

# **CENTRALPATTANA**

## **Notice for the 2026 Annual General Meeting of Shareholders**

**Central Pattana Public Company Limited**

**on 29 April 2026, 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 2026 from 1 p.m. onward.**

# CENTRALPATTANA

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No. 51/2026/008

26 March 2026

- Subject: Notice of the 2026 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) 2025 Annual Report (56-1 One Report) and 2025 Financial Report in QR Code Format
  - 3) Profiles of the Nominated Persons to be appointed as Directors
  - 4) Profiles of the Nominated Person to be appointed as a New Director
  - 5) Directors' Remunerations for 2026
  - 6) Information of the External Auditors and Audit Fees for the year 2026
  - 7) Guidelines for e-Proxy Voting-TSD Investor Portal
  - 8) Proxy Form
  - 9) Details of Independent Directors nominated by the Company to Serve as Proxies
  - 10) Articles of Association of the Company in relation to the Shareholders' Meeting
  - 11) Request Form for the Hard Copy of 2025 Annual Report (56-1 One Report) and 2025 Financial Report
  - 12) Privacy Notice

The Board of Directors has resolved to convene the 2026 Annual General Meeting of Shareholders (the "Meeting") on 29 April 2026, at 2.00 p.m., through electronic means (e-AGM) in compliance with the applicable laws and regulations governing electronic meetings, to consider the following agenda items.

All shareholders were invited to propose agenda items for the Annual General Meeting in advance during the period from 24 September 2025 to 15 January 2026. The invitation was announced through the Company's website and the news and information system of the Stock Exchange of Thailand (the "SET"). However, there was no agenda proposed by the shareholders.

## **Agenda Item 1: To acknowledge the Company's performance outcomes of 2025**

**Facts and Rationales:** The Company's performance outcomes of 2025 have been summarized as appeared on page 182-196 in 2025 Annual Report ("56-1 One Report") (Details as shown in [Enclosure 2](#)). The shareholders who desire to receive the hard copy of the 2025 Annual Report (56-1 One Report) are requested to complete the Request Form (Details as shown in [Enclosure 11](#)) and submit it to the Company. Upon receipt of the Request Form, the Company will deliver the document accordingly.

**Opinions of the Board:** The Board recommends the shareholders to consider and acknowledge the Company's performance outcomes of 2025.

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

## **Agenda Item 2: To Consider and Approve the Company's Audited Financial Statements for the Year Ended 31 December 2025**

**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 2025, which have been audited by the auditor as appeared in the 2025 Financial Report. (Details as shown in [Enclosure 2](#)).

**Opinions of the Board:** The Board recommends that the shareholders consider and approve the financial statements for the year ended 31 December 2025, which were audited by the auditor with an

unqualified opinion and 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 2025 Performance Outcomes.**

**Facts and Rationales:** The Company's dividend payment policy stipulates that dividends shall be paid at no less than approximately 40% of the operating net profit from consolidated financial statement, unless there are compelling reasons otherwise. The dividend payment shall not exceed the retained earnings in the separate financial statement.

**Opinions of the Board:** The Board recommends that the shareholders consider and approve the dividend payment against the 2025 performance outcomes at THB 2.40 per share, representing 57.17% of the operating net profit from the consolidated financial statement in accordance with the dividend payment policy. The Record Date for the Right to receive the dividend is on 10 March 2026. The dividend will be paid on 19 May 2026. The entitlement to the dividend is subject to the approval of the Meeting. Details of comparing dividend payment are as follows:

Details	2024	2025
1. Net profit (THB)	16,729,046,196	18,841,255,368
2. Number of shares (shares)	4,488,000,000	4,488,000,000
3. Dividend per share (THB/share)	2.10	2.40
4. Total dividend payment (THB)	9,424,800,000	10,771,200,000
5. Dividend payout ratio per Net profit (%)	56.34	57.17

**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 2026**

**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 office at each Annual General Meeting of Shareholders. In 2026, 4 directors are due to complete their terms, namely Mr. Sudhitham Chirathivat, Mr. Winid Silamongkol, Mrs. Nidsinee Chirathivat and Mr. Suthipak Chirathivat.

In addition, the Company provided shareholders with the opportunity to nominate candidates for the directorship in advance by announcing details on the Company's website and through the SET's news and information system from 24 September 2025 to 15 January 2026. 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 4 directors who have completed their terms for another term. The nominated names are listed below. Profiles of the nominated persons to be the directors appear in Enclosure 3.

- 1) Mr. Sudhitham Chirathivat      Chairman (authorized signatory)
- 2) Mr. Winid      Silamongkol      Independent Director / Chairman of the Audit and Corporate Governance Committee
- 3) Mrs. Nidsinee Chirathivat      Director
- 4) Mr. Suthipak Chirathivat      Director (authorized signatory)

**Opinions of the Board:** The Board had considered and agreed to recommend shareholders to reappoint the 4 directors, namely Mr. Sudhitham Chirathivat, Mr. Winid Silamongkol, Mrs. Nidsinee Chirathivat and Mr. Suthipak Chirathivat to be directors of the Company and members of sub-committee for another term in accordance with 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 ("the SEC") and the Stock Exchange of Thailand ("the SET"). 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 has considered and opined that Mr. Winid Silamongkol qualifies as an independent director and fully meets the independence criteria prescribed by the Company and the SET, which are more stringent than those required by the SEC. The qualifications of independent directors can be found on pages 246–252 of 56-1 One Report (Details as shown in Enclosure 2). He also possesses the knowledge, expertise, and experience required by the Company, along with a vision that aligns with the Company's business operations and strategic direction. He has strong proficiency in finance and accounting and can express opinions independently in accordance with the relevant criteria. Therefore, the Board considers it appropriate to propose that the Annual General Meeting of Shareholders approve the reappointment of Mr. Winid Silamongkol as a director of the Company and as a member of the sub-committee for another term. If reappointed, he will serve for an additional term until April 2029, resulting in a total tenure of 6 years and 8 months.

**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 Addition of the Director and the Appointment of the Director**

**Facts and Rationales:** In order to enhance the Company's business operations and to support greater diversity within the Board of Directors, the Board considers it appropriate to propose an increase in the number of directors by one (1) additional director. The Board therefore proposes the appointment of Mr. Chanavat Uahwatanasakul as an additional director of the Company, given his extensive knowledge, expertise, and long-standing experience in the retail business, which will be beneficial to the Company's operations. Following this increase, the Board of Directors will consist of thirteen (13) directors, up from the previous twelve (12), effective from 1 May 2026 onwards. Information regarding the nominated candidate proposed for appointment as a director appears in Enclosure 4.

**Opinions of the Board:** The Board recommends that the shareholders to approve the increase in the number of directors from 12 persons to 13 persons, and to appoint Mr. Chanavat Uahwatanasakul as a director of the Company, effective from 1 May 2026 onwards.

**Voting Required to pass the resolution:** Majority vote of the shareholders who attend the Meeting and cast their votes.

#### **Agenda Item 6: To Consider and Approve the Change of Authorized Signatories of the Company**

**Facts and Rationales:** Since Mr. Chanavat Uahwatanasakul has been nominated for appointment as an additional director of the Company, and in order to support the efficient operation of the Company, it is deemed appropriate to amend and revise the list of authorized signatories of the Company. Such amendment shall be effective from 1 May 2026 onwards.

**Opinions of the Board:** The Board recommends that the shareholders to amend the list of authorized signatories of the Company as follows:

Present:

Names and number of directors authorized to sign on behalf of the Company:

“Mr. Sudhitham Chirathivat, Mr. Prin Chirathivat, Mr. Kobchai Chirathivat, Mr. Preecha Ekkunagul, Ms. Wallaya Chirathivat, Mr. Suthipak Chirathivat”

(1) Any two of these six directors shall jointly sign and affix the Company’s seal; or

(2) In the case of submitting any tax filings or financial statements to government authorities or any other agencies, any one of the authorized directors under (1) shall sign and affix the Company’s seal.

Proposed Amendment:

Names and number of directors authorized to sign on behalf of the Company:

“Mr. Sudhitham Chirathivat, Mr. Prin Chirathivat, Mr. Kobchai Chirathivat, Mr. Preecha Ekkunagul, Ms. Wallaya Chirathivat, Mr. Suthipak Chirathivat, Mr. Chanavat Uahwatanasakul”

(1) Any two of these seven directors shall jointly sign and affix the Company’s seal; or

(2) In the case of submitting any tax filings or financial statements to government authorities or any other agencies, any one of the authorized directors under (1) shall sign and affix the Company’s seal.

Such change shall be effective from 1 May 2026 onwards.

**Voting Required to pass the resolution:** Majority vote of the shareholders who attend the Meeting and cast their votes.

**Agenda Item 7: To Consider and Approve the Remuneration for the Board of Directors for 2026**

**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 231-263 in 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 shareholders to approve the remuneration for the Board of Directors for 2026 at the amount not exceeding THB 30,000,000 which is the same rate as the year 2025. Thus, the structure of remuneration consists of quarterly retainer, meeting allowance, and bonus. (Details as shown in Enclosure 5).

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

**Agenda Item 8: To Consider and Approve the Appointment of the External Auditor and Determination of the Audit Fee for 2026**

**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, agreed to propose the appointment of the external auditor of the Company and determination of the audit fee for 2026 to the Board for consideration (Details as appear on Enclosure 6).

**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 the 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 2026.
  - 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 2026.

2. The approval of the annual audit fees of the Company at an amount not exceeding THB 3,050,000, which is the same as that of the year 2025.
3. The acknowledgement of the annual audit fees for the 2026 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 7,259,320. (The audit fees of subsidiaries for the year 2026 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 9: Other Businesses (if any)**

All shareholders are cordially invited to attend the 2026 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 8 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 9. For shareholders who wish to appoint a proxy through e-Proxy Voting operated by Thailand Securities Depository Co., Ltd. ("TSD"), as specified in Guidelines for e-Proxy Voting-TSD Investor Portal (details in Enclosure 7), the submission of the proxy form and identity verification documents to the Company is not required. Shareholders who are registered members of the Investor Portal may submit their proxy forms and cast their votes prior to the meeting (e-Proxy Voting) from 26 March 2026 until 28 April 2026 at 5 p.m. only.

For the 2026 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 10 and should you have questions about the agenda items above, please send them in advance to [co.secretary@centralpattana.co.th](mailto: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

The Company Secretary Office  
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