Notice for the 2012 Annual General Meeting of the Shareholders Central Pattana Public Company Limited on 27 April 2012, at 14.00 hours

Bangkok Convention Centre Room, 5th floor,
CentralPlaza Lardprao, 1693 Phaholyothin Road,
Chatuchak, Bangkok

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No. 51/2555/011

March 21, 2012

Subject : Notice for 2012 Annual General Meeting of the Shareholders

Attention of : Shareholders of Central Pattana Public Company Limited

Enclosed :
1) Registration Form
2) Minute of the Annual General Meeting of the Shareholders No.1/2011
3) Annual Report Year 2011 (CD-ROM)
4) Profiles of the proposed persons to be the Directors
5) Directors' remunerations for the year 2012
6) Name lists of the auditors, audit fees, and lists of subsidiaries that appoint the same auditor
7) Proxy Form
8) Documents required as evidence to attend Shareholders' Meeting
9) Names and information of the Independent Directors being proposed as a proxy holder
10) Articles of Association of the Company related to the Shareholders' Meeting
11) Request for the hard copy of Annual Report Year 2011
12) Meeting location map

The Board of Directors of the Central Pattana Public Company Limited passed a resolution to convene the2012 Annual General Meeting of the Shareholders on April 27, 2012 at 14.00 hours at Bangkok Convention Centre Room, 5th floor, at CentralPlaza Lardprao, 1693 Phaholyothin Road, Chatuchak, Bangkok to consider the agendas as follows:
Minority shareholders were invited to propose their agenda(s) for this Annual General Meeting in advance from September 15, 2011, to January 15, 2012. The information was announced via the Company's website (www.cpn.co.th) and the Stock Exchange of Thailand's information disclosure system. However, there was no agenda proposed by minority shareholders.

Agenda 1 To acknowledge the Minutes of the Annual General Meeting of Shareholders No.1/2011

Rationale: The Minutes of the Annual General Meeting of Shareholders No.1/2011 held on April 29, 2011 were made and submitted to the Stock Exchange of Thailand within 14 days, since May 13, 2011. The Minutes were also posted on the Company's website (Details as shown in Enclosed 2).

Board of Directors' opinion: The Board recommends the shareholders to consider and acknowledge the Minutes of the Annual General Meeting of Shareholders No.1/2011.

Voting Requirement: This agenda is for acknowledgement only.

Agenda 2 To acknowledge the Company's operating performance for the year 2011

Rationale: The results of the Company's operating performance for year 2011 have been summarized as appeared in the Annual Report Year 2011 on page 40-43 (Details as shown in Enclosed 3). Any shareholder would like to receive the hard copy of the Annual Report Year 2011, please submit the request form for the hard copy of Annual Report Year 2011 (Details as shown in Enclosed 11) to the Company Secretary. The Company will provide the hard copy of Annual Report Year 2011 to shareholder accordingly.

Board of Directors' opinion: The Board recommends the shareholders to consider and acknowledge the Company's operating performance for the year 2011.

Voting Requirement: This agenda is for acknowledgement only.

Agenda 3 To approve the audited financial statements for the year ended December 31, 2011

Rationale: According to the Articles of Association of the Company and the Public Company Limited Act, shareholders shall approve the financial statements for the year ended December 31, 2011 as appeared in "Financial Statement" in Annual Report Year 2011 on page 151-237 which have already been audited and certified by the Auditor (Details as shown in Enclosed 3).

Board of Directors' opinion: The Board recommends the shareholders to consider and approve the financial statements, which have already been reviewed by the Audit Committee and the Board, and have been audited by the Auditor who expressed an unqualified opinion on the aforementioned financial statements.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 4 To approve the dividend payment from business performance for the year 2011

Rationale: The Company's dividend policy is to pay not less than approximately 40% of operating net profit from consolidated financial statement, except when there is a compelling reason not to. The dividend payment will not exceed the retained earnings in separate financial statement.

Board of Directors' opinion: The Board recommends the shareholders to consider and approve the dividend payment for the year 2011 at Baht 0.37 per share. The share register book for the right to receive dividend shall be recorded on May 10, 2012. Also, May 11, 2012 shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be compiled and dividend payment will be made on May 23, 2012. Details of dividend payment are as follows:

Details	Year 2011	Year 2010
1. Net profit (Baht)	2,058,123,354	1,124,865,906 [1]
2. Number of shares (Shares)	2,178,816,000	2,178,816,000
3. Dividend per share (Baht / Share)	0.37	0.25
4. Total dividend payment (Baht)	806,161,920	544,704,000
5. Dividend payout ratio (%)	39.17	48.42

Remark: [1] Adjusted item from restated financial statement

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 5 To approve the appointment of re-election directors whose tenures have ended for year 2012

Rationale: According to the Articles of Association of the Company, one-third of the Company's directors must be retired on each Annual General Meeting of Shareholders. In 2012, there are four directors will be retired by rotation namely:

1) Mr. Chackchai	Panichapat	:	Independent Director [2]/ Chairman of Nomination and Remuneration Committee / Audit Committee Member
2) Mr. Karun	Kittisataporn	:	Independent Director [2]/ Audit Committee Member / Nomination and Remuneration Committee Member
3) Mr. Suthikiati	Chirathivat	:	Director
4) Mr. Kanchit	Bunajinda	:	Director / Nomination and Remuneration Committee Member / Risk Management Committee Member

The minority shareholders were allowed to propose the person(s) to be nominated as its director to the Company in advance. The information was announced via the Company's website and the Stock Exchange of Thailand's information disclosure system. However, there was no person proposed by the minority shareholders to be nominated as director of the Company.

Board of Directors' opinion: The Board, excluding the directors having a conflict of interest, considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the shareholders to re-elect all four retiring directors to retain office for another term as follows: 1) Mr. Chackchai Panichapat, 2) Mr. Karun Kittisataporn, 3) Mr. Suthikiati Chirathivat, and 4) Mr. Kanchit Bunajinda.

This is the nomination procedure and found that their qualifications meet the requirements of the Public Company Limited Act, and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. These candidates also possess knowledge, capabilities and experience useful to the Company. Moreover, they have good knowledge and managerial skill that will benefit the Company in term of efficiency and effectiveness. Hence, it will maximize value to the Company, the shareholders, and all stakeholders, suitable for appointing to be the Company's directors (Profiles of the proposed persons to be the Directors as shown in Enclosed 4).

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting that considerate each director individually.

Agenda 6 To approve the directors' remunerations for year 2012

Rationale: The Company should provide remuneration to the directors at an appropriate level of their individual duties, responsibilities and performances. Duties and responsibilities of each sub-committee are appeared in the Annual Report Year 2011 on page 122-131 (Details as shown in Enclosed 3). The Nomination and Remuneration Committee has proposed the directors' remunerations to the Board of Directors for consideration. The remunerations should be compatible with those of other listed companies, taking into account the performance of the Company, roles and responsibilities of each director.

Board of Directors' opinion: The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the shareholders to approve the directors' remunerations for year 2012 at the same rate of the remunerations for year 2011, which will not exceed Baht 10,500,000 (Details as shown in Enclosed 5).

Voting Requirement: A resolution shall be adopted not less than two-thirds (2/3) of all votes from shareholders attending and entitled to voting rights.

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

Rationale: The Audit Committee has proposed the appointment of auditors of the Company and its subsidiaries' and fix the audit fees for the year 2012 to the Board of Directors for consideration (Details as shown in Enclosed 6).

Remark: [2] The Company has defined much stricter qualifications for independent directors than those required by the Securities and Exchange Commission and the Stock Exchange of Thailand as detailed in Annual Report Year 2011 on page 123-124 (Enclosed 3).

Board of Directors' opinion: The Board considered and agreed with the proposal made by the Audit Committee to recommend the shareholders to appoint 1) Mr.Vichien Thamtrakul, 2) Mr.Vinit Silamongkon, 3) Mr.Charoen Phosamritlert, 4) Mr.Thanit Osathalert, each of which from KPMG Poomchai Audit Ltd., as the auditor of the Company and subsidiaries, to audit and express their opinion on the financial statement for year 2012 and to approve the audit fees for year 2012 not exceeding Baht 5,530,000. Moreover, the shareholders shall authorize the Board to approve the audit fees for its subsidiaries, associates, joint venture and funds that may occur during the year.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 8 To approve the issuance of debenture in the amount not exceeding Baht 10,000 million

Rationale: In order to raise fund to support the Company's new investment and future business expansion as well as to provide the flexibility in external fund raising, the Board of Directors recommended the shareholders to consider and approve the issuance of debenture in the amount not exceeding Bath 10,000 million. Currently, the balance of unsubordinated debentures which had been approved by the shareholders is Baht 1,800 million.

Board of Directors' opinion: The Board recommends the shareholders to consider and approve the debenture with primary conditions as follows:

Type of debenture	:	Secured or unsecured and/or unsubordinated debentures
Total amount of issuance	:	Up to total amount of Baht 10,000 million
Issuing period	:	Up to ten years
The offering	:	Offering for sale to public and/or institutional investors and/or High Net Worth investors, in accordance with the Notification of the Securities and Exchange Commission or as to be amended and notified by the Securities and Exchange Commission.

The shareholders shall authorize the Board or person(s) authorized by the Board to consider type of debenture and amount of each issuance within such total amount, including details and other related conditions, negotiation, sign on the documents, and any necessary and appropriate action in respect of the issuance and offer of the said debenture.

Voting Requirement: A resolution shall be adopted not less than three-fourths (3/4) of all votes from shareholders attending and entitled to voting rights.

Agenda 9 To approve the issuance of short-term debenture and/or bill of exchange in the amount not exceeding Baht 4,000 million

Rationale: In order to raise fund to support the Company's new investment and future business expansion as well as to increase option and flexibility in its working capital, the Board of Directors recommended the shareholders to consider and approve the issuance of short-term debenture and/or bill of exchange in the amount not exceeding Baht 4,000 million

Board of Directors' opinion: The Board recommends the shareholders to consider and approve the short-term debenture and/or bill of exchange with primary conditions as follows:

Type	:	Short-term debenture and/or bill of exchange
Total amount of issuance	:	Up to total amount of Baht 4,000 million
Issuing period	:	Up to 270 days
The offering	:	Offering for sale to public and/or institutional investors and/or High Net Worth investors, in accordance with the Notification of the Securities and Exchange Commission or as to be amended and notified by the Securities and Exchange Commission
Other conditions	:	Rotatable offer for sale within the approved amount

The Shareholders shall authorize the Board or person(s) authorized by the Board to consider conditions, offering method, and information regarding the each issuance of the mentioned short-term debenture and/or bill of exchange. In case that the issuance is required the permission of the Securities and Exchange Commission, the Company shall comply with the law prior to the issuance.

Voting Requirement: A resolution shall be adopted not less than three-fourths (3/4) of all votes from shareholders attending and entitled to voting rights.

Agenda 10 Other matters (if any).

The shareholders are cordially invited to attend the 2012 Annual General Meeting of the Shareholders at the date, time, and place mentioned above. The Company will arrange the register from 12.00 hours. For the convenience of registration process, please bring the Registration Form printed with barcode to present at the meeting (Details as shown in Enclosed 1). Should any shareholder unable to attend the meeting, such shareholder may appoint a proxy to attend the meeting by filling in the information and placing the shareholder's signature(s) in the attached Proxy Form A or Form B (Details as shown in Enclosed 7), or alternatively the shareholder can download only one of three Proxy Forms i.e. Form A, Form B or Form C [3] on www.cpn.co.th, then attach together with the documents required as evidence to attend the meeting (Details as shown in Enclosed 8). The shareholder can appoint any other persons or the Company's Independent Directors (Details as shown in Enclosed 9) as a proxy to attend the meeting. Please submit all concerned documents to the Company Secretary prior to the commencement of the meeting. The Articles of Association of the Company related to the Shareholders' Meeting is shown in Enclosed 10. If there is any shareholder would like the Company to provide explanation for the issues relating to the proposed agendas, questions can be submitted in advance to co.secretary@cpn.co.th or at facsimile no. 0-2264-5593, and kindly indicate the shareholder's name including the contactable address, the questions of which will be collected for further explanation.

Yours faithfully,
By order of the Board of Directors

- Signature-

(Miss Naparat Sriwanvit)
Company Secretary

Office of the Company Secretary
Tel. 0-2667-5555 extension 1678 or 1687

Remark: [3] Proxy Form C is designed for foreign shareholders who have appointed a Custodian in Thailand.