



**The Notice of 2026 Annual General Meeting of Shareholders (No. 33)  
Siam City Cement Public Company Limited**

**on 30 April 2026 at 14.00 hrs.  
Electronic Meeting ("e-AGM") only**

## Table of Contents

	Page
<b>Meeting Notice</b>	1-7
<b>List of Attachments</b>	
Attachment 1: 56-1 One Report and Financial Report 2025 (QR Code)	8
Attachment 2: Details of Auditors, Audit Fees, and Non-Audit Fees	9-12
Attachment 3: Criteria and Process for Director Nomination and Information of Directors for Re-election	13-22
Attachment 4: Qualifications of an Independent Director	23-24
Attachment 5: Remunerations for the Board and Board Committees for the year 2026	25
Attachment 6: Current Objectives 25 items and Proposed Objectives 56 items	26-38
Attachment 7: e-AGM Meeting Guideline, Required Documents for Attending e-AGM and Giving Proxy	39
Attachment 7.1: Guidelines for Attending the Electronic Meeting and Manual for the Voting and Question System	40-41
Attachment 7.2: Required Documents for Attending e-AGM and Giving Proxy	42-44
Attachment 7.3: Procedure for Granting a Proxy for the Shareholders' Meeting through the Electronic Proxy Voting Systems of Inventech Connect and TSD e-Proxy Voting	45-46
Attachment 7.4: Voting Process, Vote Counting, and Submission of Questions	47
Attachment 8: Articles of Association concerning the Shareholders' Meeting	48-50
Attachment 9: Information of Assigned Independent Directors as Proxyholders	51-54
Attachment 10: Proxy Form B	55-57

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

Company Secretary

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Email: [companysecretary@siamcitycement.com](mailto:companysecretary@siamcitycement.com)

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

[www.siamcitycement.com](http://www.siamcitycement.com)) Investor Relations > Shareholder Info > Shareholders' Meeting > Year 2026

30 March 2026

Subject: Notice of the Annual General Meeting of Shareholders of the Year 2026 (No. 33)

To: Shareholders of Siam City Cement Public Company Limited

The Board of Directors' Meeting of Siam City Cement Public Company Limited (the "**Company**") No. 209, on 20 February 2026 passed the resolutions to convene the Annual General Meeting of Shareholders No. 33 on **Thursday, 30 April 2026, at 14.00 hrs. exclusively through the format of Electronic Media (e-AGM)**, in accordance with the laws and regulations governing electronic meetings, as well as other relevant laws and regulations. The agenda items of the e-AGM, with the opinions of the Directors pursuant to the agenda items, are as follows:

**Agenda 1. To acknowledge the Report of the Board of Directors for the year 2025**

**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 2025 in the form of QR Code, as shown in the Attachment 1, to inform the Shareholders the operating results of the Company for the year 2025.

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 2025.

**Agenda 2. To approve the audited financial statements of the Company for the year ended 31 December 2025**

**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 end 31 December 2025. Such financial statements have been audited and unconditionally certified by the Company's authorized auditor and endorsed by the Audit Committee. The Board of Directors therefore deemed it appropriate to propose the Statement of Financial Position and Statement of Comprehensive Income, as shown in the Attachment 1 (please see 56-1 One Report, Section 3 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 necessitates this agenda item requiring 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 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 2025, endorsed by the Audit Committee and audited by the authorized auditor.

### **Agenda 3. To approve the dividend payment for 2025, and acknowledge the interim dividend payment**

**Facts and reasons:** The Company's Dividend Policy stipulates that the Company shall allocate dividend payment of at least 60 percent of net profit on its consolidated financial statements. In case of negative financial situation, the Board of Directors may propose a lower percentage of dividend payment as it considers appropriate under such circumstances.

In 2025, the Company's net profit presented in its separate financial statements was THB 4,311 million including retained earnings available for distribution as divided to shareholders. The Company has sufficient legal reserve funds as required by law, and, therefore, is not required to make further appropriation of the net profit of the year 2025 to the legal reserve fund pursuant to the PLC Act.

The Board of Directors' Meeting No. 206, held on 8 August 2025, approved an interim dividend payment at the rate of THB 4.00 per share, amounting to THB 1,192 million, and said interim dividend was distributed to the Shareholders on 5 September 2025, and the Board of Directors' Meeting No. 209, held on 20 February 2026 resolved to propose to the Shareholders to consider and approve the dividend declaration for the year 2025, which the cash dividend payment for the second half of the year 2025 at the rate of THB 7.00 per share, amounting to THB 2,086 million is in accordance with Section 115 of the PLC Act and Article 29 of the Company's Articles of Association. If approved by the Annual General Meeting of Shareholders No. 33, the total dividend payout for the year 2025 would amount to THB 3,278 million (or THB 11.00 per share), representing 94 percent of the consolidated net profit for the year 2025, which is in compliance with the Dividend Policy of the Company. In comparison, the Company's dividend payment for the year 2024 was paid at the rate of THB 11.00 per share, amounting to THB 3,278 million, representing 61 percent of the consolidated net profit for the year 2024.

Dividend for the second half of the year 2025 at the rate of THB 7.00 per share is paid from profits of the Company that are subject to corporate income tax at the rate of 20 percent. Therefore, individual shareholders who are domiciled in Thailand can apply for tax credit in the amount equal to the received dividend amount times 20/80, provided that the shareholders shall comply with Section 47 bis of the Revenue Code.

This matter is proposed to the Shareholders' Meeting for acknowledgement of the allocation of the profits, the appropriation of the reserve fund, and the interim dividend payment, and for approval of the dividend declaration for the second half of the year 2025 in accordance with 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 of the Company's Articles of Association stipulates 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 acknowledge the allocation of the profits, the appropriation of the reserve fund, and the interim dividend payment at the rate of THB 4.00 per share, and approve the cash dividend declaration for the second half of the year 2025 at the rate of THB 7.00 per share which would constitute a total dividend payout for the year 2025 as cash payment at the rate of THB 11.00 per share, or total of THB 3,278 million. The proposed dividend will be paid out of the profit of the Company for the year 2025. Such dividend payout ratio is in compliance with the Company's Dividend Policy.

If the Annual General Meeting of Shareholders No. 33 approved as proposed, the proposed dividend for the second half of the year 2025 will be paid on Friday, 15 May 2026 to the Shareholders of record as at Friday, 6 March 2026 (Record Date for dividend payment). In this regard, Thailand Securities Depository Co., Ltd. will be appointed as the paying agent for the said dividend for the second half of the year 2025.

For clarity purposes, it is important to note that the dividend for the second half of the year 2025 at the rate of THB 7.00 per share is subject to the approval of this AGM No.33.

**Agenda 4. To approve the appointment of the auditors and the determination of their remunerations for the year 2026**

**Facts and reasons:** The Audit Committee has reviewed the selection of the auditors and the determination of their remunerations for the year 2026 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 fiscal years, and taking a cooling off period for at least 5 fiscal years commencing from the date on which such auditor ceases to perform duties, 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 2026; Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377, and/or Mrs. Sarinda Hirunprasurtwutti, Certified Public Accountant No. 4799. and/or Mr. Chayanut Metkunakorn, Certified Public Accountant No. 11269.

2) The authorization of the Board of Directors, in exceptional circumstances only and solely in the event that none of the auditors listed in item 1) above are able to perform their duties, to appoint other qualified auditor(s) from EY Office Limited, who possess professional qualifications, experience, and independence standards equivalent to those of the auditors listed in item 1) above, to replace such unavailable auditors, solely to maintain audit continuity and for the best benefit of the Company and its shareholders, which such appointment does not materially affect the Company's operations or prejudice the rights of shareholders and does not or constitute a change to deviating from the audit scope and remuneration as approved, and the Company will also to disclose such appointment to the Shareholders via the SET in a timely manner.

3) The determination of the remuneration for the auditing service rendered for the year 2026 at the amount not exceeding THB 4,750,000 (four million seven hundred fifty thousand Baht), excluding actual out-of-pocket expenses.

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

In addition, the Company's audit firm will be the same audit firm as that of most of the Company's subsidiaries for the year 2026. Shareholders may refer to the details of the audit fees of the subsidiaries as set out in Attachment 2 for their information.

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 of the Company's 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.

**Opinion of the Board of Directors:** The Shareholders' Meeting should approve the appointment of the auditors of the Company and determination of their remuneration for the year 2026 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.33, four directors will retire by rotation, namely 1) Mr. Paul Heinz Hugentobler, 2) Ms. Nopporn Tirawattanagool, 3) Mr. Ranjan Sachdeva, and 4) Dr. Subhak Siwaraksa.

The law and the Articles of Association require 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 four (4) directors, namely 1) Mr. Paul Heinz Hugentobler, 2) Ms. Nopporn Tirawattanagool, 3) Mr. Ranjan Sachdeva, and 4) Dr. Subhak Siwaraksa (independent director) for another term, together with any other positions they currently hold, unless otherwise resolved by the Board of Directors, pursuant to Section 77 of PLC Act. In this regard, 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 four directors have the relevant qualifications and have extensive knowledge and useful experience and expertise, and suitability for the Company's business operations, and have provided strong support to the Company's business operations, and the Board of Directors also agrees with the opinion of the Nomination and Compensation Committee that Dr. Subhak Siwaraksa who are nominated as independent director meet qualifications as prescribed by relevant laws pertaining to 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 four (4) directors who will be retiring by rotation and proposed as director candidates including criteria and process for director nomination appeared in the Attachment 3.

In this regard, the Company provided Shareholder with an opportunity, during the period from 1 August 2025 to 30 November 2025, to propose the names of individuals whom the Shareholders considered to possess complete qualifications as specified by the Company and who do not have any prohibited characteristics under applicable laws and the Company's Articles of Association, for consideration and election as directors of the Company at the AGM No.33. Shareholders were also invited to propose agenda items for consideration at this AGM No.33, in accordance with the criteria, conditions, and procedures prescribed by the Company and disclosed through the system of the Stock Exchange of Thailand and on the Company's website. However, no Shareholder proposed any individual for election as a director of the Company or proposed any agenda item within the specified period.

## **Agenda 6. To approve the Director's remunerations for the year 2026**

**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 2025. 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 2026, which consist of monthly director fees and/or meeting fees (as the case may be), and bonus for the year 2026, for directors under the

following criteria, from the date which the Shareholders passed the resolution, unless 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 2026 as appeared in the Attachment 5.

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

**Other Benefits for Directors:** None. In this regard, reimbursement of travel expenses incurred in the performance of duties is not considered directors' remuneration, as such reimbursement is of the same nature as employee welfare provided to general employees and constitutes an expense incurred, not income or compensation.

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. 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 2026 as proposed by the Board of Directors, concurring with the opinion of the Nomination and Compensation Committee.

#### **Agenda 7. To approve the amendment of the Company's Objectives and the amendment of the Memorandum of Association Clause 3 (Objectives)**

**Facts and reasons:** In order to align with the Company's operations and to support business expansion and future growth, and to broaden the scope of the Company's business and operations, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting for consideration and approval of the amendment of the Company's objectives in their entirety, and approve the corresponding the amendment to Clause 3 (Objectives) of the Company's Memorandum of Association from the existing 25 items to 56 items, pursuant to Section 31 of the PLC Act, as detailed below

- 1) The amendment of the Company's Objectives in their entirety as appeared in Attachment 6.
- 2) The amendment to Clause 3 of the Memorandum of Association regarding the Company's objectives, with the details as follows:

**Existing:** "Clause 3. The Company's Objectives comprise 25 items."

**Amended to:** "Clause 3. The Company's Objectives comprise 56 items."

For the orderly completion of the registration of the amendment to the Memorandum of Association which it may be necessary to amend certain wording or statements in the Memorandum of Association, the registration application, or the minutes of the shareholders' meeting to comply with the orders, recommendations, or comments of the registrar of the Department of Business Development, Ministry of Commerce, or officers of other relevant authorities. It is therefore deemed appropriate to propose

that the Shareholders' Meeting considers authorizing (a) the Group Chief Executive Officer, or (b) the Chief Executive Officer of the Company, or (c) any person designated by the Group Chief Executive Officer or the Chief Executive Officer of the Company, with acknowledgment from the Chairman of the Board of Directors, to have the authority to amend or revise any wording or statements in the relevant documents and/or applications for the purpose of registering the amendment to the Company's objectives and Clause 3 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, including the authority to further delegate such powers to any other person, with such authorization taking effect immediately without requiring further approval from the Board of Directors or the shareholders' meeting.

In this regard, pursuant to Section 31 of the PLC Act, and Article 27 of the Company's Articles of Association, any amendment to the Company's objectives and the Memorandum of Association must be approved by the Shareholders' Meeting by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote.

**Opinion of the Board of Directors:** The Shareholders' Meeting should approve the amendment of the Company's Objectives in their entirety and the amendment to Clause 3 (Objectives) of the Memorandum of Association in order to align with the Company's operations and to support the Company's growth initiatives that the Company plans to undertake, and approve the authorization of (a) the Group Chief Executive Officer, or (b) the Chief Executive Officer of the Company, or (c) any person designated by the Group Chief Executive Officer or the Chief Executive Officer of the Company, with acknowledgement from the Chairman of the Board of Directors to be authorized to amend or revise any wordings or statements in the relevant documents and/or applications for the purpose of the registration of the amendment to the Company's objectives and the Clause 3 of the Memorandum of Association, including the authority to further delegate such powers to any other person, with such authorization taking effect immediately without requiring further approval from the Board of Directors or the shareholders' meeting, as proposed.

**Agenda 8. To consider other matters** (The Board of Directors proposed that no other matters be considered, in line with good corporate governance principles and to ensure fairness among shareholders.)

The Board of Directors set the record date, to determine the shareholders eligible to attend the Annual General Meeting, to be Friday, 6 March 2026. Indication of ineligibility to attend the Annual General Meeting, represented by the denomination XM, has already been published on Thursday, 5 March 2026. The Board of Directors has also delegated the Chairman of the Board, or any person appointed by the Chairman of the Board, the capacity to undertake any task relevant to the convening of the Annual General Meeting, including to issue the Notice of the Annual General Meeting, to change the date, time, or format of the Annual General Meeting, or to adjust any details as necessary and appropriate pursuant to the relevant laws and regulations. In case of change of the format, date and time, or location of the Annual General Meeting, the Company shall disclose such change to the disclosure platform of the Stock Exchange of Thailand, and/or through the Company's website, such that the shareholders are made aware of said change in advance.

The shareholders are thusly invited to the Annual General Meeting of Shareholders for the Year 2026 (No. 33) on Thursday, 30 April 2026, at 14.00 hrs., in the electronic format. Shareholders may, through the electronic platform, register for the electronic meeting (using shareholders' own information) or declare intention to give proxy (using shareholders' own information and that of the proxyholder, unless said proxyholder is an Independent Director of the Company) from 9 April 2026, 8.30 hrs. until the end of the Annual General Meeting of the Year 2026 (No. 33) on 30 April 2026. Registered shareholders may attend the Meeting electronically from 12.00 hrs. on the aforementioned date. (Please

refer to the guideline for attending an electronic annual general meeting, required documents for attending e-AGM and giving proxy, included in Attachment 7.)

The Company shall convene the Annual General Meeting of Shareholders in accordance with the PLC Act as would be relevant to the convening of such meeting, and the Company's Articles of Association, as detailed in Attachment 8. The Meeting shall be recorded as VDO, and as such, shareholders are requested to examine the Privacy Policy Announcement for Shareholders, published on the Company's website at <https://www.siamcitycement.com/en/home>, under the section Investor Relations, sub-section Shareholders' Meeting.

Should the shareholders not be able to attend the Meeting, the Company recommends giving proxy to one of the Company's Independent Directors, who are 1) Dr. Sunee Sornchaitanasuk, and 2) Mr. Charin Satchayan, who do not have vested interest in any agenda item that would otherwise forbid them to vote. Information and biography of the Independent Directors proposed to be proxyholders may be found in Attachment 9. Alternatively, shareholders may give proxy to any other person, by printing out the proxy form B included in Attachment 10 or found on the Company's website ([www.siamcitycement.com](http://www.siamcitycement.com)), section Investor Relations, sub-section Shareholders' Meeting Year 2026. In the interest of providing shareholders with increased convenience, the Company also provides, on request, proxy forms A, B, and C by email through the email address [companysecretary@siamcitycement.com](mailto:companysecretary@siamcitycement.com) or by post (exception being giving e-Proxy Voting, which must be done through TSD's platform,) details for which may be found in Attachment 7.

From 1 August 2025 to 30 November 2025, Shareholders were invited to submit agenda items and questions and propose candidates for directorship for the Annual General Meeting of Shareholders No. 33. However, no agenda items or questions were submitted, and no candidates for directorship were proposed. Shareholders and proxyholders are still able to submit questions in advance of the Annual General Meeting of Shareholders for the Year 2026 until 29 April 2026, as detailed in Attachment 7.4.

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 2025

(Supporting Document for Agenda 1)

and


Financial Report 2025

(Supporting Document for Agenda 2)




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

### Details of the Proposed Auditors for the year 2026

<b>Name-Surname:</b>	Ms. Kamontip Lertwitworatep	
<b>Certified Public Accountant No.:</b>	4377	
<b>Company:</b>	EY Office Limited	
<b>Current position:</b>	Partner	
<b>Age:</b>	57 years	
<b>Education and training:</b>	<ul style="list-style-type: none"> <li>- Bachelor's degree in Accounting, Thammasat University</li> <li>- Master's Degree in Accounting, Thammasat University</li> </ul>	
<b>Length of service:</b>	December 1990 - present	
<b>Work experience:</b>	<p>Ms. Kamontip has been working with EY for 35 years. She has taken the position of Partner at EY for 23 years with experience serving a wide range of audit clients, with eighteen-month secondment to EY-San Jose Office, USA. Ms. Kamontip has comprehensive experience in various businesses, particularly 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.</p> <p>Ms. 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.</p>	
<b>Service years as the authorized signatory of the Company's financial statements with the Company:</b>	3 Years (Year 2023-2025) and 5 Years (Year 2012–2016)	
<b>Shareholding structure in the Company:</b>	-None-	
<b>Relationship or Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence</b>	-None-	
<b>Contact details:</b>	<p><b>Email:</b> <a href="mailto:Kamontip.Lertwitworatep@th.ey.com">Kamontip.Lertwitworatep@th.ey.com</a></p> <p><b>Phone:</b> 02-264-9090</p>	

<b>Name-Surname:</b>	Mrs. Sarinda Hirunprasurtwutti	
<b>Certified Public Accountant No.:</b>	4799	
<b>Company:</b>	EY Office Limited	
<b>Current position:</b>	Partner	
<b>Age:</b>	53 years	
<b>Education and training:</b>	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Thammasat University</li> <li>- Master's Degree in Accounting, Chulalongkorn University</li> </ul>	
<b>Length of service:</b>	June 1993 - present	
<b>Work experience:</b>	<p>Mrs. Sarinda has been working with EY for 33 years and has taken the position of Partner at EY for 14 years. Mrs. Sarinda 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</p> <p>Mrs. 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.</p>	
<b>Service years as the authorized signatory of the Company's financial statements with the Company:</b>	1 Years (Year 2017)	
<b>Shareholding structure in the Company:</b>	-None-	
<b>Relationship or Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence</b>	-None-	
<b>Contact details:</b>	<p><b>Email:</b> <a href="mailto:Sarinda.Hirunprasurtwutti@th.ey.com">Sarinda.Hirunprasurtwutti@th.ey.com</a></p> <p><b>Phone:</b> 02-264-9090</p>	

<b>Name-Surname:</b>	Mr. Chayanut Metkunakorn	
<b>Certified Public Accountant No.:</b>	11269	
<b>Company:</b>	EY Office Limited	
<b>Current position:</b>	Partner	
<b>Age:</b>	41 years	
<b>Education and training:</b>	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Chulalongkorn University</li> <li>- Master's Degree in Accounting, Chulalongkorn University</li> </ul>	
<b>Length of service:</b>	May 2006 - present	
<b>Work experience:</b>	<p>Mr. Chayanut has been working with EY for 20 years and has taken the position of Partner at EY for 3 years.</p> <p>Mr. Chayanut 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, automotive, electronic components, distribution and servicing.</p> <p>Mr. Chayanut is a licensed auditor approved by the Securities and Exchange Commission and the Stock Exchange. He has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.</p>	
<b>Service years as the authorized signatory of the Company's financial statements with the Company:</b>	-None-	
<b>Shareholding structure in the Company:</b>	-None-	
<b>Relationship or Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence</b>	-None-	
<b>Contact details:</b>	<p><b>Email:</b> <a href="mailto:Chayanut.Metkunakorn@th.ey.com">Chayanut.Metkunakorn@th.ey.com</a></p> <p><b>Phone:</b> 02-264-9090</p>	

**Audit Fees and Other Service Fees and Non-Audit Fees  
for the Company and Subsidiaries**

Audit Fee/Company	Year 2025 (THB)	Year 2026 (THB)
Siam City Cement Public Company Limited – <i>Audit fee</i>	4,620,000	4,750,000 <sup>*/1</sup>
Siam City Concrete Co., Ltd.	800,000	800,000
Conwood Co., Ltd.	700,000	750,000
Siam City Power Co., Ltd.	420,000	420,000
INSEE Superblock Co., Ltd.	460,000	460,000
INSEE Ecocycle Co., Ltd.	580,000	580,000
INSEE Digital Co., Ltd.	600,000	600,000
Globe Cement Co., Ltd.	70,000	70,000 <sup>*/2</sup>
Siam City Cement Trading Co., Ltd.	100,000	100,000
INSEE B.Grimm Solar Co., Ltd.	300,000	450,000
PT Conwood Indonesia (held by Conwood Co., Ltd.)	363,188 <sup>*/3</sup>	384,794 <sup>*/3</sup>
Siam City Cement (Bangladesh) Limited	742,257 <sup>*/3</sup>	851,070 <sup>*/3</sup>
Siam City Cement (Lanka) Limited and its subsidiaries	892,986 <sup>*/3</sup>	942,359 <sup>*/3</sup>
Siam City Cement (Vietnam) Limited and its subsidiaries	1,977,155 <sup>*/3</sup>	1,893,956 <sup>*/3</sup>
LANNA Resources Public Company Limited (LANNA)	1,800,000	1,800,000
Thai Agro Energy Public Company Limited (TAE)	1,400,000	1,400,000
Lanna Power Generation Company Limited (held by LANNA)	200,000	200,000
PT. Lanna Harita Indonesia (held by LANNA)	1,511,000	1,702,944
PT. Singlurus Pratama (held by LANNA)	1,577,106	1,810,364
<b>Total actual paid amount</b>	<b>19,113,692</b>	<b>19,965,487</b>

\* Remark

1. The amount of auditors' remuneration to be proposed for the year 2026 is THB 4,750,000 which, compared to the amount for the previous year at THB 4,620,000, is higher by THB 130,000, approximately a 2.81 percent increase.
2. Audit fee incurred due to the ongoing liquidation process.
3. The auditors' remunerations payment for the overseas subsidiaries 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 2026 were converted to Thai Baht by the exchange rate as of 31 January 2026, and subject to change due to an ongoing negotiation. The Board of Directors ensures timely submission of the Financial Statement. In 2025 and 2026, EY Office Limited is not served as the auditor for PT Conwood Indonesia.

The audit's remunerations of the Company and its subsidiaries for the year 2026 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.

**Other Service Fees and Non-Audit Fees:** In addition to audit fee for the year 2025, other service fees and non-audit fees paid to EY Office Limited were THB 726,348.00. In 2024, the Company paid THB 546,475 for such fees.

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

### **1. Board Oversight and Accountability**

The Board of Directors is responsible for overseeing and ensuring that the nomination and selection of directors are conducted in accordance with good corporate governance principles, with transparency, fairness, appropriateness, and accountability to shareholders. The Board delegates the nomination process to the Nomination and Remuneration Committee, while retaining oversight, review, and final decision-making authority.

### **2. Nomination Process, Criteria, and Board Skill Matrix**

The Nomination and Remuneration Committee establishes clear criteria and procedures for identifying and selecting qualified candidates, taking into account their knowledge, expertise, skills, experience, understanding of the Company's business and industry, and their ability to perform duties with due care, integrity, and independent judgment. The Board Skill Matrix is applied to ensure an appropriate, balanced, and effective Board composition aligned with the Company's strategy, risks, and long-term sustainability.

### **3. Candidate Assessment and Use of External Expertise**

To enhance objectivity and robustness, the Committee may engage external executive search firms to identify and assess qualified candidates, both domestically and internationally. All candidates are subject to thorough evaluation to ensure compliance with applicable laws and regulations and the absence of prohibited characteristics under relevant legislation.


### **4. Board Review and Shareholder Approval**

Proposed candidates are submitted to the Board of Directors for careful and independent consideration on an individual basis, with directors having conflicts of interest abstaining from deliberation. The Board then proposes the candidates to the shareholders' meeting for approval on an individual basis, supported by adequate and transparent disclosure to enable informed decision-making.

### **5. Independence, Performance Review, and Shareholder Participation**

The Company assesses independent directors' qualifications in accordance with applicable regulatory criteria to ensure appropriate independence. Where re-election is proposed, performance during the preceding term is considered. An independent director may, if assigned by the Board, participate in decision-making relating to the operations of the Company and related entities on a collective basis; however, Audit Committee members shall not participate in management decision-making. Each director must be approved by a majority of votes at the shareholders' meeting. Minority shareholders are entitled to nominate director candidates; however, no nominations were received for the 33rd Annual General Meeting of Shareholders.

## Information of the Directors for Re-elections

<b>Name-Surname:</b>	Mr. Paul Heinz Hugentobler	
<b>Age:</b>	76 years	
<b>Type of Director:</b>	Director	
<b>Current Positions:</b>	<ul style="list-style-type: none"> <li>- Chairman of the Board of Directors and</li> <li>- Chairman of Nomination and Compensation Committee</li> </ul>	
<b>Education:</b>	<p>Bachelor's Degree: B.S.C. in Civil Engineering, Swiss Federal Institute of Technology, Zurich, Switzerland</p> <p>Master's Degree: Lic.oec.HSG, Graduated School, St. Gallen, Switzerland</p> <p>Certificate: International Senior Management Program, Harvard Business School, U.S.A</p>	
<b>Years of directorship:</b>	27 years (since 1 August 1998)	
<b>Attending Board Meeting in 2025:</b>	<ul style="list-style-type: none"> <li>- Board Meetings: 6/6 (100%)</li> <li>- Non-executive Director Meetings: 1/1 (100%)</li> </ul>	
<b>Attending Board Committee Meeting in 2025:</b>	<ul style="list-style-type: none"> <li>- Nomination and Compensation Committee Meetings: 6/6 (100%)</li> </ul>	
<b>Direct Shareholding in the Company (%)</b>	None (0% of total issued shares)	
<b>Indirect 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	

### Work Experience and Position held in other companies or organizations

- <u>Current Positions in Listed Company in Thailand (1 Company)</u>		
Mar 2017 – Present	Chairman of the Board of Directors	- Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Jul 2014 – Present	Chairman of Nomination and Compensation Committee	
Jul 2014 – May 2017	Member of Governance and Risk Committee	
Dec 2000 – Mar 2017	Vice Chairman	
Aug 1998 – Nov 2000	Director	
- <u>Current Positions in Non-Listed Company (2 Companies)</u>		
2014 – Present	Independent Director	- JK Cement Limited / Cement Producer (registered in India)
2014 – Present	Independent Director	- Dalmia Bharat Limited / Cement Producer (registered in India)

- Past Work Experience (at least 5 years)

2000 – 2024	Director	- Lanna Resources Public Company Limited/ Coal Mining
Jan 2023 – Oct 2023	Chairman	- Conwood Company Limited (Subsidiary)/ Construction Material
Jan 2023 – Oct 2023	Chairman	- INSEE Superblock Company Limited (Subsidiary) / Light-Weight Concrete Products
Jan 2023 – Oct 2023	Chairman	- PT Conwood Indonesia Company Limited (Subsidiary)/ Architectural and Decorative Building Materials Producer (Registered in Indonesia)
Jul 2017 – May 2019	Chairman	- Siam City Concrete Company Limited (Subsidiary)/ Ready-mixed Concrete and Aggregates
Apr 2017 – May 2019	Chairman	- Siam City Cement (Vietnam) Limited (Subsidiary)/ Cement Manufacturing (Registered in Vietnam)
Apr 2017 – May 2019	Chairman	- Siam City Cement Trading Company Limited (Subsidiary)/ Cement and Raw Material Trading
Mar 2016 – May 2019	Chairman	- Siam City Cement (Bangladesh) Limited (Subsidiary)/ Cement Manufacturing (Registered in Bangladesh)
Aug 2016 – May 2019	Chairman	- Siam City Cement (Lanka) Limited (Subsidiary)/ Cement Manufacturing (Registered in Sri Lanka)
Dec 2015 – May 2019	Director	- Chip Mong INSEE Cement Corporation/ Cement Producer (Registered in Cambodia)
2002 – Feb 2014	Member of the Executive Committee	- Holcim Company Limited/ Cement Producer

**Name-Surname:** Ms. Nopporn Tirawattanagool

**Age:** 71 years

**Type of Director:** Director

**Current Positions:** Directors

**Education:** Bachelor's Degree: Bachelor of Business Administration (in Accounting), Thammasat University  
Master's Degree: Master of Accounting, Thammasat University

**Years of directorship:** 13 years (since 23 April 2012)

**Attending Board Meeting in 2025:**

- Board Meetings: 6/6 (100%)
- Non-executive Director Meetings: 1/1 (100%)

**Attending Board Committee Meeting in 2025:** None

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

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

**Family relationship with Directors and Executives** None

**Position in company under same competition** None

**Position in company with conflict of interest** None



**Work Experience and Position held in other companies or organizations**

- Current Positions in Listed Company in Thailand (4 Companies)

Apr 2012 – Present	Directors	- 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	
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
May 2013 – Present	Member of Nomination and Remuneration Committee	(formerly Sri Ayudhya Capital Public Company Limited) /
Apr 2013 – Present	Director	General Insurance
- Current Positions in Non-Listed Company (22 Companies)

Apr 2017 – Present	Director (Authorized Signatory)	- BBTV Asset Management Limited / Advertisement and Holdings
May 2015 – Present	Director (Authorized Signatory)	- CKS Holding Company Limited / Holding

May 2015 – Present	Director (Authorized Signatory)	- Super Assets Company Limited / Real Estate
May 2015 – Present	Director (Authorized Signatory)	- C.K.R Company Limited / Holding
May 2015 – Present	Director (Authorized Signatory)	- The Bangkok Lighters Company Limited / Asset Management
May 2015 – Present	Director (Authorized Signatory)	- The Thai Tapioca Flour Produce Company Limited / Real Estate
May 2015 – Present	Director (Authorized Signatory)	- Cyber Venture Company Limited / Holding
Apr 2015 – Present	Director (Authorized Signatory)	- Khao Kheow Country Club Company Limited / Golf Course
Apr 2015 – Present	Director (Authorized Signatory)	- Siam Purimongkol Company Limited / Real Estate
Dec 2014 – Present	Director (Authorized Signatory)	- Grand Fortune Company Limited / Real Estate
Apr 2014 – Present	Director (Authorized Signatory)	- Bangkok Broadcasting & TV Company Limited / Television Broadcasting
Apr 2014 – Present	Director (Authorized Signatory)	- BBTv Satelvision Company Limited/ Advertisement
Apr 2014 – Present	Director (Authorized Signatory)	- GL Asset Company Limited / Advertisement
Apr 2014 – Present	Director (Authorized Signatory)	- Mahakij Holding Company Limited / Advertisement and Holding
Apr 2014 – Present	Director (Authorized Signatory)	- BBTv Production Company Limited / Advertisement
Jan 2014 – Present	Director (Authorized Signatory)	- BBTv Alliance Limited / Holding Company
Jan 2014 – Present	Director (Authorized Signatory)	- BBTv 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)	- BBTv International Holdings Company Limited / Holding
Sep 2010 – Present	Director (Authorized Signatory)	- Sunrise Equity Company Limited / Holding
Sep 2010 – Present	Director (Authorized Signatory)	- BBTv Equity Company Limited / Office Building Rental

- Past Work Experience (at least 5 years)

Jan 2015 – Apr 2025	Member of Risk and Compliance Committee	- Bank of Ayudhya Public Company Limited/ Commercial Bank
Apr 2010 – Apr 2025	Authorized director, and Member of Nomination and Remuneration Committee	

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**Name-Surname:** Mr. Ranjan Sachdeva

**Age:** 57 years

**Type of Director:** Executive Director

**Current Positions:** - Directors

**Education:**

Bachelor's Degree: Bachelor of Engineering (Mechanical), Thapar Institute of Engineering and Technology University, India

Master's Degree: MBA (Corporate and International Finance) University of Leicester, UK

Certificate: Certificate Internal Auditor, The Institute of Internal Auditor - IIA, Florida, USA



**Years of directorship:** 2 years (since 9 February 2024)

**Attending Board Meeting in 2025:** - Board Meetings: 6/6 (100%)

**Attending Board Committee Meeting in 2025:** None

**Direct Shareholding in the Company (%)** 3,814 Shares (0.0013% of total issued shares)

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

**Family relationship with Directors and Executives** None

**Position in company under same competition** None

**Position in company with conflict of interest** None

**Work Experience and Position held in other companies or organizations**

- Current Positions in Listed Company in Thailand (2 Companies)

May 2024 – Present	Group Chief Executive Office	- Siam City Cement Public Company Limited / Cement Producer and Construction Materials
Feb 2024 – Present	Executive Director	
Apr 2023 – Present	Group Chief Financial Officer	
Jan 2024 – Apr 2024	Acting Group Chief Executive Officer	
Oct 2017 – Mar 2023	Head of Group Internal Audit and Compliance	
Apr 2024 – Present	Director	- Lanna Resources Public Company Limited / Coal Mining

- Current Positions in Non-Listed Company (6 Companies)

Jan 2025 – Present	Chairman	- Chip Mong INSEE Cement Corporation / Cement Producer (Registered in Cambodia)
Jan 2024 – Dec 2024	Vice chairman	
Jan 2024 – Present	Director	- Siam City Cement (Lanka) Limited (Subsidiary) / Cement Manufacturing (Registered in Sri Lanka)
Sep 2023 – Present	Chairman	- Siam City Cement Trading Company Limited (Subsidiary) / Cement and Raw Material Trading
Mar 2023 - Present	Chairman	- INSEE Digital Company Limited (Subsidiary) / Technical Services and Information Technology Management and Development Services
Mar 2023 – Present	Director	- Siam City Cement (Vietnam) Company Limited (Subsidiary) / Cement Manufacturing (Registered in Vietnam)
Mar 2023 – Present	Director	- Siam City Cement (Bangladesh) Limited (Subsidiary) / Cement Manufacturing (Registered in Bangladesh)

- Past Work Experience (at least 5 years)

Sep 2015 – Sep 2017	Group Commercial Director	- Vedanta Public Company Limited / Metal, Mining, Oil and Gas (registered in India)
2013 - Aug 2015	Chief Procurement Officer	- Holcim in India / Cement and Ready – Mixed Producer
2011 - Apr 2013	Regional Internal Audit Director (Holcim) South Asia, Singapore and Malaysia	

**Name-Surname:** Dr. Subhak Siwaraksa

**Age:** 68 years

**Type of Director:** Independent Director

**Current Positions:**

- Member of Nomination and Compensation Committee
- Member of Governance Committee and
- Member of Technology and Digitalization Committee



**Education:**

Bachelor's Degree: English Literature and Economics, Georgetown University, Washington D.C., U.S.A.

Master's Degree: Law and Diplomacy, Fletcher School of Law and Diplomacy, Tufts University, Massachusetts, U.S.A.

Ph.D.: Economics, University of Pennsylvania, U.S.A.

**Years of directorship:** 1 year 5 months (since 29 November 2024)

**Attending Board Meeting in 2025:**

- Board Meetings: 6/6 (100%)
- Non-executive Director Meetings: 1/1 (100%)

**Attending Board Committee Meeting in 2025:**

- Nomination and Compensation Committee Meetings: 6/6 (100%)
- Governance Committee Meetings: 3/3 (100%)
- Technology and Digitalization Committee Meetings: 3/3 (100%)

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

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

**Family relationship with Directors and Executives** None

**Position in company under same competition** None

**Position in company with conflict of interest** None

**Work Experience and Position held in other companies or organizations**

- Current Positions in Listed Company in Thailand (4 Companies)

Apr 2025 – Present	Member of Technology and Digitization Committee	- Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Nov 2024 – Present	Independent Director, Member of the Nomination and Compensation Committee, and Member of the Governance Committee	
2020 – Present	Independent Director, Chairman of Audit Committee and Member of Risk Committee	- Prudential Life Assurance (Thailand) Public Company Limited / Life Assurance
2020 – Present	Independent Director and Member Audit Committee and member of Risk Management Committee	- Bangkok Dusit Medical Services Public Company Limited/ Health Care Services
2016 – Present	Independent Director, Chairman of Audit, Risk and Corporate Governance	- Thai Wah Public Company Limited / Agriculture & Food Industry

	Committee, Member of Nomination and Remuneration Committee, Member of Strategic and Innovation Committee and	
<u>- Current Positions in Non-Listed Company (1 Company)</u>		
Nov 2023 – Present	Member of Financial Institution Policy Committee	- Bank of Thailand
2020 – Present	Board Director, Chairman of Risk Oversight Committee and Member of Audit Committee	
2017 – Oct 2023	Member of Monetary Policy Committee	
<u>- Past Work Experience (at least 5 years)</u>		
2019 – 2025	Commissioner and Member of Risk Management Committee	- The Securities and Exchange Commission, Thailand
2017 – Dec 2025	Country Chairman Thailand	- Jardine Matheson Group / Conglomerate (Business Advisory)
2018 – 2022	Independent Director and Member of Audit Committee	- Samitivej Public Company Limited / Health and medical services
2016 – 2018	Governor, Member of Audit Committee and Member of the Corporate Governance and Social Responsibilities Committee	- The Stock Exchange of Thailand

## 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<sup>1</sup>, and other relevant regulatory bodies as follows:

1. Holds shares not exceeding 0.5 percent of the total number of voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, provided that the aggregate shareholding of such independent director and his/her related persons shall be taken into account. This criterion is more stringent than the minimum requirements prescribed by the relevant regulatory authorities.
2. Neither being nor used to be an executive director involved in the management of the business, employee, staff, advisor earning regular monthly salary, controlling person of the Company, its parent company, subsidiaries, associates, same-level subsidiaries of common parent company, major shareholders, or controlling persons during the period of two years preceding the date of appointment. Such prohibited characteristics does not apply in the case where the independent director 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 a person who is related by blood or by legal registration as a parent, spouse, sibling, or child, including the child’s spouse, with any other director, executive, major shareholder, controlling person, or any person to be nominated as director, executive or controlling person of the Company or its subsidiaries.
4. Neither having nor used to have a business relationship or transaction with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, in the manner which may interfere with the exercise of independent judgement; and neither being nor used to be a significant shareholder or controlling person of any juristic person having a business relationship or transaction with the Company, its parent company, subsidiaries, associates, major shareholders, controlling person in an amount starting from 20 million baht or more or from three percent of net tangible assets (NTA), whichever is amount is lower, during the period of two years preceding the date of appointment.

In this regard, the calculation of such indebtedness shall be made in accordance with the method for calculating the value of connected transactions as prescribed under the Notification of the Capital Market Supervisory Board on rules governing connected transactions, mutatis mutandis. For the purpose of considering such indebtedness, indebtedness incurred during the one-year period prior to the date on which the business relationship with the same person arises shall be aggregated.

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, controlling persons, and not being a significant shareholder, controlling person, partner of an audit firm which employs the auditors of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, during the period of two years preceding the date of appointment.
6. Neither being nor used to be a provider of professional services, including legal advisor or financial advisor and not being a significant shareholder, controlling person, or partner of such provider receiving a service fee of more than two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholders or controlling persons during the period of two year preceding the date of appointment.

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<sup>1</sup> Notification of Capital Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended)

\* In case of a person who has qualifications inconsistent with clauses 4 and 6, he or she shall be granted an exemption from such prohibition, provided that the Company has obtained an opinion of the board of directors indicating that after a consideration in accordance with the principle in Section 89/7 of the Securities and Exchange Act, B.E. 2535 (as amended), the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the following information has also been disclosed in the notice calling the shareholders' meeting.

7. Not being a director who is appointed as the representative of directors of the Company, major shareholder or shareholder who is related to a majority shareholder.
8. Not undertaking any business of the same nature and in competition with the Company and its subsidiaries, or not being a significant partner in a partnership or holding more than 0.5 percent of the total voting shares of other company which undertake such business, or being an executive director involved in the management of the business, employee, staff, advisor with a regular monthly salary, or controlling persons of such business.
9. Not having any other characteristics that cause the inability to express independent opinions with regard to the Company's business operations.

In this regard, an independent director can be an independent director of an affiliated company within the Company's group, but a member of the Audit Committee is prohibited from being a director of a parent company, subsidiary or subsidiary at the same level (sister company) which are listed companies. In addition, after being appointed as an independent director, that independent director may be assigned by the Board of Directors to make a decision on the business operation of the Company, the parent company, subsidiary, associate, subsidiary at the same level (sister company), major shareholder or controlling person in the form of collective decision. However, a member of the Audit Committee is prohibited from taking part in the decision-making on the business operation.

## Remunerations for the Board and Board Committees for the year 2026

In compliance 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 2026 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 the previous year). The Board of Directors shall allocate accordingly. Executive directors shall not receive directors' remuneration. The Shareholders were requested to grant the authority to the Board of Directors to adjust the Board Committees and their remunerations 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 such bonuses among its members accordingly.

**Other Benefits for Directors:** None. In this regard, reimbursement of travel expenses incurred in the performance of duties is not considered directors' remuneration, as such reimbursement is of the same nature as employee welfare provided to general employees and constitutes an expense incurred, not income or compensation (same as the previous year).

The remuneration of the Board of Directors in 2025 was approximately THB 28,065,000 and the annual bonuses were approximately THB 4,646,500 the total of which was not exceeding the limit approved by the 32<sup>nd</sup> Annual General Meeting of Shareholders held on 30 April 2025, 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 2026 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>Technology and Digitalization 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.	

\*Remarks

- Executive Directors shall not receive directors' remuneration.
- Directors' Remuneration per position shown in the above table is the same amount for the year 2025. The Board of Directors may adjust the Board Committees and their remunerations in the future. However, the total Directors' Remuneration for the year 2026 shall not exceed the approved limit which is THB 45 million per year.

## TRANSLATION

Form BorMorJor.002

(OFFICIAL SEAL AFFIXED)

**Objectives**  
of  
Siam City Cement Public Company Limited

The objectives of the Company comprise of 25 items, as follows:

(1) To engage in an industrial activity to produce all types of cement, white cement, plaster cement and materials or things of similar kind or derived products from the materials and things or assets used in the cement production or by-products of such activity and to engage in the production of all types of construction materials inclusive of trading and contract works of any kinds in connection with the aforementioned.

(2) To provide, produce, purchase, sell, exchange or trade by any other method for goods which are products or by-products from the engagement in any industrial activities, or raw materials or other materials; as well as to engage in the importation either for own use or for domestically and internationally distribution of goods, raw materials or materials used in any engagement in connection with any activities under the Company's objectives.

(3) To engage in the transportation and transfer on land, waterway and airplane both domestically and internationally including all services in connection with the customs and transportation delivery matters.

-Signature- (4) To engage in the contract works for building construction, architectural works, civil engineering works and any other types of construction works including designing, providing consultancy services and giving advice on general construction and the aforementioned works.

(5) To trade, exchange, rent, lease, hire-purchase, undertake hire-purchase, borrow, lend, mortgage, undertake mortgage, pledge, undertake pledge of assets or goods and to undertake guarantee or to guarantee liabilities of any persons for the benefits of the Company's operations including undertaking to provide guarantee services for persons entering or departing from the country as required by the immigration law, tax duty law and any other laws except Credit Foncier.

(6) To own movable and immovable assets including land both in the country and overseas for use in the Company's activities as well as to possess, improve, make use of and manage by any means any assets inclusive of the proceeds of such assets.

TRANSLATION

Form BorMorJor.002

(OFFICIAL SEAL AFFIXED)

**Objectives**

of

Siam City Cement Public Company Limited

The objectives of the Company comprise of 25 items, as follows:

(+) (7) To invest in any industrial, agricultural and commercial activities by means of being an investor either in whole or in part or becoming a partner or a shareholder in the aforementioned activities established as a juristic person for the purpose of buying or acquiring by any means either in whole or in part, operations, assets, rights and responsibilities of a limited company, partnership or any other persons for the convenience, suitability or other benefits of the Company in order to continue or to dissolve and liquidation of the aforementioned activities.

-Signature- (8) To act as an agent, a commission agent, or a broker of an individual, a group of persons or any juristic persons both in the country and overseas except insurance activities.

(9) To establish branches, commission agents, agents, or sub-agents both in the country and overseas.

(10) To procure the rights and to engage in the exploration of minerals including minerals mining and any activities in connection with the mining of all types of minerals and the extraction (using explosives) and crushing of stones and to engage in any other related activities in connection with trading, purchase, sales, storage, conversion, smelting, separating, analysis and testing, grinding, refining and smelting of all types of minerals including aggregates, rocks, soil, sand and other natural resources as relevant to the pursuit of the Company's objectives.

(11) To engage in the exploration, providing, production, purchase, sales, exchange, or other activities in connection with the natural resources, natural energy and other energy sources in the form of raw materials, semi-manufactured products and finished products.

(12) To engage in the production, purchase, sales, exchange or trading by any means of plastic products or things of similar kind in the form of raw materials, semi-manufactured products and finished products.

(13) To engage in the production and trading of agricultural products, including forestry activities, plantation, orchard and animal farming including all semi-manufactured products and finished products of the aforementioned.

## TRANSLATION

Form BorMorJor.002

(OFFICIAL SEAL AFFIXED)

**Objectives**

of

Siam City Cement Public Company LimitedThe objectives of the Company comprise of 25 items, as follows:

(+) (14) To engage in the production and trading of paper pulp, paper, paper bags, paper boxes, raw materials or materials and things used in or in connection with the production of paper pulp or all types of paper, packaging products and other types of products which are made of one or several of paper, paper pulp, plastic, *Signature* rubber, minerals, wood, metal or non-metal and to engage in the production of materials and things of similar kind or nature or by-products of such activities including providing, purchase, sales exchange or trading by any mean and contract works of any kinds in connection with the aforementioned.

(15) To engage in paper printing, undertaking to print books and printing media, distribution of books and issuance of newspapers, journals and other printing media including the production and trading of printing machines and equipment use, stationery, textbooks, studying books and equipment, calculators, computers, other electronic equipment and all types of office equipment and by-products of such activities including contract works of any kinds in connection with the aforementioned.

(16) To engage in gas separation plant, oil refinery plant, sawing and wooden drying plant, plywood manufacturing, vehicle body assembly manufacturing, ceramic ware and clayware manufacturing, pottery manufacturing, manufacturing of dried agricultural products, jute manufacturing, vegetable oil distillation manufacturing, pulp and paper manufacturing, boxes manufacturing, packaging products manufacturing, sacks manufacturing, weaving factory, yarn spinning factory, dyed and printed textiles manufacturing, vehicle tyres manufacturing, smelting and production of steel manufacturing, casting and refining of metals manufacturing, zinc-based product manufacturing, convenience food manufacturing, alcohol production manufacturing, alcoholic drinks manufacturing, gas plant, sugar manufacturing, plastic utensils manufacturing, ironing and reforming of metal-based products manufacturing, door and window frames manufacturing, furniture manufacturing, glass and mirror products manufacturing, drinking product manufacturing, rubber-reformed manufacturing, vehicle and engine assembly manufacturing, petrochemicals industrial plant, radio and television manufacturing including the production of the components and equipment of the aforementioned products, heat resistant bricks and refractories manufacturing and any other manufacturing which will be benefit to and/or support the Company's objectives.

## TRANSLATION

Form BorMorJor.002

(OFFICIAL SEAL AFFIXED)

**Objectives**

of

Siam City Cement Public Company Limited

The objectives of the Company comprise of 25 items, as follows:

(+) (17) To engage in tourism, restaurants, hotels, advertising and other related services in connection with the aforementioned activities both domestically and internationally.

(18) To engage in purchase, sales and exchange of foreign currencies after receiving the permission of the Ministry of Finance or other competent authorities.

(19) To engage in hospitals, clinics, to treat patients and injured persons and to provide teaching and training courses involved in the medical subjects, nursing, health and hygiene.

(20) To provide business and consultancy services, give advice in connection with the management of commercial, agricultural and industrial works and to undertake to be a manager, collect benefits and manage assets for other persons.

(21) To provide, purchase, sell, exchange, transfer, undertake transfer, rent, let, sub-rent, sub-let or procure by any means concessions, license for minerals exploration, applications for license for minerals exploration, patent permit for mining, applications for patent permit for mining, patents, copyrights, trademarks, plans, production methods, formula and other rights which may be beneficial to the Company's activities or other activities which the Company may have its interests.

(22) To engage in an auction business to sell goods and to undertake contract works in accordance with the Company's objectives for a person, a group of persons, a juristic person, government agencies and public organizations.

(23) To explore, analyse, test, research or undertake by any means to acquire information, minerals, raw materials or materials and things involved in the production and distribution of goods including the Company's advertising activities.

(24) To allow the Company to issue and distribute shares at a price higher than the par value and the liabilities of each shareholder shall be limited to and not exceeding the amount of the unpaid value of his shares. *-Signature*

TRANSLATION

Form BorMorJor.002

(OFFICIAL SEAL AFFIXED)

**Objectives**

of

Siam City Cement Public Company Limited

The objectives of the Company comprise of 25 items, as follows:

(+) (25) To engage in the business of waste treatment plants: to undertake waste disposal services of solid waste, liquid waste, semi-solid waste, semi-liquid waste, unused materials, such as rubber, tires, plastic, paper, wood, metal, oil, chemicals, poisonous substance and contaminated substance and environmental and/or pollution treatment and enhancement services, waste-water treatment plants, waste disposal plants, including engaging in the business of procuring, purchasing, selling, exchanging or trading in any other manner, and contractual work of any kind in connection with the aforementioned./

(Translation)

### **The amended Company's Objectives**

The objectives of this Company consist of 56 clauses, as follows:

(1) To carry on an industrial activity to manufacture all types of cement, white cement, plaster cement, plastering mortar, bricklaying mortar, floor leveling mortar, skim coat, thermal insulation mortar, fire barrier mortar, tile grout, cement-based adhesive, all types of cement products, reinforced concrete, prestressed concrete, ready-mixed dry concrete, various types of precast concrete products, such as walls, floors, bathroom trays, balconies, stairways, cornices, floor slabs, precast concrete wall panels, and precast concrete parts, including water pipes, columns, piles, beams, bridge bearings, prefabricated building structures, precast slabs, and materials or items that are of similar kinds or are derived from materials, items, or property used in the production of cement, or by-products from that activity; to carry on the business of manufacturing all types of construction materials, construction equipment, or materials used in or related to the construction or industry, steels, bricks, stones, gravels, sand and any other products that are manufactured using cement as part of raw materials, and materials for cement mixing; as well as to trade in, buy, sell, exchange, to be hired to perform any work, to provide services, and to otherwise act in connection with all of the aforesaid items.

(2) To carry on the business of a laboratory; to provide the services of inspecting, examining, measuring, analyzing, testing, or to do other acts in connection with the analysis and test of any other substances, including issuing reports for manufacturing industries, service industries, or any other industries, including other related works.

(3) To carry on the business of factories for manufacturing cement and other goods specified in the objectives; to plan, promote, design, research on, and acquire technologies; to construct factories, laboratories, and other facilities for the aforesaid business; and to import, purchase, manufacture, rent, buy on hire-purchase, or procure by any means machinery, equipment, structures, and raw materials that are beneficial for the aforesaid business.

(4) To carry on the business of procuring, manufacturing, purchasing, selling, exchanging, importing, exporting, repairing, modifying, installing, or otherwise trading in goods that are outputs, products, or by-products from the engagement in any industrial activities, or other goods, raw materials, or materials or things, including machinery, engines, mechanical tools, labour-saving devices, vehicles, power generators, electrical appliances, water pumps, heaters, cooling devices, pollution eliminators, kitchenware, metalware, sanitary wares, household appliances, furniture, electrical equipment, plumbing equipment and other items related to water, including components, equipment, parts, materials, and spare parts of the aforesaid goods, as well as construction materials, tools, implements used in construction, all types of workman's tools, paint, painting devices, glass, sheet glass, and all kinds of building ornament and decoration that are related to construction, industry, commerce, or agriculture as specified in the objectives, or that are used in or related to the engagement in the businesses according to the Company's objectives; as well as to carry on the business of importing for own use or domestic distribution, and exporting all of the aforesaid items.

(5) To carry on or invest in the business of transportation and shipment on land, on water, and in the air; to acquire ownership of ships or aircraft registered as Thai ships or aircraft under the law on Thai ships or aircraft, or ships or aircraft registered under other laws, within and outside the country; as well as to provide services related to customs clearance and management of all kinds of freight.

(6) To carry on the business of contracting for building construction, architectural works, civil engineering works, mechanical engineering works, electrical engineering works, industrial engineering works, environmental engineering works, chemical engineering works, and other construction works including designing works; as well as to act as a consultant and to provide advice on general construction works and all of the aforesaid works.

(7) To buy, sell, procure, exchange, deposit, accept on deposit, rent, lease, buy on hire-purchase, sell on hire-purchase, lease out by leasing, or dispose of by any means any property or rights, as well as the fruits thereof, or any other privileges under law for the Company's business or any other business in which the Company has interest, except in the banking business, finance business, credit foncier business, and securities business unless permitted under applicable law.

(8) To borrow money, overdraw from accounts with banks, juristic persons, or other finance institutions, or to acquire money by any means, as well as to accept or provide guarantees for debts or liabilities of any persons, with or without security, within and outside the country, for the benefit of the Company's business or any other business in which the Company has interest, including personal guarantees for those who have entered or departed the country in accordance with the laws on immigration, taxation and other laws, except in the banking business, finance business, credit foncier business, and securities business unless permitted under applicable law.

(9) To lend money, give commercial credits, acknowledge debts, mortgage, accept the mortgage of, pledge, and accept the pledge of property or goods, without the acceptance of deposits of money or the receipt of money from the public, and the utilization of that money to create business collateral or other collateral related to any property or rights for the direct or indirect benefit of the Company's business or any other business in which the Company has interest, except in the banking business, finance business, credit foncier business, and securities business unless permitted under applicable law.

(10) To invest in, purchase, exchange, transfer, or subscribe for securities of any juristic persons, including shares, debentures, debt instruments, equity instruments, derivatives, investment units, or any other securities, including the collaboration in businesses with other persons; or to become a partner with limited liability in a limited partnership or a shareholder in a limited company or public limited company or any other juristic person; or to participate in any forms of investment in all kinds of industrial, agricultural, commercial, or any other businesses to the extent not in violation of law, including the investment with any other juristic person having the same objectives as the Company, either by way of full or partial investment or by becoming a partner or shareholder in the business that is established as a juristic person, irrespective of whether that juristic person has the same objectives as the Company; or to jointly invest, cooperate, or collaborate in businesses with any individuals, juristic persons, or bodies of persons within and outside the country, including for the purpose of purchasing or otherwise acquiring all or any part of businesses, assets, rights, and

responsibilities of any limited companies, partnerships, or persons, for the convenience, suitability, or other benefit of the Company, and for the purpose of continuing or dissolving and liquidating any of those businesses.

(11) To issue, sell, and offer for sale securities in the categories of shares, debentures, bills, investment units, share warrants, debenture warrants, warrants on investment units, or debt securities or instruments that are of any other kinds and with any characteristics as permitted or prescribed by the operation of the law on public limited companies, the law on securities and exchange, or any other laws, for the purpose of offering for sale to shareholders or the public or any persons.

(12) To sell and/or issue shares at a price equivalent to, or higher or lower than the fixed par value, provided that the shareholders' liability is limited to the amount unpaid on the shares they hold, subject to the law on public limited companies and other applicable laws.

(13) To draw, issue, receive, transfer, accept, or endorse bills or other financial negotiable instruments, including letters of guarantee, for the benefit of the Company's business or any other business in which the Company has interest, except in the banking business, finance business, credit foncier business, and securities business unless permitted under applicable law.

(14) To hold ownership or any other rights in movable and immovable property, including land, within and outside the country, for use in the Company's businesses, including to possess, improve, use, or otherwise manage any property whatsoever, as well as the fruits thereof.

(15) To provide a variety of support, either in the form of capital, property, collaboration, assistance, or training on various fields of knowledge, to any persons, juristic persons, or organizations in order to promote any businesses within and outside the country; to provide services in the areas of administration, study and research, training and seminar, business management, industry, or any academic fields to other persons; and to carry on the business of research and academic consultation, provided that the undertaking according to this objective is not in violation of the law on private higher education institutions or any other law.

(16) To establish branch offices and to carry on the business as an agent, commission agent, sub-agent, or broker for any private entities, groups of persons, or juristic persons within and outside the country, except in insurance business.

(17) To carry on the franchise businesses for manufacturing, buying, selling, exchanging, hiring or being hired to manufacture, or to otherwise act in connection with concrete products that are used in or related to construction, or that are construction materials, equipment, tools, or devices, including the goods that are specified in the objectives or are related to the specified objectives.

(18) To apply for the right to explore and to conduct exploration of mineral ores; to carry on the business of mining and all kinds of mining-related businesses, stone blasting and rock crushing, including the businesses of trading in, buying, selling, mining, converting, fusing, extracting, analyzing and examining, grinding, dressing, and smelting all kinds of ores, as well as the industrial activities related to the aforesaid things; and to buy and sell gravels,

stones, soil, sand, and products of the aforesaid industries, including other resources related to the operation of businesses according to the Company's objectives.

(19) To carry on the business of manufacturing, buying, selling, exchanging, or otherwise trading in plastic products or other similar items, whether in the form of raw material, semi-finished product, or finished product.

(20) To carry on the business of manufacturing and trading in raw rubber, rubber sheets, block rubber, latex, or other things, which are produced by or derived from any part of the Para rubber tree, including synthetic rubber and synthetic versions of the said raw materials or goods made by scientific means.

(21) To carry on the business of manufacturing and trading in medicines for the curing and prevention of disease in humans and animals, artificial organs, pharmaceutical products, chemical substances, medical, pharmaceutical and dental equipment, technological products, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, and scientific instruments and equipment.

(22) To carry on the business of producing and trading in agricultural products, cultivating all kinds of plants, including forestry, growing plant crops, rubber plantation, orchard gardening, growing all kinds of economic trees, forest plantation and restoration of all kinds of forests, as well as stock-raising business and finished and semi-finished products from the aforesaid goods.

(23) To carry on the business of manufacturing and trading in pulp, paper, paper bags, paper boxes, raw materials or materials and items used in or related to the production of pulp or paper of all kinds, containers and other products of all kinds that are made of either paper, pulp, plastic, rubber, ore, wood, metal or non-metal, or a combination thereof; to manufacture materials or items of the same or similar nature, or by-products from the aforesaid business; as well as to procure, buy, sell, exchange, or otherwise trade in and to be hired to perform any work related to all of the aforesaid goods.

(24) To carry on the business of a printing house, printing books and printed matter service, printing and publishing books for sale, and publishing newspapers, magazines and other publications; to carry on the business of manufacturing and trading in printers, printing equipment, printed forms, printed matter, books or documents, all kinds of office equipment, stationery, textbooks, printed books or school supplies, calculators, computers, other electronic devices, all kinds of office supplies, and by-products from the aforesaid business; as well as to be hired to perform any work related to the aforesaid goods.

(25) To carry on the business of a gas separation plant, oil refinery, rice mill, sawmill, planing and timber drying mill, plywood factory, wood processing factory, parquet factory, chipboard factory, acoustic board factory, water pipe and plumbing equipment factory, automobile body builders, ceramic and glazed ware factory, pottery factory, plant drying factory, jute-bailing factory, vegetable-oil extraction factory, pulp and paper factory, box factory, container factory, gunny-bag factory, textile factory, spinning factory, textile dyeing and printing factory, rubber-tire manufacture and retreading factory, iron and steel smelting and production factory, metal casting and machine lathing, and galvanized, iron sheet manufacture, pre-cooked food factory, alcohol distillery, liquor distillery, gas factory, cigarette factory, sugar mill, plastic goods factory, metal-pressing and smelting factory, door and

window manufacture, furniture factory, adhesive factory, glass and sheet glass factory, beverage manufacture factory, rubber casting factory, engine and automobile assembly plant, petrochemical industrial plant, radio and television, including radio and television parts and accessories factory, refractory brick and refractory material factory, and other factories that are beneficial to and/or promote the Company's objectives.

(26) To carry on the business of all kinds of electrical power plants, namely, thermal power plants, combined-cycle power plants, solar power plants, hydro power plants, wind power plants, biomass power plants, nuclear power plants, and all other kinds of power plants, as well as renewable energy plants, substitute energy plants, and alternative energy plants, electricity generation and distribution systems, electricity generators, electricity transmission lines, and goods that are supplies or devices for those power plants.

(27) To carry on the business of manufacturing, selling, buying, exchanging, exploring, developing, procuring, being hired for, planning, building, inspecting, analyzing, designing, installing, acquiring, delivering, improving, bidding for, repairing, maintaining, importing, exporting, or otherwise acting in connection with solar cell panels, wind turbines, electricity generation turbines, electricity generation and distribution systems, electricity generators, electricity transmission lines, including all kinds of equipment or machinery used in the generation of electricity, solar energy, wind energy, steam energy, renewable energy, substitute energy, and alternative energy, as well as all other kinds of energy, including parts, components, and spare parts of the aforesaid equipment and machinery.

(28) To carry on the business of exploring, procuring, manufacturing, buying, selling, exchanging, being a consultant for and providing advice on the use and conservation of, or otherwise acting in connection with natural resources, natural energy, substitute energy in various forms, i.e. raw material, semi-finished product, or finished product, or in the form of electrical power, solar energy, wind energy, steam energy, renewal energy, substitute energy, alternative energy, and all other kinds of energy, in order to enhance efficiency in the production and use of that energy for buildings, industrial factories, or all other kinds of businesses; including to buy, sell, and distribute methane, natural gas, benzene, diesel, fuel oil, and other oils that are used as fuel for vehicles, alcohol-derived energy, crop-derived energy, solar energy, additives, catalysts, and alternative energy in order to maximize the benefit thereof.

(29) To carry on the business of service stations selling petrol and gas, and providing repair, maintenance and inspection services, lubrication, spraying, and anti-rust treatment for all kinds of vehicles, including the services of installation, inspection and fixing of all kinds of vehicle-related equipment and devices.

(30) To carry on the business of tourism, restaurants, hotels, and advertisement, and to provide the services that are incidental and related to the aforesaid business within and outside the country.

(31) To carry on or invest in the business of buying, selling, and exchanging foreign assets and foreign currencies, when permitted by the Ministry of Finance or the authorized person under applicable law.

(32) To enter into juristic acts and contracts in order to control and prevent risks arising from the fluctuations in foreign exchange rates, interest rates, and prices of raw materials, products, and assets.

(33) To carry on the business of a hospital and nursing home, of curing the ill and people in pain, and providing technical instruction and training in medicine, nursing, sanitation, and public health, provided that the undertaking according to this objective is not in violation of the law on private higher education institutions or any other law.

(34) To carry on the business of consultation, research, marketing, and management services; to give advice on management, commerce, agriculture, industry, investment, including problems in manufacturing, marketing, and distributing; and to be a manager who protects interests, collects and receives the benefits of, and manages the properties for, others.

(35) To procure, buy, sell, exchange, transfer, accept the transfer of, rent, lease, sub-rent, sub-lease, obtain, or otherwise acquire concessions, licenses, applications for licenses, mining permits, applications for mining permits, patents, copyrights, trademarks, service marks, certification marks, collective marks, patterns, manufacturing processes, formulas, and any rights that are considered to be beneficial to the operation of the Company's business, or any other business in which the Company has interest.

(36) To carry on the business of bidding for sale of goods or hire of work according to all of the Company's objectives, for any persons, bodies of persons, juristic persons, government agencies, and state organizations.

(37) To explore, investigate, research on, inspect, study, or otherwise act in order to acquire information, ores, raw materials, or materials or things used in manufacturing or distributing goods, or to acquire any materials used in or related to the construction and industrial businesses, including advertising business, of the Company.

(38) To carry on the business of a central waste treatment plant; to provide the service of disposing of waste in solid, liquid, semi-solid, or semi-liquid state, scrap such as rubber scrap, rubber tires, plastic, paper, wood scrap, metal, oil, chemical substances, toxic substances, or residues; to provide the service of managing, disposing of, treating, and processing for reuse industrial garbage or scrap and all kinds of waste; to treat pollution and/or pollutants; to carry on the business of a waste water treatment plant and a garbage disposal plant; to extract or segregate industrial waste and/or community waste in order to obtain useful parts and/or by-products for further use and/or sale; and to procure, buy, sell, exchange, or otherwise trade in as well as to be hired to perform any work related to the aforesaid things.

(39) To carry on the service business of counseling, making recommendations, and conducting studies and research on, as well as to be hired for or to otherwise act in connection with the analysis of water, soil, pollutants, and any other substances, the treatment of waste water or air pollution, the disposal of waste, and the improvement of quality of water, soil, and air for the purpose of improving the quality of waste.

(40) To carry on or invest in support service businesses, such as accounting service, administrative service, information technology service, human resources service, service works, or any other supports.

(41) To carry on or invest in the business of researching on, developing, recording, analyzing, evaluating, designing, planning, collecting, providing consultation on, and preparing database by way of data collection, survey of opinions either in private or public, including the preparation and transmission of that data via computer database or internet connection; as well as to organize data in order to enable retrieval thereof or access thereto via an online system, and to buy, sell, and exchange that database.

(42) To carry on the service business of providing advice to private entities, companies, stores, government agencies, organizations, and state enterprises on various fields of business data that are related to business planning, data system planning, system design, system deployment, database management, diagnosis, service system management, as well as the study on business data specifications and the implementation of advanced technologies in electronic data processes.

(43) To carry on the service business of managing, collecting, compiling, preparing, and distributing statistics, data and information, documents, and evidence; protecting interests, collecting and receiving the benefits of, and managing the properties for, others; as well as analyzing and assessing the business performance of any persons.

(44) To carry out advertisement and public relations, or to act by any means in order to disseminate the products, reputation, prestige, or any other business in which the Company has interest, either for the benefit of the Company or for the benefit of the business operation.

(45) To become a member of any associations or bodies of persons, or to enter into agreements and contracts with private entities, government agencies, state enterprise agencies, or any other agencies for the benefit related to the Company's objectives, within and outside the country.

(46) To accept the transfer of all or any part of businesses, assets, and liabilities of other companies.

(47) To carry on the business of a gateway for product, service, or any other payment, including to provide the service of payment networks through various means.

(48) To apply for and hold licenses and permits, and to carry out any registrations as necessary for or beneficial to the Company's businesses or operations.

(49) To carry on the business related to tiles, pipes, sanitaryware, and products that are made from the mixture of asbestos or other fiber and cement or the mixture of mineral ores, or are wholly made of other materials into finished products, including accessories or components thereof, for use in construction and general public utilities; as well as to trade in, sell, and to be hired for any work related to all of the aforesaid products.

(50) To be hired to perform research and development on raw materials, production processes, and product development, including to be hired to perform an analysis in the fields of chemistry, physics, and product test.

(51) To carry on an electronic commerce business that is not a direct sales business under the Direct Sales and Marketing Act, B.E. 2545 (2002).

(52) To carry on the service business of designing, replicating, or decorating the interior and exterior of houses, buildings, and other constructions.

(53) To carry on the business of providing services in the areas of management of and consultation on energy efficient buildings, green buildings, and sustainable buildings.

(54) To carry on the business of providing services in the area of occupational safety, health and environment.

(55) To carry on the business of industrial zones and industrial estates of all categories.

(56) To carry on the business of providing support services to the Company's associated enterprises or branches, irrespective of whether they are located within or outside the country in the matters, such as, general management, business planning, and business coordination, procurement of raw materials and parts, product research and development, technical support, marketing and sales promotion, human resources management and training, commercial consultation, economic and investment analysis and research, credit management and control, logistics, preparation of accounts and financial reports, provision of advice on internal control, provision of engineering and information technology services, or other matters as specified in the Company's objectives above.

**e-AGM Meeting Guideline**  
**Required Documents for Attending e-AGM and Giving Proxy**

**Attachment 7 Includes the Following Documents:**

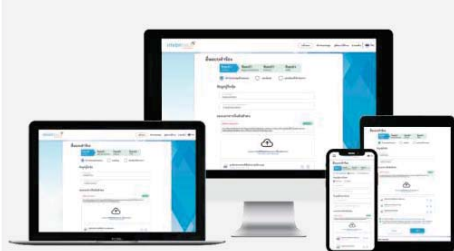
- 7.1 Guidelines for Attending the Electronic Meeting and Manual for the Voting and Question System
- 7.2 Required Documents for Attending e-AGM and Giving Proxy
- 7.3 Procedure for Granting a Proxy for the Shareholders' Meeting through the Electronic Proxy Voting Systems of Inventech Connect (Inventech Connect e-Proxy Voting) and TSD (e-Proxy Voting – TSD Investor Portal)
- 7.4 Voting Process, Vote Counting, and Submission of Questions

## Guidelines for attending Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting via electronic media can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password via e-Request system

1. The Shareholders must submit a request to attend the meeting by electronic means via Web Browser at <https://sent.inventech.co.th/SCCC442192R/#/homepage> or scan QR Code and follow the steps as shown in the picture.



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the notice of Annual General Meeting
- 2 Choose type of request form and complete the following 4 steps:  
Step 1 Fill in the shareholders' information shown on the registration page  
Step 2 Fill in the information for verify  
Step 3 Verify via OTP  
Step 4 If transaction successes, the system will display shareholders' information again to verify the exactitude of the information
- 3 Please wait for an email information regarding details of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 9 April 2026 at 8:30 hrs. until the meeting adjourns.
3. The electronic conference system will be available on 30 April 2026 at 12:00 hrs. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Company's Independent Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the Meeting by electronic means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address.

The proxy form and required documents shall be delivered to the Company by 29 April 2026 at 17.00 hrs.

Siam City Cement Public Company Limited  
Company Secretary  
199 Column Tower, 12<sup>th</sup> Floor, Ratchadapisek Road,  
Klongtoey, Bangkok 10110

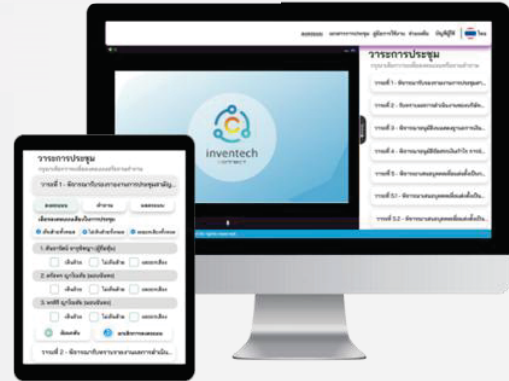
### Technical Assistance

If your pre-registration was unsuccessful and you receive a notification email from Inventech Co., Ltd., you may re-upload the correct document to the system. If you lose the username or password or do not received meeting access link by 29 April 2026, or you have any 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://www.inventech.co.th/user-manual/meetings>. or scan QR Code.

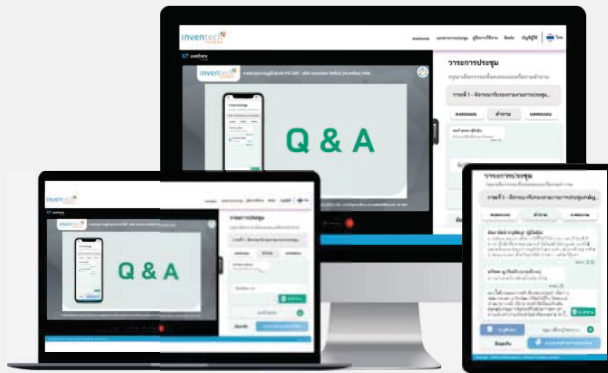


## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote<sup>(1)</sup>



## Step to ask questions via Inventech Connect



- Select which agenda that you want to ask questions
- Click on “Question” button

- 1 Ask a question
  - Type the question then click “Send”
- 2 Ask the question via video
  - Click on “Conference”
  - Click on “OK” for confirm your queue
  - Please wait for the queue for you then you can open the microphone and camera

## How to use Inventech Connect



User Manual and Video of using Inventech Connect

\* Note: Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
  - High Quality Video: Must have internet speed at 1.0 Mbps.
  - Standard Quality Video: Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

\*\* The system does not support internet explorer.

Remark: (1) Shareholders can edit their vote until the system closes the voting for that agenda item.

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

**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 Siam City Cement Public Company Limited's website [siamcitycement.com](http://siamcitycement.com) and upload the Proxy Form 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**, there is no need to upload the Affidavit of foreign institution shareholder. Please upload only documents of the 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.
- As the Company verifies the presented documents, it reserves the rights to request any additional documents as it deems appropriate, such as documents relating to 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 a late shareholder. In case of having argument or requiring interpretation, a representative of the 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. In this regard, 3 proxy forms have been prescribed 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 proxy form specifies the details of the proxy appointment. This form allows the Shareholder (grantor) to grant, at the Shareholder's option, the proxy the power to consider and vote on each matter on the agenda either, (i) at the proxy's discretion as the proxy deems appropriate, or (ii) according to the Shareholder's specific instruction as clearly specified in the proxy instrument on an item-by-item basis; 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, the Company recommends giving proxy to one of the Company's Independent Directors, who are 1) Dr. Sunee Sornchaitanasuk, and 2) Mr. Charin Satchayan. 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-meeting> under the Investor Relations section, subsection Shareholder Information – Shareholders' Meeting 2026. To further facilitate shareholders, the Company has provided additional channels for requesting the proxy form via email at [companysecretary@siamcitycemet.com](mailto:companysecretary@siamcitycemet.com) or by mail (excluding cases of e-Proxy Voting).

### Submission of Proxy Form

Shareholders can send the proxy form through the following channels:

1. Send the proxy form via email to [companysecretary@siamcitycemet.com](mailto:companysecretary@siamcitycemet.com) or by mail to ensure receipt by the Company no later than 29 April 2026.

Mailing Address: Company Secretary

Siam City Cement Public Company Limited  
Column Tower, 12th Floor, 199 Ratchadaphisek Road,  
Khlong Toei Subdistrict, Khlong Toei District,  
Bangkok 10110, Thailand

2. Send the proxy form via the Inventech Connect e-Request system following the user manual available at <https://www.inventech.co.th/user-manual/> until the conclusion of the meeting.
3. In the event that a proxy is granted to the Company's Independent Director or any other person for the Shareholders' meeting through the Electronic Proxy Voting system (e-Proxy Voting) of

Inventech Connect, in accordance with the user manual available at <https://www.inventech.co.th/user-manual/>, which does not require submitting the proxy form and the shareholder's identity verification documents to the Company, shareholders may submit their proxy forms and cast their votes in advance via e-Proxy Voting from 9 April 2026 to 29 April 2026, at 17:00 hrs. only. Mutual funds managed by Asset Management Companies, and foreign juristic persons under the custody of a custodian, may access the system through the TSD e-Proxy Voting for Intermediaries platform.

4. In the event that a proxy is granted to the Company's Independent Director for the Shareholders' meeting through the Electronic Proxy Voting system (TSD e-Proxy Voting) of the Thailand Securities Depository (TSD), which does not require submitting the proxy form and the shareholder's identity verification documents to the Company, shareholders who are members of the Investor Portal may submit their proxy forms and cast their votes in advance via TSD e-Proxy Voting from 9 April 2026 to 29 April 2026, at 17:00 hrs. only. Mutual funds managed by Asset Management Companies, and foreign juristic persons under the custody of a custodian, may access the TSD e-Proxy Voting for Intermediaries system. However, the Company reserves the right to request to review the proxy documents from shareholders or custodians, either before or after the meeting, in the event of any doubts or concerns.

#### **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 detailed on the Company's website <https://investor.siamcitycement.com/en/downloads/shareholders-meeting>

-Translation-

**Procedure for Granting a Proxy for the Shareholders' Meeting  
through the Electronic Proxy Voting Systems of Inventech Connect  
(Inventech Connect e-Proxy Voting)**

For shareholders who wish to grant a proxy to the Company's Independent Director or any other person for the Shareholders' Meeting through the Electronic Proxy Voting system (e-Proxy Voting) of Inventech Connect, detailed instructions can be found in the User Manual available at: <https://www.inventech.co.th/user-manual/>

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**Procedure for Granting a Proxy for the Shareholders' Meeting  
through the Electronic Proxy Voting Systems of TSD (e-Proxy Voting-TSD Investor Portal)**

For a shareholder who intends to grant a proxy to the Company's independent director using TSD e-Proxy Voting, TSD Investor Portal membership is required.

(Choose NDID (National Digital ID) or ThalD for identification.)

This system is available from the day after the meeting notice is distributed to 17.00 hrs. of the business day before the meeting.

Shareholders using e-Proxy may cast their vote electronically by following the below steps:

- Log into TSD Investor Portal, or visit
- <https://ivp.tsd.co.th/signin>, or log in through
- Choose "Other transactions"
- Choose: Giving Proxy/Casting Vote and select Proceed - Edit - Cancel.
- Accept the terms of service
- Verify your identification information to enable the proxy and vote casting function, using the Laser Code on the back of your ID card to verify information with the Department of Provincial Administration.
- Click "OTP Request" to receive a one-time password for confirming the action
- Click on securities item for which you wish to give proxy/cast vote
- The system will show you shareholders' rights and the list of proxy holders
- Click on the name of a director you wish to give proxy to
- Click giving proxy and vote on each agenda item, and click "Next" to vote for each agenda item
- Once you've casted vote for all agenda items, the system will show a preview of the proxy form B for your review, which can be downloaded after clicking "Close"
- The Company will pay stamp duty on behalf of the Shareholders using e-Proxy Voting
- You can check the status of the process at "Transaction Status"



**TSD Investor Portal registration**


Link: <https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal>

Conditions:

- Only for shareholders that are natural persons
- Mobile phone number registered in Thailand required (for one-time passwords and SMS)
- Email address required (for registration confirmation and other information for relevant shareholders' rights)

Registration steps as follows:

1. Register at <https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal> or scan QR code
 


2. Choose using ID card for identification
3. Input your ID number
  - a. Click "Next" to continue
4. Accept TSD Investor Portal's terms of service
  - a. Check the box that indicates you agree to the terms of service
  - b. Click "Next" to continue
5. Review identification documents for Thai citizen and use device that supports photo capture
  - Input the Laser Code on your ID card, your prefix, name, surname, and date of birth
  - Click "Identify with Department of Provincial Administration"
6. Choose identification method
  - A photo of you with your ID card, with confirmation through ThaiID, or;
  - A photo of your ID card, with confirmation through NDID (for mobile banking users only)
  - Click "Take Picture" and "Confirm"
  - Click "NEXT" to continue
7. Open the ThaiID application or a banking application of the bank you are using, then follow the identification process described in the application
8. Return to the TSD Investor Portal registration screen and input the following:
  - Username (your email)
  - Password
  - Mobile phone number
  - Click "OTP Request"
  - Input the one-time password you received
  - Click "NEXT"
9. The system has now recorded your information
10. Click "Finish"
11. Registration confirmation will be sent to you by SMS/email (per your selection) in the following business day
12. Once receiving the confirmation of the registration being successful from TSD, you may log into the system using the username (your email) and password created in Step 8

## **Voting and Vote Counting via Electronic Media and Submission of Questions**

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 from 12.00 hrs. of 30 April 2026, 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, and 5, 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 6, vote counting shall comply with Section 90 of the Public Companies Act which requires a vote of not less than two-third of the total number of votes of the Shareholders attending the meeting.
  - Agenda 7, vote counting shall comply with Section 31 of the Public Companies Act which requires a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote.  
  
(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.

### **Submission of Questions**

The Company welcomes Shareholders or proxyholders to submit questions in advance for the Annual General Meeting of Shareholders of the Year 2026 (No. 33) until Wednesday, 29 April 2026, by sending an email to [companysecretary@siamcitycement.com](mailto:companysecretary@siamcitycement.com). Additionally, during the Meeting, Shareholders or proxyholders attending the Meeting will still be able to ask questions through the meeting system, following the procedures that the Company will announce before the meeting begins.

## **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 anyone in particular.
  - (3) 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 ten percent 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 this Articles of Association, such actions 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-Surname:</b>	Dr. Sunee Sornchaitanasuk	
<b>Age:</b>	64 years	
<b>Address</b>	199 Column Tower, Klongtoey Sub-district, Klongtoey District, Bangkok	
<b>Type of Director:</b>	Independent Director	
<b>Current Positions:</b>	Chairman of the Audit Committee	
<b>Education:</b>	Bachelor's Degree: Bachelor of Accounting, Thammasat University Master's Degree: Master of Accounting, Thammasat University Ph.D.: Doctor of Management Communication Management Program, Suan Dusit Rajabhat University Certificate: CPA, Institute of Certified Accounting and Audit of Thailand Certified Public Accountant No. 3733	
<b>Years of directorship:</b>	10 years (Became director since 10 June 2015)	
<b>Attending Board Meeting in 2025:</b>	- Board Meetings: 6/6 (100%) - Non-executive Director Meetings: 1/1 (100%)	
<b>Attending Board Committee Meeting in 2025:</b>	- Audit Committee Meetings: 9/9 (100%)	
<b>Direct Shareholding in the Company (%)</b>	None (0% of total issued shares)	
<b>Indirect 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	

#### Work Experience and Position held in other companies or organizations

- <u>Current Positions in Listed Company in Thailand (5 Companies)</u>		
Jun 2015 – Present	Independent Director and Chairperson of Audit Committee	- Siam City Cement Public Company Limited/ Cement Producer and Construction Materials
Apr 2025 – Present	Independent Director and Chairperson of Audit Committee	- Stecon Group Public Company Limited / Construction
2024 – Present	Independent Directors, Chairman of the Board of Directors and Chairman of Risk Management Committee	- T.Man Pharmaceutical Public Company Limited/ Pharmaceuticals and Health Products Producer

Apr 2018 – Present	Independent Director, Chairperson of Audit Committee and Member of Nomination and Compensation Committee	- B.Grimm Power Public Company Limited/ Resources, Energy, and Utility
2016 – Present	Independent Director and Chairperson of Audit Committee	- Namyong Terminal Public Company Limited/ Terminal Service, Storage Services and Other Services
<b><u>Current Positions in Non-Listed Company (6 Companies)</u></b>		
2024 – Present	Director	- Audit by KP Company Limited / Accounting Consultant
2022 – Present	Director	- Bellugg Group Company Limited/ Baggage services
2022 – Present	Member and Treasurer	- Foundation for Good Governance on Medicine
2022 – Present	Member	- Chulalongkorn Medical School Foundation
2022 – Present	Member	- Thai Society of Internal Medicine Foundation
2015 – Present	Director	- CPA Associate Thailand Company Limited / Accounting and Audit
<b><u>Past Work Experience (at least 5 years)</u></b>		
2018 - 2022	Independent Director Chairman of Audit Committee and Chairman of Nomination and Remuneration	- Applicad Public Company Limited / Technology
2021 - 2023	Independent Director Chairman of Audit Committee	- Sen X Public Company Limited / Real Estate
2022 – Dec 2024	Director	- Areeya Property Public Company Limited / Real estate
2004 – Apr 2022	Independent Director	- NFC Public Company Limited/ Fertilizer Producer

#### **Additional Qualification for Independent Director**

Having the following relationship with the Company / its subsidiaries / 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 a salaried 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 Section 33 of PLC 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-Surname:** Mr. Charin Satchayan  
**Age:** 60 years  
**Address** 199 Column Tower, Klongtoey Sub-district,  
 Klongtoey District, Bangkok  
**Type of Director:** Independent Director



**Current Positions:**

- Chairman of the Governance Committee
- Member of Audit Committee

**Education:**

Bachelor's Degree: Bachelor of Law (Honors), Ramkhamhaeng 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.  
 Certificate: Post Graduate Diploma in Business Law, Thammasat University

**Years of directorship:** 9 years (Appointed since 7 April 2016)

**Attending Board Meeting in 2025:**

- Board Meetings: 6/6 (100%)
- Non-executive Director Meetings: 1/1 (100%)

**Attending Board Committee Meeting in 2025:**

- Audit Committee Meetings: 9/9 (100%)
- Governance Committee Meetings: 3/3 (100%)

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

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

**Family relationship with Directors and Executives** None

**Position in company under same competition** None

**Position in company with conflict of interest** None

**Work Experience and Position held in other companies or organizations**

- Current Positions in Listed Company in Thailand (1 Company)

Mar 2021 – Present	Chairman 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	

- Current Positions in Non-Listed 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 subsidiaries / 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 a salaried 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 Section 33 of PLC 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)

**หนังสือมอบฉันทะ แบบ ข.**

**PROXY FORM B**

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
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 ศรีไชยชนะสุช หรือ นายชรินทร์ สัจจญาณ ซึ่งเป็นกรรมการอิสระของ  
บริษัทก็ได้ ทั้งนี้ ข้อมูลกรรมการอิสระปรากฏตามสิ่งที่ส่งมาพร้อมนี้)  
Hereby appoint ( The shareholder may appoint one of the Company's independent directors i. e. Dr. Sune  
Sornchaitanasuk, or Mr. Charin Satchayan to be the proxy. The Information of the independent directors  
are shown in the enclosure)

1. ชื่อ ดร. สุนีย์ ศรีไชยชนะสุช อายุ 64 ปี อยู่บ้านเลขที่ 199 อาคารคอลัมน์ ชั้น 12  
Name Dr. Sune Sornchaitanasuk age 64 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**

2. ชื่อ นายชรินทร์ สัจจญาณ อายุ 60 ปี อยู่บ้านเลขที่ 199 อาคารคอลัมน์ ชั้น 12  
Name Mr. Charin Satchayan 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**

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญประจำปีผู้ถือหุ้นครั้งที่ 33 ในวันที่ 30 เมษายน 2569 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ หรือที่แจ้งไว้ในวัน 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.33, which will be held on 30 April 2026, 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 รับทราบรายงานประจำปี 2568 ของคณะกรรมการ

Agenda 1. To acknowledge the Report of the Board of Directors for the year 2025

หมายเหตุ วาระนี้เป็นเรื่องที่ยกขึ้นเพื่อทราบ จึงไม่ต้องมีการลงมติ

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

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี สำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 2. To approve the audited financial statements of the Company for the year ended 31 December 2025

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 3 พิจารณานุมัติการประกาศเงินปันผลสำหรับปี 2568 และรับทราบการจ่ายเงินปันผลระหว่างกาล

Agenda 3. To approve the dividend payment for year 2025 and acknowledge the interim dividend payment

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 4 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนสำหรับปี 2569

Agenda 4. To appoint the appointment of the auditors and determination of their remunerations for the year 2026

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Agenda 5. To approve the re-election of Directors retiring by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- การแต่งตั้งกรรมการเป็นรายบุคคล / To consider and elect each director individually
- ชื่อกรรมการ / Name of Director: นายพอล ไฮน์ซ ฮูเกนโทเบลเลอร์ (Mr. Paul Heinz Hugentobler)  
 เห็นด้วย Approve  ไม่เห็นด้วย Disapprove  งดออกเสียง Abstain
  - ชื่อกรรมการ / Name of Director: นางสาวนพพร ทิรวัตตนกุล (Ms. Noppom Tirawattanagool)  
 เห็นด้วย Approve  ไม่เห็นด้วย Disapprove  งดออกเสียง Abstain
  - ชื่อกรรมการ / Name of Director: นายรานจัน ซาซเดอวา (Mr. Ranjan Sachdeva)  
 เห็นด้วย Approve  ไม่เห็นด้วย Disapprove  งดออกเสียง Abstain
  - ชื่อกรรมการ / Name of Director: ดร.สุภักดิ์ ศิวะรักษ์ (Dr. Subhak Siwaraksa)  
 เห็นด้วย Approve  ไม่เห็นด้วย Disapprove  งดออกเสียง Abstain

วาระที่ 6 พิจารณานุมัติการจ่ายค่าตอบแทนกรรมการปี 2569

Agenda 6. To approve the Director's remunerations for the year 2026

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 7 พิจารณานุมัติขอแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัททั้งหมด และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 (วัตถุประสงค์)

Agenda 7. To approve the amendment of the Company's Objectives and the amendment of the Memorandum of Association Clause 3 (Objectives)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8. To consider other matters (if any)

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|
- (5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนั้นให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
Vote of the proxy in any Agenda which is not in accordance with this Proxy shall be invalid and shall not be the vote of the shareholder
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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.
- กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
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 \_\_\_\_\_ ผู้มอบอำนาจ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบอำนาจ/Proxy  
( )

**หมายเหตุ / Remark**

- ผู้ถือหุ้นที่มอบอำนาจจะต้องให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้  
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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบอำนาจแบบ 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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