

# CENTRALRETAIL

## Minutes of the 2021 Annual General Meeting of Shareholders Central Retail Corporation Public Company Limited

### Date, Time and Venue

The 2021 Annual General Meeting of Shareholders (the “**Meeting**”) of Central Retail Corporation Public Company Limited (the “**Company**”) was held on Friday, 23 April 2021 at 2.00 p.m. through electronic media (E-AGM) under the DAP e-shareholder meeting system in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant regulations.

### Preliminary Proceeding

Ms. Alisa Puranaputra, the Master of Ceremony (the “**M.C.**”), welcomed all Shareholders and attendees to the Meeting of the Company. The M.C. presented the Protocol and guidelines for attending the meeting to the Meeting and informed the Meeting that as at the record date for determining the shareholders eligible to attend the Meeting on 15 March 2021, the Company had 18,991 shareholders. At the Meeting, a total of 1,298 shareholders and proxies were registered and present, out of which 21 shareholders were attending the Meeting in person via electronics means and 1,277 shareholders were attending by proxy, representing a total of 5,534,744,753 shares, equivalent to 91.77 percent of the issued shares, which constituted a quorum pursuant to the law and the Company's Articles of Association. There are 15 directors present at the Meeting, equivalent to 100 percent of the total number of directors as follows:

- |                                     |  |
|-------------------------------------|--|
| 1. Dr. Prasarn Trairatvorakul       | Chairman of the Board of Directors   |
| 2. Mr. Suthichai Chirathivat        | Vice Chairman of the Board of Directors  |
| 3. Mr. Suthikiati Chirathivat       | Vice Chairman of the Board of Directors  |
| 4. Mrs. Pratana Mongkolkul          | Independent Director / Chairman of the Audit Committee   |
| 5. Dr. Atchaka Sibunruang           | Independent Director / Chairman of the Nomination & Remuneration Committee / Member of the Corporate Governance and Sustainability Committee                   |
| 6. Mrs. Patareeya Benjapolchai      | Independent Director / Chairman of the Corporate Governance and Sustainability Committee / Member of the Audit Committee / Member of the Risk Policy Committee |
| 7. Mr. Sompong Tantapart            | Independent Director / Member of the Audit Committee / Member of the Nomination & Remuneration Committee   |
| 8. Prof. Dr. Suthiphand Chirathivat | Director / Member of the Nomination & Remuneration Committee   |
| 9. Mr. Kanchit Bunajinda            | Independent Director / Chairman of the Risk Policy Committee   |
| 10. Mrs. Yuwadee Chirathivat        | Director / Member of the Executive Committee   |
| 11. Mr. Suthilaksh Chirathivat      | Director   |

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- |                            |  |
|----------------------------|--|
| 12. Mr. Prin Chirathivat   | Director / Member of the Risk Policy Committee   |
| 13. Mr. Tos Chirathivat    | Director / Chairman of the Executive Committee /Member of Nomination & Remuneration Committee  |
| 14. Mr. Pichai Chirathivat | Director / Member of the Corporate Governance and Sustainability Committee   |
| 15. Mr. Yol Phokasub       | Director / Member of the Corporate Governance and Sustainability Committee / Member of the Executive Committee / Member of the Risk Policy Committee / Chief Executive Officer |

Then, the M.C. introduced the management to the Meeting as follows:

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Piya Nguiakaramahawongse  | Chief Financial Officer                              |
| 2. Mr. Panet Mahankanurak        | Deputy Chief Financial Officer                       |
| 3. Mr. Ty Chirathivat            | Deputy Chief Financial Officer                       |
| 4. Mr. Kajohnsak Jantarustiyakan | Vice President - Legal Office                        |
| 5. Ms. Rangsirach Pornsutee      | Head of Investor Relations                           |
| 6. Mrs. Ngamchit Kiattanavith    | Company Secretary, acting as the Meeting's secretary |

The M.C. introduced the advisors attending the Meeting, e.g. Company's Auditors from KPMG Phoomchai Audit Ltd., namely Ms. Pornthip Rimdusit, and the legal advisors Ms. Patraporn Milindasuta, Partner, and Ms. Nahathai Kaitivinyu, associate, from The Capital Law Office Limited who would be advising the Company on the Meeting conduct. Furthermore, Ms. Leela Laksanayingyong, a representative from KPMG Phoomchai Audit Ltd., would be acting as a witness for the vote counting process in the Meeting.

Dr. Prasarn Trairatvorakul, the Chairman of the Board of Directors acted as the Chairman of the meeting (the “**Chairman**”) thanked all the shareholders and the proxies for their attendance at the 2021 Annual General Meeting of Shareholders. The Chairman assigned Mrs. Ngamchit Kiattanavith, Company Secretary, to inform the Meeting of the conditions and rules for the Meeting.

Mrs. Ngamchit Kiattanavith, Company Secretary, informed the Meeting on the vote casting and vote counting for each agenda as follows:

At the time of the vote casting in each agenda, the Chairman would propose the Meeting to consider and cast their votes where the Company Secretary would explain the vote casting method through the DAP e-shareholder Meeting system by giving the Meeting an opportunity to vote ‘Approve’ or ‘Disapprove’ or ‘Abstain’. The vote casting must be completed within 2 minutes. The shareholder who did not vote within the specified time would be counted as approved the proposed agenda. Regarding the vote counting, the Company would record the disapproved and abstained votes where the rest would be counted as approved. For the shareholders who have registered to attend the Meeting but did not press vote casting button within the determined time. The company would deem that such shareholder voted to approve.

The voting count base include the approved and disapproved votes; however, abstained votes would be excluded from the voting count base in accordance with section 107(1) of the Public Limited Companies Act, B.E. 2535 (as amended) (the “**PLC Act**”) and Article 41(1) of the Company's Articles of Association except in Agenda 5

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where the voting count base equaled the total number of all the shareholders who attended the Meeting pursuant to section 90 of the PLC Act.

After the vote counting in each agenda, the Company would announce the voting result divided into ‘Approved’, ‘Disapproved’ and ‘Abstained’ in percentage. For the appointment of directors’ agenda, the result would be announced individually.

At the Meeting, each share shall be entitled to one vote. A shareholder having special interest in any matter cannot vote on such matter except for the approval of the appointment of directors. There are 3 types of voting counting as follows:

1. For regular matters, a majority vote of the shareholders attending the Meeting and casting their votes is required. In case of a tie of votes, the Chairman of the Meeting shall be entitled to the casting vote;
2. For special resolution, a vote of not less than three-fourths of the total number of votes of the shareholders present at the meeting and eligible to vote is required as prescribed in the Company’s Articles of Association Article 40;
3. For the approval of the remuneration of the board of directors, a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting is required.

For the approval of the appointment of directors, the directors will be considered and appointed individually. The shareholder who did not vote within the specified time would be counted as “approved”. The Company will count the votes as ‘Approved’, ‘Disapproved’ and ‘Abstained’ votes. The names of appointed directors will be listed respective of the votes received in the number equal to the number of directors to be appointed by such meeting.

Then, the Chairman informed that the Company would announce the minutes of the Meeting on the Company’s website within 14 days from the date of the Meeting for the shareholders to provide their opinions thereon within 14 days from the date of publication. If there is no objection within such period, the minutes will be considered as adopted by the shareholders. However, if there was a request to amend the minutes, the Company would consider the facts and proceed to amend the minutes, including submitting the same to the relevant authority and publishing the minutes on the Company’s website for the shareholders’ acknowledgement. Moreover, the Company gave the shareholders an opportunity to propose additional agendas in advance via the Company’s Website from 1 December 2020 to 15 January 2021, however, no shareholders propose any agenda to the Company. Then, the Chairman proceeded with the Meeting agendas as follows:

## **Agenda 1      Acknowledgement of the Company’s performance of 2020**

The Chairman assigned Mr. Yol Phokasub, Chief Executive Officer, to present the details of this agenda to the Meeting.

Mr. Yol Phokasub informed the Meeting that the Company’s performance of 2020 could be summarized in 4 topics as follows:

### **1. Business Overview in 2020**

2020 was a challenging year for all segments due to the COVID–19 pandemic. However, the Company still operated business with vision and mission: “To be the best, sustainable and most admired customer-centric omnichannel retailer wherever we operate” Under the main concept of “Central to Life”. The overview of the Company’s business could be summarized as follows:

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In terms of the overview of our business operation, the Company was a leading retailing platform in 3 countries, namely Thailand, Vietnam and Italy, covering 4 business segments, e.g. Fashion, Food, Hardline and Property, including our Omnichannel platform which was compatible with customer's current lifestyles and helped support for growth in the future.

In terms of our financial operating results, the Company had a total revenue of THB 194,311 million, which decreased by 11 % from last year mainly due to the impact of the COVID-19 pandemic. However, the Company had strong fundamentals, resilience, and agility to adapt itself in such situation promptly which helped reduce the impact to our profit. The Company's EBITDA (or profit in term of cash) was THB 10,675 million and net profit was at THB 684 million. This figure was after adjusted the normalized items. From the consolidated financial statements, our net profit for the year was at THB 341 million.

In terms of our store network, the Company had a total of 3,764 stores and selling points across 3 aforementioned countries, equivalent to approximately 3 million square meters of total salable area which increased 2% from last year. Moreover, the Company had approximately 600,000 square meters of net leasable area, an increase of 10% compared to last year.

In terms of customer base, the Company had as high as 24 million customers who were members of the Loyalty Program from around the world.

In terms of potential growth in the future, the Company accelerated the Omnichannel platform which boosted sales through this channel to nearly 3 times the sales of last year (increased by 177% from last year) and equivalent to 9.5% contribution to total sales.

## 2. Long term growth strategy and summary of 2020 significant operating results

In 2020, the COVID-19 pandemic had brought an unprecedented challenge to the Company's operation including widespread significant impact. Economic activities in many countries were ceased which had in turn caused a global economic setback and lowered consumer confidence. However, the Company realized that not only were our operations impacted but all sectors were exposed to the public health crisis. In the past year, the Company had conducted our business with the emphasis on all our stakeholders to brave the crisis together which included restoring confidence and reducing the risk of exposure to our customers, having sufficient inventory, maintaining fair prices for the customers, ensuring stability to our shareholders by conducting our business with integrity and constant communication, protecting the health of our operating employees and assisting our vendors and tenants, including supporting the local communities, which could be summarized as follows:

Customers, the COVID-19 pandemic made the customer concerned about in-store shopping and limit their spending. Thus, the Company focused on restoring customers confidence in safe and carefree shopping by introducing new platforms and services which reduced the risk of exposure through our omnichannel platform with various access channels to products and services. Meanwhile, the Company ensured the sanitation of all stores by implementing strict preventative measure to reduce transmission and cleaning the stores constantly. Additionally, new services were introduced to reduce the risk of the spread of infection such as Drive thru and touchless payment.

The shareholders, under uncertain circumstance, the Company operated prudently by cutting costs and expenses in all functions to reduce the impact on cashflow in order to maintain stable financial status. Furthermore, the Company offered channel for the shareholders and investors to continuously keep up with the Company's status and progress.

The employees were an important factor in driving the company's business and were exposed to the risk of transmission. The company therefore protected all employees with the COVID-19 insurance and encouraging employees to work from home. However, for the employees who had to work at the office or in stores, the Company ensured consistent sanitization of the workplace.

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Other stakeholders, namely business partners, tenants and communities. the Company had subsidized expense of business partners and tenants through the “Ruam Jai Market” and “Pracharat Market” campaigns by providing an area for merchants and SMEs to distribute their products in the Company's shopping center area free of charge. Moreover, the Company had encouraged Business partners to distribute their products through the Company's online channel.

From the challenges which occurred in the previous year, this was one thing that proved the company was a flexible and adaptable organization which immediately responded to changes. In addition, under this crisis, the Company saw an opportunity to enhance its competitiveness by accelerating the development of omnichannel and continuing to build strategic development that helped the company rapidly recover and returned to V-shape growth.

In terms of long-term growth strategy, the Company had determined the strategy of 5 pillars as follows:

1. Strengthening core businesses in all business segments;
2. Continuous expansion of store network;
3. Accelerating omnichannel which was Channels with high growth potential;
4. Presenting new store formats or new brands which served as new opportunities to respond to the demand of customers; and
5. Business mergers and acquisitions (M&A) which would accelerate the growth of the business

Significant operations could be summarized as follows:

1<sup>st</sup> Pillar: Important developments of the core business

In Thailand, divided by segment as follows:

Fashion segment had centralized back office and product sourcing of Central Department Store and Robinson to create synergy and rebranded Robinson to Central to better respond to customers' needs in certain areas such as Mega Bangna and Udon Thani. Additionally, nearly 6 thousand square meters of selling area were converted into lifestyle space to make the most of the space.

For hardline segment, Thai Watsadu developed its operations and supply chain which allowed for more efficient product management and helped boost sales of some products by 46% from the last year.

For food segment, The Company renovated 2 Tops Markets at Westgate and Salaya including Central Food Hall at Ladprao.

In Vietnam, the Company rebranded BigC Hypermarket at 5 potential locations into "GO!" which had been launched since 15 December 2020.

In Italy, the Company renovated 2 locations of Rinascente department store in Milan which is a flagship store, and Florence, another mini-flagship store under Store of Craft concept.

2<sup>nd</sup> Pillar: Important Development in Omnichannel

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The Company was the first retailer in the country to initiate omnichannel since 4 years ago and the previous year, the Company had accelerated omnichannel operations in all countries. As a result, the Company's sales via omnichannel grew 177%, and accounting for 9.5% of total sales with significant developments as follows:

1. Launching the Central Mobile Application, including enhancing the Tops Mobile Application
2. Launching new Thai Watsadu and Rinascente websites
3. Adding new sales and service channels to be one stop service
4. Adding the list of products through online channels from the BU and model of Marketplace
5. Initiating Quick Commerce for the Food and Non-food groups in Thailand and Vietnam by cooperating with other partners, Online & Delivery platform.

The major developments of Omnichannel divided by the countries were as follows:

## Thailand

A variety of Omnichannel in Thailand and one stop service to serve the customers which covered all of the Company's retail banners. In addition, the Company launched the Central App with 1.7 million downloads in March 2021 and launched a new Thai Watsadu website to serve various demands of the customers. Furthermore, the Company launched a new omnichannel distribution centers for Non-food businesses with the space of over 70,000 square meters.

## Vietnam

The Company had accelerated 3 omnichannel models of food and non food e.g. the development of online Nguyen Kim's business, the development of Quick Commerce by applying the Thailand model and the collaboration with the local marketplace platform to accelerate business growth. Such operation had helped omnichannel sales in Vietnam grew rapidly. In 2020, the omnichannel sales grew 18% from the previous year, accounting for 4 % of total sales in Vietnam.

## Italy

The Company had launched a new Rinascente website. In 2020, the sales via omnichannel grew 401% from the previous year, accounting for 4% of total sales of Italy. The omnichannel in Italy still had growth opportunity via e-ordering, luxury products distribution and acquire new customers.

From the development above, the sales form omnichannel had grown consistently since the Company initiated business operations through such channels since 2016, especially in 2020 with outstanding performance. The sales through omnichannel continuously grew throughout the year due to the success of the operation mentioned above.

Nowadays, the major sales via omnichannel derived from fashion segment, accounting for approximately 64% of all omnichannel sales where Thailand was the highest contributor, accounting for 88% of all omnichannel sales in every country.

## 3<sup>rd</sup> Pillar: Expansion of store network

Network expansion in Thailand divided by segment were as follows:

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Fashion segment: the Company had an opportunity to expand lifestyle centers in upcountry. Robinson had opened Robinson Lifestyle Mall in Bo-win Chonburi.

Hardline segment: from the success of home and DIY products, Thai Watsadu expanded 4 new stores with large and small formats. Currently, there were 54 locations of Thai Watsadu all over the country.

Food segment had expanded a total of 66 new stores under various retail banners (such as Tops Market, Tops Daily, Family Mart and Matsumoto Kiyoshi (health and beauty stores)) bringing a total number of stores to 1,140 locations all over the country.

Network expansion in Vietnam were as follows:

The Company opened 4 "GO! Malls" and "Hypermarkets" and launched new small format store "go!" store, which combined supermarket and lifestyle area as well as received good feedback. For the expansion of specialty stores e.g., Supersports, LookKool, KUBO, and other sports & lifestyle brands such as Skecher, Crocs, had opened 34 new stores in the past year, bringing the total number of specialty stores to 150 locations all over the country.

4<sup>th</sup> Pillar: introduction of new format of store or new retail banners

## Thailand

Fashion segment: the Company had launched “Velo” store, sport equipment store for bicycles and “KIS”, our beauty flagship store.

Hardline segment: Power Buy had launched new store format such as Brand Shop and small CE Format. Thai Watsadu had launched a new small format store, including Auto 1 which had opened 3 new locations.

Food segment: the Company had launched “Healthiful”, a healthy products and food store, in response to the health conscious trend.

The presentation of new store’s model or new retail banners in Vietnam were as follows;

go!, a small shopping center which included grocery shopping, rental shops and restaurants, was the store model which responded to the need and preference of customers in upcountry. For Tops market, the Company had taken the successful model in Thailand to adapt in Vietnam by rebranded 4 locations of Big C into Tops market last March.

5<sup>th</sup> Pillar: business mergers and acquisitions (M&A)

The Company’s investment plan included mergers and acquisition of businesses which would support our strategic business. Our investments in the past year could be summarized as follows:

The acquisition of 49% shares of Central Family Mart Co., Ltd. from our Japanese partner making the Company the sole owner of Family Mart which enabled us to operate the business with more flexibility.

The tender offer for all securities of COL Public Company Limited (“COL”), the market leader in stationery, office supply and equipment which had both online and offline distributing channels under the brand “OfficeMate”. Moreover, stationery, books, and lifestyle products under “B2S” and online electronic books business which grew rapidly especially in the past year under the brand “MEB”. COL would help to strengthen and expand the Company’s market share in the future and enhance overall growth of the Company. The tender offer was completed at the beginning of the year and COL financial statement would be consolidated into Central Retail from February 2021 onwards.



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## 3. Summary of significant sustainable development in 2020

The Company was determined to operate business in a sustainable and practical manners. In 2020, the Company had accomplished as follows:

The appointment of the Corporate Governance and Sustainability Committee (“**Corporate Governance Committee**”) comprising qualified and experienced directors who would help the Company drive business in a sustainable and practical manners.

The Corporate Governance committee had determined principles and conceptual frameworks of sustainable development under 4 main areas:

- 1) PEOPLE : well-being of the people
- 2) PROSPERITY : sustainable economic growth
- 3) PLANET : quality of environment
- 4) PEACE & PARTNERSHIP : Peace, culture and cooperation

Moreover, the Company had obligation to operate many projects to be compatible with the sustainable goal determined by the United Nations (or UN SDGs) which helped the Company set the operation guideline to have clearer goal. Furthermore, the Company prepared sustainability report for the first time this year, which was already published on the Company’s website.

The Company initiated various projects which were in line with the sustainable development vision. Its actions should strive for long-term results, recognize more than itself but for others, prioritize the quality over quantity. At its heart, the business should create shared-value for all. Our key achievement in 2020 were as follows:

**Empower and reduce inequality for people with disabilities:** The Company had worked towards improving the quality of life, reducing social disparity and creating sustainable jobs for disabled individuals. The Company had helped a total of 509 people, 236 of which were employed full-time and 273 of which were in career support programs.

**Development of society and economy:** the Jing Jai Farmers’ Market project, the Company support the farmers by allocating space to distribute agricultural products including famous products of each community to generate income for the community which generated the total of THB 193 million of income for farmers and increased over 3.2 times income for farmers per household.

**Management of natural and environmental resources,** the Company had operated environmental preservation projects e.g., the Journey to Zero project which aimed to reduce and manage additional food waste or leftover from our stores which helped reduce up to 200 tons of food waste which included donating an equivalent of 800,000 meals to those in need. Moreover, The Company supported the sustainability of the environment by reducing 236 million plastic bags usage. Additionally, the Company focused on reducing greenhouse gas emissions by providing clean renewable energy from the sun through the installation of solar cell systems on the roof of 25 department stores including our group’s stores which the Company had used 15,689 MWh of solar energy.

Furthermore, from the COVID-19 pandemic, the Company had plans to manage to assist and support our stakeholders including the society in many ways for example.

Supporting medical personnel and hospitals for example Central Food Retail donated N95 masks, face shields, alcohol gel and food to Siriraj Hospital, Central Retail Vietnam donated surgical masks and face shields to hospitals in Thailand and Vietnam, including other business units which donated COVID-19 prevention equipment or provided other assistance.



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Economic Supporting, Tops and Family Mart had cooperated to maintain product prices of more than 26,000 products for 90 days to reduce customer's cost of living problem.

Supporting the communities, the Company donated money for the construction of prefabricated toilets.

## Anti-Corruption:

The Company emphasized on the importance of anti-corruption. Therefore, the anti-corruption policy was prepared and published to all employees for acknowledgement and strict implementation. Throughout 2020, the Company declared intention to join the Thai Private Sector Collective Action Against Corruption (“CAC”) by becoming a member. The Company had the appointment of the working committee for the enrollment in the CAC since announced. On 25 March 2021, the Board of Directors passed a resolution to sign the MOU to announce an intention to become a member of the CAC. for 2022, the Company planned to submit the application to be certified as a member of the CAC where the result of which would be publicly announced.

## 4. Awards and Recognitions in 2020

Success of the Company's operation was recognized and admired on an international level which could be divided in 4 aspects as follows:

### 1) Award and achievements of the Company

- Best Equity Deal of the Year award, the Company's initial public offering was applauded as the best equity offering in Thailand and was also the largest securities offering of 2020.

### 2) Excellence in business operations

- Excellence in Retail Business Award, In The 2020 GIA Awards event in USA, Central Department Store was the only department store in Thailand and South East Asia which received the award last year.
- The Company received Food Safety System Certification for international retailers (FSSC 22000) where Central Food Hall and Tops Market were the retail stores which received the most certification in Southeast Asia.
- The success of Healthiful, a health and wellness store, which was recognized as one of the world's top 50 best stores that shoppers must visit.

### 3) The health and well-being of the people and social responsibility (CSR)

- The best employer in Thailand of the year 2020, Robinson Department store and Central Marketing Group were recognized as the best employers for caring and supporting their employees in all areas for 2 years consecutively.
- Corporate Award for Excellence Social Responsibility at Platinum level, The Central Food Retail was recognized as the best company which had social responsibility for the 10<sup>th</sup> consecutive years.

### 4) Creating brand and marketing

- Favorite Vietnamese Brand Award in 2020 was received by BigC / GO!
- Best Brand Performance on Social Media (Hypermarket & Supermarket) Award were received by Tops Thailand for excellent social media brands.
- AD STARS 2020 Award was received by Central Department Store for 2 categories from the international advertising festival.

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The summary of the Company's performance of 2020 appeared in the 2020 Annual Report (Form 56-1 One Report) under Financial Highlights (details of which are as set out in Attachment No.1) which was sent to the shareholders together with the invitation.

**Board of  
Directors'  
opinion**

The Board of Directors recommended that the Meeting acknowledge the Company's performance of 2020

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries. The details were as summarized as follows:

**Shareholder**

In 2021, what is the Company's growth target in terms of sales and profits? What is the Company's capex budget and store expansion plan? And what is the Company's execution plan to achieve the goals?

**Chief  
Executive  
Officer**

At the end of last year, the Company expected growth rate in this year to be in line with the GDP of each country. For Thailand, we expected an approximate growth of 4%, where Vietnam was expected to grow at approximately 6-7% and Italy was expected to grow at approximately 4-5%. The Company aimed for a 10% growth rate within the group companies. However, the Company cannot provide target for net profit due to the relevant securities regulations. For capex's budget, the Company has set a THB 16,000 - 18,000 million, excluding mergers and acquisitions. In this regard, approximately 60% of such budget will be allocated for business expansion and 40% will be allocated for business improvement, technology and other platforms.

For strategic store expansion, the Company plans to open additional stores this year where currently, Ban Chang Robinson Lifestyle Center was just opened. We expect to open 4 more locations of GO! Malls in Vietnam, 4 more locations of Thai Watsadu and 2 more locations of Robinson this year.

For Hypermarket and Supermarket, the Company plans to open additional 60 locations in Thailand and Vietnam 40 locations in Thailand and 20 locations in Vietnam. We will also open approximately 100 locations of other non-food stores and specialty stores both in Thailand and Vietnam.

For store renovation, the Company had renovated Central Department Store's branch at Chidlom, Ladprao and , Rama II, rebranded Robinson Department Store into Central Department Store in Chonburi and Khon kaeon, rebranded 8 locations of BigC and Hypermarket into GO! And renovated 3 locations of department store in Italy, e.g., Milan, Florence and Rome.

For business strategy, the Company focused on business expansion, strengthening and improving our business both of offline and online continuously by focusing on grooming Central Mobile Application to become Lifestyle Destination and Food Destination through Tops online. Moreover, the Company is in the process of elevating and expanding the food business both in Thai and Vietnam. For Thai Watsadu, the Company is confident in its strength and readiness of the brand while also consistently expanding the business. The Company accelerated the development of omnichannel and all online platforms in Thailand, Vietnam and Italy. Furthermore, the Company is also seeking out opportunities of partnership, joint venture and business acquisition.

**Shareholder**

Has the Company joined the CAC anti-corruption organization yet?

**Chief  
Executive  
Officer**

The Company realizes the importance of anti-corruption and is determined to operate business with integrity under the framework of good corporate governance. On 25 March 2021, the Board of Directors, therefore, passed a resolution to announce its intention to join the Thai Private Sector Collective Action Against Corruption aka the CAC where the Company plans to submit the application to become a member of the CAC in 2022.

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<b>Shareholder</b>	Does the Company have plans to expand business or certain brands to Vietnam?
<b>Chief Executive Officer</b>	<p>Vietnam has a potential for growth and there are many brands that received good feedbacks from the Vietnamese customers. For fashion segment, the Company expanded Supersports to Vietnam which has already brought Crocs, Sketcher, Fila and New Balance. Dyson is also going to be available shortly. For food segment, the Company focused on the capital city and main cities namely Ho Chi Minh and Hanoi, where the Company brought in the Tops Supermarket Model and customized to fit the Vietnamese customers for which we received good feedbacks and expected to open 7 locations of Tops market. For Hardline segment, the Company views that Thai Watsadu has a potential to expand into Vietnam and is currently studying and preparing for the expansion.</p>
<b>Shareholder</b>	Since last year till now the government has imposed the Emergency Decree which forced Robinson, department stores, Tops, FamilyMart and B2S to temporarily close or reduced their opening hours, was the Company impacted by such restrictions?
<b>Chief Executive Officer</b>	<p>The third wave of the COVID-19 pandemic had both advantages and disadvantages compared to last year's outbreak. Last year, the country was on lockdown for almost 3 months, however, the lockdown measures had not been implemented this year, and only store opening hours are limited, such as the closing time of shops and department stores is at 9:00 p.m. and shops in the red zone are closed from 11:00 p.m. - 4:00 p.m., which is the period where the sales are not high. However, the third wave of COVID-19 is different from other waves because the spread is nationwide affecting the economy and the growth rate of Thailand's GDP with a negative impact on GDP of approximately – 0.6% per month. Assuming the third wave of COVID-19 last 3 - 4 months, the expected GDP growth rate of Thailand at 4% will plunge to 2%. However, if the spread of COVID -19 subsides and the vaccination are monitored, the Company will only be impacted in some area and the expected growth rate will be approximately 8% from the original expected growth of 10%.</p> <p>However, the Company had closely monitored the situation and leveraged the lessons learned from the previous wave of outbreak to maintain the investment liquidity, enhance sanitization and transition into working from home. In addition, the Company is closely monitor inventory by tracking category of products which customers demanded via online platform including accelerating the development of omnichannel and online services and leverage offline stores for customer service such as contacting to customers, personal shopper service or Chat &amp; Shop. As such, the Company has put effort in all ways to improve or maintain its business operations to mitigate the impact of COVID-19. Moreover, the Company still seek business partners, joint ventures and mergers and acquisitions.</p>
<b>Shareholder</b>	How are the COVID-19 situations in Italy and Vietnam at this moment?
<b>Chief Executive Officer</b>	<p>Out of 9 locations of department stores in Italy, the Company has already reopened 7 locations. For Vietnam, department stores were affected from COVID -19 during Vietnam's Chinese's New Year at the end of January but the situation has resumed to normal for 4 - 6 weeks now and all stores have opened as usual. Therefore, the business plan and strategy has been implemented continuously and the Company is accelerating the development as we see opportunity for considerable growth in Vietnam.</p>
<b><u>Resolution</u></b>	The Meeting acknowledged the Company's performance of 2020.
<b>Agenda 2</b>	<b>Approval of the audited financial statements for the year ended 31 December 2020</b> <p>The Chairman assigned Mr. Ty Chirathivat, Deputy Chief Financial Officer, to present the details of this agenda to the Meeting.</p> <p>Mr. Ty Chirathivat informed the Meeting that in compliance with the Articles of association of the Company and the PLC Act, the Company had prepared financial statements for the fiscal year ended 31 December</p>

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2020 which had been audited by a certified public accountant, as shown in the 2020 Annual Report (Form 56-1 One Report) (details as shown in Attachment 1), and summarized as follows:

The external auditor expressed unqualified opinions on the 2020 financial statements.

Since 1 January 2020, the Company's group started to adopt the Financial Instruments Reporting Standards comprising the financial reporting standard No.9 on financial instruments (TFRS 9) and No. 16 on lease (TFRS 16) which resulted in a change in the Company's group's accounting policy where the impact of which was as disclosed in note 3 of the financial statements.

**Statement of Financial Position and Profit and Loss of the Company and its subsidiaries for the year ended 31 December 2020, the details of which were as follows:**

## Statement of Financial Position and Profit and Loss

Unit: THB

Lists	Consolidated	The Company
Asset	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 Shar (THB/share) <sup>2</sup>	0.01	0.65

Note: <sup>1</sup>Profit for the year attributable to the parent

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

**Details of the statement of Financial Position and Profit and Loss of the Company and its subsidiaries for the year ended 31 December 2020 were as follows:**

Asset was THB 239,180 million, liabilities was THB 183,465 million, revenue from sale was THB 173,138 million, total revenue was THB 194,311 million, profit for the year attributable to the parent was THB 46 million and profit per share calculated from profit for the year attributable to the parent was THB 0.01 per share.

**Details of the statement of Financial Position and Profit and Loss of the Company for the year ended 31 December 2020 were as follows:**

Asset was THB 126,908 million, liabilities was THB 48,416 million, total revenue was THB 5,286 million, profit for the year attributable to the parent was THB 3,774 million and profit per share calculated from profit for the year attributable to the parent was THB 0.65 per share.

**Details of the statement of Financial Position of the Company and its subsidiaries compared with the previous year were as follows:**

The Company's total asset was THB 239,180 million, an increase of THB 55,674 million, equivalent to 30.3%

Current assets increased by THB 1,392 million where cash and cash equivalents increased by THB 5,839 million while inventory decreased by THB 3,140 million as a result of a more efficient management of fashion products to cope with the reduced sales due to COVID-19.

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Non-current assets increased by THB 54,282 million which was mainly due to the right-of-use asset record of THB 67,029 million in accordance with TFRS 16 regarding lease which we adopted in 2020. Other Non-current assets decreased by THB 12,539 million comprising leasehold right which decreased by THB 21,042 million due to the change in the recording of the right-of-use, finance lease receivables (also a result of TFRS 16) which increased by THB 2,177 million and investment properties which increased by THB 2,941 million.

The Company's total liabilities were THB 183,465 million, an increase of THB 37,479 million, equivalent to 25.7%, divided into the following:

Current liabilities were THB 89,049 million which decreased by THB 30,464 million, mainly due to a decrease in short term loans of THB 17,144 million which were converted to long-term loans and a decrease in other current liabilities (THB 12,187 million in Dividend payable and THB 5,532 million in Trade payable).

Non-current liabilities were THB 94,416 million, an increase of 67,943 million, due to an increase in long term loans of THB 20,097 million which were converted from short term loans and the recording of lease liabilities of THB 51,370 million per the TFRS 16 regarding lease.

Equity was THB 55,715 million, an increase of THB 18,196 million, equivalent to 48.5% as a result of the following:

Equity attributable to owners of the parent increased by THB 28,584 million comprising the IPO of THB 55,121 million less the difference from acquiring non-controlling interests (ROBINS) of THB 23,264 million and a decrease in retained earnings of THB 2,405 million due to the adoption of the new accounting standards.

Non-controlling interests decreased by THB 10,388 million due to the acquisition of ROBINS shares which resulted in the current shareholding of 98% in ROBINS.

**Details of the statement of comprehensive income compared with the previous year were as follows:**

Gross revenue was THB 194,311 million, a decrease of 12.8% compared with the previous year, which was mainly due to a decrease in revenue from sale by 11.4% and a decrease in revenue from rental services by 21.3% due to the COVID-19 pandemic and a one-off transaction in 2019 from the insurance compensation of THB 3,283 million.

Total cost was THB 192,036 million which decreased by 7.3% due to a 6.8% decrease in cost of sales of goods and a 12.3% decrease in cost of rental and rendering of services. The rate of which was lower compared to income.

Selling expenses decreased by 11.6% from a decrease in expensed related to sales such as employee expense, lease expense, advertising and promotion expenses, including the strict cost reduction measures of the Company and subsidy from the Thai and Italian governments. In addition, the adoption of TFRS16 allocated partial expenses to finance costs.

Administrative expenses increased by 0.6% which was mainly due to the increased provision of shrinkage and obsolescence attributed from Nguyen Kim to comply with our Thailand's business policy. The expense from dissolving CMG Malaysia, bad debt reserve expenses and technological expense for Omnichannel system improvement in order to serve the growing retail formats. While land and building tax decreased as a result of the government's measure which provided a 90% discount and a decrease in employee expense and management fee.

Profit from operating activities were THB 2,275 million which decreased by 85.4%.

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Financial cost increased by 171.8% from last year, mainly due to the adoption of TFRS 16 regarding lease and increased interest on loans from financial institutions from the need for cash reserves.

Share of profit of associates and joint ventures accounted for using equity method decreased by 66.2% due to a decrease of associate profit.

Tax expenses (income) displayed as income equivalent to THB 884 million mainly due to operating loss, a loss from amortization of investments abroad and Deferred Tax Asset.

Profit for the year was THB 341 million which decreased by 97.2% and profit attributable to owners of the parent was THB 46 million which decreased by 99.6 % mainly due to an effect of the COVID-19 pandemic.

**Board of  
Directors’  
opinion**

The Board recommended 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.

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries for this agenda. The details were as summarized as follows:

**Shareholder** Please clarify the significant impact of the new accounting standards on the balance sheet and the profit and loss statement.

**Mr. Ty Chirathivat** The impact of accounting standards on the balance sheet and profit and loss statement were as follows:

**Deputy Chief Financial Officer** The impact on the balance sheet for asset: Right-of-use asset increased THB 67,029 million. Finance lease receivables increased THB 2,177 million and leasehold rights decreased THB 21,042 million. For liabilities, lease liabilities increased THB 57,808 million and shareholder’s equity decreased THB 5,391 million.

The impact on profit and loss statement: revenues decreased by THB 26 million due to a decrease in rental income and other income and an increase in expenses of approximately THB 1,202 million. The negative impact derived from an increase in depreciation, financial cost, and other expenses where the positive impact derived from a decrease in rental fee and tax expense.

**Shareholder** In the past year, selling and administrative expenses decreased significantly, what was the cause? Does the Company expect such cost to be further reduced? And how could the cost be reduced?

**Mr. Ty Chirathivat** The decrease in expenses was due to the impact of COVID-19 as there was a decrease in sales and selling and administrative expenses such as employee benefit expenses, rental and services expense, advertising and promotion expenses and credit card expenses. Subsidy measures from the Thai and Italian Governments and the Company’s strict cost and expense reduction measures were implemented to lessen the impact on the profitability and the ability to maintain financial liquidity of the company both short term and long term. Moreover, the change of accounting recording of TFRS per the financial reporting standards No. 9 on financial instruments and No. 16 on lease, which were effective in 2020, led to the recording of partial expense as financial costs. This year, the Company has a goal to manage the costs effectively by controlling the increasing expense at a rate which is less than the goal income and sales.

No shareholders made further inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.



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## **Resolution**

The Meeting resolved to approve the audited financial statements for the year ended 31 December 2020 with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

<b>Votes</b>	<b>Number of votes</b>	<b>Percentage of the shareholders attending the Meeting and casting their votes</b>
Approved	5,534,848,360	100.0000
Disapproved	0	0.0000
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

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

The Chairman assigned Mr. Panet Mahankanurak, Deputy Chief Financial Officer, to present the details of this agenda to the Meeting.

Mr. Panet Mahankanurak informed the Meeting that the Company had 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.

According to the consolidated financial statements, the Company's profit attributable to the parent for the year 2020 was approximately THB 46 million, equivalent to earnings per share of approximately THB 0.008 and unappropriated retained earnings subjected to the separate financial statements of approximately THB 5,104 million. As of 31 December 2020, the Company had set aside funds for the legal reserve in full in the amount of THB 632,000,000.

Therefore, it was proposed that the Meeting approve the dividend payment for 2020 performance at THB 0.40 per share, totaling to THB 2,412,400,000, equivalent to the payout ratio of approximately 5,214%. The high payout ratio is due to the fact that the profit for the year 2020 is lower than any year from the impact of COVID-19. In the deliberation of dividend payment, the Company had taken into account the current situation, the pandemic, the economic conditions including the Company's liquidity. Even though the Company was under a period of cost savings and reducing unnecessary investments apart from the investment cost which was necessary for business growth, the Board of Directors had considered and deemed that the return of profits to the shareholders through dividends payment was an important part of the business and the company had sufficient liquidity for business operations. The Company, therefore, considered and deemed it appropriate to pay such dividends. In this regard, the dividends would be paid on 21 May 2021 to the shareholders whose names appeared in the share register book of the Company on 30 April 2021 (Record Date).

## **Board of Directors' opinion**

The Board recommended that the Meeting consider and approve the following:

- 1) Acknowledge the omission of legal reserve allocation as the Company has already set aside legal reserve in the full amount required by law of THB 632,000,000 on 31 December 2020.
- 2) Approve the dividend payment for 2020 performance at the rate of THB 0.40 per share, totaling to THB 2,412,400,000.



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The Chairman gave the Meeting an opportunity to express opinions and make additional inquiries, but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

**Resolution** The Meeting resolved to approve the dividend payment for 2020 performance with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,534,848,360	100.0000
Disapproved	0	0.0000
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

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

Before the consideration of this agenda, the Chairman informed the Meeting that the directors who were due to retire by rotation in this Meeting, e.g., 1) Mr. Suthikiati Chirathivat 2) Dr. Atchaka Sibunruang 3) Mrs. Patareeya Benjapolchai 4) Mrs. Yuwadee Chirathivat and 5) Mr. Prin Chirathivat, did not participate in the consideration in the related agendas in the meetings of the Board of Directors and the Nomination & Remuneration committee.

The Chairman assigned Mr. Sompong Tantapart, member of the Nomination & Remuneration committee to present the details of this agenda to the Meeting.

Mr. Sompong Tantapart informed the Meeting that in compliance with the Articles of Association of the Company, one-third (1/3) of the directors must retire from office by rotation in the Annual General Meeting of Shareholders. If the number of directors to retire by rotation cannot be divided into three, the closest number to one-third (1/3) shall retire. The retirement of directors in the first and second years after registration of the Company shall be determined by drawing lots. In the subsequent years, the directors who has held office the longest shall retire. A director who retires from office may be re-elected. For 2021, 5 directors would retire by rotation 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             |

In this regard, the Company gave the shareholders an opportunity to propose the names of individuals to be elected for directorship in advance via the Company's website from 1 December 2020 to 15 January 2021; however, no proposal was made for directors' appointment.

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

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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. Dr. Atchaka Sibunruang and Mrs. Patareeya Benjapolchai were independent directors, having the qualifications which met all the requirements of Company's independent director definition and the qualifications under the relevant law and were able to give opinion independently. It was therefore deemed appropriate that such directors be elected back to office for another term.

Details were shown in the profiles of the nominated candidates for directors (details of which are as set out in Attachment No. 2) which was sent to the shareholders together with the invitation.

**Board of Directors' opinion**

The Board (excluding those retired by rotation at the 2021 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

Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries for this agenda. The details were as summarized as follows:

**Shareholder** When did the remaining 3 independent directors who did not complete their office term this year start holding their positions as independent directors?

**Independent director** All independent directors started holding directorship positions on the same date since the Company's conversion to public limited company on 6 September 2019.

No shareholders made further inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda and informed the Meeting that this agenda would be considered and appointed individually.

**Resolution** The Meeting resolved to approve the appointment of directors in place of those retired by rotation individually with a majority vote of the shareholders attending the Meeting and casting their votes as follows:

## 1. Mr. Suthikiati Chirathivat

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,487,430,137	99.1433
Disapproved	47,418,223	0.8567
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

## 2. Dr. Atchaka Sibunruang

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,508,031,309	99.5155
Disapproved	26,817,051	0.4845
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

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## 3. Mrs. Patareeya Benjapolchai

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,534,848,360	100.0000
Disapproved	0	0.0000
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

## 4. Mrs. Yuwadee Chirathivat

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,491,517,552	99.2171
Disapproved	43,330,808	0.7829
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

## 5. Mr. Prin Chirathivat

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,491,517,552	99.2171
Disapproved	43,330,808	0.7829
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,360</b>	<b>100.0000</b>

## Agenda 5 Approval of the remuneration for the Board of Directors for the year 2021

The Chairman assigned Dr. Atchaka Sibunruang, Chairman of the Nomination and Remuneration Committee, to present the details of this agenda to the Meeting.

Dr. Atchaka Sibunruang informed the Meeting that According to the Company's Articles of Association, directors were eligible to receive remuneration in the forms of monetary, meeting allowance, gratuity, bonus or any other forms of remuneration as the shareholders' meeting considered.

To ensure that the Board of Directors receive fair and appropriate remuneration, the Nomination and Remuneration Committee had considered the remuneration based on the Company's operating results and compared with the remuneration of other companies within the same industry and of similar size for reference. The Nomination and Remuneration Committee deemed it appropriate to recommend that the Board of Directors to consider and approve the remuneration for the Board of Directors and sub-committees for 2021 in the amount of not exceeding THB 20.5 million. The increase of THB 0.5 million from 2020 was partly from the estimate of the remuneration 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 would be equal to that of the Nomination and Remuneration Committee and the Risk Policy Committee,

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and the meeting allowance shall be paid from January 2021 onwards. In this regard, the remuneration of the Board of Directors and other sub-committees were the same as that of 2020. The details were as follows:

## 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. However, the Board of Directors had passed a resolution not to pay director bonus for the 2020 performance as the Company's performance did not meet the goal due to the effect of COVID-19.

## 3. Other benefits

- None -

### **Board of Directors' opinion**

The Board considered and recommended that the Meeting approve the remuneration for the Board and the sub-committees for the year 2021 in the amount of not exceeding THB 20.5 million comprising quarterly remuneration, meeting allowance and bonus (if any) according to proposal by the Nomination and Remuneration Committee.

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Then, the Chairman gave the Meeting an opportunity to express opinions and make additional inquiries. but no shareholders expressed their opinions or made inquiries. The Chairman then requested the Meeting to pass a resolution on the agenda.

## **Resolution**

The Meeting resolved to approve the remuneration for the Board of Directors for the year 2021 with a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting as follows:

Votes	Number of votes	Percentage of the shareholders attending the Meeting
Approved	5,529,439,686	99.9021
Disapproved	5,408,774	0.0977
Abstained	10,000	0.0002
<b>Total</b>	<b>5,534,858,460</b>	<b>100.0000</b>

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

The Chairman assigned Mrs. Pratana Mongkolkul, Chairman of Audit Committee, to present the details of this agenda to the Meeting.

Mrs. Pratana Mongkolkul informed the meeting that the PLC 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 approved the appointment of the auditor and viewed that the determination of the audit fee is 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, and therefore are independent in the auditing and offering opinions on the Company's financial statements. Thus, it was recommended that the Board of Directors consider and appoint the Company's auditor and determine the audit fee for the year 2021, as well as acknowledge the audit fee for the 2021 financial statements of subsidiaries to be audited by KPMG Phoomchai Audit Limited, KPMG Group of companies overseas and other overseas audit firms.

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

### 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. which had been sent to the shareholders prior to the Meeting.

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, which increased by THB 400,000, due to the increased scope of consolidated financial statement from the acquisition of COL Group as a significant subsidiary of the Company in 2021.

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3. to acknowledge the audit fees for the 2021 financial statements of subsidiaries which was audited by KPMG Phoomchai Audit Limited, KPMG Group of companies overseas and other overseas audit firms in the amount of approximately THB 36.2 million which decreased from the year 2020 by THB 4.6 million or equivalent to 11.34 percent when included the audit fees of COL Group of the year 2020. The decreased audit fee of the subsidiaries in Thailand was mainly as a result of the adjustment of procedures and work structure of the Group companies to reduce redundancy and audit procedures. Moreover, some subsidiaries had negotiated for a reduction of audit fee by reviewing the audit plan, the business plans and the adjusted transaction sizes which due to COVID-19. The decrease in the audit fee of foreign subsidiaries was partly from audit fee negotiations from the impact of COVID-19 and partly from the appreciation of Thai Baht compared to the year 2020 which resulted in the decreased audit fee overall. Finally, the audit fee of COL group, which has become the Company's subsidiaries in 2021 decreased by THB 1.4 million or 33.5%, compared with 2020, as a result of the reduction of scope of the consolidated financial statements after entering into the Group of companies and the business restructuring of COL group companies which reduced audit redundancies.

**Board of Directors' opinion** The Board considered and agreed with the proposal made by the Audit Committee and recommended the Shareholder's Meeting appoint the external auditors and determine the audit fee for the year 2021.

The Chairman gave the Meeting an opportunity to express opinions and make additional inquiries. The details are summarized as follows:

**Shareholders** Please explain the reason for the increased audit fee.

**Chairman of the Audit Committee** The increased audit fee was due to the increased scope of audit work from the acquisition of COL group. However, the audit fee of the group Company decreased by approximately THB 3 million when considered all subsidiaries.

No shareholders made further inquiries. The Chairman then requested the meeting to pass a resolution on the agenda.

**Resolution** The Meeting resolved to approve the appointment of the external auditors and determination of the audit fee for the year 2021 with a majority vote of the shareholders attending the Meeting and casting their votes as follow:

Votes	Number of votes	Percentage of the shareholders attending the Meeting and casting their votes
Approved	5,534,848,460	100.0000
Disapproved	0	0.0000
Abstained	10,000	-
<b>Total</b>	<b>5,534,848,460</b>	<b>100.0000</b>

## Agenda 7 Other matters (if any)

The Chairman informed the Meeting that all agendas have been considered and gave the Meeting an opportunity to propose other matters. No shareholders proposed further matters but made some inquiries. The details of which are summarized as follows:

**Shareholder** How did the Company ensure that the record of expected credit loss allowance for trade receivables was sufficient? Because the Company had the over 12-month overdue trade accounts receivables of THB 345 million but recorded the expected credit loss at only THB 180 million,

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equivalent to 52% and the 6 – 12 months overdue trade accounts receivables of THB 294 million. However, expected credit loss was recorded at only THB 73 million, equivalent to 24.8%.

<b>Mr. Ty Chirathivat</b>	Because the Company estimated the allowance for doubtful accounts by applying the TFRS 9 accounting standard which is a stricter method. In the past, the company only analyzed customers' repayment record and forecast the customers' repayment ability in the future. However, TFRS 9 also takes into account the impact of economic factors on expected credit loss.
<b>Deputy Chief Financial Officer</b>	
<b>Shareholder</b>	Is it possible for the directors to receive bonus as the variable bonus type at the rate of 1% of net profit?
<b>Chairman of the Nomination &amp; Remuneration Committee</b>	The Company may pay bonus to directors under the conditions and details set by the Board of Directors, subject to the company's operating results. In this regard, Director's Bonus payment may vary based on performance and participation in meetings though at no specific rate, for instance, the Company did not pay director's bonus from last year's performance as our operating results did not meet our goal.
<b>Chairman</b>	Whether or not director's bonus should be tied to net profit is still subject to discussion within the corporate governance field. This is due to the fact that certain uncontrollable circumstances, e.g. the situation in 2020, may negatively impact several companies' profits regardless of the effort on the part of the directors. In fact, the directors may be required to put in much more effort. Furthermore, the proposal to give the directors 1% bonus variable upon the net profit of the Company may be too high. This is because the Company's profitability depends on various elements which does not solely rest on the directors' performance, but on the many other different functions in the Company. However, the Company will take the proposed bonus scheme into consideration.
<b>Shareholder</b>	Due to the current situation, will the Company need to adjust the THB 1.6 – 1.8 million investment plan? And if so, how will the investment plan look like?
<b>Chief Executive Officer</b>	The Company had closely monitored the impact of COVID-19. However, currently, the Company does not adjust the investment plan.
<b>Shareholder</b>	After the Company acquired all shares of Robinson and COL, how many minority shareholders remain in Robinson and COL?
<b>Mr. Panet Mahankanurak</b>	At the moment, the Company holds approximately 98.4 - 98.5% shares in Robinson and approximately 99% shares in COL. Robinson has approximately 1,000 remaining minority shareholders while COL has 400 remaining minority shareholders.
<b>Deputy Chief Financial Officer</b>	

After that, no shareholder proposed any matter to the Meeting to consider. The Chairman informed that if there were other question which the Company had not answer, the Company would consider and respond to important questions and publish the same, together with the minutes of the Meeting. The Chairman, then thanked the shareholders, proxies and honored attendees for participating in the Meeting via Electronic means and declared the Meeting adjourned at 4.30 p.m.

*-Signed-*

(Dr. Prasarn Trairatvorakul)  
Chairman of the Board of Directors