CENTRALPATTANA

Notice for the 2025 Annual General Meeting of Shareholders Central Pattana Public Company Limited on 29 April 2025, at 2.00 p.m.

through electronic means (e-AGM)

Remarks:

1. **Please follow the "Guidelines for Attending the Annual General Meeting of Shareholders through electronic means" in the Enclosure 1**
2. **The conference system shall be available on 29 April 2025 from 13.00 a.m. onward.**

CENTRALPATTANA

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No. 51/2025/012

26 March 2025

Subject: Notice of the 2025 Annual General Meeting of Shareholders

Attention: Shareholders of Central Pattana Public Company Limited

Enclosures:
1) Guidelines for attending the Annual General Meeting of Shareholders through electronics means (e-AGM)
2) 2024 Annual Report (56-1 One Report) and 2024 Financial Report in QR Code
3) Profiles of the Nominated Persons to be appointed as Directors
4) Directors' Remunerations for 2025
5) Information of the External Auditors and Audit Fees for the year 2025
6) Proxy Form
7) Details of Independent Directors nominated by the Company to Serve as Proxies
8) Articles of Association of the Company in relation to the Shareholders' Meeting
9) Request Form for the Hard Copy of 2024 Annual Report (56-1 One Report) and 2024 Financial Report
10) Privacy Notice

The Board of Directors has decided to hold the 2025 Annual General Meeting of Shareholders (the "Meeting") on 29 April 2025, at 2.00 p.m. through electronic means (e-AGM) in compliance with the laws and regulation on electronic meetings, to consider the following agenda items.

All shareholders were invited to propose their agenda for this Annual General Meeting in advance from 25 September 2024 to 15 January 2025. The information was announced through the Company's website and the Stock Exchange of Thailand (the "SET")'s news and information system. However, there was no agenda proposed by the shareholders.

Agenda Item 1: To acknowledge the Company's performance outcomes of 2024

Facts and Rationales: The Company's performance outcomes of 2024 have been summarized as appeared on page 178-187 in 2024 Annual Report (56-1 One Report) (Details as shown in Enclosure 2). The shareholders who desire to receive the hard copy of the 2024 Annual Report (56-1 One Report) are requested to complete the Request Form (Details as shown in Enclosure 9) and submit it to the Company. Upon receipt of the Request Forn, the Company will proceed to deliver document accordingly.

Opinions of the Board: The Board recommends the shareholders to consider and acknowledge the Company's performance outcomes of 2024.

Voting Required to Pass the Resolution: This agenda is for acknowledgement.

Agenda Item 2: To Consider and Approve the Audited Financial Statements for the Year Ended 31 December 2024

Facts and Rationales: To comply with the Company's Articles of Association and Section 112 of the Public Limited Companies Act, the shareholders shall approve the financial statements for the year ended 31 December 2024 audited by the auditor as appeared in the 2024 Financial Report. (Details as shown in Enclosure 2).

Opinions of the Board: The Board recommends the shareholders to consider and approve the financial statements for the year ended 31 December 2024, which the auditor had expressed an unqualified opinion and was reviewed by the Audit and Corporate Governance Committee and the Board of Directors.

Voting Required to Pass the Resolution: Majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda Item 3: To Consider and Approve the Dividend Payment against the 2024 Performance Outcomes.

Facts and Rationales: The Company's dividend payment policy mandates dividend payments of no less than approximately 40% of the operating net profit from consolidated financial statement, unless there are compelling reasons not to. The dividend payment will not exceed the retained earnings in the separate financial statement.

Opinions of the Board: The Board had considered and agreed to recommend the shareholders to consider and approve the dividend payment against the 2024 performance outcomes at THB 2.10 per share, which is 56.34% in accordance with the dividend investment policy. The Record Date for the right to receive the dividend is on 18 March 2025. The dividend will be paid on 19 May 2025. The right to receive the dividend will be confirmed upon the dividend payment shall be approved by the Meeting. Details of comparing dividend payment are as follows:

Details	2023	2024
1. Net profit (THB)	15,061,622,511	16,729,046,196
2. Number of shares (shares)	4,488,000,000	4,488,000,000
3. Dividend per share (THB/share)	1.80	2.10
4. Total dividend payment (THB)	8,078,400,000	9,424,800,000
5. Dividend payout ratio per Net profit (%)	53.64	56.34

Voting Required to Pass the Resolution: Majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda Item 4: To Consider and Approve the Appointment of Directors in Place of those Due to Complete their terms in 2025

Facts and Rationales: To comply with the Company's Articles of Association and Section 71 of the Public Limited Companies Act, one-third of the directors must retire from the office at every Annual General Meeting of Shareholders. In 2025, 4 directors are due to complete their terms, namely Mr. Veravat Chutichetpong, Mr. Kobchai Chirathivat, Mr. Preecha Ekkunagul and Ms. Wallaya Chirathivat.

Mr. Veravat Chutichetpong has expressed his intention not to extend his tenure as a director and submitted his resignation from the directorship and the membership of the sub-committees. The Board of Directors, as advised by the Nomination and Remuneration Committee, has deemed it appropriate to propose the Meeting the approval of the appointment of Mr. Montree Sornpaisarn as a new Company's director in replacement of Mr. Veravat Chutichetpong.

Besides, the Company provided shareholders with the opportunity to nominate directors in advance by distributing details through the Company's website and SET's news and information system from 25 September 2024 to 15 January 2025. However, no shareholder nominated any individual to be a candidate for director.

The Nomination and Remuneration Committee has undertaken the nomination criteria and process by considering all the required aspects of directors including qualifications, knowledge, competency, experience and expertise, to maximize the benefit of the Company. The Nomination and Remuneration Committee (exclusive of those with vested interests on this matter), has proposed the reappointment of the 3 directors who have completed their terms for another term and nominated one of individual to be appointed as a director in replacement to the director who does not wish to renew his term. The nominated names are listed below. Profiles of the nominated persons to be the directors appear in Enclosure 3.

1) Mr. Kobchai Chirathivat — Director (authorized signatory) / Member of the Nomination and Remuneration Committee

2)	Mr. Preecha	Ekkunagul	Director (authorized signatory) / Member of the Risk Policy Committee
3)	Ms. Wallaya	Chirathivat	Director (authorized signatory) / Member of the Risk Policy Committee / Chief Executive Officer
4)	Mr. Montree	Sornpaisarn	Independent Director / Member of the Audit and Corporate Governance Committee / Member of the Nomination and Remuneration Committee (Replacement of Mr. Veravat Chutichetpong who retired by rotation and decided not to renew his term)

Opinions of the Board: The Board had considered and agreed to recommend shareholders to reappoint the 3 directors, namely Mr. Kobchai Chirathivat, Mr. Preecha Ekkunagul and Ms. Wallaya Chirathivat to be directors of the Company and members of sub-committee for another term and nominated Mr. Montree Sornpaisarn to be appointed as a new director in replacement of Mr. Veravat Chutichetpong according to the proposal made by the Nomination and Remuneration Committee (exclusive of those with vested interests on this matter).

All individuals nominated for the appointment as directors have undergone a thorough and careful screening process conducted by the Board of Directors, which has ensured that they possess the requisite qualifications in accordance with the company's Articles of Association, the Public Limited Companies Act, and the applicable regulations set forth by the Securities and Exchange Commission. Each nominated individuals possess the necessary and proper qualifications for the company's business, knowledge, skills, capabilities, expertise, and experience including performing his/her duty with honesty according to corporate governance, can devote their time and expertise to the maximum benefit of the Company, shareholders and stakeholders, they should be nominated as directors.

In addition, the Board opined that Mr. Montree Sornpaisarn is qualified for an independent director in accordance with the Company's and the Stock Exchange of Thailand's definition of independent director which is inherently greater than those required by the Office of the Securities and Exchange Commission. (the qualifications of independent directors can be found on page 212-215 of the 2024 Annual Report (56-1 One Report) (Details as shown in Enclosure 2). Mr. Montree Sornpaisarn possesses extensive knowledge, abilities and experience, particularly in the field of finance and accounting, which are highly relevant to the core business of the Company. The Board, therefore, resolved to propose the appointment of Mr. Montree Sornpaisarn as the director and the member of sub-committee of the Company. Upon approval at the Meeting, his tenure will be end in April 2028, which is 3 years in total.

Voting Required to Pass the Resolution: Majority vote of the shareholders who attend the Meeting and cast their votes. Each director will be proposed to appoint individually.

Agenda Item 5: To Consider and Approve the Remuneration for the Board of Directors for 2025

Facts and Rationales: To ensure that the Board receives appropriate and fair remuneration, the Nomination and Remuneration Committee proposed the Board an approach for determining directors' remuneration taking into their responsibilities, contributions relative to the Company's overall operational performance and any other related factors which include comparisons to remuneration of other companies in the same or similar industries and business sectors. Duties and responsibilities of the Board of Directors and each of the Sub-committees can be found on page 212-222 in the 2024 Annual Report (56-1 One Report) (Details as shown in Enclosure 2).

Opinions of the Board: The Board had considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to approve the remuneration for the Board of Directors for 2025 at the amount not exceeding THB 30,000,000 increasing THB 5,000,000 from 2024 and the other benefits, which is the welfare rights to the hotels' accommodations and services as determined by the Company, at the value not exceeding THB 100,000 per person per year. Thus, the structure of remuneration consists of quarterly retainer, meeting allowance, bonus, and other benefits. (Details as shown in Enclosure 4).

Voting Required to pass the resolution: Not less than two-thirds of the shareholders who attend the Meeting.

Agenda Item 6: To Consider and Approve the Appointment of the External Auditor and Determination of the Audit Fee for 2025

Facts and Rationales: To comply with the Company's Articles of Association and Section 120 of the Public Limited Companies Act, the shareholders must approve an appointment of the Company's external auditors and their fees at the Annual General Meeting of shareholders. According to the notification of the Capital Market Supervisory Board, TorJor. 75/2561, mandates that an external auditor of the listed companies shall be rotated every 7 fiscal years, regardless of whether the years are consecutive and must refrain from performing audit services for such listed companies for 5 consecutive years. However, other individual external auditors in the same audit firm may be appointed.

The Audit and Corporate Governance Committee had considered the auditor's qualifications, independence, and past performance in comparison with the total number of service years as the Company's auditor as well as the audit fee. The Audit and Corporate Governance Committee deemed it appropriate and, thus, had agreed to propose the appointment of the external auditor of the Company and determination of the audit fee for 2025 to the Board for consideration (Details as appear on Enclosure 5).

Opinions of the Board: The Board had considered and agreed with the proposal made by the Audit and Corporate Governance Committee, to recommend the shareholders to consider and appoint KPMG Phoomchai Audit Ltd., a knowledgeable and experienced audit firm approved by SEC as well as having auditors who have good knowledge and experience in auditing. The Audit and Corporate Governance Committee and the Board duly considered and deemed it appropriate to propose the shareholders approve the appointment of auditors and audit fees as follows:

1. The appointment of the auditors for the Company for the year 2025.
   1) Mr. Bunyarit Thanormcharoen Certified Public Accountant No. 7900
   2) Ms. Thanyalux Keadkeaw Certified Public Accountant No. 8179
   3) Ms. Orawan Chunhakitpaisan Certified Public Accountant No. 6105
   4) Ms. Chanarat Chanwa Certified Public Accountant No. 9052
   5) Mr. Treerawat Witthayaphalert Certified Public Accountant No. 11464

   Any of the above-mentioned officers from KPMG Phoomchai Audit Ltd. are the external auditor of the Company and able to express an opinion on the consolidated financial statements of the Company in the year 2025.
2. The approval of the annual audit fees of the Company at an amount not exceeding THB 3,050,000, decreasing THB 350,000 from 2024.
3. The acknowledgement of the annual audit fees for the 2025 of the Company's subsidiaries audited by KPMG Phoomchai Audit Ltd. in Thailand, and by other firms in overseas, the total audit fees for all subsidiaries are THB 7,206,400. (The audit fees of subsidiaries for the year 2025 are subject to change pursuant to the actual number of subsidiaries and/or audit planning process based on changes from the business operations during the year.)

Voting Required to Pass the Resolution: Majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda Item 7: Other Businesses (if any)

All shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders through the electronics means on the date, at the time specified above. The AGM will be only conducted by electronic means, as well as the registration and voting.

For shareholders who would like to attend the Meeting via electronic means, please thoroughly study the **"Guidelines for attending the Annual General Meeting of Shareholders via electronic means (e-AGM)"** of the Company as appear on Enclosure 1

Any shareholders who find it inconvenient to attend the Meeting via electronic means may appoint one of the Company's Independent Directors as their proxy to attend and vote on their behalf. To do so, please execute the Proxy form B as appear on Enclosure 6 enclose with the required relevant support documents as stated in the **"Guidelines for attending the Annual General Meeting of Shareholders via electronic means (e-AGM)"** and submit to the Company. Profiles of Independent Directors who serve as the Company's proxy as appear on Enclosure 7.

For the 2025 Annual General Meeting of Shareholders to organize smoothly and conveniently via electronic means, the Shareholders are requested to review and follow the instructions, the registration procedures, the appointment of proxy and its supporting documents for the registration, the details of which are set forth in Enclosure 1. The Company shall conduct the Meeting in accordance with the Articles of Associations, details as appear on Enclosure 8 and should you have questions about the agenda items above, please send them in advance to co.secretary@centralpattana.co.th also specify your name, surname and contact address so that the Company may compile and clarify such relevant issues or queries at the meeting.

Sincerely,

On behalf of the Board

- *Ampawee Chompoopongkasem* -

(Ms. Ampawee Chompoopongkasem)
Company Secretary

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