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**Criteria and Procedures for Proposing an Agenda Item or a Director Candidate
For Annual General Meeting of Shareholders No. 31 (Year 2024)
Siam City Cement Public Company Limited**

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Objectives:

Siam City Cement Public Company Limited (the “Company”), having recognized the importance of the rights of shareholders as well as the equitable treating to shareholders to be in line with the principles of good corporate governance, has set out the criteria to provide opportunities for the minority shareholders to propose agenda items in advance and/or to nominate qualified individuals as director candidates prior to the Annual General Meeting of Shareholders No. 31 (Year 2024) (hereinafter “AGM No. 31”) during the period from 2 October 2023 to 2 January 2024.

Criteria and procedures:

1. Shareholder qualifications

A shareholder who is entitled to propose an agenda item or nominate a director candidate must be a shareholder of the Company having the name on the day that he/she proposes the agenda. The proposer can be one or more shareholders who hold shares with voting rights all together not less than 14,900,000 shares of the Company (equal to 5 % of the total number of shares with voting rights of the Company).

2. Information for consideration

The proposer shall submit supporting documents and information as follows:

2.1 Proof of identity

Individual shareholder: A copy of valid ID or government officer ID or state enterprise employee card or driver’s license or passport (for foreigner), having certified true copy by the owner.

Juristic entity shareholder: A copy of affidavit or corporate document to prove its legal entity (for foreign legal entity). The document shall contain names of current authorized directors and issued no longer than one (1) year certified true copy by the authorized directors, together with a copy of valid ID or passport (for foreigner) of the director who signs Form A or Form B under item 2.3.

If the original document is not in English, please submit the English translations, certified true copy by the authorized person.

Where several shareholders jointly propose an agenda item or nominate a director candidate, please provide proof of identity and shareholding of each shareholder certified true copy by the document owner and submit documents as an integral set. Shareholders shall also submit a power of attorney assigning one shareholder as their representative to contact the Company. The Company shall deem that the communications made with the representative are the communications with all shareholders who jointly proposed the matter to the Company.

2.2 Proof of shareholding

A copy of the share certificate, or statement issued by a securities company, or any other proof provided by Thailand Securities Depository Co., Ltd. or by the Stock Exchange of Thailand or by a custodian, showing the shareholding proportion as indicated in clause 1 above, having certified true copy by the shareholder.

2.3 Forms. The shareholder who meets all qualifications and requirements specified in clauses 2.1 and 2.2 above may choose an appropriate form below. The forms can be downloaded from the Company's website at <http://investor.siamcitycement.com/en/downloads/shareholders-meetings?year=2024>

- (1) Form A: Proposal for Agenda.
- (2) Form B: Proposal for Director Candidate.

In case that shareholder proposes many agenda items or many director candidates, please fill in the form by each agenda item or by director candidate.

2.4 Additional documents for the proposal for director candidate are following:

- (1) Supporting documents on qualifications, i.e., the personal profile, educational background, working experience and training record of the director candidate;
- (2) Certification from the director candidate that he/she does is qualified as a director/independent director of a listed company in the Stock Exchange of Thailand; and
- (3) Letter of consent from the director candidate certifying the accuracy of the information by signing the Proposal for Director Candidate (Form B).

2.5 For the agenda proposal, details of the proposed agenda such as facts, reasons, issues, etc, shall be provided. Also, the objective of each agenda is required such as, for acknowledgement, approval, consideration.

3. Company's procedures for the decision to include or not include the proposed agenda item, and for the decision to select or not select the director candidate.

3.1 Proposal for an Agenda Item

- (1) The Company Secretary shall review the completion of supporting documents under clauses 1 and 2 above before further submission to the the relevant Board Committee and the Board of Directors.
- (2) If the proposer fails to provide complete information under clauses 1 and 2 above, provides incorrect information, or fails to do so by the specified deadline, the Company would not accept the proposal for an agenda item.
- (3) The following scenarios would result in the Company rejecting a proposal for an agenda item, even if the proposer satisfies the requirements and supplies all the necessary data under clauses 1 and 2 above:
 - (a) The matters stipulated in the Section 89/28 of the Securities and Exchange Act B.E. 2535 (as amended)¹;
 - (b) The matter is in violation of the Company's business objectives, Articles of Association, policies, or the laws, notifications, orders, or regulations of any competent authority or body governing the Company's operations;
 - (c) The matter has already been implemented by the Company;
 - (d) The matter is only for the benefit of a specific person or group of persons, but not for the benefit of the shareholders in general, or matter that causes damages to the shareholders in general or is deemed inappropriate by the Board of Directors to be included in the agenda;

3.2 Proposal for a Director Candidate

- (1) The Company Secretary shall review the completion of supporting documents under clauses 1 and 2 above before further submission

¹ The matter that will not be included in the agenda items according to Section 89/28 of the Securities and Exchange Act B.E. 2535 (As Amended) are as follows;

- (1) the proposal does not comply with the rules as specified in the first paragraph;
- (2) the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) the proposal is beyond the Company's power to produce the purposed result; 38
- (4) the proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) any other cases as specified in the notification of the Capital Market Supervisory Board.

to the the Nomination and Compensation Committee for reviewing the qualifications of the director candidate.

- (2) In case the Nomination and Compensation Committee finds that a director candidate is qualified and suitable, the Nomination and Compensation Committee shall recommend to the Board of Directors for further consideration.

3.3 Notification of the results of consideration of a proposal for an agenda item or a director candidate

In the case that the Board of Directors agrees with the proposal

In the case that the Board of Directors deems it appropriate to include the matter proposed on the agenda or include the proposed name as a director candidate, the Company will include it in the Notice of the Annual General Meeting of Shareholders No. 31.

In the case that the Board of Directors does not agree with the proposal

In the case that the Board of Directors deems it is not appropriate to include the matter proposed on the agenda or include the proposed name as a director candidate, the Company will specify the following information in the Notice of the Annual General Meeting of Shareholders No. 31.

- (1) Reasons for not accepting the proposal for agenda; and
- (2) Clause specified clearly that if the shareholders meeting passes a resolution with a majority of votes cast by shareholders presenting and have the right to vote, the Company must include such proposal in the agenda of the next shareholders meeting.

4. Submission channel

The shareholder shall complete, sign and submit Proposal for Agenda (Form A) or Proposal for Director Candidate (Form B), together with complete supporting documents, to the Company within 2 January 2024 by hand or via registered post at the address shown below:

Company Secretary Siam City Cement Public Company Limited Column Tower, 12th Fl., 199 Ratchadapisek Rd., Khwaeng Klongtoey, Khet Klongtoey, Bangkok 10110, Thailand

Before sending the original documents, the shareholder may email a copy of the documents to Company Secretary at companysecretary@siamcitycement.com.

5. Submission timeline for the AGM No. 31

The Company shall receive the Proposal for Agenda (Form A) and Proposal for Director Candidate (Form B) between 2 October 2023 to 2 January 2024.