

For consideration of Agenda 7: To approve the appointment of the Auditors and to approve the audit fees for year 2012

The Board of Directors agreed to appoint the Company and subsidiaries' auditor and to fix the auditing fees for the year 2012, which have already been agreed by the Audit Committee, to propose to the Shareholder's meeting as follows:

1. Appointing auditors of KPMG Phoomchai Audit Ltd., as name listed below. Anyone of them shall be empowered to audit and express their opinion on the financial statement for the year 2012.

<u>Names</u>	<u>CPA Registration No.</u>	<u>Service Period</u>
1) Mr. Vichien Thamtrakul	3183	3 Years (since 2009)
2) Mr. Winid Silamongkol	3378	-
3) Mr. Charoen Phosamritlert	4068	-
4) Mr. Thanit Osathalert	5155	-

KPMG Phoomchai Audit Ltd. and the persons proposed as auditor of the Company and subsidiaries are not shareholder and have no relationship or any interest with the Company and subsidiaries, executives, and related persons, in a way that may impact their performing task independently.

2. Determining the audit fee as follows:

	<u>Year 2011 (Baht)</u>	<u>Year 2012 (Baht)</u>
1) Audit fee	5,230,000 ¹	5,530,000
2) Non audit fee	-	-

The audit fees in year 2012 increases by Baht 300,000 from the year 2011 due to the Company's business expansion.

Remark: ¹ The approved audit fees for 2011 amounted to Baht 4,990,000, which is different from the actual audit fees in the amount of Baht 240,000, due to an increase of subsidiaries during the year.

Moreover, KPMG Phoomchai Audit Ltd., is the auditor of the Company and the subsidiaries totaling 26 companies namely:

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| 1. Central Pattana Public Co., Ltd. | 14. CPN Pattaya Beach Co., Ltd. |
| 2. Central Realty Service Co., Ltd. | 15. Central World Co., Ltd. |
| 3. Lang Suan Realty Co., Ltd. | 16. CPN Construction Management Co., Ltd. |
| 4. Central Food Avenue Co., Ltd. | 17. CPN Pattaya Beach Hotel Co., Ltd. |
| 5. Central Pattana Rama 2 Co., Ltd. | 18. Thai Business Fund 4 |
| 6. Central Pattana Chiangmai Co., Ltd. | 19. Thai Business Fund 5 |
| 7. Central Pattana Rattanathibet Co., Ltd. | 20. CPN Chiangrai Co., Ltd. |
| 8. Central Pattana Khon Kaen Co., Ltd. | 21. CPN Global Co., Ltd. |
| 9. Central Pattana Chonburi Co., Ltd. | 22. CPN Complex Co., Ltd. |
| 10. Central Pattana Nine Square Co., Ltd. | 23. CPN City Co., Ltd. |
| 11. Central Pattana Rama 3 Co., Ltd. | 24. Global Retail Development & Investment Ltd. |
| 12. Bangna Central Property Co., Ltd. | 25. Global Commercial Property Ltd. |
| 13. Central Play Land Co., Ltd. | 26. Central (Shanghai) Management Consulting Co., Ltd. |