

(Translation)

KT/PB (COTTO) 010/2020

June 29, 2020

Dear President  
The Stock Exchange of Thailand

**Subject: Resolutions of the 2020 Annual General Meeting of Shareholders**

This is to inform the resolutions of the 2020 Annual General Meeting of Shareholders of SCG Ceramics Public Company Limited held on Monday, June 29, 2020:

1. Acknowledged the Company's Annual Report for the year 2019
2. Approved the Financial Statements for the year ended December 31, 2019 as duly audited and signed by the auditor from KPMG Phoomchai Audit Co., Ltd. and agreed upon by the Audit Committee.

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

Approved	5,469,921,778	votes, equivalent to	100.0000 %
Disapproved	0	votes, equivalent to	0.0000 %
Void	0	votes, equivalent to	0.0000 %
Abstained	0	votes	

3. Approved the profit allocation for 2019 to the legal reserve and acknowledged the interim dividend payment at the rate of 0.012 baht per share, amounting to a total of 71,551,455 baht. No additional annual dividend payment for 2019 was proposed to the shareholders.

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

Approved	5,469,931,319	votes, equivalent to	100.0000 %
Disapproved	0	votes, equivalent to	0.0000 %
Void	0	votes, equivalent to	0.0000 %
Abstained	0	votes	

4. Elected the following four persons as the Company's directors in replacement of the retiring directors:
  - 1) Mr. Nithi Patarachoke
  - 2) Mr. Chaovalit Ekabut
  - 3) Mr. Prawit Ninsuvarnnakul, and
  - 4) Mr. Damri Tunshevavong

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

1) Mr. Nithi	Patarachoke		
Approved	5,464,191,923	votes	
Disapproved	5,740,468	votes	
Abstained	0	votes	
Void	3,389	votes	
2) Mr. Chaovalit	Ekabut		
Approved	5,464,195,312	votes	
Disapproved	5,740,468	votes	
Abstained	0	votes	
Void	0	votes	
3) Mr. Prawit	Ninsuvarnnakul		
Approved	5,464,195,312	votes	
Disapproved	5,740,468	votes	
Abstained	0	votes	
Void	0	votes	
4) Mr. Damri	Tunshevavong		
Approved	5,464,191,923	votes	
Disapproved	5,740,468	votes	
Abstained	0	votes	
Void	3,389	votes	

5. Appointed the Company's auditors for 2020, 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 2020 of 1,845,000 Baht (an increase of 29,000 Baht from 2019) and the audit fee for the consolidated financial statements of the Company and its subsidiary (Sosuco Ceramic Co., Ltd. (SSC)) for 2020 of 158,000 Baht (an increase of 4,000 Baht from 2019) totalling 2,003,000 Baht (an increase of 33,000 Baht from 2019).

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

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

Approved	5,469,935,780	votes, equivalent to	100.0000 %
Disapproved	0	votes, equivalent to	0.0000 %
Void	0	votes, equivalent to	0.0000 %
Abstained	0	votes	

6. Approved the remuneration of the Board of Directors and the Sub-committees for the year 2020 according to the criteria and rates approved by the 2019 Annual General Meeting of Shareholders and acknowledged the amount of remuneration paid to the Board of Directors and the Sub-committees during 2019 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** (no monthly remuneration provided)

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

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

- Chairman of the NRC: entitled to receive an attendance fee payable in accordance with their attendance at the meeting at the rate of 45,000 Baht/meeting
- Members of the NRC: entitled to receive an attendance fee payable in accordance with their attendance at the meeting at the rate of 30,000 Baht/meeting

During 2019, the Company paid monthly remuneration to the Board of Directors and attendance fees to the Audit Committee and the Nomination, Remuneration and Corporate Governance Committee in accordance with their meeting attendance during 2019, totalling 5,400,000 Baht in conformance with the criteria approved by the 2019 Annual General Meeting of Shareholders.

**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	5,464,196,571	votes, equivalent to	99.8950 %
Disapproved	5,740,468	votes, equivalent to	0.1049 %
Abstained	0	votes, equivalent to	0.0000 %
Void	0	votes, equivalent to	0.0000 %
Not entitled to vote	0	votes, equivalent to	0.0000 %

7. Approved the amendment to the Objectives and the Memorandum of Association of the Company as follows:

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

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

