



**The Notice of the Annual General Meeting of Shareholders No. 31  
Siam City Cement Public Company Limited**

**on 29 March 2024 at 14.00 hrs.  
Electronic Meeting ("e-AGM") only**

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### **For further information, please contact**

Company Secretary

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### **Information on Company's Website**

[www.siamcitycement.com](http://www.siamcitycement.com) Investor Relations > Shareholder Info > Shareholders' Meeting > Year 2024

28 February 2024

Subject: Notice of the Annual General Meeting of Shareholders No. 31  
To: Shareholders of Siam City Cement Public Company Limited

The Board of Directors' Meeting of Siam City Cement Public Company Limited (the "**Company**") No. 195, on 9 February 2024 passed the resolutions to convene the Annual General Meeting of Shareholders No. 31 on Friday, 29 March 2024, at 14.00 hrs. through the Format of Electronic Media (e-AGM), to be proceeded according to the law governing electronic meetings, and set the Record Date to identify the shareholders entitled to attend the Annual General Meeting of Shareholders No. 31 on Friday, 23 February 2024. The agenda items of the e-AGM are as follows:

**Agenda 1. To acknowledge the Report of the Board of Directors for the year 2023**

**Facts and reasons:** The Company has prepared the Report of the Board of Directors under the Annual Registration Statement / Annual Report (56-1 One Report) and the Financial Report 2023 in the form of QR Code, as appeared in the Attachment 1, to inform the Shareholders regarding the operating results of the Company for the year 2023.

This agenda item is pursuant to Section 113 of the Public Limited Companies Act (PLC Act), and Article 27 of the Company's Articles of Association. This agenda item is for the Shareholders' information and acknowledgement and does not require voting.

**Opinion of the Board of Directors:** The Shareholders' Meeting should acknowledge the operating results of the Company for the year 2023.

**Agenda 2. To approve the audited financial statements of the Company for the year ended 31 December 2023**

**Facts and reasons:** The Company has duly prepared the Statement of Financial Position (balance sheet) and Statement of Comprehensive Income (profit and loss statement) for the year ended 31 December 2023. Such financial statements have been audited and certified by the Company's authorized auditor with unqualified opinion and endorsed by the Audit Committee. The Board of Directors therefore deemed appropriate to propose the Statement of Financial Position and Statement of Comprehensive Income, as appeared in the Attachment 1 (please see 56-1 One Report, Section 07 Financial Report and Attachments), to the Shareholders for consideration and approval.

This agenda item is pursuant to Section 112 of the PLC Act, and Article 27 of the Company's Articles of Association, which requires that this agenda item 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.

**Opinion of the Board of Directors:** The Shareholders' Meeting should approve 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 2023, endorsed by the Audit Committee and audited by the authorized auditor.

**Agenda 3. To approve the dividend payment for 2023**

**Facts and reasons:** For the year ended 31 December 2023, the Company's net profit presented in its separate financial statements was THB 3,610 million, and retained earnings in its separate financial statements was THB 12,048 million. The Board of Directors therefore resolved to propose to the

Shareholders to consider and approve the allocation of dividend for the year 2023 as a cash-dividend, in the rate of THB 7.00 per share or totaling THB 2,086 million representing 78 percent of the net profit in the consolidated financial statements for the year 2023 (the dividend payment is still pending upon the approval of the Annual General Meeting of Shareholders No. 31). The Company has sufficient legal reserve fund as required by law, and, therefore, is not required to make further appropriation of the net profit to the legal reserve fund pursuant to the PLC Act.

Dividend policy and last year's dividend payment The Company's dividend policy stipulated that "The Company shall allocate dividend payment of at least 60 percent of net profit in 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." Dividend for the year 2022 was paid at the rate of THB 9.00 per share, or totaling THB 2,682 million, representing 144 percent of its consolidated financial statements for the year 2022.

This agenda item is pursuant to Sections 115 and 116 of the PLC Act, and Articles 27 and 29 of the Company's Articles of Association, which stipulated that the Company shall propose to the Shareholders to consider the allocation of the profit and appropriation of the reserve fund, and to approve the allocation of annual dividend. The Article 27 requires that this agenda item 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.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the allocation of dividend for the year 2023 as cash payment at the rate of THB 7.00 per share, or totaling THB 2,086 million, which the Board of Directors opined that such dividend payment was appropriate and aligned with the Dividend Policy of the Company.

If the Annual General Meeting of Shareholders No. 31 approved as proposed, the Company shall pay dividend for the year 2023 on Thursday, 11 April 2024 to the Shareholders of record as at 23 February 2024 (Record Date for dividend payment). In this regard, Thailand Securities Depository Co., Ltd. will be appointed as the paying agent for the said dividend. Dividend for the year 2023 is paid from profits of the Company that are subject to corporate income tax at the rate of 20 percent. Therefore, individual Shareholders can apply for tax credit in the amount equal to 20/80 of the received dividend amount, provided that the Shareholders shall comply with Section 47 bis of the Revenue Code.

#### **Agenda 4. To appoint the auditors and fix their remunerations for the year 2024**

Facts and reasons: The Audit Committee has reviewed the selection of the auditors and the fixing of their remunerations for the year 2024 and agreed with the appointment of the auditors from EY Office Limited, a certified auditor by the Office of Securities and Exchange Commission (the "SEC"), as such auditors acted properly and efficiently, with satisfactory performance, and the proposed audit fees are appropriated with their knowledge, competencies and experiences, and none of them has reviewed, audited and expressed opinions on the Company's Financial Statements for seven consecutive or non-consecutive years, and taking a cooling off period for at least 5 years, per regulations of the SEC. The Board of Directors therefore concurred to propose to the Shareholders' Meeting to approve the following:

1) The appointment of the following auditors of EY Office Limited to act severally as the authorized auditors of the Company for the year 2024; Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377, and/or Mrs. Sarinda Hirunprasurtwutti, Certified Public Accountant No. 4799, and/or Ms. Satida Ratananurak, Certified Public Accountant No. 4753.

2) The authorization to the Board of Directors to appoint other qualified auditor(s) of EY Office Limited, in the event that none of the above-mentioned auditors are able to perform their duties, to perform the work in replacement of the said unavailable auditors; and

3) The fixing of the remuneration for the auditing service rendered for the year 2024 at the amount not exceeding THB 4,050,000 (four million and fifty thousand Baht), excluding out-of-pocket expenses.

The details of the auditors, the auditors' remunerations, and other fees are appeared in the Attachment 2.

This agenda item is pursuant to Section 120 of the PLC Act, and Article 27 of the Company's Articles of Association, which stipulated that the Company shall propose to the Shareholders to appoint the auditors and fix their remunerations. The Article 27 requires that this agenda item 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.

**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 2024 as proposed by the Board of Directors, concurring with the opinion of the Audit Committee.

#### **Agenda 5. To approve the re-election of 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. 31, four directors will retire by rotation, namely 1) Mr. Vanchai Tosomboon, 2) Ms. Nopporn Tirawattanagool, 3) Dr. Sunee Sornchaitanasuk, and 4) Mr. Charin Satchayan. Mr. Vanchai Tosomboon informed the Company that he would not stand for re-election. (Four (4) persons will retire by rotation and propose re-election of three (3) persons)

The law and the Articles of Association requires that this agenda item 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, in compliance with the Article 12 and 27(1) of the Company's Articles of Association.

**Opinion of the Board of Directors:**The Shareholders' Meeting should consider re-appointing three (3) directors, namely 1) Ms. Nopporn Tirawattanagool, 2) Dr. Sunee Sornchaitanasuk (independent director), and 3) Mr. Charin Satchayan (independent director) for another term. The resolution of the Board of Directors, in agreeing with the opinion of the Nomination and Compensation Committee and in line with the criteria and process of director nomination of the Company, as appeared in the Attachment 3, has opined that all three directors have extensive knowledge and useful experience and expertise for the Group Company's business operation, and for Dr. Sunee Sornchaitanasuk and Mr. Charin Satchayan who are nominated as independent director meets qualifications of independent directors, as appeared in the Attachment 4 and can still make independent opinion. The directors subject to retirement by rotation and were proposed for nomination precluded themselves from passing this resolution.

Information and profiles of three (3) directors who will be retiring by rotation and proposed as director candidates including criteria and process for director nominaton appeared in the Attachment 3.

#### **Agenda 6. To approve the appointment of Mr. Montri Nithikul as a new director**

**Facts and reasons:** For the benefit of Group Company's operational management, the Board of Directors approved to propose the appointment Mr. Montri Nithikul who is the CEO of Thailand Cement Business to be a new director. Mr. Montri Nithikul has extensive knowledge and experience in the cement business, and has worked for the Company for a long time, which shall be beneficial to the Company's managaement.

Pursuant to the law and the Company's Articles of Association, this agenda item 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.

**Opinion of the Board of Directors:** The Shareholders' Meeting should consider appointing Mr. Montri Nithikul as new member of the Board of Directors as proposed. The Board of Directors, in agreeing with the Nomination and Compensation Committee's recommendation opined that Mr. Montri Nithikul is a person with appropriate knowledge, expertise and contribution to the business of the Company. The nomination criterion and procedures are described in the Attachment 3 and the profile of Mr. Montri Nithikul is described in the Attachment 5.

#### **Agenda 7. To approve the Director's remunerations for the year 2024**

**Facts and reasons:** The Nomination and Compensation Committee has reviewed the criteria for director's remunerations, together with the Company's performance, Board of Directors' performance, and comparison with the same industrial sector, and opined that the current rate of director's remunerations are appropriate and aligned with the Company's strategy, and the Company should therefore pay director's remunerations under the same budgets and rates in 2023. The Board of Directors, concurring with the opinion of the Nomination and Compensation Committee, passed resolution to propose to the Shareholders to consider and approve the directors' remunerations for the year 2024, which consist of monthly director fees and/or meeting fees (as the case may be), and bonus for the year 2024, for directors under the following criteria, from the date which the Shareholders passed the resolution, 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 no more than the annual budget of THB 45 million. The Board of Directors shall allocate accordingly. Executive directors shall not receive directors remunerations.

Details of the proposed monthly director fees and/or meeting fee (as the case may be) for each position and each Board Committee for 2024 as appeared in the Attachment 6.

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

**Other Benefits for Directors:** None (not including employees' welfare).

This agenda item is pursuant to Section 90 of the PLC Act, and Article 15 of the Company's Articles of Association, which stipulated that 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. Such remuneration 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. This agenda item requires an affirmative resolution passed by a vote of not less than two-thirds of the total number of votes of the Shareholders attending the Meeting.

**Opinion of the Board of Directors:** The Shareholders' Meeting should consider and approve the Director's Remunerations for the year 2024 as proposed by the Board of Directors, concurring with the opinion of the Nomination and Compensation Committee.

**Agenda 8. To consider other matter (if any)** (The Board of Directors does not propose other matter.)

The Company offered an opportunity to Shareholders to propose agenda, director candidate and questions for the Annual General Meeting of Shareholders No. 31 from 1 October 2023 to 2 January 2024. However, no proposed agenda or director candidate or questions were submitted during such period.

Shareholders are invited to attend the Annual General Meeting of Shareholders No. 31 on Friday, 29 March 2024, at 14:00 hours, through electronic media. Shareholders can register your intention to attend the e-AGM in web browser system, as identified in the processes under the Attachment 7 from 7 March 2024, at 8.30 a.m. until the completion of the e-AGM on 29 March 2024. Please be informed that the Company shall record the Meeting as VDO. Therefore, the Shareholders shall study the Privacy Policy Announcement for Shareholders for your benefit and study Meeting Guideline for e-AGM from the Attachment 7. The Company shall proceed the Meeting in accordance with its Articles of Association, as appeared in the Attachment 8. In addition, Shareholders can study user manual for e-meeting and e-voting from the Company's website ([www.siamcitycement.com](http://www.siamcitycement.com)), section Investor Relations, sub-section Shareholders' Meeting Year 2024.

For convenience of the Shareholders, the Company recommends Shareholders to give proxy to any independent director of the Company as your proxy-holder; namely, 1) Dr. Sunee Sornchaitanasuk 2) Mr. Charin Satchayan 3) Mr. Onne van der Weijde 4) Mr. Robbert van der Feltz. All of them do not have a vested interest in any agenda which exclude his/her to vote. Even though AGM Checklist guideline regards Dr. Sunee Sornchaitanasuk and Mr. Charin Satchayan as persons with conflict of interest in a way that they are the nominated directors for re-election, the guidelines under the Notification of the Department of Business Development provides that voting of a proxy-holder is considered as voting on behalf of shareholders who appointed them. Therefore, such two (2) independent directors as the proxy-holder can still vote on behalf of shareholders who have no vested interest in the agenda item.

Details of the proposed Independent Directors as proxy-holders are appeared in the Attachment 9. Shareholders can print out the proxy from the Attachment 10 or from the Company's website ([www.siamcitycement.com](http://www.siamcitycement.com)), section Investor Relations, sub-section Shareholders' Meeting Year 2024, or send a request for a printed copy of the proxy from the Company within 15 March 2023, and return the filled-in proxy with completed supporting documents to the Company Secretary, Siam City Cement Public Company Limited, 12/F., Column Tower, 199 Rachadapisek Road, Klongtoey, Bangkok 10110 by Tuesday, 26 March 2024.

By order of the Board of Directors  
Siam City Cement Public Company Limited  
- signature -  
Mrs. Phatchada Muenthong  
Company Secretary

## QR Code

56-1 One Report 2023

(Supporting Document for Agenda 1)

and

Financial Report 2023

(Supporting Document for Agenda 2)



Or <https://investor.siamcitycement.com/en/downloads/one-reports>



### Details of the Proposed Auditors for the year 2024

1) **Name** : Ms. Kamontip Lertwitworatep  
**Age** : 55 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 33 years. She has taken the position of Partner at EY for 21 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 various businesses, particular in manufacturing, consumer products, automotive industry, technology and electrical components, health care, real estate, and construction. These clients include large multinational corporations and SET listed companies.

- Kamontip is a licensed auditor approved by the Securities and Exchange Commission of Thailand. She has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.

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

- 2012 – 2016 and 2023

**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

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

**Age** : 51 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 31 years and has taken the position of Partner at EY for 12 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 retails, manufacturing, consumer products and electronic components, distribution, construction and servicing.

- Sarinda is a licensed auditor approved by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its affiliates, 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

3) **Name** : Ms. Satida Ratananurak  
**Age** : 53 years  
**Certified Public Accountant (Thailand) No.** : 4753  
**Current position** : Partner  
**Company** : EY Office Limited  
**Length of service** : April 1993 - present



**Education and training:** - Bachelor's Degree in Accounting, Thammasat University  
- Master's Degree in Business Administration, The National Institute of Development Administration

**Work experience** : - Satida Ratananurak has been working with EY for 31 years and has taken the position of Partner at EY for 12 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, distribution, real estate and servicing.  
- Satida is a licensed auditor approved by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.

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

-None-

**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**

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### Audit Fees for the Company and Subsidiaries

Audit Fee/Company	Year 2023 (Baht)	Year 2024 (Baht)
Siam City Cement Public Company Limited	3,830,000	4,050,000
Siam City Concrete Co., Ltd.	760,000	760,000
Conwood Co., Ltd.	630,000	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	600,000
Globe Cement Co., Ltd.	70,000*	-
Siam City Cement Trading Co., Ltd.	430,000	150,000
PT Conwood Indonesia (held by Conwood Co., Ltd.) <sup>1</sup>	325,206	362,963
Siam City Cement (Bangladesh) Limited <sup>2</sup>	627,731	756,013
Siam City Cement (Lanka) Limited and its subsidiaries <sup>3</sup>	647,880	781,445
Siam City Cement (Vietnam) Limited and its subsidiaries <sup>4</sup>	2,351,885	2,230,740
<b>Total actual paid amount</b>	<b>11,462,702</b>	<b>11,611,161</b>

Remark \* The proposed audit fee will incur only if the liquidation process has not completed.

<sup>1-4</sup> 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 2024 were converted to Thai Baht by the exchange rate as of 31 January 2024, and subject to change due to an ongoing negotiation. The Board of Directors ensures timely submission of the Financial Statement. In 2023 and 2024, EY Office Limited is not served as the auditor for PT Conwood Indonesia.

The audit's remunerations of subsidiaries for the year 2024 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.

**Non-Audit Fee:** In addition to audit fee for the year 2023, non-audit fee paid to EY Office Limited was Baht 609,437.


## **Criteria and Process for Director Nomination**

The Board of Directors ensures that the nomination and selection process is transparent and clear by assigning the Nomination and Compensation Committee to consider the criteria for selecting, screening, and to select qualified people who have knowledge, expertise, and experience that are beneficial to the operation of the company, as well as a good understanding of the business, and who use the Board Skill Matrix as a component to consider and delegated to a recruiting firm to select qualified practitioners in Thailand and abroad based on the qualifications established by the Nomination and Compensation Committee, who will be carefully interviewed and chosen to ensure that the qualified person is knowledgeable, has expertise and experience that is beneficial to the company's operations, also qualified in accordance with the requirements of the applicable laws and shall not possess with prohibited characteristic as mentioned in the Public Companies Act B.E 2535 (as amended) and the Securities and Exchange Act B.E 2535 (as amended) then submits an opinion to the Board of Directors for consideration and scrutiny each candidate in order to propose the nomination that meet all qualifications and suitable with the Company's business, and then proposes an opinion to the shareholders for appointment as a director with enough information about the nominated director to make a decision.

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.

Each director must be approved by more than half of the shareholders in attendance and be eligible to vote. Please note that during 2 October 2023 to 2 January 2024, the Board of Directors granted minority shareholders the right to nominate persons to be elected as directors at the Annual General Meeting of Shareholders No. 31. However, no nomination for directorship by minority shareholders was made.

### Information of the Directors for Re-elections

<b>Name</b>	<b>Ms. Nopporn Tirawattanagool</b>	
<b>Age</b>	70 years	
<b>Type of Director</b>	Director	
<b>Current Positions</b>	Director	
<b>Education</b>	Bachelor's Degree: Bachelor of Business Administration (in Accounting), Thammasat University Master's Degree: Master of Accounting, Thammasat University	
<b>Years of directorship</b>	12 year (Since 23 April 2012)	
<b>Attending Board Meeting</b>	Board Meetings: 7/7 Strategy Meetings: 1/1	
<b>Shareholding in the Company (%)</b>	None (0% of total issued shares)	
<b>Family relationship with Directors and Executives</b>	None	
<b>Position in company under same competition</b>	None	
<b>Position in company with conflict of interest</b>	None	

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#### Listed Company (4 other Thai Listed Companies)

Apr 2012 – Present	Director	- Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Jul 2014 – Mar 2022	Member of Nomination and Compensation Committee	
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
Apr 2010 – Present	Member of Nomination and Remuneration Committee	
Apr 2010 – Present	Non-executive director	
Apr 2016 – Present	Director	- Grand Canal Land Public Company Limited/ Real Estate
Oct 2014 – Present	Director	- Srivichaivejvivat Public Company Limited/ Hospital
May 2021 – Present	Member of Corporate Governance Committee	- Allianz Ayudhya Capital Public Company Limited (formerly Sri Ayudhya Capital Public Company Limited)/ General Insurance
May 2013 – Present	Member of Nomination and Remuneration Committee	
Apr 2013 – Present	Director	

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#### Position in Other Company (22 Companies)

Apr 2017 – Present	Director (Authorized Signatory)	- BBTV Asset Management Limited/ Advertisement and Holdings
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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)	- BBTB 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)	- BBTB Production Company Limited/ Advertisement
Jan 2014 – Present	Director (Authorized Signatory)	- BBTB Alliance Limited/ Holding Company
Jan 2014 – Present	Director (Authorized Signatory)	- BBTB Bond Street Building 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)	- BBTB International Holdings Company Limited/ Holding
Sep 2010 – Present	Director (Authorized Signatory)	- Sunrise Equity Company Limited/ Holding
Sep 2010 – Present	Director (Authorized Signatory)	- BBTB Equity Company Limited/ Office Building Rental

<b>Name</b>	Dr. Sunee Sornchaitanasuk	
<b>Age</b>	62 years	
<b>Type of Director</b>	Independent Director	
<b>Current Positions</b>	Independent Director Chairperson of Audit Committee	
<b>Education</b>	Bachelor's Degree: Bachelor of Accounting, Thammasat University Master's Degree: Master of Industrial Business, King Mongkut's University of Technology North Bangkok PhD.: Doctor of Management Communication Management Program, Suan Dusit Rajabhat University Certificate: Higher Diploma in Auditing, Thammasat University CPA, Institute of Certified Accounting & Audit of Thailand Certified Public Accountant No. 3733	
<b>Years of directorship</b>	9 years (Since 10 June 2015)	
<b>Attending Board Meeting</b>	Board Meetings: 7/7 Strategy Meetings: 1/1	
<b>Attending Board Committee Meeting</b>	Audit Committee's Meeting: 11/11	
<b>Shareholding in the Company (%)</b>	None (0% of total issued shares)	
<b>Family relationship with Directors and Executives</b>	None	
<b>Position in company under same competition</b>	None	
<b>Position in company with conflict of interest</b>	None	

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**Listed Company (Including 3 other Thai Listed Companies)**

Jun 2015 – Present	Chairperson of Audit Committee and Independent Director	- Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
2022 – Present	Director	- Areeya Property Public Company Limited/ Real estate
Apr 2018 – Present	Member of Audit Committee and 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


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**Position in Other Company (1 Company)**

2022 – Present	Director	- Bellugg Group Company Limited/ Baggage services
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<b>Name</b>	<b>Mr. Charin Satchayan</b>	
<b>Age</b>	58 years	
<b>Type of Director</b>	Independent Director	
<b>Current Positions</b>	Independent Director Chairman of Governance Committee Member of Audit Committee	
<b>Education</b>	Bachelor's Degree: Bachelor of Law (Honours), Ramkhamhaeng University Master 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.  Certificate: Post Graduate Diploma in Business Law, Thammasat University	
<b>Years of directorship</b>	8 years (Since 7 April 2016)	
<b>Attending Board Meeting</b>	Board Meetings: 7/7 Strategy Meetings: 1/1	
<b>Attending Board Committee Meeting</b>	Governance Committee's Meeting: 2/2 Audit Committee's Meetings: 11/11	
<b>Shareholding in the Company (%)</b>	None (0% of total issued shares)	
<b>Family relationship with Directors and Executives</b>	None	
<b>Position in company under same competition</b>	None	
<b>Position in company with conflict of interest</b>	None	

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**Listed Company (No Other Thai Listed Company)**

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Mar 2021 – Present	Chairperson of the Governance Committee	- Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Apr 2020 – Present	Member of the Governance Committee	
Apr 2016 – Present	Member of the Audit Committee and Independent Director	
May 2017 – May 2018	Member of the Governance and Risk Committee	

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**Position in Other Company (5 Companies)**

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2023 – Present	Managing partner	- Charin & Partners Limited / Legal Consultancy
2020 – Present	Director	- Tee Hang Nee Company Limited / Property
2020 – Present	Director	- Craftbrandship Company Limited / Branding
2019 – Present	Director	- Heart and Home Company Limited / Asset and Property
2011 – Present	Managing Partner	- Charin & Associates Limited/ Legal Consultancy

### Qualifications of an Independent Director

“Independent Director” of the Company must have at least the necessary qualifications set by the Stock Exchange of Thailand (the “SET”), the Securities and Exchange Commission (the “SEC”), the Capital Market Supervisory Board, and other relevant regulatory bodies 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.

### Information and Profile of the Candidate for a new Director

<b>Name</b>	Mr. Montri Nithikul	
<b>Age</b>	51 years	
<b>Proposed Position</b>	Executive Director	
<b>Current Positions</b>	Chief Executive Officer of Thailand Cement Business	
<b>Education</b>	Bachelor's Degree: Civil Engineering, Prince of Songkla University	
	Master Degree: Civil Engineering, Kasetsart University	
<b>Shareholding Ratio in the Company</b>		15,906 shares (0.0053% of total issued shares)
<b>Family relationship among executives</b>		None
<b>Positions in companies having conflict of interest</b>		None

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

Listed Company (No Other Thai Listed Company)		
Jan 2023 – Present	Chief Executive Officer of Thailand Cement Business and Member of Group Executive Committee	Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Feb 2016 – Dec 2022	Senior Vice President (Marketing & Sales)	
Position in Other Company (Current Positions in Other Organization: 3 companies)		
Jan 2024 – Present	Chairman	Siam City Cement (Bangladesh) Limited (Subsidiary)/ Cement Manufacturing (Registered in Bangladesh)
Nov 2022 – Present	Chairman and CEO	Siam City Power Company Limited (Subsidiary)/ Electricity Generation from Waste Heat
Nov 2022 – Present	Chairman	Siam City Concrete Company Limited (Subsidiary)/ Ready-mixed Concrete and Aggregates
Jan 2012 – Jul 2017	Director and Chief Executive Officer	

## Remunerations for the Board and Board Committees for the year 2024

In agreeing with the Nomination and Compensation Committee's recommendation, the Board of Directors considered the directors' remuneration upon the Company's performances, responsibilities and performance of each director that is at the appropriate level comparable to the same market and industry. In light of this, the Board of Directors proposed to the Shareholders' Meeting to approve the payment of the Director's Remunerations for year 2024 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 45 million (same as previous year). The Board of Directors shall allocate accordingly. Executive directors shall not receive directors remunerations. The Shareholders was requested to grant the authority to the Board of Directors to adjust the Directors' Remuneration if the Board of Directors deem necessary to further adjust the Board Committees in the future, provided that the total Directors' Remuneration shall not exceed the approved annual budget of THB 45 million.

**Directors' Bonuses:** The Board members shall receive the annual bonuses in the aggregated amount of not exceeding THB 15 million (same as previous year). The Board of Directors shall allocate accordingly.

**Other Benefits for Directors:** None

The remuneration of the Board of Directors in 2023 was approximately THB 37.4 million and the annual bonuses were approximately THB 4.95 million, the total of which was not exceeding the limit approved by the 30<sup>th</sup> Annual General Meeting of Shareholders held on 31 March 2023, amounting to THB 45 million per year and annual bonuses of THB 15 million per year, respectively.

Details of the proposed remunerations for the year 2024 by Position and Committee\*

Position	THB/person/month	THB/person/meeting
<b>Board of Directors</b>		(None)
- Chairman	240,000	
- Director	120,000	
<b>Audit Committee</b>		(None)
- Chairman	180,000	
- Director	120,000	
<b>Nomination and Compensation Committee</b>		(None)
- Chairman	120,000	
- Director	75,000	
<b>Governance Committee</b>	(None)	
- Chairman		120,000
- Director		75,000
<b>Investment and Finance Committee</b>		(None)
- Chairman	120,000	
- Director	75,000	
<b>Directors' Bonus</b>	The Board members shall receive the annual bonuses in the aggregated amount of not exceeding THB 15 million. The Board of Directors shall allocate accordingly.	

Remark \* Executive Directors shall not receive directors remunerations.

## e-AGM Meeting Guideline

### Required Document for Attending e-AGM and Giving Proxy

#### Registration for Attending e-AGM

##### 1) Submission of Documents to Document Registration System

Shareholders or proxies who wish to attend the e-AGM please register your attendance in advance by submitting related documents through web browser <https://serv.inventech.co.th/SCCC144711R/#/homepage> or scan QR Code from 7 March 2024 at 8:30 hrs. until the meeting adjourns.



##### 2) Next process, please select “Request Form” and proceed as follows:

- Fill in the shareholder registration number (referring to the Notification of Meeting which you have received from the TSD).
- Fill in the ID card number/passport number (for non-Thai citizen) for individual shareholder, or business registration number for legal entity shareholder.
- Upload self-identification document i.e., copy of ID card, driving license, passport to the system. Please note that the system only allows you to upload jpg, png, and pdf files with a total maximum file size of 50 MB.
- Tick  in a checkbox to indicate your agreement to comply with the e-AGM system attendance requirement and to grant your permission to the Company to record/use your personal information as outlined in the Privacy Policy. Then, click on the “Next” button.
- Fill in a mobile number and email address of the attending shareholder or proxy (attende), in order to receive OTP for a self-verification. Then, click on the “Next” button.
- Fill in OTP received on your mobile device into the designated field. If you haven’t received the OTP, click on the “Request OTP” button. A new OTP will be sent to your registered email. Then, click on the “Submit” button.
- Check your email inbox for a username and password for attending e-AGM. Status of your document request can be tracked on <https://serv.inventech.co.th/SCCC144711R/#/homepage>

**Shareholders wishing to attend the e-AGM by themselves, without proxies,** please upload the following documents:

- **Individual Shareholder:** Copy of valid ID card, or ID of Government Officer, or State Enterprise Employee, or Driver’s License, or Passport (for non-Thai citizen)
- **Legal Entity Shareholder: A juristic person or a legal entity attending e-AGM by its authorized director shall apply the same basis as an individual attending e-AGM by him/herself without proxy.** Please upload the following documents:

<p><u>Legal entity incorporated in Thailand:</u> The Affidavit of such legal entity shareholder issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 1 year before the meeting date <b>and</b> a valid ID card or passport (for non-Thai citizen) of the authorized director who will attend the meeting (limit to 1 authorized director per a legal entity).</p>	<p><u>Legal entity incorporated outside Thailand:</u> The Affidavit of such entity issued no longer than 1 year before the meeting date, 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, together with English translation, <b>and</b> a valid ID card or passport (for non-Thai citizen) of the authorized director who will attend the meeting (limit to 1 authorized director per a legal entity).</p>
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**Attending the e-AGM by Proxy:** Please use the enclosed Proxy Form attached to this Notice or appeared on website [siamcitycement.com](http://siamcitycement.com) and upload it together with the following documents.

- **Individual Shareholder:** Copy of valid ID card, or ID of Government Officer, or State Enterprise Employee, or Driver's License, or Passport (for non-Thai citizen) of both the individual shareholder and the Proxyholder.
- **Legal Entity Shareholder:**

<p><u>Legal entity incorporated in Thailand:</u> The Affidavit of such legal entity shareholder issued by the Department of Business Development, Ministry of Commerce for a period of no longer than 1 year before the meeting date <b>and</b> a valid ID card or passport (for non-Thai citizen) <u>of both the authorized director of the legal entity shareholders and the Proxyholder.</u></p>	<p><u>Legal entity incorporated outside Thailand:</u> The Affidavit of such entity issued no longer than 1 year before the meeting date, stating information of entity's name, address of head quarter and a statement showing that the person who gives proxy is the authorized signer of such entity, together with English translation, <b>and</b> a valid ID card or passport (for non-Thai citizen) <u>of both the authorized signer of the legal entity shareholder and the Proxyholder.</u></p>
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**Recommendations for document preparation:**

- In case the shareholder is a foreign institution shareholder and appointed an authorized bank or financial institution in Thailand as an authorized **custodian**, no need to upload the Affidavit of foreign institution shareholder. Please upload only documents of Proxyholder who will attend the e-AGM, together with the document of proof as an authorized custodian.
- In case the original document is not in English or Thai, it shall be translated into English and certified correct translation by the authorized person of such legal entity shareholder.
- All photocopies of shareholders shall be certified true and correct by the relevant shareholder on each and every page of the photocopies. Documents prepared by entity outside Thailand shall be notarized by a notary public of such country, unless exempted by the Company in writing.
- The Company will affix duty stamps for the shareholders who successfully submit documents to Document Registration System.
- When the Company check documents, it reserves the rights to request any additional documents as it deems appropriate, such as the case of change of name prefix, change of name or last name, shareholder who is a minor, an incompetent or quasi-incompetent person, or an heir of the late shareholder. In case of having argument or requiring interpretation, representative of Legal Department of the Company shall make a final decision.

**Promotion of Shareholders' Right to exercise their vote by Proxy:** Shareholders are encouraged to exercise their votes. The Company prepared 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, as follows:

- 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 foreigners.

**Appointment of Independent Directors as Proxy:** For convenience of shareholders, they may appoint the Company's independent directors as the Proxy. Details of these independent directors are in the Attachment 9. Shareholders may use Proxy Form B attached to this Notice to the AGM or download Proxy Form A, B, C from Company's website <https://investor.siamcitycement.com/en/downloads/shareholders-meetings> or request a printed Proxy Form by sending email to [companysecretary@siamcitycement.com](mailto:companysecretary@siamcitycement.com) within 15 March 2024.

### **Receiving email for attending e-AGM**

After the Company has received your files and verified your pre-registration via provided online platform, you will receive an email from Inventech Co., Ltd. with a meeting link, including Username and Password for attending the e-AGM. The Company reserves the right to allow only shareholders or proxies who have registered for attending e-AGM, and the Company has verified documents and sent email for Meeting link, Username and Password.

### **Data Privacy Protection for Shareholders**

In organizing this e-AGM, the Company will record, use, and disclose personal information of the Shareholders to perform the duties as required by law and for the benefit of providing the services to the shareholders at the meeting. However, the shareholders will be protected according to the Privacy Policy as appeared on the Company's website <https://investor.siamcitycement.com/th/downloads/shareholders-meetings>.

### **Attending e-AGM on 29 March 2024**

On the meeting date, a shareholder or proxyholder shall log in to e-AGM via the meeting link and fill in username and password that were received through the registered email. The meeting starts at 14:00 hrs. on 29 March 2024, but the shareholder can log in to the system since 12.00 hrs.

### **Technical Assistance**

If your pre-registration was unsuccessful and you receive a notification email from Inventech Co., Ltd., you can upload the correct document to the system again. If you have lost the Username or Password or not received meeting link by Thursday, 28 March 2024, or you have technical issue related to Document Registration System, or E-Meeting System, please contact the Company via email [companysecretary@siamcitycement.com](mailto:companysecretary@siamcitycement.com) or call 02 7977000 Ext. 7044, 7045, 7047, 7048 or study User Manual for E-Meeting System at <https://investor.siamcitycement.com/en/downloads/shareholders-meetings>.



## **Voting and Vote Counting via Electronic Media**

The Company placed importance on facilitating the Shareholders while complying with the law governing e-Meeting. In this regard, voting and vote counting via electronic media are key components of e-AGM. Shareholders can study user manual or listen to VDO clip of meeting guideline which shall play at 12.00 hours of 29 March 2024, before the Meeting starts.

### **Voting**

- The Chairman or the person assigned by the Chairman will ask the Shareholders to vote by clicking the menu “Voting” for each agenda and vote “Approve”, “Disapprove” or “Abstain” within the restricted timeline, then click “OK” to confirm the voting. If you do not vote within the given time, the System will deem that you vote “Approve”.
- For shareholders appointing independent directors as the proxy to vote according to their intention specified in the proxy instrument, once the independent directors have registered for the E-Meeting, the Company shall pre-record those votes in the proxy instruments, then will calculate together with votes of other shareholders in the Meeting.

### **Vote Counting**

- Each share is entitled to one vote.
- Resolution of each agenda shall be made by the following votes:
  - Agendas 2, 3, 4, 5 and 6, vote counting shall comply with Section 107 of the Public Companies Act and Article 27 of the Company's Articles of Association which require a majority vote of the total number of votes of the Shareholders who attend the meeting and cast their votes. Each share is entitled to one vote. In case of tie vote, Chairman of the Board shall have a casting vote.

Therefore, the Company shall use votes “Approve” and votes “Disapprove” as the basis for calculation of percentage of the approval, not counting the Abstain votes, per ruling of the Ministry of Commerce.
  - Please note that for agenda 5 “To approve the re-election of the Directors retiring by rotation”, the Company shall proceed with the voting for each director on an individual basis.
  - Agenda 7, vote counting shall comply with Section 90 of the Public Companies Act which requires an affirmative of not less than two-third of the Shareholders attending the meeting.

(Agenda 1 is for acknowledgement and does not require a vote.).
- Vote counting shall be proceeded after the voting for such agenda is closed. Announcement of votes shall be made after voting of each agenda is closed.

## **Articles of Association 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.

## Information of Assigned Independent Directors as Proxyholders

<b>Name</b>	Dr. Sunee Sornchaitanasuk		
<b>Age</b>	62 years		
<b>Address</b>	819/8 Soi Priyanont 1, Satupradit 57 Rd., Bang Phong Pang, Yannawa, Bangkok		
<b>Current Positions</b>	Independent Director Chairperson of Audit Committee		
<b>Education</b>	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	
<b>Years of directorship</b>	9 years (Became director since 10 June 2015)		
<b>Meeting attendance in 2023</b>	Board of Directors' Meetings: 7/7 Audit Committee's Meetings: 11/11		
<b>Shareholding Ratio in the Company</b>	None (0% of total issued shares)		
<b>Family relationship among executives</b>	None		
<b>Positions in companies having conflict of interest</b>	None		

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

<b>Listed Company (Including 3 Thai Listed Companies)</b>		
Jun 2015 – Present	Chairperson of Audit Committee and Independent Director	Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
2022 – Present	Director	Areeya Property Public Company Limited/ Real estate
Apr 2018 – Present	Member of Audit Committee and 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
<b>Position in Other Company (1 Company)</b>		
2022 – Present	Director	Bellugg Group Company Limited/ Baggage services

### 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 interest in any agenda per the definition of Article 33, Public Limited Companies Act, which otherwise dictates that an individual with such conflict of interest shall not be entitled to vote on such agenda.
- Have conflict in agenda 5, to approve the re-election of directors retiring by rotation, as the director is a candidate presented to the shareholders for re-election for another term (per the AGM Checklist)

**Name** Mr. Charin Satchayan  
**Age** 58 years  
**Address** 134/212 Soi Sukumvit 55 (Thonglor), Sukumvit Rd.,  
 Khlong Tan Nuea, Watthana, Bangkok  
**Current Positions** Independent Director  
 Member of Audit Committee  
 Chairman of Governance 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** 8 years (Appointed since 7 April 2016)  
**Meeting attendance in 2023** Board of Directors' Meetings: 7/7  
 Audit Committee's Meetings: 11/11  
 Governance Committee's Meeting: 2/2  
**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

Listed Companies (No Other Thai Listed Company)		
Mar 2021 - Present	Chairperson of the Governance Committee	Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Apr 2020 – Present	Member of the Governance Committee	
Apr 2016 - Present	Member of Audit Committee and Independent Director	
May 2017 - May 2018	Member of Governance and Risk Committee	
Position in Other Company (5 Companies)		
2023 – Present	Managing partner	Charin & Partners Limited / Legal Consultancy
2020 – Present	Director	Tee Hang Nee Company Limited / Property
2020 – Present	Director	Craftbrandship Company Limited / Branding
2019 – Present	Director	Heart and Home Company Limited / Asset and Property
2011 – Present	Managing Partner	Charin & Associates Limited/ Legal Consultancy

#### 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 interest in any agenda per the definition of Article 33, Public Limited Companies Act, which otherwise dictates that an individual with such conflict of interest shall not be entitled to vote on such agenda.
- Have conflict in agenda 5 To approve the re-election of directors retiring by rotation, as the director is a candidate presented to the shareholders for re-election for another term (per the AGM Checklist)

**Name** Mr. Onne van der Weijde  
**Age** 60 years  
**Address** 199 Column Tower, Khwaeng Klongtoey, Khet Klongtoey, Bangkok  
**Current Positions** Independent Director  
 Member of Audit Committee  
 Chairman of Investment and Finance Committee



**Education** Bachelor's Degree: Business Administration and General Management, The Hague University, Netherlands  
 Master's Degree: Master of Business Administration University of Bradford, UK  
 Certificate: Senior Management Program: Harvard, 2008  
**Years of directorship** 2 years (Appointed since 24 March 2022)  
**Meeting attendance in 2023** Board of Directors' Meetings: 7/7  
 Audit Committee's Meetings: 11/11  
 Finance and Investment Committee's Meeting: 4/4  
**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

<b>Listed Companies (No Other Thai Listed Company)</b>		
Mar 2022 - Present	Chairman of Investment and Finance Committee	Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Mar 2022 - Present	Member of Audit Committee	
Mar 2022 - Present	Independent Director	
<b>Position in Other Company (5 Companies)</b>		
Mar 2023 - Present	Non-executive Director	Chip Mong INSEE Cement Corporation/ Cement Producer (Registered in Cambodia)
Jul 2020 - Present	Director	Republic Cement and Building Materials Incorporation / Cement Manufacturer (registered in Philippines)
Jul 2020 - Present	Director	Republic Cement Services Incorporation / Cement Manufacturer (registered in Philippines)
Jul 2022 – Present	Member of Innovation Committee	Schneider Electric Private Limited/ Energy and electricity (registered in India)
Jun 2021 – Present	Independent Director	
2018 - Present	President, Europe and Asia Materials	CRH Public Limited Company/ Building materials

#### 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 interest in any agenda per the definition of Article 33, Public Limited Companies Act, which otherwise dictates that an individual with such conflict of interest shall not be entitled to vote on such agenda.
- Does not have conflict in any agenda (per the AGM Checklist)

**Name** Mr. Robbert Egbert Johannes van der Feltz van der Sloot  
**Age** 63 years  
**Address** 199 Column Tower, Khwaeng Klongtoey, Khet Klongtoey, Bangkok  
**Current Positions** Independent Director  
 Member of Nomination and Compensation Committee



**Education** Master's Degree: Economics (Finance and Cost Accounting), Free University, Amsterdam, Netherlands  
**Years of directorship** 4 years (Appointed since 26 March 2020)  
**Meeting attendance in 2023** Board of Directors' Meetings: 7/7  
 Nomination and Compensation Committee's Meeting: 7/7  
**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**

<b>Listed Companies (No Other Thai Listed Company)</b>		
Mar 2020 – Present	Member of the Nomination and Compensation	Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Mar 2020 – Present	Independent Director	
Mar 2020 – 24 Mar 2022	Member of the Audit Committee	

<b>Position in Other Company (1 Company)</b>		
Mar 2021 – Present	Non-executive Director	Siam City Cement (Vietnam) Company Limited (Subsidiary)/ Cement Manufacturing (Registered in Vietnam)

**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 interest in any agenda per the definition of Article 33, Public Limited Companies Act, which otherwise dictates that an individual with such conflict of interest shall not be entitled to vote on such agenda.
- Does not have conflict in any agenda (per the AGM Checklist)





ปิดอากรแสตมป์

20 บาท

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## 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  
หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred Share \_\_\_\_\_ shares and have voting right \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้ ดร. สุนีย์ ศรีไชยชนะสุข หรือ นายชรินทร์ สัจจญาณ หรือ นายอนเน่ แวน เดอ ไคเดอ หรือ นายโรเบิร์ต เอ็กเบิร์ต โจฮานเนส แวน เดอ เฟลต์ซ์ แวน เดอ สลอท ซึ่งเป็นกรรมการอิสระของบริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)  
Hereby appoint (The shareholder may appoint one of the Company's independent directors i. e. Dr. Sune Sornchaitanasuk, Mr. Charin Satchayan, Mr. Onne van der Weijde, Mr. Robbert Egbert Johannes van der Feltz van der Slood to be the proxy. The Information of the independent directors are shown in the enclosure)

1. ชื่อ ดร. สุนีย์ ศรีไชยชนะสุข อายุ 62 ปี อยู่บ้านเลขที่ 819/8 ซอยปริยานนท์ 1  
Name Dr. Sune Sornchaitanasuk age 62 Years, Residing at 819/8 Soi Priyanont 1

ถนน สาทรประดิษฐ์ 57 ตำบล/แขวง บางโพธิ์พอพง 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 58 ปี อยู่บ้านเลขที่ 134/212 ซอยสุขุมวิท 55 (ทองหล่อ)  
Name Mr. Charin Satchayan age 58 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 นายอนเน่ แวน เดอ ไคเดอ อายุ 60 ปี อยู่บ้านเลขที่ 199 อาคารคอลัมน์ ชั้น 12  
Name Mr. Onne van der Weijde age 60 Years, Residing at 199 Column Tower, 12<sup>th</sup> floor

ถนน รัชดาภิเษก ตำบล/แขวง คลองเตย อำเภอ/เขต คลองเตย  
Road Ratchadapisek Tambol/Khwaeng Klongtoey Amphur/Khet Klongtoey

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ  
Province Bangkok Metropolitan Post Code 10110 or

4. ชื่อ นายโรเบิร์ต เอ็กเบิร์ต โจฮานเนส แวน เดอ เฟลต์ซ์ แวน เดอ สลอท อายุ 63 ปี อยู่บ้านเลขที่ 199 อาคารคอลัมน์ ชั้น 12  
Name Mr. Robbert Egbert Johannes van der Feltz van der Slood age 63 Years, Residing at 199 Column Tower, 12<sup>th</sup> floor

ถนน รัชดาภิเษก ตำบล/แขวง คลองเตย อำเภอ/เขต คลองเตย  
Road Ratchadapisek Tambol/Khwaeng Klongtoey Amphur/Khet Klongtoey

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110  
Province Bangkok Metropolitan Post Code 10110

5. 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 31 ในวันที่ 29 มีนาคม 2567 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่อื่น และรูปแบบอื่นด้วย ทั้งนี้ ในกรณี เหตุสุดวิสัยที่ทำให้กรรมการอิสระซึ่งลงนามเป็นผู้รับมอบฉันทะล่วงหน้าไม่สามารถเข้าร่วมประชุมได้ ข้าพเจ้ายินยอมให้กรรมการอิสระท่านอื่นตามรายชื่อข้างต้นทำหน้าที่ผู้รับมอบฉันทะแทนข้าพเจ้าได้

Only one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No.31, which will be held on 29 March 2024, at 14:00 hrs. via electronic media or such other date, time, place, and format as the meeting may be adjourned. In the case of force majeure which prevents the designed independent director who has signed the name as the Proxy from attending the Meeting, I hereby give consent to other independent director in the above list, to act as my Proxy instead.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

**วาระที่ 1 รับทราบรายงานปี 2566 ของคณะกรรมการ**

**Agenda 1. To acknowledge the Report of the Board of Directors for the year 2023**

**หมายเหตุ** วาระนี้เป็นเรื่องที่รายงานเพื่อทราบ จึงไม่ต้องมีการลงมติ

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

**วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566**

**Agenda 2. To approve the audited financial statements of the Company for the year ended 31 December 2023**

- (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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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**วาระที่ 3 พิจารณานุมัติการประกาศเงินปันผลสำหรับปี 2566**

**Agenda 3. To approve the dividend payment for 2023**

- (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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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**วาระที่ 4 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน สำหรับปี 2567**

**Agenda 4. To appoint the auditors and fix their remunerations for the year 2024**

- (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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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**วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ**

**Agenda 5. To approve the re-election of 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

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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การแต่งตั้งกรรมการเป็นรายบุคคล / To consider and elect each director individually

1. ชื่อกรรมการ / Name of Director: นางสาวนพพร ทิรวัตถานกุล (Ms. Noppom Tirawattanagool)

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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2. ชื่อกรรมการ / Name of Director: ดร. สุนีย์ ศรีไชยชนะสุข (Dr. Suneer Somchaitanasuk)

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

3. ชื่อกรรมการ / Name of Director: นายชรินทร์ สัจจญาณ (Mr. Charin Satchayan)

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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วาระที่ 6 พิจารณานุมัติแต่งตั้ง นายมนตรี นิธิกุล เป็นกรรมการใหม่

Agenda 6. To approve the appointment of Mr. Montri Nithikul as a new director

- (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 พิจารณานุมัติการจ่ายค่าตอบแทนกรรมการปี 2567

Agenda 7. To approve the director's remunerations for the year 2024

- (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 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8. 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

(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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
With respect to the director election, it may be conducted as a group at once or one by one individually.
- ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.







## **Siam City Cement Public Company Limited**

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