



**The Notice of the Annual General Meeting of Shareholders No. 28
Siam City Cement Public Company Limited**

on 25 March 2021 at 14.00 hrs.

at Landmark Ballroom, Level 7, The Landmark Bangkok
No.138 Sukhumvit Road, Bangkok 10110, Thailand

Table of Contents

	Page
Meeting Notice	1 - 7
Supporting Documents	
- Supporting Document for Agenda 1 and 2	8
• Annual Report and Financial Report 2020 (QR Code)	
- Supporting Document for Agenda 4	9 - 12
• Information and Profiles of the Proposed Auditors for the year 2020 and Auditors' remuneration for the Company and subsidiaries	
- Supporting Document for Agenda 5	13 - 19
• Nomination of Director and Information and Profile of the Candidate for Director in replacement of the director retiring by rotation	

Document for meeting attendance

Articles of Association concerning the Shareholders' Meeting	20 - 22
Meeting guidelines, voting and votes counting	23 – 26
Information of independent directors for shareholders to appoint as proxy	27 - 28
Proxy form B	29 - 33

For further information, please contact

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Please Visit

<https://investor.siamcitycement.com/en/downloads/shareholders-meetings>

22 February 2021

Subject: Notice of the Annual General Meeting of Shareholders No. 28
To: Shareholders of Siam City Cement Public Company Limited

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders No. 28 (“**the AGM No. 28**”) of Siam City Cement Public Company Limited (the “**Company**”) will be held on Thursday 25 March 2021, at 14.00 hrs. at the Landmark Ballroom, Level 7, The Landmark Bangkok, No. 138 Sukhumvit Road, Bangkok 10110 Thailand Through electronic media (E-AGM), for the following purposes¹:

Agenda 1. To acknowledge the Report of the Board of Directors for the year 2020

Facts and reasons: The Report of the Board of Directors regarding the operating results of the Company for the year 2020 is presented in the Annual Report for 2020, the supporting document for agenda 1 (QR Code). This report is to be presented for the Shareholders’ information and acknowledgement.

Opinion of the Board of Directors: The Shareholders’ Meeting should acknowledge the aforesaid Report of the Board of Directors.

This matter is for the Shareholders’ information and acknowledgement and does not require voting.

Agenda 2. To approve the audited financial statements of the Company for the year ended 31 December 2020

Facts and reasons: The Company has duly prepared the Statement of Financial Position and Statement of Comprehensive Income (the balance sheet and profit and loss statement) for the year ended 31 December 2020. Such financial statements have been reviewed by the Audit Committee and adopted by the Board of Directors. The audited financial statements and the independent auditor’s report to the Shareholders are presented in the Financial Report 2020. This matter is proposed for the Shareholders’ consideration and approval in accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the “**PLC Act**”) and Article 27 of the Company’s Articles of Association.

Opinion of the Board of Directors: The Shareholders’ Meeting should approve the said audited Statement of Financial Position and Statement of Comprehensive Income (the balance sheet and profit and loss statement) for the year ended 31 December 2020 and acknowledge the said independent auditor’s report to the Shareholders.

¹ by resolutions of the Board of Directors’ Meeting No. 176 held on 11 February 2021.

Pursuant to the law and the Company's Articles of Association, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 3. To approve the dividend payment for 2020

Facts and reasons: For the year ended 31 December 2020, the Company's net profit presented in its separate financial statements was THB 4,207 million or THB 14.12 per share. The Company has sufficient legal reserve fund as required by law, and, therefore, is not required to make further appropriation of the net profit of the year 2020 to the legal reserve fund pursuant to the PLC Act.

The Company's Dividend Policy, which was approved by the Annual General Meeting of Shareholders No. 17, held on 9 April 2010, is as follows:

"The Company shall allocate dividend payment of at least 60% of net profit on its consolidated financial statements. In case of negative financial situation, the Board of Directors may propose a lower percentage of dividend payment as it considers appropriate under such circumstance."

The Company must comply with the laws, which require that dividend to be paid out of profit of the Company as it appeared on the Company's separate financial statements.

The Company has sufficient profits for dividend payout of the end of the year 2020. The Board of Directors' Meeting No. 176, held on 11 February 2021 resolved to propose to the Shareholders to consider and approve the dividend declaration for the year 2020 at the rate of THB 9.00 per share, including the dividend declaration for the year 2020, in accordance with Section 115 of the PLC Act and Article 29 of the Company's Articles of Association and aligned with the Company's Dividend Policy.

If approved, the total dividend payout for the year 2020 would amount to THB 2,682 million (or THB 9.00 per share), representing 73% of the consolidated net profit for the year 2020, which is in compliance with the Dividend Policy of the Company.

Dividend for the year 2020 at the rate of THB 9.00 per share is paid from profits of the Company that are subject to corporate income tax at the rate of 20 percent. Therefore, individual shareholders who are domiciled in Thailand can apply for tax credit in the amount equal to the product of dividend times 20/80, provided that the shareholders shall comply with Section 47 bis of the Revenue Code.

This matter is proposed to the Shareholders' Meeting for acknowledgement of the allocation of the profits and the reserve fund, and for approval of the dividend declaration for the year 2020 in accordance with Sections 115 and 116 of the PLC Act and Articles 27 and 29 of the Company's Articles of Association.

Opinion of the Board of Directors: The Shareholders' Meeting should acknowledge the allocation of the profits, reserve funds, and approve the dividend declaration for the year 2020 of THB 9.00 per share, or total THB 2,682 million. The proposed dividend will be paid out of the profit of the Company for the year 2020. Such dividend payout ratio is in compliance with the Company's Dividend Policy mentioned above.

If approved, the proposed dividend for the year 2020 will be paid on 5 April 2021 to the Shareholders of record as at 25 February 2021 (Record Date for dividend payment). Thailand Securities Depository Co., Ltd. will be appointed as the paying agent for the said dividend for the year 2020.

For clarity purposes, it is important to note that the dividend for the year 2020 at the rate of THB 9.00 per share is subject to the approval of this AGM No. 28.

The table below illustrates the dividend payout during 2018 - 2020

Year	2020	2019	2018
Total dividend per share (THB)	9.00*	8.00	8.00
Consolidated Net Profit (Million THB)	3,680	3,157	3,022
Earnings per share (Baht)	12.35	10.59	10.14
Dividend payout ratio (%)	73%	76%	79%
Net Profit on the Company's separate financial statements (Million THB)	4,207	3,098	3,328
Earnings per share (THB)	14.12	10.40	11.17
Dividend payout ratio (%)	64%	77%	72%

*The figures with an asterisk mark are subject to the Shareholders' approval

Pursuant to the law and the Company's Articles of Association, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 4. To consider and appoint the auditors and fix their remunerations for the year 2021

Facts and reasons: The Board of Directors, agreeing to the Audit Committee's recommendation, has proposed to the Shareholders' Meeting for approval as follows:

- 1) that as EY Office Limited, a certified auditor by the Office of Securities and Exchange Commission, having acted properly and efficiently, the following auditors of EY Office Limited should be appointed to act severally as the auditors of the Company for the year 2021: Ms. Siriwan Nitdamrong, Certified Public Accountant No. 5906, and/or Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377, and/or Mrs. Sarinda Hirunprasurtwutti, Certified Public Accountant No. 4799.

As above, Ms. Siriwan Nitdamrong who used to be appointed and performed her duty as a Company's auditor in 2018-2020, if appointed in 2021, will perform her duty as a Company's auditor for four consecutive years. Ms. Kamontip Lertwitworatep used to be appointed and performed her duty as a Company's auditor in 2012-2016. Mrs. Sarinda Hirunprasurtwutti used to be appointed and performed her duty as a Company's auditor in 2017 for one year. The three nominated auditors have not reviewed, audited and expressed opinions on the Company's Financial Statements for seven consecutive or non-consecutive years.

Additionally, the said auditors are also the auditors of the Company's subsidiaries in Thailand. EY Office Limited and the proposed auditors have no relationship with or interest in the Company, the subsidiaries, management, major shareholders or related persons of the said parties.

Name	Certified Public Accountant No.	Share Holding Ratio	Relationships or Stakeholder Engagements to the Company/ Company's Subsidiaries/ Management/ Majority Shareholders/ Others Related Parties
1. Ms. Siriwan Nitdamrong	5906	Nil	Nil
2. Ms. Kamontip Lertwitworatep	4377	Nil	Nil
3. Mrs. Sarinda Hirunprasurtwutti	4799	Nil	Nil

- 2) that, in the event that none of the above-mentioned three auditors are able to perform their duties, the Board of Directors is empowered to appoint other qualified auditor(s) of EY Office Limited to perform the work in replacement of the said unavailable auditors; and
- 3) that the remuneration of the auditors for the auditing service rendered for the year 2021 be fixed at an amount not exceeding THB 4,150,000, excluding out-of-pocket expenses.

The details of the auditors' remuneration for the audit of the financial statements of the Company and its subsidiaries are described in the supporting document for Agenda 4.

This matter is proposed to the Shareholders' Meeting for approval on the appointment of the auditors of the Company and fixing their remuneration for the year 2021 as proposed by the Board of Directors in accordance with Section 120 of the PLC Act and Article 27 of the Company's Articles of Association.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the appointment of the auditors of the Company and their remuneration for the year 2021 as proposed according to the Board of Directors' recommendation.

Pursuant to the law and the Company's Articles of Association, this matter requires an affirmative resolution of a majority vote of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 5. To approve the appointment of directors to replace the directors retiring by rotation

Facts and reasons: Pursuant to Section 71 of the PLC Act and Article 13 of Articles of Association of the Company, at every Annual General Meeting of Shareholders, one-third of the total number of directors shall retire. If the total number of directors cannot be divided into one-third, the nearest number to one-third of the directors shall retire. At the AGM No. 28, four (4) directors will retire by rotation, namely 1) Mr. Paul Heinz Hugentobler, 2) Mr. Vanchai Tosomboon, 3) Ms. Nopporn Tirawattanagool and 4) Dr. Sunee Sornchaitanasuk.

Opinion of the Board of Directors: The Shareholders' Meeting should consider re-appointing four (4) directors, namely 1) Mr. Paul Heinz Hugentobler, 2) Mr. Vanchai Tosomboon, 3) Ms. Nopporn Tirawattanagool and 4) Dr. Sunee Sornchaitanasuk for another term.

Given the reasons that with recommendation from the Nomination and Compensation Committee, the Board of Directors had carefully considered the nominated director's qualifications and agreed that four directors have extensive knowledge and useful experience for the Company's business which are appropriate and can support the business of the Company, therefore he should be reappointed. The nominated director was not present during the consideration of the matter.

Information and profile of the said directors who retire by rotation and be nominated to be directors of the Company along with the nomination criterion and procedures appeared in the supporting document for Agenda 5.

Please note that an opportunity to nominate candidates for directorship was open to the Shareholders for 3 months 15 days from 1 October 2020 to 15 January 2021. However, no nomination for directorship by minority shareholders was made.

Pursuant to the law and the Company's Articles of Association, this matter requires an affirmative resolution of a majority vote of shareholders who attend the meeting and cast their votes according to the principle set in Article 12 in conjunction with Article 27(1) of the Company's Articles of Association.

Agenda 6. To approve the director's remunerations for the year 2021

Facts and reasons: Pursuant to Article 15 of Articles of Association of the Company, the directors shall have the rights to receive remuneration from the Company such as salary, rewards, meeting allowance, allowance, gratuity, bonus or other types of benefits in accordance with the Articles of Associations or as approved by the General Meeting of Shareholders.

This matter is proposed to the Shareholders' Meeting for approval of the 2021 monthly directors' fees and/or meeting fees (as the case may be), including directors' bonuses allocated under the budget approved according to the resolutions of the Shareholders' Meeting.

Opinion of the Board of Directors: In agreeing with the Nomination and Compensation Committee's recommendation, the Board of Directors at its Meeting No. 176 held on 11 February 2021 considered the directors' remuneration upon the Company's performances, directors' performance, and competitiveness with the peer companies. In light of this, the Board of Directors proposed to the Shareholders' Meeting to approve the payment of the Director's Remunerations for year 2021 consisting of monthly directors' fees and/or meeting fees (as applicable), including Directors' Bonuses, under the following principles:

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 THB 30 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 THB 7 million. The Board of Directors shall allocate accordingly.

Other Benefits for Directors: None

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

Monthly director fees and/or meeting fees proposed for 2021 is under the same annual budget of the previous year, not more than THB 30 million.

Position	THB/person/month	THB/person/meeting
Board of Directors		(None)
- Chairman	200,000	
- Director	100,000	
Audit Committee		(None)
- Chairman	150,000	
- Director	100,000	
Nomination and Compensation Committee		(None)
- Chairman	80,000	
- Director	60,000	
Governance Committee	(None)	
- Chairman		80,000
- Director		60,000

Budget for Directors' Bonuses proposed for Shareholders approval in 2021 is same as that the Shareholders approved in 2020, which is not more than THB 7 million.

This matter requires an affirmative resolution of not less than two-thirds of the total number of votes of the Shareholders attending the meeting according to the principle set in Section 90 of the PLC Act and Article 15 of the Company's Articles of Association.

Agenda 7. To consider other matter (if any)

(The Board of Directors does not propose other matter.)

Please note that the Board of Directors fixed the Record Date on 25 February 2021 for identifying the Shareholders who are entitled to attend the AGM No.28 and who are entitled to dividend of the year 2020.

The Company offered an opportunity to Shareholders to propose agenda, director candidate and questions for this AGM for 3 months 15 days from 1 October 2020 to 15 January 2021. However, no proposed agenda or director candidate or questions were submitted during such period.

The Company attached the QR Code of the 2020 Annual Report with this AGM invitation. In favor of the environment-friendly initiative of the Company, shareholders can download the 2020 Annual Report by scanning QR Ct invitation including relevant information, the proxy forms and Safety Measures for Meeting under the Outbreak of COVID-19 from the Company's website.

Due to the uncertainty of the outbreak of COVID-19, the Company may revise details of the AGM No. 28, as well as changes to date, time, venue, format of the meeting and other acts as necessary or appropriate. In this regard, the shareholders are advised to follow the Company's latest disclosure regarding the Meeting and Safety Measures for Meeting, which shall be published to the Stock Exchange of Thailand or to the Company's website (www.siamcitycement.com). The Company will further inform the shareholders should there be any changes.

Please be informed accordingly.

By order of the Board of Directors

Siam City Cement Public Company Limited

- signature -

Mrs. Phatchada Muenthong
Company Secretary

QR Code

Annual Report 2020

(Supporting Document for Agenda 1)

and

Financial Report 2020

(Supporting Document for Agenda 2)



Information and Profiles of the Proposed Auditors for the year 2021

1) **Name** : Ms. Siriwan Nitdamrong
Age : 45 years
Certified Public Accountant (Thailand) No. : 5906
Current position : Partner
Company : EY Office Limited
Length of service : April 1996 - present



Education and training: - Bachelor's Degree in Accounting, Kasetsart University
- Master's Degree in Business Administration, Chulalongkorn University

Work experience : - Siriwan Nitdamrong has been working with EY for 25 years. She has taken the position of Partner at EY for 6 years. She leads audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in manufacturing, consumer products and electronic components, automotive and parts, distribution and servicing.
- Siriwan is an auditor approved by the Securities and Exchange Commission of Thailand. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of Siam City Cement Public Co., Ltd.:
- 3 years (2018 - 2020)

Shareholding structure in the Company:
-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:
-None-

Contact details

Email: Siriwan.Nitdamrong@th.ey.com
Phone: 0 - 2264 - 9090
Fax: 0 - 2264 - 0789 - 90

Information and Profiles of the Proposed Auditors for the year 2021

2) **Name** : Ms. Kamontip Lertwitworatep
Age : 52 years
Certified Public Accountant (Thailand) No. : 4377
Current position : Partner
Company : EY Office Limited
Length of service : December 1990 - present



Education and training: - Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Thammasat University

Work experience : - Kamontip Lertwitworatep has been working with EY for 30 years. She has taken the position of Partner at EY for 18 years with experience serving a wide range of audit clients, with eighteen-month secondment to EY-San Jose Office, USA. She has comprehensive experience in manufacturing, consumer products, automotive industry, technology and electrical components, hospitality, real estate, and construction. These clients include large multinational corporations and SET listed companies.

- Kamonthip is an auditor approved by the Securities and Exchange Commission of Thailand. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of Siam City Cement Public Co., Ltd.:
-5 years (2012 - 2016)

Shareholding structure in the Company:
-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:
-None-

Contact details

Email: Kamontip.Lertwitworatep@th.ey.com
Phone: 0 - 2264 - 9090
Fax: 0 - 2264 - 0789 - 90

Information and Profiles of the Proposed Auditors for the year 2021

3) **Name** : Mrs. Sarinda Hirunprasurtwutti

Age : 48 years

Certified Public Accountant (Thailand) No. : 4799

Current position : Partner

Company : EY Office Limited

Length of service : June 1993 - present

Education and training: - Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Chulalongkorn University

Work experience : - Sarinda Hirunprasurtwutti has been working with EY for 28 years and has taken the position of Partner at EY for 9 years. She leads audits of various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in retailing, manufacturing, consumer products and electronic components, distribution, construction and servicing.

- Sarinda is an auditor approved by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.



Signatory of financial statements of Siam City Cement Public Co., Ltd.:

- 1 year (2017)

Shareholding structure in the Company:

-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:

-None-

Contact details

Email: Sarinda.Hirunprasurtwutti@th.ey.com

Phone: 0 - 2264 - 9090

Fax: 0 - 2264 - 0789 - 90

Auditors' remuneration for the Company and Subsidiaries

Auditors' remuneration/Company (excluding other expenses e.g. transportation expense)	Year 2020 (Baht) (actual)	Year 2021 (Baht) (approximate)
Siam City Cement Public Company Limited	4,300,000	4,150,000
Siam City Concrete Co., Ltd.	760,000	760,000
Conwood Co., Ltd.	720,000	630,000
Siam City Power Co., Ltd.	300,000	300,000
INSEE Superblock Co., Ltd.	440,000	440,000
INSEE Ecocycle Co., Ltd.	550,000	550,000
INSEE Digital Co., Ltd.	500,000	500,000
Globe Cement Co., Ltd.	300,000	150,000
Siam City Cement Trading Co., Ltd.	430,000	430,000
PT Conwood Indonesia (held by Conwood Co., Ltd.) ¹	719,610	672,660
Siam City Cement (Bangladesh) Limited ²	463,095	473,613
Siam City Cement (Lanka) Limited and its subsidiaries ³	786,144	735,707
Siam City Cement (Vietnam) Limited and its subsidiaries ⁴	2,619,000	2,380,560
Total actual paid amount	12,887,849	12,172,540

The remuneration (non-auditing fee), apart from auditors' remuneration of the year 2020 is Baht 1,333,739 for EY Office Limited .

The Auditors' remunerations payment for the overseas subsidiaries marked 1-4 will be paid in the currency exchange rate of the country at the date when the payment is being made, subject to agreement between the Auditors and the Company. The mentioned amount for the year 2021 were converted to Thai Baht by the exchange rate as of 31 January 2021, and subject to change due to an on-going negotiation.

The audit's remunerations of subsidiaries for the year 2021 may be changed, if there is change of scope of work during the year.

According to the law, the Shareholders' Meeting is not required to approve the auditors' remuneration of the Company's subsidiaries. The aforementioned information regarding the auditors' remuneration of the Company's subsidiaries is for the Shareholders' information only.

**Criterion and Procedures
for Nomination and Selection of Candidates for Director / Independent Director**

The Board of Directors supervised the nomination and selection of candidates to be transparent, by assigning the Nomination and Compensation Committee to carry out the nomination and selection of candidates who meet all qualifications, having expertise and experience that are useful for the Company's business operations. A candidate must possess good understanding of the business and be able to supervise the Company's management to achieve the objectives, goal, business nature and future plan as determined. Also, the candidate shall not possess with prohibited characteristic as mentioned in the Public Companies Act and meet all qualifications of an independent director of the Securities and Exchange Commission, Thailand. Then, the Nomination and Compensation Committee will make recommendation to the Board of Directors for careful consideration, and further propose to the Shareholders at the Shareholders' Meeting for consideration and approval.

In the case of appointing an independent director, the Nomination and Compensation Committee shall take into consideration the Company's qualifications of an independent director, which is based upon the qualifications as set by the Stock Exchange of Thailand (SET), the Office of the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board and related competent authority.

The Nomination and Compensation Committee shall consider candidates proposed by the appointed recruitment company, list of Charters Directors of the IOD, and list of candidates proposed by shareholders (if any).

The Nomination and Compensation Committee and the Board of Directors had carefully considered each candidate in order to propose the nomination that meet all qualifications and suitable with the Company's business.

**Information and profiles of the Candidate for Director
in replacement of the director retiring by rotation**

Name	Mr. Paul Heinz Hugentobler	
Age	72 years	
Proposed Position	Director	
Current Positions	Chairman of the Board of Directors Chairman of Nomination and Compensation Committee	
Education	Bachelor's Degree: B.S.C. in Civil Engineering, Swiss Federal Institute of Technology, Zurich, Switzerland Master Degree: Lic.oec.HSG, Graduated School, St. Gallen, Switzerland Certificate: International Senior Management Program, Harvard Business School, U.S.	
Years of directorship	23 years (Became director since 13 August 1998)	
Meeting attendance in 2020	Board of Directors' Meetings: 9/9 Nomination and Compensation Committee's Meetings: 5/5	

Shareholding Ratio in the Company None (0% of total issued shares)

Family relationship among executives None

Positions in companies having conflict of interest None

Current Positions in Other Organization and Work Experience 5-year Credential

Year	Position	Company
Listed Company		
(Current Positions in Other Organization which listed in The Stock Exchange of Thailand: 1 company)		
Mar 2017 – Present	Chairman of the Board of Directors	Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Jul 2014 – Present	Chairman of Nomination and Compensation Committee	
Jul 2014 – May 2017	Member of Governance and Risk Committee	
2001 – Mar 2017	Vice Chairman	
2000 – Present	Director	Lanna Resources Public Company Limited/ Coal Mining
Other Company (Current Positions in Other Organization: None)		
Jul 2017 – May 2019	Chairman	Siam City Concrete Company Limited (Subsidiary)/ Ready-mixed Concrete and Aggregates
Apr 2017 – May 2019	Chairman	Siam City Cement (Vietnam) Limited (Subsidiary)/Cement Manufacturing (Registered in Vietnam)
Mar 2017 – May 2019	Chairman	Siam City Cement Trading Company Limited (Subsidiary)/Cement and Raw Material Trading

Mar 2016 – May 2019	Chairman	Siam City Cement (Bangladesh) Limited (Subsidiary)/Cement Manufacturing (Registered in Bangladesh)
Aug 2016 – May 2019	Chairman	Siam City Cement (Lanka) Limited (Subsidiary)/Cement Manufacturing (Registered in Sri Lanka)
Dec 2015 – May 2019	Director	Chip Mong INSEE Cement Corporation/ Cement Producer (Registered in Cambodia)

**Information and profiles of the Candidate for Director
in replacement of the director retiring by rotation**

Name	Mr. Vanchai Tosomboon	
Age	72 years	
Proposed Position	Director	
Current Positions	Director Member of Nomination and Compensation Committee	
Education	Bachelor's Degree: Bachelor of Laws, Thammasat University Master Degree: MBA, Asian Institute of Management, Philippines	
Years of directorship	17 years (Became director since 14 June 2004)	
Meeting attendance in 2020	Board of Directors' Meetings: 9/9 Nomination and Compensation Committee's Meetings: 5/5	
Shareholding Ratio in the Company	98,456 shares (0.0330% of total issued shares)	
Family relationship among executives	None	
Positions in companies having conflict of interest	None	

Current Positions in Other Organization and Work Experience 5-year Credential

Year	Position	Company
Listed Company		
(Current Positions in Other Organization which listed in The Stock Exchange of Thailand: 1 company)		
Jul 2014 – Present	Member of Nomination and Compensation Committee	Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Jan 2012 – Present	Advisor	
Jun 2004 – Present	Director	
Jul 2014 – Mar 2020	Member of Governance and Risk Committee	
Jan 1999 – Present	Director	Lanna Resources Public Company Limited/Coal Mining
Other Company (Current Positions in Other Organization: 2 companies)		
Dec 2015 – Present	Director	Chip Mong INSEE Cement Corporation/ Cement Producer (Registered in Cambodia)
Aug 2014 – Present	Independent Director and Member of Audit Committee	Krungsri Securities Public Company Limited/ Securities Business
Apr 2017 – May 2019	Director	Siam City Cement (Vietnam) Limited (Subsidiary)/ Cement Manufacturing (Registered in Vietnam)
Aug 2016 – May 2019	Director	Siam City Cement (Lanka) Limited (Subsidiary)/ Cement Manufacturing (Registered in Sri Lanka)
Feb 2002 – Mar 2016	Director	Conwood Company Limited (Subsidiary)/ Construction Material

**Information and profiles of the Candidate for Director
in replacement of the director retiring by rotation**

Name	Ms. Nopporn Tirawattanagool	
Age	67 years	
Proposed Position	Director	
Current Positions	Director Member of Nomination and Compensation Committee	
Education	Bachelor's Degree: Bachelor of Business Administration (in Accounting), Thammasat University Master Degree: Master of Accounting, Thammasat University	
Years of directorship	9 years (Became director since 23 April 2012)	
Meeting attendance in 2020	Board of Directors' Meetings: 9/9 Nomination and Compensation Committee's Meetings: 5/5	

Shareholding Ratio in the Company None (0% of total issued shares)

Family relationship among executives None

Positions in companies having conflict of interest Director and member of the Nomination and Remuneration Committee of Allianz Ayudhya Capital Public Company Limited, the Insurer for Siam City Cement Public Company Limited's Directors and Officers Liability Insurance (Related Party Transaction under supporting normal business and on arms' length basis)

Current Positions in Other Organization and Work Experience 5-year Credential

Year	Position	Company
Listed Company		
(Current Positions in Other Organization which listed in The Stock Exchange of Thailand: 4 companies)		
Jul 2014 – Present	Member of Nomination and Compensation Committee	Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Apr 2012 – Present	Director	
Jul 2014 – Mar 2020	Member of Governance and Risk Committee	
Jan 2015 – Present	Member of Risk and Compliance Committee	Bank of Ayudhya Public Company Limited/Commercial Bank
Jan 2014 – Present	Director (Authorized Signatory)	
Apr 2010 – Present	Member of Nomination and Remuneration Committee	
Apr 2010 – Present	Director	
Apr 2016 – Present	Director	Grand Canal Land Public Company Limited/Real Estate
May 2015 – Apr 2016	Director (Authorized Signatory)	
Oct 2014 – Present	Director	Srivichaivejvivat Public Company Limited/Hospital

May 2013 – Present	Member of Nomination and Remuneration Committee	Allianz Ayudhya Capital Public Company Limited (formerly Sri Ayudhya Capital Public Company Limited)/General Insurance
Apr 2013 – Present	Director	Public Company Limited)/General Insurance
Other Company (Current Positions in Other Organization: 22 companies)		
Apr 2017 – Present	Director (Authorized Signatory)	BBTV Asset Management Limited/Advertisement and Holdings
May 2015 – Present	Director (Authorized Signatory)	CKS Holding Company Limited/Holding
May 2015 – Present	Director (Authorized Signatory)	Super Assets Company Limited/Real Estate
May 2015 – Present	Director (Authorized Signatory)	C.K.R Company Limited/Holding
May 2015 – Present	Director (Authorized Signatory)	The Bangkok Lighters Company Limited/Asset Management
May 2015 – Present	Director (Authorized Signatory)	The Thai Tapioca Flour Produce Company Limited/Real Estate
May 2015 – Present	Director (Authorized Signatory)	Cyber Venture Company Limited/Holding
Apr 2015 – Present	Director (Authorized Signatory)	Khao Kheow Country Club Company Limited/Golf Course
Apr 2015 – Present	Director (Authorized Signatory)	Siam Purimongkol Company Limited/Real Estate
Dec 2014 – Present	Director (Authorized Signatory)	Grand Fortune Company Limited/Real Estate
Apr 2014 – Present	Director	Bangkok Broadcasting & TV Company Limited/Television Broadcasting
Apr 2014 – Present	Director (Authorized Signatory)	BBTV Satelvision Company Limited/Advertisement
Apr 2014 – Present	Director (Authorized Signatory)	GL Asset Company Limited/Advertisement
Apr 2014 – Present	Director (Authorized Signatory)	Mahakij Holding Company Limited/Advertisement and Holding
Apr 2014 – Present	Director (Authorized Signatory)	BBTV Production Company Limited/Advertisement
Jan 2014 – Present	Director (Authorized Signatory)	BBTV Alliance Company Limited/Holding Company
Jan 2014 – Present	Director (Authorized Signatory)	BBTV Bond Street Building Company Limited/Real Estate Investment
Aug 2012 – Present	Director (Authorized Signatory)	ITBC Business Consultant Group Company Limited/IT Consultant
Apr 2011 – Present	Director (Authorized Signatory)	Exclusive Senior Care International Company Limited/Development of Facilities for Elderly Health Rehabilitation
Sep 2010 – Present	Director (Authorized Signatory)	BBTV International Holdings Company Limited/Holding
Sep 2010 – Present	Director (Authorized Signatory)	Sunrise Equity Company Limited/Holding
Sep 2010 – Present	Director (Authorized Signatory)	BBTV Equity Company Limited/Office Building Rental

**Information and profiles of the Candidate for Director
in replacement of the director retiring by rotation**

Name Dr. Sunee Sornchaitanasuk

Age 59 years

Proposed Position Independent Director

Current Positions Independent Director
Chairperson of Audit Committee



Education

Bachelor's Degree:	Bachelor of Accounting, Thammasat University
Certificate:	CPA, Institute of Certified Accounting & Audit of Thailand Certified Public Accountant No. 3733
Master Degree:	Master of Accounting, Thammasat University
PhD:	Doctor of Management Communication Management Program, Suan Dusit Rajabhat University

Years of directorship 6 years (Became director since 10 June 2015)

Meeting attendance in 2020 Board of Directors' Meetings: 9/9
Audit Committee's Meetings: 11/11

Shareholding Ratio in the Company None (0% of total issued shares)

Family relationship among executives None

Positions in companies having conflict of interest None

Current Positions in Other Organization and Work Experience 5-year Credential

Year	Position	Company
Listed Company		
(Current Positions in Other Organization which listed in The Stock Exchange of Thailand: 2 companies)		
Jun 2015 – Present	Chairperson of Audit Committee and Independent Director	Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Apr 2018 – Present	Member of Audit Committee Independent Director	B.Grimm Power Public Company Limited/ Resources, Energy, and Utility
2016 – Present	Chairperson of Audit Committee and Independent Director	Namyong Terminal Public Company Limited/ Terminal Service, Storage Services and Other Services
Other Company (Current Positions in Other Organization: 2 companies)		
2015 – Present	Director	CPA Associate Thailand Company Limited/Accounting and Audit
Mar 2013 – Present	CEO	AMC Medical Center (Thailand) Company Limited/Medical Equipment

**Articles of Association of Siam City Cement Public Company Limited
concerning the Shareholders' Meeting**

Section 3: Board of Directors

Clause 12 The directors shall be elected at the meeting of the Shareholders according to the following rules and methods:

- (1) Each Shareholder has a voting right of one share per one vote.
- (2) The Shareholder can cast all his votes he may have as per (1) to elect one or several persons to be the director(s) but cannot divide and cast his votes in any number for any one in particular.
- (3) The persons shall be elected as directors according to the number of the votes received. The person with the highest votes shall be elected first and subsequent persons shall be elected respectively until all the directors which ought to be or required to be elected at the meeting have been elected. In case the last person to be elected as the director shall have the same votes as the subsequent person, the Chairman of the meeting shall cast an additional vote to determine the election.

Clause 13 At every Annual General Meeting one-third of the total number of directors shall retire. If the total number of directors cannot be divided into one-third, the nearest number to one-third of the directors shall retire.

After these articles of Association come into force, the retirement of directors as per paragraph 1 above shall be determined by drawing lots in the first and the second years and in subsequent years the directors who have the longest services shall retire.

The directors, who retire by the above reasons (by rotation), may be re-elected.

Clause 15 The directors shall have the rights to receive remuneration from the Company such as salary, rewards, meeting allowance, allowance, gratuity, bonus or other types of benefits according to the Articles of Association or the resolutions of the shareholders which can be in fixed amounts or which can be set as guidelines and then fixed the amount from time to time or until such time when further changes are made.

Notwithstanding the above there shall be no effect on the rights of the staff or employees of the Company who have been elected as the directors to receive the remuneration and benefits in their capacities as the staff or employees of the Company.

Section 4: Meeting of the Shareholders

Clause 21 The Board of Directors must hold a meeting of the shareholders annually within four months after the end of the Company's financial year (the "Annual General Meeting"). Other meetings of the shareholders shall be called "the Extraordinary General Meetings".

The Board of Directors may call for an Extraordinary General Meeting at any time as deemed appropriate.

One or more than one shareholder holding shares amounting to not less than one-tenth of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.

If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the necessary expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in clause 24, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting.

Clause 22 In calling for a meeting of the Shareholders, the Board of Directors shall give a notice of the meeting in writing stating the place, date, time and agenda of the meeting and matters to be submitted at the meeting by specifying clearly which matters to be submitted for acknowledgment, for approval or for consideration including the opinions of the Board of Directors in such matters (if any) and the relevant details as deemed appropriate. The notice of the meeting shall be sent to the Shareholders and the Registrar in accordance with the provisions of the Public Limited Companies law together with the relevant documents at least seven days prior to the meeting and shall be advertised in the newspaper for three consecutive days at least three days prior to the meeting.

The notice to the meeting and the Minutes of the Shareholders' meeting shall be in Thai language with an English translation.

Clause 23 The Shareholders may appoint proxies to attend and vote at the meeting instead of them by issuing a proxy in the form as required by the Registrar and the proxy form must be presented to the Chairman or the person authorized by the Chairman at the place of the meeting by the proxy prior to attending the meeting.

Clause 24 At a meeting of the Shareholders there must be at least twenty-five Shareholders including proxies (if any) or at least half of the total number of Shareholders attending the meeting, whichever is lesser, holding share in aggregate not less than 50 percent of the total number of issued shares to form a quorum.

In case at a meeting of the Shareholders one hour has passed after the time set for the meeting, and the number of Shareholders attending the meeting is not sufficient to form a quorum, the meeting shall be cancelled if the meeting has been called for by the Shareholders. If the meeting has not been called for by the Shareholders, the meeting shall be re-called by giving a written notice of the meeting to the Shareholders at least seven days prior to the meeting. In this latter case, it is not required that a quorum shall be formed at the meeting.

Clause 25 The Chairman of the Board of Directors shall be the Chairman of the meeting of the Shareholders. In case the Chairman is not present at the meeting or cannot perform his duty, the Vice-chairman of the Board of Directors shall be the Chairman of the meeting. In case there is no Vice-chairman or the Vice-chairman is not present at the meeting or cannot perform his duty, the Shareholder shall elect one of the Shareholders attending the meeting to be the Chairman of the meeting.

Clause 26 The Chairman of the meeting of the Shareholders has the duty to conduct the meeting in accordance with the Articles of Association of the Company with respect to the meeting of the Shareholders. The meeting must proceed according to the agenda stated in the notice of the meeting except the Shareholders shall resolve to change the sequence of the agenda with the votes of not less than two-thirds of the total number of Shareholders attending the meeting.

Clause 27 The resolution of the shareholders' meeting shall comprise of the following votes:

- (1) In normal case, the majority vote of shareholders who attend the meeting and cast their votes. Each share shall be counted as one vote. In case of an equal amount of votes, the Chairman shall have an additional casting vote.
- (2) In the following cases, a resolution must be passed by a vote of not less than three-fourths of the total number of votes of shareholders who are present at the meeting and have the right to vote. Each share shall be counted as one vote:
 - (a) The sale or transfer of businesses of the Company, either in their entirety or in certain essential parts, to other persons;
 - (b) The purchase or acceptance of transfer of businesses of other public companies or private companies to the Company;
 - (c) The making, amending or cancellation of contracts relating to the leasing out of the businesses of the Company, either in their entirety or in certain essential parts, the assignment to any other persons to manage the businesses of the Company or the consolidation of the business with other persons with an objective towards profit and loss sharing;
 - (d) The amendment of the Memorandum of Association or Articles of Association;
 - (e) The increase or decrease in the Company's capital or the issuance of debentures;
 - (f) The amalgamation or dissolution of the Company.

In the cases of Article 27 (2) of these Articles, such shall be made in accordance with the law on the Securities and the Exchange.

Transactions to be conducted at the Annual General Meeting are as follows:

- (1) Review of the report of the Board of Directors covering work done during the preceding year as proposed to the meeting by the Board;
- (2) Considering and approving the financial statements and profit and loss statement of the past fiscal year;
- (3) Considering the allocation of profit and reserve fund;
- (4) Election of new directors in place of those who must retire on the expiration of their terms and fixing their remuneration;
- (5) Appointment of the auditor and setting of the audit fee;
- (6) Other business.

Section 5: Accounting, Financial and Auditing of Accounts

Clause 29 The Company is prohibited to pay dividend out of other funds except the profits. In case the Company still has an accumulated loss, the Company shall not pay any dividend.

Dividend payment is divided equally by the number of shares.

The Board of Directors may pay an interim dividend to the Shareholders from time to time if it sees that the Company has sufficient profits to do so and shall inform the Shareholders at the next meeting.

Dividend shall be paid within one month after the meeting of the Shareholder or after a resolution has been passed by the Board of Directors by informing the Shareholders in writing and advertising the dividend payment in the newspaper.

Meeting Guideline, Vote Calculation and Counting

Attendance Registration

Registration starts at 12:00 hrs., on 25 March 2021, onwards, at the Landmark Ballroom, Level 7, The Landmark Bangkok Hotel, No.138, Sukhumvit Road, Bangkok 10110, Thailand. Shareholders or their proxies may register their attendance by presenting the following documents at the registration desk before entering the meeting room.

1) Attendance in person

A Shareholder who attends the meeting in person is required to present/furnish the following documents at the registration desk before entering the meeting room:

1.1) For an individual Shareholder

Thai citizen	Non-Thai citizen
1. I.D. card; or 2. Government officer I.D. card; or 3. State enterprise employee I.D. card; or 4. Driver's license which is still valid	Passport (still valid)

1.2) For a juristic entity Shareholder (attending by its authorized director)

Juristic entity incorporated in Thailand	Juristic entity incorporated outside Thailand
1. The Affidavit of such entity issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 1 year before the meeting date; and 2. I.D. card or passport (in case of a foreigner) which is not yet expired of the authorized director(s) who attend(s) the meeting.	1. The Affidavit of such entity issued no longer than 1 year, stating information of entity's name, address of head quarter and a statement showing that the attending director is the authorized director of such entity; and 2. I.D. card or passport (in case of a foreigner) which is not yet expired of the authorized director(s) who attend(s) the meeting.

2) Attendance by proxy

2.1) In the case that the Shareholder wishes to appoint a proxy to attend the meeting on her/his/its behalf, the said Shareholder must select one of the enclosed Proxy Forms as appropriate, fill it out, sign it and submit it together with the following documents to the Company's staff at the registration:

2.1.1) In the case the Shareholder is an individual:

- (a) a copy of an I.D. Card; or a Government officer I.D. Card; or a State enterprise employee I.D. Card; or a Driver's license; or a passport (in case of a foreigner) of the Shareholder which is not expired certified by the Shareholder; and
- (b) a copy of an I.D. Card; or a Government officer I.D. Card; or a State enterprise employee I.D. Card; or a Driver's license; or passport (in case of a foreigner) of the proxy which is not expired certified by the proxy

2.1.2) In the case the Shareholder is a juristic entity:

- (a) Juristic entity incorporated in Thailand: The Affidavit of such entity issued by the Department of Business Development, Ministry of Commerce, for a period of no longer than 1 year before the meeting date, or
The juristic entity incorporated outside Thailand: The Affidavit of such entity issued no longer than 1 year, stating information of entity's name, address of head quarter and a statement showing that the attending director is the authorized director of such entity;
- (b) a copy of an I.D. Card; or a Government officer I.D. Card; or a State enterprise employee I.D. Card; or a Driver's license; or passport (in case of a foreigner) which is not yet expired of the proxy certified by the proxy.

In case the original document is not in English, it shall be translated into English and certified correct translation by the authorized person of such juristic person.

In the case that the foreign institution shareholder appoints a commercial bank in Thailand as its custodian, the documents in 2.1.2 (a) and (b) may not be required, given that the custodian has provided sufficient proof already. However, the Company reserves the right to request any further documents as it deems appropriate.

2.1.3) In order to facilitate all Shareholders' participation, in the event that any Shareholder cannot attend the meeting in person and cannot find a proxy, such Shareholder may appoint one of the designated Independent Directors as her/ his/ its proxy to attend and vote on her/ his/ its behalf, and submit the completely filled out and signed proxy form to the Company Secretary in advance not later than 22 March 2021.

2.2) All photocopies must be certified true and correct by the relevant Shareholder on each and every page of the photocopies. In the case of document produced or executed outside Thailand, such documents must be notarized by a notary public.

2.3) Each Proxy Form must be affixed with duty stamp(s) for the value of Baht 20.

2.4) In order to protect the rights of the Shareholders, enclosed herewith are the following 3 types of Proxy Forms as prescribed by the Registrar of Public Limited Companies under the Regulation of

the Department of Business Development, re: Proxy Form (No. 5), 2007, issued on 2 February 2007:

Form A: A simple proxy for appointment of the proxy with general power. The Shareholder may grant the proxy the power to consider and vote on behalf of the Shareholder (grantor) in all respects as the proxy deems appropriate;

Form B: This form allows the Shareholder to grant, at the Shareholder's option, the proxy the power to vote on each matter on the agenda either, (i) at the proxy's discretion, or (ii) according to the Shareholder's instruction as specified in the proxy instrument; and

Form C: This form is for custodians in Thailand appointed as proxies of their respective customers who are foreign.

All types of Proxy Forms are available for downloading from the Company's website at <https://investor.siamcitycement.com/en/downloads/shareholders-meetings> and Proxy Form B is attached with this Notice.

- 2.5) Each Shareholder may appoint one of the Independent Directors of the Company to attend and vote on her/ his/ its behalf. Brief information of those Independent Directors designated for appointment by the Shareholders as their proxies is as it appears in the part entitled "Information of Independent Directors Designated for Proxy".

Vote calculation

Principle: Each share is entitled to one vote

Conditions:

Shareholders present in person shall:

- register their attendance; otherwise she/he/it will not be entitled to vote on the matters on the agenda that are open for voting;
- for each matter on the agenda, cast their ballots before the closure of the ballot casting is announced. Make sure that the correct ballots are used for casting the vote on the relevant matter;
- return the casted ballots for voting types "Disagree" or "Abstention." Only. Except for the matter of the appointment of directors (Agenda 6 and Agenda 7), all Shareholders present at the meeting are recommended to return all the casted ballots, regardless of the voting types.

For proxy

- If it is not specified in the proxy instrument how the proxy has to vote, the proxy shall cast the vote as if the principal had attended the meeting in person.
- If it is specified in the proxy instrument how the proxy has to vote on each matter on the agenda, the proxy must cast her/his vote accordingly.

Vote Counting and Announcement of Results

- Agenda 2, 3, 4 and 5 require a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes;
- Agenda 1 is for acknowledgement, and does not require a vote.
- Agenda 6 requires an affirmative of not less than two-third of the Shareholders attending the meeting according to the principle set in Section 90 of the PLC Act and Article 15 of the Company's Articles of Association.
- The number of the votes in favor will be determined by subtracting the total votes of the Shareholders present at the meeting and having casted their votes by the number of the disagree votes.
- Announcement of votes shall be done in the next agenda item, except Agenda 5 (Re: Election of Directors), the announcement will be done after all candidates' vote counting is completed.

Information of Independent Directors for Shareholders to appoint as proxy

Name	Dr. Sunee Sornchaitanasuk**		
Age	59 years		
Proposed Position	Independent Director		
Current Positions	Independent Director Chairperson of Audit Committee		
Education	Bachelor's Degree:		Bachelor of Accounting, Thammasat University
	Certificate:		CPA, Institute of Certified Accounting & Audit of Thailand Certified Public Accountant No. 3733
	Master Degree:		Master of Accounting, Thammasat University
	PhD:		Doctor of Management Communication Management Program, Suan Dusit Rajabhat University

Years of directorship 6 years (Became director since 10 June 2015)

Meeting attendance in 2019 Board of Directors' Meetings: 9/9

Audit Committee's Meetings: 11/11

Shareholding Ratio in the Company None (0% of total issued shares)

Family relationship among executives None

Positions in companies having conflict of interest None

Current Positions in Other Organization and Work Experience 5-year Credential

Year	Position	Company
Listed Company		
(Current Positions in Other Organization which listed in The Stock Exchange of Thailand: 2 companies)		
Jun 2015 – Present	Chairperson of Audit Committee and Independent Director	Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Apr 2018 – Present	Member of Audit Committee Independent Director	B.Grimm Power Public Company Limited/ Resources, Energy, and Utility
2016 – Present	Chairperson of Audit Committee and Independent Director	Namyong Terminal Public Company Limited/ Terminal Service, Storage Services and Other Services
Other Company (Current Positions in Other Organization: 2 companies)		
2015 – Present	Director	CPA Associate Thailand Company Limited/ Accounting and Audit
Mar 2013 – Present	CEO	AMC Medical Center (Thailand) Company Limited/ Medical Equipment

Additional Qualification for Independent Director

Having the following relationship with the Company, its affiliated, associated company or juristic entity which may give effect to any conflicts of interest in the present, or during past two years

- Being an executive director, an officer, an employee, or an advisor of the Company No
- Being a professional service provider No
- Having any business relationships that may affect to directors' independence None

* **Does not have special conflict in any agenda proposed in this AGM**

** **The Candidate for Director in replacement of the director retiring by rotation in AGM No.28**

Name	Mr. Charin Satchayan	
Age	55 years	
Current Positions	Independent Director / Member of Audit Committee	
Education	Bachelor's Degree: Bachelor of Law (Honors), Ramkhamhaeng University	
	Certificate: Post Graduate Diploma in Business Law, Thammasat University	
	Master's Degree: - Executive Master of Business Administration, Sasin Graduate Institute of Business, Administration of Chulalongkorn University	
	- Master of Law (LL.M.), (Under patronage of Fulbright Scholarship) Cornell University, U.S.A.	
Years of directorship	5 years 11 months (Appointed since 7 April 2016)	
Meeting attendance in 2019	Board of Directors' Meetings: 8/9 Audit Committee's Meetings: 11/11	
Shareholding Ratio in the Company	None (0% of total issued shares)	
Family relationship among executives	None	
Positions in companies having conflict of interest	None	

Current Positions in Other Organization and Work Experience 5-year Credential

Year	Position	Company
Listed Companies (Current Positions in Other Organization which listed in The Stock Exchange of Thailand: None)		
Apr 2020 – Present	Member of the Governance Committee	Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Apr 2016 - Present	Member of Audit Committee and Independent Director	
May 2017 - May 2018	Member of Governance and Risk Committee	
Other Companies (Current Positions in Other Organization: 3 Companies)		
2020 – Present	Managing Director	Tee Hang Nee Co., Ltd./Property
2020 – Present	Managing Director	Craftbrandship Co., Ltd./Branding
2011 - Present	Managing Partner	Charin & Associates Limited / Legal Consult

Additional Qualification for Independent Director

Having the following relationship with the Company, its affiliated, associated company or juristic entity which may give effect to any conflicts of interest in the present, or during past two years

- Being an executive director, an officer, an employee, or an advisor of the Company No
- Being a professional service provider No
- Having any business relationships that may affect to directors' independence None

*** Does not have special conflict in any agenda proposed in this AGM**



ปิดอากรแสตมป์
20 บาท
Affix Stamp Duty

หนังสือมอบฉันทะ แบบ ข.
PROXY FORM B

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholders' Registration No. Written at _____

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month B.E.

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Tambol/Khwaeng
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Amphur/Khet Province Post Code

(2) เป็นผู้ถือหุ้นของ บริษัท ปูนซีเมนต์นครหลวง จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Siam City Cement Public Company Limited (“The Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have voting right votes as follows:
หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary Share shares and have voting right votes
หุ้นบริวารสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preferred Share shares and have voting right votes

(3) ขอมอบฉันทะให้ _____ (ผู้ถือหุ้นสามารถมอบฉันทะให้ ดร.สุนีย์ ศรีไชยชนะสุช หรือ นายชรินทร์ สัจจญาณ ซึ่งเป็นการกรรมการอิสระของบริษัทก็ได้
ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)
Hereby appoint _____ (The shareholder may appoint one of the Company's independent directors i.e. Dr. Sunee Sornchaitanasuk or Mr. Charin Satchayan to be the proxy. The Information of the independent directors are shown in the enclosure)

1. ชื่อ _____ ดร. สุนีย์ ศรีไชยชนะสุช _____ อายุ _____ 59 _____ ปี อยู่บ้านเลขที่ _____ 819/8 ซอยปริยานนท์ 1 _____
Name Dr. Sunee Sornchaitanasuk age 59 Years, Residing at 819/8 Soi Priyanont 1 _____
ถนน _____ สาทรประดิษฐ์ 57 _____ ตำบล/แขวง _____ บางโพพวง _____ อำเภอ/เขต _____ ยานนาวา _____
Road Satupradit 57 Tambol/Khwaeng Bang Phong Pang Amphur/Khet Yannawa
จังหวัด _____ กรุงเทพมหานคร _____ รหัสไปรษณีย์ _____ 10120 _____ หรือ _____
Province Bangkok Metropolitan Post Code 10120 or

2. ชื่อ _____ นายชรินทร์ สัจจญาณ _____ อายุ _____ 55 _____ ปี อยู่บ้านเลขที่ _____ 134/212 ซอยสุขุมวิท 55 (ทองหล่อ) _____
Name Mr. Charin Satchayan age 55 Years, Residing at 134/212 Soi Sukumvit 55 (Thonglor) _____
ถนน _____ สุขุมวิท _____ ตำบล/แขวง _____ คลองตันเหนือ _____ อำเภอ/เขต _____ วัฒนา _____
Road Sukumvit Tambol/Khwaeng Khlong Tan Nuea Amphur/Khet Watthana
จังหวัด _____ กรุงเทพมหานคร _____ รหัสไปรษณีย์ _____ 10250 _____ หรือ _____
Province Bangkok Metropolitan Post Code 10250 or

3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age Years, Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Post Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญประจำปีผู้ถือหุ้นครั้งที่ 28 ใน
วันที่ 25 มีนาคม 2564 เวลา 14.00 น. ณ ห้องแลนด์มาร์คบอลรูม ชั้น 7 โรงแรมแลนด์มาร์ค กรุงเทพฯ เลขที่ 138 ถนนสุขุมวิท กรุงเทพมหานคร 10110
ประเทศไทย หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่อื่น และรูปแบบอื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No. 28, which will be held on 25 March 2021, at 14:00 hrs. At the Landmark Ballroom, Level 7, The Landmark Bangkok, No. 138 Sukhumvit Road, Bangkok 10110, Thailand or such other date, time, place, and format as the meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

At this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows

วาระที่ 1 รับทราบรายงานปี 2563 ของคณะกรรมการ

Agenda 1. To acknowledge the Report of the Board of Directors for the year 2020

หมายเหตุ วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ

Remark This matter is for acknowledgement. The resolution is not required.

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda 2. To approve the audited financial statements of the Company for the year ended 31 December 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติการประกาศเงินปันผลปี 2563

Agenda 3. To approve the dividend payment for 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน สำหรับปี 2564

Agenda 4. To consider and appoint the auditors and fix their remunerations for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda 5. To approve the appointment of directors to replace the directors retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- การแต่งตั้งกรรมการทั้งหมดตามที่เสนอ / To consider and elect directors as proposed at once

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล / To consider and elect each director individually

1. ชื่อกรรมการ / Name of Director: นายพอล ไฮน์ช ฮูเกนโทเบลอร์ (Mr. Paul Heinz Hugentobler)

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล / To consider and elect each director individually

2. ชื่อกรรมการ / Name of Director: นายวันชัย โตสมบุญ (Mr. Vanchai Tosomboon)

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล / To consider and elect each director individually
3. ชื่อกรรมการ / Name of Director: นางสาวนพพร ทิรวัตตนกุล (Ms. Nopporn Tirawattanagool)
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / To consider and elect each director individually
4. ชื่อกรรมการ / Name of Director: ดร.สุนีย์ ศรีไชยชนะสุข (Dr. Sunee Sornchaitanasuk)
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการจ่ายค่าตอบแทนกรรมการปี 2564

Agenda 6. To approve the Director's Remunerations for the year 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 7. To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- Vote of the proxy in any Agenda which is not in accordance with this Proxy shall be invalid and shall not be the vote of the shareholder
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In case I/we have not specified my/our voting intention in any matter on the agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except where the proxy did not vote in accordance with this Proxy, shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder may appoint only one proxy to attend and vote at the meeting, and may not allocate the number of shares to several proxies to severally vote.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
With respect to the director election, it may be conducted as a group at once or one by one individually.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If any matter on the agenda is not specified above herein, the shareholder may add such additional matter in the attached supplemental to this Form B.

The Landmark Ballroom, Level 7, The Landmark Bangkok Hotel
 No.138 Sukumvit Road, Bangkok 10110, Thailand

On 25 March 2021, at 14.00 hrs.



- By Car: From Rama IV Road, Proceed to Klongtoey Intersection. Turn left towards Queen Sirikit National Convention Center and Continue towards Asoke Intersection. Turn at Asoke Intersection and proceed towards BTS Nana Station and keep left. The Landmark Bangkok is on your left, after Pacific Place
- By Skytrain: Alight at BTS Nana Station (E3) and use Exit 2 staircase and walk towards Nana Intersection for roughly 50 m. The Landmark Bangkok is on your left, after Pacific Place.
- By Bus: No.2, 25, 501, 508, 40 and 48



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