

Notice of 2020

Annual General Meeting

of Shareholders (The 27th Meeting)

The Siam Cement Public Company Limited

Wednesday, April 1, 2020 at 14.30 hours

At Athenee Crystal Hall, 3rd floor,

The Athenee Hotel Bangkok

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10	2019 Annual Report and/or Sustainability Report Requisition Form	Enclosed

Notice of 2020 Annual General Meeting of Shareholders (The 27th Meeting)
of The Siam Cement Public Company Limited

<u>Subject</u>	Invitation to attend 2020 Annual General Meeting of Shareholders (The 27 th Meeting)
<u>To</u>	Shareholders
<u>Attachments</u>	<ol style="list-style-type: none">1. Annual Report for the year 2019 (QR Code) and the Registration Form2. Profiles of the nominated Candidates for the Election of new Directors in Replacement of those to be retired by Rotation3. Profiles of the proposed Auditors for the year 20204. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders5. Company's Articles of Association relating to the General Meeting of Shareholders6. Voting, Counting, and Announcement of the Vote7. QR Code Downloading Procedures for the 2019 Annual Report and Sustainability Report8. Map to The Athenee Hotel Bangkok9. Documents required prior to attending the Meeting and Documents for Proxy, and Proxy Form A and Form B as specified by Department of Business Development, Ministry of Commerce10. 2019 Annual Report and/or Sustainability Report Requisition Form

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors of The Siam Cement Public Company Limited ("the Company") held on Wednesday, January 29, 2020, the 2020 Annual General Meeting of Shareholders (The 27th Meeting) will be held on **Wednesday, April 1, 2020 at 14:30 hours** at **Athenee Crystal Hall, 3rd floor, The Athenee Hotel Bangkok, 61 Wireless Road, Pathumwan, Bangkok** to consider matters according to the agenda together with the Board of Directors' opinions as follows:

Agenda 1: To acknowledge the Company's Annual Report for the year 2019

Preamble: The summary of the Company's performance and major changes during the year 2019 is shown in the Annual Report for the year 2019, which is provided herewith in Attachment No. 1.

Board of Directors' opinion: The Board requests the Meeting to acknowledge the Company's Annual Report for the year 2019 stating the Company's performance and major changes during the year 2019.

Vote required: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 2: To consider and approve the Financial Statements for the year ended December 31, 2019

Preamble: To be in compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

Board of Directors' opinion: The Board requests the Meeting to consider and approve the financial statements for the year ended December 31, 2019, as duly audited and certified by the auditor from KPMG Phoomchai Audit Ltd. and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2019 is as follows:

The statements of financial position and income statements

Unit: Million Baht

	The Company and its Subsidiaries	The Company
Total Assets	634,733	282,991
Total Liabilities	306,990	186,299
Revenue from sales	437,980	-
Total revenue	446,827	29,174
Profit for the year	32,014*	20,875
Earnings per share (Baht/Share)	26.68*	17.40

*Represents profit for the year attributable to owners of the parent.

Details are as shown in the financial statement section of the Company's Annual Report for the year 2019 submitted to the shareholders together with this Notice in Attachment No. 1.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 3: To consider and approve the Allocation of Profit for the year 2019

Preamble: The Company has a policy to distribute dividends at the rate of 40-50% of net profit as specified on the consolidated financial statements. The Company may consider changing the dividend distribution in case of necessity or extraordinary circumstances. In 2019, the consolidated financial statements showed the Company and its subsidiaries' profit for the year (net profit) amounting to 32,014 million Baht and retained earnings applicable for the distribution of dividends to shareholders.

Board of Directors' opinion: The Board recommends the Meeting to consider and approve the distribution of dividends for the year 2019 at 14.00 Baht per share, totaling an amount of 16,800 million Baht, or 52% of profit for the year listed on the consolidated financial statements in compliance with the Company's dividend payment policy. This includes 7.00 Baht per share of an interim dividend paid on Friday, August 23, 2019. The final payment of dividend shall be 7.00 Baht per share, totaling 8,400 million Baht, derived from the profits which were subject to corporate income tax of 20%. The tax credit shall be the product of dividend times 20/80.¹

Comparison of dividend distribution in the year 2019 to the preceding year is as follows:

Details of dividend payment	Year 2019	Year 2018
1. Profit for the year on consolidated financial statements (million Baht)	32,014	44,748
2. Shares (million shares)	1,200	1,200
3. Annual Dividend (Baht/share)	14.00	18.00
- Interim dividend (Baht/share)	7.00	8.50
- Final dividend (Baht/share)	7.00	9.50
4. Total amount of dividends paid (million Baht)	16,800	21,600
5. Proportion of dividends on profit for the year on consolidated financial statements (percent)	52*	48

Remark * Proportion of dividends is 49% on Profit before recognition of severance pay adjustment from the Labor Protection Act B.E. 2562

The above dividend distribution shall be payable to the shareholders entitled to receive the dividend in accordance with the Company's Articles of Association and who were listed on the record date on Friday, April 10, 2020 (The XD, or the date on which a share purchaser will not be entitled to receive the dividend, will be on Thursday, April 9, 2020). The dividend payment will be made on Monday, April 27, 2020. The receipt period of such dividend amount shall be within 10 years.

Note: ¹ A natural person shareholder shall receive a dividend tax credit according to Section 47 bis of the Revenue Code.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 4: To consider and elect the Directors in Replacement of those to be retired by Rotation

Preamble: In compliance with the Public Limited Companies Act and Clause 36 of the Company's Articles of Association, one-third of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. Four directors to be retired by rotation in this meeting are as follows:

- | | |
|--------------------------|---|
| 1) Mr. Sumet Tantivejkul | Independent Director, Vice Chairman,
Chairman of the Governance and
Nomination Committee,
Member of the CSR Committee
for Sustainable Development |
| 2) Mr. Pricha Attavipach | Independent Director,
Member of the Audit Committee,
Member of the Governance and
Nomination Committee |

- | | |
|-------------------------------|---|
| 3) Mr. Kan Trakulhoon | Director,
Member of the CSR Committee
for Sustainable Development |
| 4) Mr. Prasarn Trairatvorakul | Independent Director,
Chairman of the Remuneration
Committee,
Member of the CSR Committee
for Sustainable Development |

However, Mr. Sumet Tantivejkul and Mr. Pricha Attavipach have expressed their intentions not to be nominated for re-election as the Company's directors.

From August 16 to November 15, 2019, the Company provided an opportunity to its shareholders to propose agenda for the meeting and list of qualified candidate(s) for the directorship, there was not any proposal from minority shareholders.

The Governance and Nomination Committee (excluding the directors who are due to retire by rotation at the 2020 Annual General Meeting of Shareholders) proposed for the Board of Directors' consideration six qualified candidates for directorship in replacement of those to be retired by rotation at the 2020 Annual General Meeting of Shareholders. The consideration of the candidates nominated by the directors, and the chartered directors from the Thai Institute of Directors (IOD)'s Director Pool was processed in accordance with the director nomination guidelines as approved by the Board of Directors, SCG Corporate Governance Principle, Corporate Governance Code recommended by Securities and Exchange Commission (SEC), and IOD's selection guideline on candidates for directorship. The qualifications of each individual candidate were considered with all due circumspection, including taking into account the diversity of the Board of Directors, and the composition of qualification, knowledge, particular professional skills and the Board Skill Matrix to be in line with the business strategies of SCG.

Board of Directors' opinion: The Board of Directors, excluding the directors to be retired by rotation at the 2020 Annual General Meeting of Shareholders, has extensively discussed and thoroughly considered all the candidates nominated by the Governance and Nomination Committee as well as the qualification of each candidate who is qualified with expertise, knowledge, professional skills, attributes of leadership, far-sighted vision, good morals and ethical principles, as well as clear and unblemished career records. They have extensive experience in management of large organization, economic, and investment, all of which are beneficial to the business operation of SCG. The Governance and Nomination Committee thus unanimously resolved to propose to the Board the four qualified candidates for the election in replacement of those to be retired by rotation in the 2020 Annual General Meeting of Shareholders as follows:

- 1) Mr. Kan Trakulhoon
- 2) Mr. Prasarn Trairatvorakul
- 3) Mr. Cholanat Yanaranop
- 4) Mr. Thapana Sirivadhanabhakdi

The first candidate is a former executive and incumbent director who has been fulfilling his duties excellently in providing opinions and suggestions to the Board of Directors. The second candidate, a retiring independent director who had served as an independent director for less than three consecutive terms, had been able to freely express his opinions while complying with the relevant rules or criteria, and had brought about his knowledge, experiences and expertise to make recommendations beneficial to strategy formulation and business operation in accordance with the sustainable development guideline. The third and fourth candidates are candidates proposed as replacements for directors to be retired by rotation. The third candidate, a former Executive Vice President of SCG who retired on January 1, 2020, was knowledgeable and had over 30 years of experience in SCG's core businesses. The fourth candidate, who is qualified for independent directorship, has experience and expertise on large businesses and industries, which can be beneficial to the development of SCG's business strategies and policies. All four aforementioned persons do not occupy directorship or management positions in other organizations which might lead to a conflict of interest with the Company.

However, Mr. Thapana Sirivadhanabhakdi is currently hold his directorship in companies that may be deemed to have the same nature of business as and to be in competition with the Company, and whose business relations with SCG are worth in excess of 20 million Baht, which require to inform the meeting of shareholders prior to the appointment. Upon reviewing the candidate's qualifications for directorship and independent directorship in relation to the Public Limited Companies Act B.E. 2535 and Section 89/7 of the Securities and Exchange Act B.E.2535, the Board of Directors was of the view that the business relations would not affect the candidate's ability to fulfill his duties nor his independence of opinion. Therefore, his qualifications of independent directorship regarding the restriction related to the candidate's previous or existing business relations was relaxed by the power of the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended).

Profiles and expertise of the nominated candidates, period of their directorship duration, last year attendances at meetings of the Board and sub-committees, numbers of shares held in the Company, positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with SCG and whose business relations with SCG are worth in excess of 20 million Baht, as well as relationships of the proposed candidates, are provided here in Attachment No. 2.

Note: Clause 30 of the Articles of Association of the Company stipulates voting procedures as follows:

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) The shareholders shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.

- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

Vote required: The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until the Director positions are filled.

Agenda 5: To consider and appoint the Auditors and fix the Audit Fees for the year 2020

Preamble: In 2017, the Audit Committee resolved to select KPMG Phoomchai Audit Ltd., (KPMG) to be the audit firm for the Company and its subsidiaries for the years 2018-2022 as KPMG not only has performed the duties expertly but also has good reputation and performance standard, experiences and expertise in auditing, effective audit procedures and tools as well as good business understanding. When compared to the scope of services offered, workload and the audit fee rate of other listed companies in the same level of business, KPMG apparently offered appropriate audit fees and the utmost benefits to the Company.

Board of Directors' opinion: The Board agrees with the Audit Committee to select KPMG Phoomchai Audit Ltd. to be the audit firm of the Company and recommends the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and audit fees as follows:

- 1) The appointment of the auditors from KPMG Phoomchai Audit Ltd. for The Siam Cement Public Company Limited for the year 2020:
 - Mr. Vairoj Jindamaneepitak (Certified Public Accountant No. 3565) or
 - Miss Pornthip Rimdusit (Certified Public Accountant No. 5565) or
 - Miss Thanyalux Keadkeaw (Certified Public Accountant No. 8179)

The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.

The proposed audit firm and auditors have no relationship or conflict of interest with the Company/subsidiaries/managerial staff/major shareholders, or persons related to the said parties. Profiles of the proposed auditors are provided in Attachment No. 3.

- 2) To approve the annual audit fees and the quarterly review fees for the Company's 2020 financial statements and consolidated financial statements totaling 4.58 million Baht (a decrease of 1.40 million Baht from the year 2019) as follows:

Unit: Million Baht

Audit fees	Year 2020	Year 2019
1. Annual audit fee for the Company's financial statements	0.282	0.276
2. Quarterly review fee for the Company's financial statements and annual audit fee and quarterly review fee of the consolidated financial statements	4.30	5.70
Total audit fees	4.58	5.98

The above audit fee for the year 2019 excluded non-audit fee paid for the assurance fee of the sustainability report totaling 2.30 million Baht.

- 3) To acknowledge the annual audit fees for the 2020 financial statements of the Company's subsidiaries, and the quarterly review fees of listed subsidiaries audited by KPMG Phoomchai Audit Ltd. in Thailand and other countries, the fees of which are borne by each subsidiary as follows:

Audit fee	Year 2020	Year 2019
1. Annual audit fees of the Company's subsidiaries in Thailand and quarterly review fees of listed subsidiaries		
- Number of subsidiaries	130 companies	131 companies
- Amount of fee	31.70 million Baht	26.66 million Baht
2. Annual audit fees of the subsidiaries outside Thailand		
- Number of subsidiaries	84 companies	82 companies
- Amount of fee	32.31 million Baht	26.43 million Baht
Total audit fees of the subsidiaries	64.01 million Baht	53.09 million Baht

(The audit fees of subsidiaries for the year 2020 are subject to change pursuant to the actual number of subsidiaries and/or actual workload during the year.)

The above audit fees for the year 2019 excluded non-audit fees paid by subsidiaries for the review of compliance with conditions of the Thai government's Board of Investment Promotion Certificate of 2.98 million Baht and for tax consulting and other services totaling 42.60 million Baht.

Notes: 1. Details of the appointment of the proposed auditors as the Company's auditors are as follows:

- (1) Mr. Vairoj Jindamaneepitak was appointed as the Company's auditor for the years 2016-2019, or four years in total.
- (2) Miss Pornthip Rimdusit was appointed as the Company's auditor for the years 2014-2019, or six years in total.
- (3) Miss Thanyalux Keadkeaw was appointed as the Company's auditor for the years 2017-2019, or three years in total.

The period of time which the three aforementioned auditors perform their duties is in accordance with the auditor rotation rules of SEC.

2. In 2020, the Board has agreed to propose Mr. Vairoj Jindamaneepitak or Miss Pornthip Rimdusit or Miss Thanyalux Keadkeaw or Mr. Charoen Phosamritlert or Ms. Dussanee Yimsuwan from KPMG Phoomchai Audit Ltd. to be the auditors of the Company's subsidiaries in Thailand.
3. KPMG Phoomchai Audit Ltd. proposed the audit fee for the Company's financial statements and the audit fee of its subsidiaries in Thailand by considering the types of businesses, workload and the audit hours. The audit fee for the Company's financial statements is fairly low compared to the annual audit fee of the listed subsidiaries since the Company is a holding company. Most of its assets are investments in subsidiaries and associates, without production, purchasing and selling transactions.
4. Non-audit fee in 2020 (if any) shall vary according to categories and workload serviced by KPMG Phoomchai Audit Ltd.

Vote required: Simple majority of total number of votes of the shareholders present at the meeting and eligible to vote.

Agenda 6: To consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2020

Preamble: According to Clause 42 of the Company's Articles of Association, the Directors' remuneration and bonus shall be approved by the Shareholders Meeting. The 11st Annual General Meeting of Shareholders held on March 24, 2004 has approved the Board's remuneration and the 18th Annual General Meeting of Shareholders held on March 30, 2011 approved the remuneration of the Sub-committee members as follows; both of which were effective from the date of approval until the Meeting resolves otherwise:

1. Directors' Remuneration

- Monthly Remuneration

The Board would receive monthly remuneration at the total amount of 1.8 million Baht per month which would be distributed among the Directors in such manner as they themselves determined.

- **Bonus**

The Board of Directors would receive a bonus in the amount not exceeding 0.5 percent of the dividend distributed to the Shareholders. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

- **Other Remuneration and Benefits** None

2. Sub-committee Members' Remuneration

	Position	Retainer Fee (Baht/person/year)	Attendance fee (Baht/person/time)
Audit Committee	Chairman	180,000	45,000
	Member	120,000	30,000
Governance and Nomination Committee Remuneration Committee	Chairman	150,000	37,500
	Member	100,000	25,000

Board of Directors' opinion: The Board agrees that the remuneration of the Directors and Sub-committee members shall be subject to the approval of the General Meeting of Shareholders year by year even though there is no adjustment on the remuneration rate. The Board of Directors with recommendation of the Remuneration Committee deems it appropriate to propose the Meeting to approve the retention of the remuneration of the Directors and Sub-committee members for the year 2020, after all due circumspection of various reference data such as roles and responsibilities of the Board of Directors and the Sub-committees, the Company's business performance, and the rate compared with other companies within the same industry of similar size.

In 2019, the total remuneration and bonus of the Board of Directors was approximately 82 million Baht, not exceeding the rate approved by the above meetings of shareholders. Details of the roles and responsibilities of the Sub-committees and the remuneration paid to the Sub-committees in the year 2019 are as shown in the 2019 Annual Report, which is provided herewith in Attachment No. 1, section Corporate Governance and Management Structure respectively.

Vote required: Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

All shareholders are cordially invited to attend 2020 Annual General Meeting of Shareholders (The 27th Meeting) to be held on **Wednesday, April 1, 2020 at 14:30 hours at Athenee Crystal Hall, 3rd floor, The Athenee Hotel Bangkok, 61 Wireless Road, Pathumwan, Bangkok.** The commencement for registration to attend the meeting will be from 12:30 hours. Please be informed that all shareholders are encouraged to participate in the meeting which is to be held under the concept "Circular Economy" by taking public transportation.

For your convenience, if you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute only one of the two Proxy Forms (Form A or Form B) attached in Attachment No. 9, or alternatively you may download only one of the three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.) from www.scg.com.

In addition, you may give proxy to an Independent Director not to be retired by rotation in 2020 Annual General Meeting of Shareholders from and among the following Independent Directors:

- 1) Mr. Chumpol NaLamlieng
- 2) Mrs. Tarisa Watanagase
- 3) Mr. Pasu Decharin
- 4) Mrs. Parnsiree Amatayakul

Profiles of the Independent Directors proposed by the Company to act as proxy for shareholders are provided herewith as Attachment No. 4.

You are kindly requested to submit the completed Proxy Form to the Company by Tuesday, March 31, 2020. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the meeting.

Yours faithfully,

Bangkok, February 12, 2020

By the instruction of the Board of Directors



(Mr. Worapol Jennapar)
Secretary to the Board

- Notes:**
1. The Notice to shareholders and its attachments are also publicized on the Company's website (www.scg.com). For any queries, please forward your questions to the E-mail address: corporatesecretary@scg.com or registered post to Corporate Secretary Office, The Siam Cement Public Company Limited, 19th Floor, SCG 100th Year Building, 1 Siam Cement Road, Bangsue District, Bangsue Sub-District, Bangkok 10800 or fax to 02-586-3007, with the complete contact information.
 2. Should you need the printed 2019 Annual Report and/or Sustainability Report, please fill the details in the "2019 Annual Report and/or Sustainability Report Requisition Form" attached in Attachment No. 10.
 3. For shareholders with escorts, please be informed that your escorts are welcome to join the guest area during the meeting.

For more information, please contact:

Mrs. Wantip Theinsunthorn or Mr. Kanapos Phupakdee
Corporate Secretary Office, The Siam Cement Public Company Limited
Phone: 02-586-3605, 02-586-6456 Fax: 02-586-3007

**Profiles of the nominated Candidates for the Election of new Directors
in Replacement of those to be retired by Rotation**

1. Profiles of the nominated Candidates

1.1 Mr. Kan Trakulhoon

Age 65 years

Positions in the Company

Director, Member of CSR Committee for Sustainable Development, and Chairman of the Management Advisory Committee

Date of Appointment as a Director

August 20, 2005 (Directorship tenure as of April 2020 is 14 years 8 months, which was the President and CEO from 2005 to 2015 for 10 years)

Education/Training

- Honorary Degree, Doctor of Engineering, Chulalongkorn University
- Honorary Degree, Doctor of Engineering (Production Engineering), Mahasarakham University
- M.S. (Management), The Georgia Institute of Technology, USA
- M.S. Engineering, The Georgia Institute of Technology, USA
- B.E. (Electrical), First Class Honours, Chulalongkorn University
- Advanced Management Program (AMP), Harvard Business School, USA

Expertise

- Core Business or Industry of SCG
- Other Large Businesses or Industries
- Global and Regional Organization Management
- Economics and Investment
- Policy Setting and Strategic Planning (Global Vision)
- Foreign Affairs
- Crisis Management
- Marketing
- Domestic or International Marketing (Market Insight)
- Accounting / Financial Literacy
- Finance
- Information Technology
- Human Capital Management
- Environmental, Social & Governance or “ESG”

Director Training

- Director Certification Program (DCP) 29/2003, Thai Institute of Directors Association

Board Member/Management in Other Listed Company (4)

- Since 2016 Chairman of the Board of Directors, Independent Director, Chairman of Leadership Development and Compensation Committee
Advanced Info Services Public Co. Ltd.
- Since 2016 Independent Director, Chairman of the Nomination, Compensation and Corporate Governance Committee, Member of the Executive Committee
Siam Commercial Bank Public Co., Ltd.
- Since 2017 Independent Director, Chairman of the Leadership Development and Compensation Committee, Member of the Nomination and Governance Committee, Member of the Strategic and Organizational Review Committee, Member of the CSR Committee for Sustainable Development
Intouch Holdings Public Co., Ltd.
- Since 2017 Independent Director, Bangkok Dusit Medical Services Public Co., Ltd.

Positions in Other Company/Organization/Institution (14)

- Since 2013 Advisor, The Federation of Thai Industries
- Since 2013 Honorary Advisor, Environmental Engineering Association of Thailand
- Since 2013 Advisor, the Executive Committee, Mahidol University Foundation
- Since 2013 Executive Board Member, Engineer Division of the Anandamahidol Foundation
- Since 2013 Member of the Advisory Board, Sasin Graduate Institute of Business Administration
- Since 2015 Executive Board Member, Chulalongkorn Hospital
- Since 2017 Executive Board Member, Queen Savang Vadhana Memorial Hospital
- Since 2017 Member, National Strategic Committee
- Since 2018 Advisor, the Executive Board on Driving Value Based Economy towards Thailand 4.0 Policy through Innovation Hubs
- Since 2018 Honorary Advisor, The Eastern Economic Corridor Policy Committee
- Since 2019 Consultative group of expert on Development of Policy, Strategy and Budget Management System for Thailand's Science, Research and Innovation, Office of the National Higher Education, Science, Research and Innovation Policy Council (NXPO)
- Since 2019 Chairman of Subcommittee on Performance Evaluation of Secretary General to The Eastern Economic Corridor Policy Committee
- Since 2019 Advisor, Higher Education, Science, Research and Innovation Management System Reform Steering Committee
- Since 2019 Chairperson and Qualified Members of the Committee for Monitoring and Evaluation of Science, Research and Innovation Support

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with SCG (none)**5-year Past Experiences and/or Remarkable Positions**

- 2005-2015 President and CEO, SCG
- 2009-2011 Outside Director, Kubota Corporation (Japan)
- 2011-2019 Global Advisor, Kubota Corporation (Japan)
- 2013-2016 Director, National Science Technology and Innovation Policy Office
- 2013-2015 Director, National Science and Technology Development Office
- 2014-2018 Member, National Development and Enhancing Competitiveness Committee
- 2015 Director, National Innovation System Development Committee
- 2015-2018 Member, National Committee on Intellectual Property Policy
- 2015-2019 Head of Private Sector for Public-Private Collaborative Committee on Innovation and Digitalization
- 2015-2019 Head of Private Sector for Public-Private Collaborative Committee on Legal Reform
- 2015-2019 Member, the Public-Private Collaborative Committee on Educational Reform
- 2015-2019 Member of the Advisory Board, Nomura Holding Inc.
- 2016-2018 Member, Governing Committee of Food Innopolis
- 2016-2018 Member, Screening Committee for Strengthening and Sustainability of the Local Economy

- 2017-2018 Advisor, Committee on National Reform, National Strategy, and Reconciliation
- 2017-2018 Sub-committee for screening projects according to the Regional Development Plan for the Strengthening and Sustainability of the Local Economy (Fiscal Year 2018)
- 2017-2018 Member, Subcommittee on Industrial and Digital Innovation Promotion
- 2017-2018 Member, National Research and Innovation Policy Council
- 2017-2018 Member, Super Board on National Procurement
- 2017-2018 Member, Policy Committee of Special Economic Development Zone
- 2017-2018 Member, National Strategy Preparation Committee for Thailand 4.0
- 2017-2018 Member, National Reform Committee on State Administration
- 2018-2019 Member of Advisory Committee to the Minister of Science and Technology
- 2018-2019 Member, the Eastern Economic Corridor Policy Committee
- 2018-2019 Member, National Investment Driving and Coordination Committee

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against SCG during the year.

Meeting Attendance in the year 2019

1. Board of Directors Meeting attendance: 9/9 times (equivalent to 100%)
2. 2019 Annual General Meeting of Shareholders attendance: 1/1 time (equivalent to 100%)
3. CSR Committee for Sustainable Development Meeting attendance: 4/4 times (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2019)

- Held personally: None
- Held by Spouse or minor children: None

Family Relationship among Directors and Executives

- None

1.2 Mr. Prasarn Trairatvorakul

Age 68 years

Director qualified as an Independent Director

Positions in the Company

Independent Director, Chairman of the Remuneration Committee, and Member of the CSR Committee for Sustainable Development

Date of Appointment as a Director / Independent Director

August 26, 2017 (Directorship tenure as of April 2020 is 2 years 8 months and qualified as an Independent Director from August 26, 2018 to April 2020 for 8 months)

Education/Training

- Doctor of Business Administration, Harvard University, Massachusetts, USA
- Master in Business Administration, Harvard University, Massachusetts, USA
- Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology, Thailand
- Bachelor of Engineering in Electrical Engineering (First Class Honors), Chulalongkorn University
- Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi
- Honorary Doctor of Economics, Khon Kaen University
- Honorary Doctor of Economics, The University of the Thai Chamber of Commerce
- Honorary Doctor of Economics, Chulalongkorn University
- Honorary Doctor of Philosophy, National Institute of Development Administration

Expertise

- Other Large Businesses or Industries
- Global and Regional Organization Management
- Economics and Investment
- Policy Setting and Strategic Planning (Global Vision)
- Crisis Management
- Marketing
- Accounting and Financial Literacy
- Finance
- Information Technology
- Human Capital Management
- Environmental, Social & Governance or “ESG”
- Financial Regulations
- Retailing

Director Training

- The Role of the Chairman Program (RCP) 2/2001, Thai Institute of Directors Association
- Director Certification Program (DCP) 21/2002, Thai Institute of Directors Association
- Ethical Leadership Program (ELP) 2/2015, Thai Institute of Directors Association
- Board Nomination and Compensation Program (BNCP) 5/2018, Thai Institute of Directors Association

Board Member/Management in Other Listed Company (1)

- Since 2019 Chairman of the Board, Pruksa Holding Public Company Limited (Became independent director since 2017)

Positions in Other Company/Organization/Institution (16)

- Since 1998 Executive Director, Thai Red Cross Society
- Since 2015 Advisor, Crown Property Bureau
- Since 2016 Advisor, Board of Investment
- Since 2016 Member, Property Management Committee - Chulalongkorn University
- Since 2016 Senior Advisor, CENTRAL Group
- Since 2017 Chairman of the Council of Trustees and the Board of Directors, Thailand Development Research Institute (TDRI)
- Since 2017 Member, Committee on King's Scholarships for Thai Buddhist Monks
- Since 2017 Member, Asset Management Committee of Vajiravudh College
- Since 2018 Distinguished Scholar, Faculty of Commerce and Accountancy - Chulalongkorn University
- Since 2018 Director, Prince of Songkla University
- Since 2018 Chairman of the Board, Education Equity Fund
- Since 2018 Director, Siam Sindhorn Company Limited
- Since 2018 Director, CPB Equity Company Limited
- Since 2019 Chairman of the Board, Mahidol Witayanusorn
- Since 2019 Chairman of the Board, Central Retail Corporation Public Company Limited (in the process of listing its shares on the Stock Exchange of Thailand)
- Since 2019 Chairman of the Board, SCG Packaging Public Company Limited (in the process of initial public offering registration filings to SEC)

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with SCG (none)**5-year Past Experiences and/or Remarkable Positions**

- 1999 – 2003 Secretary-General, Securities and Exchange Commission of Thailand
- 2004 – 2010 President, KASIKORNBANK Public Company Limited
- 2010 – 2015 Governor, Bank of Thailand
- 2014 – 2019 Member, State Enterprises Supervisory Board
- 2015 – 2019 Member, Committee to Enhance Competitiveness of the Nation
- 2015 – 2019 Member, National Anti-Corruption Commission
- 2017 – 2019 Chairman, Public Procurement Committee
- 2017 – 2019 Member, Education Reform Committee
- 2017 – 2019 Chairman, Economic Reform Committee

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against SCG during the year.

Meeting Attendance in the year 2019

1. Board of Directors Meeting attendance: 9/9 times (equivalent to 100%)
2. 2019 Annual General Meeting of Shareholders attendance: 1/1 time (equivalent to 100%)
3. Remuneration Committee Meeting attendance: 6/6 times (equivalent to 100%)
4. CSR Committee for Sustainable Development Meeting attendance: 4/4 times (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2019)

- Held personally: None
- Held by Spouse or minor children: None

Family Relationship among Directors and Executives

- None

1.3 Mr. Cholanat Yanaranop

Age 61 years

Position

Advisor to President and CEO, SCG

Education/Training

- Master of Chemical Engineering, Imperial College London, UK
- Bachelor of Environmental Chemical Engineering, (Second Class Honours), Salford University, Manchester, UK
- Advanced Management Program (AMP), Harvard Business School, U.S.A.
- Inno-Leadership Program, INSEAD
- Chairman's Role: Energy Literacy for the world, TEA 5, Thailand Energy Academy

Expertise

- Core Business or Industry of SCG and Other Large Businesses or Industries
- Global and Regional Organization Management
- Economics and Investment
- Policy Setting and Strategic Planning (Global Vision)
- Foreign Affairs
- Crisis Management
- Marketing
- Domestic or International Marketing (Market Insight)
- Information Technology
- Human Capital Management
- Environmental, Social & Governance or "ESG"

Director Training

- Directors Accreditation Program (DAP) 39/2005, Thai Institute of Directors Association
- Role of the Chairman Program (RCP) 38/2016, Thai Institute of Directors Association

Board Member/Management in Other Listed Company (None)**Positions in Other Company/Organization/Institution (12)**

- Since 2006 Director, Petroleum Institute of Thailand
- Since 2006 Director, Bangkok Synthetics Company Limited
- Since 2006 Director, BST Elastomers Company Limited
- Since 2008 Director, Long Son Petrochemicals Co., Ltd.
- Since 2009 Advisor, The Thai Institute of Chemical Engineering and Applied Chemistry
- Since 2014 Director, SENFI Norway AS (Norner Holding AS)
- Since 2016 Director, Apexcela Company Limited

- Since 2016 Director, Siam Bioscience Company Limited
- Since 2016 Advisor, The Committee of Chemical and Petrochemical Engineering, Institute of Thailand Under H.M. The King's Patronage
- Since 2017 Chairman, Add Ventures Capital International Co., Ltd.
- Since 2017 Chairman, Add Ventures Capital Co., Ltd.
- Since 2017 Director, SENFI UK Limited
- Since 2018 Director, SENFI Swiss GmbH
- Since 2019 Vice Chairman, SCG Packaging Public Company Limited
(in the process of initial public offering registration filings to SEC)

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with SCG (none)

5-year Past Experiences and/or Remarkable Positions

- 2005 – 2010 Director, PTT Chemical Public Company Limited
- 2005 – 2019 President, SCG Chemicals Company Limited
- 2007 – 2008 President, The Thai Institute of Chemical Engineering and Applied Chemistry
- 2011 – 2019 Commissioner, PT Chandra Asri Petrochemical Tbk, Indonesia*
- 2013 – 2015 President, Community Partnerships Association
- 2015 – 2016 Vice President, Community Partnerships Association
- 2015 – 2019 Member of CSR Committee for Sustainable Development
- 2017 – 2019 Executive Vice President, SCG

Remark: *Listed in the Stock Exchange of Indonesia

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against SCG during the year.

Shareholdings (Ordinary Shares) (as at December 31, 2019)

- Held personally: 33,500 (0.0028%)
- Held by Spouse or minor children: None

Family Relationship among Directors and Executives

- None

1.4 Mr. Thapana Sirivadhanabhakdi

Age 45 years

Education/Training

- Honorary Doctoral Degree of Philosophy in General Management, Ramkhamhaeng University
- Honorary Doctoral Degree of Business Administration in Strategic Logistic and Supply Chain Management, Suan Sunandha Rajabhat University
- Honorary Doctoral Degree in Community Development, Chiang Mai Rajabhat University
- Honorary Doctoral Degree in Hospitality, Rajamangala University of Technology Krungthep

- Honorary Doctoral Degree of Arts, Rajamangala University of Technology Phra Nakhon
- Master Degree in Science Administration in Financial Economics, Boston University, USA
- Bachelor Degree in Business Administration (Finance) from Boston University, USA

Expertise

- Business or Other Industries
- Regional and Global Organization Management
- Economy and Investment
- Risk Management, Crisis Management
- Marketing
- Expert in domestic and overseas marketing
- Finance
- Human Capital Management

Director Training

- Director Accreditation Program (DAP) 2004, Thai Institute of Directors Association

Board Member/Management in Other Listed Company (4)

- Present Vice Chairman of the Board of Directors and Member of the Remuneration and Nomination Committee
Univentures Public Company Limited
- Present Vice Chairman, Chairman of the Executive Committee, and Member of the Nomination and Remuneration Committee
Amarin Printing and Publishing Public Company Limited
- Present Director, Thai Group Holdings Public Company Limited
- Present Vice Chairman No. 3, Chairman of Executive Committee, Member of Compensation Committee and Member of Sustainability and Risk Management Committee
Sermsuk Public Company Limited

Positions in Other Company/Organization/Institution (12 group of companies)

- Present President and CEO and Executive Committee and Sustainability and Risk Management Committee Member
Thai Beverage Public Company Limited*
- Present Director, Vice Chairman of the Executive Committee, Nominating Committee Member, Remuneration Committee Member, and Sustainability and Risk Management Committee Member
Fraser and Neave, Limited*
- Present Vice Chairman, Times Publishing Limited
- Present Director, Thai Beverage Group of Companies (55)
- Present Vice Chairman, South East Group of Companies (3)
- Present Director, TCC Group of Companies (19)
- Present Director, Pracharath Rak Samakkee Social Enterprise (Thailand) Co., Ltd.

Remark: *Listed company in the Singapore Stock Exchange

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with SCG (2)

- Present Charun Business 52 Co., Ltd.
- Present Thai Beverage Logistics Co., Ltd.

5-year Past Experiences and/or Remarkable Positions

- 2006 - 2020 Vice Chairman, Oishi Group Public Company Limited
- 2011 - 2020 Chairman of the Executive Committee, Oishi Group Public Company Limited
- 2013 - 2020 Director, Golden Land Property and Development Public Company Limited
- 2004 - 2018 Vice Chairman, Red Bull Distillery Group of Companies
- 2004 - 2018 Director and Executive Vice Chairman, Beer Thai (1991) Public Company Limited
- 2001 - 2017 Director, Berli Jucker Public Company Limited
- 2007 - 2015 Vice Chairman, Siam Food Products Public Company Limited
- 2003 - 2008 Director and Executive Vice President, Thai Beverage Public Company Limited

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against SCG during the year.

Shareholdings (Ordinary Shares) (as at December 31, 2019)

- Held personally: None
- Held by Spouse or minor children: None

Family Relationship among Directors and Executives

- None

Remarks As of December 31, 2019, Mr. Thapana Sirivadhanabhakdi was an authorized director in companies whose business relations with SCG are worth in excess of 20 million Baht, rendering him ineligible for independent directorship according to the criteria on the characteristics of an independent director stipulated by the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended) and the Company's requirements for independent directors, as detailed below.

- Mr. Thapana Sirivadhanabhakdi was an authorized director in Southeast Capital Company Limited, whose transactions with SCG are car rental services which worth in excess of 20 million Baht.
- Mr. Thapana Sirivadhanabhakdi was an authorized director in Red Bull Distillery (1988) Company Limited, Cosmos Brewery (Thailand) Company Limited, and Amarin Printing and Publishing Public Company Limited, whose transactions with the Packaging Business, one of SCG's core businesses, are purchasing packaging products and worth in excess of 20 million Baht.

However, the Company's provisions on the qualifications of independent directors regarding the business relations worth in excess of 20 million Baht was relaxed by the power of the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559

Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (Amended), if the Board of Directors resolved that the appointment of the person do not affect his ability to fulfill his duties and freely express his opinions as an independent director, and disclose relevant information in the notice of shareholders meeting on the agenda of the appointment of an independent director.

The Board of Directors deemed it rational and necessary to propose Mr. Thapana Sirivadhanabhakdi to be elected as the Company's director since he has experience and expertise especially in large organization management and domestic and international market insights, which can be beneficial to the development of the Company's business strategies and policies, with attributes of leadership, far-sighted vision, good morals and ethical principles, as well as clear and unblemished career records. As such, upon considering in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (Amended), the Board of Directors resolved that the appointment of Mr. Thapana Sirivadhanabhakdi to be the Company's director and independent director would not affect his ability to fulfill his duties and freely express his opinions as an independent director. Therefore, Mr. Thapana Sirivadhanabhakdi is fully qualified as an independent director.

2. The Company Shareholdings of nominated Persons

Nominated persons	Number of shares	% of issued shares
1. Mr. Kan Trakulhoon	None	N/A
2. Mr. Prasarn Trairatvorakul	None	N/A
3. Mr. Cholanat Yanaranop	33,500	0.0028%
4. Mr. Thapana Sirivadhanabhakdi	None	N/A

3. Directorship or Management Positions in other Listed Companies and other Companies

Nominated persons	Listed company		Other incorporation (non-listed company)	Other incorporation /business that may deemed as a conflict of interest or in competition with SCG
	Amount	Type of director		
1. Mr. Kan Trakulhoon	4	- Chairman of the Board of Directors, Independent Director, Chairman of Leadership Development and Compensation Committee, Advanced Info Services Public Co. Ltd.	14	None

		<ul style="list-style-type: none"> - Independent Director, Chairman of the Nomination, Compensation and Corporate Governance Committee, Member of the Executive Committee, Siam Commercial Bank Public Co., Ltd. - Independent Director, Chairman of the Leadership Development and Compensation Committee, Member of the Nomination and Governance Committee, Member of the Strategic and Organizational Review Committee, Member of the CSR Committee for Sustainable Development, Intouch Holdings Public Co., Ltd. - Independent Director, Bangkok Dusit Medical Services Public Co., Ltd. 		
2. Mr. Prasarn Trairatvorakul	1	- Chairman of the Board, Pruksa Holding Public Company Limited	16	None
3. Mr. Cholanat Yanaranop	None	None	12	None

4. Mr. Thapana Sirivadhanabhakdi	4	<ul style="list-style-type: none"> - Vice Chairman of the Board of Directors and Member of the Remuneration and Nomination Committee, Univentures Public Company Limited - Vice Chairman, Chairman of the Executive Committee, and Member of the Nomination and Remuneration Committee, Amarin Printing and Publishing Public Company Limited - Director, Thai Group Holdings Public Company Limited - Vice Chairman No. 3, Chairman of Executive Committee, Chairman of Nominating and Compensation Committee and Member of Sustainability and Risk Management Committee, Sermasuk Public Company Limited 	81	2
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4. Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship Characteristics	Name of nominated person qualified as Independent Directors (2 persons)	
	Mr. Prasarn Trairatvorakul	Mr. Thapana Sirivadhanabhakdi
Holding of the Company Share - Amount - Ratio of issued shares having voting rights (%)	None N/A	None N/A
Being close relatives to other directors/ executive/major shareholders of the Company/controlling person/or person to be nominated as director/executive/controlling person of company and its subsidiaries	No	No
Having relationship in any of these characteristics to the Company/parent company/subsidiary company/associate company/or juristic person which may have conflicts of interest either at present or during the past 2 years - Be an executive director, staff, employee or advisor who receives salary. - Be a professional service provider (such as an auditor or a lawyer) - Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any)	No No None	No No None

Qualifications of Independent Directors of the Company

The Company's qualifications for independent directors were revised on July 26, 2019 to be more stringent than those prescribed by the Capital Market Supervisory Board. The Company's qualifications of Independent Directors are as follows:

1. Shall not hold shares exceeding 0.5% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall be able to attend meetings of the Board of Directors and make independent judgment.
10. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.
11. Shall be able to look after the interests of all shareholders equally.
12. Shall be able to prevent conflicts of interest.
13. Shall not have been convicted of violating security or stock exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.

After being appointed as an independent director with all qualification items 1-13 specified above, such independent director may be assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary or any juristic person which may have a conflict of interest on the basis of collective decision, whereby such actions of the independent director are not deemed partaking of management.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

Profiles of the proposed Auditors for the year 2020

(from KPMG Phoomchai Audit Ltd.)

1.1 Mr. Vairoj Jindamaneepitak	
CPA No.	3565
Education	<ul style="list-style-type: none"> - Master of Science in Accounting, Thammasat University (M.Sc. (Accounting)) - Bachelor of Accountancy, Chulalongkorn University (B.Acc.)
Experiences	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Experienced in auditing for several kinds of industries e.g. Energy, Petrochemicals, Manufacturing and Trading industries both with domestic and international clients - Professional experience since 1984

1.2 Miss Pornthip Rimdusit	
CPA No.	5565
Education	<ul style="list-style-type: none"> - Master of Business Administration, Chulalongkorn University (M.B.A.) - Bachelor of Accountancy, Kasetsart University (B.Acc.)
Experiences	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Experienced in auditing for several kinds of industries e.g. Pulp and Paper, Petrochemicals, Leasing and Trading industries both with domestic and international clients. - Professional experience since 1996

1.3 Miss Thanyalux Keadkeaw	
CPA No.	8179
Education	<ul style="list-style-type: none"> - Master of Business Administration, Thammasat University (M.B.A.) - Bachelor of Accounting, Thammasat University (B.Acc.)
Experiences	<ul style="list-style-type: none"> - Audit Partner, KPMG Phoomchai Audit Ltd. - Experienced in auditing for several kinds of industries e.g. Pulp and Paper, Manufacturing, Trading and Services industries both with domestic and international clients. - Professional experience since 2003

The three auditors proposed for appointment as mentioned above have neither relationship nor interest of transaction with the Company, the Company's subsidiaries, the executives, major shareholders or any persons related thereto.

Profiles of the Independent Directors proposed by the Company
to act as Proxy for Shareholders

(Excluding Independent Directors to be retired by rotation in the year 2020)

Name	Age (years)	Positions	Address	Special conflict of interest* in the proposed agenda
1. Mr. Chumpol NaLamlieng	73	Member of the Governance and Nomination Committee and Member of the Remuneration Committee	1 Siam Cement Road, Bangsue, Bangkok 10800, Thailand	No special conflict of interest in Agenda 1 – 6
2. Mrs. Tarisa Watanagase	71	Chairman of the Audit Committee and Member of the Governance and Nomination Committee		
3. Mr. Pasu Decharin	52	Member of the Audit Committee and Member of the Governance and Nomination Committee		
4. Mrs. Parnsiree Amatayakul	50	Member of the Audit Committee and Member of the Remuneration Committee		

Remark: Details of profiles of the Independent Directors are shown in the Board of Directors section of the 2019 Annual Report.

*The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such a special interest in the election of directors due to being a nominee for the re-election.

Company's Articles of Association relating to the General Meeting of Shareholders

Shareholders Meeting

18. The Board of Directors shall call a shareholders meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

The General Meetings of Shareholders other than the one referred to in the first paragraph shall be called extraordinary general meetings.

20. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a general meeting of shareholders amounting to not less than twenty-five persons, or not less than one half of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

21. The Chairman of the Board of Directors shall preside at every general meeting of shareholders.

If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

26. In calling a general meeting of shareholders, the Board of Directors shall prepare a written notice calling for the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

The notice calling for the meeting shall be directly delivered to the recipient, or his representative, or sent by registered mail.

The Board of Directors shall determine the place where the meeting mentioned in the first paragraph shall take place.

27. At any general meeting of shareholders, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

28. The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with the Articles of Association relating to meetings and follow the sequence of the agenda specified in the notice calling for the meeting unless the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders the notice calling for the meeting, which indicates the place, date, time and agenda of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

Proxy and Voting

22. At a general meeting of shareholders, a shareholder may authorize a person who is sui juris as his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing and signed by the principal, and it shall be submitted to the Chairman of the Board or the person designated by the Chairman of the Board, at the place of the meeting, before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies.

In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the shareholders who appointed the proxy, unless the proxy has declared to the meeting prior to the vote that he will vote on behalf of only certain of those principals, indicating the names of those principals and the number of shares held by each of them.

23. Unless otherwise stipulated by these Articles of Association, or the law governing public limited companies, any resolution at a general meeting of shareholders shall be passed by a simple majority of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

In voting, the subscribers shall have votes equal to the number of shares subscribed by them. One share is entitled to one vote.

Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

25. A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.

Directors' Qualifications, Election and Rotation of Directors

29. There shall be not less than nine, but not more than twelve Directors, each of whom shall be appointed and removed by general meetings of shareholders and not less than half of the Directors shall be residents of the Kingdom.

The Directors must be natural persons with the following qualifications:

- (1) having become sui juris;
 - (2) not being a bankrupt, incompetent or quasi-incompetent person;
 - (3) never having been sentenced to imprisonment by final judgement of the court for an offence relating to property which was committed in bad faith;
 - (4) never having been expelled or removed from government service or organizations or governmental agencies in punishment for dishonest performance of duties.
30. The election of Directors at a general meeting of shareholders shall be carried out in accordance with the following rules and procedures:
- (1) A shareholder shall have one vote for each share he holds or represents.
 - (2) At the election of Directors, the shareholders shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
 - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

36. At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be done by means of volunteer of the Directors. If the number of Directors who volunteer to retire from office does not meet the required number mentioned in the first paragraph, then they shall be selected by drawing lots. In subsequent years, the Director who has held office the longest shall retire.

A retiring Director is eligible for re-election.

Delegation of Authority and Remuneration for Sub-committees

40. The Board of directors may authorize a Director, the Executive Committee, the Sub-Committee, a person, or a juristic person to act jointly or separately for the purpose of performing any act in accordance with the Objectives and the Articles of Association of the Company, and entitle them to receive remuneration as determined by the Board. The Board of Directors shall have right to change or withdraw the power thus delegated, or dismiss any person so appointed and appoint in his place another person considered suitable.

The person or persons so appointed shall comply with rules, orders and policies imposed by the Board of Directors.

Directors' Remuneration and Bonus

42. The Directors shall be paid remuneration and bonus, the amount of which shall be fixed by the general meeting of shareholders in accordance with the resolution of the general meeting of shareholders supported by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

The remuneration and the bonus shall be distributed amongst the Directors in such manner as they may themselves determine.

Dividend Payment

45. The Board of Directors is empowered to propose the profits in any year or the profits accumulated in the preceding years to be distributed as dividends in any year to shareholders, or to propose any other appropriation of profits.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following general meeting of shareholders.

Payment of dividends shall be made within one month from the date of the resolution of the general meeting of shareholders or the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

47. The Company shall allocate not less than five percent of its annual profit minus the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Voting, Counting, and Announcement of the Vote

Voting

General Agenda:

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. In case of proxy:
 - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the shareholder.
 - 2.2 In case the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

Agenda on Election of Directors:

In accordance with Clause 30 of the Company's Articles of Association, shareholder or the proxy shall have one vote for each share and the procedures for the election of Directors shall be as follows:

1. At the election of Directors, the shareholder shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.
2. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

Voting Procedures

The Chairman shall inform the Meeting the details of voting criteria and procedures in each agenda as follows:

1. The Chairman shall propose the Meeting to vote in each agenda by asking time by time whether there is any shareholder disapprove or abstain.
2. In case of shareholder's disapproval or abstention, shareholder or proxy shall show their hand (except for secret voting). The rest shall be regarded as approved without showing of their hand. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

3. A secret voting may be made upon the request of at least five shareholders and the Meeting resolves accordingly. The Chairman shall specify the method for such voting and inform the Meeting before voting in the agenda resolved to vote secretly.

Resolution of the Meeting

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote.
- Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
- In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
- A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the meeting.

Vote Counting and Announcement of the Result

Prior to the Meeting, the Chairman shall inform the method of vote counting. The counting of votes for each agenda shall be made from the voting of shareholders or proxies present at the meeting with the right to vote. The Chairman would request shareholders or proxies who wish to disapprove with or abstain from voting on each agenda item to indicate their votes by raising their hand and marking on the ballots. The total votes cast in disapprove or abstention, as well as the invalid ballots (if any), shall be deducted from the total number of votes attending the Meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as there are more than one marked box on the ballots or there are split votes (except for the case of custodian) or there is no countersign on the ballot where changes of votes are made.

**QR Code Downloading Procedures for the 2019 Annual Report
and Sustainability Report**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2019 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Attachment 1) by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

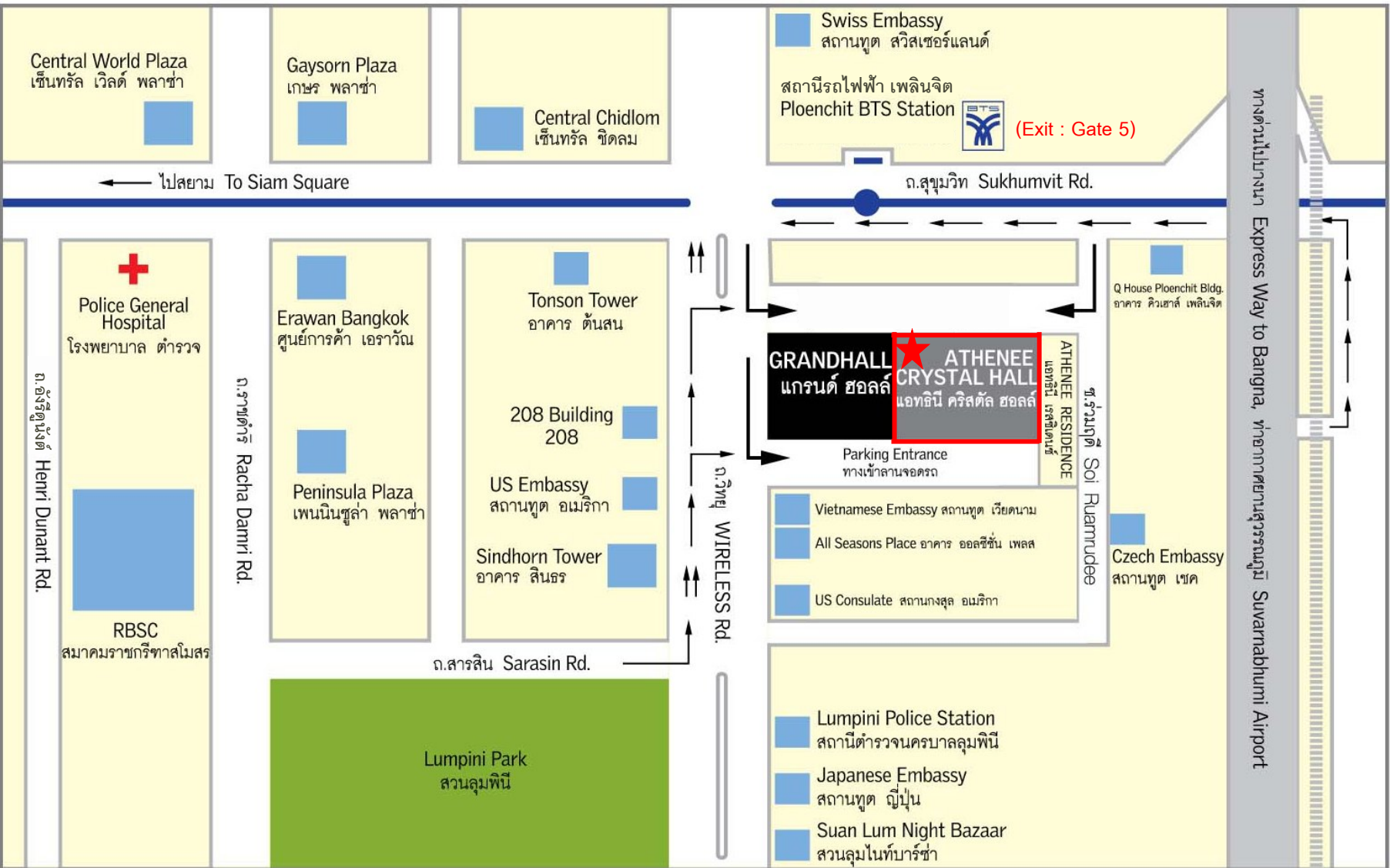
1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

Map to The Athenee Hotel Bangkok





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