



**Invitation to the 2026 Annual General Meeting  
of Shareholders**

**Central Plaza Hotel Public Company Limited**

**on 28 April 2026, at 2.30 p.m.**

**through electronic means (e-AGM)**

**Remarks:**

- 1. For shareholders who wish to attend the e-AGM, please follow the Guidelines for attending the Annual General Meeting of Shareholders through electronic means (e-AGM) (Enclosure 5).**
- 2. The conference system shall be available on 28 April 2026 from 01.00 p.m. onward.**
- 3. The Meeting will only be conducted through electronics means. No physical meeting is provided.**

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 Chiratdhitiampiyong | 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

- Translation -

**Minutes of the Annual General Meeting of Shareholders for the year 2025**  
**of**  
**Central Plaza Hotel Public Company Limited**

**Date, time and place of the meeting**

The meeting was held on Thursday, April 24, 2025 at 2:30 p.m., through electronic means (e-AGM) only. The Company recorded the meeting and provided the electric voting (e-Voting).

Mr. Norachit Sinhaseni, Chairman of the Board of Directors, gave an opening speech to the Meeting and assigned Mrs. Paranee Galviroj, the Company Secretary to introduce the Board of Directors, Executives, the External Auditor, and inspector assigned to witness the vote counting.

**Directors attended at the Meeting Room**

1. Mr. Norachit Sinhaseni  
Chairman of the Board of Directors  
Independent Director
2. Mr. Sudhitham Chirathivat  
Director  
Member of Nomination and Compensation Committee  
Member of Risk Management, Corporate Governance and Sustainability Committee
3. Ms. Sopawadee Lertmanaschai  
Independent Director  
Chairman of Audit Committee  
Member of Nomination and Compensation Committee
4. Mr. Pornchai Chunhachinda  
Independent Director  
Chairman of Risk Management, Corporate Governance and Sustainability Committee  
Member of Audit Committee
5. Mrs. Supatra Chirathivat  
Director
6. Mr. Thirayuth Chirathivat  
Chief Executive Officer  
Director  
Member of Risk Management, Corporate Governance and Sustainability Committee

**Directors attended through electronic means**

- |     |                            |  |
|-----|----------------------------|--|
| 7.  | Mr. Suthikiati Chirathivat | Chairman of the Advisory Board<br>Director   |
| 8.  | Mr. Chaiwat Thongkamkoon   | Independent Director<br>Chairman of Nomination and Compensation Committee<br>Member of Audit Committee   |
| 9.  | Mr. Sudhisak Chirathivat   | Director   |
| 10. | Mr. Prin Chirathivat       | Director<br>Member of Nomination and Compensation Committee<br>Member of Risk Management, Corporate Governance and<br>Sustainability Committee |
| 11. | Mrs. Chintana Boonyarat    | Director   |
| 12. | Mrs. Sirikate Chirakiti    | Director   |

**Directors attending the Meeting :** 12 directors attended the meeting, representing 100%.

**Advisors of the Board and Executives attended at the Meeting Room**

- |    |                       |   |
|----|-----------------------|---|
| 1. | Mr. Dan Chinsupakul   | Advisor to Chairman of the Advisory Board                                   |
| 2. | Mr. Nath Vongphanich  | President, Central Restaurant Group Co., Ltd.                               |
| 3. | Mr. Gun Srisompong    | Chief Financial Officer and Vice President of Finance<br>and Administration |
| 4. | Mrs. Paranee Galviroj | Company Secretary   |

**Auditor attended through electronic means**

- |    |                                |                                |
|----|--------------------------------|--------------------------------|
| 1. | Mr. Wichart Lokatekrawee       | Auditor from EY Office Limited |
| 2. | Ms. Supaporn Siridonthanakasem | Auditor from EY Office Limited |

**Voting Inspector**

- |    |                               |   |
|----|-------------------------------|---|
| 1. | Mr. Khemchat Apichatrojanakul | Photiyainithitham Legal and Accounting Office |
|----|-------------------------------|---|

Mrs. Paranee Galviroj, the Company Secretary, informed that the 2025 Annual General Meeting of Shareholders was conducted through electronic means, with services provided by Online Asset Co., Ltd., using the IR Plus AGM system. The meeting was conducted in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), law, and related regulations concerning electronic meetings. Additionally, the service provider ensured that the meeting was recorded both in audio and visual formats throughout the live broadcast via electronic media.

The Company Secretary informed the Meeting that there were 12 shareholders attending the meeting in person totaling 169,902 shares and 1,129 proxies attending the meeting, representing 1,067,884,794 shares. In total, 1,141 authorized proxies, representing 1,068,054,696 shares or 79.12% of the total shares, exceeding one-third of the total number of shares issued, thus, constituted the required quorum for the Annual General Meeting as per the Company's Articles of Association. However, the Company is still open for shareholders to register and attend the Meeting and cast their votes on agenda items which are not yet voted.

Before considering the various Agenda Items in the Meeting, the Chairman requested Mrs. Paranee Galviroj, the Company Secretary, to explain the voting rights and procedures, criteria of an invalid voting ballot, and procedures for comments and inquiries, then proceeded with the meeting agendas.

### Voting Rights

1. Shareholders have voting rights equal to the number of shares they hold, each 1 share shall represent 1 voting right.
2. Shareholders shall use all their existing voting rights to vote for either "Approve", "Disapprove", or "Abstain" from voting only, except for the shareholders who are foreign investors and appointed a Custodian in Thailand for safekeeping their shares, in which case, they can cast their votes separately, the total number of votes must not exceed the number of available voting rights. Should the Custodian who acts as a proxy did not use all the available voting rights, the unused voting rights shall be deemed abstain vote.

### Voting practices (e-Voting)

1. As this meeting is conducted via electronic media, therefore, the ballots were not printed for the attendees.
2. During the voting period, the Chairman will propose the Shareholders' Meeting to consider and pass a resolution on each agenda item, the IR Plus AGM system will enable the attending shareholders to cast votes for either "Approve", "Disapprove", or "Abstain". Voting must be completed within the specified period. (1 minute)
3. If a meeting participant does not cast their vote within the specified time, it shall be deemed that the participant has approved the proposed resolution as presented to the meeting.  
However, if there is still time left for voting on such an agenda item, the attending shareholder can go back to change votes within the specified period.
4. In the event that the shareholder wishes to change the vote, the Shareholder may change the vote by re-selecting the type of vote again. However, if the agenda has been closed for voting, the Shareholders will not be able vote or change their vote.
5. For Shareholders who appointed a proxy to attend the meeting on their behalf via Proxy Form B, as well as foreign shareholders who appointed a custodian in Thailand to safeguard their shares and appointed a proxy via Proxy Form C, the company shall record their votes in each agenda as they have specified their votes in advance.
6. The system will collect all the votes and counting the votes casted via e-Voting and advance voting via proxies.

### **Instances where a voting slip is considered invalid**

1. Where a voting via proxy appointment form contains more than one type of vote for the same Agenda Item; except those voting ballots are submitted by the appointed local Thai Custodian for overseas Shareholders to safeguard the investments and shareholdings, whereby they can specify different types of votes.
2. Where there are corrections or crossing out of the votes by the Shareholder or Authorized Proxy without an accompanying signature to verify
3. Where a proxy appointment form is damaged to the extent that the vote cannot then be read clearly

### **Process of e-Voting**

1. **Vote selection for each agenda item:** By default, the system will initially register your vote as "Approve" for all agenda items.
2. If the Shareholders / proxy wish to vote "Disapprove" or "Abstain," please click on the selective option for that agenda item.
3. Then, click the "Confirm" button. The system will immediately update the vote accordingly.
4. If the Shareholders / proxy do not wish to change the vote, click "Cancel." The system will retain the previously recorded vote.

### **Process providing Comments / Asking Questions**

During the Meeting the Shareholders or proxies can submit questions in advance by typing questions on each agenda item. The Company will read and answer the questions of each shareholder according to the sequence of agenda items.

1. Click the "Question Mark" icon, which appears in each agenda item.
2. Type your question and click the "Submit Question" button.

In case of shareholders or proxy who wish to ask questions on the Microphone for each agenda, please process as follows:

1. Click the "VDO Conference" icon to request to ask your question via video call.
2. Type your question and click the "Confirm" button.
3. Wait for approval from the meeting facilitator.
4. Once your microphone and camera are activated, please state your full name and indicate whether you are a shareholder or a proxy holder before asking your question.
5. If the shareholder or proxy is unable to speak via microphone, please kindly type your question in the "Submit Question" box instead, so that the meeting facilitator can read the question on your behalf to the meeting.
6. The Company provides an opportunity for participants to submit questions for each agenda item. If no questions are submitted, the Company shall proceed with the meeting. If shareholders have additional questions, they may type their questions in the "Submit Question" box, and the facilitator will read your question later during the meeting.

Before commencing with each agenda item of the meeting, Shareholders are advised that between 1<sup>st</sup> October 2024 and 1<sup>st</sup> February 2025, the Company had opened a website ((<https://investor.centarahotelsresorts.com>)) to allow the shareholders to submit their comments regarding additional agenda item at the meeting as well as nominate any person as a director of the Company according to the criteria of Good Governance on the Shareholder's rights. It appears that, to the date in which the Board of Director had a meeting to specify the date for the 2025 Annual General Meeting of Shareholders , no shareholder had submitted any comment whatsoever, the Board of Director therefore determined the agenda items according to the law and the Company's Article of Association.

**Agenda Item 1. To ratify minute of the 2024 Annual General Meeting of Shareholders (AGM)**

The Chairman proposed that the Meeting consider adopting the Minutes of Meeting of the 2024 Annual General Meeting held on April 29<sup>th</sup>, 2024, the document of which has been delivered to the Shareholders together with the Invitation Letter of this Annual General Meeting.

The Chairman then invited shareholders to raise any questions, share their suggestions.

Mrs. Paranee Galviroj, the Company Secretary, informed the Meeting that there was a shareholder who submitted questions through written communication. The details are as follows:

Mr. Basant Kumar Dugar (Shareholder): expressed the following suggestion:

Proposed the Company to submit the Minutes of Meeting to shareholders within 14 days, along with a link access to the document.

Mrs. Paranee Galviroj (Company Secretary): clarified as follows:

The Company acknowledged the suggestion. For normal practice, the Company discloses the Minutes of the Shareholders' Meeting through the Stock Exchange of Thailand's news system and via the Company's website within 14 days, in accordance with good corporate governance practices. However, the Company will share the access link for the meeting minutes to shareholders.

There were no further questions or suggestions from shareholders, the Chairman requested the meeting to cast their votes for the consideration and adoption of the Minutes of the 2024 Annual General Meeting of Shareholders.

**Resolution:** The Meeting has considered the matter and unanimously resolved to adopt the 2024 Minutes of the Annual General Meeting , held on April 29<sup>th</sup>, 2024, with the following votes:

Approve	1,068,013,704	votes (100%)
Disapprove	-	votes
Abstentions	-	votes
Invalid voting ballots	-	votes

**Agenda Item 2. To acknowledge the Company's performance for the year 2024**

The Chairman invited Mr.Thirayuth Chirathivat, Chief Executive Officer, to present the Company's performance for the year 2024 to the meeting for acknowledgment, as follows:

**Hotel Business**

In the previous year marked a period of recovery for the global tourism industry, following the severe impact of the COVID-19 pandemic. Tourism in Asia rebounded rapidly and in Thailand was supported by government policies aimed at promoting travel, such as visa-free schemes for tourists. These measures played a significant role in stimulating inbound travel to Thailand, resulting in a notable increase in the number of tourists.

In 2024, the total number of international tourist arrivals was 35.5 million, 26% growth YoY. The top three tourist arrivals were from China 19%, Malaysia 14%, and India 6% of total arrivals. This strong recovery had a positive impact on the overall tourism sector, and Centara was benefited from this favorable situation.

In 2024, the Company launched four new hotels, as follows:

1. COSI Vientiane Nam Phu (Opened 25 Mar 2024)
2. Centara Life Lamai Resort Samui (Opened 15 Aug 2024)
3. Varivana Resort Koh Phangan (Opened 16 Sep 2024)
4. Centara Mirage Lagoon Maldives (Opened 13 Nov 2024)

As of December 31, 2024, the Company had hotels under management in a total of 90 hotels (20,014 rooms); with 51 hotels (11,082 rooms) already in operation together with 39 other hotels (8,932 rooms) still under development. For the 51 hotels in operation, 21 hotels (5,711 rooms) are owned and operated by the Company, while the remaining of 30 hotels (5,371 rooms) being operated under the Company's Hotel Management Agreements.

In Q4/2024, two hotels reopened after major renovations at Centara Grand Mirage Beach Resort Pattaya and Centara Karon Resort Phuket.

In 2024, hotel business has a total revenue of Baht 11,162 million, increased by Baht 1,230 million (or 12% YoY). The hotel business had an EBITDA of Baht 3,876 million, growth of 18% YoY and a net profit from operation was Baht 1,080 million, an improvement of 68% YoY, mainly driven by the strong performance of Centara Grand Hotel Osaka's first full year operation, and the consistent outstanding performance of hotels in Thailand.

Overall, the Occupancy Rate (OCC) increased from 71% to 72% while Average Room Rate (ARR) increased by 11% YoY to Baht 5,685, resulted in the Revenue Per Available Room (RevPar) increased by 12% YoY to Baht 4,101.

For hotels in Thailand, the Revenue per Available Room (RevPAR) increased by 11% YoY, reaching Baht 3,277. This improvement was driven by a 12% YoY increase in the Average Room Rate (ARR), while the Occupancy Rate (OCC) remained at 70%

For overseas hotels in the Maldives, the Revenue per Available Room (RevPAR) decreased by 5% YoY to Baht 9,042, due to a 4% declined in the Occupancy Rate (OCC), which was at 68%, while the Average Room Rate (ARR) remained at Baht 13,268.

Meanwhile, Hotel in Dubai continued growth with the Occupancy Rate (OCC) increased from 81% to 85%. The Average Room Rate (ARR) rose by 5% YoY to Baht 6,962, resulted in a Revenue per Available Room (RevPAR) of Baht 5,951, an 11% increase compared to the previous year.

Centara Grand Osaka, which completed its first full year of operation, increased an average Occupancy Rate (OCC) of 78% from 72%. The Average Room Rate (ARR) increased by 10% YoY to Baht 7,326, resulted in a Revenue per Available Room (RevPAR) of Baht 5,742, reflecting a 20% growth compared to the same period last year.

However, the Company cautiously operates the business by adjusting sales and marketing strategies to boost revenue, closely monitoring the performance, controlling costs & expenses, focusing on operating efficiency and financial discipline. The Company is still pursuing an investment expansion plan to foster future growth with efficient capital allocation by acquiring sources of funds with optimal costs such as loans from financial institutions and debenture issuance along with financial market conditions.

In 2025, the Company outlined operational plans to enhance opportunities and strengthen its business potential both domestically and internationally, as follows:

- Full-year operating performance recognition from two newly renovated hotels — Centara Karon Resort Phuket and Centara Grand Mirage Beach Resort Pattaya — which will enhance the Company's capacity to accommodate tourists and increase revenue.
- The opening of two new hotels in the Maldives: Centara Mirage Lagoon Maldives (opened 13 November 2024) and Centara Grand Lagoon Maldives (opened 1 April 2025), which will enhance the Company to expand the customer base in international markets and further strengthen the Centara brand on a global scale.
- Major renovation in 2025 for two hotels in Thailand: Centara Grand Beach Resort & Villas Hua Hin and Centara Grand Beach Resort & Villas Krabi, aimed at elevating service standards and enhancing the overall guest experience.

#### **Rewards and Achievements**

- “Thailand Top CEO of the Year 2024” award in the tourism & hospitality category which was presented by Business+ magazine, a prestigious Thai publication, in collaboration with the Journal of Business Administration Faculty at Bangkok's Thammasat University.
- Thailand's Strongest Brand for 2<sup>nd</sup> Consecutive Year
- Awarded Outstanding CFO and Outstanding Investor Relations at the IAA Awards for Listed Companies 2024, hosted by the Investment Analysts Association.
- 4 hotels awarded Travel + Leisure Luxury Awards Asia Pacific 2024 as follows:
  - Centara Reserve Samui awarded Best “Beach + Island Resorts” category for Thailand
  - Centara Grand Hotel Osaka awarded "Hotel General Managers" category for Japan
  - Machchafushi Island Resort & Spa Maldives, The Centara Collection awarded the best “House Reefs” category for the Maldives
  - Roukh Kiri Khao Yai awarded the top “Upcountry Hotels” category for Thailand

- Triple Win at the TTG Travel Awards 2024 as follows:
  - Centara Hotels & Resorts was honoured as the Best Local Hotel Brand – Thailand.
  - Centara Reserve Samui received the title of Best Lifestyle Hotel – Koh Samui.
  - Centara Grand at CentralWorld was recognised as the Best Meetings & Conventions Hotel – Thailand.
- Hotel & Resort Management of the Year Award from the TDM Travel Trade Excellence Awards 2024.
- Awarded in the ‘Excellence in Workplace Culture’ category at the prestigious HR Excellence Awards Thailand 2024.
- Centara Grand Hotel Osaka was honoured with the Sky Design Award in the Interior Design – Hotel & Resort category.
- Three of its properties have been recognised in the Smart Travel Asia 2024 Best in Travel Poll as follows:
  - Centara Reserve Samui has been named the #1 Luxury Hotel in Asia.
  - Centara Grand Beach Resort & Villas Hua Hin achieved an esteemed third place ranking in the ‘Top 10 Wedding Hotels in Asia’ category.
  - Centara Grand Beach Resort Phuket secured fifth position in Top 10 Family Hotels in Asia.
- 18 awards received from the 2024 Travelers’ Choice Awards, as voted by users on TripAdvisor
- Centara Grand Mirage Beach Resort Pattaya received the 2024 World Luxury Spa Award in two categories: Luxury Beach Resort Spa and Luxury Spa Treatments – Southeast Asia.
- Outstanding Employer Award for the Promotion of Employment of Persons with Disabilities 2024, awarded by the Ministry of Social Development and Human Security, for the ninth consecutive year.
- Sustainability Awards in 2024
  - S&P Global Sustainability Yearbook Member for 2<sup>nd</sup> Consecutive Year
  - Achieved “A” Rating on MSCI ESG Ratings 2024 for 2<sup>nd</sup> Consecutive Year
  - Achieved “AAA” Rating on SET ESG Ratings 2024
  - Central Plaza Hotel Plc (CENTEL) has received the ISO/IEC 27001:2022 certification which was a testament to the commitment in excellence IT Operation & Security management.
  - “Sustainability Disclosure Recognition 2024” award from Thaipat Institute as an organization.
  - 39 Centara Hotels & Resorts certified with GSTC-Recognized status by the Global Sustainable Tourism Council (GSTC)

### **Food Business**

Overall, the food business in 2024 benefited from consumers returning to their normal lifestyles and the recovery of the tourism industry, which helped stimulate overall consumption. As a result, the food business continued to show YoY growth, driven by the recovery of sales across all channels—dine-in, takeaway, and delivery. The key brands that demonstrated strong and consistent performance improvement compared to the previous year would be Mister Donut, Pepper Lunch, Ootoya, and Shinkanzen Sushi.

Moreover, in 2024, the food business expanded by introducing new brands to strengthen its portfolio—an important strategy that contributed to the Company’s success in achieving its goals, under the management of The Food Selection Group Co., Ltd., two new brands were developed and launched which were **NAMA Japanese and Seafood Buffet** offering over 280 popular Japanese dishes, located on the 24th floor of Centara Grand at CentralWorld and **Katsu Midori Sushi** – the No.1 conveyor belt sushi brand from Tokyo, highly popular among tourists and sushi enthusiasts, opened on the 3rd floor of CentralWorld shopping center.

For the 2024 performance, the food business had a total revenue of Baht 13,077 million, an increase of Baht 462 million (or 4% YoY). EBITDA was Baht 2,568 million, an increase of 14% YoY. The food business had a net profit of Baht 656 million, 37% YoY growth. This improvement was partly driven by effective cost management and disciplined investment in branch expansion, with a focus on core brand growth and the development of new business models.

At the end of 2024, the food business operated a total of 1,396 outlets (including joint ventures), a net decrease of 18 outlets compared to the end of 2023. The significant expansion brands included Shinkanzen Sushi (+15), Auntie Anne’s (+12), Ootoya (+7), Salad Factory (+7), and KFC (+5). Meanwhile, the Company closed non-performing outlets and brands to improve overall profitability. This included a net closed in Mister Donut (-27), Aroi Dee (-11), and Brown Café (-9) branches. However, the mentioned practices were in line with the Company’s strategic focus on enhancing profitability.

The Average SSS increased by 1% YoY (2023: 4%) driven by the top 4 brands (KFC, Mister Donut, Auntie Anne’s and Ootoya) and the other brands’ SSS at 1% YoY growth. Average TSS was 4% YoY growth with the top 4 brands’ TSS at 9% and the other brands’ TSS decreased 4%, compared to last year.

However, the food business is highly competitive, with many new entrepreneurs entering the market each year. Therefore, the Company prioritizes brand creation and development to enhance value and provide a superior dining experience for customers. It actively seeks new brands with strong growth potential, continuously explores new sales channels to expand customer access, and emphasizes efficient cost management across various areas. These strategies aim to strengthen competitiveness and drive sustainable growth in both revenue and profits.

#### **Rewards and Achievement (People)**

- **Central Restaurants Group Co., Ltd**
  - President of Central Restaurants Group Co.,Ltd. (CRG), was honored with the prestigious "CEO of the Year in Restaurant Business Innovation" award, recognizing the outstanding leadership, innovation, and excellence in organizational management.
  - Received the “Thailand Best Employer Brand Awards 2024”, presented by the World HRD Congress and CHRO Asia.
  - 3 major awards from the Employee Experience Awards Thailand 2024, organized by Human Resources Online, a leading HR organization in Asia.



- Honored to receive HR Excellence Awards 2024, organized by Human Resources Online, Singapore-based.
- Certified to be “Great place to work” in 2024.
- Awarded the “Organization Supporting Employment of Persons with Disabilities Award 2024” (Excellent level), awarded to both Central Restaurants Group Co., Ltd. and CRG International Food Co., Ltd.

#### **Rewards and Achievement (Brands)**

- **Mister Donut and Auntie Anne’s**
  - Awarded “Top Influential Brands Awards 2024” for the 4<sup>th</sup> consecutive year at the 2024 ASIA CEO Summit & Award Ceremony.
  - Received the “Organization Supporting Employment of Persons with Disabilities Award 2024”, awarded to both Central Restaurants Group Co., Ltd. and CRG International Food Co., Ltd.
- **Mister Donut**
  - Awarded “The No.1 Brand Thailand 2024” for the 8<sup>th</sup> consecutive years in the category of the most popular Donut Shop from Marketeer Magazine.
- **Auntie Anne’s**
  - Awarded the “No.1 Brand Thailand 2024” for the 3<sup>rd</sup> consecutive years in the category of in the Specialty Bakery Shop from Marketeer Magazine.
- **Shinkanzen Sushi**
  - Awarded the “Best Chain Restaurant of the Year” award at the Grab Thumbs Up Awards 2024.
- **Shinkanzen Sushi, Auntie Anne’s, Katsuya, Salad Factory and Somtamnua**
  - Awarded the “Founding Merchant Award” and the “Special Award for Food Merchant” at the Robinhood Awards 2024, a platform celebrating outstanding small entrepreneurs.

The Company has joined Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC) which is an initiative under Thailand’s Institute of Directors (IOD) on 1<sup>st</sup> September 2011 and was evaluated and certified as a member of Thailand’s Private Sector Collective Action Coalition Against Corruption on 22<sup>nd</sup> April, 2016 and has been completed the 2nd renewed on October 5, 2022 and shall renew the membership again after 3 years.

In 2024, the Company was honored with the “CAC Change Agent Award 2024”. This award recognizes the Company as a role model for conducting transparent business throughout the supply chain. The Company has actively urged its partners to participate in the Thai Private Sector Collective Action Against Corruption (CAC) to foster trust and create a foundation for ethical business practices, working towards developing a Sustainable Supply Chain.

The Company has laid out the “Anti-Corruption Policies” as a guideline for all employees of the Company to adhere to in their operation as well as for all relevant stakeholders to acknowledge the Company’s intention and business operation guidelines, the Company also publicizes its Anti-Corruption Policies on the Company’s website

and issued letters for all its trading partners to notify them to keep the business dealings honest and transparent under the measures that have been laid out and invited all trade partners to express their intention to join the Private Sector Collective Action Coalition Against Corruption.

Furthermore, The Company has communicated its No Gift Policy to all employees and informed all stakeholders through the Company's website, so that everyone can strictly adhere to this policy as a standard practice.

The Chairman then invited shareholders to raise any questions, share their suggestions.

Mrs. Paranee Galviroj, the Company Secretary, informed the Meeting that there was a shareholder who submitted questions through written communication. The details are as follows:

Mr. Phurich Lertdumrongsiri (Shareholder): expressed the suggestion and raised the following questions:

1. He expressed appreciation for the management and employees for the satisfactory performance in 2024 and asked whether the company has a policy on organizational management (LEAN) to improve efficiency and reduce costs.

Mr. Thirayuth Chirathivat: clarified as follows:

Regarding the company's Lean policy for this year, we have been implementing clear and continuous measures to improve operational efficiency and manage costs sustainably. There are three key approaches as follows:

- Organizational Restructuring – The company has reviewed overlapping roles and combined responsibilities where feasible into a single position. A training roadmap has also been developed to upskill employees so they can effectively take on broader responsibilities
- Reduction of Permanent Workforce – In certain positions, the company has shifted to an internal insourcing model through a manpower subsidiary. This approach helps ensure quality control and allows for more flexible and cost-effective workforce management that aligns with current business conditions.
- Collaboration with Educational Institutions – This year, the company has signed two additional Memoranda of Understanding (MOUs) with universities to co-develop year-round internship programs. These programs provide students with hands-on experience and help prepare the next generation of talent for the hotel industry.

2. As the economic situation this year is characterized by high exchange rate volatility, does the Company have a strategy to deal with or capitalize on opportunities for enhancing the Company's profit under the mentioned situation? Moreover, does the Company have any additional partnership projects with financial institutions?

Mr. Gun Srisompong: clarified as follows:

The Company manages exchange rate risk by using a "Natural Hedge" approach, where revenues and expenses in foreign currencies are aligned with the same currency to mitigate exchange rate risk and mainly focus on cash flow management. For operations in Thailand, the Company uses rate in Thai Baht, the Maldives uses in USD, and Japan uses in JPY. The Company focuses on generating profits from core businesses (Hotel and Food businesses) rather than relying on profits from currency exchange fluctuations. However, the depreciation of the Thai Baht against the USD has a positive impact on the Company's overall performance. Regarding the investment in Japan, the Company has approximately JPY 4.5 billion in loans, which aligns with cash inflows in the same currency for debt repayment. Nevertheless, fluctuations in the JPY/THB exchange rate could impact profits or losses due to exchange rate volatility.

For financial partnerships, the Company currently has over 10 financial institution partners to diversify risk and ensure access to the best possible financing terms. In addition to relying on loans from financial institutions, the Company also secures funding through the capital market, which helps balance fixed and variable interest rates appropriately. The Company also prioritizes sustainability goals and has secured funding through sustainable loans, which currently account for 29% of total borrowings.

3. What is the occupancy rate for Centara Grand and Centara Reserve Samui (5- 6-star hotels), compared to competitors among the market? Also, does the Company have any plan for new hotel openings this year both domestically and internationally? If so, where?

Mr. Thirayuth Chirathivat: clarified as follows:

The overall average occupancy rate of the Company's hotel portfolio over the past year was approximately 70%. Specifically, the average occupancy rate of Centara Grand hotels was around 75%, while Centara Reserve Samui recorded an average occupancy rate of over 70%. These figures reflect the continued recovery of the tourism sector.

Mr. Phurich Lertdumrongsiri (Shareholder) and Ms. Laksameekanit Sukhawat (Shareholder): raised the following question:

Regarding the recent earthquake, has the Company been impacted or any important information which the management would like to share with the shareholders? Additionally, does the Company have a policy for managing natural disasters and insurance to cover all risks?

Mr. Thirayuth Chirathivat: clarified as follows:

The structure of all hotels in Thailand under the management of the Company has been thoroughly inspected by expert engineers, and official certification documents to confirm that the building structures are strong and safe. Regarding the impact of the recent earthquake, it was found that during the first week, some bookings and activities were canceled, but this had no significant effect on the Company's performance.

Mr. Gun Srisompong: provided more clarification as follows:

The Company has insurance coverage for the above-mentioned situation. The damages incurred were minimal, and all compensation claims have been successfully processed with the insurance company. The impact was primarily due to cancellations or rescheduling of bookings, mostly concentrated in the Bangkok area. However, the performance during the Songkran Festival period April 11-17, 2025, it was found that revenue from 5-star and higher hotels in Thailand continued growth with an increase of approximately 20% YoY. The mainly revenue generated from hotels in popular tourist destinations such as Koh Samui, Phuket, Krabi, as well as the full reopening of Centara Grand Mirage Beach Resort Pattaya.

There were no further questions or suggestions from shareholders, the Chairman requested the meeting to cast their votes to acknowledge the Operating Performance results of the Company for Full Year (FY) 2024.

**Resolution:** The Meeting acknowledged the Operating Performance results of the Company for Full Year (FY) 2024 (no voting required)

**Agenda Item 3. To approve the audited financial statements for the year ended December 31, 2024**

The Chairman has invited Mr. Gun Srisompong, Chief Financial Officer and Vice President of Finance and Administration, to present the details for the consideration of the Shareholders.

Mr. Gun Srisompong reported that the Company's separate financial statement and the consolidated financial statement for the year ended on December 31<sup>st</sup>, 2024, have been audited by the auditor who expressed his unqualified opinion detailed as follows.

In 2024, the Company operated hotels in four key regions: Thailand, the Maldives, Dubai, and Japan. The details of tourism overview in 2024 are as follows:

- **Thailand:** The number of tourists in Thailand reached 35.5 million, increased by 26% YoY, positive impact of the free visa policy.
- **Maldives:** the total arrivals were 2 million, an increase of 9% YoY. A significant increase in Chinese tourists was a key driver,
- **Dubai:** the total arrivals were 18.7 million, an increase of 9% YoY.
- **Japan:** the total arrivals were 36.9 million, an increase of 47% YoY.

The significant business situation of the Company had occurred in 2024, the major renovation of Centara Karon Phuket and Centara Grand Mirage Beach Resort Pattaya which have resumed full operations in November and December, respectively. For international operations, the Company opened two new hotels in the Maldives - Centara Mirage Lagoon Maldives (4-star hotel with 145 rooms), which officially opened on 13 November 2024 and Centara Grand Lagoon Maldives (5-star hotel with 142 rooms), which opened on 1 April 2024. This hotel features a water park and a lazy river and conveniently accessible by speedboat from the airport.

For food business, the Company expanded with two new restaurant brands under joint ventures – NAMA Japanese & Seafood Buffet restaurant, and Katsu Midori Sushi, a Japanese restaurant offering conveyor belt sushi service.

Regarding the consolidated financial statements of the Company and its subsidiaries as of December 31, 2024 the Company had Total Assets of Baht 60,761 million, an increase of Baht 6,557 million or 12%, compared to the end of 2023, mainly due to a rise in Property, Plant, and Equipment of Baht 6,023 million primarily from the construction of two new resorts in Maldives, room renovations at Centara Grand Mirage Beach Resort Pattaya and Centara Karon Resort Phuket. Moreover, total Liabilities were Baht 39,811 million, an increase of Baht 5,625 million or 16% compared to the end of 2023, mainly from a net increase in Long-term loans from financial institutions, Bank overdrafts and short-term loans from financial institutions and Trade and other payables.

As of December 31, 2024, the Company had Total Shareholders' Equity of Baht 20,950 million, an increase of Baht 932 million compared to the end of 2023. This was driven by Net Profit for 2024 of Baht 1,753 million, netting off dividend payment.

In addition, Mr. Gun Srisompong reported on the Company's liquidity as of 31 December 2024. The Company had cash and cash equivalents of approximately Baht 2,658 million, which currently remains approximately Baht 2 billion. The Company still has approximately Baht 4 billion in available loan credit to support investment activities for coming new projects. At present, the Company is also in the process of securing additional loan facilities to fund the renovation and rebranding of Centara Grand Beach Resort & Villas Krabi to be Centara Reserve Krabi.

At the end of 31 December 2024, the Company achieved Total Revenues of Baht 24,239 million (2023: Baht 22,547 million), an increase of Baht 1,692 million (or 8% YoY), with the proportion of total revenues between the Hotel Business and the Food Business of 46%: 54% respectively. For 2024, the hotel business achieved Total Revenues of Baht 11,162 million, an increase of Baht 1,230 million (or 12% YoY). For the food business had a total revenue of Baht 13,077 million, an increase of Baht 462 million (or 4% YoY).

In 2024, the hotel business recorded an average occupancy rate of 72% and an average daily room rate of Baht 5,685, an increase of 11% YoY. Revenue contribution (excluding joint venture: Dubai) was 73% from hotels in Thailand and 27% from overseas properties (14% from Japan and 13% from the Maldives).

For the food business reported a 1% growth in same-store sales (SSS), approximately 85% of total revenue came from four core brands: KFC, Mister Donut, Auntie Anne's, and Ootoya. KFC contributed the highest share at 57% of total food business revenue.

In 2024, The Company achieved an EBITDA of Baht 6,444 million (2023: Baht 5,535 million), an increase of Baht 909 million (or 16% YoY). The Company had Net Cash from Operating activities totaling Baht 6,622 million and a Net profit of Baht 1,753 million, together with Net Cash used in Investing activities of Baht 7,306 million which mainly consisted of payments to purchase property, plant, and equipment totaling of Baht 7,093 million

As of the end of 2024, the Company's interest-bearing debt (excluding lease liabilities) approximately Baht 17,500 million, an increase of 28% compared to the end of 2023. The interest-bearing debt to equity ratio (excluding lease liabilities) at 0.8 times, with an average cost approximately 3.2%. Key details of the interest-bearing debt structure are as follows: 79% has a maturity of more than one year, 44% has a fixed interest rate and 84% of the interest-bearing debt has denominated in Thai Baht.

Mr. Gun Srisompong provided additional information regarding the Company's investment plan for 2025, stating that the Company has an investment budget of approximately Baht 8,000 million, around Baht 1,200 million is allocated to the food business and approximately Baht 6,800 million to the hotel business. The key hotel investment projects are as follows:

- 1) Major renovation of two existing hotels with a combined investment budget of approximately Baht 1,700 million which are Centara Grand Beach Resort & Villas Hua Hin (partially close for renovations starting in April 2025) and Centara Grand Beach Resort and Villas Krabi which shall be rebranded to Centara Reserve Krabi (fully close for renovation from May 2025 onward).

- 2) Ongoing construction payments carried over from 2024 for two new hotels in the Maldives, approximately Baht 1,200 million and the renovations payment for Centara Grand Mirage Beach Resort Pattaya and Centara Karon Phuket approximately Baht 700 million.
- 3) Normal capital expenditures (CAPEX) of approximately Baht 600 million.
- 4) Expansion project of Centara Reserve Samui with an estimated investment of Baht 200 million.
- 5) To support new investment opportunities, both domestic and international.

The hotel Business Outlook for 2025, the Company expects 23% increase in hotel revenue (including joint ventures) compared to 2024. The average occupancy rate (OCC) would be in the range of 74% to 77%, with an average revenue per available room (RevPAR) between Baht 4,500 - 4,800. Key drivers in 2025 include: full-year operating performance for the first time after major renovations (Centara Karon Phuket and Centara Grand Mirage Beach Resort Pattaya), the opening of two new hotels in the Maldives, continued strong performance of Centara Grand Osaka with supported by the World Expo 2025, to be held in Osaka from April to October 2025 and ongoing growth of domestic hotels, particularly those located in provincial areas of Thailand.

For the food business trends in 2025, The Company expects total system sales growth (%TSS) in the range of 6% to 8% (excluding joint ventures). The new net store openings are projected by 4% to 5% growth during the year.

However, The Board of Directors has considered and approved the consolidated financial statements of the Company and its subsidiaries as of 31 December 2024, as presented in the 2024 Annual Report on pages 353 to 471. The financial statements have been audited by certified auditors from EY Office Limited and have been prepared in accordance with financial reporting standards. The financial statements present correct and accurate data and have been reviewed by the Audit Committee.

The Chairman then invited shareholders to raise any questions, share their suggestions.

Mrs. Paranee Galviroj, the Company Secretary, informed the Meeting that there was a shareholder who submitted questions through written communication. The details are as follows:

Mr. Basant Kumar Dugar (Shareholder): expressed the opinions and raised the following questions:

1. Is it possible if the Company to be upgraded from the SET100 to the SET50 index in the near future?
2. Recommended the Company to disclose the financial statements earlier.
3. Hotel management businesses have the advantage of generating strong returns on assets (ROA) and equity (ROE) without requiring high capital investment.
4. Recommended the Company consider minimizing its financial costs as much as possible.
5. Has the Company conducted any asset revaluation (Revaluation Gain)? Due to the Company has been doing excellent maintenance of fixed assets?
6. Can the Company expand to new markets within the top 25 global financial centers, those with high GDP per capita or countries categorized as Most-Favored Nations (MFN) under the World Trade Organization (WTO)?

Mr. Gun Srisompong: clarified as follows:

1. The Company's potential to move upward into the SET50 index, contingent on our market capitalization. The Company acknowledged this recommendation and will continue striving towards that goal.
2. The Company sincerely appreciates this valuable suggestion and will seriously consider the disclosure timeline as much as possible in the future.
3. The Company agreed that the hotel management model could generate strong returns and provide commitment to maintaining the strength and consistency of its brand and service standards.
4. The Company's finance and management teams are actively working to minimize financial costs, as well as focused on optimizing the capital structure, securing funding that aligns with the timing and currency of expenditures, diversifying funding sources and instruments, and managing liquidity prudently. These actions support both current operations and future investments under a disciplined financial management approach.
5. Regarding asset revaluation, the Company has previously revalued key land assets and plans to carry out a new valuation of the land within this year.
6. The Company welcomes expansion opportunities in the world's top 25 financial hubs or countries granted Most-Favored Nation (MFN) status under WTO frameworks and shall focus on key tourist destinations both new and existing based on the potential of the Company's brand in each region, investment returns, and related fees.

There were no further questions or suggestions from shareholders, the Chairman requested the meeting to cast their votes to approve the Financial Statements for the year ended December 31, 2024

**Resolution:** The Meeting has considered and unanimously approved the Financial Statements for the year ended December 31, 2024, which have been audited by EY Office Company Limited, with the following votes.

Approve	1,068,054,706	votes (100%)
Disapprove	-	votes
Abstentions	-	votes
Invalid voting ballots	-	votes

**Agenda Item 4. To consider and approve the allocation of profit for the statutory reserve and dividend payment for the 2024 performance.**

The Chairman has invited Mr. Gun Srisompong, Chief Financial Officer and Vice President of Finance and Administration, to present the details to the Shareholders for consideration.

Mr. Gun Srisompong informed that the Company's dividend payment policy stipulated dividend payment shall be no less than 60 percent of the net profit after income tax, unless in the event of business expansion, in which case, it may consider refraining from paying dividends or pay dividends at less than 60 percent of its net profit.

In 2024, the overall business outlook improved, driven by continued private consumption growth, increased in tourist arrivals, and government economic stimulus policies. Additionally, the Company benefited from higher



purchasing power and a stronger tourism sector. The food business also improved the consumer demand trends by expanding both online and offline sales channels, contributing to the overall business growth. As a result, for the fiscal year 2024, the Company reported the consolidated financial statements of Baht 1,753 million, while the separate financial statements showed a net profit of Baht 1,038 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 0.59 baht per share, totaling Baht 796.5 million.

The comparison of the rate of dividend from the result of performance in 2024 with the dividend payout rate in the latest year:

Detail of dividend payment	Year 2023	Year 2024
1. Consolidated Net Profit (THB)	1,248,095,936	1,752,985,011
2. Total shares	1,350,000,000	1,350,000,000
3. Annual dividend (THB/share)	0.42	0.59
4. Total dividend amount (THB)	567,000,000	796,500,000
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.

The Board of Directors deemed it appropriate to propose to the Shareholder's Meeting to consider and approve the dividend payment for 2024 performance at THB 0.59 per share. The date to record the name of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on 6 May 2025 and the dividend would be paid to shareholders on 20 May 2025.

The Chairman then welcomed shareholders' queries for more details and other views. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

**Resolution:** The Meeting approved the allocation of profit for the statutory reserve and the dividend payment for 2024 performance at THB 0.59 per share. The date to record the name of shareholders who are entitled to receive the dividend payment (Record Date) will be fixed on 6 May 2025 and the dividend would be paid to shareholders on 20 May 2025, with the following votes:

Approve	1,054,263,874	votes (98.71%)
Disapprove	13,790,822	votes (1.29%)
Abstentions	-	votes
Invalid voting ballots	-	votes



**Agenda Item 5. To approve the appointment of directors to replace those who are due to retire by rotation in 2025.**

The Chairman invited Mrs. Paranee Galviroj, the Company Secretary, to propose to the Meeting to consider appointing Directors to replace those retiring by rotation for the year 2025.

Mrs. Paranee Galviroj declared that, 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 2025, there are 4 directors to be retired by rotation in this meeting as follows:

	<b>Name of Director</b>	<b>Position</b>
1	Mr. Suthikiati Chirathivat	Chairman of the Advisory Board / Director
2	Mr. Sudhisak Chirathivat	Director
3	Mr. Sudhitham Chirathivat	Director / Member of Nomination and Compensation Committee / Member of Risk Management, Corporate Governance and Sustainability Committee
4	Mr. Pornchai Chunchachinda	Independent Director / Member of Audit Committee / Chairman of Risk Management, Corporate Governance and Sustainability Committee

The Company had allowed the Shareholders to nominate an individual to be considered as the Director of the Company in advance between 1<sup>st</sup> October 2024 – 1<sup>st</sup> February 2025 by publicizing via the Stock Exchange of Thailand news system as well as the Company's Website (<https://investor.centarahotelsresorts.com>). However, no shareholder made any nomination for an individual to be considered as the Director of the Company.

The Board of Directors, 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.

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 to the maximum benefit of the Company as well as all shareholders and stakeholders, they should be appointed as directors.

Therefore, the Board of Directors has resolved to approve the proposal of the Nomination and Compensation Committee to propose the Shareholders' Meeting in 2025 to approve the reappointment of the 4 directors who are retiring by rotation for another term as directors of the Company, as follows:

	Name of Director	Position
1	Mr. Suthikiati Chirathivat	Chairman of the Advisory Board / Director
2	Mr. Sudhisak Chirathivat	Director
3	Mr. Sudhitham Chirathivat	Director / Member of Nomination and Compensation Committee / Member of Risk Management, Corporate Governance and Sustainability Committee
4	Mr. Pornchai Chunchachinda	Independent Director / Member of Audit Committee / Chairman of Risk Management, Corporate Governance and Sustainability Committee

The profiles of each nominated director are provided in Attachment No. 3 of the Invitation to the 2025 Annual General Meeting of Shareholders.

**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 2024 Annual Report (56-1 One Report) page 518-519 (Details as shown in *Attachment No.2*, regarding the document of Invitation to the 2024 Annual General Meeting of Shareholders.)

The Chairman then invited shareholders to raise any questions, share their suggestions. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes by individually.

**Resolution** The Meeting approved the re-election of all 4 retiring directors in 2025 to be the Company's Director for another term as proposed above, by a majority of vote of the shareholders attending the Meeting and vote with individual resolutions as follows:

1. Mr. Suthikiati Chirathivat

Approve:	1,061,670,006	Votes (99.40%)
Disapprove:	6,384,690	Votes (0.60%)
Abstain:	-	Votes
Voided Ballot:	-	Votes

2. Mr. Sudhisak Chirathivat

Approve:	1,062,050,206	Votes (99.44%)
Disapprove:	6,004,490	Votes (0.56%)
Abstain:	-	Votes
Voided Ballot:	-	Votes

3. Mr. Sudhitham Chirathivat

Approve:	1,060,627,335	Votes (99.30%)
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Disapprove:	7,427,361	Votes (0.70%)
Abstain:	-	Votes
Voided Ballot:	-	Votes

4. Mr. Pornchai Chunhachinda

Approve:	1,068,035,596	Votes (99.99%)
Disapprove:	19,100	Votes (0.01%)
Abstain:	-	Votes
Voided Ballot:	-	Votes

**Agenda Item 6. Approval of the remuneration for the Board of Directors for the year 2025**

The Chairman invited Mrs. Paranee Galviroj, the Company Secretary to propose to the Meeting to consider and approve the Directors' compensation for the year 2025.

Mrs. Paranee Galviroj, stated that 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 2025 (Monetary Remuneration), at the budget not exceeding Baht 12 million (increase of Baht 2,000,000 or 20% compared to 2024), maintaining the Directors' fee structure as in 2024 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 Baht 100,000 (selling price). The details of the compensation are as follows.

**1. Monetary Remuneration**

**- Quarterly Compensation and Meeting Allowance**

Type of Compensation	Compensation (Baht)		
	2024	2025	Change
1. Quarterly Compensation (Baht/Quarter)			
- Chairman of the Board of Director	100,000	100,000	-
- Chairman of the Audit Committee	70,000	70,000	-
- Director	60,000	60,000	-
2. Meeting Allowance for Directors Meetings (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-

3. Meeting Allowance for Audit Committee Meetings (Baht/Time)			
- Chairman	40,000	40,000	-
- Director	30,000	30,000	-
4. Meeting Allowance for Nomination and Compensation Committee Meetings (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
5. Meeting Allowance for Risk Management and Corporate Governance Committee Meeting (Baht/Time)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-

**- Bonus**

The Company shall pay bonuses to the Directors upon conditions, details, forms and appropriate bonus payout rates as determined by the Board of Directors. The bonus shall be paid to Directors based on their performance and participation in the Meetings. The Company shall allocate the bonus from the remaining budget at the end of the year to each Director based on the Company's performance, operating performance and participation during Meetings. Executive Directors of the Company shall not receive Director's bonuses.

It shall be noted that in 2024, the actual compensation paid to the Company's Directors was Baht 9,969,667, which was in accordance with the payment structure approved by the Shareholders, details are shown in the 2024 Annual Report, page 345, under topic "Directors' Compensation 2024"

**2. Other Compensations**

The Company provides meal allowance at the outlets to Board of Director at the amount Baht 100,000 (increase of Baht 20,000 or 25% compared to 2024)

Restaurant Service Cost	2024	2025	Increase
The Amount limit pending Shareholders' Approval (per person/per year)	80,000	100,000	20,000

The Chairman then invited shareholders to raise any questions, share their suggestions. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

**Resolution:** The Meeting has considered and resolved to approve the remuneration for the Board of Directors for 2025, at the budget not exceeding Baht 12 million with the same Directors' fee structure as in 2024 and other benefits which is 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) by votes of not less than two-thirds of the shareholders who attend the Meeting and vote.

Approve:	1,068,023,996	Votes (99.99%)
Disapprove:	30,700	Votes (0.01%)
Abstentions	-	votes
Invalid voting ballots:	-	Votes

**Agenda Item 7. Approval of the appointment of the External Auditors and determination of the audit fee for the year 2025**

The Chairman invited Ms. Sopawadee Lertmanaschai, Chairwoman of Audit Committee, to present a report on the appointment of auditors and determination of the audit fees for the year 2025 for the Meeting to consider and approve.

Ms. Sopawadee Lertmanaschai, Chairwoman of Audit Committee had presented the report to the Meeting, which can be summarized as follows.

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 2025.

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 2025, 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 Chiratdhitiampiyong 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, 40 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 approve the Company's audit fees of Baht 2,192,000 (two million eight and one hundred ninety-two thousand baht only) for the year 2025, an increase of Baht 105,000 or 5% from the year 2024 which aligns

with the agreed amount from the 2024-2026 auditor selection process and regards to the business expansion.

	2024	2025	Increase
1. Audit Fee (Baht)	2,087,000	2,192,000	105,000
2. Non-Audit Fee	-	-	-

The Chairman then invited shareholders to raise any questions, share their suggestions. There were no queries or recommendations, the Meeting therefore proceeded to cast the votes.

**Resolution:** The Meeting has considered and unanimously resolved to appoint EY Office Co., Ltd. to be the auditor of the Company and its subsidiaries for the year 2025 and approved the audit fees of the Company for the year 2025 which will be Baht 2,192,000 as proposed above, with the following votes.

Approve:	1,068,054,696	Votes (100%)
Disapprove:	-	Votes
Abstain:	-	Votes
Voided Ballot:	-	Votes

**Agenda Item 8. To consider other matters (if any)**

The Chairman then invited shareholders to raise any questions, share their suggestions.

Mrs. Paranee Galviroj, the Company Secretary, informed the Meeting that there was a shareholder who submitted questions through written communication. The details are as follows:

Mr. Noppadon Sombatjiraporn (Shareholder): raised the following questions

Regarding the significant increase of international tourists in Japan, does the Company have plans to invest in new hotels in Japan, particularly in Tokyo, or in other countries with high tourist arrivals such as Taiwan or China?

Mr. Thirayuth Chirathivat: clarified as follows:

The Company have planned to expand its operations in Japan and currently conducting feasibility studies in various cities. For China and Taiwan, the Company is also seriously studying those markets. The expansion model may vary by country. For example, in China and Taiwan, the Company may focus primarily on hotel management agreements. However, the Company is always open to considering any opportunities projects with strong potential both direct investments and joint ventures.

As no further inquiry or proposal for consideration is made in the Meeting, the Chairman of the Meeting therefore thanked all shareholders for taking their time to attend the Meeting and declared the Meeting closed at 4:20 p.m.

Chairman of the Board

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(Mr. Norachit Sinhaseni)

Minute-Taker



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(Ms. Piyawan Navarat)

Company Secretary



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(Mrs. Paranee Galviroj)

## **QR Code Downloading Procedures for the Annual Report 2025 (56-1 One Report)**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 56-1 One Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code by following the steps below.

### **For iOS System (iOS 11 and above)**

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

### **For Android System**

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.



**Annual Report 2025 (56-1 One Report)**

## **Profiles of Directors Nominated for Election at the 2026 Annual General**

### 1. Mr. Norachit Sinhaseni

Position Chairman of the Board of Directors

Independent Director

Date of being a director of the company 8 November 2019

Date of Birth 7 November 1954

Age 71 ปี



#### Term of service

- 1<sup>st</sup> Term: 08 November 2019 – 29 June 2020
- 2<sup>nd</sup> Term: 29 June 2020 – 25 April 2023
- 3<sup>rd</sup> Term: 25 April 2023 – AGM 2026 (28 April 2026)

#### % Shareholding in the Company(as of 31 December 2025)

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

#### Family Relationship among Directors and Executives

- None

#### Education

- Honorary Doctorate Degree in International Relations, Kasem Bundit University
- Master of Arts, The Fletcher School of Law and Diplomacy, United States of America by P. Rew Floyd Scholarship
- Bachelor of Law (Honours) Chulalongkorn University
- “Leaders in Development” course, Executive Program, The John F Kennedy School of Government, Harvard University
- Capital Market Leader Program, Capital Market Academy (CMA 20)
- National Defence College, Class of 4313

### **Completed Program from Thai Institute of Directors (IOD)**

- Role of the Chairman Program (RCP) Class 46/2020
- Advanced Audit Committee Program (AACP) Class 37/2020
- Board Nomination and Compensation Program (BNCP) Class 10/2020
- Director Certification Program (DCP) Class 113/2009

### **Past Experiences and/or Remarkable positions**

- Member and spokesperson of the Constitution Drafting Commission (CDC)
- Permanent Secretary, Ministry of Foreign Affairs
- Ambassador, Permanent Representative to the United Nations in New York
- Deputy Permanent Secretary (Multilateral Affairs)
- Deputy Permanent Secretary (Bilateral Affairs)
- Ambassador to Wellington
- Director-General, Department of East Asian Affairs
- Director-General, Department of Information and Foreign Ministry Spokesman
- Chief of Staff to Foreign Minister Surin Pitsuwan
- Deputy Director-General, Department of International Organizations
- Deputy Director-General, Department of East Asian Affairs
- Minister Counsellor, Permanent Mission to the United Nations in New York
- Chief of the Foreign Minister's Office (Air Chief Marshal Siddhi Savetsila)
- Third Secretary, Second Secretary and First Secretary, Royal Thai Embassy, Manila
- Chairman, Thailand Foundation
- Member of the Board of Trustees, Prince Mahidol Award Foundation
- Member of the Executive Committee, King Prajadhipok's Institute
- Member of the Board, Tourism Authority of Thailand

### **Directorship in Other Listed Company**

- Independent Director / Vice Chairman of the Board of Directors / Chairman of the Nomination Remuneration and Corporate Governance Committee of QTC Energy PCL.

### Directorship in Other Non-Listed Company

- Chairman of the Expert Advisory Committee, Providing advice and recommendations to the Deputy Prime Minister, Mr. Borwornsak Uwanno
- Law Councillor, Council of State
- Member of the Thai National Group, Permanent Court of Arbitration (PCA) based in The Hague, Netherlands

**Other companies which materially compete directly or have related business with the Company (possible conflict of interest):** None

### Meeting Attendance in 2025

- |   |     |
|---|-----|
| • The 2025 Annual General Meeting of Shareholders (AGM) | 1/1 |
| • The Board of Director's meetings                      | 7/7 |

### Information regarding to appointed Independent Director:

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- Not being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary
- Not being a professional service provider (i.e. auditor or legal advisory)
- Not having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

### Charter of the Board of Director regarding Term of Office:

An Independent Director can be appointed for not more than 2 consecutive terms of office and can be re-elected for additional terms. The total of each term should not exceed 9 years, in order to maintain a 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.

## 2. Mrs. Chintana Boonyarat

Position	Director
Date of being a director of the company	29 June 2020
Date of Birth	2 May 1952
Age	73 years



### Term of service

- 1<sup>st</sup> Term: 29 June 2020 – 25 April 2023
- 2<sup>nd</sup> Term: 25 April 2023 – AGM 2026 (28 April 2026)

### % Shareholding in the Company (as of 31 December 2025)

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

### Family Relationship among Directors and Executives

- Niece of Mr. Suthichai Chirathivat, Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat and Mr. Sudhitham Chirathivat and Mrs. Supatra Chirathivat
- Cousin of Mr. Prin Chirathivat, Mrs. Sirikate Chirakiti, Mr. Thirayuth Chirathivat and Mr. Thirakiati Chirathivat

### Education

- Bachelor of Business Administration Menlo School of Business Administration, USA

### Completed Program from Thai Institute of Directors (IOD)

- Directors Certification of Program (DCP) 5/2000
- Role Of Chairman Program (RCP) 15/2011
- Top Executive Program in Commerce and Trade (TEPCot3), The University of the Thai Chamber of Commerce

### Past Experiences and/or Remarkable positions

- 2018 – Present: Chairman of the Board of Directors, Malee Group Public Company Limited

- 2018 – Present: Chairman of the Board of Directors, Abico Holdings Public Company Limited
- 2013 – Present: Director, Central Group of Companies Co., Ltd.
- 1999 – 2018: Director, Malee Group Public Company Limited
- 2008 – 2018: Member of the Executive Committee, Malee Group Public Company Limited

#### **Directorship in Other Listed Company**

- Chairman of the Board of Directors Malee Group Plc.

#### **Directorship in Other Non-Listed Company**

- Chairman of the Board of Directors, Abico Holdings Public Company Limited
- Director, Central Garment Factory Co., Ltd.
- Director, Central Trading Co., Ltd.
- Director, Central Marketing Group Co., Ltd.
- Director, Matter D Co., Ltd.
- Director of Centrac Sakol., Ltd.

**Other companies which materially compete directly or have related business with the Company (possible conflict of interest):** None

#### **Meeting Attendance in 2025**

- |   |     |
|---|-----|
| • The 2025 Annual General Meeting of Shareholders (AGM) | 1/1 |
| • The Board of Director's meetings                      | 6/7 |

### 3. Mrs. Supatra Chirathivat

Position	Director
Date of being a director of the company	13 May 2022
Date of Birth	22 February 1957
Age	69 years



#### Term of service

- 1<sup>st</sup> Term: 13 May 2022 – 25 April 2023
- 2<sup>nd</sup> Term: 25 April 2023 – AGM 2026 (28 April 2026)

#### % Shareholding in the Company (as of 31 December 2025)

- Held personally: 2,436,376 shares (or 0.18% of paid up shares)
- Held by spouse or minor children: None

#### Family relationship between board members and executives

- Younger sister of Mr. Suthichai Chirathivat, Mr. Suthikiati Chirathivat, Mr. Sudhisak Chirathivat and Mr. Sudhitham Chirathivat
- Aunt of Mr. Prin Chirathivat, Mrs. Chintana Boonyarat, Mrs. Sirikate Chirakiti, Mr. Thirayuth, Chirathivat and Mr. Thirakiati Chirathivat

#### Education

- MBA, University of New Haven, USA
- Bachelor of Political Science Chulalongkorn University, Bangkok
- Honorary Doctorate of Arts Degree Sripatum University
- Honorary Doctorate of Arts Degree. Siam University
- Certificate, Hotel Management Course, Cornell University, USA
- CMA Refresher Course: Challenge and Opportunity amidst The New World Order
- CMA Refresher Course: Capital Market Journey in the Era of Global Economic Transformation
- Human Rights Executive Program, batch 1
- Aesthetics Top Executive Program in Aesthetics and Art : ATA 2

#### Completed Program from Thai Institute of Directors (IOD)

- 2009: Directors Certification of Program (DCP)

### **Past Experiences and/or Remarkable positions**

- 2009 – 2024: Senior Executive Vice President - Corporate Affairs & Social Responsibilities, Centara Hotels & Resorts
- 2004 – 2009: Senior Vice President - Business Development Centara Hotels & Resorts
- 1997 – 2004: Director and Executive Vice President - Business Development Hotels & Resorts, Central Group
- 1993 – 1997: Marketing Director Hotels & Resorts, Central Group

### **Directorship in Other Listed Company**

- Director and Member of Risk Management Committee, COL Public Company Limited

### **Directorship in Other Non-Listed Company**

- 2013 – Present: Deputy Managing Director – Office of Corporate Affairs & Social Responsibilities, Central Group Co. Ltd.
- Director of subsidiaries (7 companies), Centara Hotels & Resorts
- Secretary to the Board of Directors, Central Group Company Limited
- Senior Executive Vice President - Corporate Policy Office and Image, Central Group Co., Ltd
- Director, Central People Development Center Company Limited
- Director, Cenergy Innovation Company Limited
- Director, Office Supply Club Co., Ltd.
- Director, Office Club (Thai) Company Limited
- Director, B2S Company Limited

**Other companies which materially compete directly or have related business with the Company (possible conflict of interest):** None

### **Meeting Attendance in 2025**

- |   |     |
|---|-----|
| • The 2025 Annual General Meeting of Shareholders (AGM) | 1/1 |
| • The Board of Director's meetings                      | 7/7 |

## 4. Mr. Thirayuth Chirathivat

**Position** Director  
 Chief Executive Officer  
 Member of the Risk Management, Corporate Governance  
 and Sustainability Committee

**Date of being a director of the company** 2 April 2012

**Date of Birth** 14 August 1965

**Age** 60 years

### Term of service

- 1<sup>st</sup> Term: 02 April 2012 – 24 April 2014
- 2<sup>nd</sup> Term: 24 April 2014 – 28 April 2017
- 3<sup>rd</sup> Term: 28 April 2017 – 29 June 2020
- 4<sup>th</sup> Term: 29 June 2020 – 25 April 2023
- 5<sup>th</sup> Term: 25 April 2023 – AGM 2026 (28 April 2026)

### % Shareholding in the Company (as of 31 December 2025)

- Held personally: 16,725,000 shares (or 1.02 % of paid up shares)
- Held by spouse or minor children: None

### Family Relationship among Directors and Executives

- Son of Mr. Suthikiati Chirathivat
- Nephew of Mr. Suthichai Chirathivat, Mr. Sudhisak Chirathivat, Mr. Sudhitham Chirathivat and Mrs. Supatra Chirathivat
- Elder brother of Mr. Thirakiati Chirathivat
- Cousin of Mr. Prin Chirathivat, Mrs. Chintana Boonyarat and Mrs. Sirikate Chirakiti

### Education

- 1988 – 1989: Master's degree of Food, Hotel and Tourism Management, Rochester Institute of Technology, Rochester, USA
- 1983 – 1987: Bachelor's degree in Political Science, Chulalongkorn University



- 2016: National Defense College, The Joint State - Private Sectors Course (Class 58)
- 2011: The Program of Senior Executive on Justice Administration (Class 15)
- 2008: TLCA Executive Development Program (Class 1)
- 2003: Program for Management Development, Executive Education Harvard Business School
- 1997: Finance for Management, Chulalongkorn University
- 1996: Mini MBA Program, Chulalongkorn University
- 1993: Psychology Institute, National Defense College

#### **Completed Program from Thai Institute of Directors (IOD)**

- 2002: Directors Certification of Program (DCP) 20/2002

#### **Past Experiences and/or Remarkable positions**

- 2012 – Present: 1999 – 2001, Central Plaza Hotel Plc.
- 2004 - 2012 Senior Vice President - Project Management, Central Plaza Hotel Plc.
- 2001 - 2004 Vice President - Project Management, Central Plaza Hotel Plc.
- 1999 - 2001 Director of Project Management and Procurement, Central Plaza Hotel Plc.
- 1991 – 1999: Promotion & New project Manager, Central Plaza Hotel Plc
- 1990 – 1991: Food and Beverage Coordinator, Centara Hotels & Resorts
- 1989 – 1990: Assistant Manager, Marriott Hotel & Resort, Park Ridge, NJ, USA

#### **Directorship in Other Listed Company**

- 2023 – Present: Director, Central Pattana Plc.

#### **Directorship in Other Non-Listed Company**

- Director of Subsidiary Companies, Centara Hotels & Resorts (43 companies)

**Other companies which materially compete directly or have related business with the Company (possible conflict of interest):** None

#### **Meeting Attendance in 2025**

- |   |     |
|---|-----|
| • The 2025 Annual General Meeting of Shareholders (AGM)                         | 1/1 |
| • The Board of Director's meetings  | 7/7 |
| • Risk Management, Corporate Governance and Sustainability Committee's meetings | 4/4 |

## Articles of Association in relation to the shareholder's Meeting

### 1. The Board of Directors

Article 17: At every ordinary annual meeting of shareholders, one-third (1/3) of the directors of the Company shall retire from office. If the number of directors cannot be divided into a multiple of three, the number of directors nearest to one-third (1/3) shall retire. The directors to be retired from office in the first and second year following the registration of the Company shall be made by drawing lots. For subsequent years, the director who has held office longest shall retire.

The retiring directors under the preceding paragraph shall be entitled to be re-elected.

Article 32: Directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other compensations as specified in the Company's regulations or as determined by the shareholders' meeting.

The shareholders' meeting may set the remuneration as a fixed amount or establish guidelines that apply either on a case-by-case basis or on an ongoing basis until changed.

Additionally, directors are entitled to allowances and other benefits in accordance with the Company's policies.

### 2. Calling of the Shareholders Meeting

Article 33: The board of directors shall hold a shareholder meeting as the annual ordinary meeting within 4 months from the ending day of the company's account year period cycle.

Other meetings than the aforesaid shall be called "extraordinary meetings", and the board of directors may summon a shareholder meeting as an "extraordinary meeting" at any time as it may see fit or a number of shareholders whose shares total not less than one fifth of the number of all the distributed shares or not fewer than 25 shareholder whose shares total not less than one tenth of the number of all the distributed shares, subscribing their names, may make a written request that a shareholder meeting be held as an extraordinary meeting at any time but must clearly state the reason for requesting that the meeting be summoned in the said letter. The board of directors must hold the meeting within 1 month from the date of receipt of the letter from the shareholders.

Article 34: In summoning shareholder meeting the board of directors must make a written notice of meeting appointment stating the place, the day, the time, the agenda and the matter to refer to the meeting together with reasonable details by clearly stating whether it is a matter for information, for approval or for consideration as the case may be, including the opinion on the said matter of the board of directors, and also send it for the information of the shareholders and the registrar not less than 7 days before the day of meeting and publish it in a newspaper for 3 successive days not less than 3 days before the day of meeting.

The location would be place of meeting under paragraph one must be in the locality where the head office is located or a locality in a nearby province, unless the board of directors has otherwise prescribed in the notice of meeting appointment.

## 2. The Quorum

Article 35: At the shareholder meeting there must be present not fewer than 25 Shareholders and shareholder proxies (if any) or not less than one half of the number of all the shareholders and a total not less than one third of the number of all the distributed shares must be counted in order to form a quorum.

In the case where it appears that at any shareholder meeting, when one hours has elapsed behind the appointed time, the number of the shareholders who are present fails to procure such quorum as prescribed, if the shareholder meeting is one summoned an account of shareholder's request, it shall be extinguished. If that shareholder meeting is not one summoned on account of shareholders' request, it shall be re-appointed, and the letter of meeting is not one summoned on account of shareholders' request, it shall be re-appointed, and the letter of meeting appointment shall be sent to the shareholders not less than 7 days before the date of meeting. At this latter meeting a quorum does not need to be procured.

## 3. Voting

Article 15: The meeting of shareholders shall elect directors in accordance with the following rules and procedures:

- (1) Election of directors shall be made by majority vote whereby each shareholder shall have one vote for each share held by him.
- (2) Each shareholder shall exercise all of his voting rights to elect the persons nominated for directors, one at a time.
- (3) The persons receiving the highest votes shall be elected as directors in respective order of the votes for the number of directors of the Company, or for the number of directors which should be elected at such election. In case of tie votes causing the number of person elected to be in excess of the number of directors as specified to be elected at such meeting, the chairman shall have a casting vote.

Article 36: In voting not a shareholder meeting whether by any method, one share shall be counted as one vote. The shareholder meeting's resolution shall consist of votes as follows:

- (1) In the usual case, the majority of votes of the shareholders who are present and vote at the meeting shall prevail. If votes are equal, the chairman of the meeting shall vote one more vote as the casting vote.
- (2) In the case of the amendment of articles of association, votes not less than three fourths of the number of all the votes of the shareholders who are present and the meeting and have the right to vote shall prevail

## Procedures and Instructions for attending the e-AGM

### Registration

#### 1. Document for Registration and Appointment of Proxy

**1.1 In case the shareholder is present at the meeting in person,** please use the following documents.

- Individual shareholder with Thai nationality
  - (1) Citizen Identification card
- Individual shareholder with foreign nationality
  - (1) Notice of Meeting with QR Code
  - (2) Shareholder's certificate of alien registration or passport or document used in lieu of passport.

In case of change of first name-surname, please provide the evidence verifying such change.

**1.2 In case the shareholder is present at the meeting by Proxy**

- The shareholders can appoint any person to be their proxies as they wish.
- Shareholders are recommended to appoint an Independent Director as their proxies by specifying any one of the following independent directors below.

Name	Position	Age (year)	Address	Special Conflict of interest in the proposed agenda
<b>1.Mr. Norachit Sinhaseni</b>	Chairman of the Board of Directors / Independent Director	71	Central Plaza Hotel Public Company Limited. 999/99 Rama 1 Road, Patumwan, Bangkok, 10330	Has special conflict of interest in Agenda 5 and no special conflict of interest in Agenda 1, 2, 3, 4, 6, 7 and 8
<b>2. Ms.Sopawadee Lertmanaschai</b>	Independent Director / Chairman of Audit Committee / Member of Nomination and Com- pensation Committee	72		No special conflict of interest in Agenda 1, 2, 3, 4, 5, 6, 7 and 8
<b>3. Mr.Chaiwat Thongkamkoon</b>	Independent Director / Member of Audit Committee / Chairman of Nomination and Compensation Committee	66		No special conflict of interest in Agenda 1, 2, 3, 4, 5, 6, 7 and 8
<b>4. Mr. Pornchai Chunhachinda</b>	Independent Director / Member of Audit Committee / Chairman of Risk Management, Corporate Governance and Sustainability Committee	63		No special conflict of interest in Agenda 1, 2, 3, 4, 5, 6, 7 and 8

Independent Director is the person who fully qualified and independent as determined by the Board of Directors' charter which stricter than the guideline of the Securities and Exchange Commission which showed in the qualification and profiles of the independent directors under Annual Report 2025 (Form 56-1 One Report) (*Attachment No.2*)

**Appointment of Proxy, please use the following documents**

• **Individual shareholder with Thai nationality**

- (1) Notice of Meeting with QR Code
- (2) Proxy Form A or Form B
- (3) Photocopy of the shareholder's citizen identification card or civil servant identification card which are certified true and correct by the shareholder.
- (4) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

• **Individual shareholder with foreign nationality**

- (1) Notice of Meeting with QR Code
- (2) Proxy Form A or Form B
- (3) Photocopy of the shareholder's certification of alien registration or passport or document used in lieu of passport which are certified true and correct by the shareholder.
- (4) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

• **Shareholder is juristic person registered in Thailand.**

- (1) Notice of Meeting with QR Code
- (2) Proxy Form A or Form B
- (3) Photocopy of citizen identification card or civil servant identification card of the authorized director(s) which are certified true and correct by the authorized directors(s) power to bind such juristic person.
- (4) Photocopy of certification document issued by Ministry of Commerce or competent authority issued no longer than 1 year which certified true and correct by the authorized director(s) power to bind such juristic person.
- (5) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

• **Shareholder is a juristic person registered in a foreign country.**

- (1) Notice of Meeting with QR Code
- (2) Proxy Form A or Form B
- (3) Photocopy of juristic person's certification document and citizen identification card or passport (in case a foreigner) of the authorized director(s) which its signature is certified by Notary Public no longer than 1 year.
- (4) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

- **Shareholder is a juristic person registered in a foreign country for which a custodian in Thailand is appointed.**
  - (1) Notice of Meeting with QR Code
  - (2) Proxy Form C
  - (3) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder.
  - (4) Letter confirming that the person executing the proxy form has obtained a license for being a custodian.
  - (5) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

## 2. Procedures for Registration

**2.1** Participation in the shareholders' meeting via electronic media is a convenience for shareholders/proxies to be able to participate in the meeting via electronic media and vote in the **e-Voting** system in accordance with the laws related to meetings via electronic media.

Therefore, the Company has provided a meeting platform through the **IR Plus AGM application**. Shareholders and proxy holders can install the application from the **App Store (iOS 15 or higher)** or **Google Play Store (version 9 or higher)**. Alternatively, they can access the system via the website "**webagm.irplus.in.th**" through a browser, which allows immediate access without requiring any additional software installation.



**2.2 For registration and verification of identity:** Before participating in the meeting via electronic media, shareholders and proxies (in case of proxy), have to proceed for the verification of identity via the IR Plus AGM application which is installed as mentioned in item 2.1, by filling in the personal information displayed on the screen accurately, and prepare all documents as specified in the IR Plus AGM application, such as national identification card or copy of national identification card, proxy form (in case of proxy) and meeting invitation letter, and take a photo for the verification of identity as instructed by the IR Plus AGM application. After that, the system will send One Time Password (OTP) to the mobile phone number provided by the shareholder/proxy to verify the identity of the shareholder/proxy.

In the meeting via electronic media, the IR Plus AGM application will enable shareholders and proxies to proceed for the verification of identity **from April 7, 2026, at 8:00 a.m.** to be ready for registration to attend the meeting on the meeting day

*(The processes of registration and self-identification via the Application or website: <https://webagm.irplus.in.th>, as detailed on the last page of this document)*

**2.3** Shareholders/Proxies agree and acknowledge that the Company has the right to verify the accuracy and completeness of information and documents provided by the shareholders/proxies in accordance with item 2.2. In case where the Company has verified the documents and information provided in accordance with item 2.2, and found that the documents and information are true and accurate, the Company will approve and notify the complete of verification of identity via application IR Plus AGM in order to let the shareholders/proxies to set a password (6-digit Pin Code) for meeting attendance via the IR Plus AGM application.

For the security of personal information and to protect your rights, please keep the password (6-digit Pin Code) confidential and do not disclose it to any other person. If the Company has verified the information and found that it is incorrect, incomplete or false, the Company may request additional documents to confirm identity or correctness or reject the registration as the case may be. In case of rejection, the shareholders/proxies may proceed to verify the identity once again

### **Attending the Annual General Meeting of Shareholders via Electronic media**

The 2026 Annual General Meeting of Shareholders will be held on **28 April 2026 at 02.30 p.m. via electronic media only** as the following procedure:

#### **(3.1) System Log-in**

- After the verification of identity and setting a password (Pin Code) by the shareholder according to item 2, shareholders / proxies shall attend the meeting via IR Plus AGM application by scanning barcode appears on the meeting invitation letter which the security registrar (Thailand Securities Depository Co., Ltd.: TSD) sent to you or you may **enter the national identification card number, username and password (6-digit Pin Code)**
- The right to attend meeting and cast votes via electronic media is an exclusive right of shareholder and proxy who attend the meeting by himself/herself only. Therefore, one username and pin code may not be used to log-in the IR PLUS AGM to attend the meeting simultaneously on multiple devices.
- In the case that one person is appointed as a proxy by several shareholders, **the proxy can add a proxy via the button “Add Proxy”** in the system and can attend the meeting on behalf of several shareholders in one device.

#### **(3.2) Voting in each agenda item**

- At the commencement of the meeting, shareholders or proxies may cast their votes via electronic media on every agenda item in advance or cast their votes during the consideration of such agenda item. The system will count the votes until that agenda item is closed.
- During the e-voting period, the Chairman will propose the Shareholders’ Meeting to consider and pass a resolution on each agenda item, the IR Plus AGM application will enable the attending shareholders to cast votes for either **“Approve”, “Disapprove”, or “Abstain”**. Voting must be completed within the specified period. If not within the specified period, it will be deemed that such an attending shareholder approved according to the consideration of

the Shareholders' Meeting. If there is still time left for voting on such an agenda item, the attending shareholder can go back to change votes within the specified period.

- If the shareholders have already casted votes on each agenda item in the proxy form, the Company will record votes as specified in the proxy form only.

### (3.3) Vote Counting

- The Company will record the votes from Disapprove and Abstain on each agenda item. The rest of the votes will be counted as Approve. **For shareholders or proxies that registered to attend the meeting and not click any button to express their votes, the Company, then, considers as Approve.** The vote counting base includes votes for approval and disapproval only. The abstained votes will not be counted as the vote counting base pursuant to Section 107 (1) of the Public Limited Companies Act.
- Upon the completion of vote counting on each agenda item, the results of the vote counting will be announced to the Meeting for acknowledgment, divided into approval, disapproval, and abstention in percentage. The voting results of the agenda on the election of directors will be announced on an individual basis.

### (3.4) Asking the Question

If the shareholders or proxies wish to ask questions, please proceed as follows:

#### 1. **Submit any recommendation or question prior to the meeting day via 2 channels as follows:**

- E-mail: [centel\\_companysecretary@chr.co.th](mailto:centel_companysecretary@chr.co.th) , [ir@chr.co.th](mailto:ir@chr.co.th)
- By post: The Company Secretary Office, Central Plaza Hotel Public Company Limited  
25<sup>th</sup> floor Centara Grand & Bangkok Convention Center at CentralwOrld  
999/99 Rama 1 Road, Pathum Wan, Bangkok 10330

#### 2. **Asking questions, text format and Microphone/Video call**

- The meeting will be broadcast live via the IR Plus AGM application only. Shareholders/proxies who have questions or wish to express opinions on any agenda, Shareholders/proxies can select the menu to express an opinion **in text format**, can select the question mark icon  the agenda which wish to ask a question or select the headphone icon  that appears on the screen to ask questions or express opinions **in video and audio format (Video conference)**. The system will arrange the order of questions in chronological order to provide an opportunity to ask questions or express opinions at the meeting on the relevant agenda both in video and audio. However, questions or comments shall be relevant to the agenda only.
- To provide an opportunity to the shareholders/proxies to ask questions in the meeting via video conference, the Company reserves the right to terminate the questions or comments of the shareholders/proxies if the questions or comments are rude, threatening, obscene, defamatory, violating any law or infringe the rights of other persons.
- During the meeting, if any shareholder/proxy acts in any way that interferes with the meeting or causes annoyance to other attendees, the Company reserves the right to take any action in order to suppress the action that interferes with the meeting or causing annoyance to other attendees

The Company will conduct the meeting mainly in Thai language. For non-Thai speaker, the staff will ask question in the meeting room on your behalf and send the answer to you via Q&A box later.

**Other Requirements**

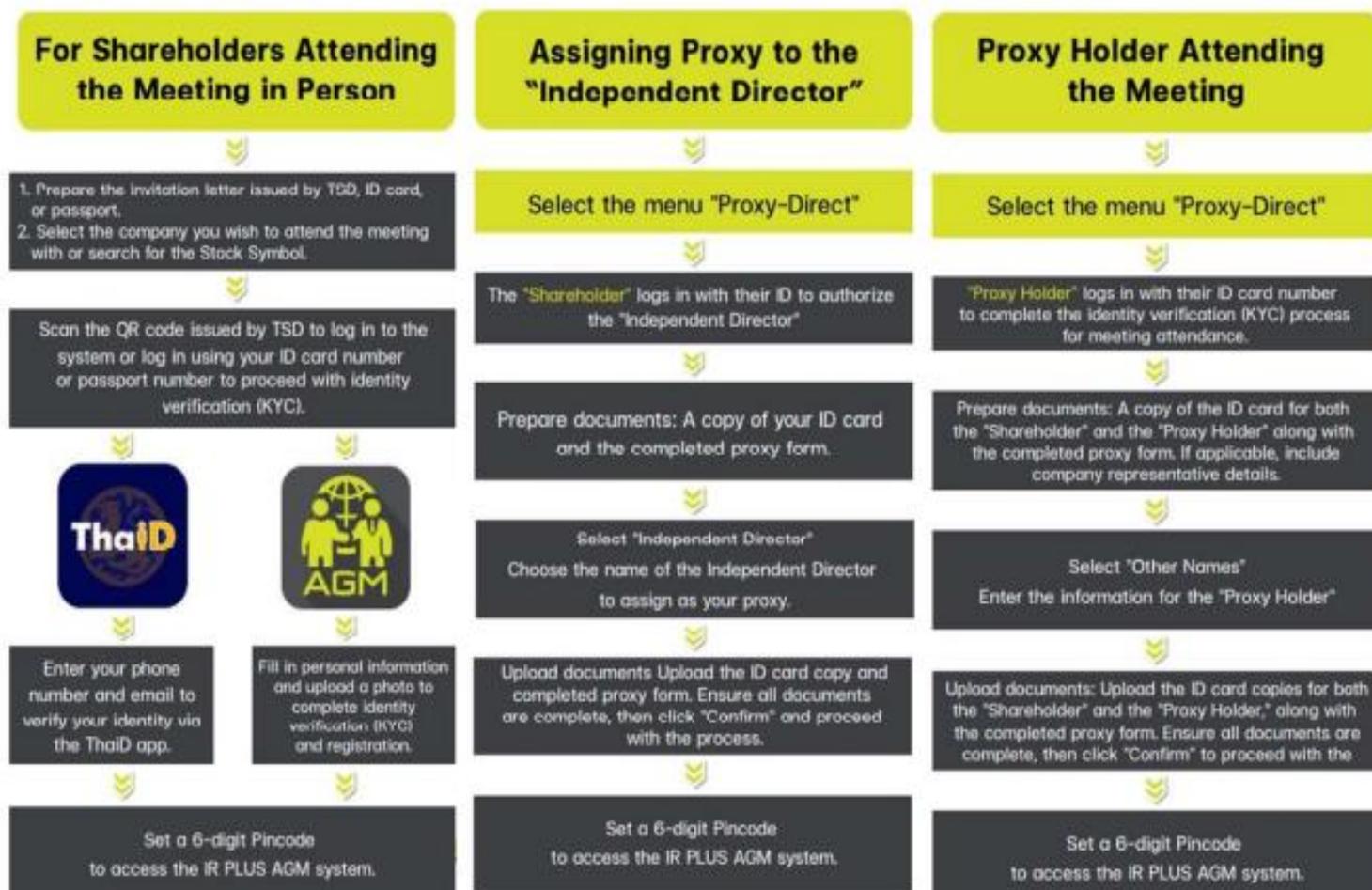
- Content, Video and audio of the meeting are the sole intellectual property of the Company and the Company does not permit you to record, modify or disseminate video and audio of the meeting. The Company reserves the right to take legal action against those who act against this provision.
- In the event that shareholders/proxies use any system related to the meeting via IR Plus AGM in any way which does not comply with this requirement or does not comply with other manuals that the Company has provided to the shareholders for use in supporting the meeting and it causes damage to the Company in any way, such shareholders and/or proxies shall be liable for the compensation for damages and expenses resulting from claim and litigation filed by external parties.
- The Company reserves the right to take any action in the event that shareholders / proxies disagree to comply with this the requirement, and may consider to suspend right to attend the meeting via IR Plus AGM Application, if during the meeting, the shareholders/proxies do not comply with this meeting requirement.

**Note : In case of any problems on using the IR Plus AGM Application, please contact the administrator at +662 023 8800 ext. 2 or ID Line: irplusagm**

**Please find more information about Registration and Log in at  
“IR PLUS AGM Manual (for Shareholder)  
regarding the *Attachment No. 8***

**Processes of registration and self-identification via the Application or website:**

<https://webagm.irplus.in.th>



On the meeting day, shareholders/proxy holders log in to the IR PLUS AGM system and enter the 6-digit Pincode to register for the meeting.

## List of independent directors proposed by CENTEL to serve as proxies



1. **Mr. Norachit Sinhaseni**  
 (Chairman of the Board of Directors / Independent Director)  
 Age: 71 years  
 Address: Central Plaza Hotel Public Company Limited.  
 999/99 Rama 1 Road, Patumwan, Bangkok, 10330  
 Has special conflict of interest in Agenda 5  
 No special conflict of interest in Agenda 1, 2, 3, 4, 6, 7 and 8



2. **Ms. Sopawadee Lertmanaschai**  
 (Independent Director / Chairman of Audit Committee / Member of  
 Nomination and Compensation Committee)  
 Age: 72 years  
 Address: Central Plaza Hotel Public Company Limited.  
 999/99 Rama 1 Road, Patumwan, Bangkok, 10330  
 No special conflict of interest in Agenda 1, 2, 3, 4, 5, 6, 7 and 8



3. **Mr. Chaiwat Thongkamkoon**  
 (Independent Director / Chairman of Nomination and Compensation  
 Committee / Member of Audit Committee)  
 Age: 66 years  
 Address: Central Plaza Hotel Public Company Limited.  
 999/99 Rama 1 Road, Patumwan, Bangkok, 10330  
 No special conflict of interest in Agenda 1, 2, 3, 4, 5, 6, 7 and 8



4. **Mr. Pornchai Chunhachinda**  
 (Independent Director / Chairman of Risk Management, Corporate  
 Governance and Sustainability Committee / Member of Audit Committee)  
 Age: 63 years  
 Address: Central Plaza Hotel Public Company Limited.  
 999/99 Rama 1 Road, Patumwan, Bangkok, 10330  
 No special conflict of interest in Agenda 1, 2, 3, 4, 5, 6, 7 and 8

**หนังสือมอบฉันทะ แบบ ก**  
**PROXY Form A**

 อกรแสดงตมปี 20 บาท  
 Duty Stamp Baht 20

 สิ่งส่งมาด้วย 7  
 Attachment No.7

 เขียนที่ \_\_\_\_\_  
 Written at \_\_\_\_\_  
 วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
 Date Month Year

 1. ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub district \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

 2. เป็นผู้ถือหุ้นของ บริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)  
 being a shareholder of Central Plaza Hotel Public Company Limited  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
 Holding the share in the amount of \_\_\_\_\_ shares and the voting right equals to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
 ordinary share \_\_\_\_\_ shares equal to voting right \_\_\_\_\_ votes

 3. ขอมอบฉันทะให้ \_\_\_\_\_  
 Hereby appoint \_\_\_\_\_  
 (1) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss \_\_\_\_\_ Age \_\_\_\_\_ Years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
 (2) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss \_\_\_\_\_ Age \_\_\_\_\_ Years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
 (3) นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
 Mr. / Mrs. / Miss \_\_\_\_\_ Age \_\_\_\_\_ Years  
 อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
 Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2569 วันอังคารที่ 28 เมษายน 2569 เวลา 14.30 น. โดยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
 anyone of the above as my/our proxy holder to attend and vote at 2026 Annual General Meeting of Shareholders on April 28, 2026, at 2.30 p.m. through electronic means (e-AGM), or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
 I/We Shall be fully liable for any action taken by the proxy holder at the meeting.

 ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
 Signature ( \_\_\_\_\_ ) Proxy Grantor  
 ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
 Signature ( \_\_\_\_\_ ) Proxy Holder  
 ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
 Signature ( \_\_\_\_\_ ) Proxy Holder  
 ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
 Signature ( \_\_\_\_\_ ) Proxy Holder

**หมายเหตุ**

**Remarks:**  
 ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้ใช้ประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้  
 A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

**หนังสือมอบฉันทะ แบบ ข  
PROXY Form B**

 อักษรแสดงมี 20 บาท  
Duty Stamp Baht 20

 เขียนที่ .....  
Written at  
วันที่ ..... เดือน ..... พ.ศ .....  
Date Month Year

 1. ข้าพเจ้า ..... สัญชาติ .....  
I/We ..... Nationality  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No Road Sub district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....  
District Province Postal Code

 2. เป็นผู้ถือหุ้นของ บริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)  
being a shareholder of Central Plaza Hotel Public Company Limited  
โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้  
Holding the share in the amount of ..... shares and the voting right equals to ..... votes as follows  
 หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
ordinary share shares equal to voting right votes

 3. ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 6)  
Hereby appoint (May grant proxy to independent Director of which details as in Attachment 6)

- (1) นาย / นาง / นางสาว ..... อายุ ..... ปี  
Mr. / Mrs. / Miss Age  
Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No Road Sub-district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
District Province Postal Code
- (2) นาย / นาง / นางสาว ..... อายุ ..... ปี  
Mr. / Mrs. / Miss Age  
Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No Road Sub-district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
District Province Postal Code
- (3) นาย / นาง / นางสาว ..... อายุ ..... ปี  
Mr. / Mrs. / Miss Age  
Years  
อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....  
Residing at No Road Sub-district  
อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ ..... หรือ  
District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมผู้ถือหุ้นสามัญประจำปี 2569 วันอังคารที่ 28 เมษายน 2569 เวลา 14.30 น. โดยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
anyone of the above as my/our proxy holder to attend and vote at 2026 Annual General Meeting of Shareholders on April 28, 2026, at 2.30 p.m. through electronic means (e-AGM), or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We therefore would like to vote for each agenda item as follows:

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p><b>ระเบียบวาระที่ 1:</b> พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ซึ่งประชุมเมื่อวันที่ 24 เมษายน 2568</p> <p><b>Agenda Item 1:</b> To ratify minutes of the 2025 Annual General Meeting of Shareholders (AGM)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 2:</b> รับทราบผลการดำเนินงานของบริษัทในรอบปี 2568</p> <p><b>Agenda Item 2:</b> To acknowledge the Company's performance for the Year 2025</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 3:</b> พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2568 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p><b>Agenda Item 3:</b> To approve the audited financial statements for the year ended December 31, 2025</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 4:</b> พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผล สำหรับผลการดำเนินงานประจำปี 2568</p> <p><b>Agenda Item 4:</b> To consider and approve the allocation of profit for the statutory reserve and dividend payment for the 2025 operating results</p>			

<p style="text-align: center;">รายการ Agenda Items</p>	<p style="text-align: center;">เห็นด้วย (เสียง) For (Votes)</p>	<p style="text-align: center;">ไม่เห็นด้วย (เสียง) Against (Votes)</p>	<p style="text-align: center;">งดออกเสียง (เสียง) Abstain (Votes)</p>
<p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 5:</b> พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระประจำปี 2569 <b>Agenda Item 5:</b> To approve the appointment of re-election directors whose tenures have ended for the year 2026</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p> <p><input type="checkbox"/> เลือกกรรมการทั้งหมด Vote for all the nominated candidates as a whole</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล Vote for an individual nominee</p> <p>(5.1) นายนรชิต สิงหเสนี (ประธานกรรมการบริษัท / กรรมการอิสระ) Mr.Norachit Sinhaseni (Chairman of the Board of Directors / Independent Director)</p> <p>(5.2) นางจินตนา บุญรัตน์ (กรรมการ) Mrs.Chintana Boonyarat (Director)</p> <p>(5.3) นางสุพัตรา จิราธิวัฒน์ (กรรมการ) Mrs.Supatra Chirathivat (Director)</p> <p>(5.4) นายธีระยุทธ จิราธิวัฒน์ (กรรมการ / ประธานเจ้าหน้าที่บริหาร / กรรมการบริหารความเสี่ยง การกำกับดูแล และความยั่งยืน) Mr.Thirayuth Chirathivat (Director / Chief Executive Officer / Member of the Risk Management, Corporate Governance and Sustainability Committee)</p>			
<p><b>ระเบียบวาระที่ 6:</b> พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2569 <b>Agenda Item 6:</b> To approve and fix directors' remuneration for the year 2026</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			
<b>ระเบียบวาระที่ 7:</b> พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2569 <b>Agenda Item 7:</b> To approve the appointment of the Auditors and to approve the audit fees for the year 2026 <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration <input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			
<b>ระเบียบวาระที่ 8:</b> พิจารณาเรื่องอื่นๆ (ถ้ามี) <b>Agenda Item 8:</b> To consider other business (if any) <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration <input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้, หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda, or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

**หมายเหตุ**  
**Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ  
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)

The proxy of the shareholder of Central Plaza Hotel Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2569 วันอังคารที่ 28 เมษายน 2569 เวลา 14.30 น. โดยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at 2026 Annual General Meeting of Shareholders on April 28, 2026, at 2.30 p.m. through electronic means (e-AGM), or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่

เรื่อง.....

Agenda Item: Subject:

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration.

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย

For

ไม่เห็นด้วย

Against

งดออกเสียง

Abstain

ระเบียบวาระที่

เรื่อง.....

Agenda Item: Subject:

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย

For

ไม่เห็นด้วย

Against

งดออกเสียง

Abstain

ระเบียบวาระที่

เรื่อง.....

Agenda Item: Subject:

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

เลือกกรรมการทั้งหมด

Vote for all the propose nominees as a whole

เลือกกรรมการตามรายบุคคล

Vote for an individual nominee

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
(2.1)			
(2.2)			
(2.3)			
(2.4)			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder



4 ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/We therefore would like to vote for each agenda item as follows:

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p><b>ระเบียบวาระที่ 1:</b> พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ซึ่งประชุมเมื่อวันที่ 24 เมษายน 2568</p> <p><b>Agenda Item 1:</b> To ratify minutes of the 2025 Annual General Meeting of Shareholders (AGM)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 2:</b> รับทราบผลการดำเนินงานของบริษัทในรอบปี 2568</p> <p><b>Agenda Item 2:</b> To acknowledge the Company's performance for the Year 2025</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 3:</b> พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2568 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p><b>Agenda Item 3:</b> To approve the audited financial statements for the year ended December 31, 2025</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 4:</b> พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผล สำหรับผลการดำเนินงานประจำปี 2567</p> <p><b>Agenda Item 4:</b> To consider and approve the allocation of profit for the statutory reserve and dividend payment for the 2024 operating results</p>			

<p style="text-align: center;">รายการ Agenda Items</p>	<p style="text-align: center;">เห็นด้วย (เสียง) For (Votes)</p>	<p style="text-align: center;">ไม่เห็นด้วย (เสียง) Against (Votes)</p>	<p style="text-align: center;">งดออกเสียง (เสียง) Abstain (Votes)</p>
<p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระประจำปี 2569</b> <b>Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2026</b></p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p> <p><input type="checkbox"/> เลือกกรรมการทั้งหมด Vote for all the nominated candidates as a whole</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล Vote for an individual nominee</p> <p>(5.1) นายนครชิต สิงหเสนี (ประธานกรรมการบริษัท / กรรมการอิสระ) Mr.Norachit Sinhaseni (Chairman of the Board of Directors / Independent Director)</p> <p>(5.2) นางจินตนา บุญรัตน์ (กรรมการ) Mrs.Chintana Boonyarat (Director)</p> <p>(5.3) นางสุพัตรา จิราธิวัฒน์ (กรรมการ) Mrs.Supatra Chirathivat (Director)</p> <p>(5.4) นายธีระยุทธ จิราธิวัฒน์ (กรรมการ / ประธานเจ้าหน้าที่บริหาร / กรรมการบริหารความเสี่ยง การกำกับดูแล และความยั่งยืน) Mr.Thirayuth Chirathivat (Director / Chief Executive Officer / Member of the Risk Management, Corporate Governance and Sustainability Committee)</p>			
<p><b>ระเบียบวาระที่ 6: พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2569</b> <b>Agenda Item 6: To approve and fix directors' remuneration for the year 2026</b></p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p>			

<p style="text-align: center;">รายการ Agenda Items</p>	<p style="text-align: center;">เห็นด้วย (เสียง) For (Votes)</p>	<p style="text-align: center;">ไม่เห็นด้วย (เสียง) Against (Votes)</p>	<p style="text-align: center;">งดออกเสียง (เสียง) Abstain (Votes)</p>
<p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 7:</b> พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2569</p> <p><b>Agenda Item 7:</b> To approve the appointment of the Auditors and to approve the audit fees for the year 2026</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p><b>ระเบียบวาระที่ 8:</b> พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p><b>Agenda Item 8:</b> To consider other business (if any)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
I/We shall be fully liable for any action taken by the proxy holder at the meeting

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor  
ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder  
ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder  
ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

หมายเหตุ  
Remarks:

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีและผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝาก และดูแลหุ้นให้เท่านั้น  
Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidences to be enclosed with the proxy form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ  
In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค

Attachment of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)  
The proxy of the shareholder of Central Plaza Hotel Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2569 วันอังคารที่ 28 เมษายน 2569 เวลา 14.30 น. โดยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at 2026 Annual General Meeting of Shareholders on April 28, 2026, at 2.30 p.m. through electronic means (e-AGM), or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่

เรื่อง.....  
Agenda Item: Subject:

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
For                                      Against                                      Abstain

ระเบียบวาระที่

เรื่อง.....  
Agenda Item: Subject:

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration.

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to the shareholder's requirement as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
For                                      Against                                      Abstain

ระเบียบวาระที่

เรื่อง.....  
Agenda Item: Subject:

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy holder shall vote independently as to his/her consideration

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy holder shall vote according to the shareholder's requirement as follows:

เลือกกรรมการทั้งหมด  
Vote for all the propose nominees as a whole  
 เลือกกรรมการตามรายบุคคล  
Vote for an individual nominee

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
(2.1)			
(2.2)			
(2.3)			
(2.4)			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ  
I/We certified that the information contained in this Attachment to Proxy Form is complete and true

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Grantor

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ  
Signature ( \_\_\_\_\_ ) Proxy Holder

User Manual

Mobile Application IR PLUS AGM  
Electronic Shareholders' Meeting System (E-AGM)

ONL-MN-001

Revision: 05

Effective Date: 27 february 2025

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### Installation of Electronic Shareholders Meeting System (E-AGM)

Users can access the Mobile Application service via various smartphones, supporting both iOS (iOS 15 or later) and Android (Android 9 or later) operating systems. The application can be installed immediately through the App Store or Google Play Store.



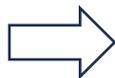
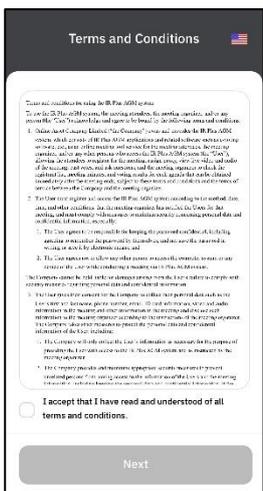
By searching for the application named IR PLUS AGM.



IR PLUS AGM

To access the IR PLUS AGM Application

After downloading the IR PLUS AGM application, tap the icon to open the app. Upon first use, there will be an introduction to the application, as well as an option to accept the terms and conditions for using the app.



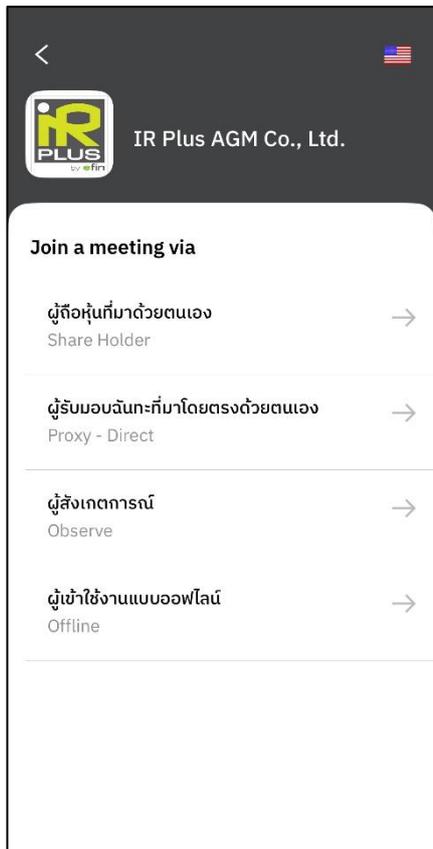
Tip: You can only accept the terms and conditions after scrolling through and reading the entire terms of use and service until the last line.

## Using the Electronic Shareholders Meeting System (E-AGM)

After installing the Electronic Shareholders Meeting System (E-AGM) through the Mobile Application, you can access the system as follows:

### Select the Shareholders Meeting

To use the IR PLUS AGM application to join the AGM, there are two types of users who can log in:



#### 1. Shareholders Attending in Person (Shareholder)

- Shareholders can log in using their Registration Form, National ID number, or Passport number.

- Requirements to Start Using the Mobile Application

- National ID card for identity verification (KYC)

#### 2. Proxy Holders Attending in Person (Proxy - Direct)

- The proxy can log in using the ID card number or legal entity number of the person granting the authorization and prepare a scanned document for verification.

- Requirements to Start Using Mobile Application

- A copy of the principal's National ID card with the signature

- Proxy letter and certificate in the case of a legal entity

(company) authorizing an individual.

There are two types of login methods:

- Type 1: Shareholders Attending in Person (Shareholder)

1. Shareholders attending in person (Shareholder) can log in using two methods:

- Scanning a barcode to log in, or
- Logging in with a 13-digit national ID number or passport number.

Shareholders must first select the company they wish to attend the meeting with before accessing the electronic shareholder meeting system (E-AGM), as shown in Figure 1.1 for Shareholders attending in person.

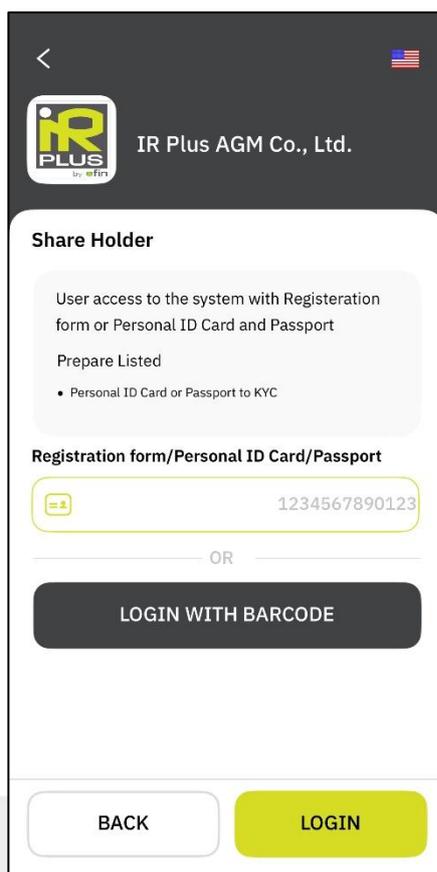
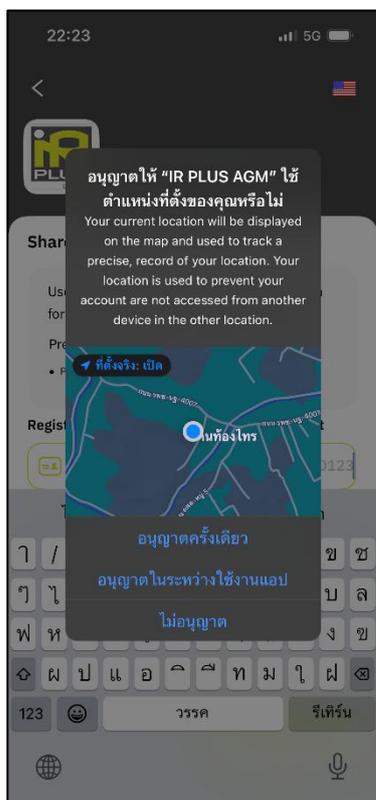


Figure 1.1 Login Page for Shareholders Attending in Person (Shareholder) via Barcode Scanning or Login with National ID Number or Passport Number

In the first-time use of the application, the application will prompt the user to grant permission for location access on the device. This can be done by selecting "While using the app" or selecting "Only this time." Permission to send notifications can be granted by selecting "Allow." The system will also request permission to access the camera and microphone, which can be granted accordingly.



In the case of logging in by scanning a barcode, users must prepare their registration document received from TSD to scan and access the application. The application will display an example of the barcode scan as shown in Figures 1.3 and 1.4.

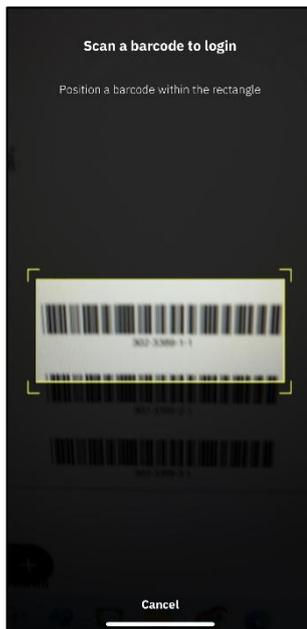
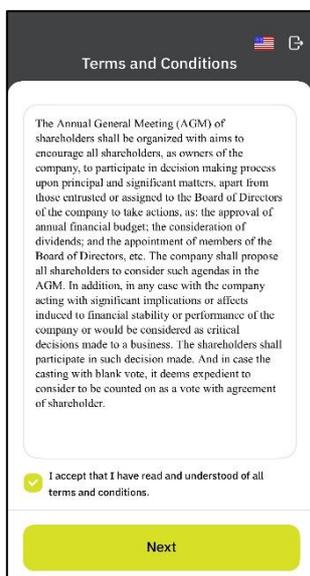


Figure 1.3 Example of the Barcode Scanning Screen



2. Terms and Conditions for Using the Electronic Annual General Meeting System (E-AGM):

Once the user has reviewed the terms and conditions, they can click "Accept" to proceed to the next screen, as shown in Figure 2.

Figure 2 Accept Terms and Conditions Screen

3. Once the terms and conditions have been accepted, the system will proceed to the identity verification screen. There are two types of identity verification: verification via the AGM system and verification via ThaiID, as shown in Figure 3.

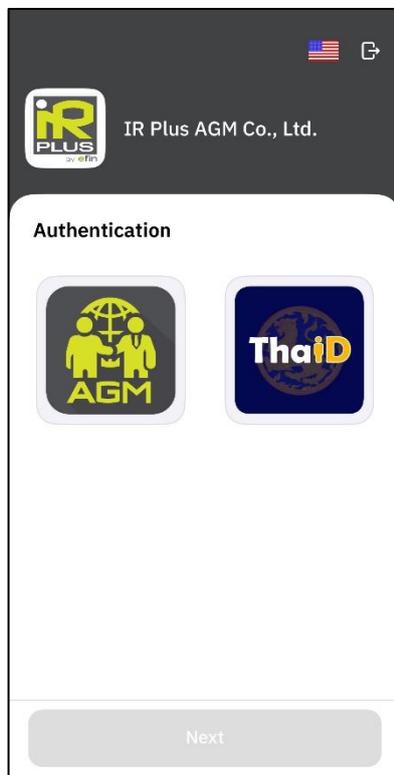


Figure 3 Identity Verification Type Selection Screen

3.1 In the case of selecting identity verification via the AGM system, the user will need to click "Confirm" to proceed to the next screen, where they must enter their identity verification details, as shown in Figure 3.1.

- Enter the 13-digit national ID number or passport number.
- Enter the phone number.
- Enter the email address.
- Choose the method to receive the OTP (One-Time Password) via phone number or email.

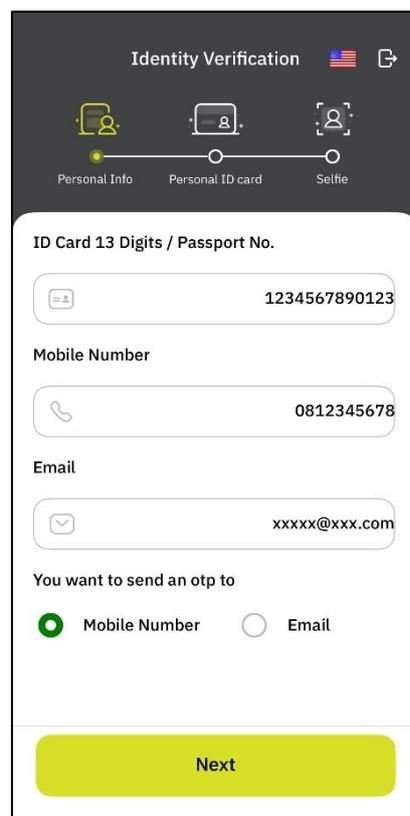
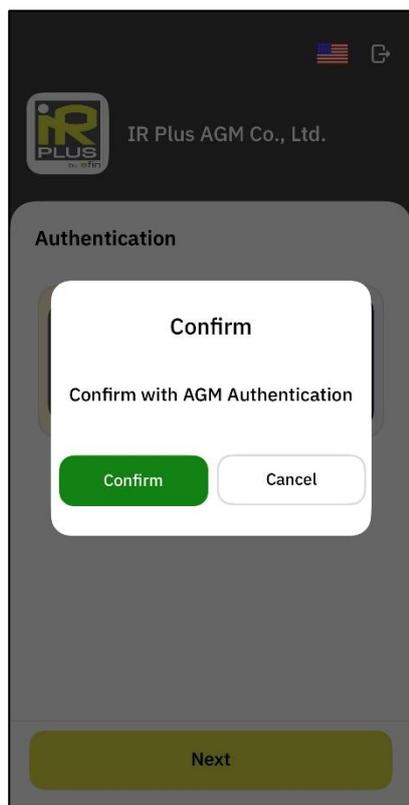
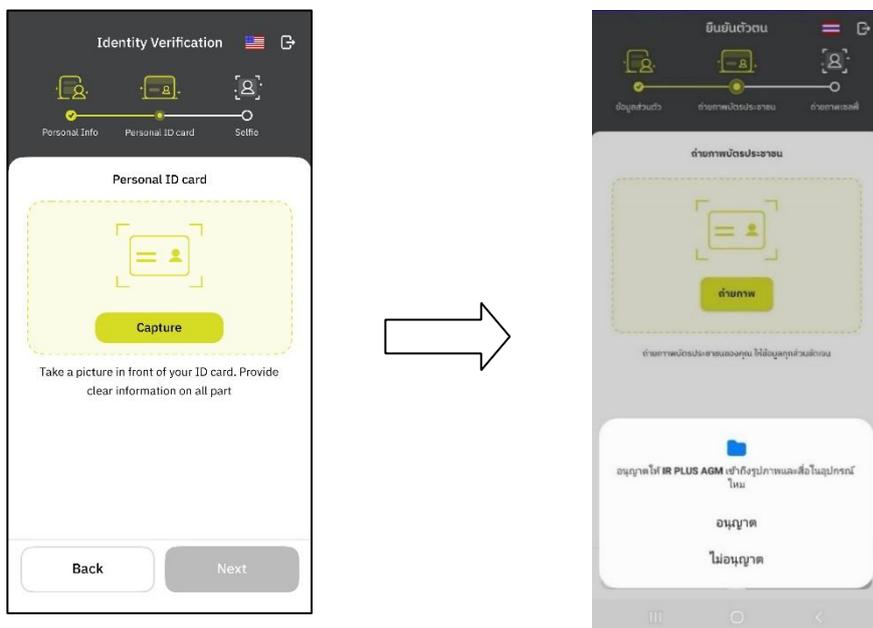


Figure 3.1 Identity Verification via IR PLUS and Entering Information for Identity Verification

Tip: If a shareholder wishes to change the device used to access the system, an OTP (One-Time Password) will be sent to the shareholder's mobile phone for verification. The shareholder must also enter the previously set PIN code for confirmation.

3.1.1 Upload a Photo for Identity Verification, as shown in Figure 3.2.1

- Take a photo of your national ID card.
- Upload a photo of the shareholder holding the national ID card.



Click "Allow" to grant the system access to the camera, microphone, and notifications on your device.

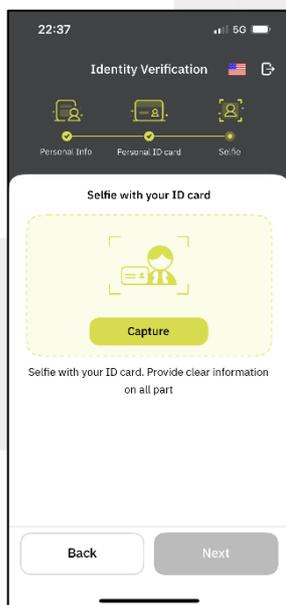


Figure 3.1.1 Identity Verification Process

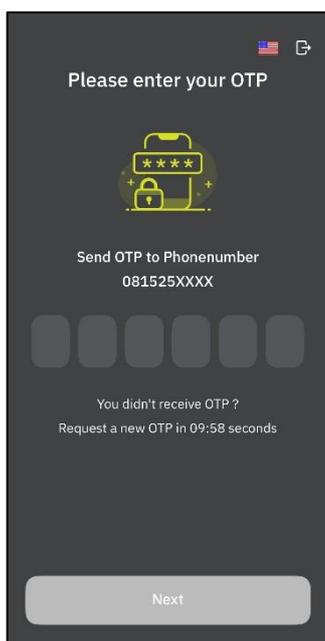


Figure 3.1.2 OTP Verification

Once the user completes the identity verification process, the system will send an OTP message to the user via the selected channel for confirmation, as shown in Figure 3.2.2.

### 3.2.1 Adding a "Proxy" for the AGM Identity Verification System

If a shareholder who registered in person has successfully completed the registration and wishes to add a proxy:

1. Click the "Add Proxy" function button to enter the page for adding a proxy.

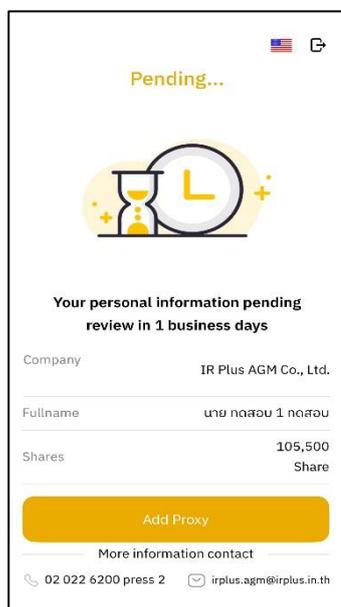


Figure 3.2.1 Add Proxy Button

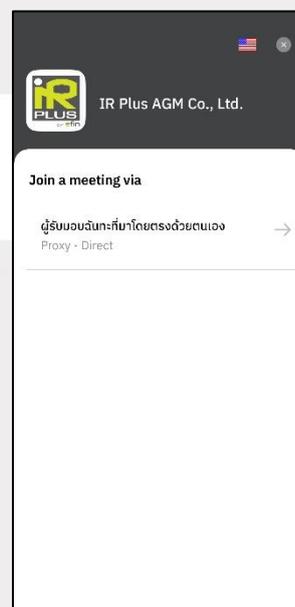
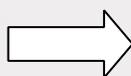


Figure 3.2.2 Add Proxy Page

2. Enter the proxy's ID card number. Once the information is filled out, click the "Login" button.

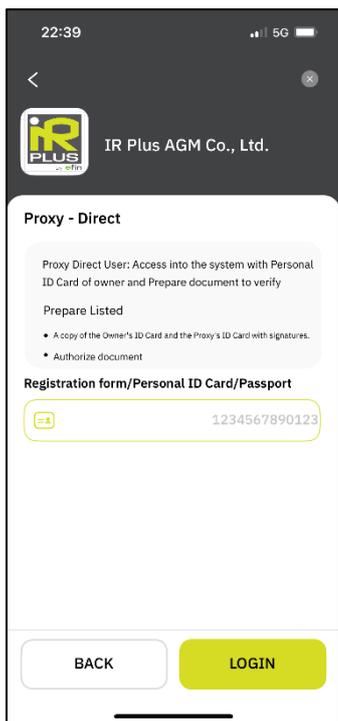


Figure 3.2.3 Enter Proxy ID Number

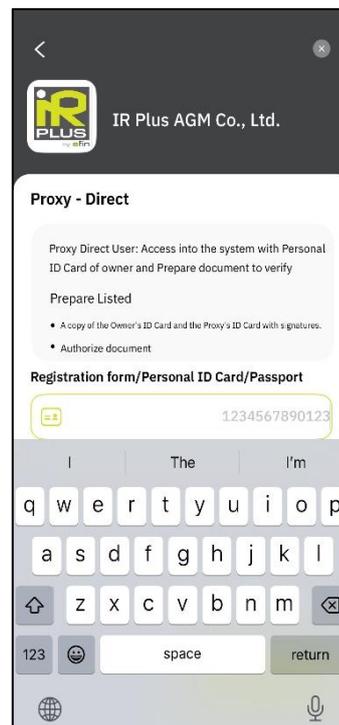
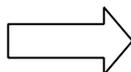


Figure 3.2.4 Next Button on Add Proxy Page

3. The system will proceed to the registration page. In the first step, enter the proxy's information. Once the information is filled in, click the "Finish" button to complete the process.

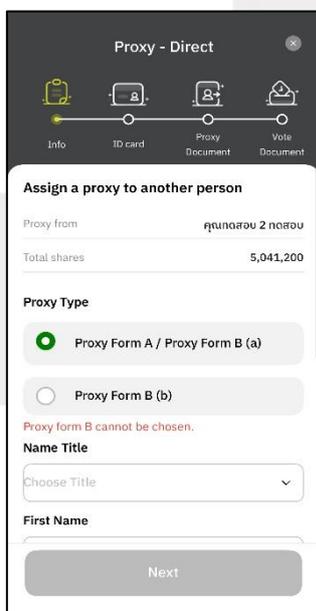


Figure 3.2.5 Enter Proxy Information

Once the "Finish" button is clicked, the system will display the "Select Authentication Method" page.

The system will allow you to choose an authentication method, which includes:

3.1 Upload documents according to the steps

3.2 Upload all documents

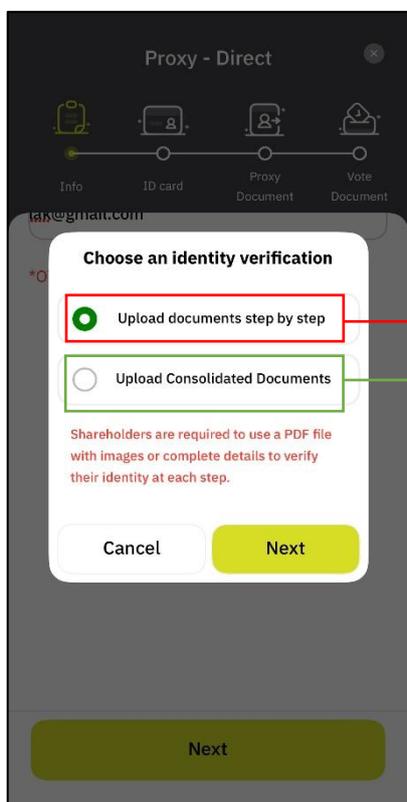


Figure 3.2.6 Authentication Method Popup

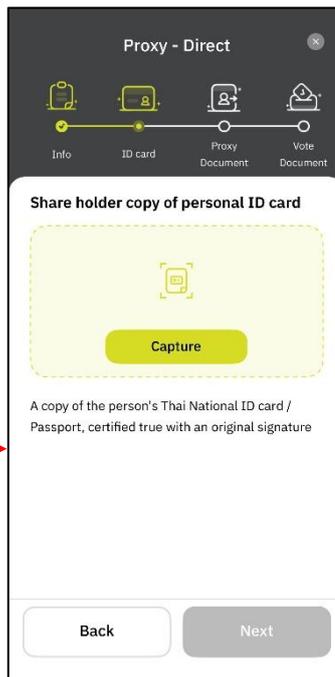


Figure 3.2.7 Upload Documents According

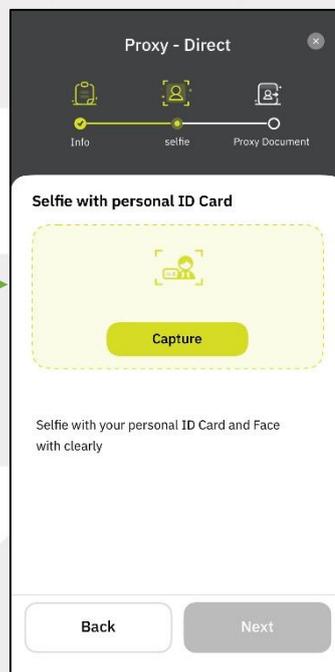


Figure 3.2.8 Upload All Documents

4.1 If "Upload Documents According to the Steps" is selected, The system will proceed to the upload steps of necessary documents, as follows:

- Upload a copy of the principal's ID card
- Upload the proxy's document
- Upload the proxy or voting document

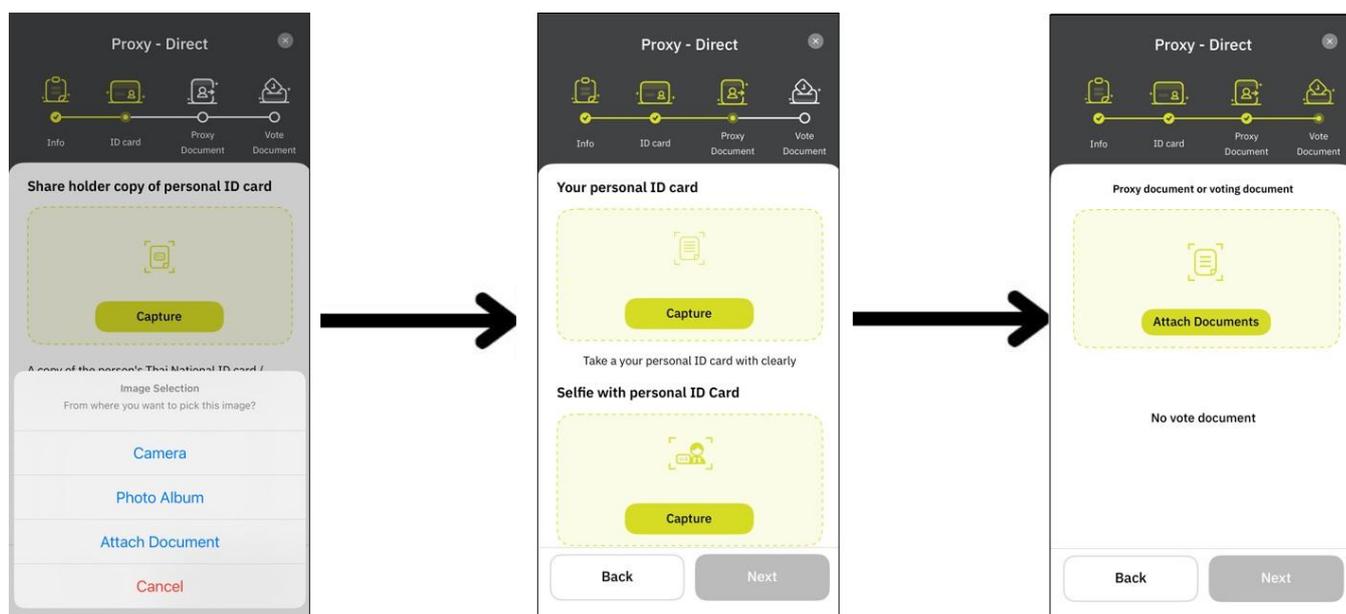


Figure 3.2.9 Document Upload Steps

4.2 If "Upload All Documents" is selected, the system will proceed to the upload steps of necessary documents, as follows:

- Take a selfie with the ID card
- Upload the required documents, including:
  - A photo of the principal's ID card with a signed certification of the copy
  - A photo of the proxy's ID card with a signed certification of the copy
  - A proxy form A or B
  - Voting documents for each agenda item

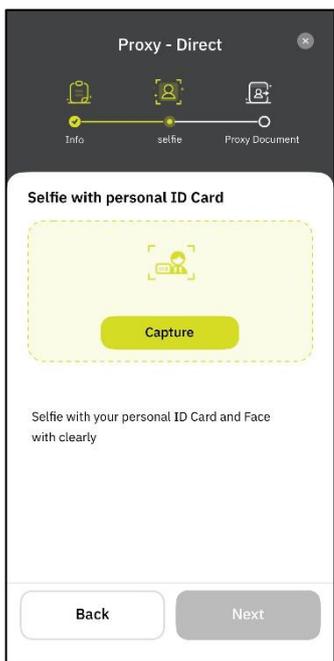


Figure 3.2.10 Upload All Documents Step 1

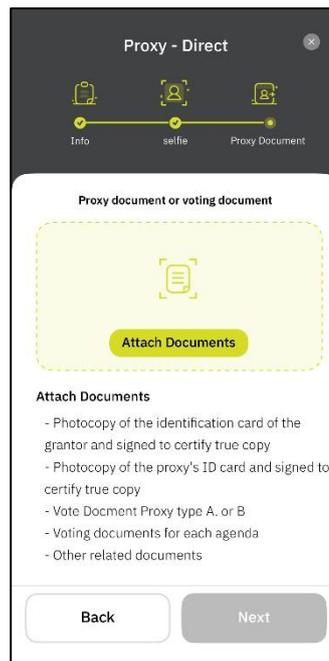


Figure 3.2.11 Upload All Documents Step 2

5. If the relevant documents are successfully uploaded, the system will proceed to the OTP verification page. Once verified successfully, the system will display the "List of Proxies" page, completing the process of adding a proxy.

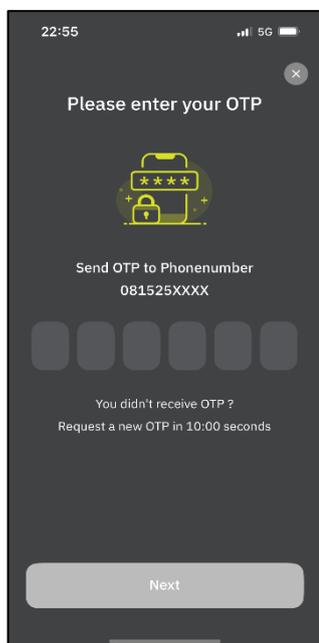


Figure 3.2.12 OTP Verification

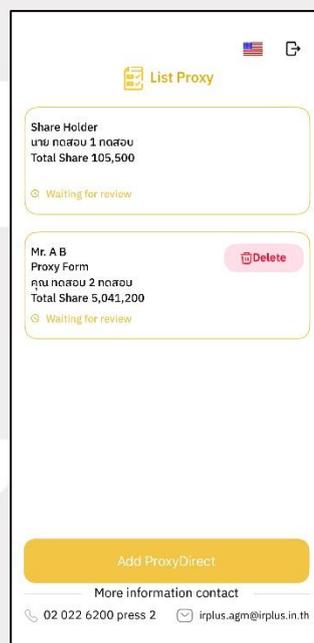


Figure 3.2.13 List of Proxies

3.2 Identity verification using the ThaiD system requires entering authentication information, as shown in

Figure 3.2.

- Enter phone number
- Enter email address

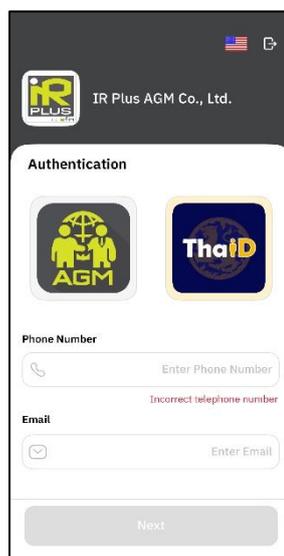


Figure 3.2 Enter Information for Identity Verification

3.2.1 Once all the information is entered and the "Next" button is clicked, before proceeding to the identity verification step, the application will display the QR Code page.

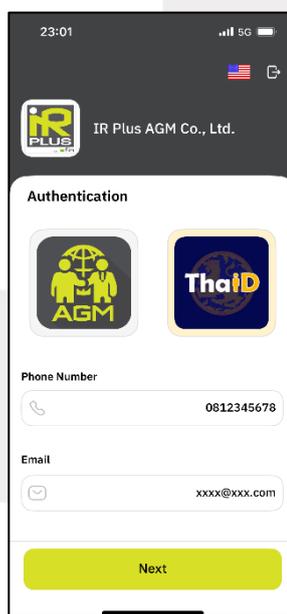


Figure 3.2 QR code

3.2.2 Once all the information is entered and the "Next" button is clicked, the system will automatically open the ThaiD Web Browser page and display the QR Code.



Figure 3.3 Access ThaiD System

3.2.3 When accessing the Web Browser page and displaying the QR Code, the system requires the "ThaiD" application, which must already be installed and ready on the same device. The system will then display a confirmation window to log into the "ThaiD" system in order to proceed with the identity verification process.



Figure 3.4 Access ThaiD System

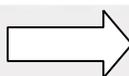


Figure 3.5 Confirm Login to ThaiD System

3.2.4 Once entering the ThaiD application, the identity verification process will proceed as follows:

Enter PIN code to access the system > Agree to the terms and conditions > Enter PIN code again to confirm

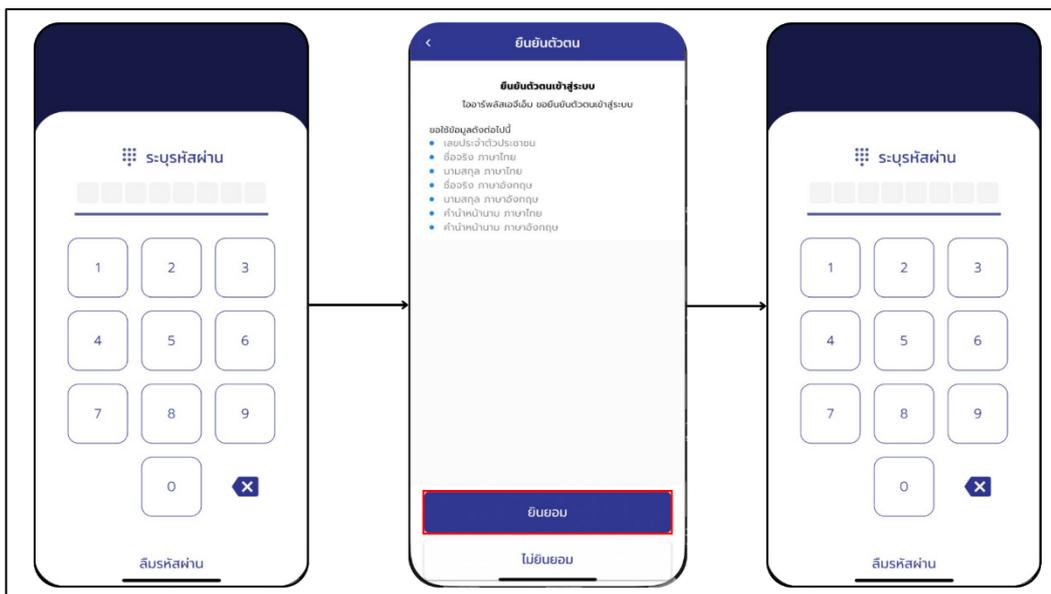


Figure 3.6 Confirm ThaiD

3.2.5 Once the identity verification process is completed, the system will return to the IR PLUS AGM application and display the "Approval Completed" page. You can click "Add Proxy" if you wish to add a proxy.

**Note:** If the identity verification process is not completed within 5 minutes, the system will automatically cancel the display of the QR code for identity verification.

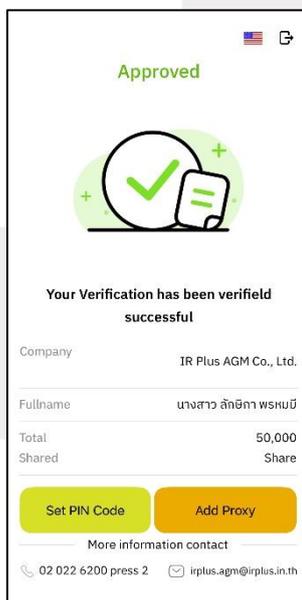


Figure 3.7 Approval Completed

### 3.2.6 Adding a "Proxy" for the Identity Verification System using ThaiID

If a shareholder who registered in person has successfully completed the registration and wishes to add a proxy:

1. Click the "Add Principal" function button to enter the page for adding a principal.

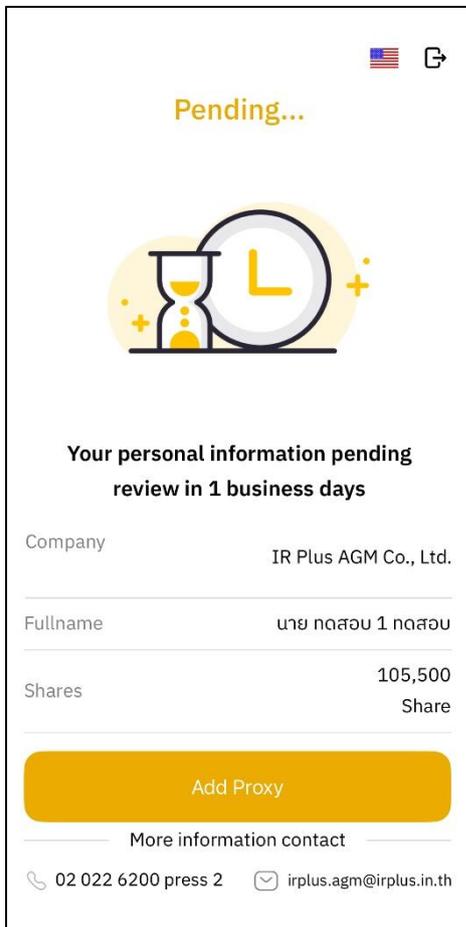


Figure 3.8 Add Principal Button

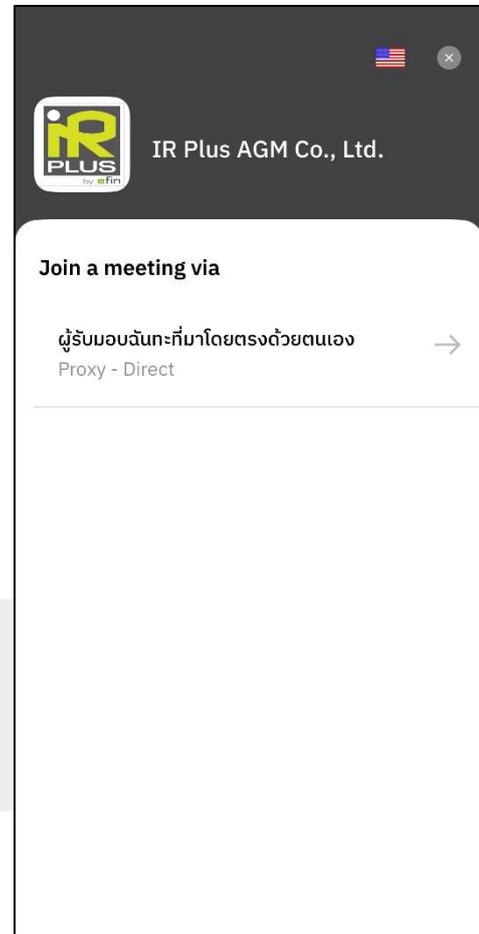


Figure 3.9 Add Principal Page

2. Enter the principal's ID card number. Once the information is filled in, click the "Login" button.

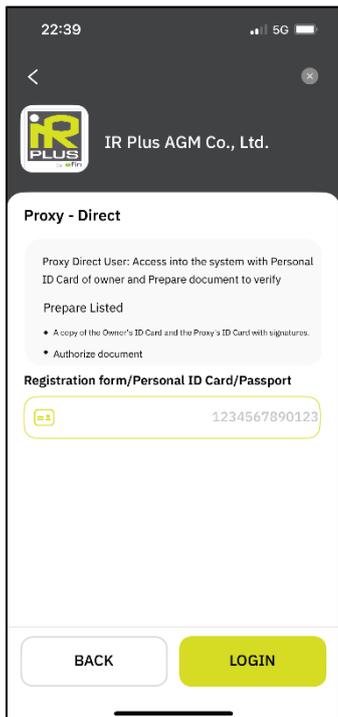


Figure 3.2.3 Enter Principal ID Number

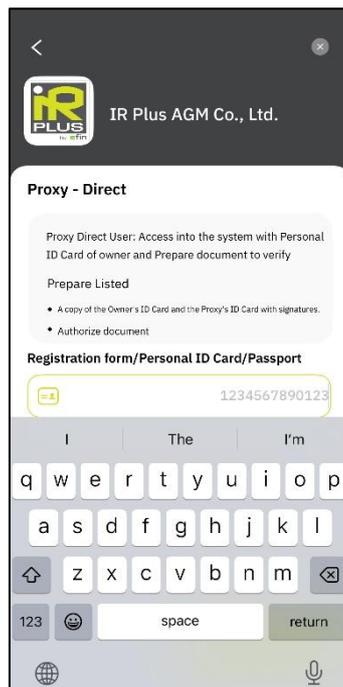


Figure 3.2.4 Next Button on Add Principal Page

3. The system will proceed to the registration page. In the first step, enter the principal's information. Once the information is filled in, click the "Finish" button to complete the process.

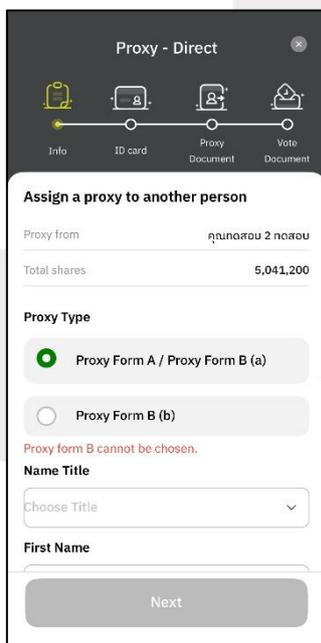


Figure 3.2.5 Enter Principal Information

Once the "Finish" button is clicked, the system will display the "Select Authentication Method" page. The system will provide the following authentication options:

- 3.1 Upload documents according to the steps
- 3.2 Upload all documents

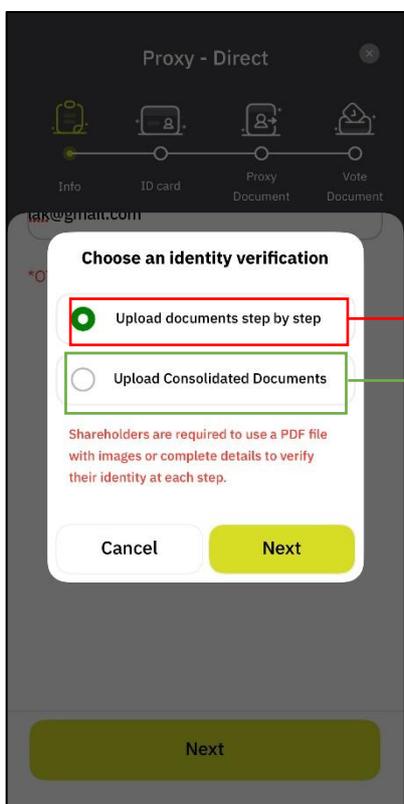


Figure 3.2.6 Authentication Method Popup

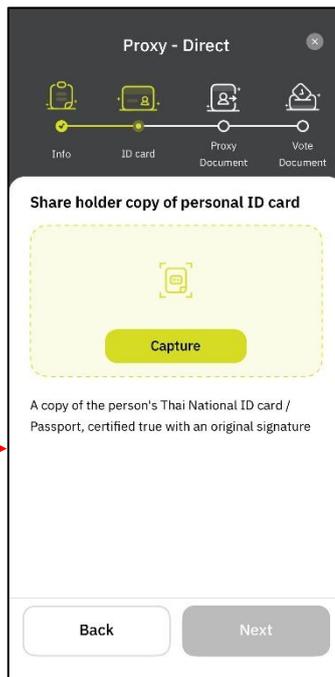


Figure 3.2.7 Upload Documents According to the steps

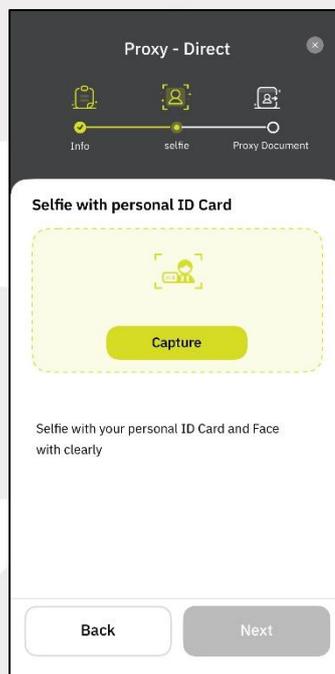


Figure 3.2.8 Upload All Documents

4.1 If "Upload Documents According to the Steps" is selected, the system will proceed to the upload steps of necessary documents, as follows:

- Upload a copy of the principal's ID card
- Upload the proxy's document
- Upload the proxy or voting document

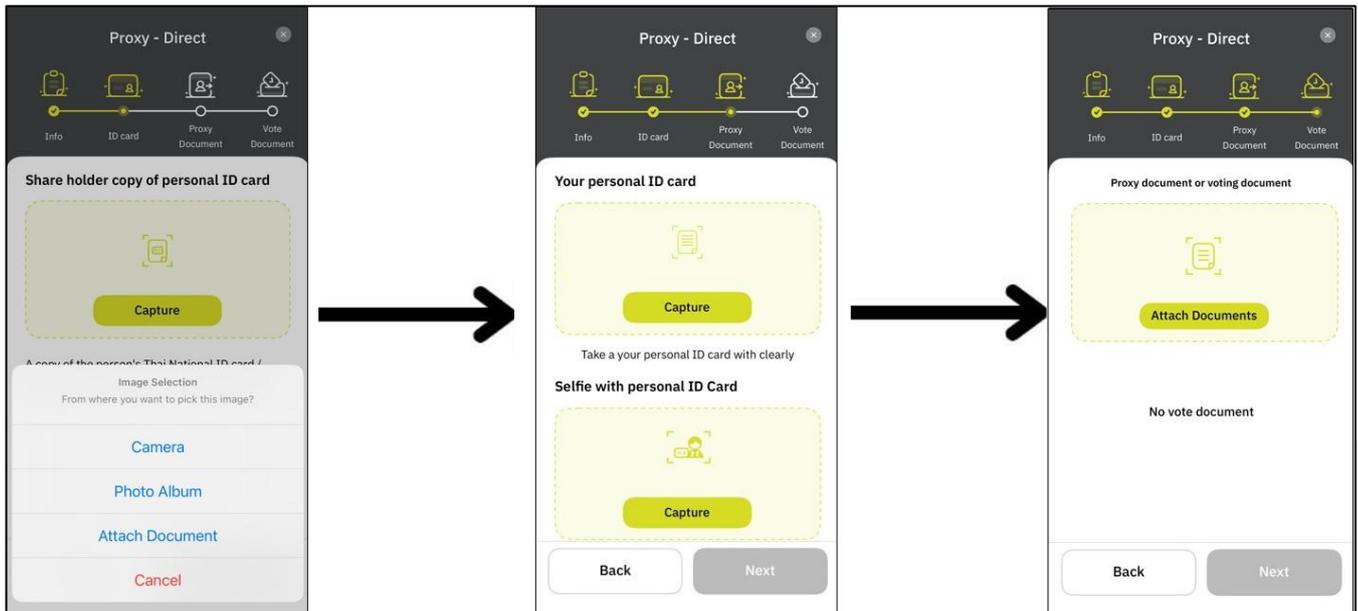


Figure 3.2.9 Document Upload Steps

4.2 If "Upload All Documents" is selected, the system will proceed to the upload steps of necessary documents, as follows:

- Take a selfie with the ID card
- Upload the required documents, including:
  - A photo of the principal's ID card with a signed certification of the copy
  - A photo of the proxy's ID card with a signed certification of the copy
  - A proxy form A or B
  - Voting documents for each agenda item

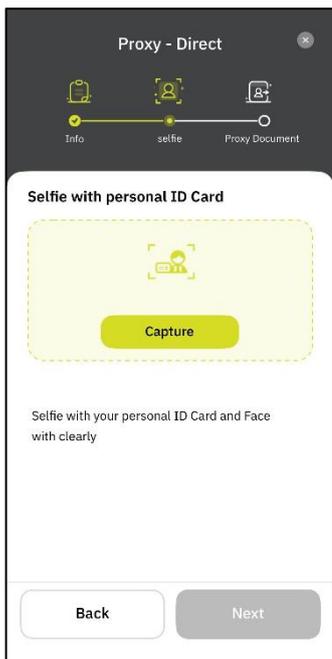


Figure 3.2.10 Upload All Documents Step 1

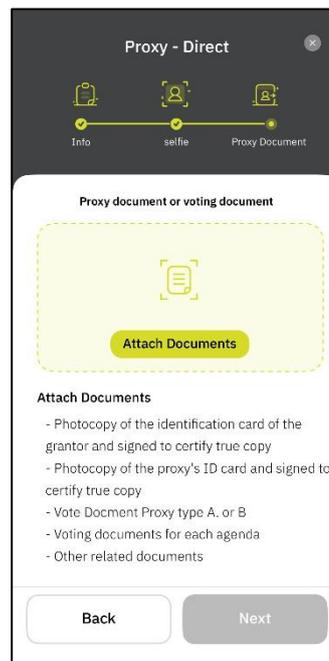


Figure 3.2.11 Upload All Documents Step 2

5. If the relevant documents are successfully uploaded, the system will proceed to the OTP verification page. Once the verification is successful, the system will display the "List of Proxies" page, completing the registration process.

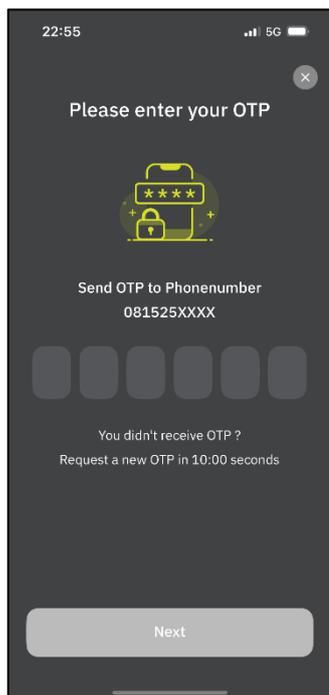


Figure 3.2.12 OTP Verification

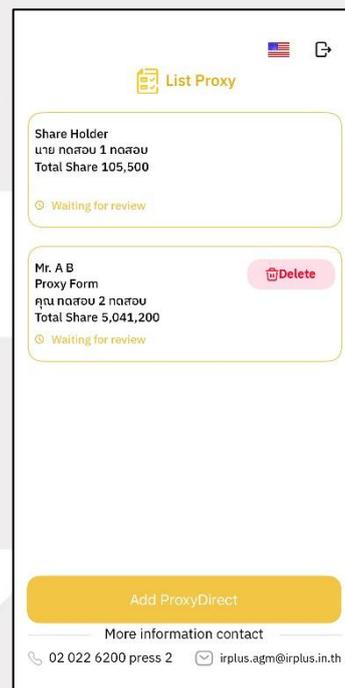


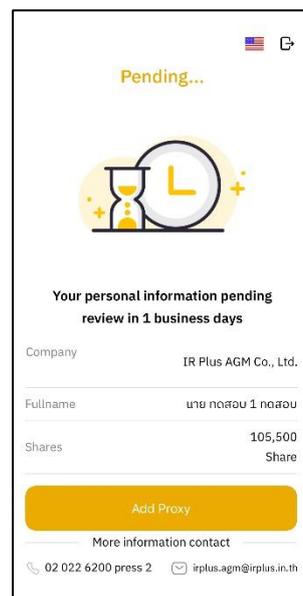
Figure 3.2.13 List of Principals

3.3. There are 3 statuses of the user's identity verification:

3.3.1. Pending: This status indicates that the verification is awaiting review.

Once the user has completed the identity verification process, the status will be "Pending" while the system sends the user's verification data for review by the system administrator. The result of the verification will be provided before the online voting opens.

**\* If the user fails the verification, they will not be able to use any features within the application.**



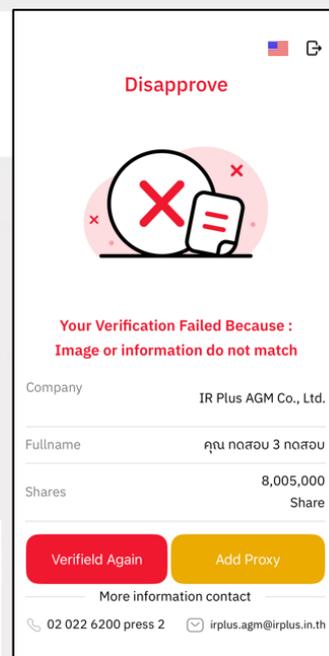
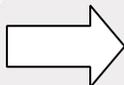
2. Disapproved: This status indicates that the identity verification has failed.

- When the system administrator reviews the user's identity verification and it does not pass, the administrator will notify the user immediately. The user will receive a notification stating: Identity Verification: Failed/ Reason for the failure.

**IR PLUS AGM**  
Identity Verification: Failed / Note: The uploaded image must be clear.

If the identity verification is not approved, the system will notify the user of the error and ask them to re-submit the identity verification.

**\* If the identity verification is not approved, the user will not be able to use any features within the application.**



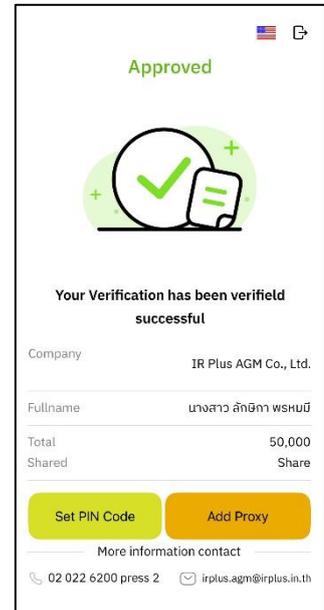
3. Approve: This status indicates that the identity verification has been approved.

- When the system administrator reviews the user's identity verification and it passes, the administrator will notify the user immediately. The user will receive a notification stating:

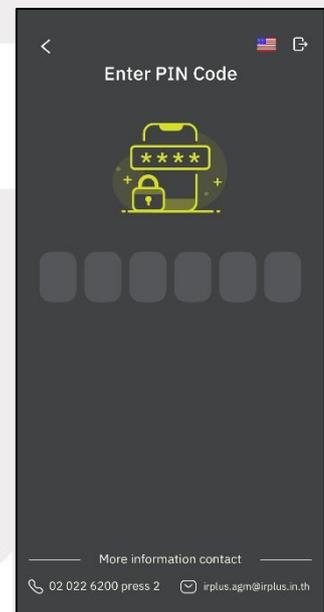
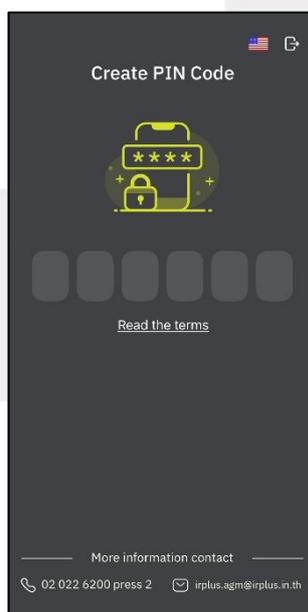
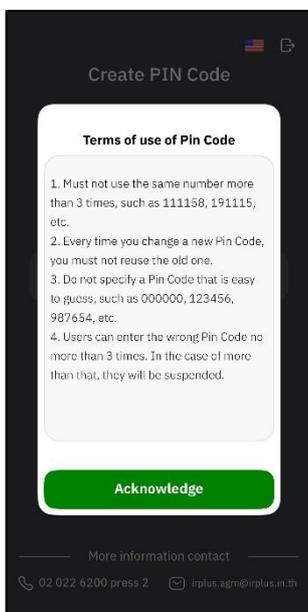
Identity Verification: Succeeded

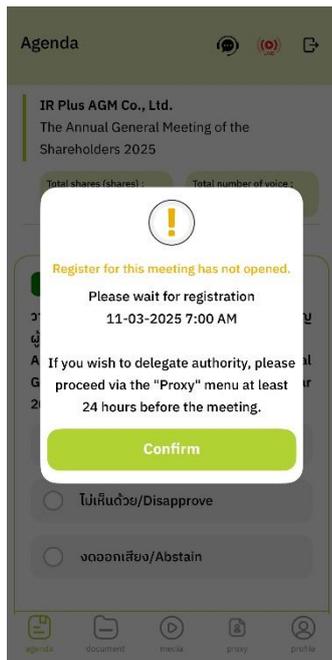


- After successfully completing the identity verification, the user will be directed to the page to set up a PIN code for added security when using the application.



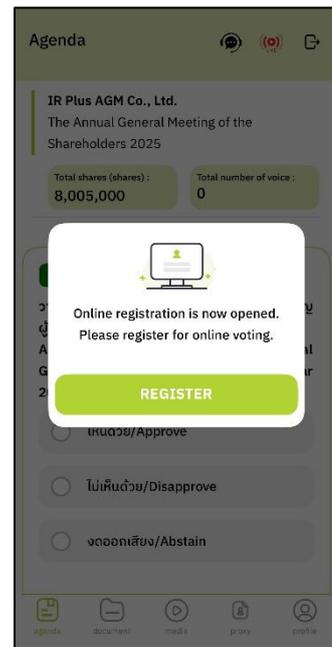
- After successfully completing the identity verification, the user will be directed to the page to set up a PIN code for security when using the application.



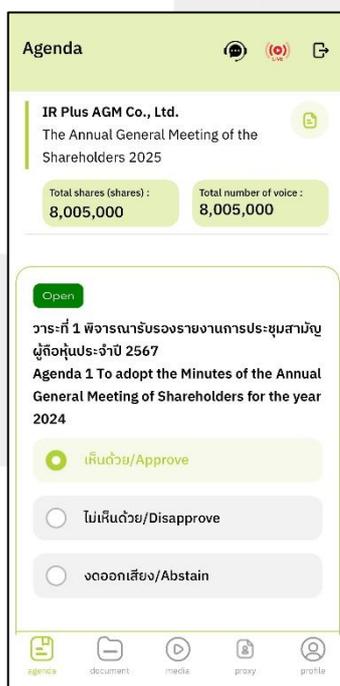


If the registration time has not yet arrived, a notification will be displayed indicating the time when registration will be available.

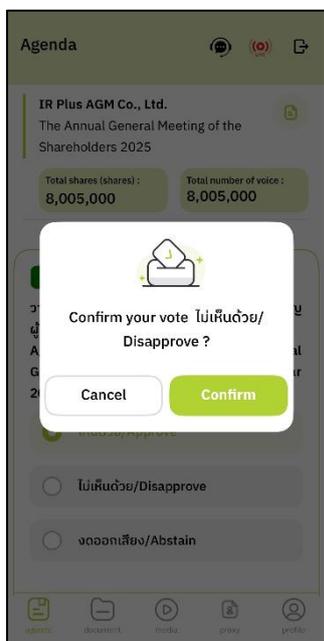
When the meeting time arrives, a notification will be displayed, prompting the user to click "Register" to join the meeting.



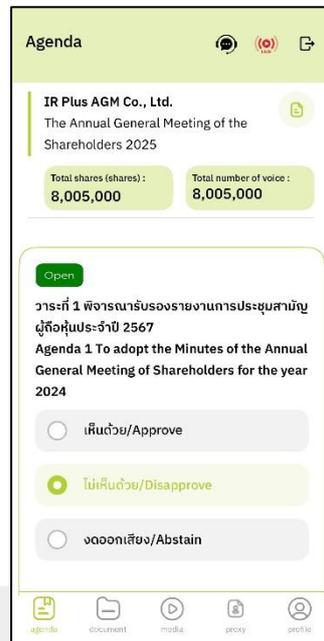
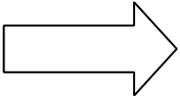
When the user clicks "Register," the system will immediately allow online voting. The user will be able to vote on one of the following options: Agree, Disagree, or Abstain.



Once the vote is selected, the system will display a message box, and the user must click the "Confirm Vote" button. During online voting, the user can modify their vote at any time until the voting period for that agenda item is closed



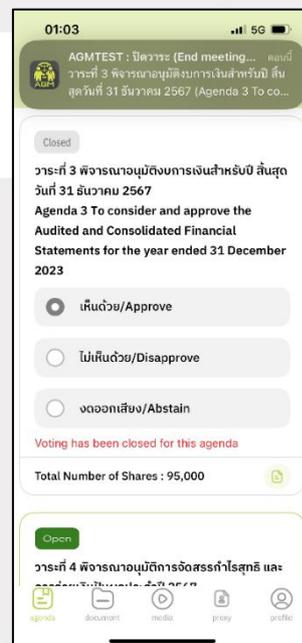
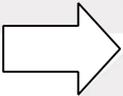
Once the user confirms their vote, the system will record the vote as submitted.



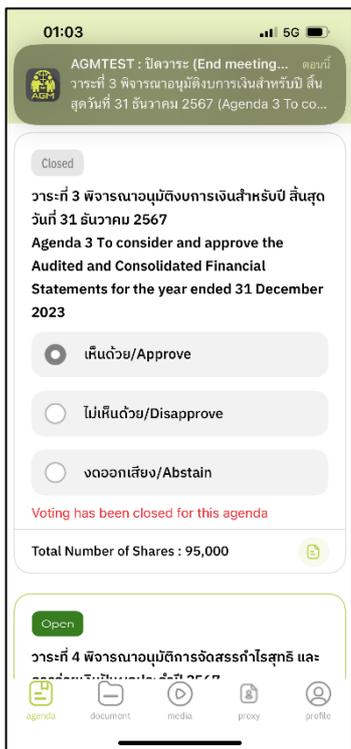
- When the online voting period is closed, the system will send a notification to alert the user.

**IR PLUS AGM**  
Close voting for Agenda 1 - Meeting

Once the online voting is closed, the system will no longer allow any changes to the vote.

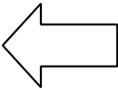


- When the agenda is closed, the system will send a notification to alert the user about the closure of the agenda.



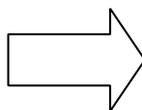
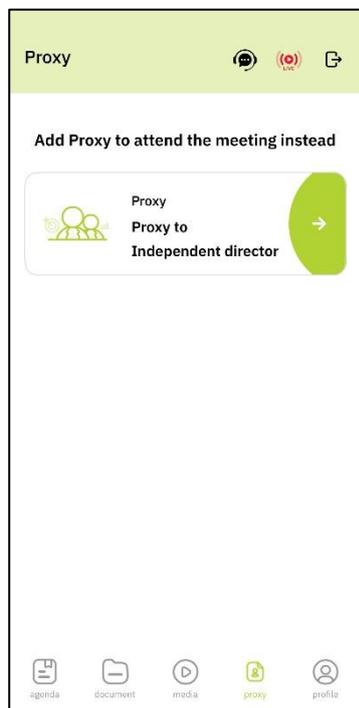
**IR PLUS AGM**  
**Close Agenda 1 - Meeting**

Once the agenda is closed, the user will be able to view the summary report for that agenda immediately.

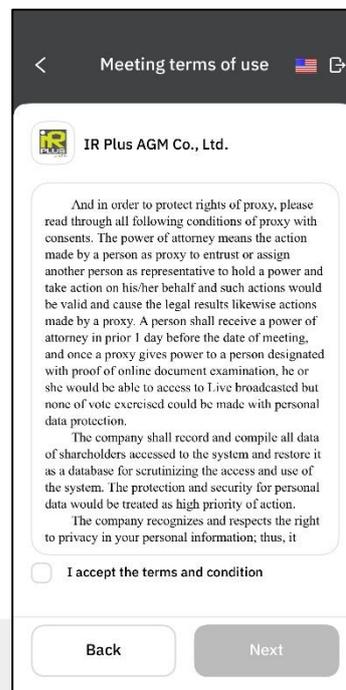


In case a shareholder wishes to grant a proxy to an independent director

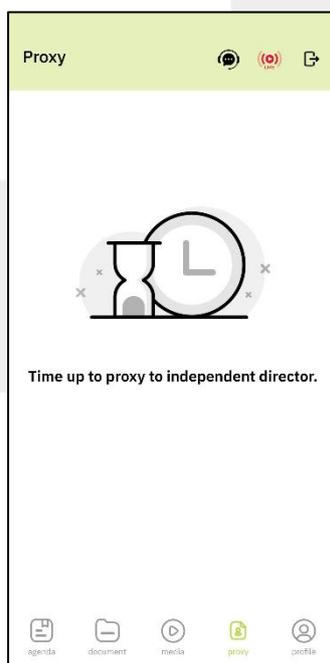
The proxy types consist of two types: Form A and Form B.



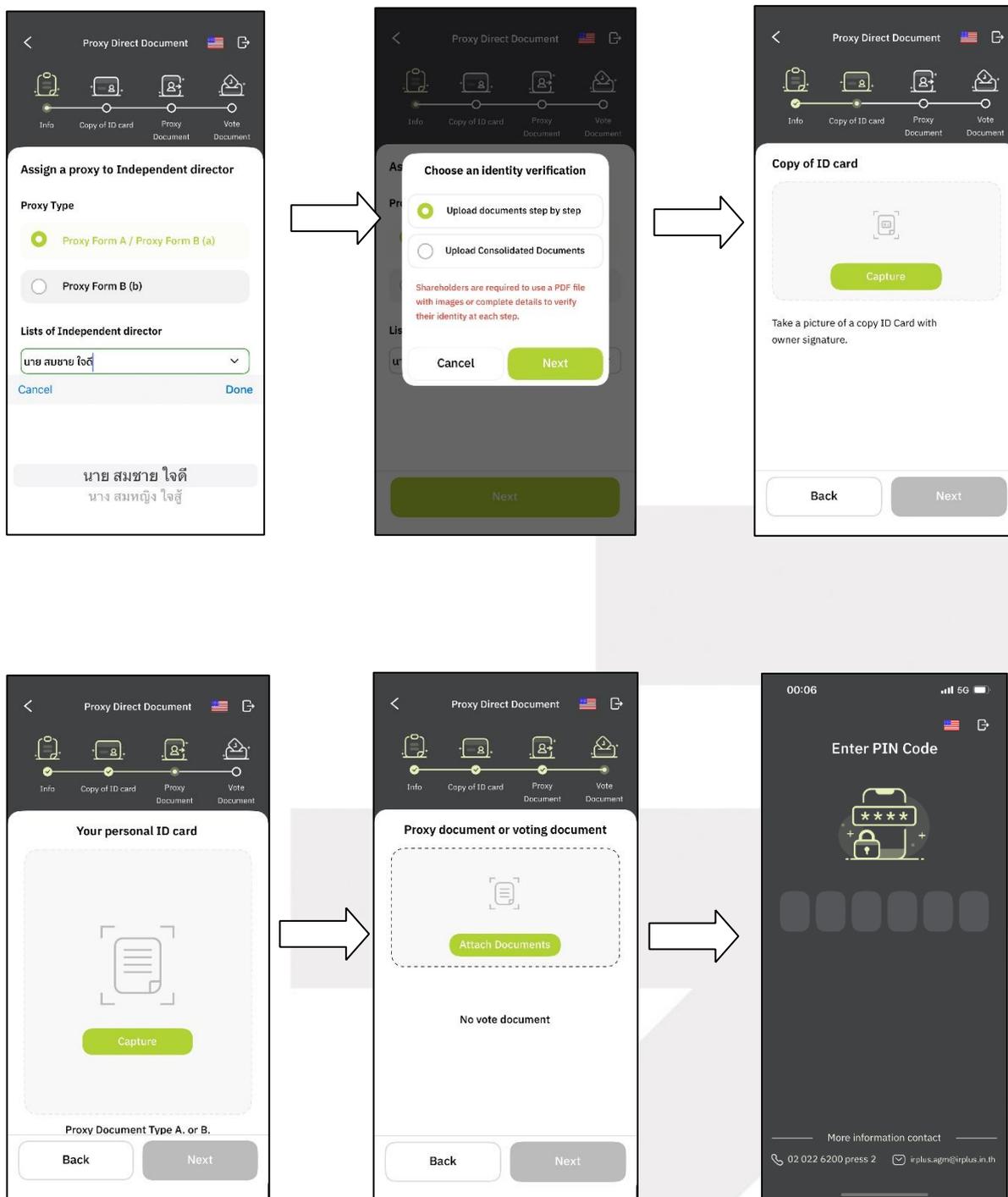
When the proxy type is selected, the system will display the proxy conditions page.



If the deadline for submitting the proxy has passed, the system will display a notification message.



The procedure for proxy appointment to independent directors Form A / Proxy Letter Form B (Item A), includes the following: Upload a copy of the principal's ID card and the proxy document.

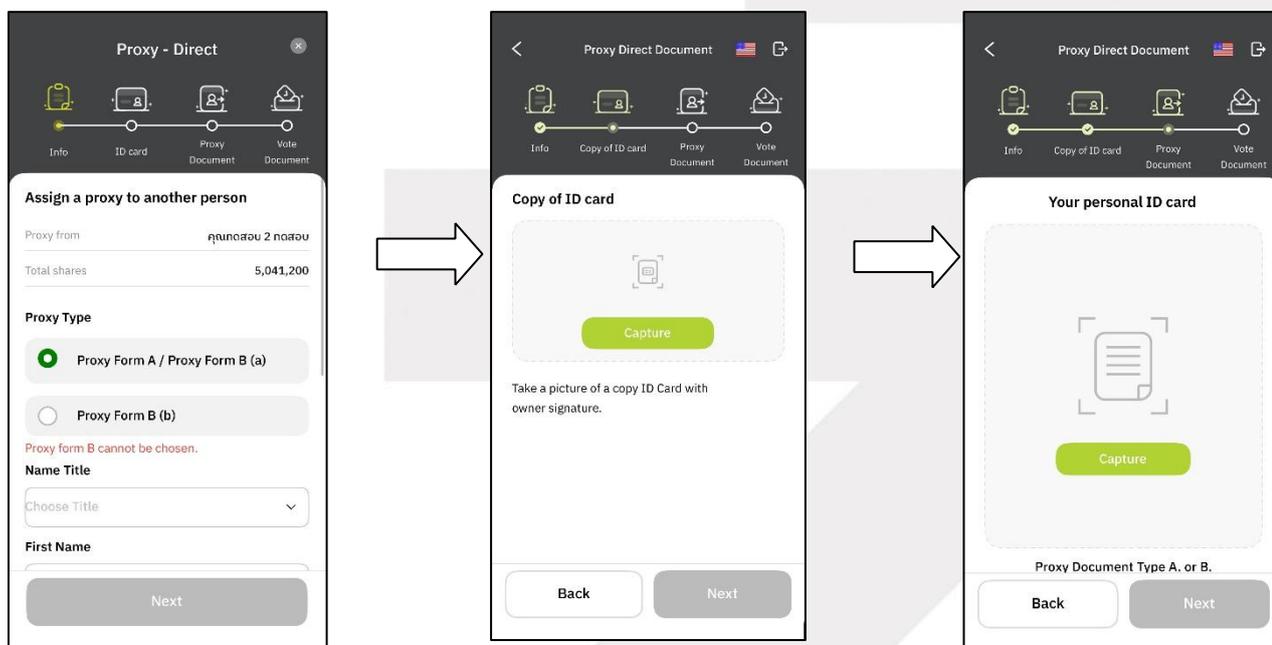


- Once the steps for proxy appointment to independent directors using Form A are completed, the shareholder can simply click "Next" to enter the PIN Code and confirm the proxy. This is because Form A does not require uploading voting documents.

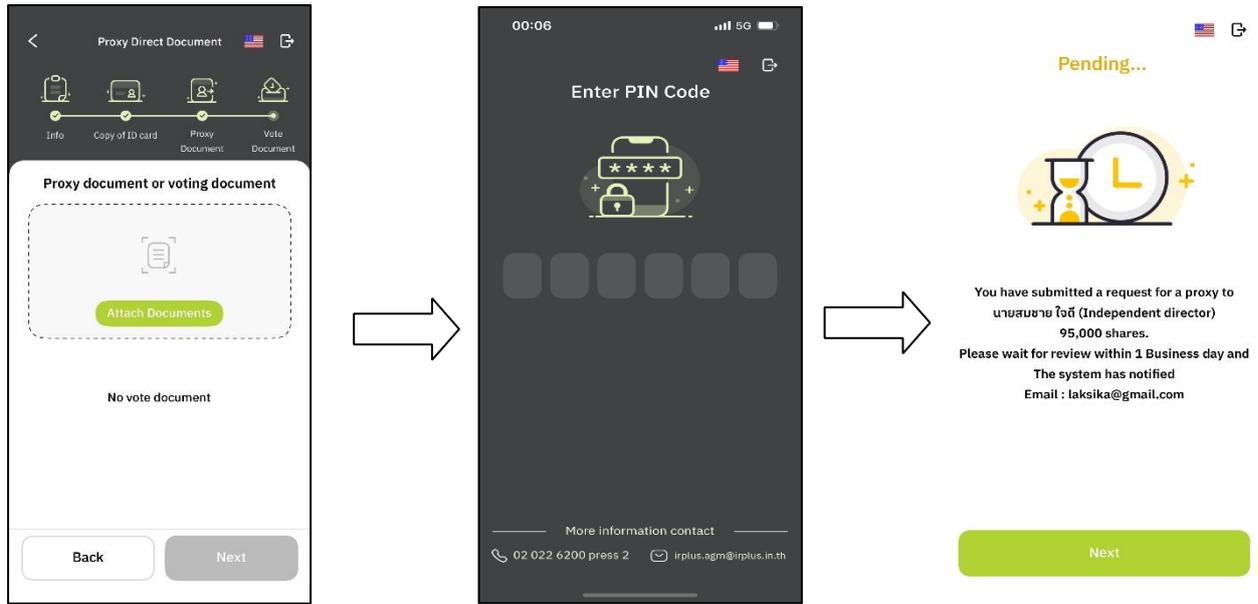


### The procedure for proxy appointment to independent directors Form B

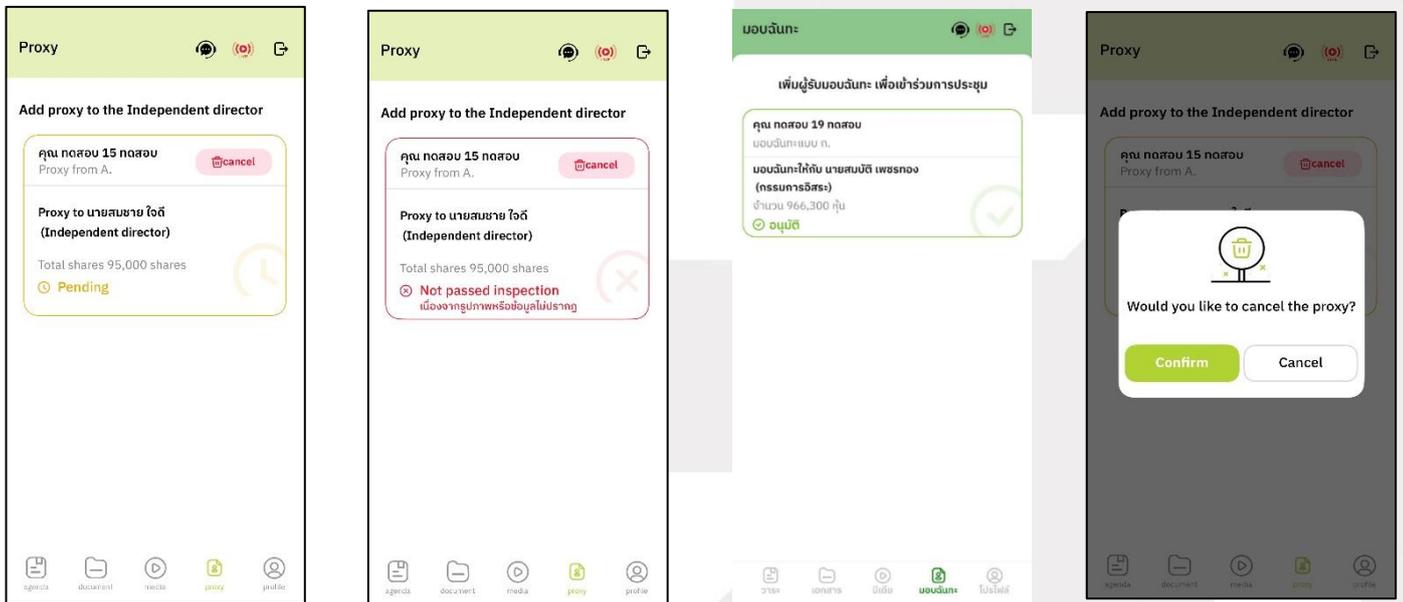
Upload a copy of the principal's ID card, the proxy card document, and the voting document.



- Once the steps for proxy appointment to independent directors using Form B are completed, it is necessary to upload the voting document and enter the PIN Code to confirm the proxy.

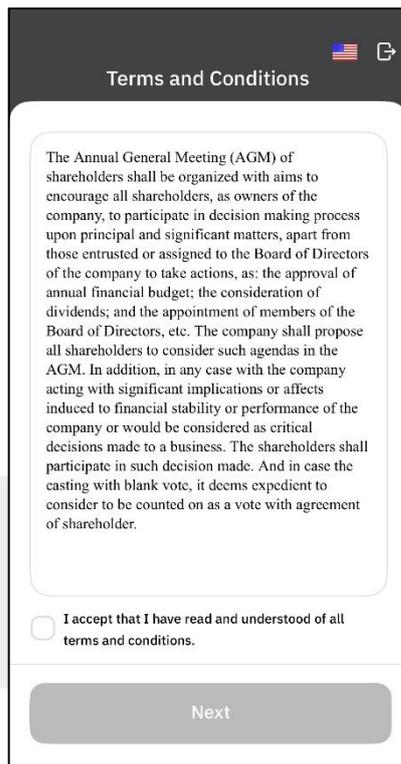
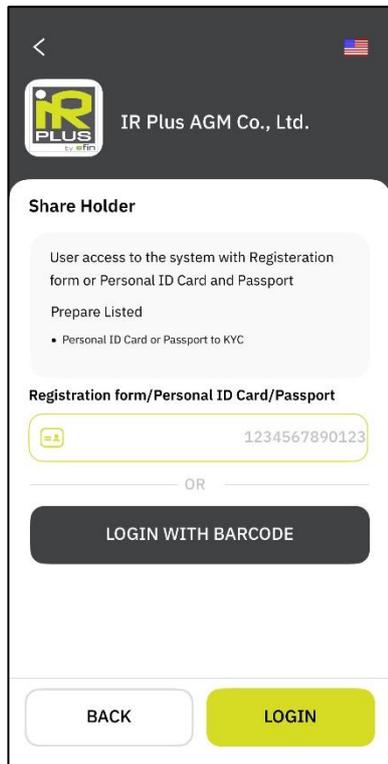


- After that, the verification will be pending by the system administrator. There will be three possible statuses displayed: Pending Verification, Verification Failed, and Completed, for both Form A and Form B. In cases where the verification fails, the shareholder can cancel the proxy.



**Login Type 2: Proxy Holder Attending in Person (Proxy - Direct)**

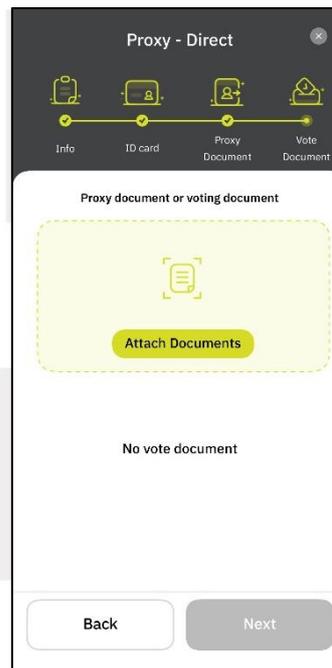
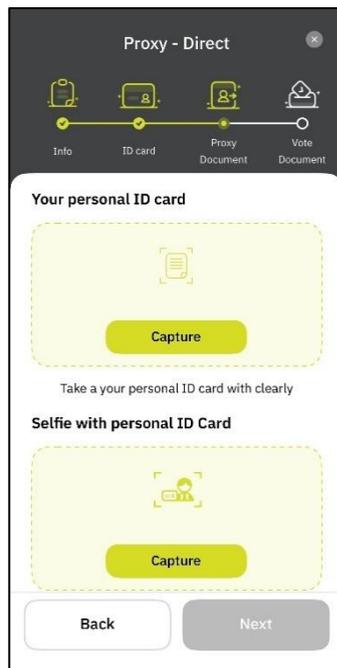
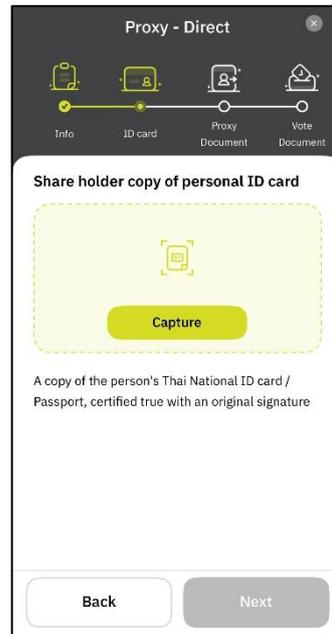
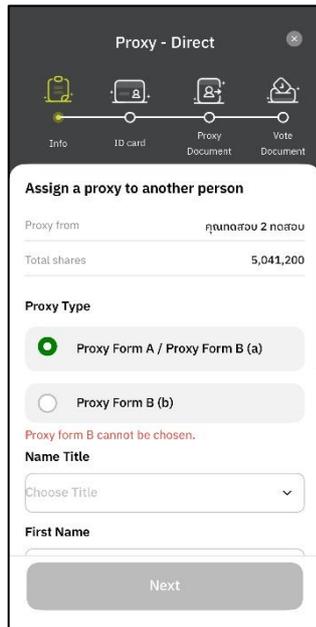
1. The proxy holder (Proxy) can log in using the shareholder's ID card number. They must first select the company they wish to participate in the meeting with, in order to access the electronic shareholder meeting system (E-AGM).



**Terms of Use for the Electronic Shareholder Meeting System (E-AGM)**

Once the proxy holder has reviewed the terms of use, they must accept the

Procedure for Proxy Holder Identity Verification:



## Mobile Application Menus

\*Note: Access to the various menus is restricted to users who have successfully completed the identity verification process.

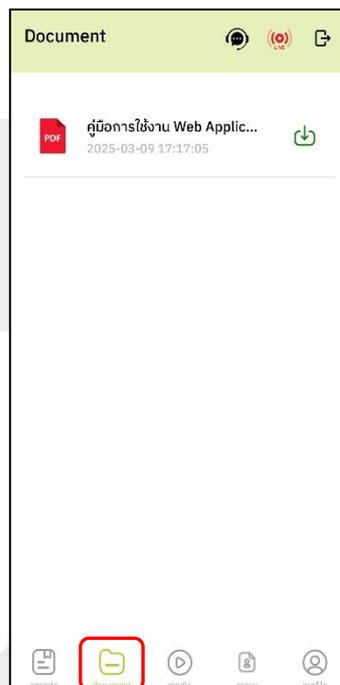
### 1. Agenda Menu

- Meeting Attendance Report



### 2. Document Menu

- For users to view documents related to the meeting.



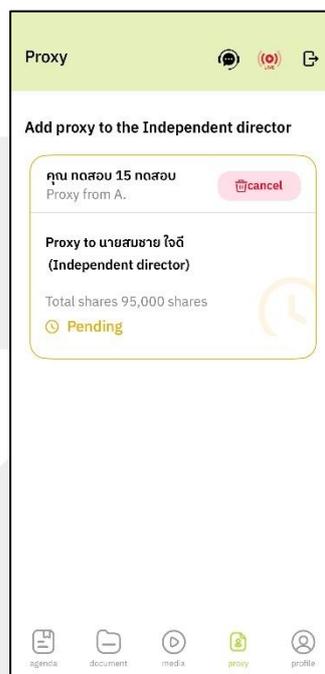
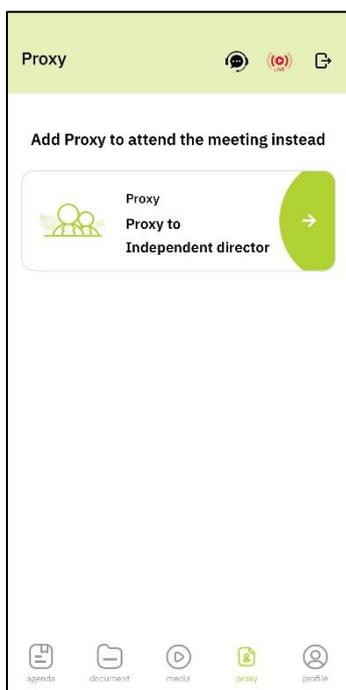
### 3. Media Menu

For users to view various videos related to the meeting.



### 4. Proxy Menu

This menu is for users who wish to grant a proxy. Only users with a shareholder account (Shareholder) who are attending in person will have access to this menu.



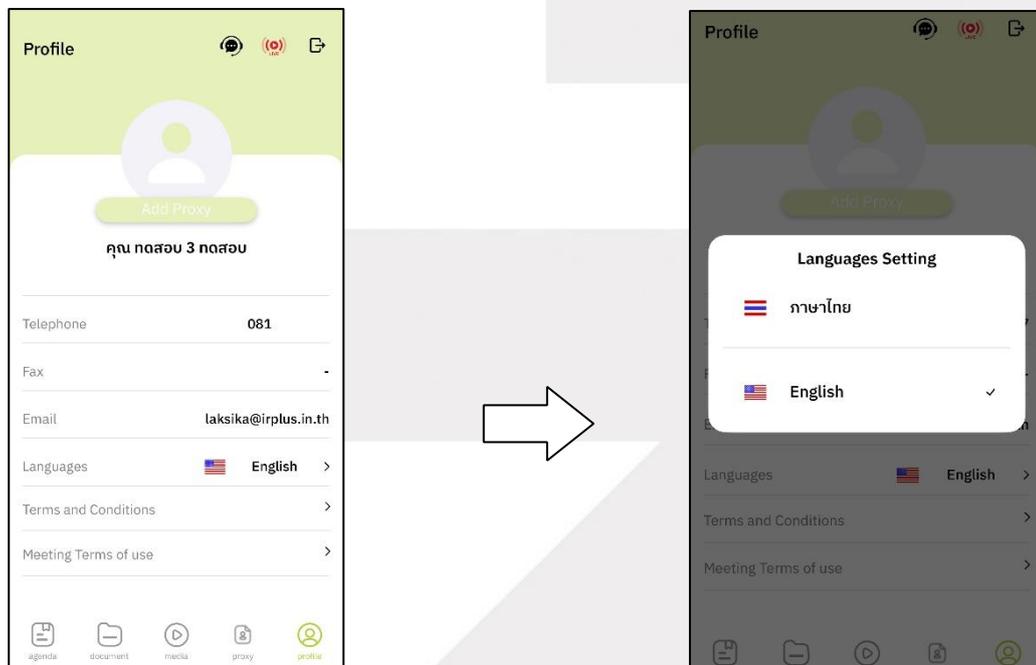
## 5. Profile Menu

- Personal information of the user account.



## 6. Setting Menu

- For users who wish to change the language or log out of the system.



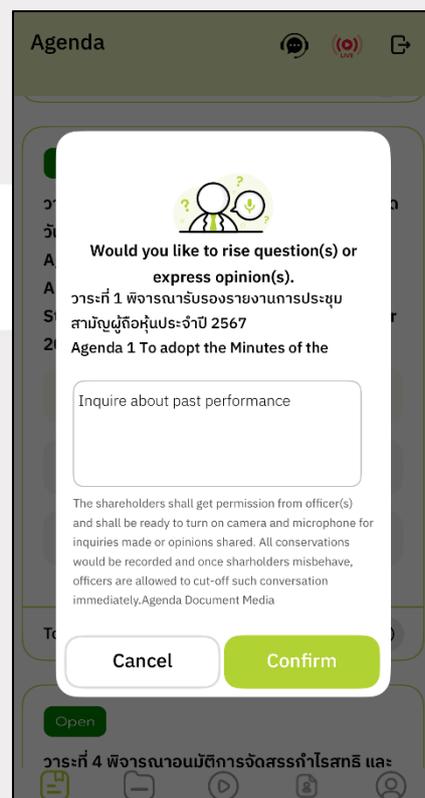
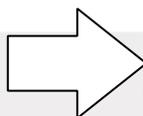
## 7. Inquiry or Comment Menu During Live Meeting

### 7.1 Submit Comments or Ask Questions to the Committee During the Meeting (via Video Call)

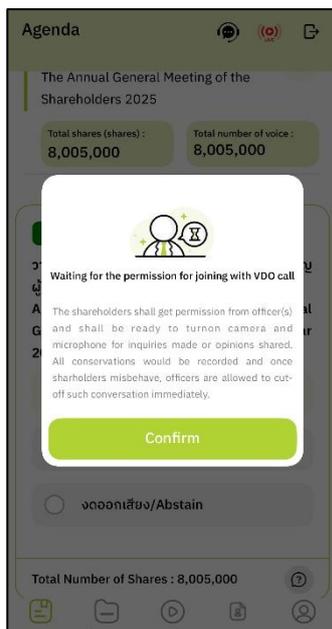
Users can request speaking rights through the application in this menu.



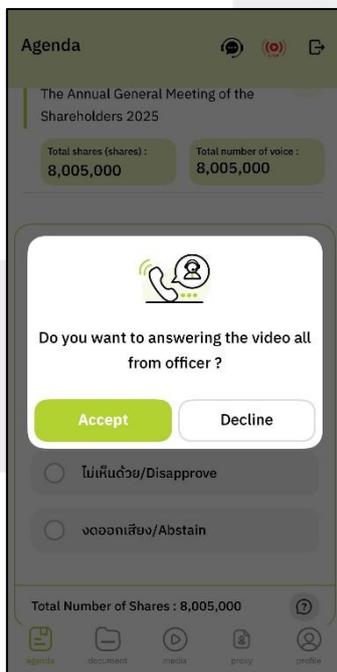
When the user clicks on the "Comment" menu during the meeting, they will be required to confirm before being directed to the system administrator, where they will wait in line to ask questions or provide comments.



- Once the user has requested speaking rights via video call, the administrator will review the request and contact the user.



- The user must confirm their participation in the meeting via video call and click the "Confirm Participation in Video Call" button.



- Once the user confirms their participation in the video call, the video call screen will appear, and the user's camera will be activated. The administrator will ask the user questions and wait for the committee's readiness before switching the camera to the committee for the question-and-answer session.



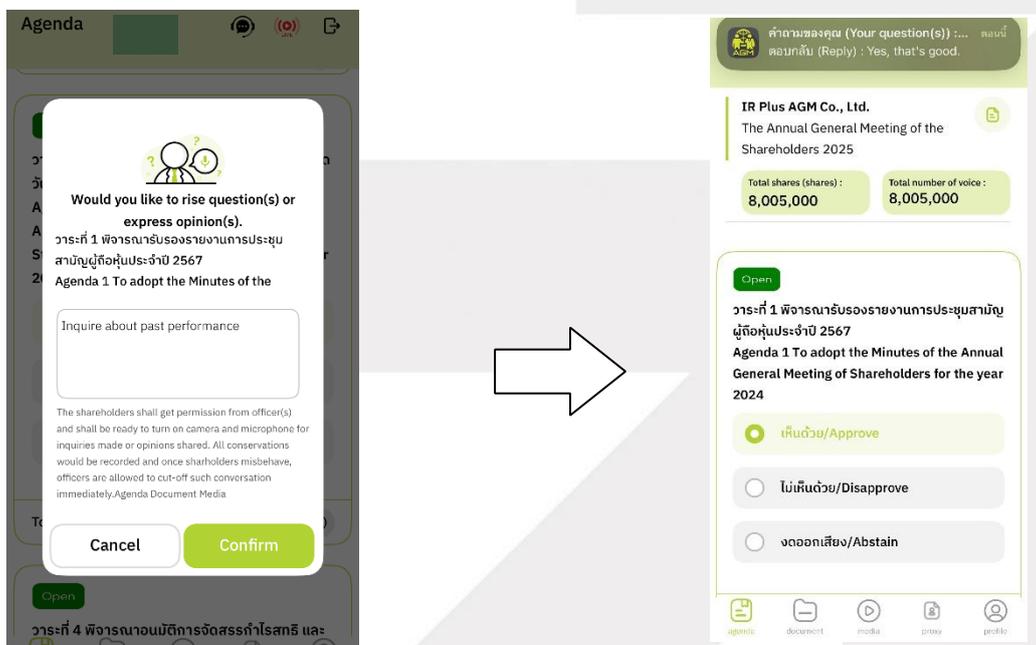
- Once the administrator has verified everything is in order, they will switch the camera to the committee so that the user can ask questions or make comments to the committee.



- Once the participant has asked their questions and received answers from the committee, the committee member will end the conversation by clicking "End Call" to conclude the discussion.

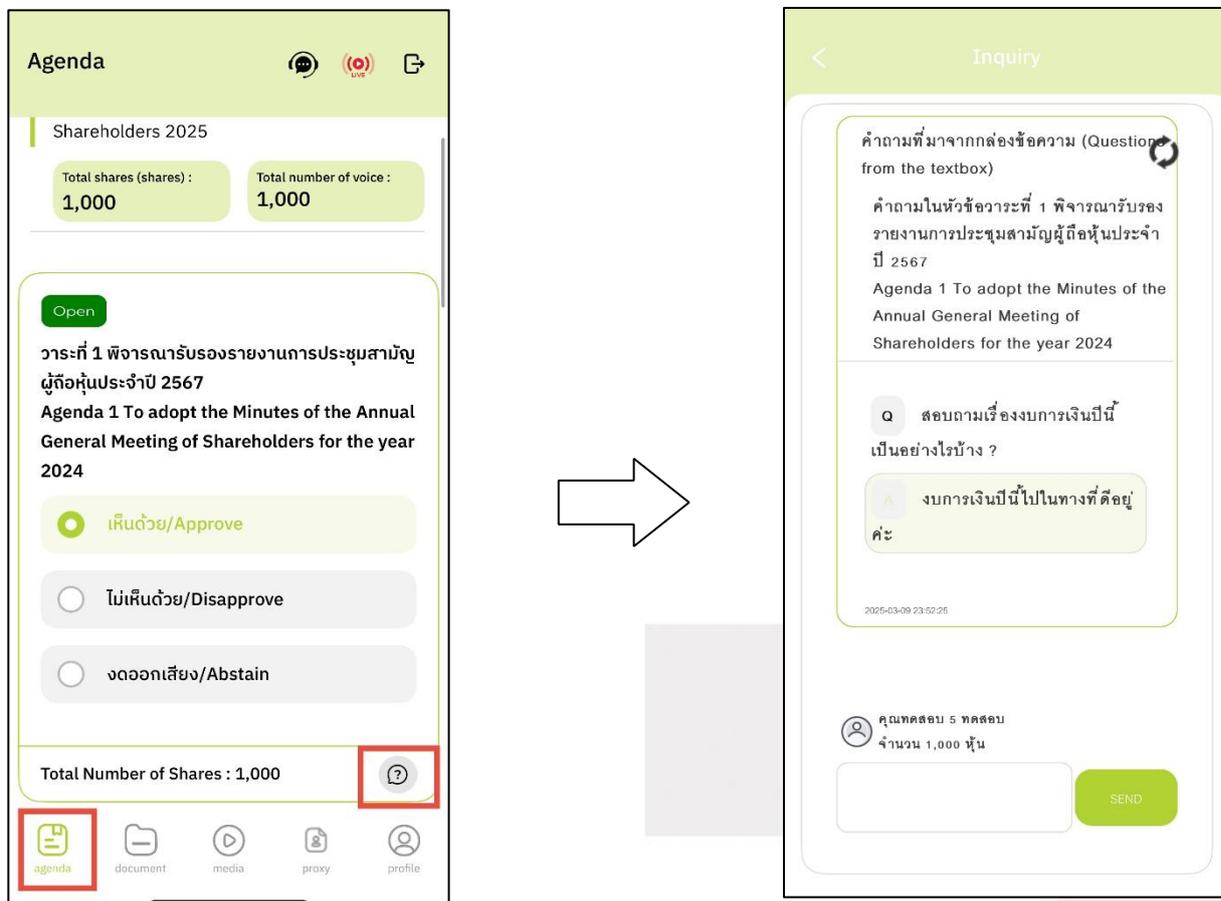


- In the case where the participant asks a question via video call but does not receive a video call response, the administrator will respond with a text message instead. The participant will receive a notification with the message.



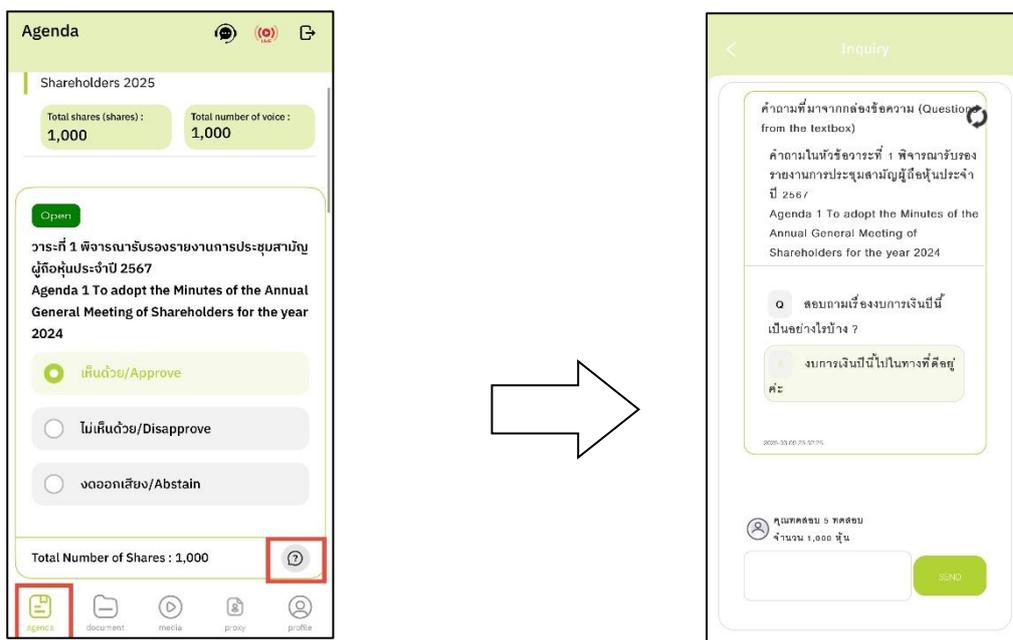
- When clicking to view the response message from the notification, it will be displayed as shown in the image.

Alternatively, the participant can click again to review the response from the administrator as shown in the image.



## 7.2 Inquiry or Comment Menu During Live Meeting (via Text Message)

Click the button to type a question for each agenda item



- Once the committee member has answered the question via text, the shareholder will receive a notification and can click to view the committee's response.



## Revision History

Action : C = Created A=Added M=Modified D=Deleted

Date Started	Date Finished	Version	Action	Description
25/11/2021	25/11/2021	00	C	สร้าง
27/12/2021	27/12/2021	01	M	ระบุระดับความลับของเอกสาร
09/02/2022	24/02/2022	02	M	ปรับปรุง Graphic User Interface
24/01/2025	24/01/2025	03	A	เพิ่มเนื้อหาการยืนยันตัวตนด้วยระบบ Thai, เพิ่มขั้นตอนการใช้งานระบบ เพิ่มผู้รับมอบฉันทะ
10/02/2025	14/02/2025	04	U	อัปเดตรูปภาพ UI เวอร์ชันใหม่และเพิ่มรายละเอียดขั้นตอนการเข้าใช้งาน
26/2/2568	27/2/2568	05	UT	อัปเดตขั้นตอน ThaiD

## Privacy Notice

We, Central Plaza Hotel Public Company Limited (the “Company”), respect your concerns about data privacy. To ensure the compliance with Thailand Personal Data Protection Act B.E. 2562, we would like to inform you of the following information.

### 1. What Personal Data we collect

We will collect or obtain the following types of information directly from you which may include but not limited to the following Personal Data:

- General Data: such as name, surname, address, date of birth, telephone number, email address, nationality, occupation, taxpayer identification number, identification card number, juristic person registration number, number of shares
- Sensitive Data: such as race, religion, blood type, photo or video footage taken at our premises, health information, medical history, or disability in connection with the operation of the meeting activities you attend. We will use our best effort to provide the sufficient security measure to protect your Sensitive Data.

We may receive Personal Data directly from you, registration form, proxy (if any), health questionnaire (if any), or a copy of the identification card or similar identification document that you register to attend the meeting.

In addition, the identification document that you send to us such as a copy of the identification card or other similar official document may appear the sensitive data i.e. race, blood type, or religion, you can conceal such Sensitive Data before submitting the document to us. If you have not concealed such Sensitive Data, we reserve the right to do so, and it does not constitute the collection of your Sensitive Data.

### 2. Why we collect, use, and disclose your Personal Data

We collect, use, and disclose your Personal Data for the following purposes:

- to call for, hold and organize the shareholders' meeting which includes your identity authentication, document transmission, performing any action in order to comply with the resolution of the shareholders' meeting, company management, organizing activities, and sending any newsletter or offers for the benefit of the shareholders;

- to prepare the minutes of the shareholders' meeting and for your meeting attendance, to protect the security, and to exercise our rights or protect the legitimate interest of us and individuals within the limit which you might reasonably have been expected;
- to prevent or suppress a danger to life, body or health of you and individuals such as contacting a person in emergency or disease prevention and control procedure. This is to achieve the objectives of health care to prevent the infection of serious diseases, and to comply with practices and procedures of the shareholders' meeting;
- to comply with our legal obligations and/or cooperate with court, regulators, government authority and law enforcement bodies for the exercising of such official authority vested in us; and
- for public interest in protection others in our premises.

Where we need to collect, use, and disclose your Personal Data as required by law, or for performance of a contract with you and you fail to provide that Personal Data to us, we may not be able to serve you our full range of services or perform the contract we have or are trying to enter into with you (for example, to allow you to enter the meeting and/or access to our premises).

### **3. How long do we retain your Personal Data**

We retain your Personal Data for as long as it is reasonably necessary to fulfil the purpose for which we obtained them. However, we may retain your Personal Data for a longer duration, if required by applicable law.

### **4. What are your rights with regards to your Personal Data**

Subject to the conditions and exceptions under the applicable laws, you may have the rights to access and/or obtain copy of, port, rectify, delete, destroy or anonymize certain Personal Data that we have about you, restrict and/or object to certain activities, in which we engage with respect to your Personal Data. If we process your Personal Data based on your consent, you may withdraw your consent, but we may not be able to provide you with our full range of services. You may also have the right to request us to disclose how we obtain your Personal Data without your consent and lodge a complaint with the competent authority under the applicable laws.