

# NOTICE OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

## SCG CERAMICS PUBLIC COMPANY LIMITED

Friday, March 25, 2022 at 09:30 Hours

Via Electronic Media (E-Meeting)

SCG Ceramics Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E-Meeting, and prepare identity documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

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For inquiries about E-Meeting system/technical support, please contact the call center:

Tel: 02-931-9135 (*available from March 18-25, 2022 during 08:30 – 17:30 hours on Business days only*).

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**Notice of 2022 Annual General Meeting of Shareholders**

**SCG Ceramics Public Company Limited**

<b><u>Subject</u></b>	Invitation to attend the 2022 Annual General Meeting of Shareholders
<b><u>To</u></b>	Shareholders
<b><u>Attachments</u></b>	<ol style="list-style-type: none"><li>1. 2021 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 2022</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, Vote Counting, and Announcement of Voting Results 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 the Documents Regarding 2022 Annual General Meeting of Shareholders 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 2022 Annual General Meeting of Shareholders</li><li>11. Contact Information</li></ol>

According to the 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 25, 2022, resolved that the 2022 Annual General Meeting of Shareholders shall be held **on Friday, March 25, 2022 at 09:30 hours via electronic media (E-Meeting) only**, in compliance with the Emergency Decree on Electronics B.E. 2563 (2020) and other related laws and regulations, 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 2021**

**Objectives and rationale:** The summary of the Company's operating result and major changes during 2021 is shown in 2021 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 2021 summarizing the Company's operating result and major changes during 2021 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, 2021**

**Objectives and rationale:** To be in compliance with the law, a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

**Board of Directors' opinion:** The Board requests the Meeting to consider and approve the financial statements for the year ended December 31, 2021, 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 2021 are as follows:

Consolidated Financial Statements:

Total Assets	11,521	million Baht
Total Liabilities	2,271	million Baht
Total Revenue	11,194	million Baht
Profit for the year attributable to owners of the parent	584	million Baht
Earnings per share	0.10	Baht per share

Separate Financial Statements:

Asset	11,648	million Baht
Liabilities	2,191	million Baht
Revenue	11,194	million Baht
Profit for the year attributable to owners of the parent	489	million Baht
Earnings per share	0.08	Baht per share

Details are as shown in the Financial Statements section of the Company's 2021 Annual Report (Form 56-1 One Report) submitted to the shareholders together with this Notice in Attachment No. 1.

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

**Agenda 3: To Consider and Approve the Profit Allocation for 2021 for Dividend Payment at the Rate of 0.047 Baht per Share**

**Objectives and rationale:** 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 267 million Baht, accounted for 4.5 percent of the Registered Capital.

For 2021, the Company reported a net profit for the year of 584 million Baht in consolidated financial statements with unappropriated retained earnings of 1,720 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 24,446,327 Baht to legal reserve, accounting for 5 percent of the net profit for the year 2021, and to consider and approve the profit allocation for 2021 for dividend payment at the rate of 0.047 Baht per share or approximately 280.2 million Baht, accounting for 50 percent of the consolidated net profit for the year less legal reserve, which is in accordance with the Company's dividend payment policy. The dividend payment would be derived from the profits which were subject to corporate income tax of 20 percent. 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. The following table shows the comparison of dividend payment rates between 2020 and 2021:

Details of Dividend Payment	2021	2020
1. Net Profit (million Baht)	584	420
2. Retained Earnings (million Baht)	1,720	1,306
3. Number of Shares (shares)	5,962,621,233	
4. Dividend		
- Interim Dividend (Baht/share)	-	-
- Dividend for the Year (Baht/share)	0.047	0.029
5. Total Dividend Payment (Baht)	280,243,198	172,916,016
6. Dividend Payout Ratio when compared to Net Profit in the Consolidated Financial Statements Less Legal Reserve (percent)	50	44
7. Allocation to Legal Reserve (Baht)	24,446,327	28,345,645

The said dividend distribution shall be payable to the shareholders entitled to receive dividend in accordance with the Company's Articles of Association, of record as of Monday, April 4, 2022 (The Stock Exchange of Thailand shall post the "XD" sign or the date on which the buyers of securities shall have no rights to receive dividend on Friday, April 1, 2022). The dividend shall be payable on Friday, April 22, 2022 and the receipt of such dividend shall be within 10 years.

**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**

**Objectives and rationale:** 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 2022 Annual General Meeting of Shareholders as follows:

- |                    |                    |   |
|--------------------|--------------------|---|
| (1) Mr. Boonchue   | Polsingkorn        | Director, Independent Director, and<br>Chairman of the Nomination, Remuneration and<br>Corporate Governance Committee |
| (2) Ms. Nanthasiri | Assakul            | Director  |
| (3) Mr. Cherapong  | Kamponpan          | Director, Independent Director, and<br>Member of the Audit Committee  |
| (4) Mr. Surasak    | Kraiwitthaicharoen | Director and Member of the Executive Committee  |

However, Mr. Boonchue Polsingkorn and Mr. Cherapong Kamponpan 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 13-November 15, 2021. However, there was no submission of proposal or director nomination from the shareholders.

The Nomination, Remuneration and Corporate Governance Committee 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 2022 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 2022 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 2022 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 2022 Annual General Meeting of Shareholders:

- |     |                |                    |
|-----|----------------|--------------------|
| (1) | Ms. Nanthasiri | Assakul            |
| (2) | Mr. Surasak    | Kraiwitthaicharoen |
| (3) | Mr. Kittiphong | Photaranon         |
| (4) | Mr. Teeranun   | Srihong            |

(1) Ms. Nanthasiri Assakul and (2) Mr. Surasak Kraiwitthaicharoen 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. (3) Mr. Kittiphong Photaranon and (4) Mr. Teeranun Srihong are candidates nominated as a replacement for the retiring directors. They have knowledge and experience as well as notable areas of expertise. The former ((3) Mr. Kittiphong Photaranon) has experience and expertise in ceramic business as well as business planning and strategies. The latter ((4) Mr. Teeranun Srihong) has experience and expertise in computer engineering and electronics and management of large organization. He is also 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, 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.

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; directorship/executive positions in other listed companies, and in other 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 2022

Objectives and rationale: The Audit Committee considered and selected KPMG Phoomchai Audit Ltd. ("KPMG") to be the audit firm for the Company for the year 2022 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 2022 Annual General Meeting of Shareholders consider and appoint the auditors and approve the audit fee for 2022 as follows:

1. To appoint the following auditors from KPMG Phoomchai Audit Ltd. as the auditors for SCG Ceramics Public Company Limited for the year 2022:
  - Mr. Vairoj Jindamaneepitak (Certified Public Accountant No. 3565) or
  - Mr. Charoen Phosamritlert (Certified Public Accountant No. 4068) or
  - Ms. Pornthip Rimdusit (Certified Public Accountant No. 5565)

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

Mr. Vairoj Jindamaneepitak and Mr. Charoen Phosamritlert were appointed as the Company's auditors during 2018–2021 for four consecutive years and Ms. Pornthip Rimdusit is nominated as the Company's auditor for the first time this year. 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 2022 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 2022 of 1,902,000 Baht (an increase of 29,000 Baht from 2021) and the audit fee for the consolidated financial statements of the Company and its Subsidiary for 2022 of 166,000 Baht (an increase of 4,000 Baht from 2021) totalling 2,068,000 Baht (an increase of 33,000 Baht from 2021) as follows:

Unit:Baht

Items	2022	2021	Variance	Percentage Increase
1. Separate Financial Statements				
- Financial Statements for the year	1,333,000	1,312,000	21,000	1.6
- Quarterly Reviews	569,000	561,000	8,000	1.4
<b>Audit Fee for Separate Financial Statements</b>	<b>1,902,000</b>	<b>1,873,000</b>	<b>29,000</b>	<b>1.5</b>
2. Consolidated Financial Statements (from having SSC as a subsidiary)				
- Financial Statements for the year	109,000	108,000	1,000	0.9
- Quarterly Reviews	57,000	54,000	3,000	5.6
<b>Audit Fee for Consolidated Financial Statements</b>	<b>166,000</b>	<b>162,000</b>	<b>4,000</b>	<b>2.5</b>
<b>Total</b>	<b>2,068,000</b>	<b>2,035,000</b>	<b>33,000</b>	<b>1.6</b>

- Remark:
1. The above proposed audit fee is for audit service only and does not include the non-audit service, the same as the year 2021.
  2. For the fiscal year ended December 31, 2021, the Company and its Subsidiary have no non-audit fee from KPMG Phoomchai Audit Limited.
  3. The non-audit fee for 2022 (if any) will be considered based on the type and amount of work done by KPMG Phoomchai Audit Limited.
3. To acknowledge SSC's audit fee for 2022 of 347,000 Baht (an increase of 10,000 Baht from 2021) to be paid by SSC.

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



## Agenda 6: To Consider and Approve the Remuneration of the Board of Directors and the Sub-committees for 2022

**Objectives and rationale:** 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 2021 Annual General Meeting of Shareholders on March 29, 2021 resolved to approve the maintenance of the remuneration of the Board of Directors and the Sub-committees for 2021 at the same rates as 2020, effective from April 1, 2021 onwards until the Shareholders Meeting resolves otherwise, as the following details:

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

1. **Monthly Remuneration** (no attendance fees provided)
  - Chairman (1 person): entitled to receive remuneration at the rate of 45,000 Baht/month
  - Members (11 persons): entitled to receive remuneration each at the rate of 30,000 Baht/month
2. **Bonus**

The Board of Directors would receive a bonus of not exceeding 1 percent of the dividend distributed to shareholders where the allocation of which shall be determined by the Board of Directors themselves.
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 2021, 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 2022 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 2021 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 2022 which are the same criteria and rates as approved by the 2021 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 2021, totalling 7,252,632.27 Baht in conformance with the criteria approved by the 2021 Annual General Meeting of Shareholders. The details can be found in the 2021 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 2022 according to the criteria and rates as approved by the 2021 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 2021 as per details above. Subject to the approval of the 2022 Annual General Meeting of Shareholders upon the aforementioned proposals, the remuneration of the Board of Directors and the Sub-committees for 2022 would be the same rates as 2021 (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, 2022 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 2021 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”, which is provided herewith in Attachment No. 1.

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

#### **Agenda 7: To Consider and Approve the Company’s Business Restructuring**

**Preamble:** The Company intends to implement business restructuring to facilitate the Company’s Service Solution Business through partial business transfer (PBT), by transferring Energy Business and Incubation Business (“**Business to be transferred**”) to Susunn Smart Solution Company Limited (“**Transferee Company**”), a new company to be established whose shares will be 100 percent owned by the Company. This business restructuring will enhance efficiency and increase operational flexibility, reduce operating costs, as well as support future business growth and cooperation with business partners.

The value of the assets of the businesses to be transferred will be at the market price in accordance with the conditions under Section 65 bis (4) of the Revenue Code. The estimated market valuation will be provided by an independent third-party valuator using the Discounted Cash Flow Method (DCF) (the enterprise value for the business transfer using the Discounted Cash Flow Method as of September 30, 2021 is 28 million Baht).

The process of partial business transfer will be in accordance with the terms and conditions under the relevant law as of the date of business transfer, which will be on April 1, 2022.

In this regard, the above business transfer is a transaction between a listed company and a subsidiary which is wholly owned by the listed company. Therefore, it is a transaction that is exempted from the rules on connected transactions as defined in Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions B.E. 2546. Moreover, since it is a transfer of assets for restructuring between the Company and its Subsidiary, it is not considered an asset acquisition transaction that must comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 as well.

However, this transfer of business is considered to be a sale or transfer of the whole or substantial part of the business to another person under Section 107 (2)(a) of the Public Company Limited Act B.E. 2535 (including any amendments thereto) (“Public Company Limited Act”) together with the Company’s Articles of Association Article 39 (2)(b), therefore, the Company must arrange a shareholders’ meeting to consider and approve the transfer of the businesses, which must be approved by the shareholders’ meeting of the Company with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders’ equity.

In addition, in order to complete the transfer of the businesses to the Transferee Company, the Company will delegate powers to the Board of Directors or a director authorized to act on behalf of the Company or a person assigned by the Board of Directors to have the authority to determine and/or change, amend the details and conditions related to the above business transfer, such as prices, and methods of compensation payment, as well as entering into negotiations, making agreements and signing relevant documents and contracts and any actions necessary and reasonable including dealing with government agencies or related agencies until completion.

**Objectives and rationale:** The Board of Directors agrees to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the Company's business restructuring by transferring the Energy Business and Incubation Business to Susunn Smart Solution Company Limited, a wholly owned subsidiary of the Company, including but not limited to assets, liabilities, contracts, licenses, rights, duties and all liabilities related to the above businesses of the Company that can be transferred under relevant law which is considered to be the sale or transfer of the whole or substantial part of the business to another person under Section 107 (2)(a) of the Public Company Limited Act together with the Company's Articles of Association Article 39 (2)(b), including delegation of powers to the Board of Directors or a director authorized to act on behalf of the Company or the person assigned by the Board of Directors to take any action necessary and relevant to Company's business restructuring as proposed.

**Vote required:** Not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

All shareholders are cordially invited to attend the 2022 Annual General Meeting of Shareholders via electronic media (E-Meeting) on Friday, March 25, 2022 at 09:30 hours. (The Company has not arranged any meeting room.)\* The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from Friday, March 18, 2022 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 meeting day (March 25, 2022) beginning from 07:30 hours until the meeting is adjourned.

Proceed with the E-Request at <https://app.inventech.co.th/COTTO144520R>



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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) and execute only one of the aforementioned forms. 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 Thursday, March 24, 2022. 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, vote counting, and announcement of voting results 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. You can appoint the Company's independent directors to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item (please use Proxy Form B). The names of the independent directors not due to retire by rotation at the 2022 Annual General Meeting of Shareholders are as follows:

- |                     |               |
|---------------------|---------------|
| (1) Mr. Prawit      | Ninsuvarnakul |
| (2) Mr. Lucksananoi | Punkrasamee   |
| (3) Mr. Damri       | Tanshevavong  |
| (4) Mr. Arnut       | Changtrakul   |

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 within Thursday, March 24, 2022 via the provided channels (please use the Advance Question Submission Form for 2022 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 2022 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 14, 2022  
By Order of the Board of Directors

- Signed by -

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

Remarks:

1. \*The meeting control system for the Annual General Meeting of Shareholders' live broadcasting will be at The Siam Cement Public Company Limited, Multipurpose Building, 1 Siam Cement Road, Bangsue, Bangsue, Bangkok.
2. The Company has sent the Notification of Meeting containing the required information for the submission of Meeting Attendance Request Form (E-Request) together with the Notice to the shareholders via post.
3. 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, Bangsue, Bangkok 10800 ( please specify on the envelope "for 2022 Annual General Meeting of Shareholders of SCG Ceramics Company Limited ("COTTO)")" or fax to 02-586-3007, with the complete contact information.

4. E-Request requires an email address to receive 1. a registration link and 2. username and password to attend the meeting.
5. 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.
6. The shareholders can download the 2021 Annual Report (Form 56-1 One Report) from the Company's website at [www.scgceramics.com](http://www.scgceramics.com).
7. 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 E-Meeting system/technical support, please contact:**

Call Center Tel: 02-931-9135 (*available from March 18–25, 2022 during 08:30 – 17:30 hours on Business days only*).



Line@ : @inventechconnect



**For inquiries about the meeting agenda, please contact:**

Ms. Karnjane Tamsuk                      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)

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

**Ms. Nanthasiri Assakul**

50 years old, Thai

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**Position**

- Director

**Date of Appointment**

- November 19, 1999 (*former director of Thai-German Ceramics Industry Public Company Limited*)  
*[period of service as of the date of the 2022 Annual General Meeting of Shareholders: 22 years and 4 months]*

**Education/Training**

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

**Director Training**

Thai Institute of Directors Association

- 2005 Director Accreditation Program (DAP) 38/2005
- 2005 Finance for Non-Finance Directors Program (FND) 21/2005

**Directorship/Executive Positions in Other Listed Companies on the Stock Exchange of Thailand**

None

**Directorship/Executive Positions in Other Companies/Other Businesses (1)**

- Director, Khomapastra Co., Ltd.

**Directorship/Executive Positions in Companies That May Be Considered to Operate Businesses Which Have the Same Nature as or Are in Competition with the Business of the Company**

None

**Experience**

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

**Meeting Attendance**

- Board of Directors: 6/6 meetings (100 percent)
- Annual General Meeting of Shareholders: 1/1 meeting (100 percent)

Ownership of the Company's Ordinary Shares (as at December 31, 2021)

- 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. Surasak Kraiwitthaicharoen

64 years old, Thai

Authorized Director

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### Positions

- Director
- Member of the Executive Committee

### Date of Appointment

- March 22, 2011 (*former director of Thai-German Ceramics Industry Public Company Limited*)  
*[period of service as of the date of the 2022 Annual General Meeting of Shareholders: 11 years]*

### Education/Training

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

### Director Training

Thai Institute of Directors Association

- 2016 Director Certification Program (DCP) 220/2016

### Directorship/Executive Positions in Other Listed Companies on the Stock Exchange of Thailand

None

### Directorship/Executive Positions in Other Companies/Other Businesses

None

### Directorship/Executive Positions in Companies That May Be Considered to Operate Businesses Which Have the Same Nature as or Are in Competition with the Business of the Company

None

### Experience

- 2002-2006 Managing Director, Cementhai Retail Company Limited  
(Currently known as SCG Sourcing Company Limited)
- 2006-2012 Managing Director, Mariwasa Siam Holding, Inc. the Philippines
- 2006-2019 Director, Mariwasa Siam Holding, Inc. the Philippines
- 2011-2017 Managing Director, Thai-German Ceramic Industry Public Company Limited
- 2011-2020 Commissioner, PT KERAMIKA INDONESIA ASSOSIASI Tbk.\*
- 2018-2018 Director, Thai-German Ceramic Industry Public Company Limited
- 2018-2018 Managing Director, SCG Ceramics Public Company Limited
- 2019-2019 Head of Ceramic Business, SCG Cement-Building Materials Company Limited
- 2019-2020 Commissioner PT KOKOH INTI AREBAMA Tbk.\*

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\* Listed company in Indonesia

### Meeting Attendance

- Board of Directors 6/6 meetings (100 percent)
- Executive Committee 6/6 meetings (100 percent)
- Annual General Meeting of Shareholders: 1/1 meeting (100 percent)

### Ownership of the Company's Ordinary Shares (as at December 31, 2021)

- Owned directly: 27 shares (0.0000005 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. Kittiphong Photaranon

49 years old, Thai

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#### Education/Training

- Master of Engineering (Industrial Engineering), Chulalongkorn University
- Bachelor of Engineering (Electrical Engineering), Chiang Mai University
- Executive Development Program
- Marketing Excellence and Leadership
- Logistics: Strategy & Management

#### Director Training

None

#### Directorship/Executive Positions in Other Listed Companies on the Stock Exchange of Thailand

None

#### Directorship/Executive Positions in Other Companies/Other Businesses (4)

- Managing Director, Siam Sanitary Ware Company Limited
- Managing Director, Siam Sanitary Fittings Company Limited
- Managing Director, Siam Sanitary Ware Industry Company Limited
- Managing Director, Siam Sanitary Ware Industry (Nongkae) Company Limited

#### Directorship/Executive Positions in Companies That May Be Considered to Operate Businesses Which Have the Same Nature as or Are in Competition with the Business of the Company

None

#### Experience

- Managing Director, Gemago Company Limited
- Managing Director, Thai Ceramic Company Limited
- Management Executive, SCG Building Materials Company Limited
- Business Development and Supply Chain Director, SCG Building Materials Company Limited
- Granite Tiles Plant Manager, Thai Ceramic Company Limited
- Technology Management Manager, Thai Ceramic Company Limited
- Engineer, Maintenance and Engineering Division, The Siam Refractory Industry Company Limited
- Engineer, Domestic Sales Division, Marketing Department, The Siam Refractory Industry Company Limited

#### Ownership of the Company's Ordinary Shares (as at December 31, 2021)

- 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. Teeranun Srihong

55 years old, Thai

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#### Education/Training

- Advanced Management Program (AMP 189) Harvard Business School, Boston, USA
- Master of Business Administration, University of Michigan, Ann Arbor, USA
- Bachelor of Engineering (Computer), Chulalongkorn University
- The Joint State - Private Sector Course, Thailand National Defence College
- Thailand Sustainable Banking 2018 Course, Bank of Thailand
- 2020 Cybersecurity and privacy for BOD, Personal Data Protection Act, Economic and Sectoral Outlook: A High-Frequency Data Perspective, TMB Bank Public Company Limited
- Thailand Insurance Leadership Program, Class 9, Office of Insurance Admission
- Senior Executive Program Certificate, Capital Market Academy
- Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy

#### Director Training

Thai Institute of Directors Association

- Director Accreditation Program
- Director Certification Program

#### Directorship/Executive Positions in Other Listed Companies on the Stock Exchange of Thailand (2)

- Since 2019 Independent Director, S&P Syndicate Public Company Limited
- Since 2019 Independent Director, Chairman of the IT Oversight Committee, Member of the Nomination, Remuneration and Corporate Governance Committee, and Member of the Risk Oversight Committee, TMBThanachart Bank Public Company Limited

#### Directorship/Executive Positions in Other Companies/Other Businesses (9)

- Since 2017 Director and Managing Director, Celar Consulting Company Limited
- Since 2017 Qualified Director (Economic), The National Digital Economy and Society Commission
- Since 2017 Chairman of the Board of Commissioners, Digital Economy Promotion Agency
- Since 2018 Chairman, Thailand Management Association
- Since 2018 Director, Arcel Capital Company Limited
- Since 2019 Qualified Director, Sub-Committee of the National Committee on Competitive Advantage
- Since 2019 Qualified Director and Chairman of the Sub-Committee of Risk Management, Government Pension Fund
- Since 2020 Qualified Director, (Representative of Entrepreneur in Private Business), Committee for The Protection of Credit Information
- Since 2020 Qualified Director (Electronic Transactions or Computer Science), Supervision Committee, Electronic Transactions Development Agency, Ministry of Digital Economy and Society

### Other Key Positions (3)

- Since 2017 Advisor, Sansiri Public Company Limited
- Since 2019 Director, Startup Investment Committee, Bangchak Corporation Public Company Limited
- Since 2020 Advisor, REX Company Limited

### Directorship/Executive Positions in Companies That May Be Considered to Operate Businesses Which Have the Same Nature as or Are in Competition with the Business of the Company

None

### Experience

- Director, Committee of Policy Implementation to Use Big Data, Data Center, and Cloud Computing
- Chairman, Thai Ackro Exchange Company Limited
- Director, The Mall Group Company Limited
- Director, The Mall Shopping Complex Company Limited
- Director, BKT Holdings Company Limited
- Director, Northern Railway Park Company Limited
- Director, Committee of Mobilizing Reform According to the Thailand 4.0 Development Agenda
- Chairman of the Risk Oversight Committee, Thanachart Capital Public Company Limited
- Director of the Risk Management Committee, Thanachart Capital Public Company Limited
- Director, Advance Power Conversion Company Limited
- Chairman, Sub-Committee on Digital Strategy for Capital Market, The Securities and Exchange Commission (SEC)
- Director and Member of the Executive Committee, Thanachart Insurance Public Company Limited
- Advisor, The Securities and Exchange Commission, Thailand (SEC)
- Director and Member of the Executive Committee, Enter Solution Company Limited
- Advisor, Bangchak Corporation Public Company Limited
- Vice Chairman, Thailand Management Association
- Chairman, Kasikorn Business - Technology Group Company Limited
- Director, Beacon Venture Capital Company Limited
- Director and Managing Director, Kasikornbank Public Company Limited
- Director, Muang Thai Group Holding Company Limited
- Chairman, Kasikorn Leasing Company Limited
- Chairman, Kasikorn Securities Company Limited
- Independent Director, Chairman of the IT Oversight Committee, Member of the Nomination, Remuneration and Corporate Governance Committee, and Member of the Risk Oversight Committee, Thanachart Bank Public Company Limited
- Independent Director, Member of the Audit Committee, Chairman of the Remuneration Committee and Chairman of the New Business Development Committee, Thaicom Public Company Limited
- Executive Director, Phuket Deep Sea Port Company Limited

**Ownership of the Company's Ordinary Shares (as at December 31, 2021)**

- 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. Ms. Nanthasiri Assakul	-	-
2. Mr. Surasak Kraiwitthaicharoen	27	0.0000005
3. Mr. Kittiphong Photaranon	-	-
4. Mr. Teeranun Srihong	-	-

## 3. Directorship/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. Ms. Nanthasiri Assakul	None	-	1	None
2. Mr. Surasak Kraiwitthaicharoen	None	-	None	None
3. Mr. Kittiphong Photaranon	None	-	4	None
4. Mr. Teeranun Srihong	2	<ul style="list-style-type: none"> <li>● Independent Director, S&amp;P Syndicate Public Company Limited</li> <li>● Independent Director, Chairman of the IT Oversight Committee, Member of the Nomination, Remuneration and Corporate Governance Committee and Member of the Risk Oversight Committee, TMBThanachart Bank Public Company Limited</li> </ul>	9	None

#### 4. Nature of Relationships of the Nominated Candidates Qualified for Independent Directorships

Nature of Relationships	Names of Nominated Candidates Qualified for Independent Directorships (1 Person)
	Mr. Teeranun Srihong
Ownership of the Company's shares Number of ordinary shares	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
Having any of the following nature of relationship to the Company, Parent Company, Subsidiary, Associate Company, or juristic persons which may have conflict of interest either at present or during the past two years - Being an executive director, staff, employee, or advisor who receives salary. - Being a professional service provider (such as auditor or legal consultant). - Having material business relationship in such a way that may affect their independency (such as purchase or selling of raw materials, products, services, lending or borrowing) – specify transaction size (if any).	No No None

#### 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 2022(From KPMG Phoomchai Audit Ltd.)

Mr. Vairoj Jindamaneepitak	<p><b>Certified Public Accountant No. 3565 and SEC Approved Auditor in Capital Market</b></p>
Education	<ul style="list-style-type: none"> <li>- Master of Science in Accounting, Thammasart University</li> <li>- Bachelor of Accountancy, Chulalongkorn University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Provision of audit services for several kinds of industries such as energy, petrochemicals, manufacturing and trading as well as experience in working with international clients.</li> <li>- Professional experience since 1984</li> </ul>
Mr. Charoen Phosamritlert	<p><b>Certified Public Accountant No. 4068</b></p>
Education	<ul style="list-style-type: none"> <li>- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor of Accounting, Bangkok University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Provision of audit and consultant services for several kinds of businesses as well as international companies and companies listed on the Stock Exchange of Thailand</li> <li>- Professional experience since 1988</li> </ul>
Ms. Pornthip Rimdusit	<p><b>Certified Public Accountant No. 5565</b></p>
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor of Accountancy, Kasetsart University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Provision of audit services for several kinds of industries such as pulp and paper, petrochemicals, leasing and trading as well as experience in working with international clients.</li> <li>- Professional experience since 1996</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, Vote Counting, and Announcement of Voting Results for Meeting via Electronic Media (E-Meeting)

Shareholders or proxies wishing to attend the meeting via electronic media (E-Meeting) must submit the meeting attendance request form (E-Request) by following all the procedures specified in Attachment No. 5 and No. 6. In case the submitted documents are incomplete, incorrect, or not complying with the requirements stated herein, the Company reserves the right to reject the registration.

**1. Documents required to Attend the E-Meeting**

Shareholders or proxies must prepare and submit all the required documents together with the Meeting Attendance Request Form (E-Request) as specified in this Attachment No. 5.

Natural Person

**1. Self-attending via electronic media (E-Meeting)**

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

**2. Proxy**

2.1 Completed Proxy Form (select either Form A or Form B), signed by the shareholder and the proxy.

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

Juristic Person

**1. Attendance by authorized person of a juristic person shareholder via electronic media (E-Meeting)**

1.1 Certified true copy of identification card, governmental identification card, 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 e-Meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.

## 2. Proxy

- 2.1 Completed Proxy Form (select either Form A or Form B), signed by the authorized person of the juristic person shareholder and the proxy.
- 2.2 Certified true copy of identification card, governmental identification card, driving license, or passport (for foreign shareholders) of the authorized person of the juristic person shareholder. 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, governmental identification card, 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 as a depositary and administrator of shares

- 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) Custodian 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).

The Office of the Securities and Exchange Commission has stipulated the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564, Criteria for the Proxy Solicitation to Attend the Meeting and Vote on the Shareholders' Behalf, dated December 29, 2021, effective from January 16, 2022. For more detailed information, please kindly download the notification from [www.sec.or.th](http://www.sec.or.th).

Shareholders who could not attend the E-Meeting by themselves may appoint a proxy according to the following procedures:

1. Complete either the Proxy Form attached herewith or other Proxy Forms mentioned above. For shareholders who are not Custodian shall either use 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 the 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 the 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 Thursday, March 24, 2022, so that the Company can review the documents prior to the meeting.
7. In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting.

<b>3. Submission of Meeting Attendance Request Form</b>
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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 Friday, March 18, 2022 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 (Friday, March 25, 2022) beginning from 07:30 hours.



Proceed with the E-Request at: <https://app.inventech.co.th/COTTO144520R>



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 Procedures, Vote Counting, and Announcement of Voting Results

##### Voting Criteria

##### **General Matters:**

1. The shareholders' Meeting will be conducted via electronic media (E-Meeting). Voting in each agenda item shall be made via the Inventech Connect system, where one share shall equal one vote. A shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian).
2. In case of proxy
  - 2.1 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded accordingly. The proxy will not be required to vote during the meeting.
  - 2.2 In case the shareholder does not specify the determination, or the determination is unclear in any agenda item, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he 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 Procedures in each Agenda Item

- (1) The Chairman of the Meeting shall request the shareholders to consider and vote in each agenda item by asking the shareholders or proxies to vote via Inventech Connect system and providing one minute for voting in each agenda item. For the election of directors, one minute for voting of each director individually will be provided.
- (2) For the voting of each agenda item, the system will show four options: 1. Approve (green button) 2. Disapprove (red button) 3. Abstain (orange button) and 4. Cancel latest vote\* (blue button). A 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 on the Proxy Form).

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

The votes may be changed until the voting in such agenda item is closed.

### Resolutions of the Meeting

- (1) In general case, the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and eligible to vote. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
- (2) In other case which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda item.
- (3) A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution.

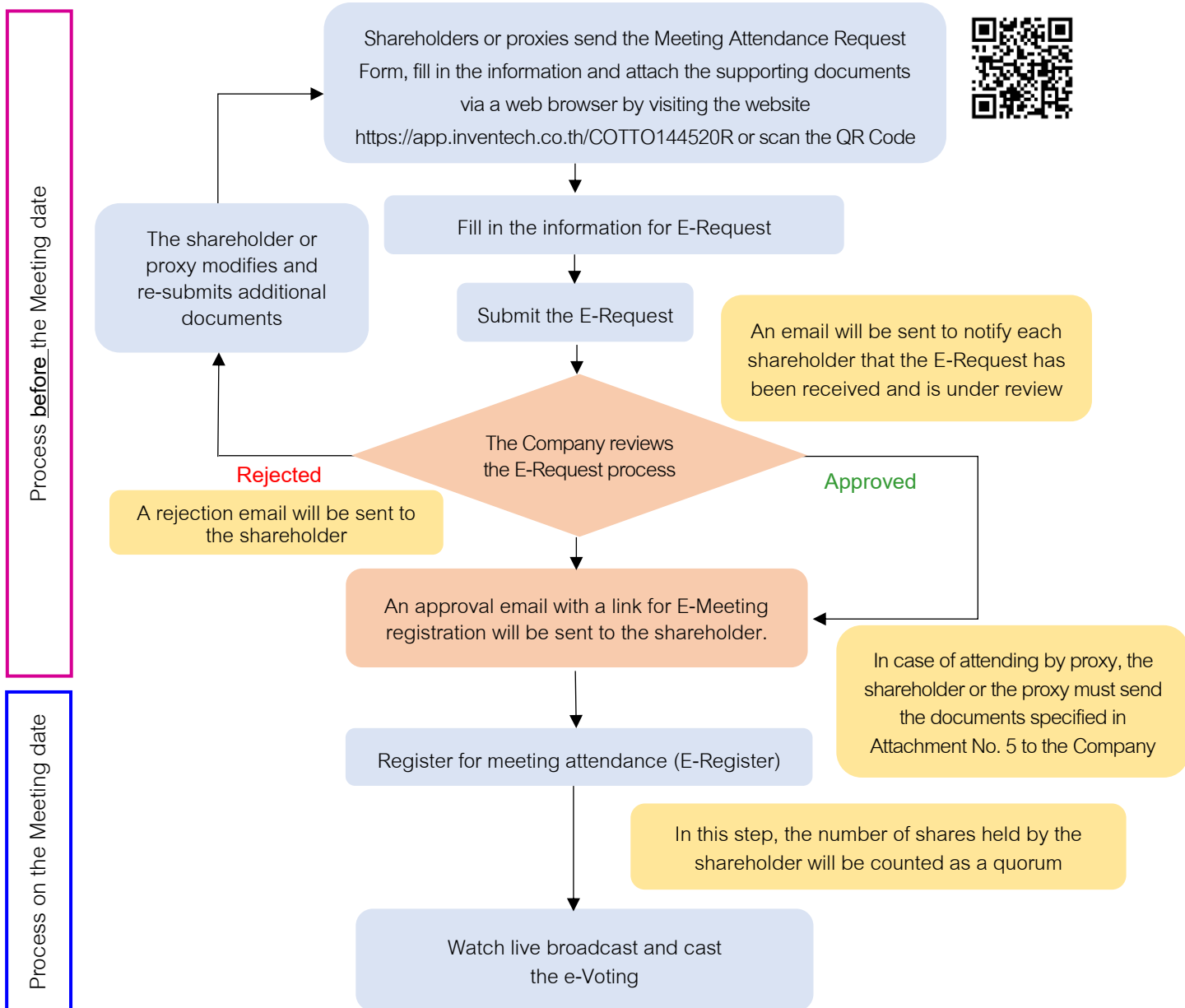
### Vote Counting and Announcement of Voting Results

The Chairman of the Meeting or the person assigned by the Chairman of the Meeting shall explain to the Meeting about the vote counting procedures prior to the commencement of the agenda item. When the Chairman announced the voting closed, the system will count the votes of shareholders in each agenda item. The voting results of all agenda items shall be announced to the Meeting before the meeting is adjourned.

The Company holds the 2022 Annual General Meeting of Shareholders via electronic media (E-Meeting) whereby the votes are cast via Inventech Connect system instead of the physical ballots. Hence, there will not be cases regarded as invalid ballots.

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

**Flowchart for E-Meeting Registration and Attendance**



**Remark** Operation of the electronic conference system and Inventech Connect system relies on the supported internet system of the shareholders or proxies as well as devices and/or their programs. Please consider using the following devices and/or programs:

**1. Recommended Internet speed**

- High-Definition Video: should have internet speed of 2.5 Mbps (Recommended internet speed).
- High Quality Video: should have internet speed of 1.0 Mbps.
- Standard Quality Video: should have internet speed of 0.5 Mbps.

**2. Supported devices**

- Smartphone/Tablet with iOS or android OS.
- PC/Laptop with Windows or Mac OS.

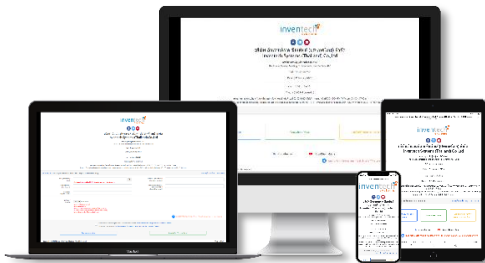
**3. Web browser: Firefox or Chrome (Recommended browser) or Safari**

## Guidelines for Attending Electronic Meeting by Inventech Connect

For shareholders or proxies wishing to attend the electronic meeting, please proceed according to the procedures for submitting the E-Request form before attending the meeting via electronic media as follows:

### Steps for Submitting the Meeting Attendance Request Form via Electronic Media before the Meeting

1. Submit the E-Request form, fill in the information and attach the supporting documents via a web browser by visiting <https://app.inventech.co.th/COTTO144520R> or scan this QR Code to sign in, and follow the steps below:



- 1) Click the URL link or scan the QR Code in the Notice of the Annual General Meeting of Shareholders.
- 2) Shareholders select the options to file the E-Request form.
- 3) Fill in the information specified in the registration form and attach the supporting documents stated in the system.
- 4)  to accept the terms and conditions for meeting attendance via Inventech Connect.
- 5) Click “Request” button.
- 6) Please wait for an email informing you of the meeting details and Username & Password.

**\*\* 1 email account per 1 shareholder ID\*\***

2. For Shareholders who would like to attend the Meeting through electronic means either by yourself or by authorizing a proxy who is not the Company’s director, please note that the electronic registration system will be available for submitting the e-request form prior to the meeting date from **Friday, March 18, 2022, at 08:30 hours** until the meeting is adjourned.
3. On the meeting date, the electronic conference system will be accessible on **Friday, March 25, 2022, at 07:30 hours (2 hours before the meeting begins)**. Shareholders or proxies shall use the provided Username and Password and follow the user manual to access the system.

### Appointing an Independent Director as a Proxy

Should the shareholder wish to appoint an independent director of the Company as a proxy, please follow the procedures specified in Attachment No. 5 and send the Proxy Form together with the supporting documents to reach the Company by **Thursday, March 24, 2022**.

Should there be any problems, please contact Inventech Call Center

Tel: 02-931-9135

Line@: @inventechconnect

The service will be available on March 18-25, 2022, at 08.30 – 17.30 hours.

(Only on working days, excluding public holidays and holidays)



Report a problem

## Installation Guide for Webex Meetings

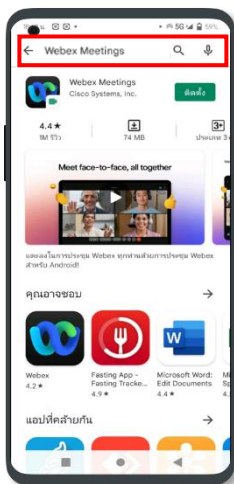
### 1. For iOS Operating System



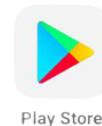
- 1) Go to **App Store** Application.
- 2) Search for **Webex Meetings**.
- 3) Press “**GET**” to install the application.
- 4) Please **wait** until the application download is complete.
- 5) Once the installation is **complete**, the application icon will appear on the screen.



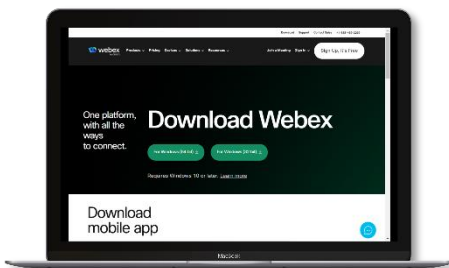
### 2. For Android Operating System



- 1) Go to **Play Store** Application.
- 2) Search for **Webex Meetings**.
- 3) Press “**INSTALL**” to install the application.
- 4) Please **wait** until the application download is complete.
- 5) Once the installation is **complete**, the application icon will appear on the screen.



### 3. For Windows Operating System



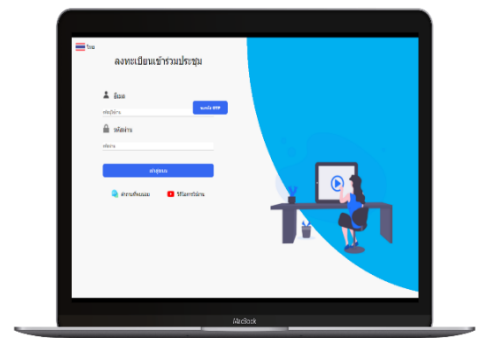
- 1) Go to the website <https://www.webex.com/downloads.html>
- 2) Click “**For Windows (64 bit)**” or “**For Windows (32 bit)**”, depending on the operating system of your computer.
- 3) Click the downloaded file “**webex.msi**” to install Webex Meetings.
- 4) Click “**Next**” to install the program.
- 5) Please **wait** until the download is complete.
- 6) Click “**Finish**” once the installation is complete.
- 7) Click “**Agree**” to accept the terms and conditions of the license agreement.
- 8) Enter “**your email**” and click “**Next**” to access the program.

### Steps for Meeting Attendance Registration (e-Register)

1. Click the registration URL link from the approval email.
2. Enter the **Username and Password** that you received from your email or request OTP to login.
3. Click **“REGISTER”**. The number of votes of this username will be counted as a quorum.
4. Click **“Live broadcast”**.

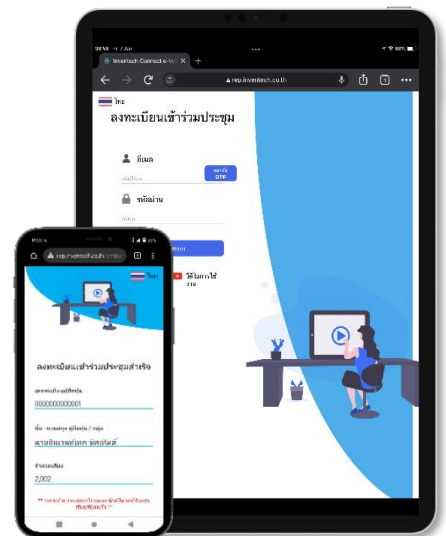
**Via PC/Laptop:** Please fill in the details to register for live broadcast watching via the Webex Meetings application as follows:

- 1) Enter the same email address you submitted in the E-Request form in the Email Address field.
- 2) Click **“Join Now”**.
- 3) Click **“Run a temporary application”**.
- 4) Click the downloaded file.
- 5) Click **“Join Event”** to attend the meeting.




**Via Mobile/iPad :** Please fill in the details to register for live broadcast watching via the Webex Meetings application as follows:

- 1) Press **“Join”** button  
In case the shareholder never uses Webex Meetings before, press **“ACCEPT”** (Android OS) or **“I Accept”** (iOS).
- 2) Enter your name in the Name box and enter the same email address you submitted in the E-Request form in the Email Address box.
- 3) Press **“Accept”** to accept access for application.
- 4) Press **“Join”** to attend the meeting.






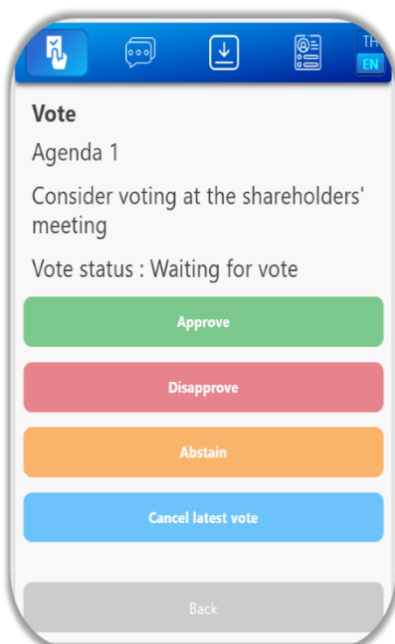
## E-Voting Procedures

### Via PC/Laptop

- 1) Click “Continue” on the “Multimedia Viewer” menu.
- 2) Enter the same **Username and Password** you received from your email or request OTP to login.
- 3) Click “Login”.
- 4) Click on the “Voting” menu or the  icon.
- 5) Select the agenda item that you wish to vote.
- 6) Click on the voting button of your determination.
- 7) The system will display the status of your latest vote determination.

### Via Mobile/iPad

- 1) Press the “Participants” menu or the  icon.
- 2) Press the “Chat” menu and choose the message from Inventech Connect (for Android) or press the “Chat” menu or the  icon (for iOS).
- 3) Press the link for registration and voting.
- 4) Then press “Continue”.
- 5) Enter the same **Username and Password** you received from your email or request OTP to login.
- 6) Press “Login”.
- 7) Press the “Voting” menu or the  icon.
- 8) Select the agenda item that you wish to vote.
- 9) Press the voting button of your determination.
- 10) The system will display the status your latest vote determination.



To cancel your latest vote, please click the button

**Cancel latest vote**

(This means that if the “Cancel latest vote” option is selected or nothing is selected, the system will consider the votes as “Approve”.)

You can change your voting until the voting system is closed for that agenda item.

Steps to ask questions via Inventech Connect Systems

Click on the "Ask a question" menu or the



icon.

Sending questions via messages

1) Select the agenda item that you wish to ask a question.

2) Type the question and then click "Send".



Asking questions via video or voice

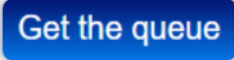
1) Select the agenda item that you wish to ask a question.

2) Click on the "Get queue ask the question via video" button or the icon.



3) Enter the name you use on Webex.

4) Click "Get the queue" or the



icon.

5) Please wait for the signal from the staff to ask questions in the Chat channel.

Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual for E-Request



Installation Guide for Webex Meetings



User Manual for Inventech Connect Systems

\*Usage Note

For a proxy appointed by multiple shareholders

The proxy can click on the "Switch Account" button to vote. Votes from the previous account will still be counted as a quorum.

In case you wish to leave the meeting

Click "Leave Meeting". The system will remove the votes of shareholders/proxies from the remaining agenda items that have not yet been voted at the Meeting.



**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 2022)

Independent Director	Age (Years)	Positions	Address	Special Conflict of Interest* in the proposed Agenda Items
1. Mr. Prawit Ninsuvarnnakul	79	Independent Director and Chairman of the Audit Committee	1 Siam Cement Road, Bangsue, Bangkok 10800	No special conflict of interest in Agenda Item 1-7
2. Mr. Lucksananoi Punkrasamee	69	Independent Director and Member of the Audit Committee		
3. Mr. Damri Tanshevavong	68	Independent Director and Member of the Nomination, Remuneration and Corporate Governance Committee		
4. Mr. Amut Changtrakul	61	Independent Director		

Remark: Profiles of the Independent Directors are as shown in Attachment No.1 of the 2021 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  
the Documents Regarding 2022 Annual General Meeting of Shareholders  
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**

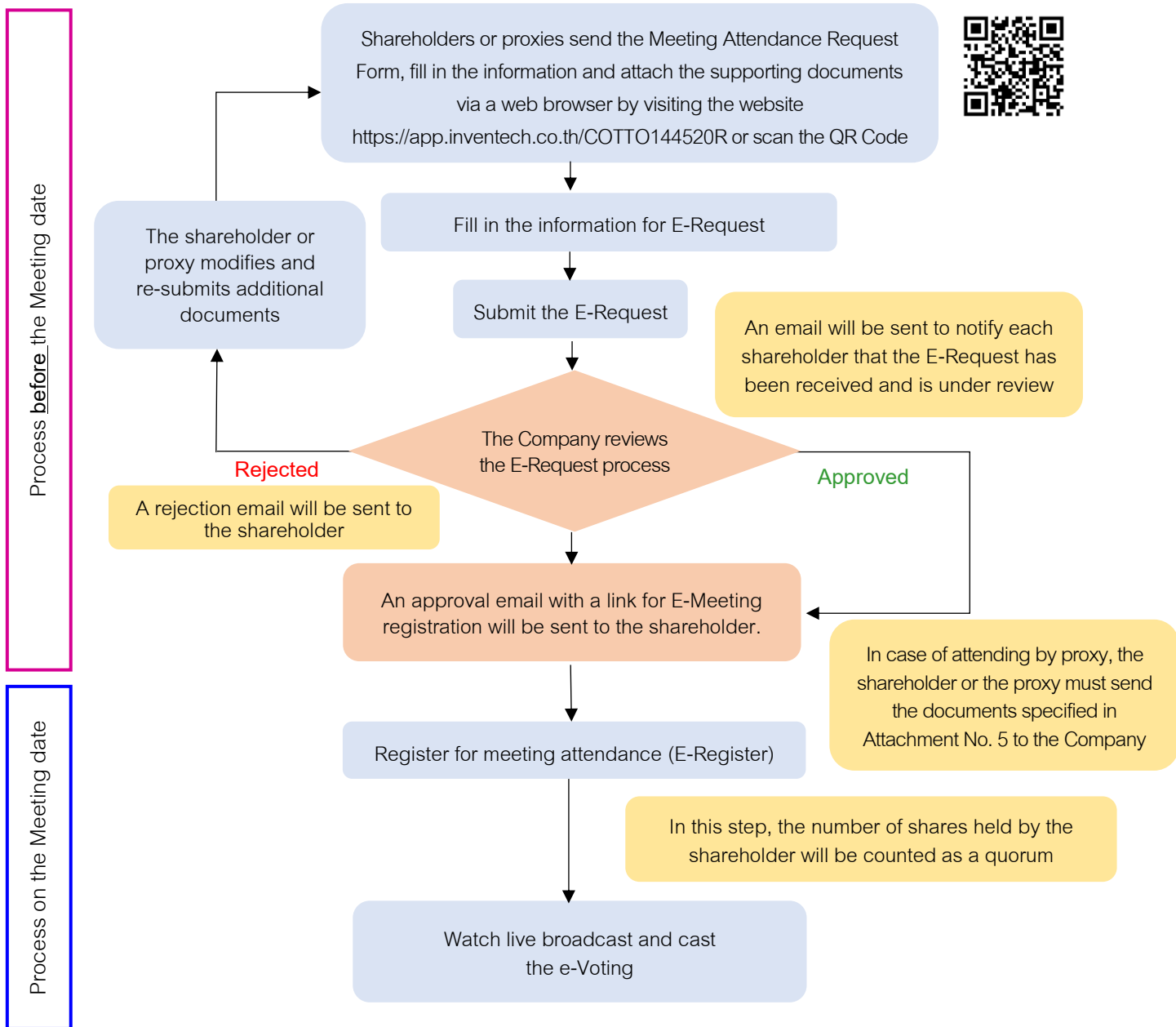
1. Open applications such as QR CODE READER, Facebook or Line.

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.

## Flowchart for E-Meeting Registration and Attendance



For inquiries about E-Meeting system/technical support, please contact the call center:

Tel: 02-931-9135 (available from March 18–25, 2022 during 08:30 – 17:30 hours on Business days only).

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

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

Tel: 02-586-3333, 02-586-5474 Fax. 02-587-2118