

Notice of 2021

Annual General Meeting of Shareholders (28th Meeting)

SCG Packaging Public Company Limited

Tuesday, March 30, 2021 at 09:00 hours

At Grand Hall, 10th floor, Multipurpose Building

The Siam Cement Public Company Limited

Registration No.: 0107537000921

Head Office Address: 1 Siam Cement Road, Bangsue, Bangkok 10800

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Notice of 2021 Annual General Meeting of Shareholders (The 28th Meeting) of SCG Packaging Public Company Limited

Subject The Schedule of 2021 Annual General Meeting of Shareholders (The 28th Meeting)

To Shareholders

Attachments

- 1. 2020 Annual Report (Form 56-1 One Report) and 2020 Sustainability Report (QR Code)
- 2. Profiles of the nominated candidates for the election of the Directors in replacement of those to be retired by rotation
- 3. Profile of the Director proposed to be appointed as the Independent Director
- 4. Profiles of the Auditors proposed for the year 2021
- 5. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders
- 6. Company's Articles of Association relating to the General Meeting of Shareholders
- 7. Voting, Counting, and Announcement of the Vote
- 8. QR Code Downloading Procedures for supporting documents for the 2021 Annual General Meeting of Shareholders
- 9. Hygiene protocols in regard to the Coronavirus Disease 2019 (COVID-19) outbreak and COVID-19 Screening Questionnaire
- 10. Attendance Request Form for the 2021 Annual General Meeting of Shareholders
- 11. Form for submission of questions in advance of the 2021 Annual General Meeting of Shareholders
- 12. Map of the venue of the Shareholders Meeting, The Siam Cement Public Company Limited
- 13. Documents required prior to attending the Meeting and Documents for Proxy, and Proxy Form A, Form B and Form C as specified by the Department of Business Development, Ministry of Commerce
- 14. Requisition Form of Notice of the 2021 Annual General Meeting of Shareholders and/or 2020 Annual Report and/or 2020 Sustainability Report

NOTICE IS HEREBY GIVEN that, by virtue of the resolution of the Board of Directors Meeting of SCG Packaging Public Company Limited ("the Company") held on Tuesday, January 26, 2021, the 2021 Annual General Meeting of Shareholders (The 28th Meeting) will be held on **Tuesday, March 30, 2021 at 09:00 hours at Grand Hall, 10 Floor, Multipurpose Building, The Siam Cement PLC., No. 1, Siam Cement Rd., Bangsue, 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 2020

<u>Objectives and rationale</u>: The summary of the Company's operating results and major changes during the year 2020 is shown in the 2020 Annual Report, which is provided herewith in Attachment No. 1.

Board of Directors' opinion: The Board requests the Meeting to acknowledge the Company's 2020 Annual Report stating the Company's performance and major changes during the year 2020.

<u>Vote required</u>: 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, 2020

<u>Objectives and rationale</u>: To be in compliance with the law, 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 recommends the Meeting to consider and approve the financial statements for the year ended December 31, 2020, 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 2020 is as follows:

The statements of financial position and income statements

Unit: Million Baht

| Items | The Company and its Subsidiaries | The Company |
|---------------------------------|-------------------------------------|-------------|
| Total Assets | 172,429 | 93,659 |
| Total Liabilities | 62,588 | 29,226 |
| Revenue from sales | 92,786 | - |
| Total revenue | 93,389 | 4,997 |
| Profit for the year | 6,457* | 2,381 |
| Earnings per share (Baht/Share) | 1.95* | 0.72 |

^{*}Represents profit for the year attributable to owners of the parents.

Details are as shown in the financial statement section of the Company's 2020 Annual Report submitted to the shareholders together with this Notice in Attachment No. 1.

<u>Vote required</u>: 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 2020 and payment of dividend for the year 2020

Objectives and rationale: The Company's policy is to distribute dividends at the rate of not less than 20% of the net profit on the consolidated financial statements after deduction of payment of corporate income tax and all reserves as required by laws and the Company's provisions in each year. Said ratio could be changed upon the operating performance, financial structure and financial health, liquidity, additional investment necessity, investment plan, business expansion, reserve for loan repayment, or working capital of the Company, as well as terms and conditions stated in loan agreements and other factors pertaining to management. In accordance with the Public Limited Companies Act B.E. 2535, section 116 and the Articles of Association of the Company, Clause 50, the Company shall allocate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

In 2020, the consolidated financial statement showed the profit attributable to owners of the parents amounting to 6,457 million Baht without deficit while the Company's financial statement presented the net profit for the year amounting to 2,381 million Baht with retained earnings applicable for the distribution of dividends to shareholders.

Board of Directors' opinion: The Board recommends the Meeting to consider and approve the allocation of profit for the year 2020 of 119.1 million Baht for legal reserve and the distribution of dividend for the year 2020 at 0.45 Baht per share, totaling an amount of 1,932 million Baht.

The said 2020 dividend equaled to 30% of profit for the year listed on the consolidated financial statements conforming to the Company's dividend payment policy, of which was subject to corporate income tax at the rates as follows:

- 0.05 Baht per share, derived from the profits which were subject to corporate income tax of 30%. An individual shareholder shall be entitled to a tax credit¹ equaling the product of dividend times 30/70.
- 0.40 Baht per share, derived from the profits which were subject to corporate income tax of 20%. An individual shareholder shall be entitled to a tax credit¹ equaling the product of dividend times 20/80.

Comparison of dividend distribution in the year 2020 to the preceding year is as follows:

| Details of dividend payment | Year 2020 | Year 2019 |
|---|-----------|------------|
| Profit for the year on consolidated financial statements (million Baht) | 6,457 | 5,269 |
| 2. Shares (million shares) | 4,293 | 3,126 |
| 3. Annual Dividend (Baht/share) | | |
| - Stock dividend (Baht/share) paid to | - | 1 |
| 1,563 million shares | | |
| - Cash dividend (Baht/share) paid to | - | 0.11111111 |
| 1,563 million shares | | |
| - Final dividend in Cash (Baht/share) | - | 0.42 |
| paid to 3,126 million shares | | |
| - Cash dividend (Baht/share) paid to 4,293 million shares | 0.45 | |
| 4. Total amount of dividends paid (million Baht) | 1,932 | 3,050 |
| 5. Proportion of dividends on profit for the | | |
| year on consolidated financial statements | 30 | 58 |
| (percent) | | |
| - Interim dividend (percent) | - | 33 |
| - Final dividend (percent) | 30 | 25 |
| 6. Legal reserve (million Baht) | 119.1 | 62.3 |

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 listed in the record date on Thursday, April 8, 2021. (The XD, or the date on which a share purchaser will not be entitled to receive the dividend, will be on Wednesday, April 7, 2021.) The dividend payment will be made on Thursday, April 22, 2021. The receipt of such dividend shall be within 10 years.

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

<u>Vote required</u>: 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

<u>Objectives and rationale</u>: In compliance with the Public Limited Companies Act B.E.2535, and Clause 40 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. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The director who vacates office under this section may be re-elected. Four directors to be retired by rotation in this meeting are as follows:

1) Mr. Chumpol NaLamlieng Independent Director and

Chairman of the Remuneration Committee

2) Mr. Chalee Chantanayingyong Independent Director, Member of the Audit

Committee and Chairman of the Corporate Governance and Nomination Committee

3) Mr. Thammasak Sethaudom Director

4) Mr. Wichan Jitpukdee Director and Chief Executive Officer

From August 3 to November 3, 2020, the Company provided an opportunity to its shareholders to propose agenda for the meeting and qualified candidate(s) for the directorship, there was not any proposal from the shareholders.

The Corporate Governance and Nomination Committee (excluding the director who is due to retire by rotation at the 2021 Annual General Meeting of Shareholders) considered the individual qualifications of four candidates, proposed by the Directors, who are retired by rotation and resolved unanimously to propose for the Board of Directors' consideration of four retiring candidates, namely Mr. Chumpol NaLamlieng, Mr. Chalee Chantanayingyong, Mr. Thammasak Sethaudom and Mr. Wichan Jitpukdee to be nominated for election as the directors for another term due to their composition of knowledge, abilities and expertise pursuant to the Company's Board Skills Matrix, attributes of leadership, exemplary vision, good morals and ethical principles, as well as clear and unblemished career records, decision making based on information and rationale, appropriate qualifications in accordance with relevant laws and the Company's Articles of Association and no dishonest act of an offence against property, together with fulfilling their duties as the Directors.

Board of Directors' opinion: The Board of Directors, excluding the directors to be retired by rotation at the 2021 Annual General Meeting of Shareholders, has extensively discussed and thoroughly considered all the four candidates nominated by the Corporate Governance and Nomination Committee as well as the qualification of each candidate who is qualified with knowledge, abilities, expertise in pursuant to the Company's Board Skills Matrix, attributes of leadership, exemplary vision, good morals and ethical principles, as well as clear and unblemished career records, of which Mr. Chumpol NaLamlieng and Mr. Chalee Chantanayingyong are deemed qualified as independent directors. The Board of Directors, thus, unanimously resolved to propose the four qualified candidates for the election in replacement of directors and independent directors to be retired by rotation as follows:

Mr. Chumpol NaLamlieng Independent Director
 Mr. Chalee Chantanayingyong Independent Director

3) Mr. Thammasak Sethaudom Director4) Mr. Wichan Jitpukdee Director

The first and second candidates are independent directors 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 and criteria. The first candidate is a former Chairman who has been well knowledgeable of the Company's businesses, also an independent director who has freely provided opinions and suggestions to the Board of Directors and the Company. The second candidate, an independent director who has freely provided opinions, has brought about his knowledge, experiences and expertise to make recommendations beneficial to policy formulation on business operation in accordance with the Corporate Governance on a global scale. The third candidate is a non-Executive Director who has knowledge and experience in the Company's and relevant businesses as well as providing vision, mission and policy setting and strategic planning for organizations. The fourth candidate, Chief Executive Officer, has experience on core business of the Company and businesses in the Company's supply chains, and international or regional business administration. 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.

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 Thai listed companies, others companies / organizations are provided herein Attachment No. 2.

Note: Clause 33 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) 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.

<u>Vote required</u>: 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 Independent Director of the Company

Objectives and rationale: The 2020 Annual General Meeting of Shareholders (The 27th Meeting) on March 24, 2020, resolved to appoint Mr. Vibul Tuangsitthisombat to be an independent director. However, in the fiscal year ended December 31, 2019, the business transaction between Nanyang Garment Co., Ltd. and Nanyang Textile Industry Co., Ltd, the subsidiaries of the Nanyang Textile Group that Mr. Vibul Tuangsitthisombat holds the positions as the Chief Executive Officer, a director, and an indirect shareholder, and the Company's subsidiaries (Tawana Container Co., Ltd. and Dyna Packs Co., Ltd.) has been a normal business transaction that does not hold significant value comparing to the business transactions of the Company and its subsidiaries despite the transaction size has exceeded 20 million Baht. Thus, the Company informed the Securities and Exchange Commission (SEC) of the said information and the Board of Directors thoroughly considered and resolved to change the status of Mr. Tuangsitthisombat from "independent director" to "director" as well as disclosed the changed status to public via the Registration Statement for Securities Offering (Form 69-1) and Prospectus of the Stock Exchange of Thailand.

Then, the Corporate Governance and Nomination Committee (excluding Mr. Vibul Tuangsitthisombat who had not yet been appointed as the member of the Corporate Governance and Nomination Committee at the time) thoroughly considered and agreed that the size of the above business transactions was relatively small compared with total sales of fiber-based packaging of the subsidiaries of the Company and they were made under normal commercial terms of the Company which would not affect the ability to fulfill his duties as a director nor his independent opinions specified under relevant Notification of the Capital Market Supervisory Board nor incur conflict of interest between the Company and Mr. Vibul Tuangsitthisombat. Moreover, Mr. Vibul Tuangsitthisombat possesses knowledge, skill, expertise and long experiences in large organization management as well as consumer-related businesses having close relationships with customers both local and international which help support current businesses and expansion of the Company, all to be valuable for increasing efficiency of the Board of Directors. The Corporate Governance and Nomination Committee, hence came to the unanimous resolution to propose the Board of Directors to review independent qualifications of Mr. Vibul Tuangsitthisombat and proposed to appoint Mr. Vibul Tuangsitthisombat to be an independent director of the Company.

Board of Directors' opinion: The Board of Directors, excluding Mr. Vibul Tuangsitthisombat, had thoroughly considered the qualifications of Mr. Vibul Tuangsitthisombat pursuant to the Fiduciary Duties as stipulated in Section 89/7 of the Securities and Exchange Act B.E. 2535 (Amended) and agreed with the Corporate Governance and Nomination Committee that the afore-mentioned business relations

would not affect the ability to fulfill his duties as a director nor his independent opinions. Therefore, he was qualified for an exemption from a prohibition of having or having had a business relationship at such excessive value as stipulated in 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). The Board of Directors had thus resolved to propose the 2021 Annual General Meeting of Shareholders to consider the appointment of Mr. Vibul Tuangsitthisombat, a director, executive and shareholder of the companies having business relation in normal commercial transactions with subsidiaries of the Company amounted exceeding 20 million Baht, as an independent director of the Company.

Profiles and information of Mr. Vibul Tuangsitthisombat is provided herein Attachment No. 3.

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

Agenda 6: To consider and appoint the Auditors and fix the audit fees for the year 2021

<u>Objectives and rationale</u>: The Audit Committee resolved to select KPMG Phoomchai Audit Ltd., (KPMG) to be the audit firm for the Company for the year 2021 considering that KPMG has good performance standard, expertise in auditing, appropriate audit fee and has expertly performed the duties. 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 qualified auditors and 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 2021 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors and the audit fees as follows:

- 1) The appointment of the following auditors from KPMG Phoomchai Audit Ltd. for SCG Packaging Public Company Limited for the year 2021:
 - Mr. Vairoj Jindamaneepitak (Certified Public Accountant No. 3565) or
 - Ms. Thanyalux Keadkeaw (Certified Public Accountant No. 8179) or
 - Ms. Dussanee Yimsuwan (Certified Public Accountant No. 10235)

The above-mentioned auditors from KPMG Phoomchai Audit Limited are qualified with the guidelines of the Securities and Exchange Commission.

The proposed auditing firm and auditors named in the above list have no relationship or conflict of interest with the Company/subsidiaries/the major shareholders or related persons to the said entities. Profiles and independent qualification of the proposed auditors are provided in Attachment No. 4.

2) To approve the annual audit fees and the quarterly review fees for the Company's 2021 financial statements and consolidated financial statements totaling 2,611,000 Baht (a decrease of 163,000 Baht from the year 2020) as follows:

Unit: Baht

| Audit fees | Year 2021 | Year 2020 | Increase/ (decrease) |
|---|--------------|--------------|-------------------------|
| 1. Annual audit fee for the Company's financial statements | 305,000 | 300,000 | 5,000 |
| 2. Annual audit fee for the Company's consolidated financial statements | 816,000 | 600,000 | 216,000(1) |
| 3. Quarterly review fee for the Company's financial statements and annual audit fee and quarterly review fee of the consolidated financial statements | 1,490,000 | 1,874,000 | (384,000)(2) |
| Total audit fees | 2,611,000 | 2,774,000 | (163,000) |

- Remark: (1) Annual audit fee for the Company's consolidated financial statements increased due to the additional audited / reviewed process for the listed company.
 - (2) Quarterly review fee decreased due to the absence of additional workload for capital increase of the Initial Public Offering (IPO) in 2020.
- 3) To acknowledge the annual audit fees for the 2021 financial statements of the Company's subsidiaries audited by KPMG Phoomchai Audit Ltd. in Thailand and other countries, the fees of which are borne by each subsidiary as follows:

| | Year 2021 | | Year 2020 | |
|---|------------------------|---------------------|------------------------|----------------|
| Audit fees | Number of subsidiaries | Amount of fee | Number of subsidiaries | Amount of fee |
| | (Companies) | (million Baht) | (Companies) | (million Baht) |
| Annual audit fees of the subsidiaries in Thailand | 31 ⁽¹⁾ | 7.61 | 34 | 7.60 |
| 2. Annual audit fees of the subsidiaries outside Thailand | 14 | 9.78 ⁽²⁾ | 14 | 9.96 |
| Total audit fees of all subsidiaries | 45 | 17.39 | 48 | 17.56 |

- Remark: (1) The dissolution of 3 companies (Thai Union Paper Public Company Limited,
 Dyna Packs Co., Ltd. and D-In Pack Co., Ltd.)
 - (2) The annual fee for the year 2021 decreased due to the absence of Beginning Balance for the consolidation of the subsidiary in Indonesia (PT Fajar Surya Wisesa) into the Company's consolidated financial statements for the first time.

(The audit fees of subsidiaries for the year 2021 are subject to change pursuant to the actual number of subsidiaries and/or actual workload during the year.)

For the fiscal year ended December 31, 2020, the non-audit fees paid by the Company and its subsidiaries to KPMG Phoomchai Audit Ltd. and the companies in the group of KPMG Phoomchai Audit Ltd. for the review of compliance with conditions of the Thai government's Board of Investment Promotion Certificate, for tax consulting, and other services totaled 6.45 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 2017-2020, or four years in total.
 - (2) Ms. Thanyalux Keadkeaw was appointed as the Company's auditor for the years 2015-2020, or six years in total.
 - (3) Ms. Dussanee Yimsuwan was appointed as the Company's auditor for the years 2016-2020, or five 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.

- In 2021, the Board has agreed to propose Mr. Vairoj Jindamaneepitak or Ms. Thanyalux Keadkeaw or Ms. Dussanee Yimsuwan from KPMG Phoomchai Audit Ltd. to be the auditors of the Company's subsidiaries in Thailand.
- 3. Non-audit fee in 2021 (if any) shall vary according to categories and workload serviced by KPMG Phoomchai Audit Ltd.

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

Agenda 7: To consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2021

<u>Objectives and rationale</u>: According to Clause 46 of the Company's Articles of Association, the Directors' remuneration and bonus shall be approved by the Shareholders Meeting. The 2020 Annual General Meeting of Shareholders held on March 24, 2020 had approved the remuneration of the Company's Directors and Subcommittee members, both of which were effective from the date of approval until the Meeting resolves otherwise.

Board of Directors' opinion: The Board of Directors with recommendation of the Remuneration Committee deems it appropriate to propose the Meeting to approve the remuneration of the Company's Directors and Sub-committee members, 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 production and services business listed in the Stock Exchange of Thailand. The revision of the remuneration for Directors and Sub-committee members is proposed to be approved as follows:

Directors' Remuneration

| Items | The proposal to the 2021 Annual General Meeting of Shareholders | The resolution of the 2020 Annual General Meeting of Shareholders | Change |
|----------------------|---|--|---------------|
| Monthly Remuneration | | | |
| Chairman | 150,000 Baht per month | 150,000 Baht per month | - |
| Member | 100,000 Baht per month | 100,000 Baht per month | - |
| Bonus | | The directors shall receive | Change of the |
| Chairman | 750,000 Baht | the bonus not more than | calculation |
| Member | 500,000 Baht | 0.3 % of the final dividend | method |
| | proportionately to the | paid to the shareholders. | |
| | directorship period of | The Board of Directors | |
| | each director in the | shall consider and | |
| | year 2020 | determine the allocation | |
| | | and payment. | |
| Other Benefits | None | None | - |

Sub-committee Members' Remuneration

1) Retainer Fee

| | The proposal to the | The resolution of | |
|--------------------------|--------------------------|--------------------------|--------|
| | 2021 Annual General | the 2020 Annual | Change |
| | Meeting of | General Meeting of | |
| | Shareholders | Shareholders | |
| Audit Committee | | | |
| Chairman | 150,000 Baht/year | 150,000 Baht/year | - |
| Member | 100,000 Baht/person/year | 100,000 Baht/person/year | - |
| Corporate Governance and | | | |
| Nomination Committee | | | |
| Chairman | 120,000 Baht/year | 120,000 Baht/year | - |
| Member | 100,000 Baht/person/year | 100,000 Baht/person/year | - |
| Remuneration | | | |
| Committee | | | |
| Chairman | 120,000 Baht/year | 120,000 Baht/year | - |
| Member | 100,000 Baht/person/year | 100,000 Baht/person/year | - |

2) Attendance Fee

| | The proposal to the 2021 Annual General Meeting of Shareholders | The resolution of the 2020 Annual General Meeting of Shareholders | Change Increase (Decrease) |
|--|--|--|----------------------------------|
| Audit Committee | | | |
| Chairman | 60,000 Baht/meeting | 45,000 Baht/meeting | 15,000 Baht/meeting |
| Member | 40,000 | 30,000 | 10,000 |
| | Baht/person/meeting | Baht/person/meeting | Baht/person/ meeting |
| Corporate Governance and Nomination Committee Chairman | 45,000 Baht/meeting | 30,000 Baht/meeting | 15,000 |
| Chairman | 15,000 Bank meeting | 30,000 Band meeting | Baht/meeting |
| Member | 30,000 Baht/person/meeting | 20,000 Baht/person/meeting | 10,000 Baht/person/ meeting |
| Remuneration Committee | | | |
| Chairman | 45,000 Baht/meeting | 30,000 Baht/meeting | 15,000 Baht/meeting |
| Member | 30,000 Baht/person/meeting | 20,000 Baht/person/meeting | 10,000 Baht/person/ |
| | | | meeting |

This shall be effective until the Shareholder's Meeting resolves otherwise.

In 2020, the total remuneration and bonus of the Board of Directors was approximately 19,074,160 Baht, not exceeding the rate approved by the above meetings of shareholders. Details of the remuneration paid to the Board of Directors and Sub-committees in the year 2020 are as shown in the 2020 Annual Report, which is provided herewith in Attachment No. 1.

<u>Vote required</u>: 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 2021 Annual General Meeting of Shareholders (The 28th Meeting) to be held on <u>Tuesday</u>, <u>March 30</u>, <u>2021 at 09:00 hours at Grand Hall</u>, <u>10 fl.</u>, <u>Multipurpose Building</u>, <u>The Siam Cement PLC.</u>, <u>No.1 Siam Cement Rd.</u>, <u>Bangsue</u>, <u>Bangkok</u> as shown in the Map of the venue of the Shareholders Meeting, which is provided herewith in Attachment No. 12. The commencement for registration to attend the meeting will be from 07:00 hours.

However, as this Annual General Meeting of Shareholders will be held during the outbreak of the Coronavirus Disease 2019 (COVID-19), the Company has been closely monitoring the situation and is deeply concerned for the safety of the meeting attendees and its staff. Nevertheless, the Company is determined to organize the meeting in a way that ensures maximum safety and complies with all relevant guidelines and recommendations issued by the government agencies and related organizations on the hosting of meetings, seminars and other activities involving the gathering of a large number of people.

The Company is, therefore, introducing screening and preventive measures against COVID-19, as detailed in Attachment 9, corresponding with the current guidelines and recommendations issued by the government agencies which may be subject to further change. Since the Company is in the process of requesting permission and consulting with government agencies on hosting of meetings during the outbreak of the COVID-19 that has been announced periodically, the number of meeting attendance and the meeting venue cannot be clearly stated at this time. Additional details shall, then, be informed immediately on the Company's website if there are any further updates from the relevant authorities. The Company would like to request for cooperation from all shareholders and proxies attending the meeting to strictly follow the safety protocols. These protocols involve additional processes and steps that may delay your meeting attendance or cause inconveniences. The Company will try to keep its meeting short and concise to diminish the length of time that a large number of people gather in one place. In addition, the venue may not be able to accommodate a large number of people as social distancing will be strictly enforced across the meeting area.

Therefore, the Company would like to request that all shareholders consider appointing the Company's independent directors as their proxies instead of attending the meeting in person. You can appoint proxies to vote on your behalf by giving a clear vote instruction for each agenda item (please use Form B). The names of the independent directors not due to retire by rotation at the 2021 Annual General Meeting of Shareholders are as follows:

- 1) Mr. Prasarn Trairatvorakul
- 2) Mrs. Kaisri Nuengsigkapian
- 3) Mrs. Pongpen Ruengvirayudh
- 4) Professor Kitipong Urapeepatanapong
- 5) Mr. Vanus Taepaisitphongse

Shareholders who wish to attend the meeting by themselves are requested to follow the instructions below.

- Please indicate your intention to attend the meeting in advance, using the form provided herewith as Attachment 10, and submit the form to the Company by Monday, March 29, 2021.
 Please also be informed that the meeting hall has been limitedly arranged to maintain distance between each attendee as specified by the government and as deemed appropriate for the location.
- 2. The Company reserves the right to deny entry into the meeting venue and the meeting hall to any shareholder or proxy who has any of the following symptoms, namely fever (a body temperature of 37.5 degrees Celsius and over), cough, sore throat, runny nose, loss of sense of smell or taste, shortness of breath, patient with pneumonia, those who has contacted with confirmed COVID-19 case, worked in a quarantine facility or medical personnel who examines patient under investigation of having COVID-19, traveled to or resided in Maximum Control Areas (Samut Sakhon Province) in the period of 14 days prior to the meeting or been to a place where people are gathered which there have been confirmed cases of COVID-19 in the past 1 month. His/her diagnosis will be given by the medical professionals provided by the Company.
- 3. Please submit questions in advance to the Annual General Meeting of Shareholders by Tuesday, March 23, 2021 via channels provided (please use the Form for submission of questions in advance provided herewith as Attachment 11). To ensure the highest level of hygiene, the Company will not provide microphones in the meeting hall for Q&A sessions but will instead request that all shareholders and proxies write down their questions on the slips that will be provided in the meeting hall. Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed in the meeting hall. The remaining questions and suggestions will be summarized and attached to the minutes of the Annual General Meeting of Shareholders, which will be disclosed on the SET Portal and published on the Company's website within 14 days of the date of the Annual General Meeting of Shareholders.

The Company would like to request for your cooperation in strictly following the measures and protocols set forth in this notice and Attachment 9 and/or to be disclosed on the Company's website for the safety and well-being of all meeting attendees and the general public.

You are also kindly requested to <u>submit a Proxy Form along with any required documents</u> in advance so that the Company receives them by Monday, March 29, 2021. The Company will also provide stamp duty to be affixed to the Proxy Form for proxies when they register to attend the meeting. You may also fill your information and sign on the Proxy Forms A or B or C (Form C is only for foreign investors who authorize their custodian in Thailand to keep and safeguard their shares) or download them at www. scgpackaging. com and execute only one of the aforementioned forms.

The Company truly appreciates your understanding and looks forward to your continued cooperation.

Yours faithfully,
Bangkok, February 25, 2021
By the instruction of the Board of Directors

(Ms. Wararee Toah-ngern) Company Secretary

Womme Tof

- Notes: 1. To attend the 2021 Annual General Meeting of Shareholders, the Company has sent the Registration Form with barcode together with the Notice to the shareholders via post.
 - 2. The Notice to shareholders and its attachments are also publicized on the Company's website (www.scgpackaging.com). For any queries, please forward your questions to the E-mail address: scgp_corporatesecretary@scg.com or registered post to Corporate Secretary Office, SCG Packaging 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.
 - 3. Should you need the printed supporting documents for the 2021 Annual General Meeting of Shareholders, please fill the details in the "Requisition Form of Notice of the 2021 Annual General Meeting of Shareholders and/or 2020 Annual Report and/or 2020 Sustainability Report "attached in Attachment No. 14.
 - 4. The Company has announced Privacy Notice, to notify the shareholders of details about the collecting, use, and disclosure of your personal data. Please see further details at www.scgpackaging.com.
 - 5. The Company is in the process of requesting permission to hold a general meeting of shareholders from relevant authorities. Subject to the official's consideration, some details might be altered as deemed appropriate.

For more information, please contact:

Ms. Wararee Toah-ngern or Ms. Karnchanaporn Puangsuwan Corporate Secretary Office, SCG Packaging Public Company Limited

Phone: 02-586-5382, 02-586-2855 Fax: 02-586-3007

Email: scgp_corporatesecretary@scg.com

<u>Profiles of the nominated candidates for the election of Directors</u> <u>in replacement of those to be retired by rotation</u>

1. Profiles of the nominated candidates (as of December 2020)

1.1 Mr. Chumpol NaLamlieng

Age 73 years

Director qualified as an Independent Director

Positions in the Company

Independent Director and Chairman of the Remuneration Committee

Date of Appointment as a Director and Independent Director

June 21, 2019 (Directorship and qualified as an independent director tenure as of December 2020 is 1 year 6 months)

Education/Training

- MBA, Harvard Business School, USA
- B.S. Mechanical Engineering, University of Washington, USA

Knowledge / Skills / Expertise

- Core Business of the Company and Businesses in the Company's Supply Chains and Consumer Markets
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- International or Regional Business Administration and Cultural Difference Management
- Innovation and Sustainable Organization Management
- Corporate Governance, Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Accounting and Finance
- Business and Investment Laws
- Application of Technology in Industries and Business Sectors

Director Training

Role of the Chairman Program (RCP) 2/2001, Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (1 company)

- Since 2020 Vice Chairman, Independent Director and Chairman of the Governance and Nomination Committee, The Siam Cement Public Company Limited

Positions in other Company / Organization / Institution (total 3 companies)

Since 2017 Director, CPB Equity Company Limited
 Since 2012 Director, Kempin Siam Company Limited
 Since 2010 Director, Siam Sindhorn Company Limited

<u>Positions in other businesses having the same nature of business as and competing with the Company</u> (None)

5-year Past Experiences and/or Remarkable Positions

- 2012 2017 Director, Kempinski International SA
- 2007 2016 Director, The Siam Commercial Bank Public Company Limited
- 2004 2011 Chairman and Director, Singapore Telecommunication Company Limited, Singapore
- 2005 2009 Director, British Airways Public Company Limited
- 1993 2005 President, The Siam Cement Public Company Limited
- 1992 2005 Chairman, The Siam Pulp and Paper Company Limited (presently SCG Packaging 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 the Company during the year.

Meeting Attendance in the year 2020

- 1. Board of Directors Meeting attendance: 10/10 times (equivalent to 100%)
- 2. 2020 Annual General Meeting of Shareholders attendance: 0/1 time*
- 3. Remuneration Committee Meeting attendance: 4/4 times (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2020)

- Held personally: 28,329 shares (0.0007%)
- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

-

Remark: *Due to the Coronavirus Disease 2019 (COVID-19) outbreak during the 2020 Annual General Meeting of Shareholders season, and with the intention to minimize crowded gatherings in the meeting area pursuant to the recommendations of COVID-19 control and prevention for meetings, seminars, or other activities of similar nature, issued by the Department of Disease Control, the Ministry of Public Health, dated February 11, 2020, the Company deemed appropriate to request only half of the total number of the Company's Directors to attend this meeting.

1.2 Mr. Chalee Chantanayingyong

Age 64 years

Director qualified as an Independent Director

Positions in the Company

Independent Director, Member of the Audit Committee, and Chairman of the Corporate Governance and Nomination Committee

Date of Appointment as a Director and Independent Director

June 21, 2019 (Directorship and qualified as an independent director tenure as of December 2020 is 1 year 6 months)

Education/Training

- Master in Business Administration (Finance), Texas A&M University, USA
- Bachelor of Business Administration (Money and Banking), Thammasat University

- Top Executive Program, Class 5, Capital Market Academy
- Top Executive Program in Commerce and Trade (TEPCoT), Class 5, Commerce Academy, University of the Thai Chamber of Commerce
- Advance Senior Executive Program (ASEP) (2006),
 SASIN GRADUATE Institute of Business Administration of Chulalongkorn University in collaboration with Kellogg School of management, Northwestern University, Chicago. IL, USA

Knowledge / Skills / Expertise

- Corporate Governance, Large Organization Management and Human Resource Management
- Vision, Mission and Policy Setting and Strategic Planning
- Risk Management and Crisis Management
- Business and Investment Laws including Rules, Regulations and Practices related to Capital Market and Financial Institutions
- Financial Statements Reviewing

Director Training

- Director Certification Program (DCP) (7/2001), Thai Institute of Directors Association
- Anti-corruption for Executive Program (ACEP) (8/2013), Thai Institute of Directors Association
- Advanced Audit Committee Program (AACP) (38/2020), Thai Institute of Directors Association
- Risk Management Program for Corporate Leaders (RCL) (21/2020), Thai Institute of Directors Association
- Boards that Make a Difference (BMD) (10/2020), Thai Institute of Directors Association
- Facilitator for Director Accreditation Program (DAP) and Audit Committee Program (ACP), Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (None)

<u>Position in other Company / Organization / Institution</u> (total 5 companies)

- Since 2019 Chairman, Disciplinary Sub-Committee, Thailand Clearing House Company Limited
 Since 2019 Chairman, Appealing Committee, Thailand Futures Exchange Public Company Limited
 Since 2019 Chairman, Appealing Committee, The Stock Exchange of Thailand
 Since 2018 Board Member, Education Equity Fund
 Since 2013 Board Member, the Anti-Corruption Organization of Thailand
- <u>Positions in other businesses having the same nature of business as and competing with the Company (None)</u>

5-year Past Experiences and/or Remarkable Positions

- 2017 2020 Member, Financial Institutions Policy Committee, The Bank of Thailand
- 2017 2018 Chairman, Audit Committee, The Bank of Thailand
- 2015 2018 Member, Corporate Governance Committee, The Bank of Thailand
- 2015 2018 Director, The Bank of Thailand
- 2009 2015 Deputy Secretary-General, The Securities and Exchange Commission, Thailand

Forbidden Qualifications

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

Meeting Attendance in the year 2020

1. Board of Directors Meeting attendance: 10/10 times (equivalent to 100%)

2. 2020 Annual General Meeting of Shareholders attendance: 0/1 time*

3. Audit Committee Meeting attendance: 8/8 times (equivalent to 100%)

4. Corporate Governance and Nomination Committee attendance: 5/5 (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2020)

Held personally: (None)

- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

Remark: *Due to the Coronavirus Disease 2019 (COVID-19) outbreak during the 2020 Annual General Meeting of Shareholders season, and with the intention to minimize crowded gatherings in the meeting area pursuant to the recommendations of COVID-19 control and prevention for meetings, seminars, or other activities of similar nature, issued by the Department of Disease Control, the Ministry of Public Health, dated February 11, 2020, the Company deemed appropriate to request only half of the total number of the Company's Directors to attend this meeting.

1.3 Mr. Thammasak Sethaudom

Age 51 years

Position in the Company

Director

Date of Appointment as a Director

October 1, 2018 (Directorship tenure as of December 2020 is 2 years 3 months)

Education/Training

- Master of Business Administration, London Business School, United Kingdom (Distinction)
- Bachelor of Engineering, Electrical Engineering, Chulalongkorn University
- Management Development Program, The Wharton School, The University of Pennsylvania, USA
- Executive Development Program, Columbia University, USA
- Advanced Management Program (AMP), Harvard Business School, USA

Knowledge / Skills / Expertise

- Core Business of the Company and Businesses in the Company's Supply Chains
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- International or Regional Business Administration and Cultural Difference Management
- Innovation and Sustainable Organization Management
- Corporate Governance, Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Financial Statements Reviewing
- Economics and Investment
- Marketing, Accounting and Finance
- Application of Technology in Industries and Business Sectors

Director Training

- Director Accreditation Program (DAP) 159/2019, Thai Institute of Directors Association
- Director Certification Program (DCP) 298/2020, Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (1 company)

- Since 2018 Vice President-Finance and Investment & CFO, The Siam Cement Public Company Limited

<u>Positions in other Company / Organization / Institution</u> (total 42 companies)

- Since 2020 Project Director of Central Bank Digital Currency
 Since 2019 Director, Thai Listed Companies Association
 Since 2018 Commissioner, PT Chandra Asri Petrochemical Tbk, Indonesia*
 Since 2018 Authorized Representative at the Members Council, Long Son Petrochemical
- Since 2018 Authorized Representative at the Members Council, Long Son Petrochemicals Company Limited, Vietnam
- Director of SCG's subsidiaries, associates, and other companies which are non-listed in the Stock Exchange of Thailand, as assigned (total 38 companies)

<u>Positions in other businesses having the same nature of business as and competing with the Company</u> (None)

5-year Past Experiences and/or Remarkable Positions

- 2012 2018 General Director, Long Son Petrochemicals Company Limited
- 2008 2012 Deputy General Director, Long Son Petrochemicals 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 the Company during the year.

Meeting Attendance in the year 2020

- 1. Board of Directors Meeting attendance: 10/10 times (equivalent to 100%)
- 2. 2020 Annual General Meeting of Shareholders attendance: 1/1 time

Shareholdings (Ordinary Shares) (as at December 31, 2020)

- Held personally: (None)
- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

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 $\underline{Remark} \colon *Listed \, company \, \, in \, \, the \, \, Stock \, \, Exchange \, \, of \, \, Indonesia$

1.4 Mr. Wichan Jitpukdee

Age 54 years

Positions in the Company

Director and Chief Executive Officer

Date of Appointment as a Director

June 1, 2019 (Directorship tenure as of December 2020 is 1 year 7 months)

Education/Training

- Bachelor of Engineering (Industrial Engineering), Chiang Mai University
- Diploma in Pulp & Paper Technology, The University of Auckland, New Zealand

- Advanced Management Program (AMP), Harvard Business School, USA
- Executive Education Program Columbia Business School, USA
- Management Development Program XIX The Wharton School, University of Pennsylvania, USA
- Building Competitive Advantage Through Operations Program Harvard Business School, USA
- Top Executive Program in Commerce and Trade (TEPCoT#10), University of the Thai Chamber of Commerce
- Top Executives Program, Class 29, Capital Market Academy

Knowledge / Skills / Expertise

- Core Business of the Company and Businesses in the Company's Supply chains
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- International or Regional Business Administration and Cultural Difference Management
- Innovation and Sustainable Organization Management
- Corporate Governance, Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Financial Statements Reviewing
- Application of Technology in Industries and Business Sectors

Director Training

- Director Accreditation Program (DAP) 163/2019, Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (None)

<u>Positions in other Company / Organization / Institution</u> (total 2 companies)

- Since 2019 Director of Executive Board, Thai Chamber of Commerce
- Since 2019 President Commissioner, PT Fajar Surya Wisesa Tbk., Indonesia*

Other Positions in SCG Packaging Group (total 42 companies)

- Chairman and director of SCG Packaging's subsidiaries, associates and other companies which are non-listed as assigned by the Company

Positions in other businesses having the same nature of business as and competing with the Company (None)

5-year Past Experiences and/or Remarkable Positions

| - | 2019 | President, Packaging Business, The Siam Cement Public Company Limited |
|---|-------------|---|
| - | 2018 - 2019 | Managing Director, Thai Containers Group Company Limited |
| - | 2017 - 2018 | President, The Thai Pulp and Paper Industries Association |
| - | 2014 - 2019 | Managing Director, Siam Kraft Industry Company Limited |
| - | 2011 - 2014 | President & CEO, United Pulp and Paper Company Limited, Philippines |
| - | 2011 | Director, Procurement Office, Siam Kraft Industry Company Limited |
| - | 2010 - 2011 | Director, Corporate Sustainable Development, SCG Paper Public Company Limited |
| - | 2007 - 2010 | Vice President - Manufacturing, United Pulp and Paper Company Limited, |
| | | Philippines |

Forbidden Qualifications

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

Meeting Attendance in the year 2020

1. Board of Directors Meeting attendance: 10/10 times (equivalent to 100%)

2. 2020 Annual General Meeting of Shareholders attendance: 1/1 time

Shareholdings (Ordinary Shares) (as at December 31, 2020)

- Held personally: (None)

- Held by spouse or minor children: (None)

Family Relationship among Directors and Executives (None)

Remark: *Listed company in the Stock Exchange of Indonesia

2. The Company shareholdings of nominated persons

| Nominated persons | Number of shares | % of issued shares |
|--------------------------------|------------------|--------------------|
| 1. Mr. Chumpol NaLamlieng | 28,329 | 0.0007 |
| 2. Mr. Chalee Chantanayingyong | None | None |
| 3. Mr. Thammasak Sethaudom | None | None |
| 4. Mr. Wichan Jitpukdee | None | None |

3. Directorship or management positions in other listed companies and other companies

| Nominated persons | Otl | her Listed company | Other | Other incorporation /business that may |
|-----------------------------------|--------|--|--|---|
| Tronmiacu persons | Amount | Type of director | incorporation (non-listed company) | deemed as a conflict of interest or in competition with SCG P |
| 1. Mr. Chumpol NaLamlieng | 1 | Independent Director, Vice Chairman, and Chairman of the Governance and Nomination Committee, The Siam Cement Public Company Limited | 3 | None |
| 2. Mr. Chalee Chantanayingyong | None | None | 5 | None |
| 3. Mr. Thammasak Sethaudom | 1 | Vice President-Finance and Investment & CFO, The Siam Cement Public Company Limited | 42 | None |
| 4. Mr. Wichan Jitpukdee | None | None | 44 | None |

4. Relationship Characteristics of Nominated Persons Qualified as Independent Directors

| Deletionship Characteristics | Name of nominated person qualified as Independent Directors | | |
|---|---|------------------|--|
| Relationship Characteristics | (2 persons) | | |
| | Mr. Chumpol | Mr. Chalee | |
| | NaLamlieng | Chantanayingyong | |
| Holding of the Company Share | | | |
| - Amount | 28,329 | None | |
| - Ratio of issued shares having voting rights (%) | 0.0007% | None | |
| 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 the 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. | No | No | |
| - Be a professional service provider (such as an auditor or a lawyer) | No | No | |
| - 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) | None | None | |

Qualifications of Independent Directors of the Company

The Company's qualifications for independent directors were revised on June 27, 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 an independent 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 first 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 Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company 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.

After being appointed as an independent director with all qualification items 1-12 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.

Profile of the Director proposed to be appointed as the Independent Director

Mr. Vibul Tuangsitthisombat

Age 55 years

Positions in the Company

Director and Member of the Corporate Governance and Nomination Committee

Date of Appointment as a Director

March 24, 2020 (Directorship tenure as of December 2020 is 9 months)

Education / Training

- Bachelor of Science (B.S.) in Management, Indiana State University, USA
- Master of Business Administration, Chulalongkorn University
- Strategic Leaders Program: Vision, Strategy, and Managing the Organization to Drive Results, Michigan Ross Executive Education, University of Michigan, USA
- Advanced Human Resource Executive Program, Michigan Ross Executive Education, University of Michigan, USA
- Leading in a Disruptive World (LDW), Stanford Center for Professional Development, Stanford University, USA
- Breakthrough Program for Senior Executives, IMD Business School, Switzerland
- Thailand National Defence College (Class 57)
- Capital Market Academy (Class 16)

Knowledge / Skills / Expertise

- Businesses in the Company's Supply Chains and Consumer Markets
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- International or Regional Business Administration and Cultural Difference Management
- Innovation and Sustainable Organization Management
- Corporate Governance, Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Economics and Investment
- Domestic and International Marketing
- Information Technology

Director Training

- Director Certification Program (DCP) 237/2017, Thai Institute of Directors Association

Board Member/Management of other Listed Company in Thailand (None)

Position in other Company / Organization / Institution (total 22 companies)

- Since 2019 Advisor, The Thai Chamber of Commerce
- Since 2017 Director, Iconic International Co., Ltd.
- Since 2015 Director, Top T 2015 Co., Ltd.

- Since 2013 Director and Chief Executive Officer, Nan Yang Textile Group (18 Companies)
- Since 2001 Director, Paddy Holding Co., Ltd.

<u>Positions in other businesses having the same nature of business as and competing with the Company</u> (None)

5-year Past Experiences and/or Remarkable Positions

- Holding positions in the subsidiaries of Nan Yang Textile Group
- Director, The Association of Thai Textile Bleaching Dyeing Printing and Finishing Industries
- Director, Thai Garment Manufacturers Association

Forbidden Qualifications

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

Meeting Attendance in the year 2020

- 1. Board of Directors Meeting attendance: 8/8 times (equivalent to 100%)
- 2020 Annual General Meeting of Shareholders attendance: time
 (Appointed as the Company's Director in the 2020 Annual General Meeting of Shareholders)
- 3. Corporate Governance and Nomination Committee attendance: 2/2 (equivalent to 100%)

Shareholdings (Ordinary Shares) (as at December 31, 2020)

- Held personally: (None)
- Held by spouse or minor children: 1,042 shares (0.00002%)

Family Relationship among Directors and Executives

- None

Relationship Characteristics of Nominated Persons Qualified as Independent Directors

| 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 |
|---|------|
| 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. | No |
| - Be a professional service provider (such as an auditor or a lawyer) - Having material business relationship in such a way that may affect their | No |
| independence (such as buy/ sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any) | None |

Remark:

In the fiscal year ended December 31, 2019, the business transaction between Nanyang Garment Co., Ltd. and Nanyang Textile Industry Co., Ltd, the subsidiaries of the Nanyang Textile Group that Mr. Vibul Tuangsitthisombat holds the positions as the Chief Executive Officer, a director, and an indirect shareholder, and the Company's subsidiaries (Tawana Container Co., Ltd. and Dyna Packs Co., Ltd.) has been a normal business transaction that does not hold significant value comparing to the business transactions of the Company and its subsidiaries despite the transaction size has exceeded 20 million Baht. The Corporate Governance and Nomination Committee (excluding Mr. Vibul Tuangsitthisombat who had not yet been appointed as the member of the Corporate Governance and Nomination Committee at the time) thoroughly considered and agreed that the size of the above business transactions was relatively small compared with total sales of fiber-based packaging of the subsidiaries of the Company and they were made under normal commercial terms of the Company which would not affect the ability to fulfill his duties as a director nor his independent opinions specified under relevant Notification of the Capital Market Supervisory Board nor incur conflict of interest between the Company and Mr. Vibul Tuangsitthisombat. Moreover, Mr. Vibul Tuangsitthisombat possesses knowledge, skill, expertise and long experiences in large organization management as well as consumer-related businesses having close relationships with customers both local and international which help support current businesses and expansion of the Company, all to be valuable for increasing efficiency of the Board of Directors. The Corporate Governance and Nomination Committee, hence came to the unanimous resolution to propose the Board of Directors to review independent qualifications of Mr. Vibul Tuangsitthisombat and proposed to appoint Mr. Vibul Tuangsitthisombat to be an independent director of the Company.

The Board of Directors, excluding Mr. Vibul Tuangsitthisombat, had thoroughly considered the qualifications of Mr. Vibul Tuangsitthisombat pursuant to the Fiduciary Duties as stipulated in Section 89/7 of the Securities and Exchange Act B.E. 2535 (Amended) and agreed with the Corporate Governance and Nomination Committee that the afore-mentioned business relations would not affect the ability to fulfill his duties as a director nor his independent opinions. Therefore, he was qualified for an exemption from a prohibition of having or having had a business relationship at such excessive value as stipulated in 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). The Board of Directors had thus resolved to propose the 2021 Annual General Meeting of Shareholders to consider the appointment of Mr. Vibul Tuangsitthisombat, a director, executive and shareholder of the companies having business relation in normal commercial transactions with subsidiaries of the Company amounted exceeding 20 million Baht, as an independent director of the Company.

Qualifications of Independent Directors of the Company

Details are as specified in the Attachment no. 2 page 23-25.

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Profiles of the Auditors proposed for the year 2021

(from KPMG Phoomchai Audit Ltd.)

| 1. Mr. Vairoj Jindamaneepitak | | | |
|-------------------------------|---|--|--|
| CPA No. | 3565 | | |
| Education | - Master of Science in Accounting, Thammasat University (M.Sc. (Accounting)) - Bachelor of Accountancy, Chulalongkorn University (B.Acc.) | | |
| Experiences | 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 Service Period since 2017 | | |

| 2. Miss Thanyalux Keadkeaw | | | |
|----------------------------|---|--|--|
| CPA No. | 8179 | | |
| Education | - Master of Business Administration, Thammasat University (M.B.A.) - Bachelor of Accounting, Thammasat University (B.Acc.) | | |
| Experiences | 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 Signing in the Company's Financial Statements since 2015 | | |

| 3. Ms. Dussanee Yimsuwan | | | |
|--------------------------|--|--|--|
| CPA No. | 10235 | | |
| Education | - Bachelor of Accountancy, Chulalongkorn University (B.Acc.) | | |
| Experiences | 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 2003 Service Period since 2016 | | |

The three auditors proposed for appointment as mentioned above have <u>neither</u> 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 2021)

| Name | Age (years) | Positions | Address | Special conflict of interest* in the proposed agenda |
|--|----------------|---|--|--|
| 1. Mr. Prasarn Trairatvorakul | 68 | Chairman | | |
| 2. Mrs. Kaisri Nuengsigkapian | 59 | Chairman of the Audit Committee | 1 Siam Cement Road, Bangsue, Bangkok 10800, Thailand | No special conflict of interest in Agenda 1 – 7 |
| 3. Mrs. Pongpen Ruengvirayudh | 65 | Member of the Audit Committee | | |
| 4. Professor Kitipong Urapeepatanapong | 65 | Member of the Corporate Governance and Nomination Committee | | |
| 5. Mr. Vanus Taepaisitphongse | 61 | Member of the Remuneration Committee | | |

Remark:

Details of profiles of the Independent Directors are shown in the Board of Directors section of the 2020 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 as 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

- 21. 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 above shall be called extraordinary general meetings.
- 23. 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.
- 24. 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.
- 29. 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 accordance with the law governing public limited companies and other relevant laws.

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.

30. 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 according to the Clause 22, 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.

31. The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with the Company's 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 in accordance with the law governing public limited companies and other relevant laws.

Proxy and Voting Rights

25. At a general meeting of shareholders, a shareholder may appoint 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.

26. Unless otherwise stipulated by these Articles of Association or the law governing public limited companies, or other relevant laws, 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, no matter by an open or secret vote, the shareholders shall have votes equal to the number of shares held by them and proxies represented. 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.

28. 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

32. There shall be not less than five 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 having 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.
- 33. 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.
- 40. 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.

A retiring Director is eligible for re-election.

Directors' Remuneration and Bonus

46. 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 may be defined as

the fixed number or as the specific criteria, and may be defined periodically, or may be effective until the Shareholder's Meeting resolves otherwise.

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

Dividend Payment and Reserve Fund

48. 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 accordance with the law governing public limited companies and other relevant laws.

50. 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.

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Voting, Counting, and Announcement of the Vote

Voting Criteria

General Agenda:

1. Voting in each agenda item shall be made openly whereby one share shall be entitled to one vote. A Shareholder or proxy shall cast only one of their votes, whether to vote for approval, disapproval or abstention. The votes on each agenda item cannot be divided (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 made in accordance with the determination given in any agenda item in 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 in any agenda item, 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 deems appropriate.

Agenda on Election of Directors:

In accordance with Clause 33 of the Company's Articles of Association, a shareholder or 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. The persons receiving the highest votes in the respective order of the votes shall be elected as directors until all of director positions that are to be elected at such meeting 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.

Voting Procedures

- 1. The Chairman shall propose the Meeting to vote in each agenda item by asking time by time whether there is any shareholder disapprove or abstain.
- 2. In case of shareholder's disapproval or abstention, the shareholder or proxy shall show their hand (except for secret voting). The rest shall be regarded as approved without showing of their hands. A Shareholder or proxy shall cast only one of their votes, whether to vote for approval, disapproval or abstention. (except for the vote of Custodian which the allocation of the votes 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 secret voting and inform the Meeting before voting in the agenda item resolved to vote secretly.

Resolution of the Meeting

- 1. In general case, the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and eligible to vote. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
- 2. In 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 item.
- 3. A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution.

Vote Counting and Announcement of the Result

Prior to the Meeting, the Chairman or the person assigned by the Chairman shall inform the method of vote counting. The counting of votes for each agenda item shall be made from the voting of shareholders or proxies present at the meeting and eligible 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 hands and marking the voting card. The total votes cast in disapproval, abstention, and void votes (if any), shall be deducted from the total number of votes attending the Meeting for each agenda item. The remaining votes shall then be counted as approval votes. While the votes are being counted, which may take longer than usual as they must be collected from both the main meeting hall and the additional meeting area, the Chairman shall proceed to the subsequent agenda items. However, the voting result of every agenda item shall be informed to the Meeting before the Meeting is adjourned.

A vote shall be considered void in the event that the shareholder or proxy fails to clearly specify his intention on the voting card, such as when more than one box is marked on the voting card, or the votes are allocated (except for the votes of custodians) or a signature is not provided to verify a correction made on the voting card.

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OR Code Downloading Procedures for supporting documents for the 2021 Annual General Meeting of Shareholders

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET Listed Companies to send the Notice of General Meeting of Shareholders, Annual Report and Sustainability Report in electronic form accessible through QR Code to shareholders, thus allows the shareholders to conveniently and quickly access the information.

The Notice of the 2021 Annual General Meeting of Shareholders, 2020 Annual Report (Form 56-1 One Report) and 2020 Sustainability Report could be downloaded from QR Code by following the steps below.

For iOS System (iOS 11 and above)

- 1. Turn on the mobile camera.
- 2. Turn the mobile camera to frame the QR Code
- 3. The notification will appear on top of the screen. Click on the notification to access supporting documents comprising the Notice of 2021 Annual General Meeting of Shareholders, 2020 Annual Report (Form 56-1 One Report) and 2020 Sustainability Report.

<u>Remark</u>: If the notification does not appear on the phone screen, 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

Scan the QR Code to access supporting documents regarding the Notice of 2021
 Annual General Meeting of Shareholders, 2020 Annual Report (Form 56-1 One Report) and 2020 Sustainability Report.

If a shareholder experiences inconvenience in downloading information via QR code, the shareholder may, as another channel, download said information from the Company's website, www.scgpackaging.com.

Should you have any query or suggestion, please contact:

- Ms. Wararee Toah-ngern Tel. 66-2586-5382 or

- Ms. Karnchanaporn Puangsuwan Tel. 66-2586-2855

Hygiene protocols in regard to the Coronavirus Disease 2019 (COVID-19) outbreak

As this Annual General Meeting of Shareholders will be held during the outbreak of the Coronavirus Disease 2019 (COVID-19), the Company is, therefore, introducing screening and preventive measures against COVID-19, which all shareholders and proxies attending the meeting are requested to strictly follow. While the Company seeks to keep its meeting short and concise to diminish the length of time that a large number of people gather in one place, these protocols involve additional processes and steps that may delay your meeting attendance or cause inconveniences. In addition, the venue may not be able to accommodate a large number of people as the arrangements will be made to enforce social distancing between individuals at all times as determined by the government agencies.

The Company would like to request for your cooperation as follows:

- 1. You are requested to appoint independent directors as your proxies without attending the meeting in person. To do so, please complete the Proxy Form (Form B) and give all vote instructions, and submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (no stamp needed) to the Corporate Secretary Office, SCG Packaging Public Company Limited, 1 Siam Cement Road, Bangsue, Bangkok by Monday, March 29, 2021.
- 2. You are requested to submit questions in advance to the Annual General Meeting of Shareholders, using the Form for submission of questions in advance provided herewith as Attachment 11, without attending the meeting in person.
- 3. You are requested to indicate your wish to attend the meeting in advance, using the form provided herewith as Attachment 10, and submit the form to the Company.
- 4. The Form for submission of questions in advance and/or the Attendance Request Form can be submitted via e-mail at scgp_corporatesecretary@scg.com or via fax at 02-586-3007 or by placing the completed form(s) in the envelope enclosed with the Notice (no stamp needed) to the Corporate Secretary Office, SCG Packaging Public Company Limited, 1 Siam Cement Road, Bangsue, Bangkok by Tuesday, March 23, 2021.
- 5. Given the limitation of the venue, accompanying persons of shareholders will not be allowed inside the meeting hall or the additional seating area.
- 6. To ensure hygiene for all, you are requested to refrain from eating food in the meeting hall. Drinking water will be provided in the meeting hall, and snacks will be provided to shareholders as they are leaving only.

Pre-meeting protocol

1. Screening

- 1) The screening point will be located in a well-ventilated, open-air space with no air conditioning and separated from the meeting room.
- 2) Shareholders and proxies must wear face masks at all times.
- 3) All meeting participants must undergo thermal screening before entering the meeting area.
- 4) All meeting participants must fill out the COVID-19 screening form and are required to provide accurate information for the purpose of screening and tracing back of infected persons with COVID-19 after the meeting, and use Thai Chana and/or Mor Chana application as recommended by the government for the benefit of screening and background checks of those in the meeting area.
- 5) The Company reserves the right to deny entry to individuals in any of the following categories as diagnosed by the on-site medical professionals provided by the Company:
 - 5.1) Any individual with a body temperature of 37.5 degrees Celsius and over
 - 5.2) Any individual showing symptoms of fever, cough, sore throat, runny nose, loss of sense of smell or taste, shortness of breath, or pneumonia
 - 5.3) Any individual who has been in contact with a confirmed COVID-19 patient, worked in a quarantine facility or medical personnel who examines patient under investigation of having COVID-19, traveled to or resided in Maximum Control Areas: Samut Sakhon Province in the period of 14 days prior to the meeting or been to a public space or place where people are gathered, which have been confirmed cases of COVID-19 in the past 1 month.

Any shareholders or proxies who are denied entry may submit their questions to the staff, which will be included in the summary attached to the minutes of the Annual General Meeting of Shareholders. Shareholders may also authorize independent directors to be their proxies by filling out Proxy Form B and giving clear vote instructions.

Protocol for attending the meeting in the meeting hall and the additional seating area

To maintain hygiene and ensure the safety of all meeting participants, the Company would like to request for the cooperation of any shareholders and proxies wishing to attend the 2021 Annual General Meeting of Shareholders who have passed the screening in observing the protocol below.

- 1. The seating in meeting hall has been arranged to maintain distance between each attendee as specified by the government and as deemed appropriate for the location. The Company will arrange the live stream of the meeting. Once each meeting hall is filled, no more chairs will be added and no shareholders and proxies will be allowed inside the meeting hall.
- 2. All attendees must sit only in their designated zone and must not move to another zone throughout the duration of the meeting.
- 3. All attendees must keep a face mask on at all times (except when drinking water only).

- 4. All attendees are requested to avoid touching their face (eyes, nose, and mouth) with unwashed hands.
- 5. All attendees are requested to avoid sharing personal items with others.
- 6. All attendees must not eat any food or snacks throughout the entire duration of the meeting while in the meeting venue and the meeting hall.
- 7. Any attendees with any symptoms of fever, cough, runny nose, sore throat, or shortness of breath are requested to leave the meeting venue.

Protocol for question submission to keep the meeting concise (Not exceeding 1 hour 30 minutes)

- 1. Any shareholders and proxies who have questions are requested to write down their questions on the slips that will be provided in the meeting hall and submit them to the staff. Only questions related to the agenda items where voting is involved will be addressed in the meeting hall.
- 2. A summary of questions and answers, both those submitted in advance and during the meeting, will be attached to the minutes of the Annual General Meeting of Shareholders, which will be disclosed on the SET Portal and published on the Company's website within 14 days of the date of the Annual General Meeting of Shareholders.
- 3. To ensure hygiene for all, microphones will not be provided for shareholders and proxies during Q&A sessions.
- 4. While the votes are being counted, which may take longer than usual as they must be collected from both the meeting hall and the additional seating area, the Chairman of the meeting will proceed to the subsequent agenda items. However, the vote results on all agenda items will be announced before the meeting ends.

Other relevant information

The Company will provide a designated zone as well as equipment as an additional measure for disease control and prevention, as per the recommendations disclosed on the Announcement of the Bangkok Metropolitan Administration (BMA) on Order of Temporary Closure of Premises (No. 18) dated January 30, 2021 as follows:

- Physicians and nurses will be stationed on site to provide first aid and consultation to the meeting attendees as well as give diagnosis and quarantine those suspected of being infected.
- Hand gel and sanitizers will be sufficiently provided across the venue, especially in areas of common use, such as toilets.
- High-touch equipment and surfaces will be regularly sanitized.
- PR materials on recommended practices for the prevention of COVID-19 transmission will be prepared.

Under the circumstances of the epidemic of COVID-19, the Company must request for permission from and report the operation plan to hold a meeting to the government authorities which some measures might be adjusted from the above-mentioned protocols. Prior to the Annual General Meeting of Shareholders, the Company would like to request all shareholders to follow the latest protocols on the Company's website at www.scgpackaging.com.

To make inquiries or request for further information, please visit www.scgpackaging.com or contact:

Ms. Wararee Toah-ngern Tel. 66-2586-5382 or

Ms. Karnchanaporn Puangsuwan Tel. 66-2586-2855



และลงทะเบียน

sticker and proceed to registration.)

(Not suspected, if pass Thermo scan checkpoint, provide a

แบบสอบถามสำหรับคัดกรองโรคติดเชื้อไวรัสโคโรนา (COVID-19)

(COVID-19 SCREENING QUESTIONNAIRE)

บริษัทจะประมวลผลข้อมูลตามแบบสอบถามฉบับนี้เพื่อวัตถุประสงค์ในการป้องกันความเสี่ยงที่อาจเกิดขึ้นจากโรคไวรัสโคโรนา สำหรับการประชุมสามัญประจำปี 2564 โดย บริษัทจะทำลายเอกสารนี้เมื่อครบกำหนด 14 วัน เว้นแต่กรณีที่จำเป็น (The Company processes this questionnaire to prevent the risks and spread of COVID-19 in the 2021 Annual General Meeting. The questionnaire will be disposed of no later than 14 days unless it has to be retained for a longer period of time.)

| 1 | <u> </u> | ชื่อ/Name: | โทร/Tel | : | |
|----------|----------------|---|---------------------|-------------------|---------------|
| ' | 厂 | ผู้ถือหุ้นหรือผู้รับมอบฉันทะ/ Shareholder or proxyผู้ติดตาม/ Escort | | | |
| 2 | $\overline{)}$ | ในปัจจุบันคุณมีอาการดังต่อไปนี้หรือไม่ โปรดระบุ: (Do you currently have any of the following symptoms? Tick all that apply:) | | | |
| | 1 | . ไอ/ เจ็บคอ (Cough/ Sore Throat) | | ่ ใช่/Yes | □ ไม่ใช่/No |
| | 2 | . มีน้ำมูก (Runny Nose) | | ่ ใช ่/Yes | □ ไม่ใช่/No |
| | 3 | . ไม่ได้กลิ่น หรือ ลิ้นไม่รับรส (Loss of sense of smell or taste) | | ่ ี่ ใช่/Yes | □ ไม่ใช่/No |
| | 4 | . หายใจเร็ว หายใจเหนื่อย หรือ หายใจลำบาก (Shortness of breath or difficulty breat | thing) | ่ ี่ ใช่/Yes | □ ไม่ใช่/No |
| | 5 | . ผู้ป่วยโรคปอดอักเสบ (Patient with pneumonia) | | ่ ี่ ใช่/Yes | □ ไม่ใช่/No |
| | 3 | ในช่วง 14 วัน มีประวัติอย่างใดอย่างหนึ่งต่อไปนี้ หรือไม่? (During last 14 days, do you have any of the following history?) | | | |
| | 1 | . สัมผัสกับผู้ป่วยยืนยันโรคติดเชื้อไวรัสโคโรน่า 2019 (Contacted with the confirmed COVID-19 case) | | ่ ใช่/Yes | □ ไม่ใช่/No |
| | 2 | . ทำงานในสถานกักกันโรค หรือ เป็นบุคลากรทางการแพทย์ผู้ตรวจรักษาผู้สงสัยว่าเป็นโร | คติดเชื้อ | | |
| | | ไวรัสโคโรนา 2019 (Worked in a quarantine facility or medical personnel who ex | kamines | ่ □ ใช่/Yes | □ ไม่ใช่/No |
| | | patient under investigation of having COVID-19) | | | |
| | 3 | . เดินทางไป หรือ พักอาศัย ในพื้นที่ควบคุมสูงสุดและเข้มงวด (จังหวัดสมุทรสาคร) | | □ 9ai/\/aa | □ Mai9ai/Na |
| | | (Traveled to or resided in Maximum Control Areas: Samut Sakhon Province) | | ப வே/Yes | ่ ⊔ ไม่ใช่/No |
| | 4 | . เดินทางไปในสถานที่ชุมนุมชน หรือ สถานที่ที่มีการรวมกลุ่มคน เช่น ตลาดนัด ห้างสร | รพสินค้า | | |
| | | สถานพยาบาล หรือ ขนส่งสาธารณะ ที่มีการพบผู้ป่วยยืนยันโรคดิดเชื้อไวรัสโคโรน | | | |
| | | ในช่วง 1 เดือนที่ผ่านมา (Going to a public space or place where people are g | athered | | |
| | | such as flea market, department store, health facility or public transportation | n which | ่ □ ใช่/Yes | ่ ปมใช่/No |
| | | there have been confirmed cases of COVID-19 in the past 1 month) | | | |
| | โ | ปรดระบุชื่อสถานที่: | _ | | |
| | (1 | Please specific place's name): | = | | |
| | | ลายเซ็น (Signature) | | | |
| | | 4 | | | |
| | | ฉันขอยืนยันว่าข้อความข้างตันเป็นความจริง (I confirm that information gi | ven abov | e is true.) | |
| | สำ | หรับเจ้าหน้าที่ (For security officer / Authorized person) | | | |
| | | 🗆 ไม่เข้าข่าย ถ้าผ่าน Thermo scan ให้รับสติ๊กเกอร์ 🔻 🗖 เข้าข่ายต้องสงสัย (มี | มี ☑ ใช่ /Ye | es) ให้ไปพบ | แพทย์ที่ |

บริษัทจัดไว้ให้

(Suspected (having $\ensuremath{\boxtimes}$ Yes), proceed to visit a doctor recommended by the Company.)



Attendance Request Form for the 2021 Annual General Meeting of Shareholders of SCG Packaging Public Company Limited on Tuesday, March 30, 2021 at 09:00 hrs.

| То С | Corporate Secr | etary, SCG Packagi | ng Public Company Limited ("SCGP") | | | | | | | | |
|---|---|---|--|--|--|--|--|--|--|--|--|
| I/We, (Name-Surname/Company Name/Fund Name) | | | | | | | | | | | |
| Please mark ✓ in (). | | | | | | | | | | | |
| () being a shareholder of SCG Packaging Public Company Limited | | | | | | | | | | | |
| | () being a proxy of, who is a shareholder of SCG Packagin Public Company Limited (<i>Please attach Proxy Form</i>) | | | | | | | | | | |
| holo | ling the total a | mount of | shares, | | | | | | | | |
| at 09:00 hrs. a | t Grand Hall, | | al Meeting of Shareholders on Tuesday, March 30, 2021, ltipurpose Building, the Siam Cement Public Company angkok. | | | | | | | | |
| | | | Signed Attendee | | | | | | | | |
| <u>Remark</u> : | - Fax: | 02-586-3007 or scgp_corporatesecon Please place the convoice (no stamp in | eretary@scg.com or completed form inside the envelope enclosed with the needed) and submit it to the Corporate Secretary Office, ablic Company Limited, 1 Siam Cement Road, Bangsue, | | | | | | | | |
| | | - | or further information, please contact: Tel. 66-2586-5382 or | | | | | | | | |
| | | | | | | | | | | | |

- Ms. Karnchanaporn Puangsuwan Tel. 66-2586-2855



Form for Submission of Questions in advance of the 2021 Annual General Meeting of Shareholders of SCG Packaging Public Company Limited on Tuesday, March 30, 2021 at 09:00 hrs.

| To Corp | porate Secretary, SCG Packaging Public Company Limited ("SCGP") |
|-----------------------------|--|
| I/We, (Nam | e-Surname/Company Name/Fund Name), |
| Please indi | cate with ✓ in the blank () |
| () bei | ing a shareholder of SCG Packaging Public Company Limited |
| () bei | ng a proxy of who is a shareholder of SCG Packaging |
| Pu | blic Company Limited |
| wish to sub Shareholders | omit question(s) relating to the agenda item(s) for the 2021 Annual General Meeting of s as follows: |
| | |
| | |
| | |
| ••••• | |
| | |
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| | |
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| | |
| | |
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| | |
| | |
| | |
| Remarks: | Please submit the completed form to SCGP within March 23, 2021 via: |
| | - Fax 02-586-3007 or |
| | - Email scgp_corporatesecretary@scg.com or |
| | - Business reply service as appeared on the back of this form. |
| | Should you have any query or suggestion, please contact: |
| | and the surf query of suggestion, prouse contact. |

Tel. 66-2586-5382 or

Tel. 66-2586-2855

- Ms. Wararee Toah-ngern

- Ms. Karnchanaporn Puangsuwan

Documents required prior to attending the Meeting and Documents for Proxy

The shareholders who intend to self-attend the meeting are requested to express their intention by filling in the form in attachment 10 and returning to the Company via E-mail address: scgp_corporatesecretary@scg.com or Fax no. 02-586-3007 or post by inserting in the provided envelope, which the Company sends to the shareholders together with the Notice of the meeting (no stamp needed), to the Corporate Secretary Office, SCG Packaging Public Company Limited, 1 Siam Cement Rd., Bangsue, Bangkok, 10800, within Monday, March 29, 2021.

In accordance with the gradual release of official announcements under the circumstances of the epidemic of Covid-19, the Company is on the process of getting permission and in discussion with the relevant government authorities; however, the number of attendants and meeting places have not been clearly specified yet. The Company shall notify the shareholders of the official measures upon receiving a formal response from government authorities at the earliest. Please follow the progress via the Company's website.

The registration to attend the 2021 Annual General Meeting of Shareholders (The 28th Meeting) starts from 07:00 hours on Tuesday, March 30, 2021.

The registration will be made by barcode system. For your convenience, please bring the Notice, Proxy Form (in case of authorizing proxy) and Registration Form with printed barcode, and present the following documents at registration desks before attending the meeting:

1. Self-Attending

1.1 Natural Person

- (1) Registration Form which is signed by the shareholder;
- (2) An official document issued by government authorities e.g. identification card, government officer identification card, driving license or passport, including the evidence of name or last name's change (if any).

1.2 Juristic Person by Shareholder Representative (Authorized Director)

- (1) Registration Form which is signed by the shareholder representative (Authorized Director) attending the meeting;
- (2) A copy of the shareholder's Affidavit (not older than one year) certified true copy by the shareholder representative (Authorized Director) who attends the meeting showing that the shareholder representative (Authorized Director attending the meeting) has the authority to act on behalf of the juristic person shareholder;
- (3) An official document issued by government authorities of the shareholder representative (Authorized Director) as specified in item **1.1** (2).

2. Proxy

2.1 Natural Person

- (1) Registration Form which is signed by the proxy;
- (2) The Proxy Form as attached in the Notice (Form A or Form B), completely filled in and signed by the shareholder and the proxy;
- (3) A copy of an official document issued by government authorities of <u>the shareholder</u> as specified in item **1.1** (2) which is certified true by the shareholder;
- (4) An official document issued by government authorities of the proxy as specified in item **1.1** (2).

2.2 Juristic Person

- (1) Registration Form which is signed by the proxy;
- (2) The Proxy Form as attached in the Notice (Form A or Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy;
- (3) A copy of the shareholder's Affidavit (not older than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder;
- (4) A copy of an official document issued by government authorities of the authorized person as specified in item **1.1** (2) which is certified true by said authorized person;
- (5) An official document issued by government authorities of the proxy as specified in item **1.1** (2).

2.3 Authorizing Proxy to the Company's Independent Director as listed in Attachment 5

- (1) Registration Form;
- (2) The Proxy Form as attached in the Notice (Form A or Form B) which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be the proxy, completely filled in and signed by the shareholder;
- (3) In case the shareholder is a natural person, documents as specified in item **2.1** (3) and **2.1** (4);
- (4) <u>In case the shareholder is a juristic person</u>, documents as specified in items **2.2** (3), **2.2** (4) and **2.2** (5).

3. For Foreign Investor appointing the Custodian in Thailand

- (1) Registration Form which is signed by the proxy;
- (2) The Proxy Form as attached in the Notice (Form C), completely filled in and signed by the shareholder and the proxy;
- (3) Documents as specified in item 1.2 or 2.2;
- (4) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf;
- (5) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of juristic person shareholder.

Notes:

- In case of authorizing proxy to one of the Company's independent directors, please submit the completed Proxy Form together with all required documents and return it to reach the Corporate Secretary Office <u>by Monday, March 29, 2021</u>.
- 2. Allocation of shares to several proxies to vote in the meeting is not allowed. A shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by Foreign Investor in accordance with Proxy Form C.
- 3. <u>Please affix the 20 Baht stamp duty</u> and specify the date of Proxy Form across such stamp duty. The Company will also facilitate in affixing the stamp duty for the proxy at registration desks before attending the meeting.
- 4. In case of a juristic person shareholder, if the person who signed in the Power of Attorney (POA) or Proxy Form is not an authorized director as specified in the Affidavit, the attendee shall prepare the POA showing that the attendee has the authority to attend the meeting and cast the vote on behalf of the juristic person shareholder. All complete POAs must be made uninterruptedly.

PROXY FORM A: General Proxy Form (SIMPLE FORM) According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

| | | | | Written at _ | | | | | |
|--------------------------------|--------------------|---------------------------|-----------------|--------------|----------------------|---------------|----------|-------------|--------------------|
| | | | | | | | | | |
| (1) 1/Wo | | | | | | Nationality | | | |
| (1) I/Wewith address at | | | | | | inationality | | | |
| with address at | | | | | | | | | |
| (2) being a sharehold | Her of SCG Pag | kaging Public Comp | nany Limited | | | | | | |
| holding the total amou | | | | na riahts of | : | | votes | as follo | ows: |
| ordinary share | | | | | | | | | |
| preferred share | | | | | | | | | |
| | | | | | | | | | |
| (3) do hereby appoir | it either one of | the following persons | S: | | | | | | |
| | | | | | | | | | |
| with address at | | | | | | | | | |
| District | | Province | | Post | al Code | | | or | |
| | Mr. P | rasarn Trairatvorakul | | | | | Age _ | 68 ` | Years |
| with address at | | | | | | | | | |
| District Bang | gsue | Province | Bangkok | Post | al Code _ | 10800 | | or | |
| | Mrs. I | Kaisri Nuengsigkapia | an | | | | Age | 59 ` | Years |
| with address at | | | | | | | | | |
| District Ban | | | | | | | | | |
| П | Mre 1 | Pongpen Ruengviray | udh | | | | Δαρ | 65 \ | Veare |
| with address at | | | | | | | | | |
| District Ban | | | | | | | | | |
| _ | | ssor Kitipong Urapee | | | | | | | /ooro |
| with address at | | | | | | | | | |
| District Ban | | | | | | | | | |
| | | | | | | | | | , |
| | | anus Taepaisitphong | | | | | | | |
| with address at District Bang | | | | | | _ | | | |
| DISTRICT Dany | Jsue | FIOVINCE | Daligkuk | FUSI | .ai Code | 10000 | | | |
| as only one of m | v / our proxy to | attend and vote on | my / our behalf | at the Sha | re Subscrir | ation Meeting | ı/ 2021 | Annua | ıl/ the |
| Extraordinary General N | | | - | | | _ | | | |
| Multipurpose Building, 1 | • | | | | | | | | |
| Manparpose Dalialing, 1 | TIC GIAITI OCITICI | itt EO., No. i Olaili Oci | nontra., bangs | ac, bangkoi | <u>v</u> or acarry o | adjournment | ricicoi. | • | |
| For any act perforr | ned by the Prox | xy at the meeting, it sha | | | | | | all resp | ects. |
| | | | | | | | er | | |
| | | | | | | | | | |
| | | - | | | | ` | | | |
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| | | - | | | | | | | |
| | | \ | | | | | | | |

Remarks:

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

PROXY FORM B (SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

| | | | | Written at | | | | |
|---|----------------------|---------------------------------|------------------------------------|---------------------------|--------------------------|----------|---------|-------|
| | | | | DateMonth | | | | |
| (1) I/Wewith address at | | | | N | lationality ₋ | | | |
| (2) being a shareholder holding the total amount ordinary share preferred share | of | shares | s with the voti s with the voti | ing rights of | | | V | otes |
| (3) do hereby appoint e | either one of the fo | ollowing persons: | | | | | | |
| = | | Road | | | | | | |
| | Mr. Prasar | n Trairatvorakul | | | | _Age _ | 68 | Years |
| with address at | 1 | Road Siam (| Cement | Sub-District | Bangsue |) | | |
| with address at | | | | Sub-District | | | | |
| District Bangs | ue | Province | Bangkok | Postal Code | 10800 | | or | |
| | Mrs. Pong | pen Ruengvirayu | dh | | | Age | 65 | Years |
| with address at | | | | | | | | |
| District Bangs | ue | Province | Bangkok | Postal Code | 10800 | | or | |
| | Professor | Kitipong Urapeep | atanapong | | | Age _ | 65 | Years |
| with address at | | | | | _ | | | |
| District Bangs | ue | Province | Bangkok | Postal Code | 10800 | | or | |
| | Mr. Vanus | Taepaisitphongs | e | | | Age | 61 | Years |
| with address at | | | | | | | | |
| District Bangs | ue | Province | Bangkok | Postal Code | 10800 | | | |
| as only one of my / Extraordinary General Me Multipurpose Building, The | eting of Shareholde | ers (The 28 th Meeti | ng) to be held | | 9:00 hours a | at Grand | d Hall, | |
| (4) I / We authorize my | our Proxy to cas | t the votes accord | ding to my/c | our intentions as follows | S: | | | |
| Agenda 1 : To | acknowledge the | Company's Annu | al Report for | the year 2020 | | | | |
| (a)The Prox | ky is entitled to ca | st the votes on m | y / our behalf | f at its own discretion. | | | | |
| (b)The Prox | xy must cast the v | otes in accordan | ce with my / c | our following instructior | า: | | | |
| _ | Approve | _ | Disapprove | | ostain | | | |

| Ц | Agenda 2 : To consider and approve th | <u>e Financial Statements fo</u> | r the year ended December 31, 2020 | | | | | | | | |
|-----|---|----------------------------------|---|--|--|--|--|--|--|--|--|
| | ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion. | | | | | | | | | | |
| | (b) The Proxy must cast the votes in | n accordance with my / ou | ur following instruction: | | | | | | | | |
| | ☐ Approve | Disapprove | ☐ Abstain | | | | | | | | |
| | Agenda 3: To consider and approve the a | llocation of profit for the year | 2020 and payment of dividend for the year 2020 | | | | | | | | |
| | (a) The Proxy is entitled to cast the | votes on my / our behalf a | at its own discretion. | | | | | | | | |
| | ☐ (b) The Proxy must cast the votes in | n accordance with my / ou | ur following instruction: | | | | | | | | |
| | ☐ Approve | ☐ Disapprove | ☐ Abstain | | | | | | | | |
| | Agenda 4: To consider and elect the D | virectors in replacement of | those to be retired by rotation | | | | | | | | |
| | ☐ (a) The Proxy is entitled to cast the | votes on my / our behalf a | at its own discretion. | | | | | | | | |
| | ☐ (b) The Proxy must cast the votes in | n accordance with my / ou | ur following instruction: | | | | | | | | |
| | ☐ To elect directors as a who | le | | | | | | | | | |
| | ☐ Approve | Disapprove | ☐ Abstain | | | | | | | | |
| | ☐ To elect each director indiv | vidually | | | | | | | | | |
| | 4.1 Mr. Chumpol NaLamlie | eng | | | | | | | | | |
| | ☐ Approve | Disapprove | ☐ Abstain | | | | | | | | |
| | 4.2 Mr. Chalee Chantanay | ingyong | | | | | | | | | |
| | ☐ Approve | ☐ Disapprove | ☐ Abstain | | | | | | | | |
| | 4.3 Mr. Thammasak Setha | udom | | | | | | | | | |
| | ☐ Approve | ■ Disapprove | ☐ Abstain | | | | | | | | |
| | 4.4 Mr. Wichan Jitpukdee | | | | | | | | | | |
| | ☐ Approve | ☐ Disapprove | ☐ Abstain | | | | | | | | |
| | Agenda 5 : To consider and appoint the | Independent Director of | the Company | | | | | | | | |
| | ☐ (a) The Proxy is entitled to cast the | votes on my / our behalf a | at its own discretion. | | | | | | | | |
| | ☐ (b) The Proxy must cast the votes i | n accordance with my / o | ur following instruction: | | | | | | | | |
| | ☐ Approve | □ Disapprove | ☐ Abstain | | | | | | | | |
| | Agenda 6 : To consider and appoint the | e Auditors and fix the audi | t fees for the year 2021 | | | | | | | | |
| | ☐ (a) The Proxy is entitled to cast the | votes on my / our behalf a | at its own discretion. | | | | | | | | |
| | ☐ (b) The Proxy must cast the votes i | n accordance with my / or | ur following instruction: | | | | | | | | |
| | ☐ Approve | ☐ Disapprove | ☐ Abstain | | | | | | | | |
| | Agenda 7: To consider and approve the | ne remuneration of the Co | ompany's Directors and Sub-committee Members | | | | | | | | |
| | for the year 2021 | | | | | | | | | | |
| | (a) The Proxy is entitled to cast the | votes on my / our behalf a | at its own discretion. | | | | | | | | |
| | (b) The Proxy must cast the votes in | - | | | | | | | | | |
| | ☐ Approve | ☐ Disapprove | ☐ Abstain | | | | | | | | |
| | | | | | | | | | | | |
| Vot | e ot the Proxy in any Agenda which is no | t in accordance with this | Form of Proxy shall be invalid and shall not be the | | | | | | | | |

(5)

vote of the Shareholder.

(6) In case I do not specify the authorization, or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

| Signed | | Shareholder |
|--------|---|-------------|
| | (|) |
| Signed | | Proxy |
| | (|) |

Remarks:

- 1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- 2. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
- 3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of SCG Packaging Public Company Limited

For the Share Subscription Meeting/ 2021 Annual/—the Extraordinary General Meeting of Shareholders (The 28th Meeting) to be held on March 30, 2021, at 9:00 hours at Grand Hall, P10 fl., Multipurpose Building, The Siam Cement PLC., No.1 Siam Cement Rd., Bangsue, Bangkok or at any adjournment thereof.

| Agenda No. : Subject | | | |
|----------------------------|---|-----------------------|--|
| ☐ (a) The Proxy is entitle | ed to cast the votes on my / our behalf at it | ts own discretion. | |
| ☐ (b) The Proxy must ca | ast the votes in accordance with my / our f | ollowing instruction: | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |
| Agenda No. : Subject | | | |
| _ | ed to cast the votes on my / our behalf at it | | |
| | ast the votes in accordance with my / our f | | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |
| | · · · | | |
| _ | ed to cast the votes on my / our behalf at it | | |
| ☐ (b) The Proxy must ca | ast the votes in accordance with my / our f | ollowing instruction: | |
| ■ Approve | ☐ Disapprove | ☐ Abstain | |
| Agenda No. : Subject | | | |
| ☐ (a) The Proxy is entitle | ed to cast the votes on my / our behalf at it | ts own discretion. | |
| ☐ (b) The Proxy must ca | ast the votes in accordance with my / our f | ollowing instruction: | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |
| Agenda No. : Subject | | | |
| ☐ (a) The Proxy is entitle | ed to cast the votes on my / our behalf at it | s own discretion. | |
| ☐ (b) The Proxy must ca | ast the votes in accordance with my / our f | ollowing instruction: | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |
| Agenda No. : Election | of Directors (continued) | | |
| Name of Director | | | |
| Approve | Disapprove | Abstain | |
| | | | |
| _ | | _ | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |
| Name of Director | | | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |
| Name of Director | | | |
| ☐ Approve | ☐ Disapprove | ☐ Abstain | |

PROXY FORM C (FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

According to Regulation of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550

| | | willial | | |
|---|--|------------------------------------|-----------------------|-------------------------|
| | | DateMonth | | Year |
| (1) I/We | | | Nationality | |
| with address at | Road Road | Sub | o-District | |
| District | Province | Pos | stal Code | |
| acting as the custodian for | | | | |
| being a shareholder of <u>SCG Packa</u> g | | | | |
| holding the total amount of | shares with t | he voting rights of | votes | s as follows; |
| ☐ ordinary share | shares with t | he voting rights of | | votes |
| ☐ preferred share | shares with t | he voting rights of | - | votes |
| (2) do hereby appoint either one of | the following persons: | | | |
| | | | | |
| with address at | | | | |
| District | Province | Postal Code | | or |
| □ Mr. P | rasarn Trairatvorakul | | Age | 68 Years |
| with address at1 | | | | |
| District Bangsue | Province Ban | gkok Postal Code | 10800 | or |
| ☐ Mrs. | Kaisri Nuengsigkapian | | Aae | 59 Years |
| with address at <u>1</u> | | | | |
| District <u>Bangsue</u> | | | | |
| ☐ Mrs. | Pongnen Ruengviravudh | | Δαρ | 65 Vears |
| with address at1 | | | | |
| District <u>Bangsue</u> | | | | |
| □ Profe | | | | |
| with address at1 | | | | |
| District Bangsue | | | - | |
| □ Mr. ∨ | | | | |
| with address at1 | | | | |
| District Bangsue | | | | |
| <u> Bangsao</u> | | g <u>nak</u> r ootar oodo | | |
| as only one of my / our proxy to | o attend and vote on my / our | behalf at the Share Subsc | eription Meeting/ 202 | 1 Annual/ th |
| Extraordinary General Meeting of Shar | eholders (<u>The 28th Meeting</u>) to b | oe held on <u>March 30, 2021,</u> | at 9:00 hours at Grar | nd Hall, P10 fl |
| Multipurpose Building, The Siam Ceme | nt PLC., No.1 Siam Cement Rd., | , <u>Bangsue, Bangkok</u> or at an | y adjournment thereo | f. |
| (3) I / We authorize my / our Proxy t | o attend and cast the votes a | s follows: | | |
| _ | all shares held and entitled to | | | |
| ☐ The Proxy is authorized for | | | | |
| _ ` | | ene i | | |
| | shares | | | |
| ☐ preferred share | - shares | s, entitling to vote | - | votes |
| Total entitled vote | votes | | | |

| (4) | I / V | Ve a | uthorize my / our Proxy to | cast the vot | tes according to my / o | ur intention as | follows: | |
|-----|-------|------------|--------------------------------|-----------------|-----------------------------|------------------|------------------------|------------------|
| | | <u>Ag</u> | <u>enda 1 : To acknowledge</u> | the Compa | ny's Annual Report for | the year 2020 | <u>.</u> | |
| | | (a) | The Proxy is entitled to | cast the vote | s on my / our behalf at | its own discre | tion. | |
| | | (b) | The Proxy must cast the | votes in acc | cordance with my / our | following instru | uction: | |
| | | | Approve | votes | Disapprove | votes | Abstain | votes |
| | | <u>Age</u> | enda 2 : To consider and | approve the | e Financial Statements | for the year e | nded December 31 | <u>, 2020</u> |
| | | (a) | The Proxy is entitled to | cast the vote | s on my / our behalf at | its own discre | tion. | |
| | | (b) | The Proxy must cast the | votes in acc | cordance with my / our | following instru | uction: | |
| | | | Approve | votes \square | Disapprove | votes | Abstain | votes |
| | | Age | enda 3 : To consider and a | pprove the all | ocation of profit for the y | ear 2020 and p | ayment of dividend for | or the year 2020 |
| | | (a) | The Proxy is entitled to | cast the vote | s on my / our behalf at | its own discret | tion. | |
| | | (b) | The Proxy must cast the | votes in acc | cordance with my / our | following instru | uction: | |
| | | | Approve | votes | Disapprove | votes | Abstain | votes |
| | | Age | enda 4 : To consider and | l elect the Di | rectors in replacement | of those to be | retired by rotation | |
| | | (a) | The Proxy is entitled to | cast the vote | s on my / our behalf at | its own discret | tion. | |
| | | (b) | The Proxy must cast the | votes in acc | cordance with my / our | following instru | uction: | |
| | | | To elect directors as a v | vhole | | | | |
| | | | Approve | votes | Disapprove | votes | Abstain | votes |
| | | | To elect each director in | ndividually | | | | |
| | | | 4.1 Mr. Chumpol NaLar | mlieng | | | | |
| | | | Approve | votes | Disapprove | votes | Abstain | votes |
| | | | 4.2 Mr. Chalee Chantar | nayingyong | | | | |
| | | | Approve | votes | Disapprove | votes | Abstain | votes |
| | | | 4.3 Mr. Thammasak Se | thaudom | | | | |
| | | | ☐ Approve | votes | Disapprove | votes | Abstain | votes |
| | | | 4.4 Mr. Wichan Jitpukde | ее | | | | |
| | | | Approve | votes | Disapprove | votes | Abstain | votes |
| | | Aa | enda 5 : To consider and | l appoint the | Independent Director | of the Compar | ١٧ | |
| | | _ | The Proxy is entitled to | | - | | | |
| | | | The Proxy must cast the | | • | | | |
| | | | Approve | _ | - | _ | _ | votes |
| | | | enda 6 : To consider and | | | | | |
| | | _ | The Proxy is entitled to | | | | • | |
| | | | The Proxy must cast the | | • | | | |
| | _ | | • | _ | Disapprove | _ | Ahstain | votes |

| | L Age | <u>enda 7 : To</u> | <u>consider</u> | and approv | ve the re | muneration of | of the (| <u> Company's E</u> | <u>Director</u> | s and Sub | <u>-committe</u> | <u>e Members</u> |
|-----|----------|--------------------|-----------------|--------------|------------|---|-----------|---------------------|-----------------|---------------|------------------|------------------|
| | | <u>fo</u> | r the year | <u> 2021</u> | | | | | | | | |
| | □ (a) | The Proxy | is entitled | to cast the | votes on | my / our bel | half at i | ts own discre | etion. | | | |
| | □ (b) | The Proxy | / must cast | the votes in | n accorda | ance with my | y / our f | ollowing inst | ruction: | | | |
| | | Approve | | votes | ☐ Dis | sapprove | | votes | | Abstain | | votes |
| | | | | | | | | | | | | |
| (5) | | the Proxy i | | nda which i | s not in a | accordance v | with this | s Form of Pro | oxy shal | ll be invalid | d and shal | I not be the |
| (6) | matter o | other than t | hose state | d above, or | if there i | e authorization is any chang If as the Prox | e or an | nendment to | any fac | - | | - |
| | - | • | • | - | _ | , it shall be ecordance w | | | acts ha | d been do | one by me | e / us in all |
| | | | | 8 | Signed | | | | | Shareho | lder | |
| | | | | | (_ | | | | |) | | |
| | | | | S | Signed | | | | | Proxy | | |
| | | | | | (_ | | | | |) | | |
| | | | | | | | | | | | | |

Remarks:

- 1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
- 2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
- 3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- 4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
- 5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of SCG Packaging Public Company Limited

For the Share Subscription Meeting/ 2021 Annual/–the Extraordinary General Meeting of Shareholders (<u>The 28th Meeting</u>) to be held on March 30, 2021, at 9:00 hours at Grand Hall, P10 fl., Multipurpose Building, The Siam Cement PLC., No.1 Siam Cement Rd., Bangsue, Bangkok or at any adjournment thereof.

| Agenda No. : Subject | | |
|--|---------|-------|
| (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion | 1. | |
| (b) The Proxy must cast the votes in accordance with my following instruction: | | |
| Approve votes Disapprove votes | Abstain | votes |
| Agenda No. : Subject | | |
| (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion | 1. | |
| (b) The Proxy must cast the votes in accordance with my following instruction: | | |
| Approve votes Disapprove votes | Abstain | votes |
| Agenda No. : Subject | | |
| (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion | n. | |
| (b) The Proxy must cast the votes in accordance with my following instruction: | | |
| Approve votes Disapprove votes | Abstain | votes |
| Agenda No. : Subject | | |
| (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion | 1. | |
| (b) The Proxy must cast the votes in accordance with my following instruction: | | |
| ☐ Approvevotes ☐ Disapprovevotes | Abstain | votes |
| Agenda No. : Subject | | |
| (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion | ٦. | |
| (b) The Proxy must cast the votes in accordance with my following instruction: | | |
| ☐ Approvevotes ☐ Disapprovevotes | Abstain | votes |
| Agenda No. : Election of Directors (continued) | | |
| Name of Director | | |
| Approve votes Disapprove vote | Abstain | votes |
| Name of Director | | |
| ☐ Approve votes ☐ Disapprove vote | Abstain | votes |
| Name of Director | | |
| Approve votes Disapprove vote | Abstain | votes |
| Name of Director | | |
| Approve votes Disapprove vote | Abstain | votes |



Requisition Form of Notice of the 2021 Annual General Meeting of Shareholders and/or 2020 Annual Report and/or 2020 Sustainability Report

Shareholder(s) may choose to request the supporting documents by one of method of the followings:



and fill out the details

- 2. Email to scgp_corporatesecretary@scg.com
- 3. Please mark \checkmark in () and fill out the following details and return this form to SCGP via mail by business reply service as appeared on the back of this form.
 - () Notice of the 2021 Annual General Meeting of Shareholders
 - () Annual Report for the year 2020
 - () Sustainability Report for the year 2020

Place of receiving of the printed documents:

Province Postal Code Tel

Should you have any query or suggestion, please contact:

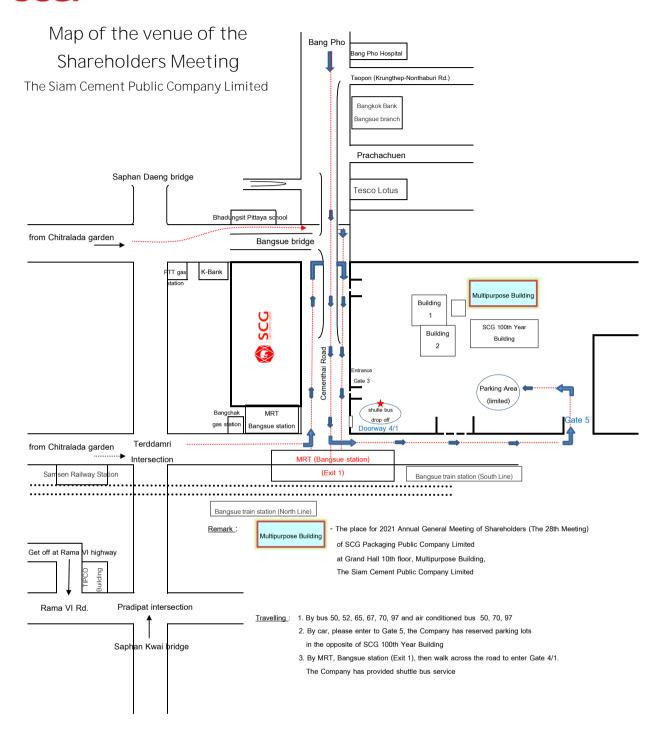
- Ms. Wararee Toah-ngern Tel. 66-2586-5382 or

- Ms. Karnchanaporn Puangsuwan Tel. 66-2586-2855

Should you wish to receive Notice of the 2021 Annual General Meeting of Shareholders and/or 2020 Annual Report and/or 2020 Sustainability Report before the date of the Shareholders' Meeting, please submit the completed form to reach the Corporate Secretary Office by **Monday, March 22, 2021.**

Remark: The Company has announced Privacy Notice, to notify the shareholders of details about the collecting, use, and disclosure of your personal data. Please see further details at www.scgpackaging.com.

SCGP





SCG Packaging Public Company Limited

Registration No. 0107537000921

Head Office Address: 1 Siam Cement Road,

Bangsue, Bangkok 10800

Website: www.scgpackaging.com

Email: scgpackaging@scg.com