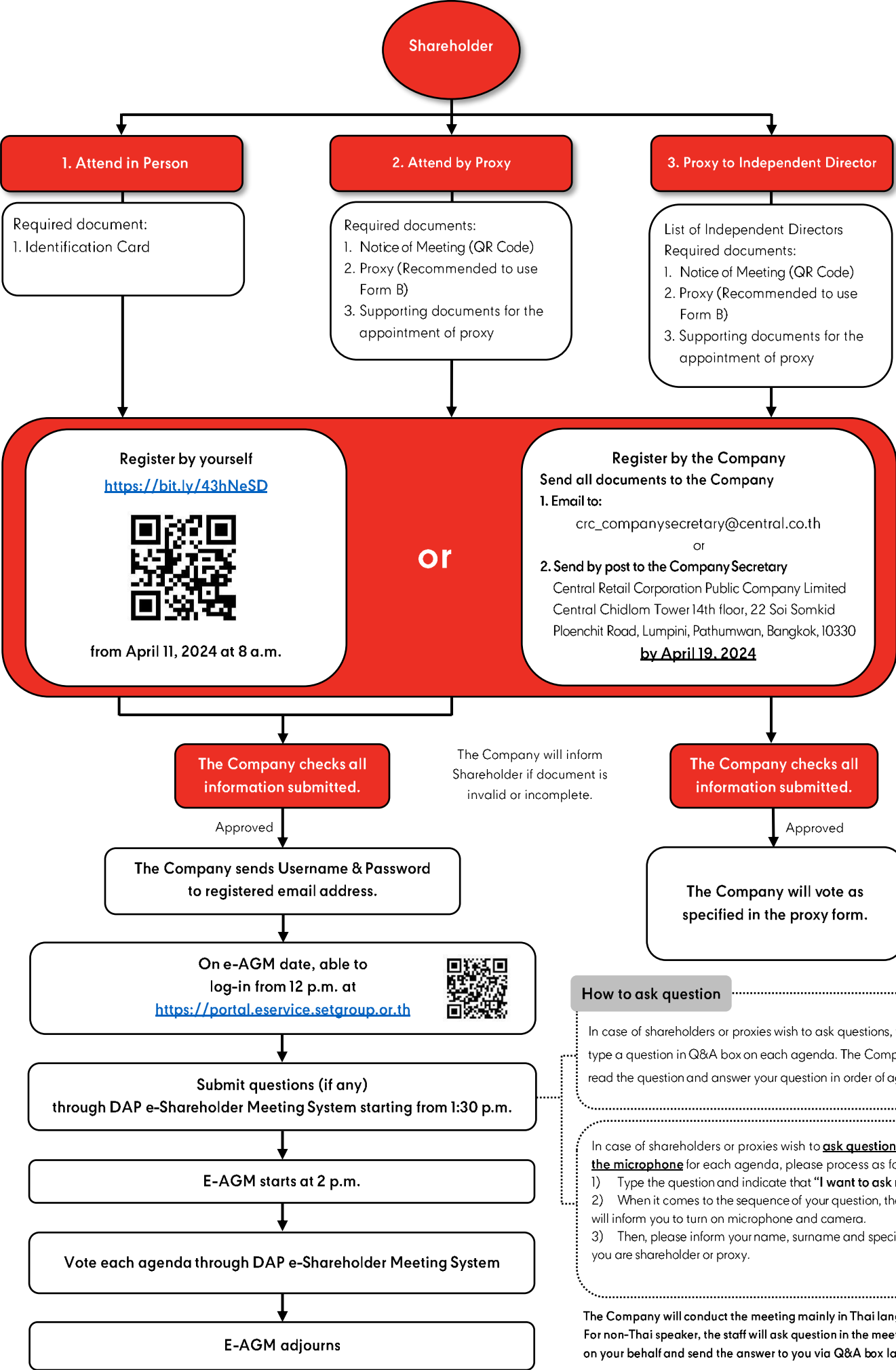


Procedures and Instructions for Attending  
the AGM and related Articles of Association



## Registration

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

#### 1.1 In case the shareholder is present at the meeting in person use the following documents

- Individual shareholder with Thai nationality
  - 1) Citizen Identification card
- Individual shareholder with foreign nationality
  - 1) Notice 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

- The shareholders can appoint any person to be their proxies as they wish.
- **Shareholders are recommended to appoint an independent director as their proxies** by specifying any one of the following independent directors (Excluding Independent Directors to be retired by rotation in the year 2024):

| Name                       | Age<br>(years) | Positions   | Address  | Special conflict of<br>interest* in the<br>proposed agenda |
|----------------------------|----------------|---|--|--|
| 1. Mrs. Pratana Mongkolkul | 60             | Independent Director / Chairman<br>of the Audit Committee   | Central Retail<br>Corporation Public<br>Company Limited,<br>Central Chidlom<br>Tower 14 <sup>th</sup> floor,<br>22 Soi Somkid<br>Ploenchit Road,<br>Lumphini, Pathum<br>Wan, Bangkok,<br>10330 | No special conflict of<br>interest in any Agenda           |
| 2. Mr. Sompong Tantapart   | 66             | Independent Director / Member<br>of Audit Committee / Member<br>of the Nomination and<br>Remuneration Committee |  | No special conflict of<br>interest in any Agenda           |
| 3. Mr. Kanchit Bunajinda   | 56             | Independent Director /<br>Chairman of the Risk Policy<br>Committee  |  | No special conflict of<br>interest in any Agenda           |

Remarks: Independent Director is the person who fully qualified and independent as determined by the Board of Directors' Charter which is stricter than the guideline of the Securities and Exchange Commission which showed in the qualification of the independent directors in Enclosure 5 Charter of the Board of Directors and the profiles of the independent directors in Enclosure 1 of 2023 Annual Registration Statement/Annual Report (Form 56-I One Report).

\* The disclosure of special interest specified in the AGM Checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such a special interest in the election of directors due to being a nominee for the re-election.

Appointment of Proxy use the following documents:

- Individual shareholder with Thai nationality
  - 1) Notice of Meeting (QR Code)
  - 2) Proxy Form A or Form B
  - 3) Photocopy of the shareholder's citizen identification card or civil servant identification card which are certified true and correct by the shareholder.
  - 4) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.
- Individual shareholder with foreign nationality
  - 1) Notice of Meeting (QR Code)
  - 2) Proxy Form A or 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) Notice of Meeting (QR Code)
  - 2) Proxy Form A or Form B
  - 3) Photocopy of citizen identification card or civil servant identification card of the authorized director(s) which are certified true and correct by the authorized 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) Notice of Meeting (QR Code)
  - 2) Proxy Form A or Form B
  - 3) Photocopy of juristic person's certification document and citizen identification card or passport (in case 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) Notice of Meeting (QR Code)
  - 2) Proxy Form C
  - 3) Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder

- 4) Letter confirming that the person executing the proxy form has obtained a license for being a custodian
- 5) Photocopy of proxy's citizen identification card, driving license or civil servant identification card or passport (in case of foreign person) which are certified true and correct by the proxy.

**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

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.

### 2.1 Register by yourselves through the link below:

<https://bit.ly/43hNeSD>

or scan QR Code here



The registration can be made **from April 11, 2024 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 in advance by April 24, 2024.**

### 2.2 Register by the Company

In case that the shareholders cannot register by yourselves, shareholders must submit documents as in item 1 to the Company **by April 19, 2024** via 2 channels as follows:

- 1) E-mail: [crc\\_companysecretary@central.co.th](mailto:crc_companysecretary@central.co.th) or
- 2) Registered post to: The Company Secretary Office  
 Central Retail Corporation Public Company Limited  
 Central Chidlom Tower 14<sup>th</sup> floor,  
 22 Soi Somkid Ploenchit Road,  
 Lumpini, Pathum Wan, Bangkok, 10330

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.

**For your convenience, please submit registration document in advance by April 19, 2024.**

### 3. Attending the Annual General Meeting of Shareholders via Electronics media

The 2024 Annual General Meeting of Shareholders will be held on April 25, 2024 at 2.00 p.m. via Electronics media. The Company will conduct the meeting mainly in Thai language with the following procedures:

#### 3.1 System log-in

- The meeting attendee can log in to the DAP e- Shareholder Meeting system from 12 p.m. with username and password together with the OTP at <https://portal.eservice.setgroup.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. If the screen does not work, click ‘ Open WebEx ’ on the top right to view the meeting via Application Cisco Webex Meeting instead.

The registration can be made on a desktop computer, a laptop, a tablet, or a smart phone via 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.

#### 3.2 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”. 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.
- Agenda 1 is for acknowledgement only, there is no voting required. For Agenda 2, Agenda 3, Agenda 4, Agenda 5 and Agenda 7, the resolutions must be approved by majority vote of the shareholders attending the meeting and casting their votes. For Agenda 6, 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. Moreover, for Agenda 8 and Agenda 9, the resolution must be approved by a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote.

### 3.3 Vote Counting

- The Company will record the votes from "Disapprove" and "Abstain" on each agenda item. The rest of the votes will be counted as "Approve". For shareholders or proxies that registered to attend the meeting and not click any button to express their votes, the Company, then, considers as "Approve". The vote counting base includes votes for approval and disapproval only. The abstained votes will not be counted as the vote counting base pursuant to Section 107 (1) of the Public Limited Companies Act and Article 41 (1) of the Company's Articles of Association. Except Agenda 6, 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. Moreover, for Agenda 8 and Agenda 9, the vote counting base will be equal to the total number of votes of the shareholders attending and being entitled to vote.
- 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.

### 3.4 Asking the Questions

If the shareholders or proxies wish to ask questions, they can submit questions from 1:30 p.m. onward by typing questions on each agenda item. The Company will read and answer the questions of each shareholder according to the sequence of agenda items.

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

- 1) Type the question and indicate that **"I want to ask myself"**
- 2) When it comes to the sequence of your question, the staff will inform you to turn on microphone and camera.
- 3) Then, please inform your name, surname and specify that you are shareholder or proxy.

**The Company shall hold this meeting primarily in Thai language. For those who do not use Thai as a communication medium, the staff will ask your question at the meeting on your behalf, and subsequently transmit the response to you at a later time.**

### 3.5 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 Microsoft 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,  
Pathumwan, Bangkok 10330  
Phone: 082-004-4538  
e-mail: 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 or via electronic means, in accordance with the format and criteria 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.

**Article 57.** Any of the following transactions or undertaking of a Subsidiary under the Direct Supervision of the Company or a Subsidiary shall be approved at a general meeting of shareholders of the Company with the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote before the Subsidiary under the Direct Supervision of the Company or the Subsidiary may enter into the transaction:

(1) Any amendment of the Articles of Association of the Subsidiary under the Direct Supervision of the Company that may have a material impact on the financial conditions or operating results of such Subsidiary under the Direct Supervision of the Company, including, but not limited to, any amendment of the Articles of Association of the Subsidiary under the Direct Supervision of the Company which may have a negative impact on the Company's rights to nominate or appoint a director or an executive of the Subsidiary under the Direct Supervision of the Company proportionate to the Company's shareholding in the Subsidiary under the Direct Supervision of the Company, the voting rights of the director(s) nominated by the Company at the meetings of the board of directors of the Subsidiary under the Direct Supervision of the Company, the voting rights of the Company at the general meetings of shareholders of the Subsidiary under the Direct Supervision of the Company, and/or the dividend distributions of the Subsidiary under the Direct Supervision of the Company.

The transactions under (2) to (12) shall be approved at a general meeting of shareholders of the Company only in the event that the size of such proposed transaction of the Subsidiary in comparison to the size of the Company pursuant to the relevant notifications on acquisitions or disposals of assets and/or connected transactions (as the case may be) of the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand requires approval at the general meeting of shareholders of the Company:

- (2) The entry into any transaction with a related person of the Company or the Subsidiary, or any transaction concerning an acquisition or a disposal of assets by the Subsidiary.
- (3) The transfer or waiver of any rights or interests, including waiver of any claim against any person who causes damage to the Subsidiary.
- (4) The sale or transfer of the whole or any substantial part of the subsidiary's business to any other person.
- (5) The purchase or acceptance of the transfer of business of other companies by the Subsidiary.
- (6) The execution, amendment, or termination of a contract concerning the lease of the whole or any substantial part of the business of the Subsidiary, the assignment to any other person to manage the Subsidiary's business, or the amalgamation of the Subsidiary's business with any other person.
- (7) The lease or hire-purchase of the whole or any substantial part of the Subsidiary's business or assets.
- (8) Borrowing, lending, granting of credit, provision of a guarantee, entry into any transaction that will cause the Subsidiary to incur additional financial burden, or giving of any other kinds of financial aid to any other person which is not in the ordinary course of business of the Subsidiary. In this regard, lending to directors of the Subsidiary is prohibited, except for lending under employee loan program.
- (9) The dissolution of the Subsidiary.

(10) The capital increase by issuing new shares and share allocation of the Subsidiary, including any reduction of the registered or paid-up capital of the Subsidiary which is not proportionate to the shareholding of the existing shareholders, or any action that will result in the dilution of more than ten (10) percent of the Company's direct and/or indirect shareholding and/or voting rights (as the case may be) in the general meetings of shareholders of the Subsidiary at any level.

(11) The capital increase or reduction of the Subsidiary which is not proportionate to the shareholding of the existing shareholders, or any action that will result in the dilution of the Company's direct and/or indirect voting rights in the general meetings of shareholders of the Subsidiary at any level to the extent that the Company loses control over such Subsidiary; and

(12) Any other transaction which is not in the ordinary course of business of the Subsidiary and may materially affect the Subsidiary.

### **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.