

Letter No.: IDR 03/2025

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2025, Schedule for Annual General Meeting of Shareholders 2025, and Cash Dividend Payment

To: The President The Stock Exchange of Thailand

Headline: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2025, Schedule for Annual General Meeting of Shareholders 2025, and Cash Dividend Payment (Revised Director Information)

Security Symbol: CPALL

Announcement Details

Schedule of Shareholders' meeting

Subject	Schedule of Annual General Meeting of Shareholders
Date of Board resolution	25-Feb-2025
Shareholder's meeting date	25-Apr-2025
Beginning time of meeting (hh:mm)	14 : 00
Record date for the right to attend the meeting	12-Mar-2025
Ex-meeting date	11-Mar-2025
Significant agenda item	- Cash dividend payment - Changing / renewal of the term of the director(s)
Venue of the meeting	Via electronic media with the IR Plus AGM application system

Agenda Item 1

Agenda Detail	To acknowledge the report of the Board of Directors which propose the meeting for reporting the Company's operations for the last year
Type	To acknowledge
Board's Resolution	

The Board of Directors is of the opinion that the Meeting of Shareholders should acknowledge the operating results of the Company for the year 2024.

Agenda Item 2

Agenda Detail	To consider and approve the statement of financial position and statement of income for the year ended 31 December 2024
---------------	---

Type	To Consider and approve
------	-------------------------

Board's Resolution

After considering the matter, the Board of Directors is of the opinion that the Meeting of Shareholders should approve the Statement of Financial Position and Statement of Income for the year ended 31 December 2024 which were audited by certified public accountant and reviewed and agreed by the Audit Committee.

Agenda Item 3

Agenda Detail	To consider and approve an appropriation of profit and the cash dividend payment
---------------	--

Type	To Consider and approve
------	-------------------------

Board's Resolution

After considering the matter, the Board of Directors is of the opinion that the Meeting of Shareholders should consider and approve not to appropriate the net profit for legal reserve as it is fully appropriated according to the Articles of Association of the Company.

In addition, the Meeting of Shareholders should consider and approve the dividend payment distributed from the Company's net profit for the year 2024 of Baht 1.35 per share (One Baht and Thirty-five Satang) for shareholders holding 8,983,101,348 shares, total dividend payment in the amount of Baht 12,127,186,819.80 or equal to 56% of net profit after income tax from separate financial statements. The above dividend payment complies with stipulated dividend payment policy of the Company.

The Company has scheduled the record date on 7 May 2025 to determine the shareholders entitled to receive the dividend. The dividend payment will be made on 23 May 2025. However, the rights concerning the Company's dividend payment will be reserved upon shareholders' approval.

Dividend payment / Omitted dividend payment

Subject	Cash dividend payment
Date of Board resolution	25-Feb-2025
Type of dividend payment	Cash dividend payment
Record date for the right to receive dividends	07-May-2025
Ex-dividend date	06-May-2025
Payment for	Common shareholders
Cash dividend payment (baht per share)	1.35
Par value (baht)	1.00
Payment date	23-May-2025
Paid from	Operating period from 01-Jan-2024 to 31-Dec-2024

Agenda Item 4

Agenda Detail	To consider and elect directors to replace the directors who retire by rotation
---------------	---

Type	To consider and approve the appointment of directors
------	--

Board's Resolution

The Board of Directors, except the directors retiring by rotation at the Annual General Meeting of Shareholders for year 2025, had carefully considered all nominees including various qualifications in accordance with the criteria and procedures for nominating qualified persons to be directors of the Company in order to be in line with the strategies and business operation of the Company. The Board Skill Matrix was also used for consideration. The Board of Directors is of the opinion that the Meeting of Shareholders should re-elect the following five directors who retire by rotation to be directors of the Company for another term. All five aforementioned directors have the qualification to be independent directors according to applicable law and the Company's definition and are qualified with expertise, knowledge, and experiences to participate in buildup benefit for the Company's business.

1. Mr. Padoong Techasarintr

is an expert possessing the relevant knowledge and experience in Accounting and Finance, Administration and Large Organization Management, Risk Management, Crisis Management, Law and Case, Security and Society, Economics and Banking, and Digital.

2. Mr. Somboon Ngamlak

is an expert possessing the relevant knowledge and experience in Administration and Large Organization Management, Risk Management, Crisis Management, Research and Development, Law and Case, Security and Society, and Economics and Banking.

3. Mrs. Nampung Wongsmith

is an expert possessing the relevant knowledge and experience in Accounting and Finance, Administration and Large Organization Management, Risk Management, and Economics and Banking.

4. Adj. Prof. Prasobsook Boondech

is an expert possessing the relevant knowledge and experience in Administration and Large Organization Management, Risk Management, Crisis Management, Law and Case, and Security and Society.

5. Pol. Gen. Dumrongsak Kittiprapas

is an expert possessing the relevant knowledge and experience in Administration and Large Organization Management, Risk Management, Crisis Management, Law and Case, and Security and Society.

Change of director/Executive**Re-election**

Director Name	POL. GEN. DUMRONGSAK KITTIPRAPAS
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	10-Nov-2023
Position in company (2)	Chairman of Remuneration and Nomination Committee and Member of Sustainability and Corporate Governance Committee

Change of director/Executive**Re-election**

Director Name	Mrs. NAMPUNG WONGSMITH
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	22-Feb-2018
Position in company (2)	AUDIT COMMITTEE
Effective Date (2)	22-Feb-2018

Change of director/Executive**Re-election**

Director Name	Mr. PRASOBSOOK BOONDECH
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	21-Apr-2016
Position in company (2)	Chairman of Sustainability and Corporate Governance Committee

Change of director/Executive**Re-election**

Director Name	Mr. PADOONG TECHASARINTR
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1) <i>(Update)</i>	11-Mar-1999
Position in company (2)	CHAIRMAN OF THE AUDIT COMMITTEE
Effective Date (2)	22-Feb-2018
Position in company (3)	Member of Sustainability and Corporate Governance Committee and Member of Remuneration and Nomination Committee

Change of director/Executive**Re-election**

Director Name	Mr. SOMBOON NGAMLAK
Position in company (1)	INDEPENDENT DIRECTOR
Effective Date (1)	01-Sep-2024
Position in company (2)	AUDIT COMMITTEE
Effective Date (2)	01-Sep-2024

Agenda Item 5

Agenda Detail	To consider and approve the remuneration for directors
---------------	--

Type	To Consider and approve
------	-------------------------

Board's Resolution

The Board of Directors is of the opinion that the Meeting of Shareholders should approve the remuneration for directors on an annual basis, despite it being unchanged from the prior resolution of the Annual General Meeting of Shareholders. The Board of Directors approved the proposal of the Remuneration and Nomination Committee which was considered impartially following the comparison guideline provided by the Stock Exchange of Thailand. The Board of Directors was of the opinion that the shareholders' meeting should approve the remuneration of directors at the same rate as approved by the Annual General Meeting of Shareholders for year 2024 on 26 April 2024, and the same rate as approved by the Annual General Meeting of Shareholders for year 2016 on 21 April 2016. Upon approval by the shareholders, it shall come into effect from 1 May 2025 onwards as follows:

1. Monthly remuneration

Position: Independent Director who is the Chairman of the sub-committee
Amount: Baht 120,000/person

Position: Independent Director who is the member of the subcommittee
Amount: Baht 100,000/person

Position: Independent Director who is not a member of the sub-committee
Amount: Baht 80,000/person

Position: Chairman
Amount: Baht 120,000/person

Position: Vice Chairman
Amount: Baht 100,000/person

Position: Director
Amount: Baht 60,000/person

Remark: 1. Independent director who designated as member of the sub-committee, including Audit Committee, and/or Sustainability and Corporate Governance Committee, and/or Remuneration and Nomination Committee.

2. Independent director who designated as members of several sub-committees will receive the compensation at the highest rate for only one committee.

2. Bonus at the rate of 0.50% of dividend paid to shareholders in which the Chairman will consider and appropriately allocate to each director accordingly.

In the case the Meeting of Shareholders considers and approves the dividend payment, according to agenda 3, at Baht 1.35 per share, total dividend payment to shareholders should be Baht 12,127.187 million. The bonus payment to directors within year 2025 should be approximately Baht 60.636 million.

In addition to cash remuneration, directors also receive additional remuneration including Directors' and Officers' Liabilities Insurance with coverage amount of USD 40 million and insurance premium of approximately Baht 2.7 million per year.

Agenda Item 6

Agenda Detail	To consider and appoint the Company's auditors and fix their remuneration
---------------	---

Type	To Consider and approve
------	-------------------------

Board's Resolution

After considering the matter according to the opinion of the Audit Committee, the Board of Directors is of the opinion that the Meeting of Shareholders should appoint

1. Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, and
2. Mr. Veerachai Rattanajaratkul, C.P.A. (Thailand) Registration No. 4323, and
3. Mrs. Munchupa Singsookawat, C.P.A. (Thailand) Registration No. 6112, and
4. Mrs. Piyatida Tangdenchai, C.P.A. (Thailand) Registration No. 11766

of KPMG Phoomchai Audit Ltd. As the Company's auditors for the year 2025 by stipulating any of the auditors has the authority to audit and express opinion on the Company's financial statements.

Besides, it was agreed to propose the Meeting of Shareholders to consider and approve the remuneration in services for auditing in year 2025 at totaling Baht 6,200,000 per year for annually auditing the Company' separate financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements, increasing from year 2024 by Baht 180,000, amounting to 2.99%.

KPMG Phoomchai Audit Ltd is also the Auditor of a total of 21 Subsidiary Companies (excluded Companies under Makro Group) located in Thailand and 2 Subsidiary Companies located in overseas, Lotus Distribution Investment Limited and Albuera International Limited, the audit fees is totaling Baht 5,901,000 per year. As for the other 3 overseas Subsidiary Companies, which are Successor Investments Limited, Successor (China) Investments Limited and CPALL LAOS Co., Ltd., the audit fees are paid to KPMG overseas. Even though KPMG Phoomchai Audit Ltd. is not the auditors for other mentioned overseas and remaining Subsidiary companies, the Board of directors will supervise the preparation of financial statements of the Company and its subsidiaries to be finished and issued in time.

There is no relationship or conflicts of interest among the proposed auditors and the Company and its Subsidiaries, the executives, the major shareholders, or others related to those parties. Therefore, they are independent to review and express an opinion on the Company's financial statements.

Auditors Appointment**No 1**

Auditor Name	MR. CHAROEN PHOSAMRITLERT
CPA License No.	4068
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2025

No 2

Auditor Name	MR. VEERACHAI RATANAJARATKUL
CPA License No.	4323
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2025

No 3

Auditor Name	MRS. MUNCHUPA SINGSUKSAWAT
CPA License No.	6112
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2025

No 4

Auditor Name	MRS. PIYATIDA TANGDENCHAI
CPA License No.	11766
Accounting and Audit firm	KPMG PHOOMCHAI AUDIT LIMITED
Audit End Date	31-Dec-2025

The company hereby certifies that the information above is correct and complete.

Signature _____
(Mr.Supot Shitgasornpongse)
Company Secretary
Authorized person to disclose information

This announcement was prepared and disseminated by listed company or issuer through the electronic system which is provided for the purpose of dissemination of the information and related documents of listed company or issuer to the Stock Exchange of Thailand only. The Stock Exchange of Thailand has no responsibility for the correctness and completeness of any statements, figures, reports or opinions contained in this announcement, and has no liability for any losses and damages in any cases. In case you have any inquiries or clarification regarding this announcement, please directly contact listed company or issuer who made this announcement.

If you would like to see the full details of this information, please click view "full details" in attached file.