

**Documents required prior to attending the Meeting, Appointment of Proxy,  
Registration, and Voting Procedures**

**1. Documents required prior to attending the Meeting**

- Registration Form or Proxy Form (for shareholders who appoint a proxy to attend the meeting on their behalf)

**Natural Person**

**1. Present in Person**

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

**2. Present by Proxy**

- 2.1 Completed Proxy Form (select only one of the Proxy Forms).
- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder.
- 2.3 Identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of change of name, supporting documents are required.

**Juristic Person**

**1. By Authorized Director**

- 1.1 Identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of change of name, supporting documents are required.
- 1.2 Certified true copy of the shareholder's affidavit issued by the Ministry of Commerce (not older than 1 year) by the shareholder representative (authorized director) who attends the meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.

**2. By General Proxy**

- 2.1 Completed Proxy Form (select one of the Proxy Forms).
- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized director.
- 2.3 Certified true copy of the shareholder's affidavit issued by the Ministry of Commerce (not older than 1 year) or certified true copy of affidavit (for a juristic person registered abroad) (not older than 1 year) by an authorized person with a power of attorney (if any). The documents required under 2.3 must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- 2.4 Identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of change of name, supporting documents are required.

### **3. Custodian in Thailand authorized to act on behalf of foreign Investors**

- 3.1 Required documents are the same as specified for juristic person under 1. or 2.
- 3.2 In case where foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:
  - 1) Power of Attorney from foreign investors granting an authority to the Custodian to sign the Proxy Form on their behalf
  - 2) Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct by the shareholder or authorized person of such juristic person shareholder.

## **2. Appointment of Proxy**

The Department of Business Development, Ministry of Commerce has specified 3 Proxy Forms pursuant to the Notification of the Department of Business Development regarding Prescription of Proxy Letter Forms (No. 5) B.E. 2550 as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depository and administrator of shares.

The Company provides Proxy Form B as specified by the Department of Business Development, Ministry of Commerce as attached herewith. If the shareholder prefers to use other Proxy Forms, kindly download from [www.scgceramics.com](http://www.scgceramics.com). For your convenience, please bring the Registration Form with barcode affixed to the meeting.

Shareholder who could not attend the meeting in person may appoint a proxy according to the following procedures:

1. Complete **either** the Proxy Form attached herewith, or other Proxy Forms mentioned above. For shareholder who is not a Custodian shall either use Proxy Form A or Form B only.
2. Appoint a person or an independent director of the Company as proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as proxy to attend the meeting.
3. Affix 20 Baht stamp duty and marking the date on which the Proxy Form is made across the stamp duty in order to be complete and legally binding. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.
4. Return the completed Proxy Form to the Corporate Secretary Office by contacting Ms. Praiya Bhrommanop or Mr. Nattapan Jariyawutikul, Tel. 02-586-3078 and 02-586-3808, respectively, or fax to 02-586-3007 within Thursday, March 21, 2019 or half an hour before the meeting open.

A shareholder cannot allot the shares to several proxies in order to vote separately and shall appoint a proxy with all the shares holding which cannot be allotted less than the number of shares holding personally except for foreign investors whose names appear on the share register book and appoint the Custodian in Thailand to keep and safeguard their shares as specified on Proxy Form C.

### **3. Registration**

The Company will open registration at least 2 hours before the meeting or from 12:30 hours onwards at Salon A Room, Swissotel Bangkok Ratchada, No. 204 Ratchadaphisek Road, Huai Khwang, Bangkok (Map to the meeting's venue is provided herewith as Attachment No. 10).

### **4. Voting at the Meeting of Shareholders**

#### **Voting Procedures**

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

1. Voting in each agenda item shall be made openly by a show of hand where one share shall equal to one vote. A shareholder or a proxy shall cast all the votes to either approve or disapprove or abstain and shall not allot the votes unevenly (except for the votes from the Custodian).
2. In case of proxy
  - 2.1 A proxy shall only cast the vote as specified on the Proxy Form by the shareholder otherwise such a vote shall be deemed inaccurate and therefore disregarded.
  - 2.2 In a case where votes are not specified or unclearly specified on the Proxy Form by the shareholder or there being other matters to consider and vote at the meeting of shareholders apart from those specified on the Proxy Form or there being changes/additions to facts, a proxy shall have the right to consider and vote on behalf as deems appropriate.

##### **Election of Directors (Agenda 5)**

Article 17 of the Company's Articles of Association stipulates that by a simple majority vote, the Meeting shall elect directors according to the following rules and procedures:

- (1) One shareholder shall have one vote per share;
- (2) Each shareholder shall cast all of his/her votes under (1) to elect one or several persons as directors but cannot allot his votes to a person unevenly;
- (3) Persons receiving the highest number of votes in descending order shall be appointed as directors until all of the director positions for such election are filled. Where the votes cast for the persons in descending order are tied, which would cause the number of directors to exceed the required number, the chairman shall have the casting vote.

##### **Voting Process in each Agenda Item**

- (1) The chairman of the meeting shall request the shareholders to consider and vote in each agenda item by asking whether the shareholders will vote to approve or disapprove or abstain.
- (2) In case of disapproval or abstention votes, a shareholder or a proxy shall show the hand (except for the case of secret voting). The remaining shareholders shall be regarded as approval without a show of hand. A shareholder or a proxy may cast the vote to either approve or disapprove or abstain (except for the case of custodian whereby the allotment of votes is allowed as specified in the Proxy Form).

**Resolutions of the Meeting of Shareholders (except for the Election of Directors) shall require the following Votes:**

- General case: a resolution shall be passed by a simple majority of the total number of votes of shareholders present at the meeting and voting. In case of tie vote, the chairman shall have a casting vote (Agenda 1, 3, 4, 6).
- Other cases where the law or the Company's Articles of Association stipulate otherwise: a resolution shall be passed pursuant to such law or Articles of Association. In such a case, the chairman shall inform the meeting prior to voting.
  1. Pursuant to the Company's Articles of Association, a resolution regarding remuneration payment to directors shall be approved by a vote of not less than two-thirds of the total number of shareholders present at the meeting. (Agenda 7).
  2. Any shareholders who have special of interest in particular matters shall not cast the votes for such matters and may be invited by the chairman of the meeting to temporarily leave the meeting, except for the election of directors.
  3. A secret voting may be conducted if requested by at least 5 shareholders and the Meeting resolves to approve accordingly. The chairman of the meeting shall specify the procedure for such a vote and inform the Meeting prior to voting.

**Vote Counting and Announcement of Voting Result**

The chairman of the meeting shall explain to the Meeting the vote counting procedures prior to consideration of matters according to the agenda. The chairman shall request the shareholders who vote to disapprove or abstain to show their hand and indicate their votes and sign on the ballots. The disapproval and abstention votes as well as the votes from invalid ballots (if any) shall be deducted from the total number of votes of shareholders present at the meeting during such an agenda item whereas the remaining votes shall be counted as approval votes. The result for each agenda item shall be announced to the Meeting before concluding such an agenda item.

A ballot shall be regarded as invalid when a shareholder or a proxy unclearly expresses his/her intention on the ballot such as a ballot with more than one marked box or split votes (except for the Custodian) or no countersign where changes of are made.