

March 26, 2026

- Subject: Invitation to the 2026 Annual General Meeting of Shareholders
- Attention: Shareholders of Central Plaza Hotel Public Company Limited
- Attachment:
1. Minutes of the Annual General Meeting of Shareholders 2025
  2. 2025 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 2026
  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 2026
  7. Proxy Form
  8. IR Plus AGM Manual (for Shareholder)
  9. Privacy Notice

The Board of Directors Meeting of Central Plaza Hotel Public Company Limited (“the Company”) resolved to convene the 2026 Annual General Meeting of Shareholders on **Tuesday, 28 April 2026 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 9, 2025 to February 1, 2026. 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, no agenda was proposed by shareholders.

**Agenda 1:** To ratify minutes of the 2025 Annual General Meeting of Shareholders (AGM)

*Facts and Rationales:*

The 2025 Annual General Meeting of Shareholders was held on April 24, 2025 (Details as shown in *Attachment No.1*).

*Board of Directors' opinion:*

The proposed minutes of the 2025 Annual General Meeting of Shareholders should be ratified and approved.

*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 2025

*Facts and Rationales:*

The Company has summarized the Company's performance in 2025 as provided in the 2025 Annual Report (Form 56-1 One Report) under topic Business and Performance. (Details as shown in *Attachment No.2*).

*Board of Directors' opinion:*

The Board of Directors proposed the Company's performance of 2025 to the Shareholder's Meeting for consideration and acknowledgement.

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

**Agenda 3:** To approve the audited financial statements for the year ended December 31, 2025

*Facts and Rationales:*

The consolidated financial statements for the year ended December 31, 2025, together with the Auditor's report as appeared in 2025 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 and* the Company's website (<https://investor.centarahotelsresorts.com>)).

*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, 2025, 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 payment of dividends for the year 2025 operating 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.

In 2025, the Company reported a net profit of Baht 1,992,901,526 based on the consolidated financial statements and net profit of Baht 1,370,358,215 based on the separate financial statements.

The Board of Directors therefore resolved to propose to the Annual General Meeting of Shareholders the approval of a dividend payment to shareholders holding 1,350 million shares at the rate of Baht 0.67 per share, totaling Baht 904.5 million.

The comparison of the rate of dividend from the result of performance in 2025 with the dividend payout rate in the latest year:

Detail of dividend payment	Year 2024	Year 2025 (Propose)
1. Consolidated Net Profit (THB)	1,752,985,011	1,992,901,526
2. Total shares	1,350,000,000	1,350,000,000
3. Annual dividend (THB/share)	0.59	0.67
4. Total dividend amount (THB)	796,500,000	904,500,000
5. Dividend payout ratio compared with net profit according to the consolidated financial statements	45.4%	45.4%

\*The dividend payout ratio is in line with the company's dividend policy.

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 2025 performance at THB 0.67 per share. The date to record the name of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on 7 May 2026 and the dividend would be paid to shareholders on 21 May 2026. However, the aforesaid right to receive the dividends remains uncertain and subject to the 2026 e-AGM approval.

*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 2026.

*Facts and Rationales:*

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 2026, 4 directors are to be retired by rotation in this meeting as follows:

Name of Director		Position
1	Mr. Norachit Sinhaseni	Chairman of the Board of Directors / Independent Director
2	Mrs. Chintana Boonyarat	Director
3	Mrs. Supatra Chirathivat	Director
4	Mr. Thirayuth Chirathivat	Director / Chief Executive Officer / Member of the Risk Management, Corporate Governance and Sustainability 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 9, 2025, to February 1, 2026. However, none of the shareholders proposed the names of individuals to be elected for directorship to the Company.

The Nomination and Compensation Committee 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 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 reasons, the Board resolved as proposed by the Nomination and Compensation Committee to propose the Shareholders' Meeting in 2026 to approve the re-election of all 4 retiring directors for another term as follows.

Name of Director		Position
1	Mr. Norachit Sinhaseni <sup>1</sup>	Chairman of the Board of Directors / Independent Director
2	Mrs. Chintana Boonyarat	Director
3	Mrs. Supatra Chirathivat	Director
4	Mr. Thirayuth Chirathivat	Director / Chief Executive Officer / Member of the Risk Management, Corporate Governance and Sustainability 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: <sup>1</sup> 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 2025 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 2026**

*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 that the shareholders consider and approve the remuneration for the Board of Directors for 2026 (Monetary Remuneration), at the budget not exceeding Baht 12 million, maintaining the Directors' fee structure as in 2025 and other benefit which is a special allowance for dining expenses at the hotel's restaurants within the Company's group, provided to each director, with a limit of 100,000 Baht (selling price).

*Board of Directors' opinion:*

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend shareholders to approve the remuneration for the Board of Directors for 2026, at the budget not exceeding Baht 12 million, maintaining the Directors' fee structure as in 2025 as the following details:

**(1) Monetary Remuneration**

- Quarterly remuneration and meeting attendance fees

Remuneration	2025	2026 (Propose)	Change
<b>1. Quarterly Remuneration (Baht/Quarter)</b>			
- Chairman	100,000	100,000	0
- Chairman of Audit Committee	70,000	70,000	0
- Director	60,000	60,000	0
<b>2. Meeting allowance for the Board of Director (Baht/Attendance)</b>			
- Chairman	35,000	35,000	0
- Director	30,000	30,000	0

<b>3. Meeting allowance for the Audit Committee (Baht/Attendance)</b>			
- Chairman	40,000	40,000	0
- Director	30,000	30,000	0
<b>4. Meeting allowance for the Nomination &amp; Compensation Committee (Baht/Attendance)</b>			
- Chairman	35,000	35,000	0
- Director	30,000	30,000	0
<b>5. Meeting allowance for the Risk Management &amp; Corporate Governance Committee (Baht/Attendance)</b>			
- 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 depends on the performance and participation in meetings. However, the Executive Director will not receive any director's bonus.

**(2) Other Remunerations**

The Company provides meal allowance at the outlets to Board of Director at the amount 100,000 Baht (selling price)

Meal allowance	2025	2026 (Proposed)	Change
Proposal for shareholders' approval (person/per annual)	100,000	100,000	0

*Vote Required: Not less than two-thirds of the total number of votes of the shareholders attending the meeting and casting their votes.*

**Agenda 7: Approval of the appointment of the External Auditors and determination of the audit fee for the year 2026**

*Facts and Rationales:*

In order 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 2026.

*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 2026, namely:

- |                                    |                      |
|------------------------------------|----------------------|
| 1. Mr. Samran Taengcham            | Certified No 8021 or |
| 2. Miss Siriwan Nitdamrong         | Certified No 5906 or |
| 3. Miss Natteera Pongpinitpinyo    | Certified No 7362 or |
| 4. Mr. Somsak Chiratdhitiamphyvong | Certified No 8874    |

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, 42 subsidiary companies and 1 property fund. The Company's auditor is Mr. Samran Taengcham (Certified No. 8021), who was appointed as the Company's auditor for the first time in 2025.

(2) To consider and approve the audit fee of the Company for the year 2026 in the amount of Baht 2,401,000 (Two Million Four Hundred One Thousand Baht), an increase of Baht 209,000 or 10% from the audit fee in 2025, mainly due to business expansion. The audit fee for 2026 is therefore proposed as follows:

	2025	Propose 2026	Change
1. Audit Fee (Baht)	2,192,000	2,401,000	209,000
2. Non-Audit Fee	-	-	-

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

**Agenda 8: To consider other agenda (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 2026 as of March 12, 2026, and to receive dividend payments as of May 7, 2026.

Therefore, the Company hereby invites all shareholders to attend **the 2026 Annual General Meeting of Shareholders which will be held on Tuesday, 28 April 2026 at 2.30 p.m. via electronic means (e-AGM) only.** The verification of identity for e-AGM will be opened in advance via **the IR Plus AGM system from 7 April 2026 at 8.00 a.m.** onwards. Registration for attendance, voting procedures, and vote counting will be conducted solely through electronic means.

However, it is recommended that the shareholders should study the details of the **“Procedures and Guidelines for attending the e-AGM”** (*Attachment No.5*) and related Articles of Association (*Attachment No.4*).

If shareholders have any queries, please submit the question regarding the Meeting agenda in advance via email: [centel\\_companysecretary@chr.co.th](mailto:centel_companysecretary@chr.co.th) or [ir@chr.co.th](mailto:ir@chr.co.th)

Yours Faithfully,

*-Signed-*

(Mr. Norachit Sinhaseni)  
Chairman of the Board of Directors