

# CENTRALRETAIL

Ref. CRC CS008/2024

**Subject: Invitation to the 2024 Annual General Meeting of Shareholders**

March 28, 2024

**To: Shareholders,  
Central Retail Corporation Public Company Limited**

- Attachments: 1) 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in QR code format which included the audited statement of financial position and statement of comprehensive income as of 31 December 2023
- 2) Profiles of the nominated Candidates for the Election of Directors Replacing those retired by Rotation, and a New Director
  - 3) Profiles of the proposed Auditors for the year 2024
  - 4) Information Memorandum on the Asset Acquisition Transactions and Connected Transactions by CRC Thai Watsadu Company Limited and Central Food Retail Company Limited which are Subsidiaries of Central Retail Corporation Public Company Limited (List 2)
  - 5) Opinion of the Independent Financial Advisor Concerning the Asset Acquisitions and Connected Transactions of Central Retail Corporation Public Company Limited
  - 6) Procedures and Instructions for Attending the AGM and related Articles of Association
  - 7) Privacy Notice for the AGM of Central Retail Corporation Public Company Limited
  - 8) Proxy Form A, Form B and Form C (Proxy Form B is recommended.)

The Board of Directors Meeting of Central Retail Corporation Public Company Limited (the “**Company**”) resolved to convene the 2024 Annual General Meeting of Shareholders (the “**2024 AGM**”) on Thursday, April 25, 2024 at 2.00 p.m. only through electronic media (E-meeting) according to related laws and regulations, to consider the following agenda:

**Agenda 1: Acknowledgement of the Company’s performance of 2023**

Facts and Rationales: The Company has summarized the Company’s performance in 2023 as provided in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) - Business and Performance (as detailed in Attachment 1)

Board of Directors’ opinion: The Board deemed it appropriate to propose the Company’s performance of 2023 to the shareholders for consideration and acknowledgement.

Vote required: Voting is not required as this agenda is for shareholders’ acknowledgement.

**Agenda 2:** Approval of the audited financial statements for the year ended December 31, 2023

Facts and Rationales: In compliance with the Company's Articles of Association and the Public Limited Companies Act, B.E. 2535 (as amended) (the "**PLC Act**"), the Company shall prepare a statement of financial position at the end of fiscal year ended December 31, 2023 which has been audited by an external auditor as provided in 2023 Annual Registration Statement/Annual Report (Form 56-I One Report) (as detailed in Attachment 1) which summarized as follows:

**Statement of Financial Position and Profit and Loss**

Unit: THB

<b>Lists</b>	<b>Consolidated</b>	<b>The Company</b>
Assets	287,097,106,314	161,750,968,832
Liabilities	216,836,843,357	80,390,343,862
Revenue from Sales	221,925,768,268	-
Total Revenue	248,688,433,287	8,423,664,894
Profit for the Year <sup>1</sup>	8,016,308,971	4,082,721,677
Profit per Share (THB/share) <sup>2</sup>	1.33	0.68

**Notes:** <sup>1</sup> Profit for the year attributable to owners of the parent

<sup>2</sup> Profit per share calculated from profit for the year attributable to owners of the parent

**Board of Directors' opinion:**

The Board deemed it appropriate to propose to the shareholders to consider and approve the financial statements for the fiscal year ended December 31, 2023 which were audited and certified by the external auditor who expressed unqualified opinions as provided in the 2023 Financial Statements and reviewed by the Audit Committee and the Board of Directors.

**Vote required:**

Majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 3:** Approval of the profit allocation and dividend payment for 2023 performance

**Facts and Rationales:**

The Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of the net profit from the consolidated financial statements after tax deduction, the allocation of all various funds required by laws and the Company in each year, and the obligations under the financial contract (if any). The dividend payment must not exceed the retained earnings from the separate financial statements of the Company. However, the rate of dividends may be changed from the specified depending on the results of operations, cash flow, financial liquidity, financial status, investment plan, reserving funds to be working capital, reserving funds for future investment, reserving funds to repay loans, conditions and limitations as specified in the financial contract, economic conditions, including legal requirements and other necessities.

**Comparison of the rate of dividends from the results of operations in the year 2023 to the preceding year is as follows:**

Details of dividend payment	Year 2023	Year 2022
1. Consolidated Net Profit* (THB)	8,016,308,971	7,174,985,616
2. Paid-up share capital (shares)	6,031,000,000	6,031,000,000
3. Annual dividend (THB/share)	0.55	0.48
4. Total Dividends Amount (THB)	3,317,050,000	2,894,880,000
5. Dividend Payout Ratio (percent)	41.38	40.35

Notes: \* Profit for the year attributable to owners of the parent

Board of Directors' opinion:

The Board deemed it appropriate to propose to the shareholders to consider and approve as follows:

1. acknowledge that as at December 31, 2023, the Company has already set aside legal reserve at the amount required by law of THB 632,000,000.
2. approval of the dividend payment for 2023 performance at THB 0.55 per share, totaling to THB 3,317,050,000 which is in accordance with the Company's dividend payment policy. The date to record the names of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on May 7, 2024, and the dividend would be paid to the shareholders on May 24, 2024. However, the right to receive dividend is not confirmed until being approved by the 2024 AGM.

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 4:** Approval of the appointment of directors replacing those retired by rotation

Facts and Rationales:

In compliance with section 71 of the PLC Act and the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire.

The directors retiring from office in the first and second year after registration of the Company shall be determined by drawing lots. For subsequent years, the directors who have held office longest shall retire and the directors retiring may be re-elected. In 2024, there are 5 directors to be retired by rotation in this meeting as follows:

- |                   |              |  |
|-------------------|--------------|--|
| 1. Mr. Suthikiati | Chirathivat  | Vice Chairman  |
| 2. Mrs. Yuwadee   | Chirathivat  | Director/Member of the Executive Committee   |
| 3. Mr. Prin       | Chirathivat  | Director/Member of the Risk Policy Committee   |
| 4. Mr. Roongrote  | Rangsiyopash | Lead Independent Director/Chairman of the Nomination and Remuneration Committee  |
| 5. Mrs. Patareeya | Benjapolchai | Independent Director/Chairman of the Corporate Governance and Sustainability Committee/Member of the Audit Committee/Member of the Risk Policy Committee |

Mr. Suthikiati Chirathivat has resigned from the position of the Company's director on February 19, 2024.

In addition, the Company has invited shareholders to nominate directors in advance via the Company's website from December 1, 2023 to January 15, 2024 which none of shareholders proposed the names of individuals to be elected for directorship to the Company.

The Nomination and Remuneration Committee, excluding the interested directors, had undertaken the nomination process by considering individuals whose qualifications align with those stipulated in the Charter of the Board of Directors, in accordance with the law and the Company's Skill Matrix to be in line with its business strategy. The Nomination and Remuneration Committee also considered the Board Diversity; gender, age, ethnicity, nationality, or country of origin in order to encourage equality and eliminate unfair discrimination, as well as the directors listed in the IOD Director Pool, along with the qualifications that nominating directors must not hold directorship positions in more than 4 other listed companies. In case of nominating same independent directors back to terms, the nominating directors must not hold an independent director position for more than 9 years. Mr. Roongrote Rangsiyopash and Mrs. Patareeya Benjapolchai are independent directors, having the qualifications which meet all the requirements of the Company's independent director definition and the qualifications under the relevant laws. They are able to give opinions independently.

The Nomination and Remuneration Committee, excluding those interested directors, has carefully considered the qualifications, criteria, relevant laws and procedures as mentioned. Therefore, it has recommended the Board to propose to the shareholders to elect 4 retiring directors, to retain office for another term. (as detailed in Attachment 2)

Board of Directors' opinion:

The Board, excluding those interested directors, has thoroughly considered the qualification of each nominated candidate and thus opined that the nominated directors have passed the Company's screening process and qualified under the laws and relevant regulations including requirements relating to independent directors and well-suited for the Company's business operations. Due to such reason, the Board resolved as proposed by the Nomination and Remuneration Committee to propose the shareholders to elect the aforementioned 4 retiring directors, to retain office for another term as follows:

- |    |                |              |                      |
|----|----------------|--------------|----------------------|
| 1. | Mrs. Yuwadee   | Chirathivat  | Director             |
| 2. | Mr. Prin       | Chirathivat  | Director             |
| 3. | Mr. Roongrote  | Rangsiyopash | Independent Director |
| 4. | Mrs. Patareeya | Benjapolchai | Independent Director |

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes. The directors will be considered and appointed individually.

**Agenda 5:** Approval of the appointment of a new director and the amendment of the authorized directors to sign bind the Company

Facts and Rationales:

The Nomination and Remuneration Committee had undertaken the nomination process by considering individuals whose qualifications align with those stipulated in the Charter of the Board of Directors, in accordance with the law and the Company's Skill Matrix to be in line with its business strategy. The Nomination and Remuneration Committee also considered the Board Diversity; gender, age, ethnicity, nationality, or country of origin in order to encourage equality and eliminate unfair discrimination, as well as the directors listed in the IOD Director Pool, along with the qualifications that nominating directors must not hold directorship positions in more than 4 other listed companies.

The Nomination and Remuneration Committee has carefully considered the qualifications, criteria, relevant laws and procedures as mentioned. Therefore, it has recommended the Board to propose to the shareholders to appoint Ms. Sukulaya Uahwatanasakul who has appropriate qualifications as a new director. (as detailed in Attachment 2)

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the shareholders as follows:

- 1) To consider and approve the appointment of Ms. Sukulaya Uahwatanasakul who has appropriate qualifications as a new director.
- 2) To consider and approve of the amendment of the authorized directors to sign bind the Company, detailed as follows:

**Current**

*"Mrs. Yuwadee Chirathivat, Mr. Suthilaksh Chirathivat, Mr. Prin Chirathivat, Mr. Tos Chirathivat, Mr. Pichai Chirathivat, Mr. Yol Phokasub, Mr. Suthiphand Chirathivat, Mr. Sudhitham Chirathivat, two of eight directors jointly sign and affix the company' seal."*

**Propose**

*"Mrs. Yuwadee Chirathivat, Mr. Suthilaksh Chirathivat, Mr. Prin Chirathivat, Mr. Tos Chirathivat, Mr. Pichai Chirathivat, Mr. Yol Phokasub, Mr. Suthiphand Chirathivat, Mr. Sudhitham Chirathivat, Ms. Sukulaya Uahwatanasakul, two of nine directors jointly sign and affix the company' seal."*

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

**Agenda 6:** Approval of the remuneration for the Board of Directors for the year 2024

Facts and Rationales:

In compliance with section 90 of the PLC Act and the Company's Articles of Association, directors are eligible to receive remuneration in the forms of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders' meeting considers to be appropriate for the duty of the Board of Directors.

In this regard, the Nomination and Remuneration Committee had considered and determined the remuneration for the Board of Directors based on their performance and the Company's operating results and compared with the remuneration of other companies within the same industry and of similar size. The Nomination and Remuneration Committee deemed it appropriate to recommend the Board to propose the shareholders to consider and approve the remuneration for the Board of Directors and sub-committees for 2024 at the same rate as last year in an amount not exceeding THB 25 million.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the shareholders to approve 2024 remunerations for the Board and sub-committees at the same rate as last year in an amount not exceeding THB 25 million which include quarterly remuneration, meeting allowances and bonus (if any) as follow:

1. Quarterly Remuneration and Meeting allowance

	Type of remuneration	2024 (to consider)	2023
<b>1</b>	<b>Remuneration (THB/quarter)</b>		
	- Chairman	240,000	240,000
	- Chairman of the Audit Committee	140,000	140,000
	- Member of the Audit Committee	135,000	135,000
	- Director	90,000	90,000
<b>2</b>	<b>Board Meeting Allowance (THB/time)</b>		
	- Chairman	88,000	88,000
	- Director	45,000	45,000
<b>3</b>	<b>Audit Meeting Allowance (THB/time)</b>		
	- Chairman	70,000	70,000
	- Member	55,000	55,000
<b>4</b>	<b>Nomination and Remuneration Meeting Allowance (THB/time)</b>		
	- Chairman	40,000	40,000
	- Member	35,000	35,000
<b>5</b>	<b>Risk Policy Meeting Allowance (THB/time)</b>		
	- Chairman	40,000	40,000
	- Member	35,000	35,000
<b>6</b>	<b>Corporate Governance and Sustainability Meeting Allowance (THB/time)</b>		
	- Chairman	40,000	40,000
	- Member	35,000	35,000

	Type of remuneration	2024 (to consider)	2023
<b>7</b>	<b>Independent Director Meeting Allowance (THB/time)</b>		
	- Lead Independent Director	40,000	40,000
	- Independent Director	35,000	35,000

**Note:** Director who holds the position of executive or employee of the Company shall not receive quarterly remuneration or meeting allowance as member of the sub-committees.

## 2. Director's Bonus

The bonus may be allocated to directors, under consideration of the Board of Directors to define the condition and bonus payment rate as it deems appropriate based on the Company's performance for the year ended December 31, 2024. In addition, the allocation of the bonus to each director depends on their performance and participation in the meeting. Directors who hold the position of executive or employee of the Company shall not receive any director's bonus.

## 3. Other benefits

- None-

### Vote required:

Not less than two-thirds of the total number of votes of the shareholders attending the meeting.

## **Agenda 7:** Approval of the appointment of the external auditors and determination of the audit fee for the year 2024

### Facts and Rationales:

In compliance with section 120 of the PLC Act prescribes that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of the auditor of the company every year. In this regard, the Audit Committee had considered that the auditor and audit fees are appropriate. Also, the proposed auditors have no relationship or conflict of interest with the Company, subsidiaries, major shareholders or person related to the said parties which independent in auditing and recommending the Company's financial statements. Therefore, it was recommended that the Board of Directors propose the appointment of an auditor and approve the audit fee for the year 2024 to the shareholders and acknowledge the audit fee for the 2024 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms.

### Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Audit Committee to recommend the shareholders as follows:

- 1) To consider and appoint any of the following auditors from KPMG Phoomchai Audit Limited to be the external auditor of the Company:

1. Ms. Vipavan Pattavanvivek Certified Public Accountant No. 4795 or  
(Change from Ms. Pornthip Rimdusit due to the completion of 7 years according to the rotation criteria for auditors of SEC)
2. Mr. Watchara Pattarapitak Certified Public Accountant No. 6669 or
3. Mr. Krit Thammatadto Certified Public Accountant No. 11915

Profiles of the proposed auditors are provided in the Attachment 3.

- 2) To approve the audit fees for the audit of the 2024 financial statements and the review of the quarterly financial statements totaling THB 6.8 million, excluding non-audit fee, decreased by THB 0.38 million compared to the year 2023.

Unit: THB

Details	2024	2023	Change
<b>1. Audit fee for the Separate financial statements</b>			
- Financial Statements for the year	300,000	310,000	-10,000
<b>2. Audit fee for the Consolidated financial statements</b>			
- Financial Statements for the year	2,300,000	2,370,000	-70,000
- Quarterly financial statements	4,200,000	4,500,000	-300,000
<b>Total</b>	<b>6,800,000</b>	<b>7,180,000</b>	<b>-380,000</b>

- 3) To acknowledge the audit fees for the 2024 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms of approximately THB 38.65 million.

Unit: THB

Details	2024	2023	Change
1. Audit fee for subsidiary companies in Thailand	19,285,000	20,543,500	-1,258,500
2. Audit fee for overseas subsidiary companies	19,369,064	19,673,684	-304,620
<b>Total</b>	<b>38,654,064</b>	<b>40,217,184</b>	<b>-1,563,120</b>

Vote required:

Majority vote of the shareholders attending the meeting and casting their votes.

#### **Agenda 8:** Approval of the amendment of Article 40 of the Company's Articles of Association

Facts and Rationales:

To align with the same standard as most public limited companies, and to increase business operational flexibility in current situation. Therefore, it was recommended that the Board of Directors propose to shareholders to consider and approve the amendment of the Company's Articles of Association, Article 40(2)(g), regarding the issuance of securities. The current provision will be revoked and replaced with the amended provision as follows:

Current Version	Proposed Amendment
Article 40(2)(g) the issuance of debentures or any securities under the laws on securities and securities exchange;	Article 40(2)(g) the issuance of debentures;

Board of Directors' opinion:

The Board recommends the shareholders to consider and approve the amendment of the Company's Articles of Association, Article 40(2)(g), regarding the issuance of securities to be the same standard as most public limited companies, and to increase business operational flexibility in current situation.

Vote required:

Not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

**Agenda 9:** Approval of the purchase of lands of CRC Thai Watsadu Company Limited and Central Food Retail Company Limited which are the Company's subsidiaries constituting connected transactions and asset acquisition transactions

Fact and Rationales:

CRC Thai Watsadu Company Limited ("CTD") and Central Food Retail Company Limited ("CFR") aim to enter into each of the land acquisition transactions for their business operations, in aggregate of 24 locations, with a total area of approximately 857.46 Rai<sup>1</sup> from CRC Power Retail Company Limited ("CRCPR") and Central Food Retail Ratchada Company Limited ("CFRR") (collectively, the "Sellers", and each the "Seller"), which are subsidiaries of Harn Central Department Store Company Limited ("HCDS"), whereby HCDS is a major shareholder of the Company. In this regard, the purchase price, in case that all of the lands are duly purchased from all of the Sellers, shall be in aggregate of not exceeding THB 5,566.5 million (collectively, the "Land Acquisition Transactions"), and the expected benefits are reducing expenses in operations regarding land lease, mitigating risks from being unable to renew the land lease agreements upon the expiration of lease term in the future, investing in high-growth potential lands, strengthening the sustainability in business operations, and providing flexibility in the utilization of lands as appropriate for the future business operations of the Company's subsidiaries.

Since HCDS is the Company and each Seller's mutual major shareholder, all of the Land Acquisition Transactions are considered as connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended) (collectively, the "Notifications on Connected Transactions"), which

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<sup>1</sup> The land acquisition transactions in aggregate of 24 locations consist of (1) the purchase of lands by CTD transaction from CRCPR, totaling 22 locations with an approximate area of 797.33 Rai, which are inclusive of additional land areas from the areas under the current land lease agreements in total of approximately 126-2-91.6 Rais, or approximately 18.90% of the total land areas under the current land lease agreements in respect of the purchase of lands by CTD transaction, and (2) the purchase of lands by CFR transaction from CFRR, totaling 2 locations with an approximate area of 60.12 Rai.

are regarded as assets or services transactions, whereby the transaction size, when calculating based on the consolidated financial statements audited by the Company's certified auditor as of 31 December 2023, is equivalent to 22.5 percent of the value of net tangible assets, constituting the transaction size exceeding 3 percent of the value of net tangible assets of the Company (The Company and its subsidiaries have no other connected transactions that require a calculation of transaction size under the Notifications on Connected Transactions within the past 6 months prior to the date of approval of the transaction by the Board of Directors). The Company, therefore, shall be obligated to disclose information memorandum regarding connected transactions to the Stock Exchange of Thailand (the "SET"), appoint an independent financial advisor to provide opinion on connected transactions to the Company's shareholders and convene the shareholders' meeting of the Company to consider and approve the entry into the connected transactions with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, pursuant to criteria stipulated in the Notifications on Connected Transactions.

In this regard, the transaction size of the Land Acquisition Transactions, when calculating pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Asset B.E. 2547 (as amended) (collectively, the "Notifications on Acquisition and Disposition"), based on the total value of consideration criterion which gives the highest transaction value, is equivalent to 2.0 percent of the total assets of the Company according to the consolidated financial statements audited by the Company's certified auditor as of 31 December 2023. The transaction size, when combining transaction size on this occasion with other asset acquisition transactions within the past 6 months prior to the date of approval of transaction by the Board of Directors, is equivalent to 9.7 percent which gives the highest transaction value calculated based on the total value of consideration criterion, and such transactions do not fall under asset acquisition transactions that the Company is required to comply with the Notifications on Acquisition and Disposition.

Nevertheless, in respect of the entry into the transaction on this occasion, the Company shall comply with the criteria stipulated in the Notifications on Connected Transactions. The Company; therefore, deems it appropriate to disclose information memorandum regarding these asset acquisition transactions to the SET, appoint an independent financial advisor to provide opinion on the asset acquisition transactions to the Company's shareholders, and propose such matter to the shareholders' meeting of the Company for consideration and approval of the asset acquisition transactions with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting, as if the Land Acquisition Transactions falls under category 1, i.e., the transaction whose transaction size is equivalent to 50 percent or more but not exceeding 100 percent pursuant to the criteria stipulated in the Notifications on Acquisition and Disposition, simultaneously.

In this regard, details regarding the Land Acquisition Transactions are as shown in the Information Memorandum on the Acquisition Transactions and Connected Transactions by CRC Thai Watsadu Company Limited and Central Food Retail Company Limited which are Subsidiaries of Central Retail Corporation Public Company Limited (List 2) (as detailed in Attachment 4), and the Board of Directors has appointed an independent financial advisor from Capital Advantage Company

Limited to be an independent financial advisor to prepare and provide opinion to the shareholders regarding the Land Acquisition Transactions pursuant to Notifications on Connected Transactions and Notifications on Acquisition and Disposition. The opinion report of the independent financial advisor regarding the connected transitions and the asset acquisition transactions by the subsidiaries of Central Retail Corporation Public Company Limited (as detailed in Attachment 5).

Board of Directors' opinion:

The Board of Directors (excluding directors having interest) had considered and viewed that the entry into the Land Acquisition Transactions was appropriate, reasonable and beneficial to the best interests of the Company and the Company's shareholders (as detailed in Item 8 of Attachment 4) and the value of assets acquired and the conditions of the transaction were appropriate and reasonable as if the transactions have been entered into by any third party who was not a connected person, i.e., (1) the relevant purchase prices of the lands are lower than those in a range of fair prices as appraised by 2 independent appraisers and (2) payment conditions stipulated in the land sale and purchase agreements are similar to the terms that the Company and its subsidiaries have agreed with other contracting parties who were not connected persons.

It was deemed appropriate to propose to the Annual General Meeting to consider and approve the Land Acquisition Transactions constituting connected transactions and asset acquisition transactions and to consider and approve the delegation of power to the Chief Executive Officer and/or any designated person(s) to have the authority to undertake any actions necessary for and related to the entry of the Land Acquisition Transactions under the scope of the Land Acquisition Transactions, including but not limited to: (1) determining or amending any details necessary for and related to the Land Acquisition Transactions for the completion of the Land Acquisition Transactions, (2) negotiating the terms and conditions of the land sale and purchase agreements and/or other agreements and documents related to the Land Acquisition Transactions on behalf of the Company with each Seller, (3) signing agreements and documents, including but not limited to the land sale and purchase agreements, including amending such agreements and documents with each Seller, (4) signing applications, waiver request form, notices, and any other documents related to the Land Acquisition Transactions, including contacting and applying the application or request for a waiver, submitting any other documents to competent authority or representatives of any relevant authorities and (5) undertaking any other actions necessary for and related to the Land Acquisition Transactions for the completion of the Land Acquisition Transactions.

Vote required:

Not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having interests in vote counting.

**Agenda 10:** Other matters (if any)

The Company has invited shareholders to propose agenda and nominate directors in advance via the Company's website from December 1, 2023 to January 15, 2024 which none of shareholders proposed agenda and nominated directors to the Company.

It is recommended that the shareholders shall study the Procedures and instructions for attending the 2024 AGM and related Articles of Association (as detailed in Attachment 6). If shareholders have any queries, please submit the questions regarding the Meeting agenda prior to the Meeting via email: [ir@central.co.th](mailto:ir@central.co.th) or <https://www.centralretail.com/en/investor-relations/document/shareholder-meetings>

Therefore, the Company hereby invites all shareholders to attend the 2024 AGM on the above date and time which is convened through electronic only. Registration for E-meeting will be opened in advance via the DAP e-Shareholder Meeting (e-Registration) system from April 11, 2024 at 8.00 a.m. onwards.

Please be informed accordingly,

Yours sincerely,

- Signed -

(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited