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CSO-S67-144

July 24, 2024

To President  
The Stock Exchange of Thailand

**Subject: Right of Shareholders to propose Agenda  
and Nominees to be elected as Directors in Advance**

Siam Cement Company Limited (or "SCC") hereby announces that, in accordance with the good corporate governance practice relating to the treatment of shareholders' rights, SCC would welcome shareholders' proposal for the agenda and the candidates to be considered for the election as SCC directors at the 2025 Annual General Meeting of Shareholders. The said issues for the 2025 Annual General Meeting of Shareholders can be proposed from August 1, - November 30, 2024, as per details attached which have been posted on SCC's website, [www.scg.com](http://www.scg.com).

Please be informed accordingly.

Yours faithfully,

*-Signed-*

(Mr. Thammasak Sethaudom)

President & CEO

The Siam Cement Public Company Limited

**Proposal of Agenda and Director Nominee in Advance  
for the 2025 Annual General Meeting of Shareholders of SCC**

**1. Objective**

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as SCC directors in advance of the Annual General Meeting of Shareholders for the year 2025 which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated, The Siam Cement Public Company Limited (the "Company" or "SCC") has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to the Company and the director nominee has suitable qualification. The Corporate Governance and Nomination Committee will carefully consider and make proposal to the Board of Directors.

**2. Proposal of the Agenda**

2.1 Shareholders wishing to propose the agenda must be the shareholders of the Company at the date proposing the agenda holding a minimum of five percent of the total shares issued by SCC (not less than 60 million shares), which can be either owned by one shareholder or combined shareholders.

2.2 Shareholders possessing the qualifications as specified in 2.1 above must complete the "Agenda Proposal Form for 2025 Annual General Meeting of Shareholders of SCC" and submit required documents and evidences to the Company Secretary or E-mail address of Independent Directors at ind\_dir@scg.com **from Thursday, August 1, - Saturday, November 30, 2024** to allow sufficient time for the Corporate Governance and Nomination Committee to consider and make proposal to the Board of Directors. Shareholders may unofficially fax those documents to 66-2586-3007.

If many shareholders have unified to propose the agenda, each of them must complete the "Agenda Proposal Form for the 2025 Annual General Meeting of Shareholders of SCC" and sign their names as evidence and send them altogether as one set.

2.3 Criteria for the Agenda Proposals that will not be accepted:

2.3.1 Matters defined in Section 89/28 of the Securities and Exchange Act (No. 4) B.E. 2551 (Amended)\*

2.3.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company

2.3.3 Matters that the Company has already implemented

2.3.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

2.3.5 Matters proposed for personal benefits or special benefits for particular group of persons

2.4 In the case that the Board of Directors approves the proposed matters, SCC will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.

2.5 In the case that the Board of Directors denies the proposed matters, SCC will provide rationales in the notice of the shareholders meeting. In the case that the shareholders meeting agreed to include the proposed matters with simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, the matters will be included in the agenda for the next shareholders meeting.

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\* Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 (Amended) are as follows:

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

### **3. The Nomination of the Director**

- 3.1 Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at the date proposing the candidate.
- 3.2 Shareholders possessing the qualifications as specified in 3.1 above must complete the "Director Nomination Form for the 2025 Annual General Meeting of Shareholders of SCC " and submit required documents and evidence to Company Secretary or Independent Directors via E-mail address: ind\_dir@scg.com **from Thursday, August 1, - Saturday, November 30, 2024**. The Corporate Governance and Nomination Committee will deliberate on shareholders' candidates together with other candidates before passing to the Board of Directors for their consideration. Shareholders may unofficially fax those documents to 66-2586-3007.
- 3.3 If many shareholders have unified to propose the candidate, each of them must complete the "Director Nomination Form for the 2025 Annual General Meeting of Shareholders of SCC" and sign their names as evidence and consolidate all the forms into one set.
- 3.4 Any candidate to be proposed for being a director must possess the following key qualifications and does not have prohibited characteristics:
  - 3.4.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the good governance principles of the Company;
  - 3.4.2 Having knowledge and skill in the areas significantly beneficial to the Company;
  - 3.4.3 Should not serve as directors of more than four other listed companies which listed in the Stock Exchange of Thailand.
- 3.5 The candidate agreed by the Board will be included in the Agenda and remarked as "proposed by shareholders" in the notice to shareholders.

**Agenda Proposal Form**  
**for the 2025 Annual General Meeting of Shareholders of SCC**

(1) I, (Mr./Mrs./Miss) .....being the shareholder of the Siam Cement Public Company Limited, holding..... shares or totaling .....percent of all the voting shares as of ..... , residing at ..... Road..... Sub-district.....District.....Province ..... Telephone Number ..... Facsimile Number ..... E-mail address (if any).....

(2) I, (Mr./Mrs./Miss) .....being the shareholder of the Siam Cement Public Company Limited, holding..... shares or totaling .....percent of all the voting shares as of ..... , residing at ..... Road..... Sub-district.....District.....Province ..... Telephone Number ..... Facsimile Number ..... E-mail address (if any).....

The total number of shares held is ....., amounting to ..... percent of all the voting shares.

I would like to propose the agenda of the 2025 Annual General Meeting of Shareholders as follows: Proposed Matter: .....

Objective:     For consideration     For acknowledgement     For approval

Reasons and details:

.....  
.....

And have the documents supporting the above proposal ..... pages in total.

I certify that all information in this form, the evidence of shares holding and other supporting documents are correct. I (all of us) also certify that the total number of shares held (jointly) by me (all of us) is not less than five percent of all the voting shares, which is in accordance with Section 89/28 of the Securities and Exchange Act (No. 4) B.E. 2551 (Amended). I hereby affix my signature as evidence below.

Signed by..... Shareholder (1)\*

(.....)

Date .....

Signed by..... Shareholder (2)\*

(.....)

Date .....

\*All shareholders who propose agenda above shall signed their names in the Consent Letter for Personal Data Processing attached in this form.

Remarks: A Shareholder must enclose the following evidences:

1. The evidence of shares held such as a certified true copy of the share certificate.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card\*/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card\*/passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough the details since such data is not required to be processed.*

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors, detailed on the Company's website

[https://www.scg.com/en/09legal\\_privacy/privacy-notice.html](https://www.scg.com/en/09legal_privacy/privacy-notice.html).

**Consent Letter for Personal Data Processing**

(1) I,....., give consent to Siam Cement Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by ..... Shareholder  
(.....)  
Date .....

**Consent Letter for Personal Data Processing**

(2) I,....., give consent to Siam Cement Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by ..... Shareholder  
(.....)  
Date .....

**Director Nomination Form**  
**for the 2025 Annual General Meeting of Shareholders of SCC**

I, (Mr./Mrs./Miss) .....being the shareholder of the Siam Cement Public Company Limited, holding..... shares or totaling .....percent of all the voting shares as of ..... , residing at ..... Road..... Sub-district.....District.....Province ..... Telephone Number ..... Facsimile Number ..... E-mail address (if any).....

I would like to nominate (Mr./Mrs./Miss) ..... as a candidate to be a director of Siam Cement Public Company Limited and the said candidate has given consent to my nomination. Details could be found in the attachment “Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee”.

I certify that all information in this form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by ..... Shareholder  
(.....)  
Date .....

**Remarks:** A Shareholder must enclose the following evidences:

1. The evidence of shares held such as a certified true copy of the share certificate.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card\*/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card\*/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough it since such data is not required to be processed.*

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**Consent Letter for Personal Data Processing**

I,....., give consent to the Siam Cement Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by ..... Shareholder

(.....)

Date .....

## Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee

I, (Mr./ Mrs./ Miss).....  
 Nationality..... Identification Card No..... Date of Birth.....: Age.....years,  
 residing at ..... Road.....  
 Sub-district.....District.....Province ..... Telephone Number  
 ..... Facsimile Number ..... E-mail address  
 (if any).....

### Education

Degree	Institution	Fields of Study	Year of Graduation

### Working Experience

Position	Place of work	Year of Employment

### Training

Course	Place of training	Year of Training

### Ownership of the Company's Shares

Person	Number of Shares
1. Director nominee	
2. Spouse of the director nominee	
3. Underage children of the director nominee ..... .....	
4. Juristic persons in item 1, 2 and 3 together hold shares exceeding 30 percent. This includes a case that the aforementioned persons hold more than 10 percent of shares in other juristic persons, which is considered being major shareholders of such juristic persons.	
5. Others	

Relationship with executive directors, major shareholders and controlling persons of the Company (if any)

.....  
.....

I, Mr. Mrs., Ms....., a nominee to be elected as a director of the Siam Cement Public Company Limited, **consent and acknowledge** the aforementioned nomination, and certify that my information is correct and complete. The additional documents attached herewith are also true and correct. I give consent to the Company to collect, use and disclose my data and document.

Signed by ..... Director Nominee  
(.....)  
Date .....

Remarks: A shareholder must enclose the following evidences:

- 1. A proof of identity of a director nominee such as a certified true copy of identification card/ passport (in case of non-Thai nationality).
- 2. If a director nominee has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
- 3. The evidence of shares held such as a certified true copy of the share certificate (if any).

*\*Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card isn't concealed, the Company will strikethrough it since such data is not required to be processed.*

The Company collects, uses and discloses the personal data of shareholders following the Privacy Notice for Shareholders, Debenture Holders and Directors, detailed on the Company's website [https://www.scg.com/en/09legal\\_privacy/privacy-notice.html](https://www.scg.com/en/09legal_privacy/privacy-notice.html).