

COTTO 014/2022

July 26, 2022

Dear President  
The Stock Exchange of Thailand

**Subject: Right of Shareholders to propose Agenda and  
Nominees to be elected as Directors in Advance**

SCG Ceramics Public Company Limited (“COTTO”) hereby announces that COTTO will welcome shareholders’ proposal for the agenda and the candidates to be considered for the election as COTTO directors at the 2023 Annual General Meeting of Shareholders from Monday, August 1, 2022 until Wednesday, November 30, 2022 as per details attached which has been disclosed on COTTO website, [www.scgceramics.com](http://www.scgceramics.com).

Please be informed accordingly.

Yours faithfully  
SCG Ceramics Public Company Limited

(Mr. Numpol Malichai)  
Managing Director

**Proposal of Agenda and Director Nominee in Advance**  
**for 2023 Annual General Meeting of Shareholders of COTTO**

**1. Objective**

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as COTTO directors in advance of the 2023 Annual General Meeting of Shareholders which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, SCG Ceramics Public Company Limited (“COTTO”) has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to COTTO and the director nominee has suitable qualification. The Nomination, Remuneration and Corporate Governance Committee will carefully consider and make proposal to the Board of Directors.

**2. Proposal of the Agenda**

- 2.1 Shareholders wishing to propose the agenda must be the shareholders of COTTO at the date proposing the agenda holding a minimum of five percent of the total shares issued by COTTO (not less than 298,131,061 shares), which can be either owned by one shareholder or combined shareholders.
- 2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the “Agenda Proposal Form for 2023 Annual General Meeting of Shareholders of COTTO” and submit the required documents and evidences to the Secretary to the Board of Directors and the Company Secretary during **Monday, August 1 - Wednesday, November 30, 2022** at No. 1, Siam Cement Road Bangsue, Bangkok, 10800. Shareholders may unofficially submit the documents via e-mail to our independent director’s e-mail at [cotto-ind-dir@scg.com](mailto:cotto-ind-dir@scg.com) or fax to 66-2586-3007 before submitting the original documents to COTTO to allow sufficient time for the Nomination, Remuneration and Corporate Governance Committee to consider and make proposal to the Board of Directors.

If many shareholders have unified to propose agenda, each of them must complete the “Agenda Proposal Form for 2023 Annual General Meeting of Shareholders of COTTO” and sign their names as evidence and consolidate all the forms into one set.

2.3 Criteria for the Agenda Proposals that will not be accepted:

- 2.3.1 Matters defined in Section 89/28 of the Securities and Exchange Act (No. 4) B.E. 2551 (Amended)\*

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\* Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 (Amended) are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

- 2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company
- 2.3.3 Matters that the Company has already implemented
- 2.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
- 2.3.5 Matters proposed for personal benefits or special benefits for particular group of persons
- 2.4 In the case that the Board of Directors approves the proposed matters, COTTO will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.
- 2.5 In the case that the Board of Directors denies the proposed matters, COTTO will provide rationales in the notice of the shareholders meeting. In the case that the shareholders meeting agreed to include the proposed matters with simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, the matters will be included in the agenda for the next shareholders meeting.

### **3. Nomination of Director**

- 3.1 Shareholders wishing to nominate any person as director must be the shareholders of COTTO at the date proposing the candidate.
- 3.2 Shareholders possessing the qualifications as specified in 3.1 above must complete the “Director Nomination Form for 2023 Annual General Meeting of Shareholders of COTTO” and submit the required documents and evidences to the Secretary to the Board of Directors and the Company Secretary during **Monday, August 1 - Wednesday, November 30, 2022** at No. 1, Siam Cement Road Bangsue, Bangkok, 10800. Shareholders may unofficially submit the documents via e-mail to our independent director’s e-mail at [cotto-ind-dir@scg.com](mailto:cotto-ind-dir@scg.com) or fax to 66-2586-3007 before submitting the original documents to COTTO to allow sufficient time for the Nomination, Remuneration and Corporate Governance Committee to consider and make proposal to the Board of Directors.
- 3.3 If many shareholders have unified to propose the candidate, each of them must complete the “Director Nomination Form for 2023 Annual General Meeting of Shareholders of COTTO” and sign their names as evidence and consolidate all the forms into one set.
- 3.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics:
  - 3.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company;
  - 3.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;
  - 3.4.3 Should not serve as directors of more than 5 companies listed on the Stock Exchange of Thailand.
- 3.5 The candidate agreed by the Board will be included in the Agenda and remarked as “proposed by shareholders” in the notice to shareholders.

**Agenda Proposal Form**  
**for the 2023 Annual General Meeting of Shareholders of COTTO**

(1) I am (Mr./ Mrs./ Miss) .....  
being the shareholder of SCG Ceramics Company Limited, holding..... shares or  
totaling .....percent of all the voting shares as of .....,  
residing at .....Road.....  
Sub-district.....District.....Province.....  
Telephone Number ..... Facsimile Number .....  
E-mail address (if any) .....

(2) I am (Mr./ Mrs./ Miss) .....  
being the shareholder of SCG Ceramics Company Limited, holding..... shares or  
totaling .....percent of all the voting shares as of .....,  
residing at .....Road.....  
Sub-district.....District.....Province.....  
Telephone Number ..... Facsimile Number .....  
E-mail address (if any) .....

The total number of shares held is ....., amounting to ..... percent of all the voting shares.

I would like to propose agenda for the 2023 Annual General Meeting of Shareholders as follows:

Proposed Matter: .....

Objective: [ ] For consideration [ ] For acknowledgement [ ] For approval

Reasons and details:

.....  
.....  
.....

And have the documents supporting the above proposal ..... pages in total.

I certify that all information in this form, the evidence of shares holding and other supporting documents are correct. I (all of us) also certify that the total number of shares held (jointly) by me (all of us) is not less than five percent of all the voting shares, which is in accordance with Section 89/28 of the Securities and Exchange Act (No. 4) B.E. 2551 (Amended). I hereby affix my signature as evidence below.

Signed by..... Shareholder (1)

(.....)

Date .....

Signed by..... Shareholder (2)

(.....)

Date .....

Remarks: A Shareholder must enclose the following evidences:

1. The evidence of shares held such as a certified true copy of the share certificate.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card\*/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card\*/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders and Directors, detailed on the Company's website <https://scgceramics.com/privacy-notice/>

### **Consent Letter for Personal Data Processing**

(1) I,....., give consent to SCG Ceramics Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by.....Shareholder

(.....)

Date .....

### **Consent Letter for Personal Data Processing**

(2) I,....., give consent to SCG Ceramics Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by.....Shareholder

(.....)

Date .....

**Director Nomination Form**  
**for the 2023 Annual General Meeting of Shareholders of COTTO**

I am (Mr./ Mrs./ Miss) .....  
being the shareholder of SCG Ceramics Company Limited, holding..... shares or  
totaling .....percent of all the voting shares as of .....,  
residing at .....Road.....  
Sub-district.....District.....Province.....  
Telephone Number ..... Facsimile Number .....  
E-mail address (if any) .....

I would like to nominate (Mr./ Mrs./ Miss) ..... as a candidate to be a  
director of SCG Ceramics Company Limited and the said candidate has given consent to my nomination.  
Details could be found in the attachment “Consent Letter for Nominating and Certifying the Qualifications of  
a Director Nominee”.

I certify that all information in this form, the evidence of shares held and other supporting documents  
are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature  
as evidence below.

Signed by ..... Shareholder  
(.....)  
Date .....

**Remarks:** A Shareholder must enclose the following evidences:

1. The evidence of shares held such as a certified true copy of the share certificate.
2. If a shareholder is a juristic person, a copy of the company’s affidavit and copy of identification card\*/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card\*/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn’t concealed, the Company will strikethrough it since such data is not required to be processed.*

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### **Consent Letter for Personal Data Processing**

I,....., give consent to SCG Ceramics Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by.....Shareholder

(.....)

Date .....



## Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee

I am (Mr./ Mrs./ Miss) .....

Nationality..... Identification Number/Passport Number .....

Date of Birth ..... Age ..... Years

Residing at ..... Road ..... Sub-district .....

District ..... Province ..... Telephone Number .....

Facsimile Number ..... E-mail address (if any) .....

### Education

Degree	Institution	Fields of Study	Year of Graduation

### Working Experience

Position	Place of work	Year of Employment

### Training

Course	Place of training	Year of Training

### Ownership of the Company's Shares

Person	Number of Shares
1. Director nominee	
2. Spouse of the director nominee.....	
3. Underage children of the director nominee ..... ..... ..... .....	

<p>4. Juristic persons which the persons in item 1, 2 and 3 together hold shares exceeding 30 percent. This includes a case that the aforementioned persons hold more than 10 percent of shares in other juristic persons, which is considered being major shareholders of such juristic persons.</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>.....</p>	
<p>5. Others</p> <p>.....</p> <p>.....</p>	

Relationship with executive directors, major shareholders and controlling persons of the Company (if any)

.....

.....

I, Mr. Mrs., Ms....., a nominee to be elected as a director of SCG Ceramics Company Limited, **consent and acknowledge** the aforementioned nomination, and certify that my information is correct and complete. The additional documents attached herewith are also true and correct. I give consent to the Company to collect, use and disclose my data and document.

Signed by.....Director Nominee

(.....)

Date .....

Remarks: A shareholder must enclose the following evidences:

1. A proof of identity of a director nominee such as a certified true copy of identification card/ passport (in case of non-Thai nationality).
2. If a director nominee has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
3. The evidence of shares held such as a certified true copy of the share certificate (if any).

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough it since such data is not required to be processed.*

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