



CHRISTIANI & NIELSEN

Christiani & Nielsen (Thai) Public Company Limited
Attachment for consideration in Agenda Item No. 5
of The Annual General Meeting of Shareholders No. 93 to be held on Wednesday 22 April 2026
Integral part of Invitation letter to the Annual General Meeting of Shareholders No. 93

Agenda Item No. 5 To consider and approve the reappointment of 3 Directors who retire by rotation.

The Company's Articles of Association Article 16, which is in accordance with the Public Limited Companies Act B.E. 2535, states that

"At every annual general meeting, one-third of the directors shall be retired. The director who has held office longest shall be retired. If the number of directors cannot be divided into three parts, the number of directors closest to one-third shall be retired. The retired directors may be re-elected."

Present 10 directors whose names are registered with Commercial Registration Department, Ministry of Commerce are as follows:

- | | |
|------------------------------|------------------------------|
| 1. Mr. Kasemsit Pathomsak | 2. Mr. Kirit Shah |
| 3. Mr. Suriyon Tuchinda | 4. Mr. Kris Thirakaosal |
| 5. Mr. Khushroo Kali Wadia | 6. Mr. Ishaan Shah |
| 7. Mr. Surasak Osathanugraha | 8. Mr. Vites Ratanakorn |
| 9. Mr. John Scott Heinecke | 10. Ms. Renuka Diwali Sharma |

At the Annual General Meeting No. 93 to be held on Wednesday 22 April 2026, the Board of Directors will propose the election of directors to replace the directors who are due to be retired by rotation and approve their remuneration as stated in Article 71 and Article 90 of the Public Limited Companies Act B.E. 2535.

In this Annual General Meeting, there are three Directors who are due to retire by rotation, as below:

- | | |
|------------------------------|--|
| 1. Mr. Surasak Osathanugraha | Director and Company Secretary Chief Financial Officer Executive Director Executive Committee Member Sustainability and Risk Management Committee Member |
| 2. Mr. Kirit Shah | Director Vice-Chairman of the Board of Directors Nomination and Remuneration Committee Member Executive Committee Member |
| 3. Mr. Vites Ratanakorn | Director Chief Operating Officer Executive Director Executive Committee Member Sustainability and Risk Management Committee Member |



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Information of Director Nominee in Agenda Item No. 5

MR. SURASAK OSATHANUGRAHA

Position Director and Company Secretary | Chief Financial Officer | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member



Date of appointment on the board 1 December 2009

Age 57 years

Education. Master of Finance, Chulalongkorn University
Bachelor of Laws, Chulalongkorn University
Bachelor in Accountancy, Assumption University
Certified Public Accountant (CPA) No. 8290

Training

- 2025 **Graduate member of Thai Institute of Directors (IOD)**
Company Disclosure on Material Transactions (CDM) Workshop
Director's Guide to Legal Obligations and Duties -DLD 6/2025
- 2022 Hot Issue for Directors - What Directors Need to Know About Digital Assets?
Class 3/2022
- 2015 Anti-Corruption: The Practical Guide (ACPG) Class 19/2015
- 2012 Company Reporting Program (CRP) Class 4/2012
- 2012 Director Certification Program (DCP) Class 157/2012
- 2010 Company Secretary Program (CSP) Class 34/2010
- 2025 **Thai Listed Companies Association**
CS Knowledge Sharing No. 2/2025: Reporting of Interests and Insider Trading Policy
Online Seminar: CS Knowledge Sharing 3/2025 - Best Practices in Setting Director Remuneration
- 2024 TLCA CFO Professional Development Program (TLCA CFO CPD) 2/2024
"Economic Update for CFO"
EY Company Limited
CFO Forum "Transfer pricing strategy - Development and trends"
CFO Forum "Navigating tax controversy and digitalization in Thailand's evolving tax audit landscape"
- 2023 The Stock Exchange of Thailand
Insight in SET
Thai Listed Companies Association
Governance System for Fraud Detection
- 2022 **The Securities and Exchange Commission, Thailand**
Final Call : PDPA Onboarding

Accounting Training

- 2025 Auditing Workshop by Industry: Real Estate Business (CPD: 6.30 Hours)
Federation of Accounting Professions under The Royal Patronage of His Majesty The King
TFRS 2026, Future TFRS, and Carbon Credit Recognition (Batch 2)
(CPD: 7 Hours)
NYC Management Co., Ltd.
Code of Ethics for Professional Accountants (CPD: 1 Hour)
Organized by CPD Tutor Co., Ltd.



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- 2024
Audit Case Findings by External Auditors : Critical Accounting Errors Accountants Must Avoid (CPD 6 hours)
Techniques and Procedures for Tax Refunds from the Revenue Department with Pre-Audit (CPD 6 hours)
Updates and Critical Issues of TFRS for NPAEs and PAEs (Revised 2023) and Future Directions (CPD 6 hours)
Dharmniti Seminar and Training Co., Ltd.
Refreshment of the Role and Expectation of A CFO (CPD 6 hours)
Federation of Accounting Professions under The Royal Patronage of His Majestic The King
- 2023
Closing accounts for businesses receiving investment promotion from the BOI (CPD 6 hours)
Dharmniti Seminar and Training Co., Ltd.
Professional Forensic Accounting
Continuing development course in accounting knowledge 12 hours
AFA Conference No. 23 (CPD 5 hours)
Federation of Accounting Professions under The Royal Patronage of His Majestic The King
- 2022
Accounting review techniques for effective preparing financial statements (CPD 5 hours)
Important Accounting transaction on financial statement for accountants (CPD 6 hours)
Dharmniti Seminar and Training Co., Ltd.
Internal Auditing Certificate Program (IACP) Class 22 (Course 12) (CPD 3 hours)
Federation of Accounting Professions under The Royal Patronage of His Majestic The King
- 2021
CFO 2022
Continuing development course in accounting knowledge 18 hours
NYC Management Co., Ltd.
- 2020
TFRS Course 9 (for Non-Financial Institutions) (CPD 7 hours)
TFRS Course 16 Lease Agreement (CPD 7 hours)
NYC Management Co., Ltd.
Tax Course for Accountants and Systematic Taxation (CPD 6 hours)
Dharmniti Training and Seminar Co., Ltd.
Basic employee benefit, Class 2/20 (CPD 6 hours)
Federation of Accounting Professions under The Royal Patronage of His Majestic The King

Work Experience

- Feb, 2024 - Present
Director and Company Secretary | Chief Financial Officer | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member
- Sep, 2012 - Feb, 2024
Director and Company Secretary | Assistant to Managing Director (Finance and Accounting) | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member
- 2009 - Aug. 2012
Assistant to Chief Executive Officer
Christiani & Nielsen (Thai) Public Company Limited
- Mar, 2025 - Present
Director, **CN Property Co., Ltd.**
- Jul, 2023 - Present
Director, **Christiani & Nielsen Energy Solutions Company Limited**
- Jul, 2023 - Present
Director, **CNES D1 Co., Ltd.**
- Feb, 2023 - Present
Director, **Christiani & Nielsen DCM Co., Ltd.**



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- 2017 - Present Director, **Christiani & Nielsen (Cambodia) Co., Ltd.**
- 2016 - Jul, 2024 Director, **Christiani & Nielsen (Myanmar) Limited**
- 2004 - 2009 Vice President-Internal Audit | **Natural Park PCL**
 Managing Director, **Park Cuisine Co., Ltd. (Natural Park PCL's subsidiary)**
 Managing Director, **Park Gourmet Co., Ltd. (Natural Park PCL's subsidiary)**
- 2000 - 2004 Assistant Vice President (Financial Planning & Budgeting Division)
Bank of Asia (ABN AMRO Member), UOB Bank
- 1994 - 2000 Accounting Manager, Tax Advisor & Attorney-at-law
George & Killeen P.C. Ltd.

Occupation

Chief Financial Officer
 Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, CNT Holdings Limited 2. Director, Christiani & Nielsen (Cambodia) Co., Ltd. 3. Director, Christiani & Nielsen DCM Co., Ltd. 4. Director, CNES D1 Co., Ltd. 5. Director, Christiani & Nielsen Energy Solutions Company Limited 6. Director, CN Property Co., Ltd.
Other Organizations	Nil



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No. of Shares held (shares) as of year ended 2025

Description	As of 1 January 2025	Acquisition in 2025	Disposal in 2025	Increase (Decrease) in 2025	As of 31 December 2025
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.

Meeting in 2025	Meeting Attendance in 2025
Company Board of Directors	6/6 times
Executive Committee	8/8 times
Sustainability and Risk Management Committee	4/4 times
Annual General Meeting	1/1 time

No. of shares held as of 31 December 2025	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil



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Information of Director Nominee in Agenda Item No. 5

MR. KIRIT SHAH

Position Director | Vice-Chairman of the Board of Directors | Nomination and Remuneration Committee Member | Executive Committee Member



Date of appointment on the board 11 November 2011

Age 72 years

Education Bachelor's Degree in Commerce from H.R. College of Commerce, Bombay, India

Training

- 2005 Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP), Class 57/2005

Work Experience

- May, 2024 - Present Director | Vice-Chairman of the Board of Directors | Nomination and Remuneration Committee Member | Executive Committee Member
- Aug, 2014 - May, 2024 Director | Vice-Chairman of the Board of Directors | Nomination Committee Member | Remuneration Committee Member | Executive Committee Member
- 2011 - Aug, 2014 Vice Chairman | Director | Nomination Committee Member and Remuneration Committee Member
- Mar, 2025 - Present Director, Christiani & Nielsen (Thai) Public Company Limited
- Sep, 2023 - Present Director, CN Property Co., Ltd.
- Sep, 2023 - Present Director, Christiani & Nielsen Energy Solutions Company Limited
- 2018 - Present Director, CNES D1 Co., Ltd.
- Mar, 2014 - Present Director, Gammon Engineering and Contractors Private Limited, India
- 2023 - Present Director, Maxwin Apartment Limited
- 2007 - 2023 Director and Nomination and Remuneration Committee Member
- 1989 - 2002 Director and Remuneration Committee Member
- Present Director
- Present Director, Precious Shipping Public Company Limited
- Present Director, Thai Stick Company Limited
- Present Director, Alva Aluminium Limited
- Present Director, Caesar Events Asia Limited
- Present Director, MJets Limited
- Present Director, Maxwin Builders Ltd.
- Present Director, Mega Lifesciences Public Company Limited
- Present Director, Globex Corporation Limited
- Present Director, Unistretch Limited
- Present Director, Maestro Controls Limited
- Present Executive Director, Graintrade Limited
- Present Director, Premthai International Limited
- 2011 - 2019 Director, International Seaports (Haldia) Private Limited, India
- 1999 - 2003 Vice Chairman and Executive Director, Phoenix Pulp and Paper PCL
- 1980 - 2003 Managing Director, G. Premjee Limited

Occupation Company Director



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Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Director Nomination and Remuneration Committee Member Precious Shipping Public Company Limited
	Non-Listed Companies : 1. Director, Globex Corporation Limited 2. Director, Unistretch Limited* 3. Director, MJets Limited* 4. Director, Maxwin Builders Ltd.* 5. Director, Maestro Controls Limited 6. Director, Gammon Engineering and Contractors Private Limited, India 7. Director, Maxwin Apartment Limited* 8. Director, Caesar Events Asia Limited* 9. Director, Alva Aluminium Limited 10. Director, Thai Stick Company Limited*
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen Energy Solutions Company Limited* 2. Director, CNES D1 Co., Ltd. 3. Director, CN Property Co., Ltd.
Other Organizations	Nil

*Note: Please refer to “CONNECTED TRANSACTIONS” on page 229 - 238 of this Annual Report.

No. of Shares held (shares) as of year ended 2025

Description	As of 1 January 2025	Acquisition in 2025	Disposal in 2025	Increase (Decrease) in 2025	As of 31 December 2025
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

Mr. Kirit Shah is the father of Mr. Ishaan Shah and Ms. Nichita Shah but has no family relationship with any of the other Directors or any of the Management Team.



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Meeting in 2025	Meeting Attendance in 2025
Company Board of Directors	6/6 times
Executive Committee	8/8 times
Nomination and Remuneration Committee	2/2 times
Annual General Meeting	1/1 time

No. of shares held as of 31 December 2025	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil



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Information of Director Nominee in Agenda Item No. 5

MR. VITES RATANAKORN

Position Director | Chief Operating Officer | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member

Date of appointment on the board 24 April 2017

Age 60 years

Education Master of Business Administration, University of Warwick, UK
Master of Science, Construction Management, University of Bath, UK
Bachelor Engineering (Civil Engineering), Kasetsart University



Training

- 2017 Graduate member of Thai Institute of Directors (IOD)
Director Certification Program (DCP) Class 236/2017
- 2024 **Thailand Arbitration Center (THAC) and Herbert Smith Freehills**
Damages from Construction Project: What can or cannot be claimed?
Entraining Training Institution
Data driven and digital transformation mindset for Proactive Leader

Work Experience

- Feb, 2024 - Present Director | Chief Operating Officer | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member
- Nov, 2022 - Feb, 2024 Director | Operations Director and Acting Director of Hospitality and Residential Business Unit | Executive Director | Executive Committee Member | Sustainability and Risk Management Committee Member
- 2018 - Nov, 2022 Director | Operations Director and Acting Director of Hospitality and Residential Business Unit | Executive Director (Executive Committee Member)
- 2017 - 2018 Director | Operations Director | Executive Director (Executive Committee Member)
- Feb, 2016 - Dec, 2016 Technical, HRD Director and Strategy Director
- Sep, 2012 - Feb, 2016 Assistant to Technical Director
- 2009 - Aug, 2012 Senior Manager, QSHE (Quality Safety Health Environment & Construction Development)
- 1998 - 2008 Senior Commercial Manager, Senior Manager Construction
Christiani & Nielsen (Thai) Public Company Limited
- 1996 - 1998 Commercial Manager
Christiani & Nielsen (UK) Ltd in England
- 1993 - 1995 Commercial Manager, Fashion Island Project, Bangkok
Christiani & Nielsen (Thai) Public Company Limited
- Mar, 2025 - Present Director, **CN Property Co., Ltd.**
- Feb, 2023 - Present Director, **Christiani & Nielsen DCM Co., Ltd.**



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- Sep, 2020 - Present
- 2019 - Present
- 2017 - Present
- 1993

- 1989 - 1990

Director, **CNES D1 Co., Ltd.**
 Director, Christiani & Nielsen Energy Solutions Company Limited
 Director, Christiani & Nielsen (Cambodia) Co., Ltd.
 Cost Engineer
 Tara Widnells Ltd. (Australia) Bangkok Branch
 Design Engineer
 Waterman Consulting Engineering Partnership in London

Occupation

Chief Operating Officer
 Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Non-Connected Companies	Listed Companies : Nil
	Non-Listed Companies : Nil
Other related Companies (Subsidiaries/Associated Companies)	Listed Companies : Nil
	Non-Listed Companies : 1. Director, Christiani & Nielsen (Cambodia) Co., Ltd. 2. Director, Christiani & Nielsen Energy Solutions Company Limited 3. Director, CNES D1 Co., Ltd. 4. Director, Christiani & Nielsen DCM Co., Ltd. 5. Director, CN Property Co., Ltd.
Other Organizations	Nil

No. of Shares held (shares) as of year ended 2025

Description	As of 1 January 2025	Acquisition in 2025	Disposal in 2025	Increase (Decrease) in 2025	As of 31 December 2025
By himself	-	-	-	-	-
By his spouse and minor children (if any)	-	-	-	-	-

No family relationship with any of the other Directors or any of the Management Team.



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Meeting in 2025	Meeting Attendance in 2025
Company Board of Directors	6/6 times
Executive Committee	8/8 times
Sustainability and Risk Management Committee	4/4 times
Annual General Meeting	1/1 time

No. of shares held as of 31 December 2025	Nil
Legal Disputes	Nil
Interest in any Agenda Item proposed in the Annual General Meeting of Shareholders	Nil, except agenda regarding remuneration of directors
Other special interests which different from other directors.	Nil
Companies which materially compete Directly or have any related Business with the Company (Possible conflict of interest)	Nil
Direct and Indirect interest in any Transaction which the Company, or its subsidiaries is a party - Neither being nor having been an executive director, employee, staff, or advisor who receives salary or other kind of compensation regularly; - Neither being nor having been an professional executive such as accounting auditors, legal advisors; - Not having a business relationship such as purchasing/selling of materials/goods/ services, money borrowing or lending	Nil