

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, 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 (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 Lertwitworatop, 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.

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 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) Miss 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) Miss 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, 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 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.

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.

**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.
- 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.)

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. 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. Alternatively, shareholders may give proxy to any other person, by printing out the proxy form B included in Attachment 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.

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.

By order of the Board of Directors

Siam City Cement Public Company Limited

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Mrs. Phatchada Muenthong

Company Secretary