

# CENTRALRETAIL

## 2021 Annual General Meeting of Shareholders Central Retail Corporation Public Company Limited 23 April 2021 at 2 p.m.

### Convene the meeting through electronic media (E-AGM) only

#### Attend in person:

Shareholders will be able to register through the system from 5 April 2021 at 8 a.m. onwards.

#### Attend by proxy: (Recommended to grant proxy to Independent Director)

Shareholders shall submit the registration documents to the Company within **20 April 2021** via 2 channels as follows:

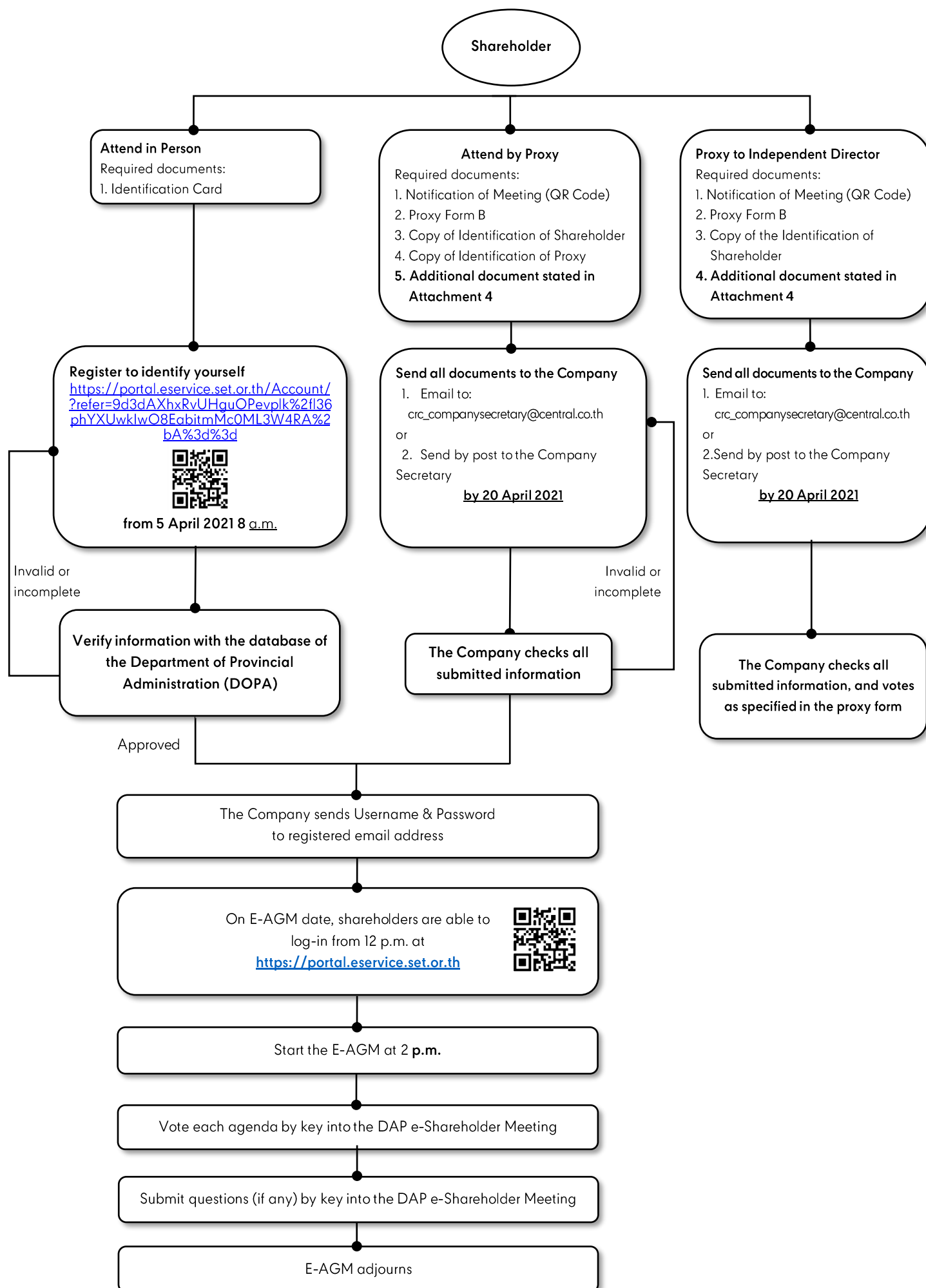
- 1) E-mail to: [crc\\_companysecretary@central.co.th](mailto:crc_companysecretary@central.co.th)
- 2) By post via the envelope enclosed to this invitation  
(no postage stamp needed – domestic mail only)

To: Company Secretary Office  
Central Retail Corporation Public Company Limited  
Central Chidlom Tower, 14th Floor,  
22 Soi. Somkid, Ploenchit Road, Lumpini Sub-district,  
Pathumwan District, Bangkok 10330

Phone: (02) 650 3600 ext. 1702 or 1544 or 1777

**It is recommended that the shareholders shall study the Guidance of E-AGM and Articles of Association regarding the Shareholders' Meeting (details as shown in Attachment 4).**

## Procedures for attending 2021 Annual General Meeting of Shareholders



# CENTRALRETAIL

Ref. CRC CS 007/2021

**Subject: Invitation to the 2021 Annual General Meeting of Shareholders**

18 March 2021

**To: Shareholders,  
Central Retail Corporation Public Company Limited**

- Attachments: 1) 2021 Annual General Meeting of Shareholders' Notification of Meeting with QR Code and the 2020 Annual Report (Form 56-1 One Report) which included the audited statement of financial position and statement of comprehensive income
- 2) Profiles of the nominated candidates for directors
  - 3) Profiles of the proposed auditors for the year 2021
  - 4) Guidance on electronic meeting (E-AGM) and articles of association of the Company related to shareholders' meetings
  - 5) Privacy policy regarding the general meeting of shareholders of Central Retail Corporation Public Company Limited
  - 6) Proxy B

The Board of Directors meeting of Central Retail Corporation Public Company Limited (the "**Company**") resolved to convene the 2021 Annual General Meeting of Shareholders (the "**Meeting**") on Friday, 23 April 2021 at 2 p.m. only through electronic media ("E-AGM") according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda:

**Agenda 1:** Acknowledgement of the Company's performance of 2020

Facts and Rationales: The Company has summarized the Company's performance in 2020 as provided in the 2020 Annual Report (Form 56-1 One Report) - Business and Performance (Details as shown in Attachment 1)

Board of Directors' opinion: The Board proposed the Company's performance of 2020 to the Meeting for consideration and acknowledgement.

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

**Agenda 2:** Approval of the audited financial statements for the year ended 31 December 2020

Facts and Rationales: To be in compliance with the Company's Articles of Association and the Public Limited Companies Act, B.E. 2535 (as amended) (the "**PLC Act**"), the Company shall prepare a statement of financial position at the end of fiscal year ended 31 December 2020 which has been audited by an external auditor as provided in 2020 Annual Report (Form 56-1 One Report) (Details as shown in Attachment 1) which summarized as follows:

## Statement of Financial Position and Profit and Loss

Unit : THB

Lists	Consolidated	The Company
Assets	239,179,945,394	126,908,066,927
Liabilities	183,464,981,363	48,415,916,030
Revenue from Sale	173,137,654,092	-
Total Revenue	194,311,434,379	5,285,531,280
Profit for the Year <sup>1</sup>	46,266,132	3,774,299,407
Profit per Share (THB/share) <sup>2</sup>	0.01	0.65

**Notes:** <sup>1</sup> Profit for the year attributable to owners of the parent

<sup>2</sup> Profit per share calculated from profit for the year attributable to owners of the parent

### Board of Directors' opinion:

The Board recommends that the Meeting consider and approve the financial statements for the fiscal year ended 31 December 2020 which were reviewed by the Audit Committee and the Board of Directors and audited by the external auditor who expressed unqualified opinions as provided in the 2020 Financial Statements.

### Vote required:

Simple majority of the shareholders present at the meeting and casting their votes.

### **Agenda 3:** Approval of the profit allocation and dividend payment for 2020 performance

#### Facts and Rationales:

The Company has a policy to pay dividends to shareholders at the rate of not less than 40 percent of the net profit from the consolidated financial statements after tax deduction, the allocation of all various funds required by laws and the Company in each year, and the obligations under the financial contract (if any). The dividend payment must not exceed the retained earnings from the separate financial statements of the Company. However, the rate of dividends may be changed from the specified depending on the results of operations, cash flow, financial liquidity, financial status, investment plan, reserving funds to be working capital, reserving funds for future investment, reserving funds to repay loans, conditions and limitations as specified in the financial contract, economic conditions, including legal requirements and other necessities.

Comparison of the rate of dividends from the results of operations in the year 2020 to the preceding year is as follows:

Details of dividend payment	Year 2020	Year 2019 <sup>1</sup>
1. Consolidated Net Profit <sup>2</sup> (THB million)	46	10,633
2. Paid-up Capital (million shares)	6,031	4,700
3. Annual dividend (THB/share)	0.40	6.86 Comprising (1) First interim dividend 5.96 THB/share (2) Second interim dividend 0.90 THB/share

Details of dividend payment	Year 2020	Year 2019 <sup>1</sup>
4. Total Dividends Amount (THB million)	2,412	32,242
5. Dividend Payout Ratio (percent)	5,214	303

**Notes:** <sup>1</sup> Dividend payment was a part of restructuring before IPO.

<sup>2</sup> Profit for the year attributable to owners of the parent

Board of Directors' opinion:

The Board recommends the Meeting to consider and approve as follows:

1. Acknowledge that as at 31 December 2020, the Company has already set aside legal reserve at the amount required by law of THB 632,000,000.
2. Approval of the dividend payment for 2020 performance at THB 0.40 per share, totalling to THB 2,412,400,000, which is in-line with the Company's dividend payment policy. The record date for the right to receive dividend would fall on 30 April 2021, and the dividend would be paid on 21 May 2021. However, the right to receive dividend is not confirmed until being approved by the 2021 E-AGM.

Vote required:

Simple majority of the shareholders present at the meeting and casting their votes.

**Agenda 4:** Approval of the appointment of director in place of those retired by rotation

Facts and Rationales:

According to the Company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors shall retire. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second year after registration of the Company shall be determined by drawing lots. For subsequent years, the directors who have held office longest shall retire and the directors retiring may be re-elected. In 2021, there are 5 directors to be retired by rotation in this meeting as follows:

1. Mr. Suthikiati Chirathivat Director
2. Dr. Atchaka Sibunruang Independent Director
3. Mrs. Patareeya Benjapolchai Independent Director
4. Mrs. Yuwadee Chirathivat Director
5. Mr. Prin Chirathivat Director

The Nomination and Remuneration Committee had undertaken the nomination process by considering persons who have qualifications as stipulated in the Charter of the Company's Directors in accordance with the law and the Skill Matrix set by the Company in alignment with the Company's business strategy in various fields. The Nomination and Remuneration Committee also considered the directors listed in the IOD Director Pool, along with the qualifications that nominating directors must not hold directorship positions in listed companies for more than 5 companies and for the case of nominating same independent directors back to terms, the nominating directors must not hold an independent director position for more than 9 years unless the Board of Directors approve by the necessity. Mrs. Atchaka Siboonrueng and Mrs. Patareeya

Benchapolchai are independent directors, having the qualifications which meet all the requirements of Company's independent director definition and the qualifications under the relevant law. They are able to give opinion independently.

The Nomination and Remuneration Committee had undertaken the nomination process thoroughly as mentioned, thus, had nominated the extension of five directors for another term. (Details as shown in Attachment 2)

Board of Directors' opinion:

The Board (excluding those retired by rotation at 2021 E-AGM) considered the qualifications of each aforementioned director thoroughly and agreed with the proposal made by the Nomination and Remuneration Committee to recommend that the Shareholder's Meeting re-appoint all 5 retiring directors to retain office for another term as follows:

- |                                |                      |
|--------------------------------|----------------------|
| 1. Mr. Suthikiati Chirathivat  | Director             |
| 2. Dr. Atchaka Sibunruang      | Independent Director |
| 3. Mrs. Patareeya Benjapolchai | Independent Director |
| 4. Mrs. Yuwadee Chirathivat    | Director             |
| 5. Mr. Prin Chirathivat        | Director             |

Vote required:

Simple majority of the shareholders present at the meeting and casting their votes. The directors will be considered and appointed individually.

**Agenda 5:** Approval of the remuneration for the Board of Directors for the year 2021

Facts and Rationales:

According to the Company's Articles of Association, directors are eligible to receive remuneration in the forms of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders' meeting considers to be appropriate for the duty of the Board of Directors.

In this regard, the Nomination and Remuneration Committee had considered and determined the remuneration for the Board of Directors based on their performance and the Company's operating results and compared with the remuneration of other companies within the same industry and of similar size. The Nomination and Remuneration Committee deemed it appropriate to recommend the Board to propose the shareholders to consider and approve the remuneration for the Board of Directors for 2021 with a ceiling of THB 20.5 million. The increase of THB 0.5 million is partly from the estimate of the compensation of the new Corporate Governance and Sustainability Committee which had been appointed by the Board of Directors from meeting No. 11/2020 on 22 December 2020. The remuneration of the Corporate Governance and Sustainability Committee is equal to the Nomination and Remuneration Committee and the Risk Policy Committee and shall be paid from January 2021. In this regard, the remuneration of the Board of Directors and other sub-committees still be the same remuneration structure as 2020.

Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to approve 2021 remunerations for the Board and sub-committees in an amount not exceeding THB 20.5 million. The remunerations include quarterly remuneration, meeting allowances and bonus (if any) as follow:

## 1. Quarterly Remuneration and Meeting allowance

Position	Quarterly Remuneration (THB)	Meeting allowance (THB/Meeting/ Person)
Chairman	225,000	85,000
Director	85,000	42,000
Chairman of the Audit Committee	133,000	65,000
Member of the Audit Committee	103,000	50,000
Chairman of the Executive Committee	none	none
Member of the Executive Committee	none	none
Chairman of the Nomination and Remuneration Committee	none	35,000
Member of the Nomination and Remuneration Committee	none	30,000
Chairman of the Risk Policy Committee	none	35,000
Member of the Risk Policy Committee	none	30,000
Chairman of the Corporate Governance and Sustainability Committee	none	35,000
Member of the Corporate Governance and Sustainability Committee	none	30,000

**Note:** Director who holds the position of executive or employee of the Company shall not receive quarterly remuneration or meeting allowance as member of the sub-committees.

## 2. Director's Bonus

The bonus may be allocated to directors by which the Board of Directors is authorized to determine the conditions, details, and rate of bonus payment as it deems appropriate based on the Company's performance for the year ended 31 December 2021. In addition, the amount of bonus being allocated to each director is dependent on the performance and the participation in meetings. Director who holds the position of executive or employee of the Company shall not receive director's bonus.

## 3. Other benefits

- None-

### Vote required:

Not less than two-thirds of the total number of votes of the shareholders present at the meeting.

**Agenda 6:** Approval of the appointment of the external auditors and determination of the audit fee for the year 2021

### Facts and Rationales:

The Public Limited Company Act prescribes that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of the auditor of the company every year. In this regard, the Audit Committee had considered and agreed to appoint an auditor, determined the audit fee which it deemed to be appropriate. Also, the proposed

auditors have no relationship or conflict of interest with the Company, subsidiaries, major shareholders or person related to the said parties which independent in auditing and recommending the Company's financial statements. Thus, it was recommended that the Board of Directors consider an appointment of an auditor and approve the audit fee for the year 2021 and acknowledge the audit fee for the 2021 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies overseas and other overseas audit firms.

#### Year 2020

- The audit fee for the 2020 financial statements and the review of the quarterly financial statements was THB 6.5 million, excluding non-audit fee.
- The audit fees for the 2020 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms were totaling THB 36.1 million.

#### Year 2021

- The audit fee for the 2021 financial statements and the review of the quarterly financial statements is THB 6.9 million, excluding non-audit fee. The fee is increased comparing to the year 2020 because the scope of consolidated financial statements is increased from the acquisition of COL Public Company Limited which is considered as a significant subsidiary in the year 2021.
- The audit fees for the 2021 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms were approximately THB 36.2 million.

#### Board of Directors' opinion:

The Board considered and agreed with the proposal made by the Audit Committee and recommended the Shareholder's Meeting proceed as follows:

#### 6.1 To consider and appoint KPMG Phoomchai Audit Limited as the external auditor and appoint

1. Miss Pornthip Rimdusit Certified Public Accountant No. 5565 or
2. Mr. Watchara Pattarapitak Certified Public Accountant No. 6669 or
3. Mr. Banthit Tangpakorn Certified Public Accountant No. 8509

Any of the above officers from KPMG Phoomchai Audit Limited as the auditor of the Company. Profiles of the proposed auditors are provided in the Attachment 3.

#### 6.2 To approve the audit fees for the audit of the 2021 financial statements and the review of the quarterly financial statements totaling THB 6.9 million, excluding non-audit fee, and to acknowledge the audit fees for the 2021 financial statements of subsidiaries which will be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies in overseas and other overseas audit firms approximately THB 36.2 million. The audit fees are decreased from the year 2020 by THB 4.6 million or equivalent to 11.34 percent, considering the audit fees of COL Public Company Limited of the year 2020 collectively.

#### Vote required:

Simple majority of the shareholders present at the meeting and casting their votes.



**Agenda 7:** Other matters (if any)

The Company has invited shareholders to propose agenda and nominate directors in advance via the Company's website from 1 December 2020 – 15 January 2021 which none of shareholders proposed agenda and nominate directors to the Company.

It is recommended that the shareholders shall study the guidance of E-AGM and Articles of Association regarding the Shareholders' Meeting (details as shown in Attachment 4). If shareholders have any queries, please submit the questions regarding the Meeting agenda prior to the Meeting via email: [ir@central.co.th](mailto:ir@central.co.th) or <https://www.centralretail.com/en/home>

Therefore, the Company hereby invites all shareholders to attend the 2021 Annual General Meeting of Shareholders per the above date and time which is convened through electronic only. The Company will allow all shareholders to register from 5 April 2021 at 8 a.m. onwards.

Please be informed accordingly,

Yours sincerely,



(Dr. Prasarn Trairatvorakul)

Chairman

Central Retail Corporation Public Company Limited

### Profiles of the Nominated Candidates for the Election as Directors



1. **Mr. Suthikiati Chirathivat**      **Age** 78    years    Directors powers to bind a company  
**Position**      Vice Chairman  
**Date of Appointment as a Director:**    6 September 2019 – Present

#### **Education**

- Diploma in Mechanical Engineering, South West Essex Technical College, UK
- Bachelor of Arts in Political Science, Ramkamhaeng University
- Master of Arts in Political Science, Ramkamhaeng University
- Honorary Doctorate Degree in Business Administration, College of Asian Scholars
- Honorary Doctorate Degree in Business Administration, Dhurakij Pundit University
- Honorary Doctorate Degree in Hotel and Tourism Studies, Kasem Bundit University
- Honorary Doctorate Degree in Mass Communications, Ramkamhaeng University

#### **Training Programs**

- Director Accreditation Program (DAP) 68/2008, Thai Institute of Directors Association
- Diploma, The Joint State-Private Sectors Class 1, Thailand National Defense College
- Diploma, The Modern Management Course Class 1, Thailand National Defense College

#### **Board Member/Management in Other Listed Company (3)**

- 2002 – Present      Director, Central Pattana Public Company Limited  
 2004 – Present      Chairman, Central Plaza Hotel Public Company Limited  
 2009 – Present      Chairman and Chairman of the Executive Committee, Bangkok Post Public Company Limited

#### **Position in Other Company/Organization/Institution**

66 Companies

#### **Position in other business that operate businesses which have the same nature as or are in competition with the Company**

Not being director/executive of such business

#### **Experiences**

- 1984 – 1988      The Founder and Head of Thai Retailers Association, Thai Retailers Association  
 1991 – 1992      Member, National Legislative Assembly

1992 – 1996	Member, Senate of Thailand
2014 – 2015	Advisor to Chairman of the Constitutional Court, Constitutional Court of Thailand
2014 – 2016	Honorary Advisor, Thai Hainanese Trade Association

#### **Shareholdings (Ordinary Shares) (as at 31 December 2020)**

- **Held personally** : 0.644 %
- **Held by spouse or minor children** : -None-

#### **Family Relationship among Directors and Executives**

- Younger Brother of Mr. Suthichai Chirathivat
- Elder Brother of (1) Prof. Dr. Suthiphand Chirathivat and (2) Mr. Suthilaksh Chirathivat
- Uncle of (1) Mrs. Yuwadee Chirathivat (2) Mr. Prin Chirathivat (3) Mr. Tos Chirathivat and (4) Mr. Pichai Chirathivat

#### **Meeting attendance in 2020**

2020 Annual General Meeting of Shareholders:	attended the meeting	1/1	time
The Board of Directors Meeting:	attended the meeting	9/11	times

#### **Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)**

-None-

**Profiles of the Nominated Candidates for the Election as Independent Directors**



- 2. Dr. Atchaka Sibunruang**                      **Age** 66    years
- Position**    Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Corporate Governance and Sustainability Committee
- Date of Appointment as a Director**    6 September 2019 – Present

**Education**

- Bachelor of Economics (First Class Honors), Chulalongkorn University
- Master of Arts in Economics, Sussex University, UK
- Doctor of Philosophy in Economics, Sussex University, UK

**Training Programs**

- Program on Investment Appraisal and Management Class 1990, Harvard Institute for International Development, USA
- National Defense Course (NDC) 2005, Thailand National Defense College
- Director Certification Program (DCP) 88/2007, Thai Institute of Directors Association
- Diploma in Political and Governance Program Class 13/2009, King Prajadhipok's Institute
- Top Executive Program in Commerce and Trade Program Class (TEPCOT) 48/2008, Commerce Academy
- Capital Market Academy Executive Program Class 10/2010, Capital Market Academy
- Executive Program on Energy Literacy for a Sustainable Future Class 1/2012, Thailand Energy Academy
- IT Governance and Cyber Resilience Program (ITG) 15/2020 Thai Institute of Directors Association

**Board Member/Management in Other Listed Company**

-None-

**Other Position in Other Company/Organization/Institution**

2 Companies 3 Organizations

**Position in other business that operate businesses which have the same nature as or are in competition with the Company**

Not being director/executive of such business

**Experiences**

2014 – 2015	Chairman, Thai Cane & Sugar Corporation Limited
2014 – 2015	Chairman, General Environmental Conservation Public Company Limited
2014 – 2015	Chairman, Naraiphand Company Limited
2014 – 2015	Permanent Secretary, Ministry of Industry
2014 – 2015	Chairman, Industrial Estate Authority of Thailand
2015 – 2016	Minister, Ministry of Industry
2016 – 2017	Minister, Ministry of Science and Technology

**Shareholdings (Ordinary Shares) (as at 31 December 2020)**

**Held personally** : 0.001%

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

**Family Relationship among Directors and Executives**

-None-

**Meeting attendance in 2020**

2020 Annual General Meeting of Shareholders	:	attended the meeting	1/1	time
The Board of Directors Meeting	:	attended the meeting	11/11	times
Nomination and Remuneration Committee Meeting	:	attended the meeting	5/5	times

**Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)**

-None-

**Information related to Independent Director**

- (1) Being an independent director of the Company not more than 9 years (1 year 6 months)
- (2) Conflict of interest with the Company, subsidiaries, associate, or juristic person which may have conflict of interest in the past 2 years.

1. Being a management authority, employee, staff member or advisor who receives a salary.	No
2. Being a professional services (i.e. auditor or legal advisor).	No
3. Have significant business relationship which may limit the independent judgement (i.e. purchase/sell raw materials/ products/ services or borrowing/lending money).	No

**Profiles of the Nominated Candidates for the Election as Independent Directors**



**3. Mrs. Patareeya Benjapolchai**

**Age** 66 years

**Position**

Independent Director, Chairman of the Corporate Governance and Sustainability Committee, Member of the Audit Committee, and Member of the Risk Policy Committee

**Date of Appointment as a Director** 6 September 2019 – Present

**Education**

- Bachelor of Accountancy (Accounting), Chulalongkorn University
- Master of Business Administration, Thammasat University
- Certificate, Advanced accounting and Auditing, Chulalongkorn University

**Training Programs**

- Director Certification Program (DCP) 1/2000 Thai Institute of Directors Association
- Financial Institutions Governance Program (FGP) 1/2010 Thai Institute of Directors Association
- Director Certification Program Update (DCPU) 155/2014 Thai Institute of Directors Association
- Director Certification Program refresher course 2/2014 Thai Institute of Directors Association
- IT Governance and Cyber Resilience Program (ITG) 2/2016 Thai Institute of Directors Association
- Ethical Leadership Program (ELP) 12/2018 Thai Institute of Directors Association
- Thriving in a Changing World (2016) from IOD, UK
- The Sustainability Imperative (2017) from IOD, Singapore
- Capital Market Academy Programs (CMA) 1/2005, Capital Market Academy
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives (PDI 13/2010), King Prajadhipok's Institute

**Board Member / Management in Other Listed Company (2)**

2016 – Present Independent Director, Thaicom Public Company Limited

2020 – Present Independent Director and member of the Risk Management Committee, Interlink Communication Public Company Limited

**Position in Other Company / Organization / Institution**

3 Companies 4 Organizations

**Position in other business that operate businesses which have the same nature as or are in competition with the Company**

Not being director/executive of such business

**Experiences**

2006 – 2008	Member of the National Legislative Assembly
2006 – 2010	President, The Stock Exchange of Thailand / Chairman, Thailand Securities Depository Co.,Ltd.
2010 – 2017	Directors' Responsibilities Steering Committee, The Securities and Exchange Commission
2010 – 2019	Independent Director and Audit Committee, Chairman of the Corporate Governance Committee, TISCO Financial Group Public Company Limited
2011 – 2016	Chairman of the Audit Committee, The Office of the Agricultural Futures Trading Commission
2011 – 2017	Ethics Committee, Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
2012 – 2019	Director, Thai Institute of Directors Association
2014 - 2019	Independent Director, MCOT Public Company Limited
2015 - 2019	Older Fund Administration Committee, Ministry of Social Development and Human Security
2017 – 2019	Advisor for Civil Penalties Measurement, The Securities and Exchange Commission

**Shareholdings (Ordinary Shares) (as at 31 December 2020).**

**Held personally** : -None-

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

**Family Relationship among Directors and Executives**

-None-

**Meeting attendance in 2020**

2020 Annual General Meeting of Shareholders	:	attended the meeting	1/1	time
The Board of Directors Meeting	:	attended the meeting	10/11	times
The Audit Committee Meeting	:	attended the meeting	13/13	times
Risk Policy Committee Meeting	:	attended the meeting	3/3	times

**Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)**

-None-

**Information related to Independent Director**

- (3) Being an independent director of the Company not more than 9 years (1 year 6 months)
- (4) Conflict of interest with the Company, subsidiaries, associate, or juristic person which may have conflict of interest in the past 2 years.

4. Being a management authority, employee, staff member or advisor who receives a salary.	No
5. Being a professional services (i.e. auditor or legal advisor).	No
6. Have significant business relationship which may limit the independent judgement (i.e. purchase/sell raw materials/ products/ services or borrowing/lending money).	No



**Profiles of the Nominated Candidates for the Election as Directors**



- 4. Mrs. Yuwadee Chirathivat**      **Age** 67    **Years**    Directors powers to bind a company  
**Position**      Director and Executive Director  
**Date of Appointment as a Director :** 6 September 2019 – Present

**Education**

- Bachelor of Arts (Second Class Honors), Thammasat University
- Master of Science in Journalism, Northwestern University, USA

**Training Programs**

- Director Accreditation Program (DAP) 111/2014 Thai Institute of Directors Association
- Diploma, The Joint State-Private Sectors Course Class 18, Thailand National Defense College
- High level manager on business in industrial and Investment Development, Class 1, Institute of Business and Industrial Development
- Capital Market Academy Leader Program Class 19, Capital Market Academy
- Ethical Leadership Program (ELP) 21/2021 Thai Institute of Directors Association

**Board Member/Management in Other Listed Company**

-None-

**Position in Other Company/Organization/Institution**

36 Companies

**Position in other business that operate businesses which have the same nature as or are in competition with the Company**

Not being director/executive of such business

**5-year Past Experiences and/or Remarkable Positions**

1996 – 2013      President, Central Department Store Company Limited  
 2014 – 2017      CEO and President - Department Store Group, Central Group of Companies Company Limited

**Shareholdings (Ordinary Shares) (as at 31 December 2020)**

- **Held Personally** : 0.282%
- **Held by spouse or minor children** : -None-

**Family Relationship among Directors and Executives**

- Nephew of (1) Mr. Suthichai Chirathivat (2) Mr. Suthikiati Chirathivat (3) Prof. Dr. Suthiphand Chirathivat and (4) Mr. Suthilaksh Chirathivat
- Elder Sister of (1) Mr. Prin Chirathivat and (2) Mr. Tos Chirathivat
- Cousin of Mr. Pichai Chirathivat

**Meeting attendance in 2020**

2020 Annual General Meeting of Shareholders : attended the meeting 1/1 time  
 The Board of Directors Meeting : attended the meeting 10/11 times  
 The Executive Committee Meeting : attended the meeting 12/12 times

**Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)**

-None-

**Profiles of the Nominated Candidates for the Election as Directors**



- 5. Mr. Prin Chirathivat**                      **Age** 58    years    Directors powers to bind a company  
**Position**                                      Director and Member of the Risk Policy Committee  
**Date of Appointment as a Director :**    6 September 2019 – Present

**Education**

- Bachelor of Science (Accounting), Skidmore College, USA
- Master of Business Administration, SASIN Graduate Institute of Business Administration Chulalongkorn University

**Training Programs**

- Director Certification Program (DCP) 2/2000 Thai Institute of Directors Association
- Director Accreditation Program (DAP) 35/2005 Thai Institute of Directors Association
- Audit Committee Program (ACP) 6/2005 Thai Institute of Directors Association
- Role of the Chairman Program (RCP) 11/2005 Thai Institute of Directors Association
- Capital Market Academy 1/2005, King Prajadhipok's Institute
- Monitoring the Internal Audit Function (MIA) 1/2007 Thai Institute of Directors Association
- Monitoring the System of Internal Control and Risk Management (MIR) 1/2007 Thai Institute of Directors Association
- Monitoring the Quality of Financial Reporting (MFR) 7/2009 Thai Institute of Directors Association
- Monitoring Fraud Risk Management (MFM) 1/2009 Thai Institute of Directors Association
- Advanced Audit Committee Program (AACP) 1/2009 Thai Institute of Directors Association
- Corporate Governance for Capital Market Intermediaries (CGI) 20/2018 Thai Institute of Directors Association
- Advanced Audit Committee Program, AACP 39/2021 Thai Institute of Directors Association

**Board Member/Management in Other Listed Company (3)**

- |                |   |
|----------------|---|
| 1994 – Present | Director, Member of Nomination and Compensation Committee, Member of Risk Management and Corporate Governance Committee, Central Plaza Hotel Public Company Limited |
| 1995 – Present | Director, Member of Risk Policy Committee and Advisory of the Nomination and Remuneration Committee, Central Pattana Public Company Limited                         |
| 2012 – Present | Director, Member of Audit Committee, Bumrungrad Hospital Public Company Limited   |

**Position in Other Company/Organization/Institution**

149 Companies

**Position in other business that operate businesses which have the same nature as or are in competition with the Company**

Not being director/executive of such business

**Experiences**

1999 – 2012     Director, Malee Sampran Public Company Limited

2003 – 2012     Director, Bualuang Securities Public Company Limited

**Shareholdings (Ordinary Shares) (as at 31 December 2020)**

- Held Personally : 0.407%
- Held by spouse or minor children : 0.530%

**Family Relationship among Directors and Executives**

- Nephew of (1) Mr. Suthichai Chirathivat (2) Mr. Suthikiati Chirathivat (3) Prof. Dr. Suthiphand Chirathivat and (4) Mr. Suthilaksh Chirathivat.
- Younger Brother of Mrs. Yuwadee Chirathivat.
- Elder Brother of Mr. Tos Chirathivat
- Cousin of Mr. Pichai Chirathivat

**Meeting attendance in 2020**

- 2020 Annual General Meeting of Shareholders : attended the meeting 1/1 time
- The Board of Directors meeting : attended the meeting 11/11 times
- The Risk Policy Committee Meeting : attended the meeting 3/3 times

**Penalty in the past 5-year regarding Securities and Exchange Act B.E. 2535 (1992) or Derivatives Act B.E. 2546 (2003)**

-None-

## Profiles of the proposed Auditors for the year 2021

### KPMG Poomchai Audit Limited

<b>1. Ms. Pornthip Rimdusit</b>	
CPA No.	5565
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor's Degree in Accounting, Kasetsart University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Audit specialist in retails, consumer products, trading, pulp &amp; paper, and petrochemical in domestics and international companies, including public companies.</li> </ul>
	<ul style="list-style-type: none"> <li>- Work as auditor since 1996</li> </ul>
No. of years certified on the Company's financial statements	<ul style="list-style-type: none"> <li>- 4 years (2017-2020)</li> </ul>

<b>2. Mr. Watchara Pattarapitak</b>	
CPA No.	6669
Education	<ul style="list-style-type: none"> <li>- Master degree of Business Administration, Chulalongkorn University</li> <li>- Bachelor degree of Accountancy, Chulalongkorn University</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- Audit specialist in Retail, Agribusiness and Consumer Market in domestics and international companies, including public companies.</li> </ul>
	<ul style="list-style-type: none"> <li>- Work as auditor since 1999</li> </ul>
No. of years certified on the Company's financial statements	<ul style="list-style-type: none"> <li>- 4 years (2017-2020)</li> </ul>

<b>3. Mr. Banthit Tangpakorn</b>	
CPA No.	8509
Education	<ul style="list-style-type: none"> <li>- Masters in Accountancy, Chulalongkorn University</li> <li>- Bachelor of Accounting, Kasetsart University</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>- Audit Partner, KPMG Phoomchai Audit Ltd.</li> <li>- He has experience in various industries and services including Transportation and logistics, Energy, Automotive, Consumer products, Energy etc.</li> </ul>
	<ul style="list-style-type: none"> <li>- Work as auditor since 2000</li> </ul>
No. of years certified on the Company's financial statements	<ul style="list-style-type: none"> <li>- 4 years (2017-2020)</li> </ul>

## **Guidance for Electronic Annual General Meeting of Shareholders (E-AGM) and the Company's Articles of Association Concerning the Shareholders' Meeting**

Since the 2021 Annual General Meeting of Shareholders will be held through electronic media (E-AGM) by using the DAP e-Shareholder Meeting system only, the Company would like to inform shareholders of the guidance for attending the E-AGM as follows:

### **DAP e-Shareholder Meeting User Manual**

Shareholders can study the DAP e-Shareholder Meeting User Manual through the below link:

<https://www.centralretail.com/en/investor-relations/document/shareholder-meetings>

or scan QR Code here



### **Registration**

Shareholders can pre-register from 5 April 2021 at 8 a.m. onwards according to the registration methods specified in the above DAP e-Shareholder Meeting User Manual.

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone with a camera, through web browsers such as Google Chrome, Internet Explorer, or Safari, and is compatible with both iOS and Android operating systems. For the maximum efficiency of the system, we strongly recommend that the shareholders use Google Chrome.

#### **1. Document for registration**

##### **1.1 In case the shareholder is present at the meeting in person**

- Individual shareholder with Thai nationality
  - 1) Citizen Identification card
- Individual shareholder with foreign nationality
  - 1) Notification of Meeting (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 or surname, evidence verifying such change shall be presented.

##### **1.2 In case the shareholder is present at the meeting by proxy**

- Individual shareholder with Thai nationality
  - 1) Notification of Meeting (QR Code)
  - 2) Proxy 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) Notification of Meeting (QR Code)
    - 2) Proxy Form B
    - 3) Photocopy of the shareholder's certificate 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 a juristic person registered in Thailand
    - 1) Notification of Meeting (QR Code)
    - 2) Proxy 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 director(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) Notification of Meeting (QR Code)
    - 2) Proxy Form B
    - 3) Photocopy of juristic person's certification document and citizen identification card or passport (in case of 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) Notification of Meeting (QR Code)
    - 2) Proxy Form C (Be able to Download from <https://www.centralretail.com/en/investor-relations/downloads/shareholders-meeting>)
    - 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.

or

- 6) Register Proxy Form C via e-Proxy Voting of The Thailand Securities Depository Co., Ltd. (TSD)

1.3 In case a shareholder is deceased

A state administrator shall attend the Meeting in person or by proxy. Court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

1.4 In case a shareholder is a minor

Parents or lawful guardian of the shareholder shall attend the Meeting in person or by proxy. Copy of Household Registration of the shareholder and official grant of custody for minor children shall also be presented.

1.5 In case a shareholder is an incompetent or quasi-incompetent

A curator or guardian of the shareholder shall be present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

## 2. Procedures for Registration and Appointment of Proxy

2.1 For shareholders who wish to attend the meeting themselves can register through the link below:

<https://portal.eservice.set.or.th/Account/?refer=9d3dAXhxRvUHguOPevplk%2f136phYXUwklwO8EabitmMc0ML3W4RA%2bA%3d%3d>

or scan QR Code here



The registration can be made from 5 April 2021 at 8 a.m. onwards. Upon the completion of identity verification, shareholders will receive an e-mail with username and password to log in the DAP e-Shareholder Meeting system.

**For your convenience, kindly register by 20 April 2021.**



2.2 For shareholders who wish to appoint a proxy:

2.2.1 The shareholders can appoint any person to be their proxies as they wish.

2.2.2 **Shareholders are recommended to appoint an independent director as their proxies** by specifying any one of the following independent directors:

Name	Age (years)	Positions	Address	Special conflict of interest in the proposed agenda
1. Mrs. Pratana Mongkolkul	57	Chairman of the Audit Committee	Central Retail Corporation Public Company Limited Head Office; 22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330	No special conflict of interest in any Agenda
2. Dr. Atchaka Sibunruang	65	Chairman of the Nomination and Remuneration Committee, Member of Corporate Governance and Sustainability Committee		Has special conflict of interest in Agenda 4, the appointment of director
3. Mrs. Patareeya Benjapolchai	66	Member of the Audit Committee, Chairman of the Corporate Governance and Sustainability Committee, and Member of the Risk Policy Committee		Has special conflict of interest in Agenda 4, the appointment of director
4. Mr. Sompong Tantapart	63	Member of Audit Committee and Member of the Nomination and Remuneration Committee		No special conflict of interest in any Agenda
5. Mr. Kanchit Bunajinda	53	Chairman of the Risk Policy Committee		No special conflict of interest in any Agenda

Remarks: Independent Director is the person who fully qualified and independent as determined by the Board of Directors' charter which in line with the guideline of the Securities and Exchange Commission which showed in the information, qualification and profiles of the independent directors in the Enclosure 1 of Form 56-1 One Report

For the appointment of proxy as in items 2.2.1 and 2.2.2, shareholders must submit documents as in item 1 to the Company **by 20 April 2021** via 2 channels as follows:

- 1) E-mail: [crc\\_companysecretary@central.co.th](mailto:crc_companysecretary@central.co.th)
- 2) By post: using a business reply mail envelope enclosed with the invitation letter to the E-AGM (for domestic postal services without postage affixed) to the Corporate Secretary Office

- 2.2.3 Upon the completion of identity verification, a proxy holder will receive an e-mail with username and password to log in the DAP e-Shareholder Meeting system through e-mail of the proxy holder as specified in the proxy form.

Please be informed that one e-mail address can be used for the registration of only one shareholder.

### **E-AGM Attendance**

**For your convenience in joining the meeting, kindly submit registration documents by 20 April 2021**

The 2021 E-AGM will be held on 23 April 2021 at 2 p.m. with the following procedures:

#### **1. System log-in**

- The attending shareholders can log in to the DAP e- Shareholder Meeting system from 12p.m. with username and password together with the OTP at <https://portal.eservice.set.or.th> or scan the QR code below:



- When logging in the DAP e-Shareholder Meeting system, the attending shareholders can click the button “joining the Meeting” to enter the Webex system to attend meeting broadcast.

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone with a camera through web browsers such as Google Chrome, Internet Explorer, or Safari and compatible with both iOS and Android operating systems. For the maximum efficiency of the system, we strongly recommend that the shareholders use Google Chrome.

#### **2. Voting in Each Agenda Item**

- During the voting period, the Chairman will propose the Shareholders’ Meeting to consider and pass a resolution on each agenda item, the DAP e- Shareholder Meeting system will enable the attending shareholders to cast votes for either “Approve”, “Disapprove”, or “Abstain”. The attending shareholders will have to switch back to the DAP e-Shareholder Meeting page previously logging in. Voting must be completed within the specified period. If not within the specified period, it will be deemed that such attending shareholder approved according to the consideration of the Shareholders’ Meeting. If there is still time left for voting on such 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.

- Agendas 1 is for acknowledgement only, there is no voting required. For Agenda 2-4 and 6, the resolutions must be approved by majority vote of the shareholders attending the meeting and having the right to vote. For Agenda 5, the resolution must be approved by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

### 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 and Article 41 (1) of the Company's Articles of Association. Except Agenda 5, the vote counting base will be equal to the total number of votes of the shareholders attending the meeting pursuant to Section 90 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 acknowledgement, divided into approval, disapproval, and abstention in percentage. The vote results of the agenda on the election of directors will be announced on an individual basis.

### 4. Submission of Questions during the Meeting

If the attending shareholders wish to ask questions during the meeting, they can submit questions by switch back to the DAP e-Shareholder Meeting page as previously logging in and typing questions on each agenda item. The Company will read and answer questions of each shareholder according to the sequence of agenda items.

### 5. Backup Meeting Broadcast System

The Company prepares a backup meeting system in case of problems with the main Webex system, the shareholders can use the backup meeting system prepared by the provider of DAP e-Shareholder Meeting, namely Zoom or MS Teams. The channel for logging in the backup meeting system will be notified to the attending shareholders through their e-mails as specified.

Should there be any questions or problems with the E-AGM, kindly contact the following:

Company Secretary Office  
Central Retail Corporation Public Company Limited  
14<sup>th</sup> Floor, Central Chidlom Tower,  
22 Soi. Somkid, Ploenchit Road, Lumpini Sub-district,  
Pathumwan District, Bangkok 10330

Phone: 02-650-3600 ext. 1702, 1777, 1544

e-mail: [CRC\\_CompanySecretary@central.co.th](mailto:CRC_CompanySecretary@central.co.th)

**Articles of Association of the Company Regarding the Shareholders' Meeting**

**Shareholders' Meeting**

**Article 36.** The board of directors shall arrange for a general meeting of shareholders to be held as an annual general meeting of shareholders within four (4) months from the last day of the accounting year of the Company.

Any other general meetings of shareholders other than that referred to in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders any time it considers appropriate.

Unless the laws stipulate otherwise, a general meeting of shareholders may be conducted electronically pursuant to the rules and procedures under the relevant laws or notifications.

One or more shareholders holding together not less than ten (10) percent of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting at any time, but the matter and the reason for such request must be clearly indicated therein.

In this case, the board of directors must arrange for a general meeting of shareholders to be held within forty-five (45) days from the date of receipt of the request from the shareholders.

In the case that the board of directors fails to arrange for such meeting to be held within the time specified in the fifth paragraph, the shareholders making such request or any shareholders having the required number of shares may call the meeting within forty-five (45) days from the date of the due date of the period specified in the fifth paragraph. In such case, this meeting is deemed to be a general meeting of shareholders called by the board of directors. The Company shall be responsible for paying all expenses arisen from holding such meeting and facilitating as appropriate.

In the case that the quorum of the meeting called as a result of the shareholders' request under the fifth paragraph is not constituted as required under in the article 39, the shareholders under the fourth paragraph shall be jointly liable to pay the expenses arisen from holding such meeting to the Company.

**Article 37** In calling a general meeting of shareholders, either physical or electronic, the board of directors shall prepare a written notice of the meeting that states the venue, date, time, meeting agenda, and matters to be proposed at the meeting with reasonable details and it must be clearly indicated therein whether the matter is proposed for the shareholders' information, for approval or for consideration, as the case may be, and the opinions of the board of directors in the said matters must also be indicated. The said notice of the meeting shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. In this regard, the delivery and publication of the notice of the meeting, either physical or electronic, must comply with the rules and procedures under the relevant laws or notifications.

The meeting venue under the first paragraph can be located in the same province where the Company's head office is located or a nearby province as the board of directors may designate.

**Article 38.** At a general meeting of shareholders, either physical or electronic, not less than twenty-five (25) shareholders or their proxies (if any) or not less than half (1/2) of all shareholders

who must hold altogether not less than one-third (1/3) of the total sold shares must attend the meeting to constitute a quorum.

In case the number of shareholders attending a general meeting of shareholder does not constitute a quorum under the first paragraph meeting within one (1) hour from the scheduled time, the meeting, if called upon the request of shareholders shall be adjourned. If the meeting has not been called upon the request of shareholders, another meeting shall be called and a notice of such meeting shall be sent to the shareholders not less than seven (7) days before the meeting date and there shall be no quorum requirement for such meeting.

Each shareholder shall execute no more than one proxy form in the format prescribed by the registrar and shall submit such form to the chairman of the board or a representative designated by the chairman of the board at the meeting venue before the proxy joins the meeting. A shareholder can appoint only one person as his/her proxy, no matter how many shares in the Company are held by such shareholder.

**Article 39.** The chairman of the board shall preside over the general meetings of shareholders as the chairman of the meeting. If the chairman of the board is not present at the meeting or is unable to perform his/her duty, the meeting shall elect one shareholder to preside over the meeting as the chairman of the meeting.

**Article 40.** With respect to casting votes at a general meeting of shareholders, one (1) share is entitled to one (1) vote. Any shareholder who has any interest in any matter shall not be entitled to vote on such matter, except for the election of directors. A resolution of the general meeting of shareholders shall be made with the following votes:

- (1) In ordinary cases, the majority votes of the shareholders who are present at the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as the casting vote;
- (2) In the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote:
  - a) The sale or transfer of the whole or any substantial parts of the business of the Company to any other person;
  - b) The purchase or acceptance of transfer of the business of any other companies, either private companies or public companies, by the Company;
  - c) The execution, amendment or termination of contracts with respect to the granting of a lease of the whole or any substantial parts of the business of the Company, the assignment of the management of the business of the Company to any other person or the amalgamation of the business with any other person for the purpose of profit and loss sharing;
  - d) the amendment of the Company's Memorandum of Association or Articles of Association;
  - e) the increase or reduction of the Company's registered capital;
  - f) the dissolution of the Company;
  - g) the issuance of debentures or any securities under the laws on securities and securities exchange;
  - h) the amalgamation with any other company.

**Article 41.** A secret vote can be conducted when at least five (5) shareholders make a request before the votes are cast and the meeting resolves accordingly.

The procedures for the secret vote shall be determined by the chairman of the meeting.

**Article 42.** The annual general meetings of shareholders shall be called:

- (1) To consider the report of the board of directors showing the operations of the Company in the past year;
- (2) To consider and approve the balance sheet and profit and loss statement;
- (3) To consider appropriation of profits and dividend payment;
- (4) To elect new directors to replace those who retire by rotation;
- (5) To consider and determine the director's remuneration;
- (6) To consider and appoint auditor and determine the auditor's fee; and
- (7) To consider other business.

### **The Appointment of Director**

**Article 20.** The directors shall be elected at a general meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share;
- (2) Each shareholder shall exercise all the votes under (1) above to elect a director candidate or several director candidates, but cannot split his/her vote;
- (3) In the case where there are several director candidates, the director candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors up to the total number of directors required or to be elected at such time. In the event of a tie vote for the last director to be elected, the chairman of the meeting shall have the casting vote.

**Article 21.** At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be divided into three parts, the number of directors closest to one-third (1/3) shall retire.

The directors retiring from office in the first and second year after registration of the Company shall be determined by drawing lots. For subsequent years, the directors who have held office longest shall retire.

The directors retiring may be re-elected.

**Article 24.** A general meeting of shareholders may pass a resolution to dismiss any director from office prior to the expiration of his/her term with votes of not less than three-fourths (3/4) of the total shareholders present at the meeting and entitled to vote and they must collectively hold not less than half (1/2) of the shares held by the shareholders present at the meeting and entitled to vote.

**Article 26.** The directors are entitled to remuneration in the form of monetary gratuity, meeting allowance, bonus or other benefits as approved by the shareholders at a general meeting of shareholders with votes of not less than two-thirds (2/3) of the votes of all shareholder present at the meeting. Such remuneration may be fixed or certain criteria for such remuneration may be set out from time to time or indefinitely until a resolution of a general meeting of shareholders is passed to change such remuneration. In addition, directors are entitled to allowance and benefits in accordance with the Company's rules.

The provision of the first paragraph shall not affect the rights of any director who is also an employee or a member of staff of the Company to receive remuneration and benefits in his/her capacity as an employee or a member of staff of the Company.

## Privacy Policy Regarding the General Meeting of Shareholders

### Central Retail Corporation Public Company Limited

This Privacy Policy ("**Privacy Policy**") describes how Central Retail Corporation Public Company Limited (hereinafter referred to as "**Company**") collects, uses and discloses your personal information in connection with your attendance at the shareholders' meeting of the Company.

For the purpose of this Privacy Policy, "**Personal Data**" means "any information relating to an identified natural person or would allow for the identification of a natural person".

#### 1. What Personal Data we collect

The Company may collect or obtain the following types of information which may include your Personal Data directly:

- **Personal Data** including first and last name, date of birth, national identification number, address, shareholder identification number, number of shares
- **Sensitive Data** including gender, race, photos and videos taken at the general shareholders' meeting, phone numbers, health information, travel history related to health information (only if screening of attendees)

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

The Company collects, uses and discloses your Personal Data for the following purposes:

##### 2.1. Legal Compliance

- To call, arrange and conduct the general shareholders' meeting of the Company which includes confirming your identity, delivery of relevant documents, and taking any action to be complied with a shareholders' resolution and the applicable law, including any other matters in compliance with applicable law and orders of governmental authority in accordance with the Public Limited Companies Act 1992, the Civil and Commercial Code and any other laws

##### 2.2. Legitimate Interest

- To be used in regarding the minutes of the general shareholders' meeting of the Company and to evidence your attendance as well as for any other matters which are of the legitimate interests of the Company to others, within the scope that you can reasonably expect.

- The Company may take photos and record videos of the general shareholders' meeting to be used in reporting and publicizing the general shareholders' meeting through electronic media and print publication. Photos and videos of the general shareholders' meeting may contain your image but there shall be no identification of attendees.

#### 3. Source of Personal Data

3.1 The Company receives Personal Data directly from you through registration documents showing your attendance to the general shareholders' meeting, proxy form (if any), health questionnaire (if any), copy of identification card or identity document that you submitted for registration of attendance, and from the Thailand Securities Depository Co., Ltd (TSD).

**Note:** Identity documents that you provide to the Company, such as copies of ID cards or other official documents may contain Sensitive Data such as ethnicity, blood type, religion, which is not necessary for the general shareholders' meeting. You may conceal the Sensitive Data before submitting such documents to the Company. In case that you do not conceal such Sensitive Data, the Company reserves the right to conceal the Sensitive Data on such received documents which shall not be deemed as the collection of your Sensitive Data.

3.2 On the day of the general shareholders' meeting, the Company may take photos and record videos to capture the meeting and the attendees which may contain photos and / or videos of you. If you do not want the Company to publish the same, you may notify the Company in order to cease the publication of your images.

#### **4. Right to your Personal Data**

Under the provisions of applicable law and any relevant exceptions thereto, you may have the right to access and/ or request a copy, transfer, modify, delete, destroy, or cause certain types of information to become unidentified in respect of your Personal Data that the Company has certain activities of the Company which use your Personal Data. You may revoke consent for any action taken by the Company which require your consent, but the Company may not be able to provide its full services to you. You may have the right to request the Company to disclose how the Company receives your Personal Data without your consent, and you can submit your complaint to the competent authority under the applicable law.

#### **5. How long does the Company keep your Personal Data**

The Company will maintain your Personal Data as necessary for a reasonable period of time to achieve the objectives of the Company for collecting such data, however the Company may retain your Personal Data for a longer period if it is necessary for the Company to comply with applicable law.

#### **6. Company contact**

If you have any questions, concerns, or wish to exercise your rights in connection with your Personal Data, please contact the Company at:

Company Secretary Office  
Central Retail Corporation Public Company Limited  
14<sup>th</sup> Floor, Central Chidlom Tower,  
22 Soi. Somkid, Ploenchit Road, Lumpini Sub-district,  
Pathumwan District, Bangkok 10330

Phone: 02-650-3600 ext. 1702, 1777, 1544  
e-mail: [crc\\_companysecretary@central.co.th](mailto:crc_companysecretary@central.co.th)



Affix THB 20  
of duty stamp

## Proxy Form B

Written at .....

Date.....Month.....Year.....

(1) I/We..... Nationality.....  
Residing at.....Road.....Sub-District.....  
District.....Province.....Postal Code.....

(2) being a shareholder of **Central Retail Corporation Public Company Limited**

Holding the total number of ..... shares with the voting rights of ..... votes as follows;

Ordinary share..... shares with the voting rights of ..... votes

Preferred share..... shares with the voting rights of ..... votes

(3) do hereby appoint (please chose one option):

☐ 1. Name..... Age ..... Years Residing at.....  
Road..... Sub-District..... District.....  
Province.....Postal Code.....

Email \* .....Telephone No. (for receiving OTP)\* .....

OR

Name..... Age ..... Years Residing at.....  
Road..... Sub-District..... District.....  
Province.....Postal Code.....

Email \* .....Telephone No. (for receiving OTP)\* .....

Anyone of these persons

If choosing No.1.  
please mark ☒  
and provide  
details of the  
proxies

☐ 2. Appoint the Company's Independent Director as follows

☐ Mrs. Pratana Mongkolkul **or;**

☐ Dr. Atchaka Sibunruang **or;**

☐ Mrs. Patareeya Benjapolchai **or;**

☐ Mr. Sompong Tantapart **or;**

☐ Mr. Kanchit Bunajinda

If choosing No. 2.  
please mark ☒  
and select the  
Independent  
Director

In the case where the appointed independent director is unable to attend the meeting, the other independent directors shall be appointed as proxy. (Profiles of the independent directors prescribe in Attachment 4)

as my / our proxy ("Proxy") to attend and vote on my / our behalf at 2021 Annual General Meeting of Shareholders to be held on Friday, 23 April 2021 at 2.00 p.m. or such other date, time and place as the meeting may be held.

(4) I / We authorize my / our Proxy to attend and cast the votes as follows:

### Agenda :1 Acknowledgement of the Company's performance of 2020

(Voting is not required as this agenda is for shareholders' acknowledgement)

### Agenda :2 Approval of the audited financial statements for the year ended 31 December 2020

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

**Remark :** Please correctly and completely fill in the form, especially those specified with (\*). Otherwise the company shall not be able to send you the Username & Password and OTP used for logging-in to the electronic meeting system.

**Agenda 3: Approval of the profit allocation and dividend payment for 2020 performance**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 4: Approval of the appointment of director in place of those retired by rotation**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ **To appoint the entire group of nominated directors**
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- ☐ **To appoint each nominated director individually**
- (1) **Mr. Suthikiati Chirathivat**
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (2) **Dr. Atchaka Sibunruang**
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (3) **Mrs. Patareeya Benjapolchai**
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (4) **Mrs. Yuwadee Chirathivat**
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain
- (5) **Mr. Prin Chirathivat**
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 5: Approval of the remuneration for the Board of Directors for the year 2021**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 6: Approval of the appointment of the external auditors and determination of the audit fee for the year 2021**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda 7: Other matters (if any)**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Proxy Form shall be deemed invalid and is not made on my/our behalf as the Shareholder.

(6) In the case that I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except in the event that the Proxy does not vote in accordance with this Proxy Form.

Signed..... Grantor  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

Remarks:

1. The shareholder appointing the Proxy must appoint only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.
2. In the agenda relating to the appointment of directors, the shareholder may appoint the nominated directors as a group or appoint each nominated director individually.
3. In case there are agendas other than the agendas specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form B as enclosed.



## Regular Continued Proxy Form B

### Authorization on behalf of the Shareholder of Central Retail Corporation Public Company Limited

2021 Annual General Meeting of Shareholders to be held on Friday, 23 April 2021 at 2.00 p.m. or such other date, time and place as the meeting may be held.

<input type="checkbox"/>	Agenda No.....	Subject.....
<input type="checkbox"/>	(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.	
<input type="checkbox"/>	(b) The Proxy must cast the votes in accordance with my / our following instruction:	
<input type="checkbox"/>	Approve	<input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain

<input type="checkbox"/>	Agenda No.....	Subject.....
<input type="checkbox"/>	(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.	
<input type="checkbox"/>	(b) The Proxy must cast the votes in accordance with my / our following instruction:	
<input type="checkbox"/>	Approve	<input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain

<input type="checkbox"/>	Agenda No.....	Subject.....
<input type="checkbox"/>	(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.	
<input type="checkbox"/>	(b) The Proxy must cast the votes in accordance with my / our following instruction:	
<input type="checkbox"/>	Approve	<input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain

<input type="checkbox"/>	Agenda No.....	Subject.....
<input type="checkbox"/>	(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.	
<input type="checkbox"/>	(b) The Proxy must cast the votes in accordance with my / our following instruction:	
<input type="checkbox"/>	Approve	<input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain

<input type="checkbox"/>	Agenda No.....	Subject.....
<input type="checkbox"/>	(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.	
<input type="checkbox"/>	(b) The Proxy must cast the votes in accordance with my / our following instruction:	
<input type="checkbox"/>	Approve	<input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain

<input type="checkbox"/>	Agenda No.....	Subject.....
<input type="checkbox"/>	(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.	
<input type="checkbox"/>	(b) The Proxy must cast the votes in accordance with my / our following instruction:	
<input type="checkbox"/>	Approve	<input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain



## CENTRALRETAIL

Central Retail Corporation Public Company Limited

22 Soi Somkid Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

+66 2 650 3600    ir@central.co.th    www.centralretail.com