



## **Policies and Practices concerning the Corporate Governance (Full Version)**

Siam City Cement Public Company Limited (SCCC) is aware of the importance of good governance which leads to the sustainable growth of the Company. To elevate the Company's Corporate Governance to higher standards, the Board of Directors enhances the corporate governance in all organizational levels and functions of SCCC Group. We believe that good governance would have a positive impact on the competitiveness and performance of the Company, achievable through long-term sustainable growth, ethical and responsible business, good corporate citizen, and most importantly, corporate resilience.






The Board of Directors, Executives and employees operate to fulfil their functions with the utmost consideration towards duty of care and duty of loyalty, ensuring that the Company has operated in accordance with the laws and regulations, resolution of shareholders and under the principles of Good Corporate Governance of the SEC (CG Code 2017) and of other agencies.

The Board of Directors has established the Corporate Governance Policy, based on both principles and guidelines on Good Corporate Governance for Listed Companies 2012 and 2017, implemented as guideline for the entire Group. In particular, the Board of Directors delegated to the Governance Committee to conduct an annual review on the conformation of the Company's corporate governance implementation with CG principles and guidelines of multiple authorities, such as the SEC, Thai Institute of Directors, and Thai Investor Association. The Governance Committee, to this end, has internally discussed and performed its duties to ensure that The Company's corporate governance remains undisturbed, and the Company has continuously improved the practices in governance and report the progress to the Board of Directors.

### **Overview of Corporate Governance of the Company in 2023**

As a result of continuing and consistent adherence to good corporate governance policies, the Company remains its competitiveness, good performance, resiliency and status a good citizen for society, with continuing target to minimize environmental impact.

In 2023, the Company received the following recognition for its corporate governance performance:

	<ul style="list-style-type: none"> <li>• CGR at excellent level for 8<sup>th</sup> consecutive year by Thai Institute of Directors Association (IOD)</li> </ul>
	<ul style="list-style-type: none"> <li>• 2021 ASEAN Corporate Governance Scorecard Award for ASEAN Asset Class PLCs (Thailand), received 2022</li> </ul>
	<ul style="list-style-type: none"> <li>• Full score 100 of the quality of the 2023 Annual General Meeting of Shareholders (AGM Checklist) as assessed by the Thai Investors Association.</li> </ul>
	<ul style="list-style-type: none"> <li>• Certification as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) since 2017</li> </ul>
	<ul style="list-style-type: none"> <li>• Received SET ESG Ratings of “AA” which is a responsible investment option by Stock Exchange of Thailand (SET)</li> </ul>

**Changes of Directors, Board Committees and Executives in 2023**

- 1) There has been no change of directors or members of the sub-committees in 2023.
- 2) Change to executives: The Board have made the following changes per the suggestions of the Nomication and Compensation Committee have been made
  - Mr. Hemant Mudgal has been appointed the Group Chief Performance and Sustainability Officer, effective 1 February 2023, replacing Mr. Benjamin William Pinney

- Mr. Ranjan Sachdeva has been appointed the Group Chief Financial Officer, effective 1 April 2023, replacing Mr. Mark Anatol Schmidt.
- Mr. Ranjan Sachdeva has been appointed the Acting Group Chief Executive Officer, replacing Mr. Aidan John Lynam, effective 1 January 2024.

### **Alignment with the Principles of the Corporate Governance Code for Listed Companies 2017 (CG Code 2017)**

The Board of Directors has charged the Corporate Governance Committee with reviewing key corporate governance documents, as well as annually reviewing compliance with relevant agencies' rules and guidelines on good corporate governance, such as the CG Code - SEC, CGR - IOD, and AGM Checklist - TIA and presented a recommendation to the Board of Directors for the 2023 conformity assessment. There were few inconsistencies, according to the Governance Committees. and has no impact on the organization's overall good corporate governance. For instance, the Chairman is not an independent director, and the Governance Committee believes that the Chairman of the Board is distinct from top management. There is a clear separation of management responsibilities. Furthermore, the Chairman of the Board has demonstrated in practice that he uses his discretion to make independent decisions and allows all directors to propose meeting agendas, in order to ensure the company's best interests in accordance with the principles of good corporate governance and to remain independent of management at all times. As a result, it has no effect on overall good corporate governance.

 Information on the Chairman's and Group CEO's roles and responsibilities is in the Attachment 5 which posted on the Company's website.

### **The significant Company's performance on the corporate governance principles under the CG Code 2017**

The Company has established policies and guidelines for the Board of Directors, Shareholders and Stakeholders that covers all 8 principles of good corporate governance for listed companies in 2017, or the Corporate Governance Code (CG Code), as recommended by the Securities and Exchange Commission (SEC), and practiced across the Group Companies as follows:

**Principle 1: Establish Clear Roles and Responsibilities for the Board of Directors, who are the Organization’s Leaders in Sustainable Value Creation**

**Code of Business Conduct**

The Board of Directors has established the Business Code of Conduct to act as the guideline for all directors, executives and employees in the interest of upholding the Group’s corporate. Strict adherence to ethical business practices “Doing what is right” is the foundation on which a sustainable future can be built for the Group. In 2023, the Governance Committee has reviewed the Group’s Code of Conduct and has found that it remains compliant with the guidelines of the regulatory entities. The Business Code of Conduct can be found on the Company’s website, accessible to all stakeholders.

**Communication and Compliance**

The Company communicates its Business Code of Conduct and its policies relating to corporate governance with every newly instated director. The Company Secretary is also responsible for the annual communication and raising Business Code of Conduct awareness among the directors. In 2023, 12 directors, or 100% of the directors, have been communicated with on this matter.

In furtherance of encouraging executives and employees to be aware of business ethics, the Company has promoted compliance awareness to all levels of employees from the beginning by providing knowledge of business ethics as part of the orientation for new employees. To ensure that all levels of employees recognize, understand, and be able to act on it, all employees and executives, representing 100 percent have communicated, trained, and signed the acknowledgment of the Code of Business Conduct.

Constant refreshers and communications on ethics are also provided, including the Business Code of Conduct Refresher, with a quiz in the Learning Management System (LMS), mandatory every 2 years, and communications on the No Gift Policy, corporate governance knowledge, insider trading, conflict of interest, and anti-corruption measures, distributed regularly through the executives and employees’ computers’ home screen.

The Company constantly monitor Compliance with the Code of Business Conduct and detects suspicious behaviors using internal audit system which process a whistleblowing channel for all employees. In 2023, INSEE Speak Up received 41 cases, each thoroughly examined by the Company in accordance with Whistleblowing Policy protocols, leading to the implementation of an enhancement process. The rise in reported cases can be attributed to heightened awareness of reporting channels, increased trust of the employees towards the organization as a whole, and the presence of a supportive environment that advocates transparency.

## **Board of Directors with Leadership Role**

The Board of Directors is aware of and understands its tasks and responsibilities as a driving force behind the business. Their tasks and responsibilities are clearly defined in the organizational regulations. The Board of Directors and the Group Executive Committee have carried out their responsibilities in accordance with fiduciary duty. This includes carrying out responsibilities with care and honesty, free of conflicts of interest, and in accordance with the law, the Company's objectives and Articles of Association, and Board of Directors and Shareholders' Meeting resolutions. They also provided shareholders with information that was accurate, complete, transparent, verifiable, and timely. The Organizational Regulations clearly reflects these principles.

Every year, the Board of Directors has an INSEE Day meeting to discuss corporate direction, strategy as well as the distribution of critical resources in the Group. They follow up with management on a quarterly basis to check that the company's strategy is being implemented and that good outcomes are being produced for measurable results.

In addition to focusing on strategic considerations, the Board of Directors is well aware of sustainability issue. The Board of Directors has approved clear ESG targets. It also approved the appointment of a working group on sustainable development (Sustainability Steering Committee) under the leadership of the assigned Executive Director to implement actions for ESG targets in Group Companies in all countries. In the next step, it is also preparing to raise standards for disclosure under the Task Force on Climate related Financial Disclosure (TCFD). In addition, the Board of Directors has also approved the appointment of a Risk Management Steering Committee, which reports the results to the Audit Committee for review and to provide independent opinions to the Board of Directors, each quarter.

In addition to the strategic considerations, the Board of Directors also sees the significance of sustainable business operation, and has approved the establishment of clear sustainability goals, as well as the establishment of the sustainability working group that reports directly to responsible director and whose duties include coordinating with the Company's every sector in every country it operates in to ensure the ESG policies of the Company is implemented effectively. The Company is also in the process of elevating its standard for the Task Force on Climate related Financial Disclosure (TCFD). To this end, the Board of Directors is determined to review the Company's ESG performance twice each year, and has established the ESG risk working group, which reports to the Audit Committee independently for the Company's Board of Directors' quarterly review.

The Board of Directors has paid attention to meetings. Within mid-year of each year, the Board of Directors shall set the dates and key agenda items of the following year, allowing them to allocate time and attend meetings without interruptions, as well as to efficiently follow up with management.

## Governance Activities of the Board of Directors and the Sub-committees

KEY TOPIC	BOARD OF DIRECTORS	AUDIT COMMITTEE	NOMINATION AND COMPENSATION COMMITTEE	GOVERNANCE COMMITTEE	INVESTMENT AND FINANCE COMMITTEE	SUSTAINABILITY STEERING COMMITTEE	RISK MANAGEMENT STEERING COMMITTEE
CORPORATE STRATEGY AND BUSINESS DIRECTION	•						
ESG	•					•	
RISK MANAGEMENT	•	•			•		•
BUSINESS ETHIC	•	•		•		•	
DATA PRIVACY AND SECURITY	•	•		•			•
HUMAN RESOURCE MANAGEMENT	•		•				
BOARD AND EXECUTIVE SUCCESSION	•		•				
FINANCE AND TREASURY	•	•			•		
TAX	•	•			•		
INVESTMENT AND DIVESTMENT	•	•			•		

### Mechanism to support the Board of Directors and Management to comply with the laws, with due care and without conflict of interest.

In many ways, the Board of Directors has established policies and guidelines as a mechanism for overseeing this aspect. Directors must follow a number of policies, including an insider trading policy, a conflict-of-interest policy, a related transaction policy, and reporting on conflicting information, which includes information about the Company's shares, their directorships or management positions in other organizations, and a list of their related persons as well as non-participation in considering and voting on agenda items with interests, also paying attention to responsible management. The Manual of Authority was adopted in order to oversee all of the company in the Group with strong governance, systematicity, unambiguous responsibility,

verifiability, while management must be swift and efficient even though they are in various locations. Important decisions must be made with the approval of both management and the Board of Directors.

Furthermore, the Board of Directors has formed Board Committees to review and examine critical issues and make recommendations to the Board of Directors, such as, the financial report, related party transactions, the effectiveness of the internal control and governance system, the system of compliance and good corporate governance, among other things. The charters of the Board Committees detail their responsibilities.

Furthermore, the Board of Directors has GIAC and Company Secretary functions serve as their gatekeepers, ensuring that the Board of Directors completes their responsibilities and provides important information for the Board's performance. This is to verify that the Board of Directors' operations are compliant with the rules, regulations, and decisions of the shareholders' meeting, as well as strong corporate governance standards. For example, identifying inside list under the non securities, quarterly compliance dashboard, etc.


## **Principle 2: Define Objectives that Promote Sustainable Value Creation**

### **Vision, mission, and corporate values that consider stakeholders and are consistent with goals and corporate strategy.**

The Board of Directors is in charge of determining the company's objectives and main goals. It is comprised of the vision, mission, and corporate values, and it is reviewed annually. The primary goal of the business is to create long-term value for the company, its customers, stakeholders, and society as a whole. All employees are regularly communicated with in order to drive the organization in the same direction.

Consideration of the Board of Directors' annual strategy and business plan preparation and review covers medium-term strategy (3-5 years) and moves towards the vision and mission set in a changing environment and risk factors. Furthermore, technology is used appropriately to provide critical information to the Board of Directors that is correct and up to date.

The Company currently employs a meeting app to improve the efficiency of meetings of the Board of Directors, Board Committees, meetings of Management. The Board of Directors and Group Executives can review meeting documents at any time, providing greater information security.

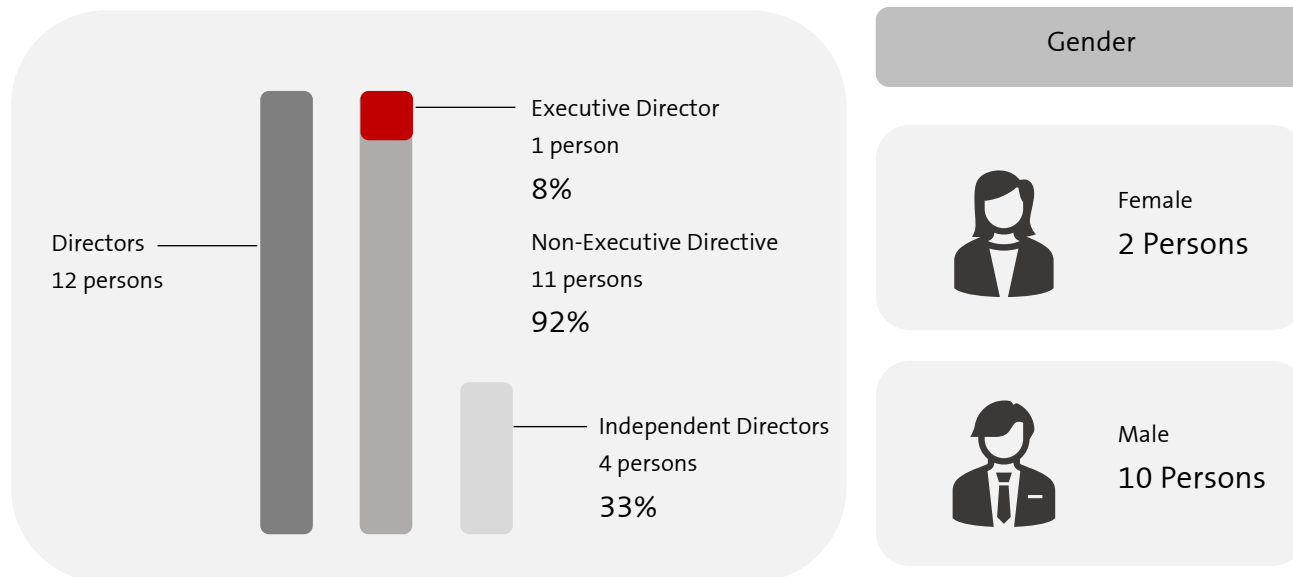
 The Vision, Mission, and Values are detailed in the General Information Section.



**Principle 3: Reinforcing the Effectiveness of the Board**

**Board composition has evolved and is appropriate.**

Composition, skill, and experience of the current Board of Directors



The Nomination and Compensation Committee is delegated by the Board of Directors to review, and make recommendations thereto regarding potential adjustments, the structures of the Board of Directors and the Company’s sub-committees, with consideration towards the diversity of the Board’s, or the committee’s, composition. This extends to the number of directors, the proportion of independent directors, and the diversification of directors’ knowledge, expertise, and experience, taking into consideration what would be best for the cement business. An ideal composition calls for at least one director whose expertise and experience is directly relevant to the Company’s business, and one director with extensive finance and accounting knowledge. Currently, the Board of Directors consists of four non-executive directors with considerable experience and knowledge in the cement business, and two directors with education in accounting.

## Board Skill Matrix

The directors have disclosed their skills and experience as part of the annual self-assessment, and each director has completed the skills matrix. From this Board skill matrix, taking into consideration the composition, skills, and experience of the directors belonging to the Board, it can be concluded that the current Board of Directors’ composition is appropriate relative to the Company’s business strategies. It can also be concluded that each director is appropriately equipped to fulfil their responsibilities as defined during their nomination, both as a member of the Company’s Board of Directors and as a member of the sub-committee they belong to, which is in accordance with the performance evaluation of the Board of Directors and the sub-committees of 2023.

INDUSTRY / BUSINESS	NUMBER OF DIRECTORS (PERSON)	KNOWLEDGE AND EXPERIENCES	NUMBER OF DIRECTORS (PERSON)
CONSTRUCTION MATERIALS	8	Risk Management	12
CONSTRUCTION SERVICES	6	Corporate Management	11
ENGINEERING	4	Brand Management	3
MINING	4	Strategic Management	12
ENERGY & UTILITIES	3	Fund Management	9
FINANCE & SECURITIES	8	Project Management	11
ACCOUNTING	7	Data Management	9
COMMERCE	8	Change Management	11
PROPERTY DEVELOPMENT	6	Human Resource Management	5
BANKING	5	IT Management	3
PROFESSIONAL SERVICES	6	Audit	8
PROPERTY FUND & REITS	4	Internal Control	7
HEALTH CARE SERVICES	4	Marketing	3
INDUSTRIAL MATERIALS & MACHINERY	3	Digital Marketing	2
INSURANCE	2	Data Analysis	1
FOOD & BEVERAGE	2	Statistics	5
INFORMATION & COMMUNICATION TECHNOLOGY	2	Economics	8
AUTOMOTIVE	1	Finance	10
TRANSPORTATION & LOGISTICS	1	Budgeting	9
HOME & OFFICE PRODUCTS	1	Procurement	3
MEDIA & PUBLISHING	1	Negotiation	4
AGRIBUSINESS	1	Leadership	11
TOURISM & LEISURE	1	Law	6
		Sustainability	5
		Corporate Social Responsibility	6
		Governance/ Compliance	8

## **Director Nomination and Selection Process Lead to an Efficient Board of Directors**

### **Policy on Qualifications and Recruitment of a Company Director**

The Board of Directors has charged the Nomination and Compensation Committee with maintaining the selection criteria of directors, with an eye for the Board’s compositional diversity, using the Board skill matrix as the reference point, to ensure that the Company’s business is best served.

To this end, the Nomination and Compensation Committee has delegated a professional search firm to seek and nominate a candidate domestically and internationally who potentially meets the criteria set by the Committee. The Committee, subsequently, carefully interviews and selects a candidate to be recommended to the Board of Directors for further review, who will then present its recommendations to the shareholders, with sufficient information, for the shareholders’ approval. During the past year, there has been no change to any of the directors, and the Board of Directors’ composition remains competitive relative to the current business strategies of the Company.

### **Director’s Qualifications**

The Board of Directors currently consists of directors who all meet the qualifications and requirements and are each not possessive of prohibited traits per the Public Limited Company Act, BE 2535 (with amendments) and the Securities and Exchange Act B.E. 2535 (with amendments,) as well as related criteria as maintained by the Stock Exchange of Thailand, the Securities and Exchange Commission, and other related organizations and the Company’s regulations. Considerations are also given towards the diversity of vocational skills and specific expertise, and the emphasis on no discrimination based on gender, age, nationality, ethnic, religion, or any other characteristics. This is to ensure the Company meet its objectives and business goals, generating long term returns and value for shareholders, and building trusts in all stakeholders, which in turn aids the Company’s sustainable growth.

### **Qualifications of Independent Directors**

The company's independent directors as having qualifications and abilities that match those specified by the Nomination Committee. As a result, this is to ensure that the candidates are independent of the company's management and major shareholders, and that they are fully qualified as required by law. The specifics are as follows:

1. Holding not over zero-point five percent of the voting shares of the Company or the Company’s parent company, subsidiary, associate, major shareholder or controlling person. The shares held by independent director’s related person are counted as if they are held by

the independent director (This clause is more stringent than the requirement of relevant regulatory bodies).

2. Neither being nor used to be an executive director, employee, staff, paid advisor, or controlling person of the Company or the Company’s parent company, subsidiary, associate, same-level subsidiary of common parent, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of appointment. Such prohibited characteristics does not apply in the case where the independent director holds or used to hold such position as representative of a government unit which is a major shareholder or controlling person of the Company.
3. Not being, whether by consanguinity or affinity, a parent, spouse, sister, brother, child, the child’s spouse, of other directors, any executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or the Company’s subsidiary.
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, the Company’s parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The term ‘business relationship’ in the first paragraph includes any normal business transaction, rental or lease of immovable property, transaction related to assets or services or granting or receiving financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other transaction of similar nature, which results in that the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or Baht twenty million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board and the governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness includes indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the Company, the Company’s parent company, subsidiary, associate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs the auditors of the Company, the Company’s parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

6. Neither being nor used to be a provider of any professional services, including legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, the Company’s parent company, subsidiary, associate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder.
8. Not undertaking any business of the same nature and in significant competition with that of the Company or the Company’s subsidiary, or not being a significant partner in a partnership or being an executive director, employee, staff, paid advisor or holding shares over one percent of the total voting shares of other company which undertakes business of the same nature and in significant competition with that of the Company or the Company’s subsidiary.
9. Not having any other characteristic which causes the inability to express independent opinions with regard to the Company’s business operations.

### **Process of Director Appointment**

The shareholders' meeting appoints directors in accordance with the method set forth in Article 12 of the Articles of Association. In summary, each share gets one vote. The Shareholders elected the director nominations one by one.

Each director must be approved by more than half of the shareholders in attendance and casting their votes. The Board of Directors offered rights to minority shareholders to nominate a person to be elected as a director at the annual general meeting of shareholders at least 3 months before the end of each accounting period.

The Board of Directors can appoint directors in accordance with the procedures outlined in Article 14 of the Company's Articles of Association. In summary, it can be done only when the director's position is vacant for reasons other than retirement by rotation, unless the remaining term of the director is less than two months, and it must be approved by the Board of Directors by at least three-fourths of the remaining directors. Directors elected to replace the aforementioned directors may serve only for the remainder of the term of the director they replace.

### **Board of Directors Performance and Performance Appraisals**

#### **Balance of Power between the Chairman and the Group CEO**

The Organizational Regulations is an important document in the Board of Directors' operation because it ensures a balance of power and transparent administration by clearly separating the roles of the Chairman of the Board of Directors and the Group Chief Executive Officer in

accordance with good corporate governance principles.

- 🔍 Details of the Responsibilities of the Chairman, and Group Chief Executive Officer appear in the Attachment 5 which posted on the Company’s website.

### **Meetings of the Board of Directors and Board Committees**

All directors carry out their responsibilities carefully and cautiously, assigning and dedicating sufficient time to do so. The agenda for the Board of Directors meeting is set by the Chairman of the Board and the Group Chief Executive Officer, with the Company Secretary reviewing it in compliance with the legislation, the Articles of Associations, and the Company's Manual of Authority.

The number of Board of Directors meetings has been determined based on the Board of Directors' duties and responsibilities, as well as the nature of the company's business operations. In 2023, there were 7 board meetings and 1 special strategy meeting (INSEE Day) with CEOs of all Group Companies, for a total of 8 meetings, which were facilitated by a combination of electronic and physical meetings. This enables the Board to carry out its responsibilities. Also, the management sends reports on the performance and development plans assigned by the Board of Directors to the Board of Directors on a regular basis for acknowledgment, so that the Board of Directors can continuously and timely supervise and monitor the management's operations.

The Board of Directors encourages relevant management to attend Board of Directors meetings in order to provide additional information and details directly related to the agenda, and to have the opportunity to get to know senior management.

The Corporate Governance Policy of the Company limits the number of companies listed on the Thai Stock Exchange so that each director can hold a position in no more than five companies for efficiency in performing the director's duties. At the moment, all directors strictly follow this policy. Furthermore, there is no policy allowing members of the Group Executive Committee to serve as directors of other companies, with the exception of being a director of a company in the group that has been reviewed by the Nomination and Compensation Committee and approved by the Board of Directors.

Every year, the Board of Directors convenes a meeting of non-executive directors. It excludes directors who are executives or are part of a joint management team, so that the directors can freely express their opinions on the management's performance of its duties. The Chairman of the Board is responsible for informing the Group Chief Executive Officer of those suggestions and requesting that they be acknowledged.

The Board of Directors are required to report their position in other companies in Conflict of Interest report which covers each individual's securities holding, related persons, and other

Conflict of Interest. The Company Secretary is responsible for informing the Board of Directors quarterly.

In 2023, a director, Mr. Stephen Patrick Gore, has been in a medical care consequential of a severe accident and was unable to attend the meetings in the latter half of the year. The attendance of all other directors in all meetings throughout the year is 100%, with the attendance details as follows:

List of Board of Directors' name	Position	Total Attendances/ Total Meetings							
		Annual General Meeting (no EGM)	Board Meeting	Audit Committee Meeting	Governance Committee Meeting	Nomination and Compensation Committee Meeting	Investment and Finance Committee	Non-executive Director Meeting	
<b>Non-executive Directors</b>									
1	Mr. Paul Heinz Hugentobler	Chairman	1/1	7/7	-	-	7/7	-	1/1
2	Mr. Vanchai Tosomboon	Director	1/1	7/7	-	-	7/7	-	1/1
3	Ms. Nopporn Tirawattanagool	Director	1/1	7/7	-	-	-	-	1/1
4	Mr. Tinnawat Mahatharadol	Director	1/1	7/7	-	-	7/7	4/4	1/1
5	Mr. Stephen Patrick Gore	Director	1/1	4/7	-	-	4/7	2/4	1/1
6	Dr. Subhak Siwaraksa	Director	0/1	7/7	-	2/2	-	-	1/1
7	Mr. Siva Mahasandana	Director	1/1	7/7	-	-	-	-	1/1
8	Mr. Robbert Egbert Johannes van der Feltz van der Sloot	Director	1/1	7/7	-	-	7/7	-	1/1
<b>Audit Committee</b>									
9	Dr. Sunee Sornchaitanasuk	Chairperson of Audit Committee	1/1	7/7	11/11	-	7/7	-	1/1
10	Mr. Charin Satchayan	Member of Audit Committee	1/1	7/7	11/11	2/2	7/7	-	1/1
11	Mr. Onne van der Weijde	Member of Audit Committee	1/1	7/7	11/11	-	-	4/4	1/1
<b>Executive Directors</b>									
12	Mr. Aidan John Lynam	Group CEO	1/1	7/7	-	-	-	-	-

## **Director Training and Development**

The Board of Directors encourages and enables ongoing training and education for all members of the Company's corporate governance structure, including Directors, members of Board Committees, Management, Company Secretary and other related personnel on a constant basis in order to improve and develop operations. Education includes various training courses, both arranged by the Thai Institute of Directors (IOD), overseas training courses, in-house training, including company visits or trips conducted based on the needs of those Directors.

The Company Secretary is responsible for preparing important documents and useful information related to the performance of the duties of the new Directors for the Director Orientation Program for New Directors, which includes documents that the Directors will use as references throughout the performance of their duties, collectively known as the Board Manual. The Board Manual is divided into four sections. The first section contains work rules such as organizational regulations, committee charters, manual of authorities, certificates, regulations, and code of business conduct, among other things. The good corporate governance Rules of relevant agencies is the second section. The third section contains forms and related material, such as courses on director performance. The minutes from the previous year's meetings make up the fourth section. The Company Secretary is in charge of organizing Director training in order for them to understand the information in the Board Manual.

In addition, Management will conduct an orientation to familiarize new Directors with the Company's nature and business practices and internal control systems of the Group by introducing the members of the Group Executive Committee and key functions, including business visits by the Company and its group companies.

All of the Company's Directors are competent and have extensive business expertise in a variety of industries, and they have dedicated time and effort to fulfilling their responsibilities in order to enhance the Company's Board of Directors. All directors are free to express their opinions and use their experience and expertise to carry out their duties with honesty, caution, and prudence, keeping the best interests of the company in mind and being fair to all shareholders.

In the last year's INSEE Day strategic meeting, the Directors were presented on appropriate practice relating to the greenhouse gas, and its relevance relative to the Group's operation. Every director attended the session. Every director also attended the relevant training courses on directorial duties and other courses including:



No.	Directors	Training Courses until end of 2023
1.	Mr. Paul Heinz Hugentobler	<ul style="list-style-type: none"> <li>Leading from the Chair (NSEAD) 2015</li> </ul>
2.	Mr. Vanchai Tosomboon	<ul style="list-style-type: none"> <li>DAP 7/04, DCP 7/01, AACP 19/15, CGI 10/15, BNCP 9/20, RCP 52/22, In house KSS 1/2023*</li> </ul>
3.	Ms. Nopporn Tirawattanagool	<ul style="list-style-type: none"> <li>DAP 5/03, RCC 8/09, DCP 135/10, ACP 31/10, FGP 2/11, ACEP 7/13, RCL 1/15</li> <li>IOD Steering Governance in a Changing World 2017</li> <li>IOD Rising Above Disruptions: A Call for Action 2018</li> <li>IOD Leadership Behind Closed Door 2021</li> <li>IOD Climate Governance Gen 2/23*</li> </ul>
4.	Mr. Tinnawat Mahatharadol	- DCP 2014
5.	Mr. Stephen Patrick Gore	<ul style="list-style-type: none"> <li>Listed Entity Director Essentials (LED 1), Board Dynamics (LED 2), Board Performance (LED 3), Stakeholder Engagement (LED 4), Audit Committee Essentials (LED 5) and Board Risk Committee Essentials (LED 6) (held by Institute of Director in Singapore),</li> <li>ESG: Environment, Social and Governance Essentials 2022</li> </ul>
6.	Dr. Subhak Siwaraksa	<ul style="list-style-type: none"> <li>DAP 42/2005, DCP 72/2006, FGP 3/2011, AACP 26/2017</li> <li>Climate Governance Gen 4/23*</li> </ul>
7.	Mr. Siva Mahasandana	<ul style="list-style-type: none"> <li>CGE SCCC/15, DCP 206/15, RCP 43/18</li> <li>IOD Climate Governance Gen 3/23*</li> <li>IOD Chairman Forum 1/23*</li> <li>Empowering Board Directors: Unleashing Performance and Fueling Growth*</li> </ul>
8.	Dr. Sunee Sornchaitanasuk	<ul style="list-style-type: none"> <li>DAP 28/04, ACP 5/05, DCP 53/05, MIA 2/08, MIR 3/08, QFR 5/07, RCP 18/08, SBM 1/17, ELP 16/19, SBM 8/2020</li> <li>The importance of the audit committee and confidence in the Thai capital market. By the Stock Exchange and the Office of the Securities and Exchange Commission*</li> </ul>
9.	Mr. Charin Satchayan	<ul style="list-style-type: none"> <li>DCP 196/14, BMD 2/16, FBG 5/16, SBM 1/2017</li> <li>The importance of the audit committee and confidence in the Thai capital market. By the Stock Exchange and the Office of the Securities and Exchange Commission*</li> </ul>

No.	Directors	Training Courses until end of 2023
9.	Mr. Robbert Egbert Johannes van der Feltz van der Sloot	<ul style="list-style-type: none"> <li>DAP 183/2021</li> </ul>
10.	Mr. Onne van der Weijde	<ul style="list-style-type: none"> <li>Company Direction Course the chartered Institute of Directors, Nigeria 2016</li> </ul>
11.	Mr. Aidan John Lynam	<ul style="list-style-type: none"> <li>DAP 166/20</li> </ul>

\* Attended in 2023.

### Criteria of Director Remuneration

The Board of Directors has charged the Nomination and Remuneration Committee with considering the criteria for determining the remuneration of the Board of Directors and sub-committees in a transparent process, taking into account the suitability and responsibilities of the position, as well as other factors such as the company's business and operating results, norms in the same market and industry, economic conditions, and other facts, which are compared to industry standards. Then, submit an opinion to the Board of Directors for consideration and screening, followed by a proposal to the shareholders for approval.

All forms of director remuneration must be approved by at least two-thirds of shareholders present at the meeting. The shareholders approved the following principles for the payment of remuneration for the company's directors at the Annual General Meeting of Shareholders No. 30, held on March 31, 2023:

Remunerations of directors consist of monthly director fees and/or meeting fees, and bonuses. Payments of remunerations of directors shall be made in accordance with the following principle from the day the resolution is passed by a vote of the Shareholders onwards and until the Shareholders' Meeting determines otherwise.

Directors' Remuneration: The Board members shall receive monthly director fees and/or meeting fees (as the case may be), at the aggregated amount of not more than the annual budget of Baht 45 million. The Board of Directors shall allocate accordingly.

Directors' Bonuses: The Board members shall receive the annual bonuses in the aggregated amount of not exceeding Baht 15 million. The Board of Directors shall allocate accordingly.

Other Benefits for Directors: None (Does not include benefits provided according to the Company’s Human Recourses Policy)

The provisions of the foregoing paragraphs shall not affect the right of the staff or employees of the Company who are elected as directors to receive their remunerations and benefits as officers or employees of the Company.

The rates of monthly remuneration for directors and their meeting fees (on a case by case basis) for 2023 are as follows. The following are the monthly director fees and/or meeting fees for each position:

<b>Board / Committee</b>	<b>Position</b>	<b>Monthly Fee (Baht/Person/Month)</b>	<b>Meeting Fee</b>
<b>Board of Directors</b>	Chairman	240,000	-
	Director	120,000	-
<b>Audit Committee</b>	Chairperson	180,000	-
	Director	120,000	-
<b>Nomination and Compensation Committee</b>	Chairman	120,000	-
	Director	75,000	-
<b>Governance Committee</b>	Chairman	-	120,000
	Director / Member	-	75,000
<b>Investment and Finance Committee</b>	Chairman	120,000	-
	Director	75,000	-

**Details of Remuneration received in 2023 by each Director are as follow:**

List of Directors	Total of Director Fee Paid in 2023 (THB)					Bonus Paid in 2023 (THB)	Total Amount Paid in 2023 (THB)
	Board of Directors	Audit Committee	Governance Committee	Nomination and Compensation Committee	Investment and Finance Committee		
<b>Non-Executive Directors</b>							
1 Mr. Paul Heinz Hugentobler	2,880,000	-	-	1,440,000	-	680,000	5,000,000
2 Mr. Vanchai Tosomboon	1,440,000	-	-	900,000	-	372,500	2,712,500
3 Ms. Nopporn Tirawattanagool	1,440,000	-	-	-	-	260,000	1,700,000
4 Mr. Tinnawat Mahatharadol	1,440,000	-	-	900,000	900,000	408,889	3,648,889
5 Mr. Stephen Patrick Gore	1,440,000	-	-	900,000	900,000	485,000	3,725,000
6 Dr. Subhak Siwaraksa	1,440,000	-	150,000	-	-	252,500	1,842,500
7 Mr. Siva Mahasandana	1,440,000	-	-	-	-	230,000	1,670,000
<b>Independent Directors</b>							
8 Dr. Sunee Sornchaitanasuk	1,440,000	2,160,000	-	-	-	575,000	4,175,000
9 Mr. Charin Satchayan	1,440,000	1,440,000	240,000	-	-	493,333	3,613,333
10 Mr. Onne van der Weijde	1,440,000	1,440,000	-	-	1,440,000	543,889	4,863,889
11 Mr. Robbert Egbert Johannes van der Feltz van der Sloot	1,440,000	-	-	900,000	-	422,500	2,762,500
<b>Executive Directors</b>							
12 Mr. Aidan John Lynam	1,440,000	-	-	-	-	230,000	1,670,000
<b>Total</b>						<b>4,953,611</b>	<b>37,383,611</b>

## **Corporate Governance for Subsidiaries and Associated Company**

### **Nomination of Directors for Subsidiaries and Associated Company**

The process follows the Organizational Regulations, NCC Charter and GEXCO Charter. In summary, the Group CEO is in charge of nominating directors and executives of subsidiaries and associated companies for review and approval by the Nomination and Compensation Committee and the Board of Directors, taking into consideration the knowledge, experience, and expertise of each candidate with no discrimination based on the gender or age, and then proposing them for appointment under the relevant legal procedure to subsidiaries and associated companies. The Company has also elected to have more young representatives working in subsidiaries and joint ventures to keep with the global trend.

### **Supervision of Subsidiaries and Associated Company**

The Board of Directors is aware of their responsibilities in supervising each Group Companies; thus, a clear governance structure was designed. The Group governance structure provides for checks and balances between the subsidiary / associated companies and the Group Management.

For example, CFO of a subsidiary reports to the subsidiary's CEO and the subsidiary CEO reports to Group CEO. In addition, there are other corporate functions like Strategy, Manufacturing and GIAC who provide independent oversight and feedback to the Audit Committee and the Board of Directors.

Many mechanisms are used to supervise subsidiaries and associated companies, including monthly reporting of operating results both financial and non-financial agenda, such as compliance, OH&S and cyber security to the Group management meeting and the meeting of the subsidiary's board of directors, which is held approximately five times a year, before the meeting of the Group Board of Directors in each quarter. Furthermore, senior executives from subsidiaries and associates must present business plans and yearly budgets at Board of Directors meetings, which are specifically arranged for strategic consideration of the business plan and budget.

Furthermore, the company has set the format of various reports of the subsidiaries to be of the same or similar form and structure for efficient internal control. As a result, measures and/or systems to control the business within the subsidiaries are consistent with or similar to the Company's system by defining the corporate governance mechanism for the subsidiaries' management and officers to work proactively and collectively with the Company's management and officers. Furthermore, the subsidiaries have been directed to disclose information about their financial position and operating results, related party transactions, the acquisition or disposition of material assets, capital increase, capital reduction, and the completion and accuracy of important transactions.

The Board of Directors has a supervisory mechanism that allows them to control, supervise, manage, and be responsible for the operations of subsidiaries and associated companies, as well as to maintain benefits in both investments and to carefully manage the subsidiaries' business. In this regard, the Board of Directors has considered the relevant issues of the Group's subsidiaries and associated companies for effective internal control and risk management.

The Company owns all of its subsidiaries in Thailand. As a result, no shareholder agreement exists between the Company and the other shareholders. The Company invested in an associated company (Lanna Resources Public Company Limited) for a long time without a shareholders' agreement. However, the Company sends representatives to act as directors in order to monitor important matters at the board level. There is an agreement between the Company and other shareholders in Cambodia's joint venture company (Chip Mong Insee Cement Corporation), in which the Company has a minority stake, giving the Company the right to object if the Company disagrees with the operation of important matters to take care of the Company's benefits.

### **Performance Evaluation of the Board of Directors**

The Board of Directors and its subcommittees conduct self-assessment at least once a year to jointly consider their performance, any problems, and solutions to them by establishing the criteria that will be used to compare performance with criteria and bringing issues in the performance appraisal to discussion in order to improve the Board's efficiency through the process of evaluating performance.

The process of evaluating the board's performance was carried out using performance evaluation forms that followed the guidelines of the Thai Stock Exchange and covered the duties and responsibilities outlined in the charter. The self-evaluation was completed for all the entire board, board committee and individual performance evaluations. Each item's evaluation criteria are a percentage of the total score. (Levels of evaluation range from 0 (should improve) to 4 (excellent).

The assessment forms were sent to all committees, both online and in paper form, by the Company Secretary. Following that, the Company Secretary will summarize the results and present the assessment results to the relevant sub-committees, including the Board of Directors, so that they are aware of the evaluation's findings and recommendations.

The evaluation result of 2023 shows an average score of 85-90%, which translates to the committee members being satisfied with their performance. Directors provide useful recommendations, such as, business opportunity, strategies in relation to people development, commercial capability etc.

## **Collaboration between the Board of Directors and the Company Secretary**

The Board of Directors has established the qualifications and experience of the Company Secretary that are necessary to perform the duties of providing advice on legal and regulatory issues that the Board of Directors must be aware of and is responsible for appointing a Company Secretary. The Company Secretary is in charge of providing legal and regulatory advice, observe and supervise the activities of the Board of Directors, and coordinate to ensure that the Board's resolutions are followed. She will also supervise the keeping of important documents, and supervise the Board's activities, including coordinating the Board's resolutions' implementation. The Chairman of the Board will encourage each director to propose discussion topic as he/she deems appropriate.

Furthermore, the Company Secretary proposes a draft agenda for consideration and approval by Management and the Chairman of the board. The agenda will cover the duties of the Board of Directors, the requirements of the law, the charter, the Company's internal rules, and good corporate governance. She is also in charge of ensuring that the Board of Directors' and shareholders' meetings are conducted in accordance with the law, including various conditions relating to the arrangement of electronic meetings for the Board of Directors and shareholders. In each Board's meeting, the Chairman will discuss with directors and take their comment to develop agenda for next meeting.

In 2023, an invitation to the Board of Directors' meeting was sent to Board Members at least seven days in advance in alignment with the Company's Articles of Association, so that the directors could study the information before attending the meeting. The Board of Directors could obtain any additional information needed from the Group Chief Executive Officer, Company Secretary, or other executives delegated. If necessary, the Board of Directors seeks independent opinions from consultants or other outside professionals.

The Company Secretary is encouraged by the Board of Directors to receive ongoing training and knowledge development. Attachment 1 shows the Company Secretary's qualifications and experience.

## ***Principle 4:* Nomination and Development of Executives and People Development**

### **Nomination, Training and Development and Succession Plan for the Executives**

#### **Nomination of Group CEO and Executives**

The Board of Directors has tasked the Nomination and Compensation Committee with considering the criteria and methodology for nominating competent individuals for the post of Group Chief Executive Officer, which is the Company's top Executive. The Nomination and

Compensation Committee reviews qualifications of the candidates and conduct an interview the short-listed candidates, to make further recommendation to the Board of Directors for approval.

The Nomination and Compensation Committee has the authority to review and approve the list of top executives of the subsidiaries presented by the Group Chief Executive Officer and make recommendations to the Board of Directors for further approval.

In addition, the Board has concluded that the Group CFO is required the necessary experience and expertise, and shall complete the SET's training requirements. In 2023, Mr. Ranjan Sachdeva was appointed the Group CFO, effective 1 April 2023. To this end, Mr. Ranjan Sachdeva has enrolled in and completed CFO orientation programs as required by the SET.

### **Succession Plan for Executives**

The Nomination and Compensation Committee is responsible for advising and supervising the preparation of a succession plan for senior management and important job positions for all companies in the Group, as assigned by the Board of Directors, in order to continue to operate the business, and the Group Chief Executive Officer shall report the implementation of the succession plan to the Board of Directors for acknowledgement twice a year.

### **Training and Development of Executives**

The Board of Directors charged the Nomination and Compensation Committee with assisting senior management in their growth as leaders capable of managing their line functions. Independent specialists evaluate employees in important roles for leadership.

The Board of Directors has approved the group's human resources management policy, which was reviewed and recommended by the Nomination and Compensation Committee in order to establish a framework and basic criteria for human resource management and management that are consistent throughout the organization.

In addition, the Board of Directors promotes and supports senior executives to undertake corporate governance training. The following are the specifics of corporate governance training for senior executives:

<b>No.</b>	<b>Executives</b>	<b>Training Courses until end of 2023</b>
1	Mr. Aidan John Lynam	<ul style="list-style-type: none"> <li>• DAP 166/2019</li> </ul>
2	Mr. Montri Nithikul	<ul style="list-style-type: none"> <li>• Corporate Governance for Executive SCCC/2015</li> <li>• Ethical Leadership Program class 5</li> <li>• Directors Certification Program class 240</li> <li>• Financial Statement for Directors 47/2022</li> </ul>



No.	Executives	Training Courses until end of 2023
3	Mr. Eamon John Ginley	-
4	Mr. Ranjan Sachdeva	• DAP 173/2020, DCP 313/2021, CFO’s orientation 2023
5	Mr. Hemant Mudgal	-

### **Appropriate Performance Evaluation and Remuneration Framework for Management**

The Board of Directors has tasked the Nomination and Compensation Committee with making recommendations to the Board of Directors addressing the remuneration structure as an incentive for senior management and other employees at all levels to carry out their responsibilities in accordance with the organization's objectives and key goals, as well as the company's long-term interests.

According to performance, the executive compensation system is both motivating and challenging. Salary and short-term performance, such as bonuses, and long-term incentive payment, based on performance and paid incrementally over 3 years which is a payment scheme that promotes sustainable business growth are combined with long-term performance, such as the Executive Entitlement Program to Purchase Company Securities for Corporate Engagement (EJIP), which runs from 2016 to 2022 and has suitable proportions. When creating the compensation policy, however, remuneration levels that are above or equal to the industry average and the Company's performance were taken into account. The Board of Directors ensures that performance evaluation criteria policies are properly defined and communicated throughout the Group.

In addition, the Board of Directors charged the Nomination and Compensation Committee with determining the performance appraisal criteria, which had been communicated to the Group Chief Executive Officer in advance, and which represented the Board of Directors in evaluating the performance of the Group Chief Executive Officer and Executives in accordance with the following guidelines.

1. Results of the Company’s performance
2. Personal performance under the criteria and targets agreed in advance, such as:
  - 2.1) KPIs
  - 2.2) Critical tasks
  - 2.3) Leadership competency
3. ESG performance as determined by the Company both short-term and long-term

In addition, the Nomination and Compensation Committee takes into consideration the adherence to the Corporate Governance Policy and Company’s Code of Business Conduct.

**Principle 5: Nurture Innovation and Responsible Business**

**Nurturing Innovation at Siam City Cement**

The Board of Directors places a high value on promoting the use of innovation in response to the changing world and the technology expectations of customers, partners, and key stakeholders who want to see changes that are beneficial or create shared values for the business, customers, business partners, society, and the environment. The transformation, however, must be based on sound business practices. The Board of Directors has directed management to include innovation promotion in strategy reviews and to plan for operational growth at all times. In particular, our needs to continuously strengthen the Company’s competitiveness and at the same time reducing our carbon footprint and the carbon intensity in our products, we are now actively adopting an open innovation network approach by joining technology and industry leaders for joint development projects. Such partnerships are supporting our needs to access leading technologies faster and, thus, reducing time to incubate and commercialize. The scope of these partnerships covers all critical functions from product and application developments to manufacturing technologies including the deployment of artificial intelligence applications in many business segments we are operating in.

The Board of Directors and Group Executive Officers' support fosters activities and promotes innovations in the organization that are critical to its long-term viability, as follows:

**Employees Participation in an Innovative Culture and New Products or Businesses**

Siam City Cement Group understands the importance of innovation as a result of technological developments and the changing market environment and promotes the company as an innovative organization. Employees have been encouraged to participate in innovation as part of the company's culture. Throughout the year, seminars and workshops are held on a regular basis, and providing ideas to improve and boost efficiency in business operations (core innovation), as well as encouraging the creation of initiatives among young thinkers to create new business models to generate income and a mechanism to help fulfil market demands in a changing environment (new innovation).

**Support for Sustainable Innovation Organization**

The Company is well aware of the creation and support that give rise to sustainable innovation within the organization, which, in this regard, Group CEO assumes the duty to be directly responsible in mapping out the policy, management and operations of all innovative promotional activities which includes providing support and facilitations of employees initiatives in carrying

out operations on various innovation projects, in an expeditious and efficient manner, as well as providing support on the budget for education or researches to acquire additional information that is beneficial to the developments of creative projects that give rise to a Business Model.


The Company holds the significance of the innovation in the creation of mutual corporate value for the benefit of the business, customers, business partners and stakeholders as well as the society and environment. In this respect, emphasis on the creation of corporate culture, and support to various activities as well as working in collaboration with related external organizations in order to promote for the acquisition of new innovation is a continuing goal.

## **Business Operations with Corporate Social and Environmental Responsibilities**

### **Responsible for Stakeholders and Remediation**

The Board of Directors takes into account and put importance on the continuing creations of value for all stakeholders. It is the Company’s practice that our stakeholders must be taken care of by the Company in accordance with their legitimate rights as provided by law or agreements entered with the Company. There must be a process to encourage mutual cooperation and trust between the Company and all groups of stakeholders at all times, no matter what it is the aspect of its employees, communities around the business establishments, shareholders or investors, customers, suppliers, creditors, societies, state sector including competitors and independent auditors. More importantly, there must not be any performance of an act in a manner likely to infringe the rights of the stakeholders and that compensation measures in the case where a stakeholder has sustained a damage derived from the infringement of the right shall be implemented.

The Board of Directors realizes the importance of protecting personal information of all stakeholders, namely shareholders, employees, customers, business partners, etc. The Company has therefore implemented many activities including the announcement of privacy policy on the Company’s website. This is in line with the Personal Data Protection Act (PDPA) to indicate transparency in operations. And the Company will collect, process and disclose the personal data of the stakeholders only for the purposes specified in the policy.

 More details of the privacy policy which are on website  
<https://siamcitycement.com/pdpa/en/privacy>

The Board has monitored controls to ensure that there is available mechanism to assure that the Company has carried out its business ethically and with corporate social and environmental responsibilities; refrain from violating the stakeholders’ rights by implementing the guidelines in treating the stakeholders in the following manner:

## 1) **Responsibilities to Employees**

### **Respecting and protecting human rights**

The Company has always regarded its employees as valuable resources, whose roles are fundamental to the success of the Company. All employees shall be treated fairly and equally regardless of the job title or level as prescribed by the laws, relevant standards and its Code of Business Conduct. Employees and staff are treated fairly and respected to their human rights. The Board of Directors set a policy to prevent illegal labor, child labor and pregnant women labor and supports them to have the development and progress by providing trainings and giving opportunity to enhance other work skills.

The SCCC Group’s approach to hiring is equal-opportunity and non-discriminatory. The Group also sees the importance of facilitating the disabled or their guardians’ capacity for partaking in professional activities, and as of 2023, in addition to 4 physically disabled employees, the Group has also provided support to a vocational group for the disabled, with 26 individuals receiving support from the Group in the form of monetary aid per Article 35 of the Empowerment of People with Disabilities Act B.E. 2550. The Group understands the significance of providing support to people with disabilities in a way that such persons are able to obtain/maintain necessary skills that will allow them to perform professional tasks and earn sustainable incomes based on their knowledge and expertise. The Group has undertaken this since 2017, reflecting its commitment to the betterment of society. The Group is also invested in ensuring the securement of health and safety of its employees, with the health and safety operation results being regularly disclosed. Health and safety policies are also being regularly updated, with the ultimate goal being “Zero Harm and Zero Fatality.” Statistics on accidents, absence of employees, and health incidents from operation can be found on our website under the annual sustainability report section.

🔍 Details of the SD Performance which are on website [https://www.siamcitycement.com/en/our\\_caring/sd\\_report](https://www.siamcitycement.com/en/our_caring/sd_report)

### **Employee Care**

All personnel of Siam City Cement Public Company Limited are considered as important resources in driving and pushing the Company towards its objectives, thus, they are deemed to be relevant contributing factors to the corporate success in the creation of competitiveness to the Company. Their duty performances are required to be in alignment with the corporate commitment and culture, and with the expectations that not only with their working achievements but also in matters of ethical manners and adhered to the Corporate Values of working as a team, doing what is right, challenging conventions, and caring about our future. To this end, the Company has established a tangible framework for employees’ remuneration and benefits,

focusing on fair compensation and benefits as required by law, and occasionally going beyond what is required as would be appropriate.

The Company understands the significance of proper management of employee compensation scheme, particularly its importance in attracting new talents. Provided, however, that the remuneration administration scheme has been defined on the principle and base on the impartiality and equity. Factors used in the staff and employees' remuneration administration and consideration is consisting of the accountabilities of each position, labour market rates and Company payment's ability by relying on work analysis technique, work appraisal, labour market surveys and corporate compensation structure as the tool to help in the determination of such considerations as to the employee's annual performance result. Such is considered as one of the factors that is used in the determination of the incentive remunerations in compatibility with the performance result in order to support and boost the morale and enthusiasms of the staff and employees having performance result higher than the Company's defined standards. As such, bonus and payments package to all staff and employees are dependent on the Company's annual as the basis for remuneration of their full dedications and efforts in performing duties throughout the passing year.

Apart from the salaries and bonuses, other welfares are provided to all staff and employees to help in mitigating their expenses burden in maintaining the cost-of-living standards that is reasonable with the economic situation such as provident fund contributions, cost of living subsidies, employees transport buses, emergency loans, life insurances, health insurances, children educational aid fund, including Employee Joint Investment Program with employees. The Company has periodically reviewed and altered its welfare scheme to be in alignment with the economic and social situation and the leading of life to be more compatible with the current period of time such as opening options to staff and employees to be able to choose their health insurances of the category in the case of the out-patient that the number of treatments per year or the coverage per year with indefinite number of treatments is defined, etc.

On personnel development, SCCC has consistently focused on continuous development through various methods including the establishment of INSEE Academy which acts as the center of human resource strategic development, and creation and usage of various long-term development plans which suit the Group personnel working in different business sectors and aims for sustainable development of the personnel.

## **2) Customer Responsibility**

The Board of Directors is aware of the necessity of customer safety management under their supervision in order to ensure compliance with applicable laws and standards. Furthermore, client privacy, after-sales service throughout the product's lifetime and services, and customer satisfaction follow-ups for product and service development, as well as advertising and sales conduct, must all be handled properly and providing accurate and complete product details

without causing misunderstandings or taking advantage of a customer's misunderstanding Including not advertising people to believe that beyond the reality which consistent with the workplace health and safety vision. The company's main objective and commitment is to ensure that all workers, contractors, and customers are aware of and understand occupational safety, and that they follow all safety rules and procedures for their own and others' safety. All activities must be carried out within the framework of a sound occupational health and safety management system. It is a critical component of sustaining success in accordance with the company's goal of establishing a safety culture and fostering a positive attitude toward safety, which must be firmly instilled in the group and passed on to customers in order for them to collaborate in complying with various aspects of occupational health and safety while keeping risk under control.

The Board of Directors emphasis on communication, information sharing, and knowledge transfer, for example, in connection with Working Regulations and Steps, Risk Assessment of hazardous conditions in the business establishment, and how much maintenance can be done on a regular and consistent basis to ensure customer safety. This includes initiating safety driving campaigns twice a year for franchisee client groups in the service of delivering goods that satisfy international standards. In addition, the Company set criteria for transporters to prepare personal safety equipment, safety symbols and marks in order to provide efficient safety management in the areas of the Company's franchised customers.

Customers' safety and hygiene are always prioritized by the Company. As a result, the product information disclosure policy has been used as a practice guideline by specifying product information on the company's product label, which clearly shows important details about the product, such as quantity, how to use, warning, various certification marks, and so on, to help customers easily see important information about the product. This is yet another efficient method of conveying information between products and customers.

### **3) Responsibility Towards Business Partners**

Supply chain management plays an important role in maintaining our operation, from procurement of raw materials to production and distribution of products. The Company understands that good supply chain management tremendously reduces the risks from business partners, and helps improve the efficiency of product and service delivery to our partners. To ensure the demands are met and that the clients and stakeholders' trust is preserved, the Company has established a tangible, transparent procurement framework, which is used by all companies under the Group.

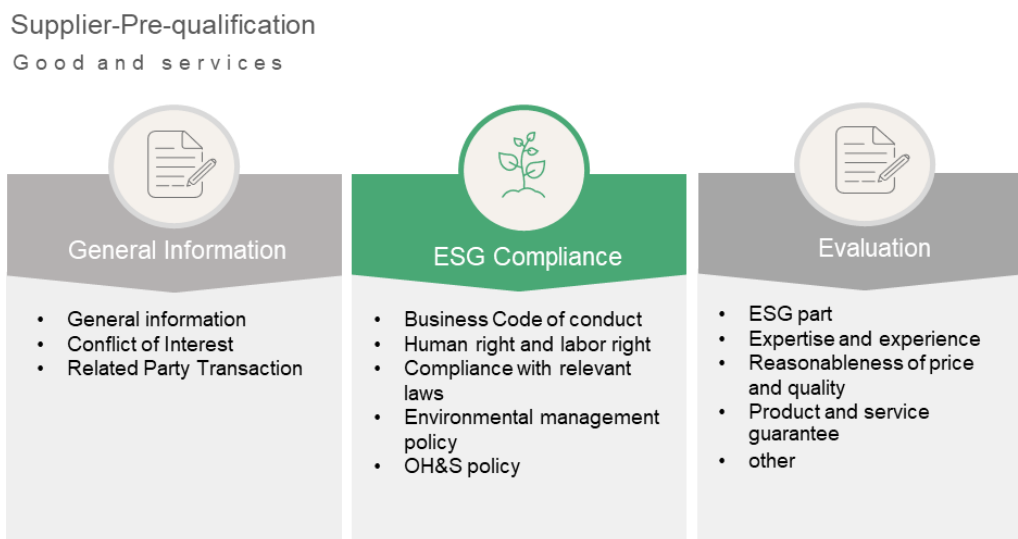
The Company's procurement policy aims for sustainability, fairness, and the best value for money. The Company in particular looks for reasonable pricing in comparison to products or services received from vendors, and price auctioning and vendor selection are regularly done to find the most efficient, ethical vendors who care deeply for the environment, society, and good governance (ESG.) The procurement processes pay special attention to the efficiency and cost while being environmentally conscious and socially responsible. Alternative fuel sources are also

used by the Company, as are alternative raw materials and power sources such as power from waste heat. Machineries used in our operation are also those that consume less resource for their operation. Note that this commitment to ESG-driven development is not confined to the products and services supplied by our partners, but extends to the Group’s operations in their entirety. Reflecting this, the Company’s Saraburi plant was given the green industry award by the Department of Industrial Works, Ministry of Industry. Our commitment to this will be ever onward, and so is our determination to influence our business partners in such a way that they shall grow alongside us in the most efficient, sustainable manner.

Our Terms of Reference dictate that payment to business partners must be made within 60 days of a product or service being delivered. This timeframe may be adjust depending in the agreement between the Company and a particular partner. The Company sees the agreement between a partner and itself as binding and shall adhere to such agreement with utmost dedication. The Company also offers the Supplier Financing Program, which acts as a low interest rate financial aid resource for trade partners, two hundred of which are already participating in this program. As was noted, the standard timeframe for payment-to-partner is within 60 days; the actual average timeframe in 2023 is at 70 days until an average payment is made, although it should be noted that this average number is well within what was agreed with the partners in the average transactions.

Selection of business partners that share their vision and business direction with the Company is also paramount. Potential and even already established business partners are regularly asked to undergo an evaluation process that now includes evaluation on their ESG performance and their cost-effectiveness, as well as potential risks the partners may bring with them.

**Business Partner Selection Criteria**



The Company has established the Code of Business Conduct for business partners, which requires potential partners read and sign their name on to reflect their commitment to complying with the code. The Company does not tolerate unethical business practices and refuses to collaborate with potential partners that act in any way that implies fraud or violation of business ethics.

- More details on the Code of Business Conduct for partners can be found on the Company’s website, in the section Investors Relations > Corporate Governance > Policies and Documents > Supplier Code of Conduct and Privacy Policy of Supplier

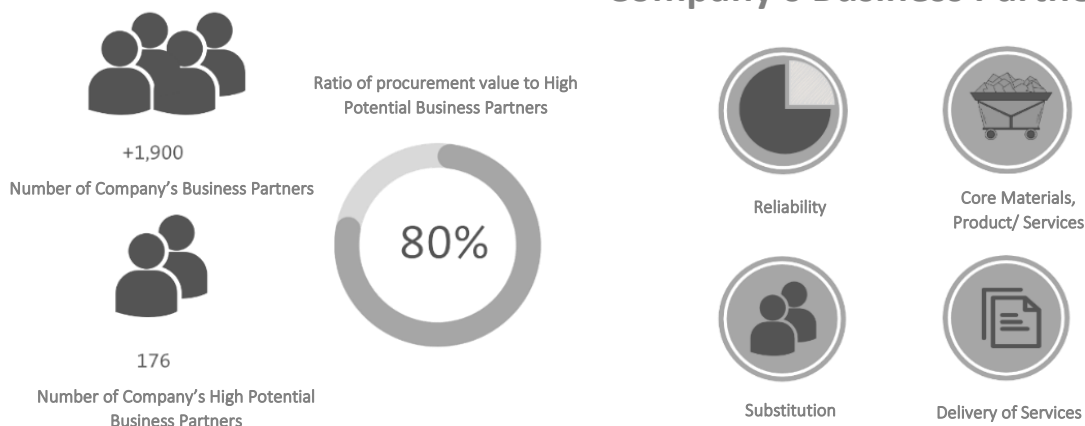
The management of procurement risks of the Company involves many different processes, such as economic risk assessment for risks from business partners. In the past year, the Company has conducted risk assessment to determine risk factors from business partners, and has established two dimensions of risks criteria which include the impact (financial, reputational) dimension and the likelihood dimension. The results are as follows:

Significant Procurement Risks	Risk Mitigation Measures
<p>Transportation</p> <ul style="list-style-type: none"> <li>• Transportation expenses fluctuate with oil price</li> </ul>	<ul style="list-style-type: none"> <li>• Consider using electronic vehicles ( EV truck, EV forklift)</li> <li>• Enter into pricing contracts with partners</li> </ul>
<p>Raw materials and fuel</p> <ul style="list-style-type: none"> <li>• Risks of insufficient raw materials and fuel</li> <li>• Raw material price fluctuation</li> </ul>	<ul style="list-style-type: none"> <li>• Consider using alternative fuel and material resources</li> <li>• Streamline production to better support usage of alternative fuel resources</li> <li>• Enter into contracts with partners</li> </ul>
<p>Risks from relying on few business partners</p>	<ul style="list-style-type: none"> <li>• Enter into contracts with primary and secondary partners</li> </ul>
<p>Risks of receiving substandard quality products or services</p>	<ul style="list-style-type: none"> <li>• Implement random check on receiving products</li> <li>• Include clear clauses relating to product/service quality in any contract</li> </ul>



Another risk management strategy the Company has taken to is identification of Critical Suppliers.

### Company’s Business Partner Selection



The Company’s business partner selection process includes assessing the sustainability risks a particular partner may pose, focusing on potential negative ESG impacts. Potential partners must conduct a sustainability self-assessment which covers various sustainability topics. In the past year, 26 suppliers entered into the assessment and all are found satisfactory. The Company, apart from this assessment, also provides capacity building activities for these partners. The Company has also conducted field audits on these suppliers, assessing various aspects of their operation including the raw materials they use, the service quality, and other ESG related aspects of their operation including safety systems, environmental management, production systems, and quality control. These ESG field audits will continue with greater intensity in 2024, and partners that do not pass the criteria set by the Company will be scrutinize thoroughly to find potential solutions that lead to improvements to their operation.

The sustainability self-assessment consists of the following three sections.



On finding that a business partner may fail to meet the criteria, the Company demands that the trade partner submit the rectification plan in a timely manner. The partner’s attempt to rectify the situation is monitored by the Company from start to end, and the Company may also offer aid to ensure the partner may rectify the situation satisfactorily.

The Company encourages the elevation of business partners, and it does so through constant knowledge sharing to partners and contractors on safety matters. Monthly meetings are available where discussion and briefing on safety laws and regulations are provided, and the Company conducts annual compliance audits where partners’ work plan and incident records are reviewed. The Company, on top of this, offers aid in analyzing partners’ incident records to find the root causes of incidents partners are facing so that preventive measures can be properly devised. For transport contractors, the Company recommends usage of the digital, fully paperless Daily Truck Inspection system, which takes into account the status of vehicles and drivers, and provides a review of the daily pre-operation safety discussions. The Defect Alert system is also in place, where vehicle and equipment defects can be reported directly by the Company’s employees or contractors to management.

In the past year, the Company hosted the CSM Day (Contractor Safety Management) activity, which served as a platform for safety knowledge sharing and discussing safety laws and regulations compliance. The Company also hosted the Siam City Cement PLC (INSEE) Supplier Forum 2023, which served as a platform for partner relations promotion and discuss various matters with the partners. The ESG & Safety Award, provided by the Group Procurement TH in collaboration with various organizations, was also given during the event.





A supplier relations activity, headed by Mr. Montri Nithikul, CEO of the Thailand cement business, where various awards were given to partners, was also hosted in collaboration with executives from various sections. A safety seminar was held during the event, as was a brief on the Contract Safety Management System, compliance to relevant laws and regulations, and the level 5 Green Industry certification. Concurrent to these was also the safety and environment exhibition enjoyed by the event’s participants. The event focused particularly on encouraging the Company’s partners to achieve Green Industry (level 5) status, to ensure sustainable collaboration with the Company.

On supporting partners’ quest to achieve effective growth and sustainable collaboration with the Company, the Company also supports and encourages partners to join the Green Industry program, and encourages those that have already joined to retain and extend their Green Industry Level 5 status. To this end, the Company provides partners with in-depth recommendations on how to do so. From 2019 to 2023, more than 30 partners have already entered the Green Industry Program, and more will be encouraged to participate.

**4) Community Responsibility**

The Board of Directors has made certain that knowledge and business experience are put to good use in developing projects that will benefit the community. Long-term success and progress are monitored and measured.

The Company is committed to create shared value and building positive relationships with the communities surrounding the factory in Saraburi, Kaeng Khoi and Muak Lek Districts. In three areas, the company has organized activities to participate in and support sustainable community development in every community surrounding the factory, including the public: education promotion, community sustainable development support, and ongoing support for basic infrastructure development. The corporation has formed a policy in this regard and publicly reports the practice on a regular basis. Details of the effort to assist key communities and societies in their long-term development is available in the Sustainable Development Section.

The INSEE Construction 4.0 project is one of the projects that the business has always organized. Siam City Cement Public Company Limited, in collaboration with the Ministry of Labor's Department of Skill Development, organizes a professional construction training program. The Company's employees who have knowledge, ability, and experience in each product are guest speakers for practical training for community members, the unemployed, and those engaged in construction work in order to support a career that promotes income for themselves and their families. This is a development for the community to be self-reliant in a sustainable way.

There are also several other projects in place, such as the collaboration between SCCC and the Workpoint TV's “Panya Pansuk” show, which offered aid to the Pha Nam Craft Center for the Disabled, Lampoon province, by way of supplying the center with the INSEE Petch Plus cement for use in constructing toilets for the disabled, and, during the show, provided live audience in the studio with the same product.



For another example, the INSEE Green Heart Club, a collaboration between INSEE Aggregate and INSEE Concrete, constructed a concrete road leading to the Chaloeprakiat Mablambid Health Care Center, Ban Beung District, Chonburi Province, which is part of a community within the mining areas of INSEE Aggregate. The activity is in accordance with the Group's sustainability ambition of 2030, which aims to create value for and a good relationship between all stakeholders.

**ปูนอินทรีสนับสนุนปูนซีเมนต์อินทรีเพชรพลัส**  
แก่ผู้ประสบภาวะยากลำบากในสังคม ผ่าน “รายการปัญญาปิ่นสูง 2023”



ธุรกิจปูนซีเมนต์ของประเทศไทย ภายใต้ บริษัท ปูนซีเมนต์นครหลวง จำกัด (มหาชน)  
ร่วมกับ รายการปัญญาปิ่นสูง 2023 การซ่อมวัดผอ้อยท์ หมายเลข 23  
ให้การช่วยเหลือแก่กรีนเฮิร์ตที่มาร่วมรายการ ซึ่งเป็นผู้ประสบภาวะยากลำบากในสังคม

- 🔍 Details of key projects to support the sustainable development of communities and society can be found in the Sustainable Development section.
- 🔍 You can follow more community engagement activities and stakeholder groups on our Facebook pages: INSEE Care and INSEE Community Team.

## 5) **Responsibilities to the Environment**

The Board of Directors has overseen efforts to prevent, reduce, manage, and ensure that the Company has no negative impact on the environment. which includes the use of raw materials as well as power consumption (for production, transport, or in the office). water use, renewable resource use, care and rehabilitation including biodiversity affected by business operations, waste disposal management from business operations, greenhouse gas emissions, and other factors. In past year, we have unveiled an updated set of more ambitious 2030 targets aimed at achieving a more substantial reduction in our impact on greenhouse gas emissions. At present, the Company is undergoing examination of its carbon dioxide emissions in 2024 by the Thailand Greenhouse Gas Management Organization (TGO).

The Company implemented a quality management system. Occupational safety and health, as well as the environment, will be used in operations in tandem with the company's cement production business, with the Environmental Management System (ISO: 14001) being used to achieve environmental development alongside business development. It also assists the company in lowering raw material and energy costs. Pollution control system of the Company also promotes the organization's reputation.

The Company also focuses on employee development in order to raise awareness of environmental responsibility and to encourage employees to educate and train on environmental issues by defining it as a policy and disclosing the practice for recognition. In 2023, the Company has raised an environmental awareness among employees in a variety of courses. The total number of employees participating in the training is 220 people as follows:

- Environmental Laws: Announcement of the Ministry of Industry on the Management of Wastes or Unused Materials B.E. 2566 (2023)
- Continuous Emission Monitoring Systems (CEMS)
- Calculating the carbon footprint of an organization (CFO)
- Introduction to ISO Management Systems training course
- Risk Management & Environmental Aspect for ISO14001, ISO45001

In addition to the training course, in the past year, the company has also organized activities to promote awareness among employees. and activities for the environment, such as, INSEE promotes the campaign on reduces receiving, reduces giving, and reduces plastic bag use on World Environment Day throughout the week by stopping the use of plastic bags under the project #BeatPlasticPollution of the UN by inviting fellow employees of INSEE Group to reduce the use of plastic bags and use cloth bags instead, to reduce the amount of plastic waste that takes hundreds of years to decompose, and reducing carbon dioxide emissions in order to support the group’s 2030 sustainability development goals.



INSEE collaboration in separating food wastes to add enormous value to the environment or project from food waste to vegetable plots for improving soil quality in the Ming Mongkol Park, Saraburi Province. Garbage collection and mangrove planting activities turned waste into energy fuel, supporting the 2030 Sustainable Development Goals on circular economy and biodiversity. The INSEE Green Heart Plus Club joins hands with the Department of Marine and Coastal Resources and the Ministry of Natural Resources and Environment to organize the activity “Collect beach trash and plant mangrove forests” on International Coastal Conservation Day.



**6) Fair Competition**

The Board of Directors has governed to ensure that the Company operates its business in a transparent and does not create any unfair competitiveness. The Company encourages and supports fair and transparent competition and shall not perform any act that violates any competition laws or may cause damages to the reputation of its competitors as part of the Code of Business Conduct. In 2022, there was no dispute between SCCC and its competitors, and also no claims and/or cases in relation to violation of human rights against SCCC.

## 7) **Anti-Bribery and Corruption**

The Board of Directors has governed to ensure that the Company has carried out its business in compliance with the applicable law and related standards and encouraged its subsidiaries and business partners to announce the Anti-Bribery and Corruption Policy. The Company also announced the No-Gift Policy for the Management and the employees to refuse the acceptance of gifts, souvenirs, or other benefits in all cases, including providing regular training to educate its employees on the Anti-Bribery and Corruption Policy and its guidelines.

The Company was certified by Thai Private Sector Collective Action Against Corruption (CAC) as a member since 2017, reflecting SCCC’s commitment and compliance with anti-corruption guidelines. The Company continues to adhere to principles of good corporate governance and business ethics with long-term dedication toward sustainable growth.

### **Allocating and Managing Resources**

The Board promotes the efficient use of resources both the financial one and the one used in the production process, intellectual properties, human resources, natural resources including social and relation aspect by defining it as a policy and announcing the implementations thereof to make it known to the public.

The Board of Directors has promoted the use of resources in a conservable manner with efficiency, maintaining of non-renewable sources of resources and recycling of the secondary materials.

The Board of Directors has monitored controls over the Company’s business operations to ensure that they have been carried out with responsibility, adherent to corporate social responsibility activities relating to the business operation process by taking into account the necessity and impact in bringing resources for use and the impact on one another in using each category of the resources including the resource impact and development through value chain by being aware of the fact that the different business model would cause the impact on the resources differently, as well. Therefore, in choosing the business model, the Company must take into account the impact and worthiness to occur to the resources on the basis of having the ethics, responsibilities and create sustainable value to the business.

The Board of Directors has monitored controls to ensure that in attaining the business objectives, the Management has reviewed, developed, and supervised the matter on the efficient and effective use of the resources by always taking into account the internal and external factor changes.

## **Management of Enterprise Information Technology**

The Board has established the IT Management Policy for the Group, as a framework for governance of enterprise IT in alignment with the Company’s business needs by ensuring that it carries on the operations in compliance with the relevant laws, regulatory requirements and standards relating to the use of technology by assigning INSEE Digital Co., Ltd., a subsidiary engaged in the business as a service provider on techniques, management and development of data system to Siam City Cement Group of Companies, to oversee and manage IT of companies in the Group.

The Company places importance on controlling the IT management process and using the company's data efficiently and for the company's benefit. Prevention of data loss or leakage and data security, including providing an anti-phishing policy. It also raises awareness about IT technology management, information security, and anti-phishing by providing all employees and executives with IT security knowledge and training. This includes anyone who represents or acts on behalf of any of the group's entities.

In this connection, the Board of Directors has established a policy on the allocation and management of IT resources such as the appropriate utilizations of IT property that comprehensively covers the allocations of the resources adequate to the business operations and defining guidelines for backing up in the case of being unable to adequately allocate the resources as prescribed. Respective to this matter, the criteria and factors on the precedence of IT Work Plan such as the suitability and compatibility with the strategic plan, business operational impact, utilization urgency, budget and IT human resources as well as the compatibility with the business model have been defined.

The Board of Directors has ensured that corporate risk management includes the management and management of IT risks, such as business continuity management and incident management, which affect the company's security. Asset management, information system (incident management), and so on.

The Company follows the Group IT Policy and measure on IT system security which have been excellently undertaken by INSEE Digital to the extent of being awarded with ISO/ IEC 270001:2013 Certificate under the category of the Outstanding Information Security Management Awards from Bureau Veritas Certification (Thailand) Ltd., which comprehensively covers the information security system on the confidentiality, integrity, availability of information including the protection against any illegal use of the information or the alteration of the information without any permission.



## **Principle 6: Effective Risk Management and Internal Control**

### **Centralized Working Standards and Internal Control**

The Board of Directors emphasizes that management has established a policy to use INSEE Digital Company Limited, a subsidiary with expertise in digital technology, to create efficiency for the entire group in all work processes, including data management and control to prevent data leakage and, based on the structure that has been effectively defined, this enables the Board of Directors to consider performance reports from all business Group, as well as the internal audit report risk management. On a quarterly basis, overseeing the adequacy of financial liquidity and debt repayment capability, as well as other important matters in Group governance.

The Board of Directors visits the company and its subsidiaries both at home and abroad to have a better understanding of the business environment and nature of the group's business. They work well with management and have had excellent assistance from the Group CEO, the Group Head of Internal Audit and Compliance, the Company Secretary, and the Secretaries of all board committees. In addition, the Board of Directors has access to the meeting documents via an application system designed to help the Board function more efficiently and gave good realistic view and ideas to the Management.

### **Risk Management and Internal Control**

The Board of Directors has supervised the information security system. This includes establishing confidentiality policies and practices, maintaining information integrity and availability , including managing market sensitive information. Furthermore, the Board of Directors has ensured that the information security system is followed by the directors, who are high-level executives and employees, as well as associated external parties such as legal advisers and financial advisors.

The Company attaches importance to risk management. This is an important part of the management and good corporate governance. The Board of Directors has established a risk management policy that is consistent with the objectives, key goals, strategies and acceptable risks of the business. To serve as a framework for working in the risk management process for everyone in the organization to be in the same direction. Furthermore, the impact and likelihood of hazards are evaluated in order to prioritize risks and develop appropriate risk management strategies.

The Board of Directors has overseen that the Company has a risk management and internal control system in place to effectively achieve its goals, and that the Company's business operations are in accordance with relevant laws and standards both locally and internationally. As a result, an appropriate and sufficient internal control system has been established, with strict adherence to the international standards of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the guidelines provided by SEC, to ensure that the

Company's operations are in accordance with the objectives and goals, as well as with the laws, rules, regulations, and requirements related to business and operations, in order to minimize operational risks and ensure reasonable fraud prevention measures are in place, with the Group Internal Audit and Compliance (GIAC) unit, reporting directly to the Audit Committee, being established to handle the tasks of internal control and audit, as well as risk assessment, covering the operation of the Company in its entirety.

The Board of Directors sees it fit to establish a policy and framework for risk management. The Audit Committee, subsequently, is charged with reviewing the risk management system, and the Risk Management Steering Committee risks and opportunities assessment. Emphasis is placed on collaborative governance. The Company also focuses on understanding, assessing, ranking, and mitigating risks systematically, through analysis of internal and external factors that may impact the Company in any way, and analysis of the Company's quarterly performance. Risks are separated into categories including Strategic Risks, Operational Risks, Financial Risks, Compliance Risks, ESG Risks, and Emerging Risks. These risks are ranked and reviewed by each subsidiary's executive committee, and analyses are then presented to the Audit Committee and the Board of Directors, for further review and alignment on the Group level so that effective risk management measures that benefit the entire Group can be conceptualized.


The Audit Committee has reviewed the efficiency of the Company's risk management processes and provided periodic review of risk management performance. The Audit Committee also arranges for the review of existing risk management policy every 2 years. In 2024, the Company plans to add the communication on Group risk management structure to the list of matters included in the directors' annual refresher. Online training and educational activities relating to risk management policy for employees and executives are also planned, with topics including risk assessment processes, risk identification, and risk mitigation. This is aimed at elevating Group's employees the awareness of risk management system at the Group level, and enabling the employees to apply the Group's risk management policy to their day to day operation, ensuring the Group's resilience at all levels.

- The Company's risk management policy is included in Attachment 5 and can be found on the Company's website

### **Establishment of the Audit Committee**

The Board of Directors formed the Audit Committee that can efficiently and independently perform their duties. All Committee members are independent Directors who are fully qualified in accordance with the criteria prescribed by the Stock Exchange of Thailand (SET) and Office of Securities and Exchange Commission (SEC), with 2 members holding accounting degrees.

The Audit Committee's roles and duties have been defined by the Board of Directors in the Audit Committee Charter, which covers the duties outlined in the 2017 Good Corporate Governance Principles for Listed Companies.

 Audit Committee Charter can be found on the Company's website.

The Board of Directors has established mechanisms or tools to enable the Audit Committee to obtain information required for the performance of its assigned duties, such as allowing the Audit Committee to request relevant people to provide information and discuss with the auditor and seeking independent opinions from any other professional advisors for consideration by the Audit Committee.

Furthermore, an independent internal audit unit has been established to be responsible for developing and reviewing the efficiency of the risk management system and internal control, as well as providing a report to the Audit Committee to consider and comment on the adequacy of the risk management system and internal control and disclosing the review report in the Annual Report. The Audit Committee's assessment of the sufficiency of the risk management system and internal control is detailed in the section on Corporate Governance, Internal Control topic.

### **Management and Prevention of Conflicts of Interest**

The Board of Directors has established a Conflicts of Interest Policy to encourage honesty and transparency in business operations and to prevent unreasonable transactions with related parties. The policy sets standards and guidelines, as well as an approval process for normal business transactions that may have conflicts of interest. In addition, when entering into a major or significant transaction with a potential conflict of interest that affects the Company's business operations, the management must seek prior approval from the Board of Directors. In this regard, the Management will report the transaction with related parties to the Audit Committee for review and notify the Board of Directors for acknowledgment on a quarterly basis.

In addition to controlling the use of inside information, supervision of transactions that may have conflicts of interest with the company is crucial. As a result, the Board of Directors has overseen the management and monitoring of transactions that may involve conflicts of interest, as well as ensuring that guidelines and practices are in place to ensure that such transactions are carried out in accordance with the procedures and disclosure of information required by law. Conflicting personnel are not allowed to participate in decision-making.

The Code of Business Conduct also states that Conflict of interest can be defined as a situation where our personal, financial, or other interests interfere, or may be perceived as interfering with our ability to act in the best interest of the Company. Employees shall avoid conflicts of interest whenever possible. In the situation where employees think that the conflicts may arise and might impair or even appear to impair, they must immediately inform their supervisor to resolve the

situation in a fair and transparent manner.

In this regard, the Company established the guidelines on conflict of interest for personnel who may be involved in approving a process or procuring a product or service to declare the information of themselves or their relatives regarding the transactions with the Company and/or the subsidiaries during the period of the last 12 months. This activity is done online on an annual basis. The declaration of conflict-of-interest activity has continuously been active for many years and the Company found that the employees has become more aware of transparency and avoid the activity that may be connected with the conflict of interest of the Company.

In 2023, the Company organized activities for all employees to promote knowledge and understanding of conflicts of interest. It provides knowledge and quizzes through e-learning to raise awareness and avoid potentially harmful situations. 100 percent of all employees and management took part in the activities. Furthermore, the policy on conflicts of interest has been communicated to all executives and directors, ensuring that 100 percent of both groups have received complete communication. Also, the Company monitors reports on disclosure of conflicts of interest of directors and executives and reports to the Board of Directors on a quarterly basis and informs the relevant departments to use such input to prevent the conflict of interest and allow Directors and Executives to perform their duties responsibly, cautiously and honestly avoid situations that may cause conflicts of interest.

The Board of Directors oversees any conflicts of interest that may arise between the company and its management, board of directors, or shareholders, as well as the prevention of unreasonable use of assets and company information in the case of abusive self-dealing, in accordance with good corporate governance principles. In this respect, the Board of Directors has implemented the Insider Trading Policy and established Blackout Period practice, for which the Directors, Executives and employees as well as the persons perceiving the insider information are prohibited from trading the Company's shares during the period of 30 days before the dissemination of the information and not less than 24 hours after the dissemination of the information on financial statements and significant financial information to assure that there are no exploitations of benefits from the information undisclosed publicly that would lead to the taking advantage of outsiders.

Directors and Executives must produce and submit a report to the Chairman of the Board of Directors or the Company Secretary on any exchange activity they undertake of the Company's shares at least one day before the action, and must produce and submit a report on the holding of assets in accordance with the requirements of the Office of the Security and Exchange Commission (SEC) under Section 59 of the Security and Exchange Act, B.E. 2535 within 3 days from the date of the change. The Company Secretary shall be notified accordingly in order that a summary on the number of the securities of the Directors and Executives individually can be made for submission to the Board of Directors in their meetings every time and that the information on the holding of such securities shall be disclosed in the annual report with a notification on the

penalty in the case of violation or non-compliance with the Policy and such requirements, as well. In 2023, no allegation from the authority against the Directors, Executive, or employees against the misuse of inside information, and no breach of the Blackout Period.

The Board has monitored controls to ensure that names of the insider information users who has knowledge and possess the non-public important information are reviewed to reasonably in accordance with the current situation and shall notify all parties within the organization irrespective of whether they are Directors, the Management, all staff and employees on the abovementioned policy and practical guidelines for them to comply with and to be aware of the subsequent penalties in case of a violation or non-compliance with the above described policy and requirements, as well, which in this connection, result of the executions in the compliance shall be regularly monitored.

In 2023, the Board of Directors reviewed the Insider Trading Policy and the Management implemented awareness activities for the Director, Executives, and employees via e-learning, to prevent the misuse of sensitive information. The Company has organized activities via e-learning to promote awareness among employees who are involved in inside information, executives, and directors, on the subject of "Insider Trading Policy Awareness Learning." Information and training are provided to directors, executives, and employees, accounting for 100 percent.

The Code of Business Conduct sets out that “Use of insider information or non-public information in supporting the investors’ decision whether to buy, sell or hold stocks or securities is considered unethical and illegal, and this may result in disciplinary and criminal charges.”

Summary of shares held by Directors and Executives in 2023 is as follows:

List of Directors/ Executives	1 January 2023			31 December 2023			Total Number of Shares Increase/ decrease during the year (share)
	Number of Shares (Share)		Percentage of Shares Held	Number of Shares (Share)		Percentage of Shares Held	
	Directors/ Executives	Spouse and underage child		Directors/ Executives	Spouse and underage child		
<b>Non-Executive Directors</b>							
1. Mr. Paul Heinz Hugentobler	-	-	-	-	-	-	-
2. Mr. Vanchai Tosomboon	98,456	-	0.0330	98,456	-	0.0330	<b>0</b>
3. Ms. Nopporn Tirawattanagool	-	-	-	-	-	-	-
4. Mr. Tinnawat Mahatharadol							
5. Mr. Stephen Patrick Gore	-	-	-	-	-	-	-
6. Mr. Subhak Siwaraksa	-	-	-	-	-	-	-
7. Mr. Siva Mahasandana	216,926	-	0.0728	216,926	-	0.0728	<b>0</b>
8. Dr. Sunee Sornchaitanasuk	-	-	-	-	-	-	-
9. Mr. Charin Satchayan	-	-	-	-	-	-	-
10. Mr. Robbert van der Feltz van der Sloot	-	-	-	-	-	-	-
11. Mr. Onne van der Weijde	-	-	-	-	-	-	-
<b>Executive Director</b>							
12. Mr. Aidan John Lynam	-	-	-	-	-	-	-
13. Mr. Montri Nithikul	15,906	-	0.0053	15,906	-	0.0053	<b>0</b>
<b>Executives</b>							
14. Mr. Eamon John Ginley	-	-	-	-	-	-	-
15. Mr. Ranjan Sachdeva	3,814	-	0.0013	-	3,814	-	<b>0.0013</b>
16. Mr. Hemant Mudgal	-	-	-	-	-	-	-

Note: The percentage of shares held calculated from the registered capital 2,980 million baht.

## **Report Preparation on Conflict of Interest**

The Board of Directors has determined the guidelines that Directors must report of his/her interest prior to the consideration of its meeting agenda and such interests must be documented in the Minutes of Meeting every time. In addition, the Board of Directors also ensures that the Directors having significant interest in the nature that such Directors may not be able to independently give opinion, must not participate in the meeting of such agenda. Moreover, Directors and Executives shall report their own interests and of related persons when there is a change therein and forward the pertinent report to the Company Secretary for the preparations of the conclusion report to advise the Board of Directors in every Company's Board of Directors' Meeting.

## **Communication and Review of Corporate Governance Policies**

The Board has reviewed controls to ensure that the Corporate Governance Policy is adequately implemented and has been updated on a yearly basis and review the Code of Business Conduct and related policies every 2 years, in order to keep the company's corporate governance system up to date. Communication training and different promotional efforts are conducted by the company, as well as an annual follow-up review. In this regard, the E-Learning Program system was created to improve learning on numerous policies on a constant basis. This guarantees that everyone in the company follows the Corporate Governance Policy and Code of Conduct, as well as other policies, precisely and strictly.

## **Anti-Bribery and Corruption Policy and Guidelines**

SCCC has implemented the Anti-Bribery and Corruption Policy which was approved by the Board of Directors in 2012 and has embedded the corporate culture in accordance with the commitment that bribery and corruption shall strictly be prohibited. In 2015, SCCC signed the declaration to combat corruption. Subsequently, SCCC was certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) on 18 August 2017, and its membership has been renewed consistently..

The Company sees the importance of, and consistently conducts assessments of risk from corruption within the organization. There are processes and measures to manage fraud risk according to the company's anti-fraud and corruption policy. The Anti-Bribery and Corruption Policy is a policy at the Group level approved by the Board of Directors. Guidelines on anti-bribery and corruption cover tone at the top, no offering or accepting a bribe, transparent monitoring, and providing training and communication for both internal and external stakeholders. Internal controls for this matter cover the Code of Business Conduct, the Conflicts of Interest Policy, the Whistleblowing Policy, and the Manual of Authority which controls the approval procedure, and protection of whistleblowers.

The Group has a policy which covers the prohibition of hiring government officials that lead to a conflict of interest unless a 2-year cool-off period has passed. Also, the Company organized training to raise awareness of the anti-corruption policy. It is a method of providing knowledge and quizzes through an e-learning system every 2 years as well as communicating to educate on such matters to all executives and directors.

In addition to the monitoring, training, and communication mentioned above, the implementations include the requirements that the Directors and all employees strictly comply with the policy, and that GIAC consistently reviews the internal control system to mitigate the possibilities of corruption and fraud within the Company.

The Company also provides channels for all stakeholders to report when they see the Company's employees violate the Company's policy or commit fraud. The reporter shall be protected from retaliation. However, the details of the Anti-Bribery and Corruption Policy can be found on the Company's website under Investor Relations > Corporate Governance> Anti-Bribery and Corruption Policy:

 <https://investor.siamcitycement.com/en/corporate-governance/anti-bribery-and-corruption>

### **Mechanism for Handling Complaints and Whistle Blowing**

The Board of Directors has overseen to ensure the mechanism and the process for handling the reports is in place to record, track, and resolve the feedback from the stakeholders and further ensure the availability and the accessibility of the several whistleblowing channels including disclosing its details at the Company's website and the 56-1 One Report.

The Board of Directors has supported to establishment of the Whistleblowing Policy to enable the stakeholders to make their reports on any misconduct, or violation of the laws, regulations, and the Code of Business Conduct of the employees in the Group through the whistleblowing channel called INSEE Speak up. The service provides by a professional third party. The Screening Committee which is independent from the Management shall preliminary screen the incident raised through the reporting channel. The report shall be verified in accordance with the Whistleblowing Policy and the result of the investigation shall be reported to the Audit Committee and the Board of Directors respectively. Examples of the offenses include fraud, financial fraud, bribery and corruption, asset misappropriation, misbehaviour, misuse of company information, violation of the Conflicts of Interest Policy, etc.

The whistle-blowers shall be protected from retaliation, especially for cases which have been raised in relation to suspicious misconduct and reported with good faith but proven false later. A whistle-blower may ask for special custody or protection should he/she feel threatened in any possible manner.



The INSEE Speak Up consists of 2 channels as follows:

1. Toll-Free Numbers:

Thailand:	180 001 4577
Vietnam:	180 040 0549
Sri Lanka:	202 9137
Indonesia:	080 0150 3215

2. Website: [inseespeakup.ethicspoint.com](http://inseespeakup.ethicspoint.com)

In Bangladesh, reporters and whistleblowers can submit reports through the website only, because the country lacks a free-calling structure. The INSEE Speak Up channel is a channel for all stakeholders to report or file complaints with the Board of Directors about rights violations or matters that may cause damage to the Company. The recipient of the complaint is a third party, and the procedure for handling complaints has been established. For each reported clue, an investigation procedure has been developed. There is a clearly defined policy or set of guidelines in place to protect employees, reporters, or whistleblowers. Furthermore, stakeholders can file complaints with the Board of Directors at email: [companysecretary@siamcitycement.com](mailto:companysecretary@siamcitycement.com) as well.

In 2023, there were 41 cases of the INSEE Speak Up. The Company has taken action on the consequence management according to the work regulations together with the corrective action.

The Company is committed to maintaining its high standard of good corporate governance following the commitment that SCCC shall be honest, ethical, and transparent organization. As such, reporting on an inappropriate incident or violation of the Code of Business Conduct could help to ensure that the personnel of the Company are protected under a suitable working environment.

***Principle 7: Ensure Disclosure and Financial Integrity***

**Financial Report Preparation and Significant Information Disclosure**

SCCC believes in transparent, truthful, accurate, and timely disclosure of information, be it financial information, performance report, and other non-financial information. Investors and stakeholders having access to accurate information, to a degree sufficient for reasonable decision making, is paramount. Information we disclose is available both in Thai and English, and can be found both on the SET IT systems and on the Company’s website, accessible to anyone.

The Board of Directors has ensured that personnel related to the preparation and disclosure possess appropriate knowledge, skills, experiences and number for their accountabilities. Mentioned people are mainly the accounting and financial line key executives, bookkeepers, internal audits, Company Secretary and investor relations.

The Board has made available the quality financial report preparation process and ensured that the information stated in the financial report is accurate and in accordance with the generally acceptable accounting standard and that it has audited by the independent auditors certified by the SEC. There must also be the Board’s responsibility to the financial report all along with the independent auditor report in the annual report by giving approval on such financial information disclosure. The Board has already taken considerations on the factors, the matter of the adequacy evaluation of the internal control system including the observations of the auditors through other communication channels, comments of Audit Committee and in alignment with the objectives, main goals, strategies and Company’s policies.

The Board has monitored controls over the information disclosures which include financial statements, annual report, Form 56-1 that adequately reflect the Company’s financial status and operational result including the encouragement of the Company to conduct the management discussion and analysis or MD&A to support the financial statement disclosure every quarter, so as to enable the investors to know the information and understand the changes that is occurring to the Company’s financial statements and operational result. Other than solely the numeric figure information in the financial statements and in the case of any information disclosure which is related to any Director, such Director in particular must oversee to ensure that the disclosure on his/her part is completely and accurately undertaken.

### **Financial Liquidity and Solvency**

The Board has monitored controls to ensure that the Management keeps tab on the follow-ups and assessment of the corporate financial status and the continuing and regular submission of the relevant report to the Board. In this connection, the Board shall jointly collaborate with the Management to find remedial solutions to correct the discrepancies in a timely manner should there be any indicative signal of problems about the financial liquidity and solvency.

### **Remedial Actions to Solve Financial Problem**

In approving any transactions or presenting any comments to a shareholders meeting, the Board must be assured that such transactions will not affect the continuity of the business operations on financial liquidity or solvency. The Board must monitor controls to ensure that the company has the implementation plan or other mechanism that can solve financial problems and keep such plan or mechanism closely monitored and oversee to ensure that the corporate businesses are carried on with due care and in compliance with the requirements in relation to the information disclosure by taking into account the impartiality towards the stakeholders including creditors as

well as monitoring the follow-ups to solve the problems which, in this respect, the Management shall be the party to regularly report the relevant situation. The Board must be assured that any decision making in solving the corporate financial problems irrespective of any method must be in a reasonable manner.

The Company’s Board of Directors places the importance on the obligations having with all groups of our creditors. SCCC is firmly committed with the ideal adherence in carrying out business operations to build up reliability and equitability upon the creditors by having the policy and practical guidelines as follows:

- (1) To strictly and fully comply with the commitments and conditions on debt payments as agreed upon both on the aspect of the back payments of the loans and relevant interests within the prescribed period of time; looking after the collaterals and encumbered charges and liabilities which may contingently occur;
- (2) To manage capital for suitable structure in order to build up confidence in our creditors on our financial status and good solvency; and
- (3) Should there be a case in which we cannot comply with any Clause of the conditions or as agreed upon, SCCC would notify the creditors accordingly in advance without covering up any facts in order that a joint consideration to find a solution in solving the problem can be made.

## **Tax Policy**

Siam City Cement Public Company Limited and its subsidiaries (the Group) are aware of their roles and responsibilities as a good taxpayer being as part of country development. Therefore, it has implemented Tax Policy which applies to all level of management and working staffs; and covers to all aspects of taxation operations and payments with strict adherence to tax laws to ensure good governance and contribution to all stakeholders. The policy covers the following tax aspects.

1. Tax compliances: Manage documentation, operation and transactions including tax payment in accordance with the relevant regulation and tax laws which is in effect and under revising; in order to optimize the interest between stake holders. Apart, the Group is aware to not involve in any tax avoidance activities or transactions.
2. Transfer pricing: The related party transaction is required to apply the principle of comparison between the transfer price and marketing price (Arm’s length price) in order to ensure that the taxation is accurate and proper according to Arm’s Length Principle.

3. Tax risk management: The risk management structure including its duties and responsibilities are clearly defined. The Audit and Corporate Governance Committee reviews the tax risk management to ensure its appropriate.
4. Engagement with party: Make available dedicated people who have sufficient knowledge and skills to collaborate with government tax agents to provide accurate fact of business operation. Further, providing knowledge and advice to internal parties to build up and ensure all operation are in compliance with tax laws.
5. Tax incentives: Proper utilization of the tax incentives by following the rules and regulations under tax laws including any special taxation measures as provided to stimulus the country's investment and economic.

### **Sustainability Report**

The Board has considered the appropriate disclosure of information in compliance with the laws, the ethical code, anti-corruption policy, treatments of employees and stakeholders which include fair treatments and respect to human rights, social and environmental responsibilities and by taking into account the report framework acceptable at domestic or international level which has been defined as the policy. Such information shall be disclosed in the annual report. It should also be noted that the Sustainability Report is prepared in accordance with the standard set by the Global Cement and Concrete Association (GCCA)

- Details on sustainability performance and development can be found under the topic Sustainability Development.
- Details on sustainability key performance indicators can be found on the Company's website <https://siamcitycement.com/th/esg/esg-publications>

The Board of Directors put importance on the discharging of duties of the Company's "Spokesperson" who must be suitable to perform such duties, understands the corporate business including the objectives, main goals, values and well communicate with the capital market. Because the person appointed to perform such duties has to perform his/her duties with due care, CEO is therefore designated to be responsible for giving information to the third persons.

The information for public disclosure must be accurate, not misleading and informative to aid the investors in their investment decisions. The Board must ensure that the communication and information are disclosed to the public in an appropriate, equal, timely manner, and is used with the proper channel. The secrets and information impacting the securities price must be protected. Besides, the communication must be in the same direction throughout the entire organization in compliance with such policy.

The Company attached importance to equitable and transparent treatment to all shareholders with which they will be provided with important, complete, and updated information and convenience in understanding the Company’s information. Importantly, at the shareholders’ meeting, there will be no agendas or changes in any significant information should be added without giving notice to the shareholders in advance.

### **Person responsible for Investor Relations**

The Board of Directors also set out the Disclosure Policy, and the Communication Policy. Respectively, the tasks related to Investor Relations (IR) is assigned to specific person in order to communicate it with the third parties, including investors, institutional investors, general investors, analysts, and associated state agencies with equality and fairness. The Company provides the opportunity as well to such parties to visit our Executives as appropriate. Sarinthip Yongprawat is in charge of Investors Relations activities of the Company.

In 2023, the Company has consistently taken part in investor relations activities. The Company's aim is always to fully disclose, with utmost transparency, information on the Company's performance, current situations, strategies in place, and future possibilities. Such disclosure, by the Company's executives together with the investor relations section, has taken place in different occasions, including during the Opportunity Day, Digital Roadshow, and Thailand Focus events by SET. Quarterly analysts meetings have also been arranged, serving as platforms on which information of the Company can be communicated and discussed as part of strategic design. Quarterly newsletters published through the Company's website are also available. Any investor seeking to contact the Company should reach out to the following:

Address:	Finance and Controlling Siam City Cement Public Company Limited 199 Column Tower, 10th Fl., Ratchadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok, 10110
Telephone:	+66 2 797 7176
Email:	SCCC_TH_IR@siamcitycement.com

Management supports the investor relations functions such as establishing guideline for giving securities price sensitive information and clearly defined accountabilities of the investor relations in order that the information communications and disclosures can be efficiently and constantly made such as analysts meetings on the Company’s performance, and news release.

## **Application of IT Technology for Use in Information Disseminations**

Apart from the information disseminations in accordance with the established criteria and through the capital market channel, Annual Registration Statement (Form 56-1) and annual report, the Board has defined that the information both in Thai and English be disclosed through the Company's website at [www.siamcitycement.com](http://www.siamcitycement.com) where the information in which has regularly been updated and fully accounted for according to Corporate Governance Code for Listed Companies.

### ***Principle 8: Ensure Engagement and Communication with Shareholders***

#### **Participating in Decision Making**

SCCC is firmly committed to protect the rights and benefits of our shareholders. The Company's Board of Directors is aware of and put importance on the rights of our shareholders (including the institutional shareholders) equitably and that under no circumstances shall the Company perform any acts in a manner likely to violate or derogate the rights of our shareholders. The Company adopts the policy in encouraging, supporting and providing facilitations to our shareholders to exercise their fundamental rights in accordance with the law by participating in the shareholders' meetings, casting ballots either in person or by proxy, appointing or removing Directors, fixing Directors' remunerations in all forms and appointing the auditor as well as matters that would pose an impact on the Company such as allocation of dividends, stipulations or revisions of Articles of Association and Memorandum of Association, capital decrement or increment, and special transaction approvals, etc.

The Board of Directors ensures that the shareholders shall take part in making important decisions, issues specified by laws, and issues that may impact the direction of the business operation are listed in the meeting agenda and pass the consideration and/or the shareholders' approval.

The Company's Board of Directors supports the shareholders' participation by prescribing criteria to allow the minority shareholders to propose a meeting agenda prior to the shareholders' meeting. In this connection, the Board will consider including such proposed agenda. If the Board of Directors shall deny the proposed agenda; explanation must be given at the shareholders' meeting. Additionally, the Board of Directors must provide a process that allows the minority shareholders to participate in the nominations and appointments of Directors however, qualifications of the shareholders who will be entitled to nominate names of persons for elections as a Director to be a one shareholder or by an individual case who holds the share and is entitled to cast the ballots summed up in total of not less than 14,900,000 shares (or zero point zero three four percentage (5%) of the Company's total number of the eligible voting shares) which is the very low number of the shares must be prescribed. This practice is a part of the process to ensure

that the minority shareholders can elect independent Directors to look after their benefits on their behalf. The Board will ensure that the disclosure of such criteria will be made to shareholders in advance of 3 months before the date of the shareholders’ annual general meeting, as well as opening the opportunity to shareholders to submit questions before the meeting by specifying the criteria for question submission in advance and disseminating such criteria on the Company’s website.

For Annual General Meeting 2024, the Board gives opportunity to shareholders to submit to propose the agenda item, director candidate and relevant questions prior to the Annual General Meeting between 2 October 2022 - 2 January 2024 by establishing clear criteria for advance submission and disseminating such criteria on the Company’s website.

<https://investor.siamcitycement.com/en/downloads/shareholders-meetings> However, no proposal for agenda item or director candidate or question for AGM was submitted.

The Company’s Board of Directors shall ensure that the Notices of Shareholders’ Meeting contain correct, complete and adequate information for shareholders’ use of rights. In addition, meeting agendas are clearly specified and forwarded to the shareholders along with related document. The Notices of Shareholders’ Meeting, agendas, and opinion of the Board of Directors were disseminated through the Company’s website before the date of the meeting. Such Notices of Shareholders’ meeting and relevant documents shall be made entirely in English and disseminated altogether along with the Thai versions every time.

### **Actions on Shareholders Meeting Date**

The Company’s Board of Directors ensures that information, date, time, and place of the meeting as well as the meeting agendas are provided with supporting explanations and reasons on each agenda that is specified in the Notices of Shareholders’ Meeting. The Board’s Notices of Shareholders’ Meeting must consist of:

1. Shareholders’ meeting date, time and place.
2. Meeting agendas which have been specified as either for acknowledgement or approval including specific matter in relation to the Directors, matters of the Director elections and approval, and on Directors’ remunerations in a separate agenda
3. Objectives a, rationale and the Board’s comments in each proposed agenda which include:
  - 1) Agenda on dividend payment approval – dividend payment policy, proposed dividend payment rate together with supporting rationales and information. In the case of a stay on the dividend payment, relevant rationales and information should as well be given.

- 2) Agenda on Directors’ appointments – Specify the names, ages, educational and working backgrounds, number of listed companies and general companies having term of office as a Director, nomination rules and procedures, type of Director nominated and in the case of a nomination for reappointment of a previous Director for term of office once again, specify the information on meeting attendances in the previous year and date of appointment to be the Company’s Director.
  - 3) Agenda on Directors’ remuneration approval – Policy and rules on defining directors’ remuneration of each position and all forms of Directors’ remunerations both tangible money and other benefits.
  - 4) Agenda on the appointment of auditors – Name of auditors, the Company they belong to, working experiences, auditors’ independency, auditing fees and other service charges.
4. Proxy Letter in accordance with the form prescribed by Ministry of Commerce.
  5. Other meeting supporting information such as vote casting steps, vote counting and vote counting result notification, right of each category of share on vote casting, information of independent Directors whom Company has proposed as the proxies from shareholders, documents which shareholders must produce prior to attending the meeting, proxy supporting documents and map of the meeting place, etc.

The Board has monitored controls to ensure that actions on the shareholders’ meeting date are carried on in an orderly manner with transparency, efficiency and facilitation to shareholders ability to exercise their rights.

In setting the meeting, the date, time and place must be considered at the shareholders convenience. The time interval must have been discussed in order to facilitate travels and attendance of the shareholders.

The Board of Directors shall ensure that there are no actions that would limit the opportunity of attending the meeting or cause undue burden on the shareholders and shall send Proxy Letters along with the Notices of Meeting, as well as timely publication at the Company’s website ([www.siamcitycement.com](http://www.siamcitycement.com)), for the shareholders’ options and facilitations in case that they cannot attend a meeting in person. In addition, the Board does not specify any requirements for the shareholder’s proxy in cases of documents and or evidence of identification that exceed applicable legal and regulatory requirements. However, duty stamps are also prepared for the appointment of proxies.

At the same manner, the Company’s Board of Directors provide opportunity for shareholders who are unable to attend the meeting to appoint the assigned independent directors or other persons



as their proxies to participate and cast their votes in the meeting and encourages the shareholders to use Proxy Form B and assigned more than one independent directors as their proxy-holders.

The Board of Directors has a policy to support and facilitate all groups of shareholders, including institutional shareholders to attend the meetings. Hence, the coordination has been made between SCCC and institutional shareholders and/or custodians who are the depository and curator of securities for foreign investors in verifying the names, number of shares and documents supporting the delegation of proxy before a meeting in order to reduce the time of document verification on the meeting date.

The Board of Directors promotes the use of technology for the shareholders’ meeting. In the past year, this was done by adopting the electronic meeting system (e-AGM) which allowed shareholders outside of Bangkok of Thailand or otherwise unable to attend physically to participate in the meeting. The system was provided by a service provider certified by the Electronic Transactions Development Agency, and offered in-depth assistance to shareholders from the registration process, nomination of proxies, joining the meeting, participation in the question and answer session, to the voting process. Meeting application form and usage manual of the electronic system used for the meeting was published prior to the meeting, attached with the invitation letters distributed to all shareholders.

The Chairman of the Board is the Chairman of the shareholders’ meeting having the responsibility to comply with applicable legal requirements and the Company’s Articles of Association; to allocate sufficient time for consideration and debate of agendas, and to provide opportunity to all shareholders who wish to share their opinions or ask questions related to the Company.

To enable the shareholders to participate in making crucial decision, the Board of Directors did not submit other matter outside the invitation letter to the Shareholders’ Meeting, to ensure that shareholders have adequate time to study on its information before making decision.

All Directors and relevant Executives attend the Shareholders’ Meeting, so that Shareholders can inquire on related matters.

The Company conducts the meetings in a transparent manner with examination mechanisms available. The Chairman of the Board of Directors shall, before the meeting is about to convene, assigns the Company Secretary to give explanations to the meeting on number of attendance, proportion of shareholders who personally attended the meeting and or by proxies, steps and methods in displaying result of the ballots, including opportunity to the shareholders to set the issues and make inquiries as well as ensuring that inquiries and answers, ballot result on each agenda as to how the agreement, disagreement or abstention on ballot casting of the shareholders are, including names of Directors attending the meeting and taking leave of absence from attending the meeting, are recorded in the minutes of Shareholders’ Meeting.

Before casting the votes on each agenda, the Chairman of the Board of Directors opens the opportunity to the shareholders to express their opinions, give their recommendations or even make inquiries. The Chairman and related Executive Committee Members shall be the parties to answer the questions, make considerations on the opinions and recommendations from the shareholders for further actions as appropriate.

In the Company shareholders' meeting, rendering of resolution on each matter would be arranged in the case where such particular agenda contains several matters such as an appointment of Directors, etc. Casting the ballots is strictly undertaken in compliance with the law. The shareholders are independent in giving, denying their approvals or abstaining from casting the votes in each matter of the agenda. In a normal case, the pertinent resolution shall be determined by the majority of votes of the shareholders in attendance and casting the ballots. One share is equal to one vote. In the case of a tie vote, the Chairman of the Meeting shall have a right to cast an additional vote which is the casting vote.

The Board of Directors are encouraged to provide ballot papers for voting in cases of important matters and to provide independent persons to count the vote or verifications in the meeting and announce the vote results that giving, denying their approvals or abstaining from casting in each agenda as well as recording in the Minutes of Shareholders' Meeting.

The Board shall ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the Minutes of the Shareholders' Meeting. On the same day after the conclusion of the meeting, the Company shall inform the Stock Exchange of Thailand, in the form of a newsletter and Company's website, the resolution of each agenda of the Shareholders' meeting by indicating the votes as “approved”, “disapproved” or “abstained from voting”.

Explanations on the steps of casting the ballots and methods of displaying result of the votes to the meeting before the meeting is convened including the opportunity opened to the shareholders to set the issues or make inquiries as well as ensuring that inquiries and answers and ballot result on each agenda as to how the agreement, disagreement or abstention on ballot casting of the shareholders are, including names of Directors attending the meeting and absent from attending the meeting, are recorded in the Minutes of Shareholders' Meeting.

The Board ensures that copies of the shareholders' minutes of meeting are forwarded to the Stock Exchange of Thailand within Fourteen ( 14 ) days from the shareholders' meeting date by overseeing to ensure that the Minutes of Shareholders' Meeting is recorded with the following information:

- (1) Names of Directors and Executives in attendance and proportion of attending and non-attending Directors.

- (2) Method of vote casting and counting, meeting resolutions and vote casting result (“approved”, “disapproved” and “abstained from voting”) on each agenda.
- (3) Important Issues of inquiries and replies in the meeting.

### **Equitable treatment of Shareholders**

SCCC is firmly committed to protect the rights and benefits of our shareholders. The Company’s Board of Directors is aware of and put importance on the rights of all types of shareholders. All shareholders, including major shareholders, minority shareholders and institute shareholders should be treated fairly and equally. This principle be stated as a part of the Corporate Governance policy of the Company.

### **Rights of Shareholders**

The Company’s Board of Directors has set the policy in encouraging, supporting and providing facilitations to our shareholders to exercise their fundamental rights in accordance with the law by participating in the shareholders’ meetings ,casting ballots either in person or by proxy, appointing or removing Directors, fixing Directors’ remunerations in all forms and appointing the auditor as well as matters that would pose an impact on the Company such as allocation of dividends, stipulations or revisions of Articles of Association and Memorandum of Association, capital decrement or increment, and special transaction approvals, etc.

The Company’s Board of Directors supports the shareholders’ participation by prescribing criteria to allow the minority shareholders to propose a meeting agenda prior to the shareholders’ meeting and allow the minority shareholders to participate in the nominations and appointments of directors.

### **Protection of the Insider Information**

The Board of Directors has established the Insider Trading Policy in order to prevent the insiders from abusive self-dealing-benefit or other persons - an act to take an advantage over others such as the trade of securities by using the insider information, together with the blackout period for not less than 30 days prior to the financial report disclosure and not less 24 hours after disclosure the financial report.

### **Compliance with Corporate Governance Principles on other Matters**

Compliance with corporate governance principles on other matters such as shareholders’ right protections, equal treatments of all groups of shareholders, roles of stakeholders, information disclosures and transparency and Board’s responsibilities are as follows:

1. Shareholding structure of the Group does not have cross nor pyramid holding type in the group of Company and there shall be no portfolio structure type having inter-transactions in a manner likely to cause the conflict of interests.
2. The Company has free float in excess of fifteen percent (15 percent) of the shares having already been issued.
3. Shareholdings of Directors and the management are disclosed, directly and indirectly, in the annual report and that the Company Directors' total shareholdings are not in excess of twenty-five percent (25 percent) of the shares having already been issued.
4. The Board has monitored controls to ensure that the Company discloses the shareholding structure of shareholders with transparency by providing details on the controlling interests of major shareholders and proportion of minority shareholders which clearly reveals the fact on the beneficial owner of the Company as well as disclosing the Directors' and the Executive's shareholdings, directly and indirectly, in the annual report every year.
5. In the case of a Company's share buy-back, the Company will not neglect the shareholders' equal treatments.
6. The Company will not hinder nor create any obstacles in opening the opportunity to the shareholders to be able to have communications with one another.
7. The Company will not neglect to disclose the shareholder's agreement having implicitly significant impact on the Company or other shareholders. (If any)
8. Currently the Company has one and single type of share which is the ordinary share. In a shareholders meeting, a shareholder has one vote per share.
9. Over in the past year, there was no transaction on financial assistance to non-subsidiary Company.
10. Directors and executives of the Company do not have penalty record in relation to the securities laws.
11. Over in the past year, there was no apparent case in which the Company had violated or non-complied with the rules on inter-transactions or the rules on asset trades.
12. The Company has prepared CSR report as an integral part of the annual report.
13. Procedural guidelines on the treatments for the stakeholders on various aspects are as follows:

13.1 The Board of Directors give importance to good health and safe working place, therefore, established the policy and guidelines on the occupational health and safety and disclosed the statistics of accident occurrence or rates of absence and work-related injury on a regular basis.

#### 13.2 Intellectual Property Rights

The Company also emphasizes on respecting intellectual property rights of the third parties. It is the Company’s policy that Directors, Executives and employees and other persons acting on behalf of the Company shall avoid infringement of intellectual property rights of the third parties. At the same time, the Directors, Executives and employees and other persons acting on behalf of the Company shall protect and inspect the Company’s intellectual property for the interest of the Company as prescribed in the Code of Business Conduct and related policies, for instance, Appropriate Use of Company IT Asset Policy, Information Classification and Handling Policy, etc.

#### 14. Non-financial Performance Indicators

In order to create confidence in our customers and optimally satisfy them for our services, the Company has established INSEE Service Center to give recommendations relating to the products and services including the advice in relation to the method in solving the problems, after sales services including receipts of complaints when problems arises as well as providing the management process in order to establish good relationship with our customers which is the Net Promoter Score (NPS) for use in working and service providing improvements in order to elevate the level of satisfactions of our customers and their overall feelings as to whether they will continue to provide supports to the Company or not and whichever the level of our customers would support the Company. Therefore, we can assure that our after-sales service, our close look after the product quality would make the Company’s products remained in the hearts of our customers to the extent that they are loyal to our product brand from being the Net Promoter Score (NPS) of 2023 to keep the good score continuously.

Detail of SD Performance Indicators are available in the Company’s website.  
<https://www.siamcitycement.com/en/esg/esg-publications>

## List of documents \*

### 1. Policies concerning corporate governance

- Corporate Governance Policy
- Risk Management Policy
- Insider Trading Policy
- Related Party Transaction Policy
- Conflict of Interest Policy
- Anti-Bribery and Corruption Policy
- Whistle-blowing Policy

### 2. Code of Business Conduct

### 3. Charters

- Roles and Responsibilities of the Chairman of the Board of Directors and the Group Chief Executive Officer
- Charter of the Audit Committee
- Charter of the Governance Committee
- Charter of the Nomination and Compensation Committee
- Charter of the Finance and Investment Committee
- Charter of the Risk Management Steering Committee
- Charter of the Sustainability Steering Committee

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Please find more details of the Company’s information from the attachments which are on website <https://investor.siamcitycement.com/en/downloads/one-reports>

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\*This is a document as of the filing date of Form 56-1 One Report for the year 2023. However, the Company reviews these policies annually. You can view the current policy at <https://investor.siamcitycement.com/en/corporate-governance/policies-and-documents> under the menu “Corporate Governance”.