

March 22, 2024

- Subject: Invitation to the 2024 Annual General Meeting of Shareholders
- Attention: Shareholders of Central Plaza Hotel Public Company Limited
- Attachment:
1. Minute of the Annual General Meeting of Shareholders 2023
 2. 2023 Annual Report (56-1 One Report) (QR Code)
 3. Profiles of the Nominated Persons to be appointed as Directors to replace the Directors who are due to retire by rotation in 2024.
 4. Articles of Association of the Company related to the Shareholders Meeting
 5. Procedures and Instructions for attending the Annual General Meeting of Shareholders through electronics means (e-AGM)
 6. Name list and profile of Independent Directors 2024
 7. Proxy Form
 8. DAP e-Shareholder Meeting Manual (for Shareholder)
 9. Privacy Notice

The Board of Directors Meeting of Central Plaza Hotel Public Company Limited (“the Company”) resolved to convene the 2024 Annual General Meeting of Shareholders on **Monday, 29 April 2024 at 2.30 p.m.** only through electronic media (“e-AGM”) to consider the following agenda:

The Shareholders were invited to propose their agenda(s) for this Annual General Meeting in advance from October 1, 2023 to February 1, 2024. The information was announced via the Company’s website (<https://investor.centarahotelsresorts.com>) and the Stock Exchange of Thailand (SET)’s news and information system. However, there was no agenda proposed by shareholders.

Agenda 1: To ratify minute of the 2023 Annual General Meeting of Shareholders (AGM)

Facts and Rationales:

The 2023 Annual General Meeting of Shareholders was held on April 25, 2023 (Details as shown in *Attachment No.1*).

Board of Directors' opinion:

The minute of the 2023 Annual General Meeting of Shareholders should be ratified and approved as written.

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

Agenda 2: To acknowledge the Company's performance for the year 2023

Facts and Rationales:

The Company has summarized the Company's performance in 2023 as provided in the 2023 Annual Report (Form 56-1 One Report) under item Business and Performance. (Details as shown in *Attachment No.2*).

Board of Directors' opinion:

The Board of Directors proposed the Company's performance of 2023 to the Shareholder's Meeting for consideration and acknowledgement.

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

Agenda 3: To approve the audited financial statements for the year ended December 31, 2023

Facts and Rationales:

The consolidated financial statements for the year ended December 31, 2023, together with the Auditor's report as appeared in 2023 Annual Report (Form 56-1 One Report) which were audited by the Company's auditor and were reviewed by the Audit Committee. (Details as shown in *Attachment No.2*).

Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the financial statements for the year ended December 31, 2023, which

have been reviewed by the Audit Committee and have been audited by EY Office Company Limited. Based on the auditor’s opinion, the consolidated financial statements of the Company and its subsidiaries were presented fairly in all material respects and in accordance with generally accepted auditing standards.

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

Agenda 4: To consider and approve the allocation of profit for the statutory reserve and dividend payment for the 2023 performance.

Facts and Rationales:

The Company’s dividend policy is to allocate not less than 60% of the Net Profit (after tax) for the year as dividends, except in the event of major business expansion. Then consideration may be given to allocate less than 60% of the Net profits as dividend payments.

Due to the impact of the COVID-19 situation, the Company had no dividend payment during the period from 2019 to 2022. However, in 2023, the Company had a net profit of Baht 1,248 million with a net profit according to the consolidated financial statements of Baht 634 million.

Therefore, the Board proposed to the Shareholders’ Meeting to approve a dividend payment to shareholders holding 1,350 million shares, at a rate of 0.42 baht per share, totaling Baht 567 million.

The comparison of the rate of dividend from the result of performance in 2023 with the dividend payout rate in the latest year:

Detail of dividend payment	Year 2018 (The latest year payout)	Year 2023 (Propose)
1. Consolidated Net Profit (THB)	2,177,612,186	1,248,095,936
2. Total shares	1,350,000,000	1,350,000,000
3. Annual dividend (THB/share)	0.65	0.42
4. Total dividend amount (THB)	877,500,000	567,000,000
5. Dividend payout ratio compared with net profit according to the consolidated financial statements	40.3%	45.4%

Additionally, The Company had set aside the legal reserves up to the ten percent of the registered capital according to Clause 116 of the Public Companies Act,1992 (BE.2535) as well as the Company's Articles of Association; therefore, no additional legal reserves is required.

Board of Directors' opinion:

The Board of Directors deemed it appropriate to propose to the Shareholder's Meeting to consider and approve the dividend payment for 2023 performance at THB 0.42 per share. The date to record the name of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on 9 May 2024 and the dividend would be paid to shareholders on 27 May 2024. However, the right to receive dividend is not confirmed until being approved by the 2024 e-AGM.

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

Agenda 5: To approve the appointment of re-election directors whose tenures have ended for the year 2024.

Facts and Rationales:

According to comply with section 71 of the Public Limited Companies Act B.E. 2535 and the Articles of Association of the Company, at every annual general meeting of shareholders, one-third of the Company's directors must be retired. The Directors who have held office longest shall retire and the directors retiring may be re-elected. In 2024, there are 4 directors to be retired by rotation in this meeting as follows:

1. Mr. Prin Chirathivat Director /
Member of Nomination and Compensation Committee /
Member of Risk Management and Corporate Governance
Committee
2. Mrs. Sirikate Chirakiti Director
3. Ms. Sopawadee Lertmanaschai Independent Director /
Chairman of Audit Committee
4. Mr. Chaiwat Thongkamkoon Independent Director /
Member of Audit Committee /
Member of Nomination and Compensation Committee

The Company had given the shareholders an opportunity to nominate directors in advance by distributing details via its website (<https://investor.centarahotelsresorts.com>) and SET's news and information system from October 1, 2023, to February 1, 2024. However, none of the shareholders proposed the names of individuals to be elected for directorship to the Company.

The Nomination and Compensation Committee, excluding members with conflicts of interest, has conducted a thorough and comprehensive screening process in accordance with the established criteria, regulations, and relevant laws, as well as following the company's designated process. In the case of nominating independent directors must be qualified person regarding the Charter of Board of Director. Independent Directors able to be appointed for not more than 2 consecutive terms of office and must not hold an independent director position for more than 9 years to maintain the degree of independence in expressing any opinions or discharging the duty as an "Independent Director" of the Company. The Board could extend independent directors' terms as seen fit when independent directors complete their terms, the Board may nominate their names to the AGM for possible re-election and extension of their terms.

The Nomination and Compensation Committee, excluding members with conflicts of interest, recommended the Board of Directors deems it appropriate to propose the Shareholders' Meeting to approve the re-election of all 4 retiring directors to retain office for another term.

Furthermore, the individuals proposed in this instance have undergone a thorough screening process by the Board of Directors, ensuring they possess qualifications suitable for the Company's business operations. For nominated independent directors will be able to provide unbiased opinions in accordance with relevant criteria.

Board of Directors' opinion:

The Board, excluding the directors having a conflict of interest, considered that the person nominated this time has passed the process specified by the Company and has qualifications under the relevant regulations including requirements relating to independent directors and well-suited for the Company's business operations. Due to such a reason, the Board resolved as proposed by the Nomination and Compensation Committee to propose the Shareholders' Meeting in 2024 to approve the re-election of all 4 retiring directors to retain office for another term as follows.

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|---|---|
| 1. Mr. Prin Chirathivat | Director /Member of Audit Committee /
Member of Risk Management and Corporate Governance
Committee / Member of Nomination and Compensation
Committee |
| 2. Mrs. Sirikate Chirakiti | Director |
| 3. Ms. Sopawadee Lertmanaschai ¹ | Independent Director /
Chairman of Audit Committee |
| 4. Mr. Chaiwat Thongkamkoon ¹ | Independent Director /
Member of Audit Committee /
Member of Nomination and Compensation Committee |

All are duly qualified under the Articles of Association of the Company, the Public Company Limited Act, and requirements of the Office of the Securities and Exchange Commission (SEC) and SET. In addition, since they are variously knowledgeable, experienced in fields relevant to the conduct of business, can devote their time and expertise for maximum benefit of the Company as well as all shareholders and stakeholders, they should be appointed as directors (Details as shown in *Attachment No.3*).

Remark:¹ The Company has defined much stricter qualifications for independent directors than those required by the Securities and Exchange Commission and the Stock Exchange of Thailand as detailed in 2023 Annual Report (56-1 One Report) (Details as shown in *Attachment No.2*)

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

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

Facts and Rationales:

To ensure that the Board receives appropriate and fair remuneration regarding section 90 of Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, the Nomination and Remuneration Committee had proposed to the Board an approach for the determination of directors' remuneration, taking into account their responsibilities, performance relative to the Company's overall operational performance and related factors, inclusive of comparisons to remuneration of other companies within the same or similar industry and business sectors as the Company. 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 for 2024 in amount not exceeding Baht 10 million, maintaining the Directors' fee structure as in 2023.

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 the remuneration for the Board of Directors for 2024, not exceeding the budget of Baht 10 million, maintaining the Directors' fee structure as in 2023 as the following detail:

(1) Monetary Remuneration

• **Quarterly retainer and Meeting attendance fee**

Remuneration	2023	2024 (Propose)	Change
1. Quarterly Remuneration (Baht/Quarter)			
- Chairman	100,000	100,000	0
- Chairman of Audit Committee	70,000	70,000	0
- Director	60,000	60,000	0
2. Meeting allowance for the Board of Director (Baht/Attendance)			
- Chairman	35,000	35,000	0
- Director	30,000	30,000	0
3. Meeting allowance for the Audit Committee (Baht/Attendance)			
- Chairman	40,000	40,000	0
- Director	30,000	30,000	0
4. Meeting allowance for the Nomination & Compensation Committee (Baht/Attendance)			
- Chairman	35,000	35,000	0
- Director	30,000	30,000	0

Remuneration	2023	2024 (Propose)	Change
5. Meeting allowance for the Risk Management & Corporate Governance Committee (Baht/Attendance)			
- Chairman	35,000	35,000	0
- Director	30,000	30,000	0

- **Bonus**

The bonus will be allocated to directors by which the Board of Directors is authorized to determine the conditions, the details, and the rate of bonus payment as appropriate together with consideration of the Company's performance outcomes. In addition, the amount of bonus being allocated to each director is depended on the performance and the participation in the meeting. The Executive Director will not receive any director's bonus, however.

(2) **Other Remunerations**

The Company provides meal allowance at the outlets to Board of Director at the amount 80,000 Baht.

Meal allowance	2023	2024 (Proposed)	Change
Proposal for shareholders' approval (person/per annual)	80,000	80,000	0

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:

According to comply with section 120 of the Public Limited Companies Act B.E. 2535 prescribes that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of auditor of the Company every year. In this regard, the Audit Committee had considered that the auditor and audit fees are

appropriate and recommended the Board of Directors deems it appropriate to propose the Shareholders' Meeting to approve the appointment of the auditor of the Company and its subsidiaries and audit fee of the Company for the year 2024.

Board of Directors' opinion:

The Board of Directors considered and agreed with the proposal made by the Audit Committee and recommended the Shareholders' Meeting proceed as follows:

(1) To consider and appoint EY Office Company Limited., as the auditor of the Company and its subsidiaries for the year 2024, namely:

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|---------------------------------|----------------------|
| 1. Mr. Wichart Lokatekrawee | Certified No 4451 or |
| 2. Miss Kamontip Lertwitworatep | Certified No 4377 or |
| 3. Miss Satida Ratananurak | Certified No 4753 or |
| 4. Miss Siriwan Nitdamrong | Certified No 5906 |

Whereby, all of the abovementioned persons are all fully independent of and have no vested interests whatsoever in the Company and/or its Subsidiaries.

Additionally, EY Office Company Limited., is the authorized auditor of the Company, 40 subsidiary companies and 1 property fund. The current authorized auditor is Mr. Wichart Lokatekrawee (Certified No. 4451) who has been the Company's auditor since 2018 - 2023 (totaling to 6 year).

(2) To approve the audit fees for the year 2024 will be Baht 2,087,000 (two million eighty seven thousand baht only), an increase of 10% from the year 2023 due to the Company received the discount from COVID-19 situation in 2023.

	2023	Propose 2024	Increasing (decreasing)
1. Audit Fee (Baht)	1,890,000	2,087,000	197,000
2. Non-Audit Fee	-	-	-

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

Agenda 8: To consider other business (if any)

In this regard, the Company has fixed the record date on which Shareholders have the right to attend the Annual General Meeting of Shareholders for the year 2024 as of March 14, 2024, and to receive dividend payments as of May 9, 2024.

Therefore, the Company hereby invites all shareholders to attend the 2024 Annual General Meeting of Shareholders on the date and time mentioned which shall be **convened through electronic only**. The registration for e-AGM will be opened in advance via **the DAP e-Shareholder Meeting system from 11 April 2024 at 8.00 a.m.** onwards.

However, it is recommended that the shareholders should study **“the procedures and instructions for attending the e-AGM”** (*Attachment No.5*) and related Articles of Association (*Attachment No.4*). If shareholders have any quires, please submit the question regarding the Meeting agenda in advance via email: centel_companysecretary@chr.co.th or ir@chr.co.th

Yours Faithfully,

-Signed-

(Mr.Suthikiati Chirathivat)

Chairman