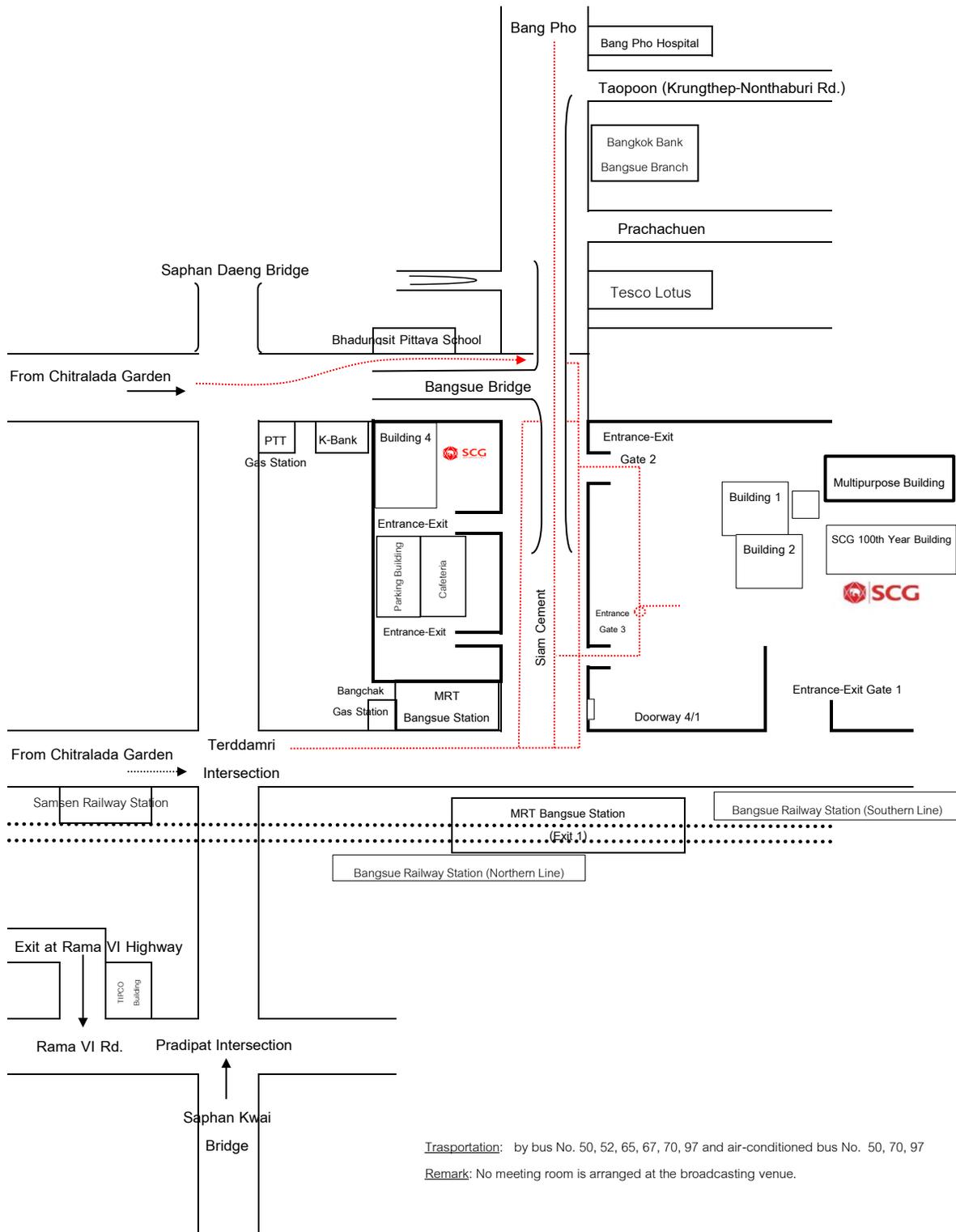
1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

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

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

Map to The Siam Cement Public Company Limited



SCG CERAMICS PUBLIC COMPANY LIMITED (Registration No. 0107561000340)

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

Tel. 02-586-333 or 02-586-5474 Fax. 02-587-2118