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VS/KT (COTTO) 030/2019

March 22, 2019

Dear President  
The Stock Exchange of Thailand

**Subject: Resolutions of the 2019 Annual General Meeting of Shareholders**

This is to inform the resolutions of the 2019 Annual General Meeting of Shareholders of SCG Ceramics Public Company Limited held on Friday, March 22, 2019:

1. Acknowledged the Company's Annual Report for the year 2018
2. Approved the Financial Statements for the year ended December 31, 2018 as duly audited and signed by the auditor from KPMG Phoomchai Audit Co., Ltd. and agreed upon by the Audit Committee.

**The Meeting, by a simple majority vote of total number of votes of the shareholders present at the meeting and voting, approved this agenda as follows:**

Approved	5,531,345,267	votes, equivalent to	99.9999%
Disapproved	378	votes, equivalent to	0.0000%
Void	0	votes, equivalent to	0%
Abstained	0	votes	

3. Approved the suspension of dividend payment for the year 2018 and acknowledged the allocation of net profit as legal reserve for 6,381,343 Baht, accounted for 5% of the net profit for the year 2018.

**The Meeting, by a simple majority vote of total number of votes of the shareholders present at the meeting and voting, approved this agenda as follows:**

Approved	5,462,518,702	votes, equivalent to	99.9551%
Disapproved	2,449,431	votes, equivalent to	0.0448%
Void	0	votes, equivalent to	0%
Abstained	1,337	votes	

4. Elected the following four persons to be directors of the Company replacing the retiring directors:

- 1) Mr. Cherapong Kamponpan
- 2) Ms. Nanthasiri Assakul
- 3) Mr. Boonchue Polsingkorn, and
- 4) Mr. Surasak Kraiwitthaicharoen

**The Meeting approved this agenda as follows:**

- 1) Mr. Cherapong Kamponpan

Approved	5,452,279,189	votes
Disapproved	12,566,067	votes
Abstained	0	votes
Void	0	votes
- 2) Ms. Nanthasiri Assakul

Approved	5,452,279,478	votes
Disapproved	12,566,067	votes
Abstained	0	votes
Void	0	votes
- 3) Mr. Boonchue Polsingkorn

Approved	5,452,279,478	votes
Disapproved	12,566,067	votes
Abstained	0	votes
Void	0	votes
- 4) Mr. Surasak Kraiwitthaicharoen

Approved	5,452,221,581	votes
Disapproved	12,623,964	votes
Abstained	0	votes
Void	0	votes

5. Appointed the Company's auditors for the year 2019 namely:

- 1) Mr. Vairoj Jindamaneepitak (Certified Public Accountant Registration No. 3565) or
- 2) Mr. Charoen Phosamritlert (Certified Public Accountant Registration No. 4068) or
- 3) Ms. Thanyalux Keadkeaw (Certified Public Accountant Registration No. 8179)

of KPMG Phoomchai Audit Ltd., and approved the audit fee for the Company's financial statements for the year 2019 of 1,816,000 Baht (an increase of 387,000 Baht from 2018) and the audit fee for the consolidated financial statements of the Company and the subsidiary Sосуco Ceramic Co., Ltd. (SSC) for the year 2019 of 154,000 Baht (an increase of 34,000 Baht from 2018) totalling 1,970,000 Baht (an increase of 421,000 Baht from 2018).

SSC's audit fee for the year 2019 of 274,000 Baht (an increase of 6,000 Baht from 2018) to be paid by SSC was also acknowledged.

**The Meeting, by a simple majority vote of total number of votes of the shareholders present at the meeting and voting, approved this agenda as follows:**

Approved	5,464,774,404	votes, equivalent to	99.9989%
Disapproved	58,275	votes, equivalent to	0.0010%
Void	0	votes, equivalent to	0%
Abstained	0	votes	

6. Approved the remuneration of the Board of Directors and the Sub-committees for the year 2019 according to the criteria and rates approved by the Joint Shareholders Meeting and acknowledged the amount of remuneration paid to the Board of Directors and the Sub-committees during 2018 as the following details:

**Remuneration of the Board of Directors**

1. Monthly Remuneration (no attendance fees provided)

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

2. Bonus

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

**Remuneration of the Audit Committee**

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

Chairman 60,000 Baht per meeting

Member 40,000 Baht per meeting

**Remuneration of the Nomination, Remuneration and Corporate Governance Committee**

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

Chairman 45,000 Baht per meeting

Member 30,000 Baht per meeting

**Remuneration of the Executive Committee**

The remuneration payment suspension of the Executive Committee

During 2018, the Company paid remuneration to the Board of Directors (monthly remuneration) and attendance fees to the Audit Committee and the Nomination, Remuneration and Corporate Governance Committee in accordance with their meeting attendance during 2018, totalling 2,730,000 Baht in conformance with the criteria approved by the Joint Shareholders Meeting.

**The Meeting, by an affirmative vote of not less than two-thirds of the total number of votes of shareholders present at the meeting, approved this agenda as follows:**

Approved	5,452,421,839	votes, equivalent to	99.6235%
Disapproved	12,410,813	votes, equivalent to	0.2267%
Abstained	0	votes, equivalent to	0%
Void	0	votes, equivalent to	0%

Two shareholders were not entitled to voting, totaling to 8,192,357 votes, equivalent to 0.1496%

Please be informed accordingly.

Yours faithfully

SCG Ceramics Public Company Limited

*-signed by-*

(Mr. Numpol Malichai)

Managing Director