



**Notice of 2025**  
**Annual General Meeting**  
**of Shareholders (32<sup>nd</sup> Meeting)**

**SCG Packaging Public Company Limited**

**Tuesday, March 25, 2025 at 14:30 hours**  
**Via Electronic Media (E-Meeting)**

SCG Packaging Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the detailed procedures for the registration of E-Meeting, and prepare identity documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

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Inquiries about E-Meeting System/Technical Support, please contact Call Center: Tel: 02-460-9223 available from March 18–25, 2025 during 08:30–17:30 hours until the meeting is adjourned. (Business days only)

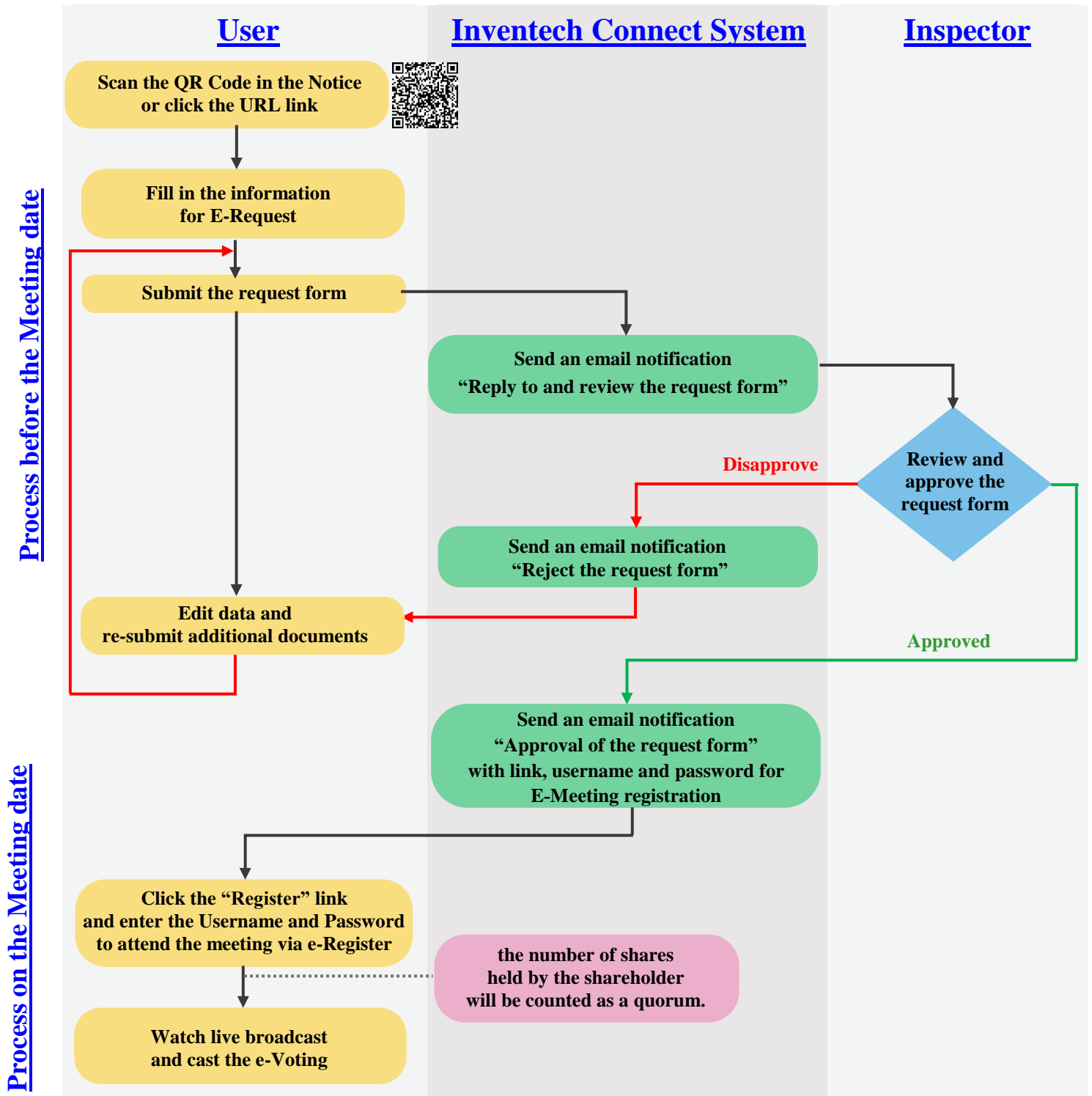
Proceed with the Meeting Attendance Request Form (E-Request) at  
<https://con.inventech.co.th/SCGP389212R/#/homepage>  
beginning from Tuesday, March 18, 2025 at 08:30 hours  
until the meeting is adjourned.




Or scan QR Code

**Procedures for Submitting Meeting Attendance Request Form (E-Request) and  
Using Electronic Meeting Systems (E-Meeting)**

**Flowchart for E-Meeting Registration and Attendance**




**Inquiries about E-Meeting System/Technical Support, please contact Call Center: Tel: 02-460-9223** available from March 18–25, 2025 during 08:30 –17:30 hours until the meeting is adjourned. (on Business days only)

<p>Proceed with the Meeting Attendance Request Form (E-Request) at  <a href="https://con.inventech.co.th/SCGP389212R/#/homepage">https://con.inventech.co.th/SCGP389212R/#/homepage</a>                      beginning from Tuesday, March 18, 2025 at 08:30 hours until the meeting is adjourned.</p>	 Or scan QR Code
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**Notice of 2025 Annual General Meeting of Shareholders (The 32<sup>nd</sup> Meeting)**  
**of SCG Packaging Public Company Limited**

<b><u>Subject</u></b>	The Schedule of 2025 Annual General Meeting of Shareholders (The 32 <sup>nd</sup> Meeting)
<b><u>To</u></b>	Shareholders
<b><u>Attachments</u></b>	<ol style="list-style-type: none"><li>1. 2024 Annual Report (Form 56-1 One Report) and 2024 Sustainability Report (QR Code)</li><li>2. Profiles of the nominated candidates for the election of the Directors in replacement of those to be retired by rotation</li><li>3. Profiles of the Auditors proposed for the year 2025</li><li>4. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders</li><li>5. Company's Articles of Association relating to the General Meeting of Shareholders</li><li>6. Documents Required to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request), and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting)</li><li>7. Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting)</li><li>8. Proxy Form A and Form B as specified by the Department of Business Development, Ministry of Commerce</li><li>9. Form for submission of questions in advance of the 2025 Annual General Meeting of Shareholders</li><li>10. Requisition Form of Notice of the 2025 Annual General Meeting of Shareholders and/or 2024 Annual Report (Form 56-1 One Report) and/or 2024 Sustainability Report</li><li>11. Contact Information</li></ol>

The Board of Directors Meeting on Tuesday, January 28, 2025, resolved that the 2025 Annual General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) shall be held **on Tuesday, March 25, 2025, at 14:30 hours via electronic media (E-Meeting) only**, in compliance with the Articles of Association of the Company, Clause 21, the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, 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 2024**

**Objectives and rationale:** The summary of the Company's operating results and major changes during the year 2024 is shown in the 2024 Annual Report (Form 56-1 One Report), which is provided herewith in Attachment No. 1.

**Board of Directors' opinion:** The Board requested the Meeting to acknowledge the Company's 2024 Annual Report stating the Company's performance and major changes during the year 2024.

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

**Agenda 2: To consider and approve the Financial Statements for the year ended December 31, 2024**

**Objectives and rationale:** 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 recommended the Meeting to consider and approve the financial statements for the year ended December 31, 2024, 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 2024 was as follows:

**The statements of financial position and income statements**

Unit: million Baht

Items	The Company and its Subsidiaries	The Company
Total assets	188,580	107,481
Total liabilities	93,293	40,960
Revenue from sales	132,784	-
Total revenue	133,778	6,491
Profit for the year	3,699*	2,865
Earnings per share (Baht/Share)	0.86*	0.67

\*Represents profit for the year attributable to the shareholders of the Company.

Details were as shown in the Financial Statements section of the Company's 2024 Annual Report (Form 56-1 One Report) submitted to the shareholders together with this Notice in Attachment No. 1.

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

**Agenda 3: To consider and approve the allocation of profit for the year 2024**

**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 2024, the consolidated financial statement showed the profit attributable to the shareholders of the Company amounting to Baht 3,699 million while the Company's financial statements presented the profit for the year amounting to Baht 2,865 million with retained earnings applicable for the distribution of dividends to shareholders. The Company reached the legal reserve of 10 percent of the Company's registered capital.

**Board of Directors' opinion:** The Board recommended the Meeting to consider and approve the distribution of dividend for the year 2024 at Baht 0.55 per share, totaling an amount of approximately Baht 2,361 million. The said 2024 dividend equaled to 63.8% of profit for the year listed on the consolidated financial statements conforming to the Company's dividend payment policy. This included Baht 0.25 per share of an interim dividend paid on Wednesday, August 21, 2024. The final payment of dividend shall be Baht 0.30 per share, totaling Baht 1,288 million, derived from the profits which were subject to corporate income tax of 20%. An individual shareholder shall be entitled to a tax credit according to Section 47 bis of the Revenue Code equaling the product of dividend times 20/80.

Comparison of dividend distribution in the year 2024 to the preceding year was as follows:

<b>Details of dividend payment</b>	<b>Year 2024</b>	<b>Year 2023</b>
1. Profit for the year on consolidated financial statements (million Baht)	3,699	5,248
2. Shares (million shares)	4,293	4,293
3. Annual Dividend (Baht/share), Comprising:	0.55	0.55
- Interim dividend (Baht/share)	0.25	0.25
- Final dividend (Baht/share)	0.30	0.30
4. Total amount of dividends paid (million Baht)	2,361	2,361
5. Proportion of dividends on profit for the year on consolidated financial statements (percent)	63.8	45.0

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 Wednesday, April 2, 2025. (The XD, or the date on which a share purchaser will not be entitled to receive the dividend, will be on Tuesday, April 1, 2025). The dividend payment will be made on Monday, April 21, 2025. The receipt of such dividend shall be within 10 years.

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

**Agenda 4: To consider and elect the Directors in replacement of those to be retired by rotation**

**Objectives and rationale:** 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. Prasarn Trairatvorakul  | Independent Director and Chairman  |
| 2) Mrs. Pongpen Ruengvirayudh  | Independent Director and Member of the Audit Committee   |
| 3) Mr. Vanus Taepaisitphongse  | Independent Director and Chairman of the Remuneration Committee  |
| 4) Mr. Vibul Tuangsitthisombat | Independent Director, Member of the Remuneration Committee, and Member of the Risk Oversight Committee |

In this regard, Mrs. Pongpen Ruengvirayudh stated her intention not to be nominated for re-election as the Company's director for another term.

From August 1 to November 30, 2024, the Company provided an opportunity to its shareholders to propose agenda for the meeting and qualified candidate(s) for the directorship through SET Portal and on the Company's website. There was not any proposal from the shareholders.

The Corporate Governance and Nomination Committee thoroughly considered the individual qualifications of the candidates nominated by the directors, and the chartered directors from the Thai Institute of Directors (IOD)'s Director Pool, in accordance with the director nomination guideline, and took into account of a diversity of the Board of Directors structure together with the qualifications, knowledge and expertise according to the business strategies; therefore unanimously resolved to propose for the Board of Directors' consideration of three retiring candidates, namely Mr. Prasarn Trairatvorakul, Mr. Vanus Taepaisitphongse, and Mr. Vibul Tuangsitthisombat to be nominated for election as the directors for another term, and the election of Mr. Rapee Sucharitakul to be a director of the Company in replacement of Mrs. Pongpen Ruengvirayudh 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, and not holding directorship of more than four other listed

companies. In addition, Mr. Prasarn Trairatvorakul, Mr. Vanus Taepaisitphongse, and Mr. Vibul Tuangsitthisombat, the retiring directors, dedicated their time and efficiently performed their duties during their term of office.

**Board of Directors' opinion:** The Board of Directors, excluding the directors to be retired by rotation at the 2025 Annual General Meeting of Shareholders, had extensively discussed and thoroughly considered all candidates nominated by the Corporate Governance and Nomination Committee as well as the qualification of each candidate who was qualified in accordance with relevant laws and the Company's Articles of Association, commits no dishonest act of an offence against property, has 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, fit to conduct the businesses of the Company, as well as all retiring directors' high performance during the term of office. The Board of Directors, thus, unanimously resolved to propose the four qualified candidates for the election to be the directors and independent directors. The first, second and third candidates were proposed to be the directors for another term while the fourth candidate was proposed to be a director in replacement of the retiring director at the 2025 Annual General Meeting of Shareholders as follows:

- |                                |                      |
|--------------------------------|----------------------|
| 1) Mr. Prasarn Trairatvorakul  | Independent Director |
| 2) Mr. Vanus Taepaisitphongse  | Independent Director |
| 3) Mr. Vibul Tuangsitthisombat | Independent Director |
| 4) Mr. Rapee Sucharitakul      | Independent Director |

The first candidate was the Chairman and independent director who possessed knowledge and experience in the Company's and relevant businesses. The second and third candidates were independent directors who possessed knowledge and experience in large domestic and international organization management. In addition, the first, second and third candidates served as independent directors of the Company for not more than 9 consecutive years since their first appointment as an independent director complying with the laws relating to criteria of independent directors and qualifications of independent directors of the Company. The fourth candidate, who was nominated to be a director in replacement of the retiring director, possessed knowledge in business and investment law and experience as a director in large listed companies and qualifications complying with the laws relating to criteria of independent directors and qualifications of independent directors of the Company.

The second and third candidates held positions in companies which had business relationship with the subsidiaries of the Company exceeding Baht 20 Million, and within two years of such relationships. Moreover, the fourth candidate held position



in company which had business relationship with the subsidiaries of the Company exceeding Baht 20 Million. The Board of Directors (excluding directors with conflicts of interest) considered the matter in accordance with Section 89/7 of the Securities and Exchange Act and opined that the appointment of the aforementioned individuals neither affected their independent performance of duties nor their independent opinions. Therefore, their qualifications of independent directorship regarding the restriction related to the candidate's previous or existing business relations were relaxed by the power of the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended) as follows.

- Mr. Vanus Taepaisitphongse was a director of the Board of Betagro Public Company Limited and its affiliates, which had business relationships with the Company's subsidiaries with value exceeding Baht 20 million, and within two years of such relationships. The Board of Directors (excluding Mr. Vanus Taepaisitphongse) carefully considered the principles of fiduciary duties in accordance with the Securities and Exchange Act B.E. 2535 (as amended) and opined that the appointment of Mr. Vanus Taepaisitphongse as the Company's independent director neither affected his independent performance of duties nor his independent opinions, and no conflict of interest was developed between parties. Moreover, his knowledge, expertise and experience especially in policy-making, strategic planning, innovation support, industrial technology application, and management on environmental, social and governance would also promote and strengthen the business's operations and expansion and increase the Board of Directors' efficiency.
- Mr. Vibul Tuangsitthisombat was the Chief Executive Officer, director and indirect shareholder of Nan Yang Textile Group and its subsidiaries, which had business relationships with the Company's subsidiaries with value exceeding Baht 20 million, and within two years of such relationships. The Board of Directors (excluding Mr. Vibul Tuangsitthisombat) carefully considered the principles of fiduciary duties in accordance with the Securities and Exchange Act B.E. 2535 (as amended) and opined that the appointment of Mr. Vibul Tuangsitthisombat as the Company's independent director neither affected his independent performance of duties nor his independent opinions, and no conflict of interest was developed between parties. Moreover, his knowledge, expertise and experience in management for the Company's main business and relevant business in its value chain, especially in the international business management, innovation and technology support, and risk management would also promote and strengthen the business's operations and expansion and increase the Board of Directors' efficiency.

- Mr. Rapee Sucharitakul was a director of Thai Asia Pacific Brewery Company Limited which had business relationships with the Company's subsidiaries with value exceeding Baht 20 million. The Board of Directors carefully considered the principles of fiduciary duties in accordance with the Securities and Exchange Act B.E. 2535 (as amended) and opined that the business relationships between the Company and Thai Asia Pacific Brewery Company Limited were in an organizational level, which Mr. Rapee Sucharitakul had no vested interest in such transactions. Therefore, the aforementioned business relationships neither affected his independent performance of duties nor his independent opinions, and no conflict of interest was developed between parties. Moreover, his business-related experiences and knowledge or experience in the legal field and as a member of the audit committee in other listed companies would benefit and help enhance the Board of Directors' performance of duties.

All four aforementioned persons did not occupy directorship or management positions in other organizations which might lead to a conflict of interest with the Company.

Additionally, Mrs. Suphajee Suthumpun, who is not the director due for retirement on this occasion, had a change in qualifications in 2024 due to a position change in a company that has business relationship with the Company and its subsidiaries exceeding 20 million baht. Therefore, this is to inform that the Board of Directors has considered the matter and opined that the appointment of Mrs. Suphajee Suthumpun as an independent director of the Company does not affect the independent performance of duties nor her independent opinions, or result in any conflict of interest between parties. Details are provided in the attachment No. 2.

Profiles and expertise of the nominated candidates, period of their directorship, 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, other companies / organizations of the nominated candidates were 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.

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

**Agenda 5: To consider and appoint the Auditors and fix the Audit Fees for the year 2025**

**Objectives and rationale:** The Audit Committee resolved to select KPMG Phoomchai Audit Ltd., (KPMG) to be the audit firm for the Company and its subsidiaries for the year 2025 as KPMG had good performance standard, expertise in auditing, appropriate audit fee and had expertly performed the duties. Due to the understanding of the Company's business, KPMG apparently offered advices and audit data to establish added value and continuously provided new knowledge with the utmost benefits to the Company.

**Board of Directors' opinion:** The Board agreed with the Audit Committee to select KPMG Phoomchai Audit Ltd. to be the audit firm of the Company and recommended the 2025 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 2025:
  - Ms. Sureerat Thongarunsang (Certified Public Accountant No. 4409) or
  - Ms. Pornthip Rimdusit (Certified Public Accountant No. 5565) or
  - Mr. Songchai Wongpiriyaporn (Certified Public Accountant No. 10996)

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

The proposed auditing firm and auditors named in the above list had 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. 3.

- 2) To approve the annual audit fees and the quarterly review fees for the Company's 2025 financial statements and consolidated financial statements totaling Baht 2,906,000 (an increase of Baht 98,000 from the previous year) as follows:

Unit: Baht

<b>Audit fees</b>	<b>Year 2025</b>	<b>Year 2024</b>	<b>Increase</b>
1. Annual audit fee for the Company's financial statements	316,000	313,000	3,000
2. Annual audit fee for the Company's consolidated financial statements, and quarterly review fee for the Company's financial statements and consolidated financial statements	2,590,000	2,495,000	95,000
<b>Total audit fees</b>	<b>2,906,000</b>	<b>2,808,000</b>	<b>98,000</b>

- 3) To acknowledge the annual audit fees for the 2025 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:

Audit fees	Year 2025		Year 2024	
	Number of subsidiaries (Companies)	Amount of fee (million Baht)	Number of subsidiaries (Companies)	Amount of fee (million Baht)
1. Annual audit fees of the subsidiaries in Thailand	34	6.45	34	6.55
2. Annual audit fees of the subsidiaries outside Thailand	32	34.38	35	33.81
<b>Total audit fees of all subsidiaries</b>	<b>66</b>	<b>40.83<sup>(1)</sup></b>	<b>69</b>	<b>40.36</b>

Remark: (1) The total annual audit fees increased at the amount of Baht 0.47 million or 1% from the year 2024 due to the increase of overseas subsidiaries' audit fees of Baht 0.57 million or 2%. The Baht 1.5 million increase of the audit fees was due to inflation rates while the Baht 0.9 million decrease of the audit fees was from lessened workload and number of subsidiaries in Vietnam by three companies due to merger. Meanwhile, the audit fees of subsidiaries in Thailand decreased at the amount of Baht 0.1 million or 2% from decreased workload.

(The audit fees of the Company and its subsidiaries for the year 2025 were subject to change pursuant to the actual workload during the year and/or the change in the number of subsidiaries.)

The above audit fees did not include non-audit fees. For the fiscal year ended December 31, 2024, the non-audit fees were paid by the Company and its subsidiaries to KPMG Phoomchai Audit Ltd. and the companies in the group of KPMG Phoomchai Audit Ltd. as follows:

Unit: million Baht

Non-audit fees	Year 2025	Year 2024
The Company and its subsidiaries	Charged on actual basis	1.2 <sup>(2)</sup>

Remark: (2) Total non-audit fees included the review of compliance with conditions of the Thai government's Board of Investment Promotion Certificate at the amount of Baht 1.2 million.

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

- (1) Ms. Sureerat Thongarunsang was appointed as the Company's auditor for the years 2009-2010 (2 years) and 2023-2024 (2 year) and signed the Company's financial statements for the years 2009-2010 (2 years).
- (2) Ms. Pornthip Rimdusit was appointed as the Company's auditor for the years 2010-2014 (5 years) and 2022-2024 (3 years) and signed the Company's financial statements for the years 2011-2014 (4 years) and 2022-2024 (3 years).
- (3) Mr. Songchai Wongpiriyaporn was appointed as the Company's auditor for the year 2023-2024 (2 year).

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

2. In 2025, the Board agreed to propose Ms. Sureerat Thongarunsang or Mr. Songchai Wongpiriyaporn or Ms. Chidchanok Ketwej (Certified Public Accountant No. 12515) from KPMG Phoomchai Audit Ltd. to be the auditors of the Company's subsidiaries in Thailand.

For the Company's subsidiaries which do not employ KPMG Audit Group to be their audit firm, the Board of Directors will supervise to ensure that their financial statements will be made on time.

3. Non-audit fee in 2025 (if any) shall vary according to categories and actual workload serviced by KPMG Phoomchai Audit Ltd.

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

**Agenda 6: To consider and approve the remuneration of the Company's Directors and Sub-committee members for the year 2025**

**Objectives and rationale:** According to Clause 46 of the Company's Articles of Association, the Directors' remuneration and bonus shall be approved by the Shareholders Meeting. The 2024 Annual General Meeting of Shareholders held on March 26, 2024, had approved the remuneration of the Company's Directors and Sub-committee members, both of which were effective from the date of approval until the Meeting resolves otherwise.

**Board of Directors' opinion:** The Board of Directors agreed that the remuneration of the Directors and Sub-committee members shall be subject to the approval of the General Meeting of Shareholders year by year even though there is no adjustment on the remuneration rate. The Board of Directors deemed it appropriate to propose the Meeting to approve the retention of the remuneration of the Directors and Sub-committee members for the year 2025, in accordance with the rules and rates approved by the previous Annual General Meeting of Shareholders. Furthermore, in 2024, the Board of Directors had resolved to approve the appointment of a sub-committee, namely the Risk Oversight Committee, effective from January 1, 2025, and notified the matter to the Stock Exchange of Thailand. The Board of Directors, with recommendation of the Corporate Governance and Nomination Committee that thoroughly considered of the fair and reasonable remuneration in accordance with the remuneration policy approved by the Board of Directors, 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 leading companies in the production and services business listed in the stock Exchange of Thailand, thus deemed it appropriate to proposed the Annual General Meeting of Shareholders to consider and approve the remuneration of the Risk Oversight Committee under the same rules and rates as the remuneration of the Corporate Governance and Nomination Committee and the Remuneration Committee.

## Directors' remuneration

Item	Resolution of the 2025 Annual General Meeting of Shareholders	Resolution of the 2024 Annual General Meeting of Shareholders	Change
Monthly Remuneration Chairman Director	Baht 150,000 per month Baht 100,000 per month	Baht 150,000 per month Baht 100,000 per month	- -
Bonus Chairman Director	The Board of Directors would receive a bonus in the amount not exceeding 0.5 percent of the dividend distributed to the Shareholders. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined	The Board of Directors would receive a bonus in the amount not exceeding 0.5 percent of the dividend distributed to the Shareholders. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.	-
Other Types of Remuneration/ Benefits	None	None	-

## Sub-Committee Members' Remuneration

### 1) Retainer Fee

Item	Resolution of the 2025 Annual General Meeting of Shareholders	Resolution of the 2024 Annual General Meeting of Shareholders	Change
Audit Committee Chairman Member	Baht 150,000 per year Baht 100,000 per year/person	Baht 150,000 per year Baht 100,000 per year/person	- -
Corporate Governance and Nomination Committee Chairman Member	Baht 120,000 per year Baht 100,000 per year/person	Baht 120,000 per year Baht 100,000 per year/person	- -
Remuneration Committee Chairman Member	Baht 120,000 per year Baht 100,000 per year/person	Baht 120,000 per year Baht 100,000 per year/person	- -
Risk Oversight Committee Chairman Member	Baht 120,000 per year Baht 100,000 per year/person	- -	To be proposed for approval for the first time in 2025

## 2) Attendance Fee

Item	Resolution of the 2025 Annual General Meeting of Shareholders	Resolution of the 2024 Annual General Meeting of Shareholders	Change
Audit Committee Chairman Member	Baht 60,000 per meeting Baht 40,000 per person/meeting	Baht 60,000 per meeting Baht 40,000 per person/meeting	- -
Corporate Governance and Nomination Committee Chairman Member	Baht 45,000 per meeting Baht 30,000 per person/meeting	Baht 45,000 per meeting Baht 30,000 per person/meeting	- -
Remuneration Committee Chairman Member	Baht 45,000 per meeting Baht 30,000 per person/meeting	Baht 45,000 per meeting Baht 30,000 per person/meeting	- -
Risk Oversight Committee Chairman Member	Baht 45,000 per meeting Baht 30,000 per person/meeting	- -	To be proposed for approval for the first time in 2025

In 2024, the total remuneration and bonus of the Board of Directors was approximately Baht 29.65 million, not exceeding the rate approved by the meeting of shareholders. Details of the remuneration paid to the Board of Directors and Sub-committees in the year 2024 are as shown in the Key Corporate Governance Performance Report (Individual Directors' Meeting Attendance and Remuneration Payment) of 2024 Annual Report (Form 56-1 One Report), which is provided herewith in Attachment No. 1.

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

### **Agenda 7: To consider and approve the amendment of the Company's Objectives**


**Objectives and rationale:** At present, the Quality Testing Unit, Innovation and Product Development Center, which serves as the company's central testing unit, are able to provide sample collection, analysis, and testing services to external organizations. This initiative creates new business opportunities and serves as a channel for external communication, positioning the company as a neutral and reliable private testing service provider. Therefore, to ensure compliance with legal requirements, the Corporate Governance and Nomination Committee proposed that the 2025 Annual General Meeting of Shareholders consider amending Article 3 of the company's Memorandum of Association regarding its objectives by adding one additional objective, increasing the total number of objectives from 54 to 55, with the newly added objective stated as follows:

- (55) To engage in business concerning the provision of comprehensive laboratory and field work services in sampling, inspecting, testing, analyzing, exploring, researching, examining and certifying quality for products, by-products, raw materials, processes, and production waste, including the provision of environmental monitoring and industrial measurement and instrument calibration services

**Board of Directors' opinion:** The Board of Directors, with the recommendation of the Corporate Governance and Nomination Committee agreed that Article 3 of the Company's Memorandum of Association regarding its objectives be amended by adding one additional objective, increasing the total number of objectives from 54 to 55, and to propose said amendment to the Company's Memorandum of Association for the approval of the Annual General Meeting of Shareholders, as well as the delegation of power to the Company's authorized directors and/or individuals assigned by the authorized directors to proceed with the registration of the amendment to Article 3 of the Memorandum of Association with the Department of Business Development, Ministry of Commerce. This included the authority to revise and add wording or take necessary actions to comply with the instructions of the registrar and/ or regulatory authorities, within the legal framework, provided that such modifications shall not materially affect the substance of the amendment.

**Vote required:** Not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote.

All shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) **via electronic media (E-Meeting) only, on Tuesday, March 25, 2025, at 14:30 hours. (The Company has not arranged any meeting room.)**\* The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from Tuesday, March 18, 2025, at 08:30 hours until the meeting is adjourned. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username and password and a link to register and attend the meeting on the meeting day (March 25, 2025). The electronic conference system will be accessible on Tuesday, March 25, 2025, at 12:30 hours until the meeting is adjourned.

<p>Proceed with the E-Request at <a href="https://con.inventech.co.th/SCGP389212R/#/homepage">https://con.inventech.co.th/SCGP389212R/#/homepage</a></p>	 <p>Or scan QR Code</p>
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For shareholders who wish to appoint a proxy to attend and vote on their behalf in the meeting, kindly complete and duly sign either Proxy Form A or Form B provided herewith as



Attachment No. 8 or download them at [www.scgpackaging.com](http://www.scgpackaging.com) and execute only one of the aforementioned forms. Then, submit the meeting attendance request form and other required documents via E-Request and submit the completed Proxy Form with the required documents to the Company in advance so that the Company receives them by Monday, March 24, 2025. For your convenience, the Company will facilitate the affixing of stamp duty to the Proxy Form submitted to the Company.

Shareholders or proxies can find the details about documents required to attend the meeting, appointment of proxy, submission of meeting attendance request form (E-Request), and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting) in Attachment No. 6 and the details about procedures for submitting meeting attendance request form (E-Request) and using electronic meeting systems (E-Meeting) in Attachment No. 7. You can appoint the Company's independent directors to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item (please use Proxy Form B). The names of the independent directors not due to retire by rotation at the 2025 Annual General Meeting of Shareholders are as follows:

- 1) Mrs. Kaisri Nuengsigkapien
- 2) Professor Kitipong Urapeepatanapong
- 3) Mrs. Suphajee Suthumpun

Profiles of the Independent Directors proposed to be proxies are provided herewith as Attachment No. 4.

In this regard, for your convenience, shareholders or proxies are encouraged to submit questions in advance to the Annual General Meeting of Shareholders by Tuesday, March 18, 2025, via channels provided (please use the Form for submission of questions in advance provided herewith as Attachment No. 9). Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed during the meeting. 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 truly appreciates your understanding and looks forward to your continued cooperation.

Yours faithfully,

Bangkok, February 24, 2025

By the instruction of the Board of Directors



(Ms. Wararee Toah-ngern)

Company Secretary

- Notes:**
1. \*The meeting control system for the Annual General Meeting of Shareholders' live broadcasting will be at The Siam Cement Public Company Limited, Multipurpose Building, 1 Siam Cement Road, Bangsue, Bangkok.
  2. The Company has sent the Registration Form with the information of the shareholders to be used in the attendance request form for e-meeting (E-Request), together with the Notice to the shareholders via post.
  3. The Notice to shareholders and its attachments are also publicized on the Company's website ([www.scgpackaging.com](http://www.scgpackaging.com)). For any queries, please forward your questions to the E-mail address: [scgp\\_corporatesecretary@scg.com](mailto:scgp_corporatesecretary@scg.com) or registered post to Corporate Secretary Office, SCG Packaging Public Company Limited, 19<sup>th</sup> Floor, SCG 100<sup>th</sup> Year Building, 1 Siam Cement Road, Bangsue District, Bangsue Sub-District, Bangkok 10800 or fax to 02-586-3007, with the complete contact information.
  4. E-Request requires an email address to receive 1) a registration link and 2) username and password to attend the meeting.
  5. The rights to attend the meeting and vote in the meeting are individual rights of a shareholder or proxy. A username cannot be used to log in to Inventech Connect system to attend the meeting simultaneously with other devices. Therefore, the shareholders or proxies shall use the username and password to attend the meeting by themselves only and shall not share them to any other person or persons.
  6. Should you need the printed supporting documents for the 2025 Annual General Meeting of Shareholders, please fill the details in the "Requisition Form of Notice of the 2025 Annual General Meeting of Shareholders and/or 2024 Annual Report and/or 2024 Sustainability Report" attached in Attachment No. 10.
  7. 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](http://www.scgpackaging.com).
  8. The Company reserves the right to change date, time, place and/or format of the 2025 Annual General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) as appropriate. In case of any changes, the Company will inform the shareholders in advance on the SET Portal and the Company's website.

**For inquiries about E-Meeting system/technical support, please contact:**

Call Center

Tel: 02-460-9223                      Line ID: @inventechconnect

*available from March 18–25, 2025, during 08:30 – 17:30 hours until the meeting is adjourned. (Business days only)*

**For more information about meeting agenda, please contact:**

Ms. Wararee Toah-ngern or Ms. Karnchanaporn Puangsuwan or Ms. Pimchanok Na Patthalung

Corporate Secretary Office, SCG Packaging Public Company Limited

Phone: 02-586-5382, 02-586-2855, 02-586-3016 Fax: 02-586-3007

Email: [scgp\\_corporatesecretary@scg.com](mailto:scgp_corporatesecretary@scg.com)

**Profiles of the nominated candidates for the election of Directors  
in replacement of those to be retired by rotation**

**1. Profiles of the nominated candidates (as of 1 January 2025)**

**1.1 Mr. Prasarn Trairatvorakul**

**Age 72 years**

Director qualified as an Independent Director

**Positions in the Company**

Chairman and Independent Director

**Date of Appointment as a Director and Independent Director**

June 21, 2019 and qualified as an Independent Director from August 26, 2019 (Directorship and qualified as an independent director tenure as of December 2024 are 5 years 6 months and 5 years 4 months, respectively)

**Education / Training**

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

**Knowledge / Skills / Expertise**

- Core Business of the Company and Businesses in the Company's Supply Chains
- Financial Statements Reviewing
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Consumer Market, Food Packaging Market, Healthcare and Medical Market, and Retail Businesses
- Investment in Foreign Countries, International or Regional Business Administration and Cultural Difference Management
- Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Business and Investment Laws, as well as Merger and Acquisition
- Environmental, Social and Governance

**Director Training**

- Role of the Chairman Program (RCP) 2/2001, Thai Institute of Directors Association
- Director Certification Program (DCP) 21/2002, Thai Institute of Directors Association
- Ethical Leadership Program (ELP) 2/2015, Thai Institute of Directors Association
- Board Nomination and Compensation Program (BNCP) 5/2018, Thai Institute of Directors Association
- IT Governance and Cyber Resilience Program (ITG) 15/2020 Thai Institute of Directors Association

## **Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

(total 2 companies)

- Since 2019 Chairman, Central Retail Corporation Public Company Limited
- Since 2017 Independent Director and Chairman of Remuneration Committee,  
The Siam Cement Public Company Limited  
*(Director qualified as an Independent Director effective from August 26, 2019)*

## **Positions in other Company / Organization / Institution** (total 9 companies)

- Since 2021 Director, Vajiravudh College
- Since 2017 Member of the Asset Management Committee, Vajiravudh College
- Since 2018 Chairman of the Board, Education Equity Fund
- Since 2018 Director, Siam Sindhorn Co., Ltd.
- Since 2018 Director, CPB Equity Company Limited
- Since 2017 Member, Committee on King's Scholarships for Thai Buddhist Monks
- Since 2016 Senior Advisor, CENTRAL Group
- Since 2016 Member, Property Management Committee, Chulalongkorn University
- Since 2015 Advisor, Crown Property Bureau
- Since 1998 Director, Thai Red Cross Society

## **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**

- 2021 – 2024 Chairman of the Board of Governors, The Stock Exchange Thailand
- 2021 – 2024 Chairman of the Board, Thailand Futures Exchange Public Company Limited (TFEX)
- 2021 – 2024 Chairman of the Board, Thailand Capital Market Development Fund (CMDf)
- 2019 – 2024 Independent Director and Chairman, Pruksa Holding Public Company Limited
- 2019 – 2022 Chairman of the Board, Mihidol Witayanusorn
- 2018 – 2021 Director, Prince of Songkla University
- 2018 – 2020 Distinguished Scholar, Faculty of Commerce and Accountancy, Chulalongkorn University
- 2017 – 2024 Chairman of the Board of Directors, Thailand Development Research Institute (TDRI)
- 2017 – 2019 Chairman, Economic Reform Committee
- 2017 – 2019 Director, Education Reform Committee
- 2017 – 2019 Chairman, Public Procurement Committee
- 2015 – 2019 Director, National Anti-Corruption Commission
- 2015 – 2019 Director, Committee to Enhance Competitiveness of the Nation
- 2014 – 2019 Director, State Enterprise Supervisory Board
- 2010 – 2015 Governor, The Bank of Thailand
- 2004 – 2010 President, KASIKORNBANK Public Company Limited
- 1999 – 2003 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 2024**

1. Board of Directors Meeting attendance: 8/8 times (equivalent to 100%)
2. 2024 Annual General Meeting of Shareholders attendance: 1/1 time (equivalent to 100%)

### **Shareholdings (Ordinary Shares) (as at December 31, 2024)**

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

### **Family Relationship among Directors and Executives** (None)

## **1.2 Mr. Vanus Taepaisitphongse**

**Age 65 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**

March 24, 2020 (Directorship and qualified as an independent director tenure as of December 2024 is 4 years 9 months)

### **Education/Training**

- Honorary Doctor of Business Administration, Prince of Songkla University
- Honorary Doctoral Degree in Philosophy (Animal Production Technology), Suranaree University of Technology
- Honorary Doctorate Degree in Business Administration, Chulalongkorn University
- Master of Business Administration, Santa Clara University, USA
- Bachelor of Economics, Chulalongkorn University

### **Knowledge / Skills / Expertise**

- Core Business of the Company
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Innovation and Technology, Application of Technology in Industries and Business Sectors, and Digitalization
- Environmental, Social and Governance

### **Director Training**

- Director Certification Program (DCP) 70/2006, Thai Institute of Directors Association
- Subsidiary Governance Program (SGP) 1/2022, Thai Institute of Directors Association

## **Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

(total 1 company)

- Since 2019 Member of the Risk Management Committee and Member of the Corporate Governance and Sustainable Development
- Since 1996 Director,  
Betagro Public Company Limited

## **Position in other Company / Organization / Institution** (total 13 companies)

- Directors of Companies in Betagro Group (2 Companies)
- Since 2021 Director, Soda Biz Co., Ltd.
- Since 2021 Director, Gawi Co., Ltd.
- Director, Magic Software (Thailand) Corp. Ltd.
- Honorary Institute Councilor of King Mongkut's Institute of Technology Ladkrabang
- Honorary Board of Trustee and Executive Committee Member of CMKL University
- Chairman of the University Promotion Committee, Board Member and Honorary Member of the University Council, King Mongkut's University of Technology Thonburi (KMUTT)
- Member of the KX Board of Directors
- Expert Committee Member, the National Food Committee
- Advisor Member, National Commission on Science, Research and Innovation Promotion; Chairman of the Research and Innovation Utilization Committee; Member of the Commission on Science Strategy, Research, Innovation and Budgeting; Advisor of the Innovation System Development Sub-committee; Honorary Advisor in the Process Evaluation of Management and Funding Units, and Units in Science, Research and Innovation System; Thailand Science Research and Innovation (TSRI)
- Committee Member of Public Engagement Committee of Princess Maha Chakri Award Foundation
- Member of the Institute Council for the Management of Prince of Chumphon Campus, KMITL Prince of Chumphon Campus

## **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**

- 2020 – 2023 Director, Slig Co., Ltd.
- 2020 – 2023 Member of the Working Committee on Innovation Development for Partnership School Management to Support Reformation of Education in Accordance with Thailand 4.0 Policy, Office of Basic Education Commission (OBEC)
- 2020 – 2023 Executive Board Member of Thailand International Chamber of Commerce (ICC Thailand)
- 2019 – 2023 Research and Innovation Promotion Director, National Research Council of Thailand (NRCT)
- 2019 – 2023 Honorary Advisory Committee on National Policy and Strategy Framework for Higher Education and Manpower Development, Office of National Higher Education Science Research and Innovation Policy Council (NXPO)

- 2019 – 2023 Committee Member of High-Skilled Workforce Promotion and Development, Ministry of Higher Education, Science, Research and Innovation
- 2019 – 2023 Advisor to the Board of Chulalongkorn University Economics Association
- 2019 – 2021 Governing Board Member, National Science and Technology Development Board
- 2018 – 2023 Committee Member of Public Engagement Committee of Princess Maha Chakri Award Foundation
- 2018 – 2021 Member of University Council, University of the Thai Chamber of Commerce
- 2018 – 2021 Chairman of the Executive Board, Betagro Public Company Limited
- 2020 – 2023 Member of the Working Committee on Innovation Development for Partnership School Management, Office of Basic Education Commission (OBEC)
- 2017 – 2021 Chairman of Betagro Foundation
- 2017 – 2019 Working Group Member, Advisor to Deputy Minister of Education (Clinical Professor Emeritus Udom Kachintorn, MD.)
- 2016 – 2019 Honorary Member of the University Council, Khon Kaen University
- 2015 – 2021 Director of the Board of Trade of Thailand
- 2014 – 2018 Honorary Member of the University Council, Institute of Vocational Education in Agriculture Central Region
- 2013 – 2018 Chief Executive Officer, Betagro Group
- 2013 – 2016 Honorary Member of the University Council, Kasetsart University
- 1987 – 2013 Managing Director, Betagro Group

#### **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 2024**

- |  |                                |
|--|--------------------------------|
| 1. Board of Directors Meeting attendance:                  | 8/8 times (equivalent to 100%) |
| 2. 2024 Annual General Meeting of Shareholders attendance: | 1/1 time (equivalent to 100%)  |
| 3. Remuneration Committee attendance:                      | 6/6 times (equivalent to 100%) |

#### **Shareholdings (Ordinary Shares) (as at December 31, 2024)**

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

#### **Family Relationship among Directors and Executives** (None)

**Remark:** Mr. Vanus Taepaisitphongse was a director of the Board of Betagro Public Company Limited and its affiliates, which had business relationships with the Company's subsidiaries with value exceeding Baht 20 million, and within two years of such relationships. The Board of Directors (excluding Mr. Vanus Taepaisitphongse) carefully considered the principles of fiduciary duties in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) and opined that the appointment of Mr. Vanus Taepaisitphongse as the Company's independent director neither affected his independent performance of duties nor his independent opinions, and no conflict of interest was developed between parties.

### **1.3 Mr. Vibul Tuangsitthisombat**

**Age 59 years**

Director qualified as an Independent Director

#### **Positions in the Company**

Independent Director, Member of the Remuneration Committee and member of the Risk Oversight Committee

#### **Date of Appointment as a Director**

March 24, 2020 and qualified as an Independent Director from March 30, 2021 (Directorship and qualified as an independent director tenure as of December 2024 are 4 years 9 months and 3 years 9 months, respectively)

#### **Education/Training**

- Master of Business Administration, Chulalongkorn University
- Bachelor of Science (B.S.) in Management, Indiana State University, USA
- 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
- Thai National Defence College (Class 57)
- Capital Market Academy (Class 16)

#### **Knowledge / Skills / Expertise**

- Core Business of the Company and Businesses in the Company's Supply Chains
- Financial Statements Reviewing
- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Consumer Market, Food Packaging Market, and Healthcare and Medical Market
- Investment in Foreign Countries, International or Regional Business Administration and Cultural Difference Management
- Innovation and Technology, Application of Technology in Industries and Business Sectors, and Digitalization
- Large Organization Management and Human Resource Management
- Risk Management and Crisis Management
- Environmental, Social and Governance

#### **Director Training**

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

#### **Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

(total 1 company)

- Since 2024 Independent Director, Member of the Audit Committee,  
and Chairman of Nomination and Remuneration Committee
- Since 2021 Director,  
G-Able Public Company Limited



**Positions in other Company / Organization / Institution** (total 24 companies)

- Since 2022 Director, Sukwiwat Co., Ltd.
- 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.
- Director, United Housing Co., Ltd.

**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**

- 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 2024**

- |  |                                |
|--|--------------------------------|
| 1. Board of Directors Meeting attendance:                  | 8/8 times (equivalent to 100%) |
| 2. 2024 Annual General Meeting of Shareholders attendance: | 1/1 time (equivalent to 100%)  |
| 3. Remuneration Committee attendance:                      | 6/6 times (equivalent to 100%) |

**Shareholdings (Ordinary Shares) (as at December 31, 2024)**

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

**Family Relationship among Directors and Executives** (None)

**Remark:** Mr. Vibul Tuangsitthisombat was the Chief Executive Officer, director and indirect shareholder of Nan Yang Textile Group and its subsidiaries, which had business relationships with the Company's subsidiaries with value exceeding Baht 20 million, and within two years of such relationships. The Board of Directors (excluding Mr. Vibul Tuangsitthisombat) carefully considered the principles of fiduciary duties in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) and opined that the appointment of Mr. Vibul Tuangsitthisombat as the Company's independent director neither affected his independent performance of duties nor his independent opinions, and no conflict of interest was developed between parties.

## 1.4 Mr. Rapee Sucharitakul

Age 62 years

qualified as an Independent Director

### **Education/Training**

- LLM in Commercial Law, University of Bristol, United Kingdom
- LLB (with honors), University of Essex, United Kingdom

### **Knowledge / Skills / Expertise**

- Vision, Mission and Policy Setting and Strategic Planning for Large Organizations
- Business and Investment Laws, as well as Merger and Acquisition
- Risk Management and Crisis Management
- Investment in Foreign Countries, International or Regional Business Administration, and Cultural Difference Management
- Financial Statements Reviewing
- Large Organization Management and Human Resource Management
- Environmental, Social and Governance

### **Director Training**

- The Board's Role in Mergers and Acquisitions (6/2023), Thai Institute of Directors Association
- ESG in the Boardroom: A Practical Guide for Board (0/2023), Thai Institute of Directors Association
- Advance Audit Committee Program (AACP) 41/2021, Thai Institute of Directors Association
- Director Leadership Certification Program (DLCP) 0/2021, Thai Institute of Directors Association
- Strategic Board Master Class (SBM) 1/2017, Thai Institute of Directors Association
- Financial Institutions Governance Program (FGP) 6/2013, Thai Institute of Directors Association
- The Executive Director Course (EDC) 1/2012, Thai Institute of Directors Association
- Chartered Director Class (5/2009), Thai Institute of Directors Association
- The Role of Chairman Program (RCP) 12/2005, Thai Institute of Directors Association
- Director Certification Program (DCP) 1/2000, Thai Institute of Directors Association

### **Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

(total 2 companies)

- Since 2024 Chairman of the Board of Directors  
Since 2022 Independent Director,  
Betagro Public Company Limited
- Since 2023 Independent Director, Member of the Audit Committee,  
and Member of Nomination, Remuneration and Corporate Governance Committee,  
Star Petroleum Refining Public Company Limited

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

- Since 2023 Director, Thai Asia Pacific Brewery Co., Ltd.
- Since 2020 Member of the Bank of Thailand Board of Directors, and Member of the Monetary Policy Committee (MPC), Bank of Thailand
- Since 2019 Director, National Blood Centre, The Thai Red Cross Society

### **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**

- 2022 - 2024 Chairman of the Nomination and Remuneration Committee, and Member of the Risk Management Committee, Betagro Public Company Limited
- 2022 Director, Pomelo Fashion Co., Ltd.
- 2021 - 2024 Independent Director, and Member of the Audit and Risk Management Committee SCG Chemicals Public Company Limited
- 2020 – 2024 Member of NIDA Council, National Institute of Development Administration
- 2020 - 2024 Board Member, Office of Insurance Commission
- 2020 Director, Corporate Bond Stabilization Fund Committee (BSF)
- 2562 - 2564 Corporate Governance Advisor, Thai Institute of Directors Association
- 2558 - 2562 Secretary General, The Securities and Exchange Commission (SEC)
- 2558 - 2562 Director, Thai Institute of Directors 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.

### **Shareholdings (Ordinary Shares) (as at December 31, 2024)**

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

### **Family Relationship among Directors and Executives (None)**

**Remark:** Mr. Rapee Sucharitakul was a director of Thai Asia Pacific Brewery Company Limited which had business relationships with the Company's subsidiaries with value exceeding Baht 20 million. The Board of Directors carefully considered the principles of fiduciary duties in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 (as amended) and opined that the business relationships between the Company and Thai Asia Pacific Brewery Company Limited were in an organizational level, which Mr. Rapee Sucharitakul had no vested interest in such transactions. Therefore, the aforementioned business relationships neither affected his independent performance of duties nor his independent opinions, and no conflict of interest was developed between parties.

Additionally, Mrs. Suphajee Suthumpun, who is not the director due for retirement on this occasion, had a change in qualifications in 2024 as she is a director of Kasikornbank Public Company Limited as a non-executive director which had business relationships with the Company and its subsidiaries with granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/ her counterparty being subject to indebtedness payable to the other party exceeding Baht 20 million. Therefore, this is to inform that the Board of Directors carefully considered the principles of fiduciary duties in accordance with the Securities and Exchange Act B.E. 2535 (as amended) and opined that the business relationships between the Company and Kasikornbank Public Company Limited were in an organizational level, which Mrs. Suphajee Suthumpun had no vested interest in such transactions. Therefore, the aforementioned business relationships neither affected her independent performance of duties nor her independent opinions, and no conflict of interest was developed between parties. Moreover, her knowledge, expertise and experience of holding directorship in large listed companies having investment both in Thailand and abroad, especially in the international business management, innovation and technology support, and risk management would also promote and strengthen the business's operations and expansion and increase the Board of Directors' efficiency.

## **2. The Company shareholdings of nominated persons**

<b>Nominated persons</b>	<b>Number of shares</b>	<b>% of issued shares</b>
1. Mr. Prasarn Trairatvorakul	None	None
2. Mr. Vanus Taepaisitphongse	None	None
3. Mr. Vibul Tuangsitthisombat	None	None
4. Mr. Rapee Sucharitakul	None	None

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

<b>Nominated persons</b>	<b>Other Listed company in Thailand*</b>		<b>Other incorporation (non-listed company in Thailand)*</b>	<b>Other incorporation /business that may deemed as a conflict of interest or in competition with SCG P</b>
	<b>Amount</b>	<b>Type of director or executive</b>		
1. Mr. Prasarn Trairatvorakul	2	- Independent Director and Chairman of Remuneration Committee, The Siam Cement PCL - Chairman, Central Retail Corporation PCL	9	None
2. Mr. Vanus Taepaisitphongse	1	- Director, Member of the Risk Management Committee and Member of the Corporate Governance and Sustainable Development, Betagro PCL	13	None
3. Mr. Vibul Tuangsitthisombat	1	- Independent Director, Member of the Audit Committee, and Chairman of Nomination and Remuneration Committee, G-Able PCL	24	None
4. Mr. Rapee Sucharitakul	2	- Chairman and Independent Director, Betagro PCL - Independent Director, Member of the Audit Committee, and Member of Nomination, Remuneration and Corporate Governance Committee, Star Petroleum Refining PCL	3	None

\*means listed company in the Stock Exchange of Thailand

#### 4. Relationship Characteristics of Nominated Persons Qualified as Independent Directors

Relationship Characteristics	Name of nominated person qualified as Independent Directors (4 persons)			
	Mr. Prasarn Trairatvorakul	Mr. Vanus Taepaisitphongse	Mr. Vibul Tuangsitthisombat	Mr. Rapee Sucharitakul
<b>Holding of the Company Share</b> - Amount (share) - Ratio of issued shares having voting rights (%)	None	None	None	None
<b>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</b>	No	No	No	No
<b>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</b> - Be an executive director, staff, employee or advisor who receives salary. - Be a professional service provider (such as an auditor or a lawyer) - Having material business relationship in such a way that may affect their independence (such as buy / sell raw materials/ products/ services/ lending/ borrowing) - specify transaction size (if any)	No	No	No	No
	No	No	No	No
	None	None	None	None

## **Qualifications of Independent Directors of the Company**

Since June 27, 2019 the Company has specified the qualifications of independent directors to be more stringent than those prescribed by the Capital Market Supervisory Board. The Independent Director of the Company shall be a director having the following qualifications:

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.

**Profiles of the Auditors proposed for the year 2025****(from KPMG Phoomchai Audit Ltd.)**

<b>1. Ms. Sureerat Thongarunsang</b>	
CPA No.	4409 and SEC Licensed Auditor
Education	- Master of Science in Accounting, Thammasat University (M.Sc. (Accounting)) - Bachelor of Accounting, Thammasat University (B.Acc.)
Experiences	- Audit & Assurance Partner, KPMG Phoomchai Audit Ltd. - Experienced in auditing for several kinds of industries both with domestic and international clients e.g. Energy, Petrochemicals, Manufacturing, Food & Beverage, Retail, Trading, and Finance industries in Thailand, such as commercial bank. - Member of Accounting Profession Committee on Auditing - Professional experience since 1991 - Signing in the Company's Financial Statements during 2009-2010

<b>2. Ms. Pornthip Rimdusit</b>	
CPA No.	5565 and SEC Licensed Auditor
Education	- Master of Business Administration, Chulalongkorn University (M.B.A.) - Bachelor of Accountancy, Kasetsart University (B.Acc.)
Experiences	- Audit & Assurance Partner, KPMG Phoomchai Audit Ltd. - Experienced in auditing for several kinds of industries both with domestic and international clients e.g. Paper and Packaging, Petrochemicals, Leasing, Retail and Trading. - Professional experience since 1996 - Signing in the Company's Financial Statements during 2011-2014 and 2022-2024

<b>3. Mr. Songchai Wongpiriyaporn</b>	
CPA No.	10996 and SEC Licensed Auditor
Education	- Bachelor of Accountancy, Kasetsart University (B.Acc.)
Experiences	- Audit & Assurance Partner, KPMG Phoomchai Audit Ltd. - Experienced in auditing for several kinds of industries both with domestic and international clients e.g. Manufacturing, Construction, Retail, Trading, Service, Hospital and Insurance. - Professional experience since 2006

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



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

(Excluding Independent Directors to be retired by rotation in the year 2025)

Name	Age (years)	Positions	Address	Special conflict of interest* in the proposed agenda
1. Mrs. Kaisri Nuengsigkapan	63	Chairman of the Audit Committee	1 Siam Cement Road, Bangsue, Bangkok 10800, Thailand	No special conflict of interest in Agenda 1 – 7
2. Professor Kitipong Urapeepatanapong	69	Chairman of the Corporate Governance and Nomination Committee and Member of the Risk Oversight Committee		
3. Mrs. Suphajee Suthumpun	60	Member of the Audit Committee		

**Remark:**

Details of profiles of the Independent Directors are shown in the Board of Directors section of the 2024 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 of the Shareholders' Meeting 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, unless otherwise stipulated by the law. The general meetings of shareholders other than the one referred above shall be called extraordinary general meetings.

The Board of Directors may call and carry out a shareholders' meeting via electronic means or in conjunction with electronic means in accordance with the criteria stipulated by laws or relevant notifications.

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, or other methods in accordance with the criteria stipulated by laws.

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 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, or other forms in accordance with the criteria stipulated by laws, including but not limited to made via electronic method. 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.

27. The resolutions of the general meeting of shareholders in the following cases require no less than three quarters of the total number of votes of shareholders who attend the meeting with the right to vote:
- (a) sale or transfer of the whole or important parts of the business of the Company;
  - (b) purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (c) entering into, amending, or terminating contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - (d) amendment of the Company's Memorandum of Agreement or Articles of Association;
  - (e) increasing or decreasing the Company's capital
  - (f) dissolution of the Company;
  - (g) merger of the Company.
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.

**Documents Required to Attend the Meeting, Appointment of Proxy,  
Submission of Meeting Attendance Request Form (E-Request) and  
Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media  
(E-Meeting)**

Shareholders or proxies wishing to attend the meeting via electronic media (E-Meeting) must submit the meeting attendance request form (E-Request) by following all the procedures specified in Attachment No. 6 and No. 7. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

**1. Documents required to Attend the Meeting via Electronic Media (E-Meeting)**

Shareholders or proxies must prepare and submit all the required documents together with the Meeting Attendance Request Form (E-Request) as specified in this Attachment No. 6.

**Natural Person**

**1. Self-attending via electronic media (E-Meeting)**

Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

**2. Proxy**

2.1 Completed Proxy Form (select either the Proxy Form A or Form B), signed by the shareholder and the proxy.

2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder. In case of a change of name, supporting documents are required.

2.3 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

**Juristic Person**

**1. Attendance by authorized person of a juristic person shareholder via electronic media (E-Meeting)**

1.1 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name, supporting documents are required.

1.2 Certified true copy of the shareholder's affidavit (not older than one year) by the shareholder representative (authorized director) who attends the e-meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.

## **2. Proxy**

- 2.1 Completed Proxy Form (select either the Proxy Form A or Form B), signed by the authorized person of the juristic person shareholder and the proxy.
- 2.2 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized person of the juristic person shareholder. In case of a change of name, supporting documents are required.
- 2.3 Certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- 2.4 Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name, supporting documents are required.

## **3. Custodian in Thailand authorized to act on behalf of foreign investors as a depository and administrator of shares**

- 3.1 Required documents are the same as specified for a juristic person under 1 or 2.
- 3.2 In case foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:
  - (1) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.
  - (2) Custodian Letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.

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

## **2. Authorization of Proxy**

The Department of Business Development, Ministry of Commerce has specified 3 Proxy Forms pursuant to the Notification of the Department of Business Development regarding Prescription of Proxy Letter Forms (No. 5) B.E. 2550 as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depository and administrator of shares.

The Company provides Proxy Form A and Form B as specified by the Department of Business Development, Ministry of Commerce as attached herewith or the shareholders may download them from [www.scgpackaging.com](http://www.scgpackaging.com).

The Office of the Securities and Exchange Commission has stipulated the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564, Criteria for the Proxy Solicitation to Attend the Meeting and Vote on the Shareholders' Behalf, dated December 29, 2021, effective from January 16, 2022. For more detailed information, please kindly download the notification from [www.sec.or.th](http://www.sec.or.th).

A shareholder who could not attend the E-Meeting by himself may appoint a proxy according to the following procedures:

1. Complete **only one of** the Proxy Forms attached herewith. A shareholder who does not appoint the Custodian shall use either Proxy Form A or Form B.
2. Appoint a person or an independent director of the Company as a proxy by filling in the name and information required or marking the box in front of the name of an independent director as specified by the Company on the Proxy Form for only one person to act as a proxy to attend the meeting.
3. 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 investors in accordance with Proxy Form C.
4. Please **affix Baht 20 stamp duty** and specify the date of Proxy Form across such stamp duty. For the convenience of shareholders, the Company has prepared the stamp duty for the proxy.
5. Appointment of a proxy to attend the meeting

5.1 **Appointment of a proxy to attend the E-Meeting on behalf of the shareholder**

The shareholder or proxy shall proceed with item 1-2 and submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Attachment No. 7 and **send the original proxy form and supporting documents to the Company.**

5.2 **Appointment of an independent director as a proxy to attend the E-Meeting on behalf of the shareholder**

The shareholder shall proceed with item 1 - 2 and **submit the original proxy form and supporting documents to the Company. No additional submission of the Meeting Attendance Request Form (E-Request) is required.**

6. **Return the original completed Proxy Form and certified true copies of supporting documents** to reach the Corporate Secretary Office, SCG Packaging Public Company Limited, 19<sup>th</sup> Floor, SCG 100<sup>th</sup> Year Building, 1 Cement Road, Bangsue, Bangkok 10800, by **Monday, March 24, 2025,** so that the Company can review the documents prior to the meeting.
7. In case a shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form prior to commencement of the meeting.

**3. Submission of the Meeting Attendance Request Form (E-Request)**

Shareholders or proxies who wish to attend the E-Meeting, please submit the Meeting Attendance Request Form (E-Request) in advance to receive username and password for the meeting registration. The Meeting Attendance Request Form and all required documents can be submitted via E-Request system **in advance from Tuesday, March 18, 2025, at 08:30 hours** until the meeting is adjourned. After the Company has verified and approved the submitted E-Request, the shareholder will receive an approval notification email providing the username and password and a link for meeting registration on the shareholders' meeting date. The E-Meeting system will be accessible for meeting registration on Tuesday, March 25, 2025, from 12:30 hours onwards.



Shareholders or proxies can access the E-Request at:  
<https://con.inventech.co.th/SCGP389212R/#/homepage>



Or scan  
QR Code

For more detailed information, please see Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith as Attachment No. 7.

#### **4. Voting, Counting and Announcement of the Vote**

##### **Voting Criteria**

##### **General Agenda:**

1. The shareholders' meeting will be conducted via electronic media (E-Meeting). Voting in each agenda item shall be made via the Inventech Connect system, where one share shall equal one vote. A shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian).
2. In case of proxy
  - 2.1 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded. The proxy will not be required to vote during the meeting.
  - 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 in each Agenda Item**

- (1) The Chairman of the Meeting shall request the shareholders to consider and vote in each agenda item by asking the shareholders or proxies to vote via Inventech Connect system and providing one minute for voting in each agenda item. For the director election agenda item, one minute for voting of each director individually will be provided.
- (2) For the voting of each agenda item, the system will show three options: 1. Approve 2. Disapprove and 3. Abstain. A shareholder or proxy is required to choose only one option (except for the case of Custodian whereby the allotment of votes is allowed as specified in the Proxy Form).

**Remark:** If the “Cancel vote” option is selected or nothing is selected, the system will consider the votes as “Approve”.

The votes may be changed until the voting in such agenda item is closed.

### **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.

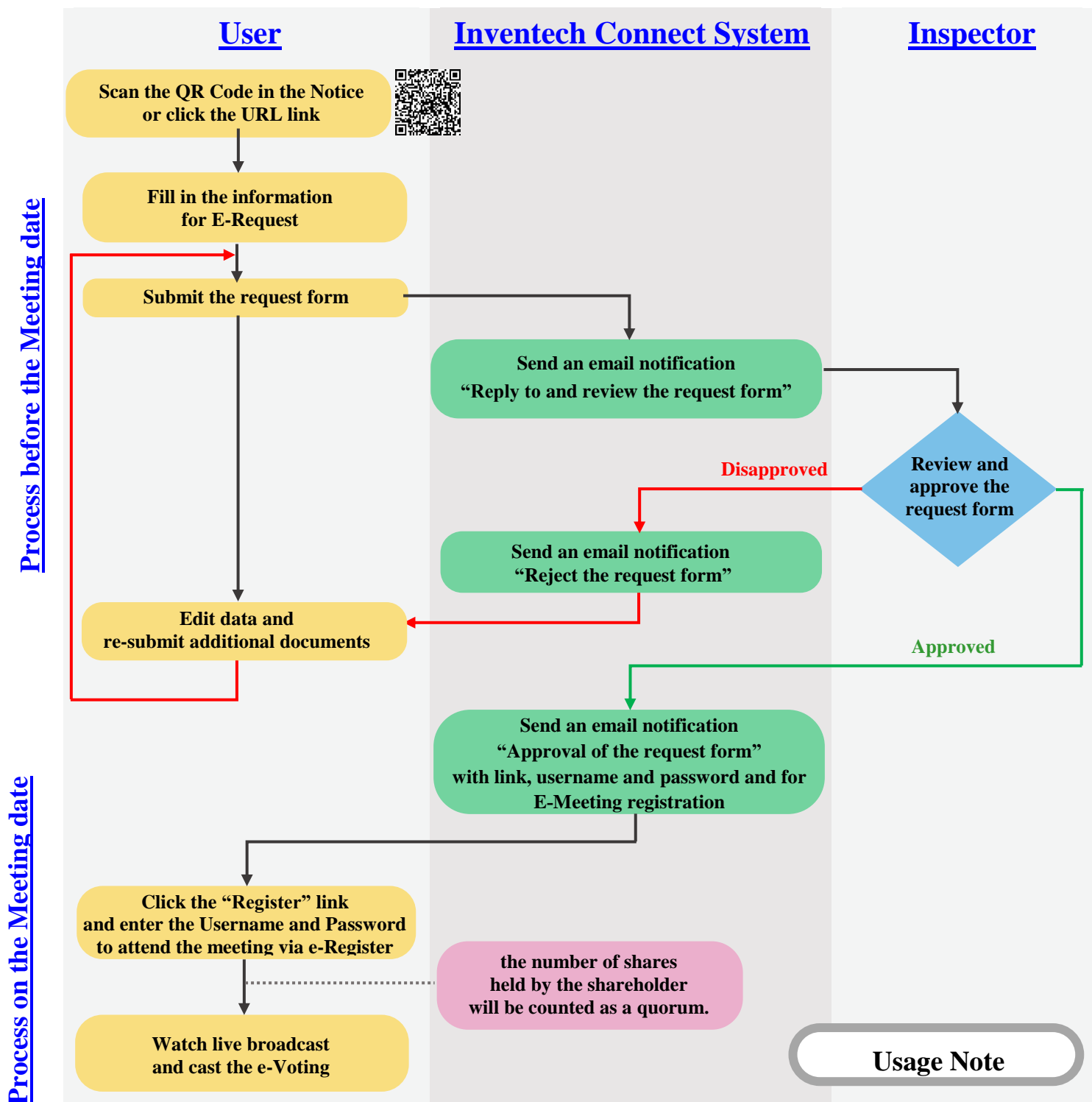
### **Vote Counting and Announcement of the Result**

The Chairman of the Meeting or the person assigned by the Chairman of the Meeting shall explain to the Meeting about the vote counting procedures prior to the commencement of the agenda item. When the Chairman announced the voting closed, the system will count the votes of shareholders in each agenda item. The voting results of all agenda items shall be announced to the Meeting before the meeting is adjourned.

The Company holds the 2025 Annual General Meeting of Shareholders via electronic media (E-Meeting) whereby the votes are cast via Inventech Connect system instead of the physical ballots. Hence, there will not be cases regarded as invalid ballots.

**Procedures for Submitting Meeting Attendance Request Form (E-Request) and  
Using Electronic Meeting Systems (E-Meeting)**

**Flowchart for E-Meeting Registration and Attendance**



**In case of merging / switching accounts**

In case of submitting multiple request forms by filling in the same email and phone number, the system will merge all accounts. In case that the user has more than 1 account, please click "Change account" to switch between different accounts. In this case, the previous account will still be counted as a quorum.

**In case of leaving the meeting**

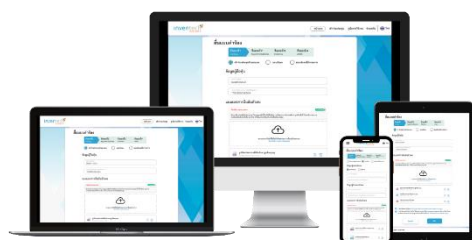
Attendees can click "Register for exit the quorum". The system will remove the votes of shareholders/proxies from the remaining agenda items that have not yet been voted at the Meeting.

## Guidelines for Attending Electronic Meeting by Inventech Connect

For shareholders or proxies wishing to attend the electronic meeting, please proceed according to the procedures for submitting the E-Request form before attending the meeting via electronic media as follows:

### **Steps for Submitting the Meeting Attendance Request Form via Electronic Media before the Meeting**

1. Submit the E-Request form, fill in the information and attach the supporting documents via a web browser by visiting <https://con.inventech.co.th/SCGP389212R/#/homepage> or scan this QR Code to sign in, and follow the steps below:



**In case of merging accounts,  
please register with the same email and  
phone number.**

- 1) Click the URL link or scan the QR Code in the Notice of the Annual General Meeting of Shareholders.
- 2) Select the options to process with 4 steps:
  - Step 1 Fill in the information
  - Step 2 Fill in the information for identity verification
  - Step 3 request OTP verification
  - Step 4 Upon completion, the system will display the information to verify the accuracy of information.
- 3) Please wait for an email informing you of the meeting details and Password.

2. For Shareholders who would like to attend the Meeting either by yourself or by authorizing a proxy who is not the Company's independent director through electronic means, please note that the electronic registration system will be available for submitting the e-request form prior to the meeting date from **Tuesday, March 18, 2025, at 08:30 hours** until the meeting is adjourned.
3. On the meeting date, the electronic conference system will be accessible on **Tuesday, March 25, 2025, at 12:30 hours (2 hours before the meeting begins)**. Shareholders or proxies shall use the provided Username and Password and follow the user manual to access the system.

### **Appointing an Independent Director as a Proxy**

Should the shareholder wish to appoint an independent director of the Company as a proxy, please follow the procedures specified in Attachment No. 6 and send the Proxy Form together with the supporting documents to reach the Company **by Monday, March 24, 2025**.

### **Should there be any problems, please contact Inventech Call Center.**

**Call:** 02-460-9223

**Line@:** @inventechconnect

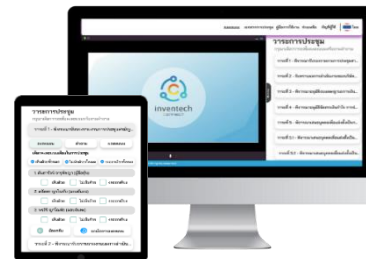
The service will be available on March 18-25, 2025, at 08.30 – 17.30 hours until the meeting is adjourned. (on Business days only)



Report a problem

## Steps for Meeting Attendance Registration (e-Register) and Voting Procedures (e-Voting)

1. Click the registration URL link from the approval email and enter the **Username and Password** that you received from your email or request **OTP** to login
2. Click **“Register”**. The number of votes of this username will be counted as a quorum.
3. Click **“Join Attendance”**. Then, click **“Accept”**
4. Select the agenda item that you wish to vote.
5. Click **“Vote”**
6. Click on the voting button of your determination.
7. The system will display the status of your latest vote determination.

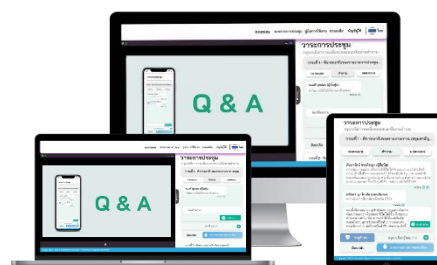


To cancel your latest vote, please click the button **“Cancel vote”** (This means that if the **“Cancel vote”** option is selected or nothing is selected, the system will consider the votes as **“Approve”**.)

**You can change your voting until the voting system is closed for that agenda item.**

## Step to ask questions via Inventech Connect System

1. Select the agenda item that you wish to ask a question
2. Click **“Question”** to ask a question via 2 channels:
  - 1) Sending questions via messages
    - Type the question and then click **“Send”**.
  - 2) Asking questions via video and voice
    - Click **“Conference”**.
    - Click **“OK”** to confirm the queue to ask a question.
    - Please wait for the signal from the staff until you are allowed to open microphone and camera to ask.



## User Manual and Video for Inventech Connect system

**\*Remark** Operation of the electronic conference system and Inventech Connect system relies on the supported internet system of the shareholders or proxies as well as devices and/or their programs. Please consider using the following devices and/or programs:

1. Internet speed
  - High-Definition Video: should have the internet speed of 2.5 Mbps (Recommended internet speed).
  - High Quality Video: should have the internet speed of 1.0 Mbps.
  - Standard Quality Video: should have the internet speed of 0.5 Mbps.
2. Supported devices
  - Smartphone/Tablet with IOS or android OS.
  - PC/Laptop with Windows or Mac OS.
3. Web browser: Chrome (Recommended browser) / Safari / Microsoft Edge **\*\* Internet Explorer is not supported by the system.**

**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 .....

Date ..... Month ..... Year .....

(1) I / We ..... Nationality .....

with address at ..... Road ..... Sub-District .....

District ..... Province ..... Postal Code .....

(2) being a shareholder of SCG Packaging Public Company Limited  
 holding the total amount of ..... shares with the voting rights of ..... votes as follows:

ordinary share ..... shares with the voting rights of ..... votes

preferred share ..... shares with the voting rights of ..... votes

(3) do hereby appoint either one of the following persons:

..... Age ..... Years

with address at ..... Road ..... Sub-District .....

District ..... Province ..... Postal Code ..... or

..... Mrs. Kaisri Nuengsigkapan ..... Age ..... 63 ..... Years

with address at ..... 1 ..... Road ..... Siam Cement ..... Sub-District ..... Bangsue .....

District ..... Bangsue ..... Province ..... Bangkok ..... Postal Code ..... 10800 ..... or

..... Professor Kitipong Urapeepatanapong ..... Age ..... 69 ..... Years

with address at ..... 1 ..... Road ..... Siam Cement ..... Sub-District ..... Bangsue .....

District ..... Bangsue ..... Province ..... Bangkok ..... Postal Code ..... 10800 ..... or

..... Mrs. Suphajee Suthumpun ..... Age ..... 60 ..... Years

with address at ..... 1 ..... Road ..... Siam Cement ..... Sub-District ..... Bangsue .....

District ..... Bangsue ..... Province ..... Bangkok ..... Postal Code ..... 10800 .....

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ 2025 Annual/ ~~the~~  
~~Extraordinary~~ General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) to be held on March 25, 2025, at 14:30 hours via Electronic  
 Media (E-Meeting), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related  
 laws and regulations, or at any adjournment thereof.

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.

Signed ..... Shareholder  
 (.....)

Signed ..... Proxy  
 (.....)

**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 .....  
 Date ..... Month ..... Year.....

(1) I / We ..... Nationality .....  
 with address at ..... Road ..... Sub-District .....  
 District ..... Province ..... Postal Code .....

(2) being a shareholder of SCG Packaging Public Company Limited  
 holding the total amount of ..... shares with the voting rights of ..... votes as follows:  
 ordinary share ..... shares with the voting rights of ..... votes  
 preferred share ..... shares with the voting rights of ..... votes

(3) do hereby appoint either one of the following persons:

..... Age ..... Years  
 with address at ..... Road ..... Sub-District .....  
 District ..... Province ..... Postal Code ..... or

..... Mrs. Kaisri Nuengsigkapan ..... Age 63 Years  
 with address at ..... 1 ..... Road Siam Cement ..... Sub-District Bangsue .....  
 District Bangsue ..... Province Bangkok ..... Postal Code 10800 ..... or

..... Professor Kitipong Urapeepatanapong ..... Age 69 Years  
 with address at ..... 1 ..... Road Siam Cement ..... Sub-District Bangsue .....  
 District Bangsue ..... Province Bangkok ..... Postal Code 10800 ..... or

..... Mrs. Suphajee Suthumpun ..... Age 60 Years  
 with address at ..... 1 ..... Road Siam Cement ..... Sub-District Bangsue .....  
 District Bangsue ..... Province Bangkok ..... Postal Code 10800 .....

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/ 2025 Annual/~~the  
~~Extraordinary~~ General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) to be held on March 25, 2025, at 14:30 hours via Electronic  
 Media (E-Meeting), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related  
 laws and regulations, or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

**Agenda 1 : To acknowledge the Company's Annual Report for the year 2024**

(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 accordance with my / our following instruction:

Approve  Disapprove  Abstain

**Agenda 2 : To consider and approve the Financial Statements for the year ended December 31, 2024**

(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 accordance with my / our following instruction:

Approve  Disapprove  Abstain

**Agenda 3 : To consider and approve the allocation of profit for the year 2024**

(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 accordance with my / our following instruction:

Approve  Disapprove  Abstain

**Agenda 4 : To consider and elect the Directors in replacement of those to be retired by rotation**

(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 accordance with my / our following instruction:

To elect directors as a whole

Approve

Disapprove

Abstain

To elect each director individually

4.1 Mr. Prasarn Trairatvorakul

Approve

Disapprove

Abstain

4.2 Mr. Vanus Taepaisitphongse

Approve

Disapprove

Abstain

4.3 Mr. Vibul Tuangsitthisombat

Approve

Disapprove

Abstain

4.4 Mr. Rapee Sucharitakul

Approve

Disapprove

Abstain

**Agenda 5 : To consider and appoint the Auditors and fix the Audit Fees for the year 2025**

(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 accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda 6 : To consider and approve the remuneration of the Company's Directors and Sub-committee Members for the year 2025**

(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 accordance with my / our following instruction:

Approve

Disapprove

Abstain

**Agenda 7 : To consider and approve the amendment of the Company's Objectives**

(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 accordance with my / our following instruction:

Approve

Disapprove

Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the 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.





**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

Written at .....  
Date ..... Month ..... Year .....

(1) I / We ..... Nationality .....  
with address at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code .....

acting as the custodian for .....

being a shareholder of SCG Packaging Public Company Limited

holding the total amount of ..... shares with the voting rights of ..... votes as follows:

ordinary share ..... shares with the voting rights of ..... votes

preferred share ..... shares with the voting rights of ..... votes

(2) do hereby appoint either one of the following persons:

..... Age ..... Years  
with address at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code ..... or

Mrs. Kaisri Nuengsigkapan Age 63 Years  
with address at ..... 1 ..... Road Siam Cement Sub-District Bangsue .....  
District Bangsue Province Bangkok Postal Code 10800 or

Professor Kitipong Urapeepatanapong Age 69 Years  
with address at ..... 1 ..... Road Siam Cement Sub-District Bangsue .....  
District Bangsue Province Bangkok Postal Code 10800 or

Mrs. Suphajee Suthumpun Age 60 Years  
with address at ..... 1 ..... Road Siam Cement Sub-District Bangsue .....  
District Bangsue Province Bangkok Postal Code 10800

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/ 2025 Annual/~~ ~~the Extraordinary~~ General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) to be held on March 25, 2025, at 14:30 hours via Electronic Media (E-Meeting), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

The Proxy is authorized for all shares held and entitled to vote.

The Proxy is authorized for certain shares as follows:

ordinary share ..... shares, entitling to vote ..... votes

preferred share ..... shares, entitling to vote ..... votes

Total entitled vote ..... votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

**Agenda 1 : To acknowledge the Company's Annual Report for the year 2024**

(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 accordance with my / our following instruction:

Approve ..... votes     Disapprove ..... votes     Abstain ..... votes

Agenda 2 : To consider and approve the Financial Statements for the year ended December 31, 2024

(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 accordance with my / our following instruction:

Approve .....votes       Disapprove .....votes       Abstain .....votes

Agenda 3 : To consider and approve the allocation of profit for the year 2024

(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 accordance with my / our following instruction:

Approve .....votes       Disapprove .....votes       Abstain .....votes

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

(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 accordance with my / our following instruction:

To elect directors as a whole

Approve .....votes       Disapprove .....votes       Abstain .....votes

To elect each director individually

4.1 Mr. Prasarn Trairatvorakul

Approve .....votes       Disapprove .....votes       Abstain .....votes

4.2 Mr. Vanus Taepaisitphongse

Approve .....votes       Disapprove .....votes       Abstain .....votes

4.3 Mr. Vibul Tuangsitthisombat

Approve .....votes       Disapprove .....votes       Abstain .....votes

4.4 Mr. Rapee Sucharitakul

Approve .....votes       Disapprove .....votes       Abstain .....votes

Agenda 5 : To consider and appoint the Auditors and fix the Audit Fees for the year 2025

(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 accordance with my / our following instruction:

Approve .....votes       Disapprove .....votes       Abstain .....votes

Agenda 6 : To consider and approve the remuneration of the Company's Directors and Sub-committee Members for the year 2025

(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 accordance with my / our following instruction:

Approve .....votes       Disapprove .....votes       Abstain .....votes

Agenda 7 : To consider and approve the amendment of the Company's Objectives

(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 accordance with my / our following instruction:

Approve .....votes       Disapprove .....votes       Abstain .....votes

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the 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. 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~~/ 2025 Annual/~~the Extraordinary~~ General Meeting of Shareholders (The 32<sup>nd</sup> Meeting) to be held on March 25, 2025, at 14:30 hours via Electronic Media (E-Meeting), in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, 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.

(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.

(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.

(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.

(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.

(b) The Proxy must cast the votes in accordance with my following instruction:

Approve .....votes  Disapprove .....votes  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



**Form for Submission of Questions in advance of  
the 2025 Annual General Meeting of Shareholders  
of SCG Packaging Public Company Limited**

**on Tuesday, March 25, 2025, at 14:30 hrs. via Electronic Media (E-Meeting)**

To Corporate Secretary, SCG Packaging Public Company Limited (“SCGP”)

I/We, (Name-Surname/Company Name/Fund Name) .....

**Please indicate with ✓ in the blank ( )**

( ) being a shareholder of SCG Packaging Public Company Limited

( ) being a proxy of ..... who is a shareholder of SCG Packaging  
Public Company Limited

wish to submit question(s) relating to the agenda item(s) for the 2025 Annual General Meeting of Shareholders as follows:

.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....  
.....

**Remarks:** Please submit the completed form to SCGP within March 18, 2025 via:

- Fax 02-586-3007 or
- Email scgp\_corporatesecretary@scg.com

For your convenience, you may submit the questions online by scanning this QR Code.




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 or
- Ms. Pimchanok Na Patthalung Tel. 66-2586-3016

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 <https://www.scgpackaging.com/th/privacy-notice>.

**Requisition Form of Notice of the 2025 Annual General Meeting of Shareholders  
and/or 2024 Annual Report and/or 2024 Sustainability Report**

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

1. Scan QR Code  and fill out the details.
2. Email the details of your request to [scgp\\_corporatesecretary@scg.com](mailto:scgp_corporatesecretary@scg.com) or Fax no. 02-586-3007.
3. Please mark ✓ in ( ) and fill out the following details.
  - ( ) Notice of the 2025 Annual General Meeting of Shareholders
  - ( ) Annual Report for the year 2024
  - ( ) Sustainability Report for the year 2024

Place of receiving of the printed documents:

Name-Surname.....  
 Address No..... Village No ..... Alley ..... Village Name.....  
 Road ..... Sub-District ..... District .....  
 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 or
- Ms. Pimchanok Na Patthalung              Tel. 66-2586-3016

Should you wish to receive Notice of the 2025 Annual General Meeting of Shareholders and/or 2024 Annual Report and/or 2024 Sustainability Report before the date of the Shareholders' Meeting, please submit the completed form to reach the Corporate Secretary Office by **Monday, March 17, 2025.**

**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 <https://www.scgpackaging.com/th/privacy-notice>.

**Contact Information****Inquiries about E-Meeting System/Technical Support**

Call Center: available from March 18-25, 2025, during 08:30-17:30 hours until the meeting is adjourned. (Business days only)

Tel: 02-460-9223

Line@: @inventechconnect



The e-meeting attendance request form and other required documents can be submitted via E-Request **in advance from Tuesday, March 18, 2025, at 08:30 hours** until the meeting is adjourned.

Scan this QR Code to access **E-Request**.

**Inquiries about the Agenda Item of 2025 Annual General Meeting of Shareholders**

Scan this QR Code to submit the Form for Submission of Questions in advance.



Scan this QR Code to submit the Requisition Form of Notice of the 2025 Annual General Meeting of Shareholders and/or 2024 Annual Report and/or 2024 Sustainability Report.



Scan this QR Code to download the supporting documents for the 2025 Annual General Meeting of Shareholders and/or 2024 Annual Report and/or 2024 Sustainability Report.



Please contact Corporate Secretary Office:

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

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

- Ms. Pimchanok Na Patthalung Tel. 66-2586-3016

Email: scgp\_corporatesecretary@scg.com

Fax: 02-586-3007

Post: SCG Packaging Public Company Limited,

Corporate Secretary Office, SCG 100<sup>th</sup> Year Building, 19<sup>th</sup> Floor, 1 Siam Cement Road, Bangsue, Bangkok 10800

**QR Code Downloading Procedures**

Turn the mobile camera to frame the QR Code and scan. The Link will appear on top of the screen to access the supporting documents.





## **SCG Packaging Public Company Limited**

Registration No. 0107537000921

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

Website: [www.scgpackaging.com](http://www.scgpackaging.com)

Email: [scgpackaging@scg.com](mailto:scgpackaging@scg.com)