



(Translation)

No. 51/2017/010

February 27, 2017

Subject: The Dividend Payment and the 2017 AGM Date
To: The President
The Stock Exchange of Thailand

With reference to the No. 2/2017 Central Pattana Public Company Limited ("CPN") Board of Directors meeting held on February 27, 2017, the Board has made key decisions concerning agenda of the 2017 Annual General Meeting of Shareholders (AGM) as follows:

1. Approved the dividend payment against the 2016 performance outcomes at Baht 0.83 per share. The record date for the right to receive dividend would fall on March 14, 2017, the names would be collected under Article 225 of the Securities and Exchange Act through a suspension of the share roster for share transfer purposes on March 15, 2017. The dividend would be paid on May 19, 2017.
2. Approved to convene the 2017 AGM. The record date for the right to attend the AGM would fall on March 14, 2017. The names would be collected under Article 225 of the Securities and Exchange Act through a suspension of the share roster for share transfer purposes on March 15, 2017. The 2017 AGM will be held on April 24, 2017 at 2.00 p.m. at the World Ballroom, 23rd floor, at Centara Grand & Bangkok Convention Centre at CentralWorld, 999/99 Rama 1 Road, Patumwan, Bangkok. The agenda of the AGM are as follows:

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| Agenda 1 | Acknowledgment of the minutes of the 2016 Annual General Meeting of Shareholders (AGM)
<u>Board of Directors' opinion</u> : The Board recommends the Meeting to consider and acknowledge the Minutes of the 2016 AGM. |
| Agenda 2 | Acknowledgment of the Company's performance outcomes of 2016
<u>Board of Directors' opinion</u> : The Board recommends the Meeting to consider and acknowledge the Company's performance outcomes of 2016. |

- Agenda 3 Approval of the audited financial statements for the year ended December 31, 2016
Board of Directors' opinion : The Board recommends the Meeting to consider and approve the financial statements for the year ended December 31, 2016, reviewed by the Audit Committee and the Board and audited by the external auditor, which expressed its unqualified opinions.
- Agenda 4 Approval of the dividend payment against the 2016 performance outcomes
Board of Directors' opinion : The Board recommends the Meeting to consider and approve the dividend payment against the 2016 performance outcomes at Baht 0.83 per share. The record date for the right to receive dividend would fall on March 14, 2017, the names would be collected under Article 225 of the Securities and Exchange Act through a suspension of the share roster for share transfer purposes on March 15, 2017. The dividend would be paid on May 19, 2017. [However, the right to receive dividend is not confirmed until approved by the 2017 AGM.](#)
- Agenda 5 Approval of the appointment of directors in place of those due to complete their terms in 2017
Board of Directors' opinion : The Board (exclusive of those with vested interests on this matter) considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to re-elect all four retiring directors to retain office for another term as follows:
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| 1) Mr. Suthichai | Chirathivat | Non-Executive Director |
| 2) Mr. Paitoon | Taveebhol | Independent Director |
| 3) Mr. Sudhitham | Chirathivat | Non-Executive Director |
| 4) Mr. Prin | Chirathivat | Non-Executive Director |
- Furthermore, CPN is under nomination process of 2 directors in replacement of Mr. Suthichart Chirathivat and Mr. Kanchit Bunajinda who tender their resignation from the directorship.
- Agenda 6 Approval of the remuneration for the Board of Directors for 2017
Board of Directors' opinion : The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the Meeting to approve the remuneration for the Board of Directors for 2017 with a ceiling of Baht 14,000,000, a rise of Baht 500,000 from 2016. The new rate will be effective from the date of Shareholders' approval.
- Agenda 7 Approval of the appointment of the external auditor and determination of the audit fee for 2017

Board of Directors' opinion : The Board considered and agreed with the proposal made by the Audit Committee to recommend the Meeting to appoint :

- 1) Ms. Bongkot Amsageam Certified Public Accountant No. 3684
- 2) Mrs. Wilai Buranakittisopon Certified Public Accountant No. 3920
- 3) Ms. Pornthip Rimdusit Certified Public Accountant No. 5565

from KPMG Poomchai Audit Limited ("Primary Auditor") that any of the above officers should serve as the external auditor and express opinions on the consolidated financial statements for 2017 and to approve the audit fee for 2017 with a ceiling of Baht 6,995,000 and Baht 610,00 for Secondary Auditor who serve as an external auditor for oversea subsidiaries. The Meeting should also delegate approval authority to the Management for incidental review fees of subsidiaries, associates, joint ventures, and others incurred in 2017.

Agenda 8 Other businesses (if any)

3. Approved to appoint Mr. Suthichai Chirathivat, Chairman, or Mr. Preecha Ekkunagul, President and Chief Executive Officer, to have the approval authority under the limitation of law to amend the date, time, venue and agenda of the said shareholders' meeting.

The Company provided minor shareholders with the right to propose additional meeting agenda items and to nominate directors in advance by distributing details via its website and SET's news and information system from September 23, 2016 to January 15, 2017. No item and name was proposed as a result, however.

The Company will disclose the details of 2017 AGM and its agendas online at www.cpn.co.th prior to the meeting. For inquiries, please contact Office of the Company Secretary at +66(0)2667-5555 ext. 1685, 1686 or 1687 or at e-mail address: co.secretary@cpn.co.th

Your acknowledgment of these matters would be appreciated.

Sincerely,

- Ampawee Chompoopongkasem -

(Ms. Ampawee Chompoopongkasem)

Company Secretary