

(-Translation-)

NOT FOR DISTRIBUTION IN THE UNITED STATES

COTTO 028/2023

November 17, 2023

Subject: Receipt of the Amendment to the Tender Offer for Securities (Form 247-4) (First Amendment)

To President
The Stock Exchange of Thailand

Enclosure: Copy of the Amendment to the Tender Offer for Securities (Form 247-4) (First Amendment)

Regarding to SCG Decor Public Company Limited (“**SCGD**”), which has already submitted the tender offer for securities (Form 247-4) of SCG Ceramics Public Company Limited (the “**Company**”) for the purpose of delisting the Company’s securities from the Stock Exchange of Thailand and SCGD will issue its newly-issued ordinary shares as consideration for the tender offer provided that there shall be no cash alternative.

The Company would like to inform you that, on November 17, 2023, the Company has already received the Amendment to the Tender Offer for Securities (Form 247-4) (First Amendment) to the Office of the Securities and Exchange Commission. The details of which are set out in the Enclosures.

Please be informed accordingly.

Yours faithfully,

SCG Ceramics Public Company Limited

(Mr. Numpol Malichai)

Managing Director

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This document should not be used to prepare an article for publication in countries or jurisdictions other than Thailand where it is restricted by law.

- Translation -

November 17, 2023

Subject The Amendment to the Tender Offer for Securities (Form 247-4) of SCG Ceramics Public Company Limited (the first amendment)

To Secretary General, the Office of the Securities and Exchange Commission
Board of Directors of SCG Ceramics Public Company Limited
Securities Holders of SCG Ceramics Public Company Limited

Reference Tender Offer for Securities (Form 247-4) of SCG Ceramics Public Company Limited, dated October 27, 2023

According to the fact that SCG Decor Public Company Limited (the "Tender Offeror") submitted the Tender Offer for Securities of SCG Ceramics Public Company Limited (the "Business") ("Form 247-4") to the Office of the Securities and Exchange Commission, Board of Directors and securities holders of the Business on October 27, 2023, having Bualuang Securities Public Company Limited being the tender offer preparer of the Business.

In this regard, the Tender Offeror would like to submit the amendment to the tender offer for securities of the business as attached in enclosure.

Please be informed accordingly,

SCG Decor Public Company Limited

- Mr. Roongrote Rangsiyopash -

(Mr. Roongrote Rangsiyopash)

Authorized Director

- Mr. Numpol Malichai -

(Mr. Numpol Malichai)

Authorized Director

The Tender Offeror

**The Amendment to the Tender Offer for Securities of SCG Ceramics Public Company Limited
(First Amendment)**

Additional information is underlined and the deleted information is striked through as follows:

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Original

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Subscription Form for Ordinary Shares of SCG Decor Public Company Limited

Form A-3 Confirmation of Cost of Tendered Shares Form (Only for foreign juristic person which not
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Form B-2 Tender Offer Revocation Form of SCG Ceramics Public Company Limited and
Revocation of Subscription of Ordinary Shares of SCG Decor Public Company Limited

Form B-3 Power of Attorney for Tender Offer Revocation of SCG Ceramics Public Company Limited
and Revocation of Subscription of Ordinary Shares of SCG Decor Public Company
Limited

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Form C-3 Confirmation of Cost of Form for NVDRs of SCG Ceramics Public Company Limited

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Revision

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Part 5 Certification of Accuracy

Attachment

1 Tender Offer Acceptance Procedures and Forms

- Form A-1 Tender Offer Acceptance Procedures of SCG Ceramics Public Company Limited
- Form A-2 Tender Offer Acceptance Form of SCG Ceramics Public Company Limited and Subscription Form for Ordinary Shares of SCG Decor Public Company Limited
- Form A-3 Confirmation of Cost of Tendered Shares Form (Only for foreign juristic person which not operating business in Thailand)
- Form A-4 Power of Attorney for Tender Offer Acceptance of SCG Ceramics Public Company Limited and Subscription of Ordinary Shares of SCG Decor Public Company Limited

2 Tender Offer Revocation Procedures and Forms

- Form B-1 Tender Offer Revocation Procedures of SCG Ceramics Public Company Limited
- Form B-2 Tender Offer Revocation Form of SCG Ceramics Public Company Limited and Revocation of Subscription of Ordinary Shares of SCG Decor Public Company Limited
- Form B-3 Power of Attorney for Tender Offer Revocation of SCG Ceramics Public Company Limited and Revocation of Subscription of Ordinary Shares of SCG Decor Public Company Limited

3 Tender Offer Acceptance Procedures and Forms for Non-Voting Depository Receipt (NVDRs)

- Form C-1 Tender Offer Acceptance Procedure for NVDRs
- Form C-2 Tender Offer Acceptance Form for NVDRs of SCG Ceramics Public Company Limited and Subscription Form for NVDRs of SCG Decor Public Company Limited
- Form C-3 Confirmation of Cost of Form for NVDRs of SCG Ceramics Public Company Limited
- Form C-4 Power of Attorney for Tender Offer Acceptance for NVDRs of SCG Ceramics Public Company Limited and Subscription of NVDRs of SCG Decor Public Company Limited

4 Application for Amending Securities Holder Records

- Form D TSD-301 Application for Amending Securities Holder Records

5 Application for Securities Transfer between the Issuer Account and the Depository Participant Account

Form E TSD-403 Application for Securities Transfer between the Issuer Account and the Depository Participant Account

6 U.S. Indicia Checklist (Individual & Juristic Person) only for Shareholder Wishing to Deposit Securities into the Issuer Account

Form F-1 FATCA/CRS Self-Certification Form (For Individual Customer)

Form F-2 FATCA/CRS Self-Certification Form (For Entity/Juristic Person)

7 Application for Withdrawing from the Participant Account

Form G Application for Withdrawing from the Participant Account

2. Part 1, Page 2, Section 4, Objective of the Tender Offer

Original

In this regard, the Tender Offeror is subject to several conditions and such conditions have been duly fulfilled, as follows:

- 1) The Tender Offeror was granted waivers for the tender offer rules from the Takeover Panel on March 28, 2023 which include:
 - 1.1) A waiver to allow the exclusion of using delisting tender offer price criteria provided that the determining of the delisting tender offer price of securities, when calculating the swap ratio, must reflect the fair value of COTTO shares and the share price of the Tender Offeror must reflect the impact of the potential liability from the claim against the Tender Offeror's overseas subsidiary, i.e., PT Keramika Indonesia Assosiasi Tbk (KIA);
 - 1.2) A waiver to allow the exclusion of tender offer price criteria that require at least one cash alternative. This means that the Tender Offeror can conduct the tender offer without having to provide cash as an alternative (No Cash Alternative). In this regard, the swap ratio must be calculated based on the fair value, reflecting the impact of the claim against KIA, as mentioned above. Additionally, the Tender Offeror must sufficiently disclose information and progress regarding the mentioned claim in the financial statements' notes and in the securities offering document;
 - 1.3) A waiver for the requirement to determine the tender offer price based on the valuation of compensation paid in a non-cash form, as assessed by financial advisors. In this case, the consideration to be paid in exchange for shares will be the newly issued shares of the Tender Offeror;
 - 1.4) A waiver to exempt the Tender Offeror from conducting an offer to purchase securities and providing tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions or an imposition of an additional duty on the Tender Offeror under such laws due to the conducting of the Tender Offer. In this regard, the Tender Offeror must ensure that the Business discloses this matter in a notice of meeting that the Tender Offeror will not deliver the tender offer and tender offer documents to the Business shareholders in other

jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions and provides a clear notification for shareholders to follow up on this matter by themselves in order to protect their rights. Additionally, the disclosure must be made through channels that allow shareholders to closely monitor the information to protect their rights to the fullest extent possible in two periods comprising; at the beginning of the tender offer and during the final tender offer period. It should be noted that the content and manner of disclosure must not violate the laws of those foreign countries;

- 1.5) A waiver to reduce the tender offer period after the announcement of the final offer period (Final day) from no less than 15 business days to no less than 10 business days;
 - 1.6) A waiver to allow the inclusion of an additional cause for terminating the tender offer, under the conditions that this termination is triggered by (1) an unsuccessful IPO and (2) the Tender Offeror's failure to meet the requirements as stipulated by the SET, provided that these causes are beyond the control of the Tender Offeror; and
 - 1.7) A waiver to allow the cancellation of the tender offer after the end of the tender offer period if the IPO is unsuccessful.
- 2) The Business Extraordinary General Meeting of Shareholders No. 1/2023 held on May 23, 2023 resolved to delist the securities with the votes of not less than three-fourths of the total number of issued and paid-up shares of the Business. Furthermore, no shareholders of the Business holding in total more than 10 percents of total number of issued and paid-up shares of the Business opposed the delisting, in accordance with the delisting requirement of the SET.
 - 3) The Tender Offeror's Extraordinary General Meeting of Shareholders No. 3/2023 held on June 2, 2023 resolved to approve the conversion from a limited company to a public company limited which also included the capital increase and the issuance and allocation of the Tender Offeror's newly issued ordinary shares to the Business shareholders as consideration for the tender offer and the IPO.
 - 4) The SET has approved the delisting of the Business shares from the SET on July 18, 2023. However, the delisting is contingent upon the Tender Offeror having completed the tender offer process for the Business in compliance with the Securities and Exchange Commissioners' requirements before the SET can determine the delisting date. Additionally, the Business is required to report the results of the tender offer within 5 business days following the completion of the tender offer period to allow the SET to make necessary announcements to investors.
 - 5) The SEC has approved the Tender Offeror's application for the offer of its newly issued ordinary shares as consideration for the tender offer and the IPO on October 10, 2023 and the prospectus of the Tender Offeror becomes effective on October 27, 2023.

Revision

In this regard, the Tender Offeror is subject to several conditions and such conditions have been duly fulfilled, as follows:

- 1) The Tender Offeror was granted waivers for the tender offer rules from the Takeover Panel on March 28, 2023 which include:
 - 1.1) A waiver to allow the exclusion of using delisting tender offer price criteria provided that the determining of the delisting tender offer price of securities, when calculating the swap ratio, must reflect the fair value of COTTO shares and the share price of the Tender Offeror must reflect the impact of the potential liability from the claim against the Tender Offeror's overseas subsidiary, i.e., PT Keramika Indonesia Assosiasi Tbk (KIA);
 - 1.2) A waiver to allow the exclusion of tender offer price criteria that require at least one cash alternative. This means that the Tender Offeror can conduct the tender offer without having to provide cash as an alternative (No Cash Alternative). In this regard, the swap ratio must be calculated based on the fair value, reflecting the impact of the claim against KIA, as mentioned above. Additionally, the Tender Offeror must sufficiently disclose information and progress regarding the mentioned claim in the financial statements' notes and in the securities offering document;
 - 1.3) A waiver for the requirement to determine the tender offer price based on the valuation of compensation paid in a non-cash form, as assessed by financial advisors. In this case, the consideration to be paid in exchange for shares will be the newly issued shares of the Tender Offeror;
 - 1.4) A waiver to exempt the Tender Offeror from conducting an offer to purchase securities and providing tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions or an imposition of an additional duty on the Tender Offeror under such laws due to the conducting of the Tender Offer. In this regard, the Tender Offeror must ensure that the Business discloses this matter in a notice of meeting that the Tender Offeror will not deliver the tender offer and tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions and provides a clear notification for shareholders to follow up on this matter by themselves in order to protect their rights. [The Business has disclosed in the notice of extraordinary shareholder's meeting No.1/2023 that, the Tender Offeror shall not submit or distribute documents related to the Tender Offer into countries where such documents may cause the Tender Offeror to violate the laws or create additional obligations for the Tender Offeror beyond those required by the laws of that country, in addition to fulfilling legal or regulatory obligations in Thailand.](#) Additionally, the disclosure must be made through channels, [such as the Offeror's website and the Bloomberg platform etc.](#) that allow shareholders to closely monitor the information to protect their rights to the fullest extent possible in two periods comprising; at the beginning of the tender offer and during the final tender offer period. It should be noted that the content and manner of disclosure must not violate the laws of those foreign countries;

- 1.5) A waiver to reduce the tender offer period after the announcement of the final offer period (Final day) from no less than 15 business days to no less than 10 business days;
 - 1.6) A waiver to allow the inclusion of an additional cause for terminating the tender offer, under the conditions that this termination is triggered by (1) an unsuccessful IPO and (2) the Tender Offeror's failure to meet the requirements as stipulated by the SET, provided that these causes are beyond the control of the Tender Offeror; and
 - 1.7) A waiver to allow the cancellation of the tender offer after the end of the tender offer period if the IPO is unsuccessful.
- 2) The Business Extraordinary General Meeting of Shareholders No. 1/2023 held on May 23, 2023 resolved to delist the securities with the votes of not less than three-fourths of the total number of issued and paid-up shares of the Business. Furthermore, no shareholders of the Business holding in total more than 10 percents of total number of issued and paid-up shares of the Business opposed the delisting, in accordance with the delisting requirement of the SET. [The approval from the Business's shareholders accounted for 87.57 percent of total number of issued and paid-up shares of the Business, while the disapproval from the shareholders accounted for 0.01 percent of total number of issued and paid-up shares of the Business.](#)
 - 3) The Tender Offeror's Extraordinary General Meeting of Shareholders No. 3/2023 held on June 2, 2023 resolved to approve the conversion from a limited company to a public company limited which also included the capital increase and the issuance and allocation of the Tender Offeror's newly issued ordinary shares to the Business shareholders as consideration for the tender offer and the IPO.
 - 4) The SET has approved the delisting of the Business shares from the SET on July 18, 2023. However, the delisting is contingent upon the Tender Offeror having completed the tender offer process for the Business in compliance with the Securities and Exchange Commissioners' requirements before the SET can determine the delisting date. Additionally, the Business is required to report the results of the tender offer within 5 business days following the completion of the tender offer period to allow the SET to make necessary announcements to investors.
 - 5) The SEC has approved the Tender Offeror's application for the offer of its newly issued ordinary shares as consideration for the tender offer and the IPO on October 10, 2023 and the prospectus of the Tender Offeror becomes effective on October 27, 2023.

3. Part 1, Page 4, Section 6, Offer Price

Original

The tender offer price is THB 2.40 (two point four Baht) per each ordinary share (the "Offer Price") whereby such price is:

- () the final Offer Price which will not be changed (unless falling under the condition(s) specified in Clause 8).
() not the final Offer Price and the Tender Offeror may be able to change such Offer Price.

The consideration will be made by the Tender Offeror with the Shares Consideration and there will be no cash alternative. In this regard, the swap ratio of the Business's shares and the Shares Consideration will be calculated by Offer Price divided by the final IPO price in respect of the Shares Consideration to be determined in the IPO process (the "**Swap Ratio**"). On the date of this Tender Offer, the IPO price in respect of the Shares Consideration is within a range of a maximum of THB 15.00 per share and a minimum of THB 11.20 per share (the "**Preliminary IPO Price Range**"). Therefore, the Swap Ratio is within a range of 4.6667 – 6.2500 of the Business's shares (with a par value of THB 1.00 each) per 1 newly issued shares of the Tender Offeror (with a par value of THB 10.00 each). Such Swap Ratio is a preliminary range which will be adjusted to be narrower from the Preliminary IPO Price Range ("**Final IPO Price Range**") which will be determined in the book building process which will be carried out during the Tender Offer period. Such IPO price range will be within the Preliminary IPO Price Range, which the Tender Offeror will announce the Final IPO Price Range in approximately 3rd week of November, 2023 in the registration statement and prospectus and in the Tender Offeror's website. The Tender Offeror, together with the Business and SCC, will announce the Final IPO Price Range and the swap ratio which calculated based on such Final IPO Price Range via the electronic platform of the SET. The final Swap Ratio will be known after the end of the Tender Offer period when there is a final IPO price, which the Tender Offeror will announce the final IPO price in approximately 1st week of December, 2023 in the registration statement and prospectus and in the Tender Offeror's website. The Tender Offeror, together with the Business and SCC, will announce the final IPO price and the Swap Ratio via the electronic platform of the SET as well.

Revision

The tender offer price is THB 2.40 (two point four Baht) per each ordinary share (the "**Offer Price**") whereby such price is:

- () the final Offer Price which will not be changed (unless falling under the condition(s) specified in Clause 8).
- () not the final Offer Price and the Tender Offeror may be able to change such Offer Price.

The consideration will be made by the Tender Offeror with the Shares Consideration and there will be no cash alternative. In this regard, the swap ratio of the Business's shares and the Shares Consideration will be calculated by ~~Offer Price divided by~~ the final IPO price in respect of the Shares Consideration to be determined in the IPO process divided by the Offer Price (the "**Swap Ratio**"). In determining of the final IPO price, it will set at a fair price established through the bookbuilding process. This method involves querying the quantity of demand for the shares at various price levels from investors with characteristics as specified in the Notification of the Office of the Securities and Exchange Commission NorChor. 1/2545 at each price level. In this regard, the Tender Offeror has disclosed details and impacts related to the claims of the Indonesian government and PT Keramika Indonesia Assosiasi, a subsidiary of the Tender Offeror, in the Tender Offer documents and prospectus of the Tender Offeror for investors' consideration. On the date of this Tender Offer, the IPO price in respect of the Shares Consideration is within a range

of a maximum of THB 15.00 per share and a minimum of THB 11.20 per share (the “**Preliminary IPO Price Range**”). Therefore, the Swap Ratio is within a range of 4.6667 – 6.2500 of the Business’s shares (with a par value of THB 1.00 each) per 1 newly issued shares of the Tender Offeror (with a par value of THB 10.00 each). Such Swap Ratio is a preliminary range which will be adjusted to be narrower from the Preliminary IPO Price Range (“**Final IPO Price Range**”) which will be determined in the book building process which will be carried out during the Tender Offer period. Such IPO price range will be within the Preliminary IPO Price Range, which the Tender Offeror will announce the Final IPO Price Range in approximately 3rd week of November, 2023 in the registration statement and prospectus and in the Tender Offeror’s website. The Tender Offeror, together with the Business and SCC, will announce the Final IPO Price Range and the swap ratio which calculated based on such Final IPO Price Range via the electronic platform of the SET. The final Swap Ratio will be known after the end of the Tender Offer period when there is a final IPO price, which the Tender Offeror will announce the final IPO price in approximately 1st week of December, 2023 in the registration statement and prospectus and in the Tender Offeror’s website. The Tender Offeror, together with the Business and SCC, will announce the final IPO price and the Swap Ratio via the electronic platform of the SET as well.

4. Part 1, Page 5, Section 7, Offer Period

Original

The tender offer period is a total of 25 business days from November 1, 2023 to December 6, 2023 on every business day for accepting to purchase securities, from 9.00 hours to 16.00 hours where such period is:

- () the final offer period which will not be extended (unless falling under the condition(s) specified in Clause 8)
- (✓) not the final offer period and the Tender Offeror may extend the tender offer period. In this regard, the Tender Offeror has received a waiver from the Takeover Panel to allow it to announce the final offer period that has the remaining offer period after the date of announcement of not less than 10 business days.

In this regard, the Business has been granted a waiver from the SET to delist its shares from being listed securities in the SET. The Tender Offeror may specify a consecutive tender offer period lasting not less than 25 business days and not more than 45 business days, as stipulated by the Securities and Exchange Commission’s announcement No. TorChor. 12/2554

Revision

The tender offer period is a total of 25 business days from November 1, 2023 to December 6, 2023 on every business day for accepting to purchase securities, from 9.00 hours to 16.00 hours where such period is:

- () the final offer period which will not be extended (unless falling under the condition(s) specified in Clause 8)
- (✓) not the final offer period and the Tender Offeror may extend the tender offer period. In this regard, the Tender Offeror has received a waiver from the Takeover Panel to allow it to announce the final offer period that has the remaining offer period after the date of announcement of not less than 10 business days.

~~In this regard, the Business has been granted a waiver from the SET to delist its shares from being listed securities in the SET.~~ The Tender Offeror may specify a consecutive tender offer period lasting not less than 25 business days and not more than 45 business days, as stipulated by the Securities and Exchange Commission's announcement No. TorChor. 12/2554

5. Part 1, Page 7, Section 14, Settlement Date

Original

The persons accepting the Tender offer will receive the Shares Consideration as payment for the Business' shares upon completion of the Tender Offeror's IPO, which will occur after the end of the Tender Offer period, and the Tender Offeror has already registered the increase of its paid-up capital in respect of the issuance of the newly issued ordinary shares allocated to be the consideration for the acceptance of the Tender Offer and the completion of the IPO with the Ministry of Commerce. In this regard, it is expected that the persons accepting the Tender Offer will receive the Shares Consideration as payment for the Business' share within approximately 6 business days from the end of the Tender Offer period. However, such schedule may be subject to change as necessary and appropriate where the trading on the SET of the newly issued ordinary shares received by the persons accepting the Tender Offer will commence concurrently with that of the newly issued ordinary shares of the IPO subscribers.

Revision

The persons accepting the Tender offer will receive the Shares Consideration as payment for the Business' shares upon completion of the Tender Offeror's IPO, which will occur after the end of the Tender Offer period, and the Tender Offeror has already registered the increase of its paid-up capital in respect of the issuance of the newly issued ordinary shares allocated to be the consideration for the acceptance of the Tender Offer and the completion of the IPO with the Ministry of Commerce. In this regard, it is expected that the persons accepting the Tender Offer will receive the Shares Consideration as payment for the Business' share within approximately 6 business days from the end of the Tender Offer period. The Shares Consideration will be received simultaneously with other groups of investors who have subscribed to the IPO. The offering process for institutional investors, juristic persons able to participate in the bookbuilding, SCGD's patronage and subsidiaries, and retails investors at the discretion of SCGD's underwriter will take place after the end of Tender Offer period. However, such schedule may be subject to change as necessary and appropriate where the trading on the SET of the newly issued ordinary shares received by

the persons accepting the Tender Offer will commence concurrently with that of the newly issued ordinary shares of the IPO subscribers.

6. Part 2, Page 1, Section 1.1 General Information

Original

Name : SCG Decor Public Company Limited
Address : 1 Siam Cement Road, Bang Su, Bang Su Bangkok 10800
Phone Numbers : 02-586-3333, 02-586-5474
Company Registration Number : 0107566000364

Revision

Name : SCG Decor Public Company Limited
Address : 1 Siam Cement Road, Bang Su, Bang Su Bangkok 10800
Phone Numbers : 02-586-3333, 02-586-5474
Fax Number : [02-587-2118](tel:02-587-2118)
Company Registration Number : 0107566000364

7. Part 2, Page 3, Section 1.2.1, Nature of Business – Revenue Structure

Original

The main revenue structure of SCGD is categorized according to the business segments for the fiscal years ended 31 December 2020, 2021, and 2022, and for the 6-month periods ended 30 June 2022 and 2023, which can be summarized as follows:

	For the fiscal year ended 31 December						For the 6-month periods ended 30 June			
	2020		2021		2022		2022		2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Decor surfaces business^{/1}	19,153.0	78.6	20,350.4	78.5	24,400.5	80.7	12,133.5	81.5	11,180.3	78.0
Thailand	9,727.6	39.9	10,418.8	40.2	12,421.4	41.1	6,309.4	42.4	6,264.5	43.7
Vietnam	6,540.3	26.8	6,165.9	23.8	7,909.0	26.1	3,808.1	25.6	3,065.5	21.4
Philippines and Indonesia	3,142.0	12.9	4,234.5	16.3	4,558.8	15.1	2,301.5	15.5	2,088.7	14.6
(Less) Cross-country elimination	(256.9)	(1.1)	(468.8)	(1.8)	(488.7)	(1.6)	(285.5)	(1.9)	(238.3)	(1.7)
Bathroom business	4,659.6	19.1	4,674.7	18.0	5,111.7	16.9	2,445.0	16.4	2,596.5	18.1
Other business^{/2}	565.9	2.3	912.3	3.5	741.6	2.5	305.0	2.0	559.5	3.9
Total revenue from sales	24,378.6	100.0	25,937.4	100.0	30,253.8	100.0	14,883.5	100.0	14,336.3	100.0

Remarks:

/1 Include revenue from the bathroom business in Vietnam and the Philippines, which amounted to THB 148.2 million, THB 200.9 million, and THB 264.3 million for the years 2020, 2021, and 2022, and THB 129.8 million and THB 117.2 million for the 6-month periods ending 30 June 2022 and 2023, respectively, due to their insignificance.

/2 Other businesses include the industrial estate business and the solar business.

Revision

The main revenue structure of SCGD is categorized according to the business segments for the fiscal years ended 31 December 2020, 2021, and 2022, and for the 9-month periods ended 30 [September](#) 2022 and 2023, which can be summarized as follows:

	For the fiscal year ended 31 December						For the 9-month periods ended 30 September			
	2020		2021		2022		2022		2023	
	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent	THB million	Percent
Decor surfaces business¹	19,153.0	78.6	20,350.4	78.5	24,400.5	80.7	18,551.4	81.2	16,666.4	77.4
Thailand	9,727.6	39.9	10,418.8	40.2	12,421.4	41.1	9,533.9	41.7	9,397.1	43.7
Vietnam	6,540.3	26.8	6,165.9	23.8	7,909.0	26.1	5,862.2	25.7	4,619.9	21.5
Philippines and Indonesia	3,142.0	12.9	4,234.5	16.3	4,558.8	15.1	3,553.6	15.6	3,029.9	14.1
(Less) Cross-country elimination	(256.9)	(1.1)	(468.8)	(1.8)	(488.7)	(1.6)	(398.3)	(1.7)	(380.6)	(1.8)
Bathroom business	4,659.6	19.1	4,674.7	18.0	5,111.7	16.9	3,821.0	16.7	3,947.4	18.3
Other business²	565.9	2.3	912.3	3.5	741.6	2.5	477.2	2.1	908.3	4.2
Total revenue from sales	24,378.6	100.0	25,937.4	100.0	30,253.8	100.0	22,849.6	100.0	21,522.0	100.0

Remarks:

/1 Include revenue from the bathroom business in Vietnam and the Philippines, which amounted to THB 148.2 million, THB 200.9 million, and THB 264.3 million for the years 2020, 2021, and 2022, and THB [199.0](#) million and THB [202.6](#) million for the 9-month periods ending 30 [September](#) 2022 and 2023, respectively, due to their insignificance.

/2 Other businesses include the industrial estate business and the solar business.

[Please consider additional details on the analysis of operational performance and financial status of SCGD in the prospectus submitted to the SEC on SEC's website](#)

<https://market.sec.or.th/public/ipos/IPOSEQ01.asp?TransID=539740&lang=th>

8. Part 2, Page 18, Section 1.2.8, Outstanding Legal Disputes

Original

As of June 30, 2023, SCGD and its subsidiaries do not have any significant legal disputes, arbitration cases, or other pending litigation. However, KIA, a subsidiary of SCGD, currently has a claim from a government agency in Indonesia, which puts SCGD at risk of liability related to such claim. The details are as follows:

Background

In late 2022, KIA, a company listed in the Indonesian stock exchange, received a notification from Indonesian government authorities that KIA and its subsidiary, "PT KIA SERPIH MAS" ("**KSM**"), had a liability towards a government agency totaling approximately THB 3,000 million. This liability was referred to the debts and obligations of the minority shareholders which is founder of KIA (the "**KIA Founder**"), who have no connection with SCGD and SCC. The KIA Founder received financial aid from the Indonesian government to solve the liquidity problems of the bank which the KIA Founder owned during the 1998 economic crisis and

that the KIA Founder had placed various assets and shares, including shares of KIA and its subsidiaries, as collateral for debt repayment to the Indonesian government. The Indonesian government agency has taken over the banking business and ordered to close the bank's business subsequently.

In the past, KIA had entered into loan agreements with number of banks, including the bank owned by the KIA Founder (the loan value from such bank is approximately THB 740 million). When the Indonesian government agency took control and ordered the closure of the bank owned by the KIA Founder, the government agency transferred the loan debt between KIA and the bank to third party. This loan was subsequently transferred multiple times until they were finally converted into equity in 2008 by issuing new shares (Series B) which were different from the existing shares (Series A) which the KIA Founder held. In 2011, SCGD acquired shares in KIA (Series B) arising from the aforementioned conversion of loans into equity through the Indonesian Stock Exchange. Before acquiring the shares, SCGD engaged a reputable local legal advisor to conduct due diligence and did not find that KIA had any liability towards Indonesian government agencies nor that KIA's shares were encumbered or pledged to any government agencies.

Status of Claims and Actions by SCGD and KIA

Currently, there is uncertainty regarding whether KIA and its subsidiary will be held responsible for the liabilities claimed by the Indonesian government agencies and to what extent it might impact them, given the available evidence still cannot indicate that KIA and its subsidiaries are liable to the Indonesian government agencies. The legal advisor in Indonesia of SCGD and KIA is of the opinion that from the documents and evidence available, it cannot indicate that KIA and its subsidiaries are liable to the Indonesian government, and the shares of KIA which SCGD acquired according to the sale and purchase agreement were newly issued shares, Series B (which the transferor obtained by converting loans into equity), not the then existing shares (Series A), which the KIA Founder was holding. These Series B shares were not encumbered or pledged to any the Indonesian government. As the Indonesian government agency has taken control of the bank owned by the KIA Founder and has transferred the debt to third party, the government agency should have received consideration for the debt transfer and has no right to enforce such debt against KIA. Thus, SCGD and KIA have the legal rights to further prove their facts and honesty in any actions of the relevant government agencies of Indonesia which must be in accordance with the legal process.

SCGD and KIA have cooperated in providing additional information and documents as requested by relevant Indonesian government agencies, including documents showing that SCGD has completed the due legal procedures in acquiring the business of KIA through the Indonesian stock exchange and has been conducting business in accordance with the laws with integrity. Additionally, KIA has sent a letter of appeal to the President of Indonesia and a letter of objection to the relevant Indonesian government agency in order to end debt claims and suspend the entry into the registration system. However, KIA received a reply from the State Secretary Minister that the actions taken by government agencies in Indonesia were in accordance with the provisions of the applicable laws and regulations. At present, relevant government agencies of Indonesia has not yet been filed a lawsuit to demand repayment of the debt as claimed.

Risks and Impact to SCGD and KIA

According to the facts and legal advisor's opinion above, there remains uncertainty as to whether KIA and its subsidiaries will be liable for debts incurred to Indonesian government agencies and to what extent the amount of the impact will be. In the event that the Indonesian government agency can prove that KIA and its subsidiaries shall be liable, and the legal litigation process has been final, there will be a negative impact on the business, financial status and performance of SCGD, as follows:

- (1) KIA and its subsidiaries have to pay the debt to the Indonesian government agency as claimed.
- (2) If cannot pay such obligation, the Indonesian government agencies may seize KIA's assets. However, SCGD, as a shareholder, will not be liable for the obligation that Indonesian government agencies may demand from KIA. The maximum impact that will occur to SCGD will not exceed the value of the investment that SCGD invested in KIA (SCGD has a net investment value in KIA based on SCGD's separate financial statements as of June 30, 2023 amounting to THB 895 million and the net asset value of KIA and its subsidiaries booked in SCGD's consolidated financial statements as of June 30, 2023 amounting to THB 1,947 million, and will include losses from translation of financial statements which will alter according to the exchange rate used to convert the values to prepare the consolidated financial statements in each period. The aforementioned investment value according to the separate financial statements and the net asset value of KIA and its subsidiaries booked in the consolidated financial statements may change in the future.

However, the operating results of KIA and its subsidiaries represent a small portion in comparison to the overall performance of SCGD. In the 6-month period ended June 30, 2023, KIA and its subsidiary had sales revenue of approximately THB 587 million, accounting for only approximately 4 percent of SCGD's total sales revenue, with a net loss of approximately THB (55) million.

Revision

As of June 30, 2023, SCGD and its subsidiaries do not have any significant legal disputes, arbitration cases, or other pending litigation. However, KIA, a subsidiary of SCGD, currently has a claim from a government agency in Indonesia, which puts SCGD at risk of liability related to such claim. The details are as follows:

Background

In late 2022, KIA, a company listed in the Indonesian stock exchange, received a notification from Indonesian government authorities that KIA and its subsidiary, "PT KIA SERPIH MAS" ("**KSM**"), had a liability towards a government agency totaling approximately THB 3,000 million. This liability was referred to the debts and obligations of the minority shareholders which is founder of KIA (the "**KIA Founder**"), who have no connection with SCGD and SCC. The KIA Founder received financial aid from the Indonesian government to solve the liquidity problems of the bank which the KIA Founder owned during the 1998 economic crisis and that the KIA Founder had placed various assets and shares, including shares of KIA and its subsidiaries, as

collateral for debt repayment to the Indonesian government. The Indonesian government agency has taken over the banking business and ordered to close the bank's business subsequently.

In the past, KIA had entered into loan agreements with number of banks, including the bank owned by the KIA Founder (the loan value from such bank is approximately THB 740 million). When the Indonesian government agency took control and ordered the closure of the bank owned by the KIA Founder, the government agency transferred the loan debt between KIA and the bank to third party. This loan was subsequently transferred multiple times until they were finally converted into equity in 2008 by issuing new shares (Series B) which were different from the existing shares (Series A) which the KIA Founder held. In 2011, SCGD acquired shares in KIA (Series B) arising from the aforementioned conversion of loans into equity through the Indonesian Stock Exchange. Before acquiring the shares, SCGD engaged a reputable local legal advisor to conduct due diligence and did not find that KIA had any liability towards Indonesian government agencies nor that KIA's shares were encumbered or pledged to any government agencies.

Status of Claims and Actions by SCGD and KIA

Currently, there is uncertainty regarding whether KIA and its subsidiary will be held responsible for the liabilities claimed by the Indonesian government agencies and to what extent it might impact them, given the available evidence still cannot indicate that KIA and its subsidiaries are liable to the Indonesian government agencies. The legal advisor in Indonesia of SCGD and KIA is of the opinion that from the documents and evidence available, it cannot indicate that KIA and its subsidiaries are liable to the Indonesian government, and the shares of KIA which SCGD acquired according to the sale and purchase agreement were newly issued shares, Series B (which the transferor obtained by converting loans into equity), not the then existing shares (Series A), which the KIA Founder was holding. These Series B shares were not encumbered or pledged to any the Indonesian government. As the Indonesian government agency has taken control of the bank owned by the KIA Founder and has transferred the debt to third party, the government agency should have received consideration for the debt transfer and has no right to enforce such debt against KIA. Thus, SCGD and KIA have the legal rights to further prove their facts and honesty in any actions of the relevant government agencies of Indonesia which must be in accordance with the legal process.

SCGD and KIA have cooperated in providing additional information and documents as requested by relevant Indonesian government agencies, including documents showing that SCGD has completed the due legal procedures in acquiring the business of KIA through the Indonesian stock exchange and has been conducting business in accordance with the laws with integrity. Additionally, KIA has sent a letter of appeal to the President of Indonesia and a letter of objection to the relevant Indonesian government agency in order to end debt claims and suspend the entry into the registration system. However, KIA received a reply from the State Secretary Minister that the actions taken by government agencies in Indonesia were in accordance with the provisions of the applicable laws and regulations. At present, relevant government agencies of Indonesia has not yet been filed a lawsuit to demand repayment of the debt as claimed.

[To protect the right of KIA and its shareholders, on November 17, 2023, KIA has initiated legal proceedings against the Indonesian government agencies. A lawsuit has been filed in the Indonesian Administrative Court](#)

to seek the annulment of the debt claims. It is anticipated that the proceedings in the court of first instance will take approximately 2 years.

Risks and Impact to SCGD and KIA

According to the facts and legal advisor's opinion above, there remains uncertainty as to whether KIA and its subsidiaries will be liable for debts incurred to Indonesian government agencies and to what extent the amount of the impact will be. In the event that the Indonesian government agency can prove that KIA and its subsidiaries shall be liable, and the legal litigation process has been final, there will be a negative impact on the business, financial status and performance of SCGD, as follows:

- (3) KIA and its subsidiaries have to pay the debt to the Indonesian government agency as claimed.
- (4) If cannot pay such obligation, the Indonesian government agencies may seize KIA's assets. However, SCGD, as a shareholder, will not be liable for the obligation that Indonesian government agencies may demand from KIA. The maximum impact that will occur to SCGD will not exceed the value of the investment that SCGD invested in KIA (SCGD has a net investment value in KIA based on SCGD's separate financial statements as of June 30, 2023 amounting to THB 895 million and the net asset value of KIA and its subsidiaries booked in SCGD's consolidated financial statements as of June 30, 2023 amounting to THB 1,947 million, and will include losses from translation of financial statements which will alter according to the exchange rate used to convert the values to prepare the consolidated financial statements in each period. The aforementioned investment value according to the separate financial statements and the net asset value of KIA and its subsidiaries booked in the consolidated financial statements may change in the future.

However, the operating results of KIA and its subsidiaries represent a small portion in comparison to the overall performance of SCGD. In the ~~69~~-month period ended ~~June~~~~September~~ 30, 2023, KIA and its subsidiary had sales revenue of approximately THB ~~587929~~ million, accounting for only approximately 4 percent of SCGD's total sales revenue, with a net loss of approximately THB ~~(55)(65)~~ million.

9. Part 2, Page 22, Section 4.4.1, Common Directors and/or Executives

Original

As of October 27, 2023, the Tender Offeror and the business have common director and/or executives, as follow:

Name	Role in the Business	Role in the Tender Offeror
1. Mr. Nithi Patarachoke	Chairman of the Board of Directors / Chairman of the Executive Committee / Member of the Nomination, Remuneration and Corporate Governance Committee	Vice Chairman of the Board of Directors / Chairman of the Nomination, Remuneration and Corporate Governance Committee / Member of the Executive Committee
2. Mr. Numpol Malichai	Director / Member of the Executive Committee / Managing Director	Director / Member of the Executive Committee / Chief Executive Officer and Managing Director
3. Mr. Kittiphong Photaranon	Director / Member of the Executive Committee	Chief Operation and Technology Officer
4. Mr. Chaovalit Ekabut	Director	Director / Member of the Nomination, Remuneration and Corporate Governance Committee
5. Mrs. Voranun Sodanin	Chief Financial Officer	Chief Accounting Officer

Revision

As of October 27, 2023, the Tender Offeror and the business have common director and/or executives, as follow:

Name	Role in the Business	Role in the Tender Offeror
1. Mr. Nithi Patarachoke	Chairman of the Board of Directors / Chairman of the Executive Committee / Member of the Nomination, Remuneration and Corporate Governance Committee	Vice Chairman of the Board of Directors / Chairman of the Nomination, Remuneration and Corporate Governance Committee / Member of the Executive Committee
2. Mr. Numpol Malichai	Director / Member of the Executive Committee / Managing Director	Director / Member of the Executive Committee / Chief Executive Officer and Managing Director
3. Mr. Kittiphong Photaranon	Director / Member of the Executive Committee	Chief Operation and Technology Officer
4. Mr. Chaovalit Ekabut	Director	Director / Member of the Nomination, Remuneration and Corporate Governance Committee
5. Mrs. Voranun Sodanin	Chief Financial Officer	Chief Accounting Officer

[In addition, the Tender Offeror has appointed 6 directors out of a total of 7 members on the Board of Directors \(excluding independent directors\). This appointment is proportional to the shareholding in the Business.](#)

10. Part 2, Page 22, Section 4.4.2, Related Transactions between the Tender Offeror, the Business and its subsidiaries

Original

For the year ended December 31, 2022 and 6-month period ended June 30, 2023, the Business and its subsidiaries entered into the related transactions with the Tender Offeror and its subsidiaries as follows:

Type of transaction	Company with related transactions	Value of related transactions (THB million)	
		Year ended December 31, 2022	6-month period ended June 30, 2023
1. Revenue of the Business and the subsidiaries			
Revenue from sale of goods and services	SCG Decor Public Company Limited	0.1	-
	Siam Sanitary Ware Company Limited	-	-
	Siam Sanitary Ware Industry Company Limited	32.4	13.3
	Siam Sanitary Ware Industry (NongKhae) Company Limited	25.8	5.8
	Siam Sanitary Fitting Company Limited	4.5	8.5
	Prime Group Joint Stock Company	0.1	-
	Prime - Vinh Phuc Joint Stock Company	0.6	-
	Prime Dai Loc Joint Stock Company	0.3	-
	Prime Dai Viet Joint Stock Company	0.2	-
	Mariwasa-Siam Ceramics, Inc.	60.1	22.1
Other income	Siam Sanitary Ware Company Limited	0.1	1.0
	Siam Sanitary Ware Industry Company Limited	2.7	1.8
	Siam Sanitary Ware Industry (NongKhae) Company Limited	0.2	0.1
	Prime - Vinh Phuc Joint Stock Company	0.7	-
	Prime Dai Loc Joint Stock Company	0.8	-
	Prime Dai Viet Joint Stock Company	0.5	-
	PT Keramika Indonesia Assosiasi, Tbk	0.2	-
Mariwasa-Siam Ceramics, Inc.	0.2	-	
2. Purchase and Expenses			
Purchase and Expenses	SCG Decor Public Company Limited	3.4	2.4
	Siam Sanitary Ware Industry Company Limited	24.0	13.0
	Siam Sanitary Ware Industry (NongKhae) Company Limited	-	0.0
	Prime Trading, Import and Export One Member Limited Liability Company	220.3	140.5
	Mariwasa-Siam Ceramics, Inc.	0.3	-
3. Revenue from renting of assets			
Rent and Service fee	Siam Sanitary Ware Industry Company Limited	5.5	3.7
Rent	SCG Decor Public Company Limited	1.3	3.1

Revision

For the year ended December 31, 2022 and 9-month period ended [September](#) 30, 2023, the Business and its subsidiaries entered into the related transactions with the Tender Offeror and its subsidiaries as follows:

The Amendment to the Tender Offer for Securities of SCG Ceramics Public Company Limited

Type of transaction	Company with related transactions	Value of related transactions (THB million)	
		Year ended December 31, 2022	9-month period ended <u>September 30, 2023</u>
1. Revenue of the Business and the subsidiaries			
Revenue from sale of goods and services e.g. Sales of ceramic tiles and decorated surfaces, Solar cell installation service, etc.	SCG Decor Public Company Limited	0.1	-
	Siam Sanitary Ware Company Limited	-	-
	Siam Sanitary Ware Industry Company Limited	32.4	<u>38.0</u>
	Siam Sanitary Ware Industry (NongKhae) Company Limited	25.8	<u>20.2</u>
	Siam Sanitary Fitting Company Limited	4.5	<u>15.2</u>
	Prime Group Joint Stock Company	0.1	-
	Prime - Vinh Phuc Joint Stock Company	0.6	-
	Prime Dai Loc Joint Stock Company	0.3	-
	Prime Dai Viet Joint Stock Company	0.2	-
	Mariwasa-Siam Ceramics, Inc.	60.1	<u>31.0</u>
Other income e.g. Support service fee, Scrap grinding service fee, etc.	Siam Sanitary Ware Company Limited	0.1	<u>1.4</u>
	Siam Sanitary Ware Industry Company Limited	2.7	<u>2.9</u>
	Siam Sanitary Ware Industry (NongKhae) Company Limited	0.2	0.1
	Prime - Vinh Phuc Joint Stock Company	0.7	-
	Prime Dai Loc Joint Stock Company	0.8	-
	Prime Dai Viet Joint Stock Company	0.5	-
	PT Keramika Indonesia Assosiasi, Tbk	0.2	-
	Mariwasa-Siam Ceramics, Inc.	0.2	-
2. Purchase and Expenses			
Purchase and Expenses e.g. purchase of ceramic tiles and decorated surfaces, shared service fee, selling & distribution expense, etc.	SCG Decor Public Company Limited	3.4	<u>3.9</u>
	Siam Sanitary Ware Industry Company Limited	24.0	<u>22.4</u>
	Siam Sanitary Ware Industry (NongKhae) Company Limited	-	0.0
	Prime Trading, Import and Export One Member Limited Liability Company	220.3	<u>255.6</u>
	Mariwasa-Siam Ceramics, Inc.	0.3	-
3. Revenue from renting of assets			
Area Rental and Service fee e.g. area rental and service fee for products placement etc.	Siam Sanitary Ware Industry Company Limited	5.5	<u>5.5</u>
Area Rental Fee e.g. area rental fee for R&D center etc.	SCG Decor Public Company Limited	1.3	<u>5.2</u>

11. Part 2, page 25, Section 5.4.1, Impacts on the shareholders of the Business

Original

The shareholders of the Business, whether deciding to or not to tender the shares in this Tender Offer, will be affected as follows:

Impacts on the shareholders of the Business who decide to tender the shares in this Tender Offer

The shareholders of the Business who decide to tender the shares in this Tender Offer will be allotted with the SCGD's shares at the fair value for a payment of consideration as the IPO value of the SCGD's shares is determined by bookbuilding method, which is the process that determines the pricing of IPO share generally accepted and used with transparency and non-distortion. The shareholders of the Business will then become the shareholders of SCGD which is the flagship company of SCC group carrying out the business of manufacturing of the floor tiles, wall tiles and bathroom business in both domestically and internationally. In this business restructuring, the shareholders of the Business will benefit from the change of shareholders of SCGD as follows:

- (1) To enhance the Business from being a leading operator in Thailand to become a regional leader that has potential and competitiveness in regional level to create opportunities and values for all stakeholders in each country.
- (2) To strengthen business synergy among the company group in Decor Surfaces and Bathroom by developing key strengths of each business in SCGD for rapid and efficient growth in business operation in the regional level such as design, research and development, knowledge sharing on production and technologies, cost reduction, sharing in distribution channels, planning, co-sourcing and distribution, and joint business expansion.
- (3) Comprehensive business operation and product varieties of SCGD to fulfil customer's needs and increase competitiveness of the Business and SCGD to have ability to manage changes of industry in the future. While at the moment the business operation of the Business has less product varieties and mainly focus on Thailand.
- (4) To maximize the utilization of resources among the SCC group by operating Decor Surfaces and Bathroom business under a single listed company.
- (5) The larger business size and more trading liquidity in the market from free float that is expected to increase from higher minority shareholders after listing of SCGD, compared to the Business at the moment, will attract more investors attention in SCGD.

Nevertheless, the shareholders of the Business who decide to tender the shares in this Tender Offer for the IPO shares and who subscribe the shares allotted from IPO of SCGD will continue to sell and purchase the shares of SCGD simultaneously and have liquidity in trading of SCGD's shares in the SET.

Impacts on the shareholders of the Business who decide not to tender the shares in this Tender Offer

The Business will cease to be a listed company in the SET upon the completion of the IPO by the Tender Offeror and the shares of the Tender Offeror are traded in the SET. The shareholders of the Business who decide not to tender the shares in this Tender Offer, however, remain the shareholders of the Business and the rights to receive dividend and to attend the general meetings of the shareholders and exercise the voting rights in the general meetings as in general.

However, the shareholders of the Business who decide not to tender the shares may be affected by the result from the Business not being listed in the SET including the followings:

- (1) Lack of liquidity in trading the shares of the Business as there is no secondary market to trade the shares, no market price to trade the shares and the shares of the Business are not able to trade flexibly;
- (2) At the present, the Tender Offeror has the voting rights over 75 percent of the total voting shares of the Business, which makes the voting of important agendas in the general meeting of the Business easy to pass with only the votes solely from the Tender Offeror. Therefore, the aforementioned shareholding structure of the Tender Offeror will affect the minority shareholders having risks in bargaining with the Tender Offeror;
- (3) The shareholders will get less access to the information of the Business as the Business is not mandatory to comply with the regulations of the SET and the SEC with respect to the listed company. In addition, in the event where the Tender Offer to withdraw the securities of the Business is ended, the shareholders who are not the Tender Offeror including person acting in concert person and any person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such shareholder holding the shares not exceeding 5 percent in aggregate of the total voting shares of the Business, or the shareholders and the holder of warrant in a number of not exceeding 100 persons, this will result in (1) the Business will cease the obligation to prepare and submit the financial statements and other reports regarding the financial position and business operation to the Securities and Exchange Commission according to the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended) and (2) the Business including its directors and executives will not fall under the regulations regarding the governance of publicly traded company according to Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (as amended), e.g. entering into a connected transaction, entering into a transaction significant to the Business, a duty to report the conflict-of-interest of the directors and the executives, and etc.

However, the shareholders of the Business will access the information or news of the Business indirectly through the disclosure by the Tender Offeror according to the requirements and directly through the disclosure by the Business according to the Public Company Act B.E. 2535 (as amended), e.g. information that is required to disclose in the general meetings of the Business,

annual reports of the Business, and financial statements. In the event where the minority shareholders desire to know about the information regarding the Business, e.g. list of directors, list of shareholders and annual financial statements of the Business, the shareholders are able to check and make a copy of such information at the Ministry of Commerce;

- (4) The form of returns received by the shareholders of the Business will change whereby the profits from a sale of shares by the shareholders of the Business will be limited as there is no secondary market for trading the shares. However, the main benefits of the shareholders of the Business will be in the form of dividend; and
- (5) The individual shareholders will not be entitled to an exemption of capital gains tax as the shares of the Business are not traded in the SET. In addition, a transfer of the Business's shares, whether the transferor is the individual or the juristic person, is not entitled to an exemption of stamp duty which is calculated on 0.1 percent of the paid-up value of shares or the price according to the share transfer instrument, whichever is higher.

The shareholders of the Business will not receive return on investment in the shares of SCGD which is the flagship company carrying of the business of floor tiles, wall tiles and bathroom domestically and internationally while the current business operation of the Business is less diverse and focuses mainly in Thailand.

However, the shareholders of the Business can continue to sell the shares of the Business in the SET until the listing of the shares is completely withdrawn.

Revision

The shareholders of the Business, whether deciding to or not to tender the shares in this Tender Offer, will be affected as follows:

Impacts on the shareholders of the Business who decide to tender the shares in this Tender Offer

The shareholders of the Business who decide to tender the shares in this Tender Offer will be allotted with the SCGD's shares at the fair value for a payment of consideration as the IPO value of the SCGD's shares is determined by bookbuilding method, which is the process that determines the pricing of IPO share generally accepted and used with transparency and non-distortion. The shareholders of the Business will then become the shareholders of SCGD which is the flagship company of SCC group carrying out the business of manufacturing of the floor tiles, wall tiles and bathroom business in both domestically and internationally. In this business restructuring, the shareholders of the Business will benefit from the change of shareholders of SCGD as follows:

- (1) To enhance the Business from being a leading operator in Thailand to become a regional leader that has potential and competitiveness in regional level. [SCGD has operated its business in various countries including Vietnam, the Philippines, where SCGD is the market leader, and in Indonesia where SCGD's brand is one of the leading brands which allow](#) SCGD to create opportunities and values for all stakeholders in each country [based on its strong financial performance](#).

- (2) To strengthen business synergy among the company group in Decor Surfaces and Bathroom by developing key strengths of each business in SCGD for rapid and efficient growth in business operation in the regional level such as design, research and development, knowledge sharing on production and technologies, cost reduction, sharing in distribution channels, planning, co-sourcing and distribution, and joint business expansion.
- (3) Comprehensive business operation and product varieties of SCGD to fulfil customer's needs and increase competitiveness of the Business and SCGD to have ability to manage changes of industry in the future. While at the moment the business operation of the Business has less product varieties and mainly focus on Thailand.
- (4) Shareholders of the Business who accept the Tender Offer will become shareholders of SCGD and will benefit from SCGD being the flagship company of the SCC group for the decor surfaces and bathroom business. SCGD will be able to~~Fe~~ maximize the utilization of resources among the SCC group by operating Decor Surfaces and Bathroom business under a single listed company.
- (5) The larger business size and more trading liquidity in the market from free float that is expected to increase from higher minority shareholders after listing of SCGD, compared to the Business at the moment, will attract more investors attention in SCGD.

Nevertheless, the shareholders of the Business who decide to tender the shares in this Tender Offer for the IPO shares and who subscribe the shares allotted from IPO of SCGD will continue to sell and purchase the shares of SCGD simultaneously and have liquidity in trading of SCGD's shares in the SET.

Impacts on the shareholders of the Business who decide not to tender the shares in this Tender Offer

The Business will cease to be a listed company in the SET upon the completion of the IPO by the Tender Offeror and the shares of the Tender Offeror are traded in the SET. The shareholders of the Business who decide not to tender the shares in this Tender Offer, however, remain the shareholders of the Business and the rights to receive dividend and to attend the general meetings of the shareholders and exercise the voting rights in the general meetings as in general.

However, the shareholders of the Business who decide not to tender the shares may be affected by the result from the Business not being listed in the SET including the followings:

- (1) Lack of liquidity in trading the shares of the Business as there is no secondary market to trade the shares, no market price to trade the shares and the shares of the Business are not able to trade flexibly;
- (2) At the present, the Tender Offeror has the voting rights over 75 percent of the total voting shares of the Business, which makes the voting of important agendas in the general meeting of the Business easy to pass with only the votes solely from the Tender Offeror. Therefore, the aforementioned shareholding structure of the Tender Offeror will affect the minority shareholders having risks in bargaining with the Tender Offeror;

- (3) The shareholders will get less access to the information of the Business as the Business is not mandatory to comply with the regulations of the SET and the SEC with respect to the listed company. In addition, in the event where the Tender Offer to withdraw the securities of the Business is ended, the shareholders who are not the Tender Offeror including person acting in concert person and any person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such shareholder holding the shares not exceeding 5 percent in aggregate of the total voting shares of the Business, or the shareholders and the holder of warrant in a number of not exceeding 100 persons, this will result in (1) the Business will cease the obligation to prepare and submit the financial statements and other reports regarding the financial position and business operation to the Securities and Exchange Commission according to the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-financial Information of Securities Issuers (as amended) and (2) the Business including its directors and executives will not fall under the regulations regarding the governance of publicly traded company according to Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (as amended), e.g. entering into a connected transaction, entering into a transaction significant to the Business, a duty to report the conflict-of-interest of the directors and the executives, and etc.

However, the shareholders of the Business will access the information or news of the Business indirectly through the disclosure by the Tender Offeror according to the requirements and directly through the disclosure by the Business according to the Public Company Act B.E. 2535 (as amended), e.g. information that is required to disclose in the general meetings of the Business, annual reports of the Business, and financial statements. In the event where the minority shareholders desire to know about the information regarding the Business, e.g. list of directors, list of shareholders and annual financial statements of the Business, the shareholders are able to check and make a copy of such information at the Ministry of Commerce;

- (4) The form of returns received by the shareholders of the Business will change whereby the profits from a sale of shares by the shareholders of the Business will be limited as there is no secondary market for trading the shares. However, the main benefits of the shareholders of the Business will be in the form of dividend; and
- (5) The individual shareholders will not be entitled to an exemption of capital gains tax as the shares of the Business are not traded in the SET. In addition, a transfer of the Business's shares, whether the transferor is the individual or the juristic person, is not entitled to an exemption of stamp duty which is calculated on 0.1 percent of the paid-up value of shares or the price according to the share transfer instrument, whichever is higher.

The shareholders of the Business will not receive return on investment in the shares of SCGD which is the flagship company carrying of the business of floor tiles, wall tiles and bathroom domestically and internationally while the current business operation of the Business is less diverse and focuses mainly in Thailand.

However, the shareholders of the Business can continue to sell the shares of the Business in the SET until the listing of the shares is completely withdrawn.

Moreover, the Tender Offeror has plans to proceed with the internal restructuring of subsidiary companies engaged in core businesses after being listed on the SET. This may impact the status of the Business. For instance, amalgamation between the Business and other subsidiaries engaged in core businesses of the Tender Offeror, such as Bathroom business, etc. In such cases, shareholders of the Business who do not accept the Tender Offer in this round and remain shareholders in the Business may need to convert their shareholdings to hold shares in the new company formed as a result of the amalgamation, instead of holding shares in the Business which will be ceased to exist as a juristic entity after the public company registrar accepted the amalgamation. Any restructuring will be carried out in compliance with relevant laws and regulations, including articles of association of the Business, Board of Directors' resolutions, and/or shareholders' resolutions of the Business (as applicable). In order to the amalgamation, approval must be obtained at a shareholders' meeting of the merging companies, with at least three-fourths of the total votes from the attending shareholders who have the right to vote. Additionally, the company shall arrange for the purchaser to buy shares from shareholders who vote against the amalgamation at a price determined by an independent appraiser appointed by both parties etc. In such a case of amalgamation, the Business will cease to exist as a legal entity and a new legal entity will be established, consolidating the assets, liabilities, rights, and responsibilities of the companies being amalgamated.

12. Part 2, Page 28, Section 5.4.2, Risk factors of the Tender offer and the business of the Tender Offeror – Risk in brief relating to the business of the Tender Offeror – General risks in the business operation, (18) Risks from being blocked to access on the legal entity administration system of KIA and KKM

Original

Risks from being blocked to access on the legal entity administration system of KIA and KKM from the request made by the government authority in Indonesia as mentioned in Risk Factor No. (17), resulting in the government authority in Indonesia temporarily blocked to access on the legal entity administration system of KIA and KKM with the Ministry of Law and Human Rights (MOLHR). This may cause the business operation of KIA and KKM to become more complex, inflexible, and affect the performance of the business, financial position, and competitive ability of KIA and KKM.

However, according to the opinion of the legal advisor, the event where KIA and KKM are unable to register the amendment of directors will not affect the performance as a new appointed director.

In order to protect the rights of KIA and the shareholders of KIA, KIA filed lawsuits against the government authority and MOLHR to the Administrative Court of Indonesia on September 4, 2023 to withdraw the suspension of registration of KIA, which is expected to take 2 years approximately;

Revision

Risks from being blocked to access on the legal entity administration system of KIA and KKM from the request made by the government authority in Indonesia as mentioned in Risk Factor No. (17), resulting in the government authority in Indonesia temporarily blocked to access on the legal entity administration system of KIA and KKM with the Ministry of Law and Human Rights (MOLHR). This may cause the business operation of KIA and KKM to become more complex, inflexible, and affect the performance of the business, financial position, and competitive ability of KIA and KKM.

However, according to the opinion of the legal advisor, the event where KIA and KKM are unable to register the amendment of directors will not affect the performance as a new appointed director.

In order to protect the rights of KIA and the shareholders of KIA, KIA filed lawsuits against the government authority and MOLHR to the Administrative Court of Indonesia on September 4, 2023 to withdraw the suspension of registration of KIA, which is expected to take 2 years approximately;

[In order to protect the rights of KIA and the shareholders of KIA, KIA filed a lawsuit against the government authority and MOLHR to the Administrative Court of Indonesia to request for the revocation of the suspension order. Currently, KIA is in the process of amending the information of the dispute subject in the complaint according to the Panel of Judges' recommendation, for appropriate and consistent with the additional documents received from the Indonesia government authority, and will proceed with the legal process in accordance with the Indonesian law.](#)

13. Part 3, page 2, Section 1.1, Group Company Structure and the Nature of Business – 3) Solar Equipment Installation Business

Original

The solar equipment installation business, or Solar business, is operated through a subsidiary company, Susunn Smart Solution Company Limited (“**SUSUNN**”). However, the Business is currently in the process of gradually reducing its solar operations to mitigate conflicts of interest due to the similarity of solar business operations with other companies within the SCC group.

Nevertheless, both SUSUNN and COTTO still need to carry out certain necessary operations to maintain credibility and the corporate image, as well as to prevent customer service complaints. Starting from October 3, 2023, SUSUNN and COTTO have ceased accepting new customers for solar installation services, as well as all marketing and sales activities related to solar installation. For existing customers who have already signed the agreement, SUSUNN and COTTO will continue to provide solar installation services in accordance with their agreements. For customers who have initiated contact and are in the decision-making or contracting process, SUSUNN and COTTO will proceed to enter into the agreement and provide solar installation services according to the terms of those agreements. As of June 30, 2023, there are customers who have already entered into contracts, as well as customers in the process of finalizing contracts, totaling 21 agreements, and 251 customers in the process of communication and decision-making. The aforementioned agreement will reach the warranty period by the year 2571 or

within 5 years after the services are delivered. Both SUSUNN and COTTO will continue to place orders with suppliers to support customers who are still bound by agreements. SUSUNN and COTTO will also coordinate with suppliers when customers require maintenance and repairs for their solar panels according to the warranty conditions stipulated in the agreements. Suppliers will directly provide maintenance and repair services to customers when needed.

Revision

The solar equipment installation business, or Solar business, is operated through a subsidiary company, Susunn Smart Solution Company Limited (“**SUSUNN**”). However, the Business is currently in the process of gradually reducing its solar operations to mitigate conflicts of interest due to the similarity of solar business operations with other companies within the SCC group.

Nevertheless, both SUSUNN and COTTO still need to carry out certain necessary operations to maintain credibility and the corporate image, as well as to prevent customer service complaints. Starting from October 3, 2023, SUSUNN and COTTO have ceased accepting new customers for solar installation services, as well as all marketing and sales activities related to solar installation. For existing customers who have already signed the agreement, SUSUNN and COTTO will continue to provide solar installation services in accordance with their agreements. For customers who have initiated contact and are in the decision-making or contracting process, SUSUNN and COTTO will proceed to enter into the agreement and provide solar installation services according to the terms of those agreements. As of June 30, 2023, there are customers who have already entered into contracts, as well as customers in the process of finalizing contracts, totaling 21 agreements, and 251 customers in the process of communication and decision-making. The aforementioned agreement will reach the warranty period by the year 2571 or within 5 years after the services are delivered. Both SUSUNN and COTTO will continue to place orders with suppliers to support customers who are still bound by agreements. SUSUNN and COTTO will also coordinate with suppliers when customers require maintenance and repairs for their solar panels according to the warranty conditions stipulated in the agreements. Suppliers will directly provide maintenance and repair services to customers when needed.

[Remark: ¹ In 2021 – 2022, SUSUNN and COTTO had a proportion of the number of customers who entered into contracts for the installation of solar power equipment relative to the number of customers who engaged in negotiations of 5.2 percent – 6.5 percent](#)

14. Part 3, Page 6, Section 1.1.2, The Revenue Structure

Original

	For the year ended						For six-month periods ended	
	31 December 2020		31 December 2021		31 December 2022		30 June 2023	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Surface Decoration Business	9,971	97.8	10,419	92.4	12,421	94.4	6,264	91.5
Domestic	8,120	79.7	8,543	75.8	9,981	75.9	5,216	76.1
International	1,851	18.2	1,876	16.6	2,440	18.5	1,048	15.3
Industrial Estate Business	149	1.5	274	2.4	157	1.2	241	3.5
Solar Equipment Installation Business	74	0.7	580	5.1	579	4.4	344	5.0
Total Revenue from Sales and Services	10,194	100.0	11,273	100.0	13,157	100.0	6,850	100.0

Revision

	For the year ended						For <u>nine</u> -month periods ended	
	31 December 2020		31 December 2021		31 December 2022		30 <u>September</u> 2023	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Surface Decoration Business	9,971	97.8	10,419	92.4	12,421	94.4	<u>9,397</u>	<u>90.6</u>
Domestic	8,120	79.7	8,543	75.8	9,981	75.9	<u>7,810</u>	<u>75.3</u>
International	1,851	18.2	1,876	16.6	2,440	18.5	<u>1,587</u>	<u>15.3</u>
Industrial Estate Business	149	1.5	274	2.4	157	1.2	<u>328</u>	<u>3.2</u>
Solar Equipment Installation Business	74	0.7	580	5.1	579	4.4	<u>651</u>	<u>6.3</u>
Total Revenue from Sales and Services	10,194	100.0	11,273	100.0	13,157	100.0	<u>10,376</u>	<u>100.0</u>

15. Part 3, Page 6, Section 1.2, Summary of the Financial Position and Business Performance

Original

Unit: Million Thai Baht	For the year ended						For six-month periods ended	
	31 December 2020		31 December 2021		31 December 2022		30 June 2023	
	Separate Financial Statements	Consolidated Financial Statements						
Total Assets	11,150	10,913	11,648	11,521	11,462	11,310	11,910	11,914
Total Liabilities	2,030	2,101	2,191	2,271	2,332	2,493	2,548	2,902
Shareholders' Equity	9,120	8,812	9,457	9,251	9,130	8,817	9,362	9,012
Registered Capital	5,963	5,963	5,963	5,963	5,963	5,963	5,963	5,963
Total Revenue ⁽¹⁾	10,467	10,264	11,355	11,345	13,103	13,224	6,679	6,898
Total Costs and Expenses ⁽²⁾	9,901	9,840	10,866	10,761	12,535 ⁽³⁾	12,775 ⁽³⁾	6,208	6,464
Net Profit	567	424	489	584	568 ⁽³⁾	449 ⁽³⁾	471	433
Net Profit per Share	0.10	0.07	0.08	0.10	0.00	0.00	0.08	0.07
Dividend per Share	0.01	0.01	0.03	0.03	0.05	0.05	0.04	0.04
Book Value per Share	1.53	1.48	1.59	1.55	1.53	1.48	1.57	1.51

Revision

Unit: Million Thai Baht	For the year ended						For <u>nine-month periods ended</u>	
	31 December 2020		31 December 2021		31 December 2022		30 <u>September</u> 2023	
	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements
Total Assets	11,150	10,913	11,648	11,521	11,462	11,310	<u>12,153</u>	<u>12,115</u>
Total Liabilities	2,030	2,101	2,191	2,271	2,332	2,493	<u>2,595</u>	<u>2,892</u>
Shareholders' Equity	9,120	8,812	9,457	9,251	9,130	8,817	<u>9,559</u>	<u>9,223</u>

The Amendment to the Tender Offer for Securities of SCG Ceramics Public Company Limited

Unit: Million Thai Baht	For the year ended						For <u>nine-month periods ended</u>	
	31 December 2020		31 December 2021		31 December 2022		30 <u>September</u> 2023	
	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements
Registered Capital	5,963	5,963	5,963	5,963	5,963	5,963	<u>5,963</u>	<u>5,963</u>
Total Revenue ⁽¹⁾	10,467	10,264	11,355	11,345	13,103	13,224	<u>9,904</u>	<u>10,455</u>
Total Costs and Expenses ⁽²⁾	9,901	9,840	10,866	10,761	12,535 ⁽³⁾	12,775 ⁽³⁾	<u>9,237</u>	<u>9,811</u>
Net Profit	567	424	489	584	568 ⁽³⁾	449 ⁽³⁾	<u>667</u>	<u>643</u>
Net Profit per Share	0.10	0.07	0.08	0.10	0.00	0.00	<u>0.11</u>	<u>0.11</u>
Dividend per Share	0.01	0.01	0.03	0.03	0.05	0.05	<u>0.04</u>	<u>0.04</u>
Book Value per Share	1.53	1.48	1.59	1.55	1.53	1.48	<u>1.60</u>	<u>1.55</u>

16. Part 3, Page 9, Section 1.4.1, The list of the Board of Directors as of October 27, 2023

Original

Name List	Position
1. Mr. Nithi Patarachoke	Chairman of the Board of Directors / Chairman of Executive Committee Member of Remuneration, Nomination, and Governance Committee
2. Mr. Numpol Malichai	Director / Executive Committee / Managing Director
3. Mr. Kittiphong Photaranon	Director / Executive Committee
4. Mr. Anuvat Chalermchai	Director
5. Mr. Chaovalit Ekabut	Director
6. Mr. Surasak Kraiwitthaicharoen	Director / Member of Remuneration, Nomination, and Governance Committee
7. Miss Varunyu Opanayikul	Director
8. Mr. Prawit Ninsuvannakul	Independent Director / Chairman of Audit Committee
9. Mr. Damri Tunshevavong	Independent Director / Chairman of Remuneration, Nomination, and Governance Committee / Audit Committee
10. Mr. Teeranun Srihong	Independent Director
11. Mr. Arnut Changtrakul	Independent Director / Audit Committee

Source: The Stock Exchange of Thailand (www.set.or.th)

Revision

Name List	Position
1. Mr. Nithi Patarachoke	Chairman of the Board of Directors / Chairman of Executive Committee Member of Remuneration, Nomination, and Governance Committee
2. Mr. Numpol Malichai	Director / Executive Committee / Managing Director
3. Mr. Kittiphong Photaranon	Director / Executive Committee
4. Mr. Anuvat Chalermchai	Director
5. Mr. Chaovalit Ekabut	Director
6. Mr. Surasak Kraiwitthaicharoen	Director / Member of Remuneration, Nomination, and Governance Committee
7. Miss Varunyu Opanayikul	Director
8. Mr. Prawit Ninsuvannakul	Independent Director / Chairman of Audit Committee
9. Mr. Damri Tunshevavong	Independent Director / Chairman of Remuneration, Nomination, and Governance Committee / Audit Committee
10. Mr. Teeranun Srihong	Independent Director
11. Mr. Arnut Changtrakul	Independent Director / Audit Committee

Source: The Stock Exchange of Thailand (www.set.or.th)

In addition, the Tender Offeror has appointed 6 directors out of total members on the Board of Directors (excluding independent directors) totaling 7 individuals. This appointment is proportional to the shareholding in the Business.

17. Part 3, Page 10, Section 2.1, Business Status

Original

After the completion of the Tender Offer and the subsequent delisting of the Business's shares from the SET, the Business will no longer maintain its status as a listed company on the SET. However, it will retain its position as a public company limited and continue its operations as usual.

Furthermore, the Tender Offeror has plans to proceed with the internal restructuring of subsidiary companies engaged in core businesses after being listed on the SET. This may impact the status of the Business, for instance, amalgamation between the Business and other subsidiaries engaged in core businesses of the Tender Offeror. In such cases, shareholders of the Business who do not accept the Tender Offer in this round and remain shareholders in the Business may need to convert their shareholding to hold shares in the new company formed as a result of the amalgamation. Any restructuring will be carried out in compliance with relevant laws and regulations, including articles of association of the Business, Board of Directors' resolutions, and/or shareholders' resolutions of the Business (as applicable). In such a case of amalgamation, the Business will cease to exist as a legal entity and a new legal entity will be established, consolidating the assets, liabilities, rights, and responsibilities of the companies being amalgamated.

Revision

After the completion of the Tender Offer and the subsequent delisting of the Business's shares from the SET, the Business will no longer maintain its status as a listed company on the SET. However, it will retain its position as a public company limited and continue its operations as usual.

Furthermore, the Tender Offeror has plans to proceed with the internal restructuring of subsidiary companies engaged in core businesses after being listed on the SET. This may impact the status of the Business, for instance, amalgamation between the Business and other subsidiaries engaged in core businesses of the Tender Offeror [such as Bathroom business, etc.](#) In such cases, shareholders of the Business who do not accept the Tender Offer in this round and remain shareholders in the Business may need to convert their shareholding to hold shares in the new company formed as a result of the amalgamation, [instead of holding shares in the Business which will be ceased to exist as a juristic entity after the public company registrar accepted the amalgamation.](#) Any restructuring will be carried out in compliance with relevant laws and regulations, including articles of association of the Business, Board of Directors' resolutions, and/or shareholders' resolutions of the Business (as applicable). [In order to the amalgamation, approval must be obtained at a shareholders' meeting of the merging companies, with at least three-fourths of the total votes from the attending shareholders who have the right to vote. Additionally, the company shall arrange for the purchaser to buy shares from shareholders who vote against the amalgamation at a price determined by an independent appraiser appointed by both parties etc.](#) In such a case of amalgamation, the Business will cease to exist as a legal entity and a new legal entity will be established, consolidating the assets, liabilities, rights, and responsibilities of the companies being amalgamated.

18. Part 3, Page 11, Section 2.2.1, The objectives for conducting the business of the Business

Original

Within the 12 months following the completion of the Tender Offer period, the Tender Offeror does not plan to make significant changes to the Business's objectives.

However, the Tender Offeror has plans to proceed with the internal restructuring of subsidiary companies engaged in core businesses after being listed on the SET. This may impact the status of the Business. For instance, amalgamation between the Business and other subsidiaries engaged in core businesses of the Tender Offeror. In such cases, shareholders of the Business who do not accept the Tender Offer in this round and remain shareholders in the Business may need to convert their shareholdings to hold shares in the new company formed as a result of the amalgamation. Any restructuring will be carried out in compliance with relevant laws and regulations, including articles of association of the Business, Board of Directors' resolutions, and/or shareholders' resolutions of the Business (as applicable). In such a case of amalgamation, the Business will cease to exist as a legal entity and a new legal entity will be established, consolidating the assets, liabilities, rights, and responsibilities of the companies being amalgamated.

Revision

Within the 12 months following the completion of the Tender Offer period, the Tender Offeror does not plan to make significant changes to the Business's objectives. [The Business will continue its operation as a manufacturer and distributor of floor and wall tiles, as well as other decorated surface materials as the same.](#)

However, the Tender Offeror has plans to proceed with the internal restructuring of subsidiary companies engaged in core businesses after being listed on the SET. This may impact the status of the Business. For instance, amalgamation between the Business and other subsidiaries engaged in core businesses of the Tender Offeror [such as Bathroom business, etc.](#) In such cases, shareholders of the Business who do not accept the Tender Offer in this round and remain shareholders in the Business may need to convert their shareholding to hold shares in the new company formed as a result of the amalgamation, [instead of holding shares in the Business which will be ceased to exist as a juristic entity after the public company registrar accepted the amalgamation.](#) Any restructuring will be carried out in compliance with relevant laws and regulations, including articles of association of the Business, Board of Directors' resolutions, and/or shareholders' resolutions of the Business (as applicable). [In order to the amalgamation, approval must be obtained at a shareholders' meeting of the merging companies, with at least three-fourths of the total votes from the attending shareholders who have the right to vote. Additionally, the company shall arrange for the purchaser to buy shares from shareholders who vote against the amalgamation at a price determined by an independent appraiser appointed by both parties etc.](#) In such a case of amalgamation, the Business will cease to exist as a legal entity and a new legal entity will be established, consolidating the assets, liabilities, rights, and responsibilities of the companies being amalgamated.

19. Part 3, Page 12, Section 2.2.3, Investment Expansion Plan

Original

During the 12 months following the completion of the Tender Offer period, the Tender Offeror has plans to expand the business investment in line with the business operation plan, such as energy cost reduction projects, machinery upgrades in the factories, investment projects to expand production capacity, including encompasses products with added value, new products related to surface decoration materials, and other relevant products and/or adjust or expand the network or retail outlets for product distribution. However, the Tender Offeror will carefully consider the current business investment policies or plans in detail. The Tender Offeror may further evaluate additional business investments beyond the regular business operation plan (including acquiring businesses or additional assets). If there are business opportunities or suitable investment prospects, or in the event of significant changes in market conditions, competition dynamics, or the business of the Business, or other necessary changes, the Tender Offeror may review and adjust investment plans as necessary and appropriate to benefit both the Business and the Tender Offeror overall.

Revision

During the 12 months following the completion of the Tender Offer period, the Tender Offeror has plans to expand the business investment in line with the business operation plan, such as

- Energy cost reduction projects such as Solar cell installation project, which energy produced will be used in the manufacturing line, Hot Air Generator (HAG) project, Biomass project which such energy will be used to generate hot air for clay powder process which could lower the energy cost.
- Machinery upgrades in the factories, in order to improve manufacturing efficiency and increasing competitiveness as well as improving warehouse workflows.
- Investment projects to expand production capacity, including Big size tile 60x60 and SPC production facility in order to meet the demand of customers and/or enhance distribution channels or own retail store, etc.

For such investments, the Tender Offeror may use proceed receiving from the IPO together with the Business' working capital, as deem appropriate, for the benefit of the Business and the Tender Offeror in overall. However, the Tender Offeror will carefully consider the current business investment policies or plans in detail. The Tender Offeror may further evaluate additional business investments beyond the regular business operation plan (including acquiring businesses or additional assets). If there are business opportunities or suitable investment prospects, or in the event of significant changes in market conditions, competition dynamics, or the business of the Business, or other necessary changes, the Tender Offeror may review and adjust investment plans as necessary and appropriate to benefit both the Business and the Tender Offeror overall.

20. Part 3, Page 13, Section 2.3, Connected Transaction

Original

Currently, the Business has established policies, regulations, and approval processes of connected transaction in accordance with the rules and requirements of the SET and the SEC to prevent conflicts of interest of connected transactions between the Business and its subsidiaries, affiliated companies, related parties, and/or individuals that may pose conflicts. Presently, the Business has connected transactions with the Tender Offeror or persons under Section 258 of the Tender Offeror, specifically as outlined in Section 2, Clause 4.4.2 regarding connected transactions. However, such connected transactions are in line with the business conditions and/or financial status of the Business, taking into account the necessity and reasonableness of the transactions and their significance to the Business's operations and benefits. The Tender Offeror foresees that, post the Business's acquisition, the trajectory of connected transactions between the Business and the Tender Offeror or persons under Section 258 of the Tender Offeror will align with the normal course of business for the Business.

Nonetheless, following the restructuring and the issuance of this Tender Offer, the Business's shares will be delisted from the SET. The Business may no longer be obligated to comply with the regulations regarding related party transactions as specified by securities and exchange laws, including regulations, announcements, orders, or directives of the SEC and the SET. Consequently, minority shareholders of the Business may be impacted by not receiving relevant information regarding transactions with related parties that the Business is required to disclose as per the criteria of being a listed company. This may result in less timely and less frequent updates compared to when the Business maintained its status as a listed entity on the SET.

Revision

Currently, the Business has established policies, regulations, and approval processes of connected transaction in accordance with the rules and requirements of the SET and the SEC to prevent conflicts of interest of connected transactions between the Business and its subsidiaries, affiliated companies, related parties, and/or individuals that may pose conflicts. Presently, the Business has connected transactions with the Tender Offeror or persons under Section 258 of the Tender Offeror, specifically as outlined in Section 2, Clause 4.4.2 regarding connected transactions. However, such connected transactions are in line with the business conditions and/or financial status of the Business, taking into account the necessity and reasonableness of the transactions and their significance to the Business's operations and benefits. The Tender Offeror foresees that, post the Business's acquisition, the trajectory of connected transactions between the Business and the Tender Offeror or persons under Section 258 of the Tender Offeror will align with the normal course of business for the Business.

Nonetheless, following the restructuring and the issuance of this Tender Offer, the Business's shares will be delisted from the SET. The Business may no longer be obligated to comply with the regulations regarding related party transactions as specified by securities and exchange laws, including regulations, announcements, orders, or directives of the SEC and the SET. Consequently, minority shareholders of the Business may be

impacted by not receiving relevant information regarding transactions with related parties that the Business is required to disclose as per the criteria of being a listed company. This may result in less timely and less frequent updates compared to when the Business maintained its status as a listed entity on the SET. [Nevertheless, the Business will continuously comply with related party transaction policy of SCGD as a subsidiary of SCGD.](#)

21. Part 4, Page 10, Section 3, Settlement and Payment Procedures

Original

Upon the receipt of the Acceptance Form and other related documents, properly completed and duly executed as stated in Clause 1.1 and Clause 1.2 and after the Tender Offer period, SCGD will allot its newly issued shares of SCGD as a consideration to the offeree as soon as possible and no later than 2 weeks following the last day of the Tender Offer period. In this regard, if there is any fraction of shares from the allocation, such fraction will be rounded down and no cash compensation will be made therefor. SCGD will deliver its shares to the Offeree as follows.

Revision

Upon the receipt of the Acceptance Form and other related documents, properly completed and duly executed as stated in Clause 1.1 and Clause 1.2 and after the Tender Offer period, SCGD will allot its newly issued shares of SCGD as a consideration to the offeree as soon as possible [and no later than 2 weeks expecting within 6 business days](#) following the last day of the Tender Offer period. In this regard, if there is any fraction of shares from the allocation, such fraction will be rounded down and no cash compensation will be made therefor. SCGD will deliver its shares to the Offeree as follows.

22. Part 4, Page 18, Section 7.1, Method of the Offer Price determination

Original

The Offer Price at THB 2.40 per share was the price that the Tender Offeror determined from various methods e.g. market price, trading multiples and discounted cash flow, which are generally accepted fair value evaluation methods. SCGD will issue its newly issued ordinary shares as consideration for the Tender Offer where consideration will be made with no cash alternative. Such swap ratio for the exchange of the shares in the Business and the shares consideration of SCGD will be calculated from the Offer Price divided by the final IPO price of the shares in SCGD. In this regard, if there is any fraction of shares from the allocation of the shares consideration according to the final swap ratio, such fraction will be rounded down and no cash compensation will be made. The Extraordinary General Meeting of shareholders of the Business No. 1/2023 on May 23, 2023, where the meeting has considered and approved the business restructuring plan, sources of the aforementioned tender offer prices and the delisting with the votes of not less than three-fourths of the total number of issued and

paid-up shares of the Business. Furthermore, no more than 10 percents of total number of issued and paid-up shares of the Business opposed the delisting, in accordance with the delisting requirement of the SET.

Prior to this particular Tender Offer, the Tender Offeror was granted waivers for the tender offer rules from the Takeover Panel on March 28, 2023 which include:

- 1) A waiver to allow the exclusion of using delisting tender offer price criteria provided that the determining of the delisting tender offer price of securities, when calculating the swap ratio, must reflect the fair value of COTTO shares and the share price of the Tender Offeror must reflect the impact of the potential liability from the claim against the Tender Offeror's overseas subsidiary, i.e., PT Keramika Indonesia Assosiasi Tbk (KIA);
- 2) A waiver to allow the exclusion of tender offer price criteria that require at least one cash alternative. This means that the Tender Offeror can conduct the tender offer without having to provide cash as an alternative (No Cash Alternative). In this regard, the swap ratio must be calculated based on the fair value, reflecting the impact of the claim against KIA, as mentioned above. Additionally, the Tender Offeror must sufficiently disclose information and progress regarding the mentioned claim in the financial statements' notes and in the securities offering document;
- 3) A waiver for the requirement to determine the tender offer price based on the valuation of compensation paid in a non-cash form, as assessed by financial advisors. In this case, the consideration to be paid in exchange for shares will be the newly issued shares of the Tender Offeror;
- 4) A waiver to exempt the Tender Offeror from conducting an offer to purchase securities and providing tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions or an imposition of an additional duty on the Tender Offeror under such laws due to the conducting of the Tender Offer. In this regard, the Tender Offeror must ensure that the Business discloses this matter in a notice of meeting that the Tender Offeror will not deliver the tender offer and tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions and provides a clear notification for shareholders to follow up on this matter by themselves in order to protect their rights. Additionally, the disclosure must be made through channels that allow shareholders to closely monitor the information to protect their rights to the fullest extent possible in two periods comprising; at the beginning of the tender offer and during the final tender offer period. It should be noted that the content and manner of disclosure must not violate the laws of those foreign countries;
- 5) A waiver to reduce the tender offer period after the announcement of the final offer period (Final day) from no less than 15 business days to no less than 10 business days;
- 6) A waiver to allow the inclusion of an additional cause for terminating the tender offer, under the conditions that this termination is triggered by (1) an unsuccessful IPO and (2) the Tender

Offeror's failure to meet the requirements as stipulated by the SET, provided that these causes are beyond the control of the Tender Offeror; and

- 7) A waiver to allow the cancellation of the tender offer after the end of the tender offer period if the IPO is unsuccessful. In this case, the reason for requesting the cancellation of the tender offer after the end of the tender offer period should not be specified as for the benefit of COTTO shareholders.

Revision

The Offer Price at THB 2.40 per share was the price that the Tender Offeror determined from various methods e.g. market price, trading multiples and discounted cash flow, which are generally accepted fair value evaluation methods. SCGD will issue its newly issued ordinary shares as consideration for the Tender Offer where consideration will be made with no cash alternative. Such swap ratio for the exchange of the shares in the Business and the shares consideration of SCGD will be calculated from ~~Offer Price divided by~~ the final IPO price of SCGD, divided by the Offer Price of the shares in SCGD established through the bookbuilding process. This method involves querying the quantity of demand for the shares at various price levels from investors with characteristics as specified in the Notification of the Office of the Securities and Exchange Commission NorChor. 1/2545 at each price level. In this regard, the Tender Offeror has disclosed details and impacts related to the claims of the Indonesian government and PT Keramika Indonesia Assosiasi, a subsidiary of the Tender Offeror, in the Tender Offer documents and prospectus of the Tender Offeror for investors' consideration. In this regard, if there is any fraction of shares from the allocation of the shares consideration according to the final swap ratio, such fraction will be rounded down and no cash compensation will be made. The Extraordinary General Meeting of shareholders of the Business No. 1/2023 on May 23, 2023, where the meeting has considered and approved the business restructuring plan, sources of the aforementioned tender offer prices and the delisting with the votes of not less than three-fourths of the total number of issued and paid-up shares of the Business. Furthermore, no more than 10 percents of total number of issued and paid-up shares of the Business opposed the delisting, in accordance with the delisting requirement of the SET.

Prior to this particular Tender Offer, the Tender Offeror was granted waivers for the tender offer rules from the Takeover Panel on March 28, 2023 which include:

- 1) A waiver to allow the exclusion of using delisting tender offer price criteria provided that the determining of the delisting tender offer price of securities, when calculating the swap ratio, must reflect the fair value of COTTO shares and the share price of the Tender Offeror must reflect the impact of the potential liability from the claim against the Tender Offeror's overseas subsidiary, i.e., PT Keramika Indonesia Assosiasi Tbk (KIA);
- 2) A waiver to allow the exclusion of tender offer price criteria that require at least one cash alternative. This means that the Tender Offeror can conduct the tender offer without having to provide cash as an alternative (No Cash Alternative). In this regard, the swap ratio must be

calculated based on the fair value, reflecting the impact of the claim against KIA, as mentioned above. Additionally, the Tender Offeror must sufficiently disclose information and progress regarding the mentioned claim in the financial statements' notes and in the securities offering document;

- 3) A waiver for the requirement to determine the tender offer price based on the valuation of compensation paid in a non-cash form, as assessed by financial advisors. In this case, the consideration to be paid in exchange for shares will be the newly issued shares of the Tender Offeror;
- 4) A waiver to exempt the Tender Offeror from conducting an offer to purchase securities and providing tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions or an imposition of an additional duty on the Tender Offeror under such laws due to the conducting of the Tender Offer. In this regard, the Tender Offeror must ensure that the Business discloses this matter in a notice of meeting that the Tender Offeror will not deliver the tender offer and tender offer documents to the Business shareholders in other jurisdictions which doing so would result in the Tender Offeror's violation of the laws of such jurisdictions and provides a clear notification for shareholders to follow up on this matter by themselves in order to protect their rights. [The Business has disclosed in the notice of extraordinary shareholder's meeting No.1/2023 that, the Tender Offeror shall not submit or distribute documents related to the Tender Offer into countries where such documents may cause the Tender Offeror to violate the laws or create additional obligations for the Tender Offeror beyond those required by the laws of that country in addition to fulfilling legal or regulatory obligations in Thailand. Additionally, the disclosure must be made through channels, such as the Offeror's website and the Bloomberg platform etc.](#) that allow shareholders to closely monitor the information to protect their rights to the fullest extent possible in two periods comprising; at the beginning of the tender offer and during the final tender offer period. It should be noted that the content and manner of disclosure must not violate the laws of those foreign countries;
- 5) A waiver to reduce the tender offer period after the announcement of the final offer period (Final day) from no less than 15 business days to no less than 10 business days;
- 6) A waiver to allow the inclusion of an additional cause for terminating the tender offer, under the conditions that this termination is triggered by (1) an unsuccessful IPO and (2) the Tender Offeror's failure to meet the requirements as stipulated by the SET, provided that these causes are beyond the control of the Tender Offeror; and
- 7) A waiver to allow the cancellation of the tender offer after the end of the tender offer period if the IPO is unsuccessful. In this case, the reason for requesting the cancellation of the tender offer after the end of the tender offer period should not be specified as for the benefit of COTTO shareholders.

Please be informed accordingly,

SCG Decor Public Company Limited

- Mr. Roongrote Rangsiyopash -

(Mr. Roongrote Rangsiyopash)

Authorized Director

- Mr. Numpol Malichai -

(Mr. Numpol Malichai)

Authorized Director

The Tender Offeror

Bualuang Securities Public Company Limited

- Mr. Vararatana Jutimitta -

Mr. Vararatana Jutimitta

Senior Managing Director

- Mr. Soravis Krairiksh -

(Mr. Soravis Krairiksh)

Managing Director

The Tender Offer Preparer