For deliberation of Agenda item 10: To consider and approve the increase of the registered capital of the Company from the registered capital of Baht 2,178,816,000 to Baht 2,244,000,000 and Agenda item 12: To consider and approve the allocation of the capital increase shares

- Translation -

(F 53-4)

Capital Increase Report Form
Central Pattana Public Company Limited
March 4, 2013

We, Central Pattana Public Company Limited (the "**Company**"), hereby report the resolutions of the Board of Directors' Meeting No. 3/2013, held on March 4, 2013 from 10.30 a.m. to 12.10 p.m. (the "**Board of Directors' Meeting**"), relating to the capital increase and share allotment as follows:

1. Capital increase:

The Board of Directors' Meeting has passed a resolution approving the increase of the Company's registered capital from Baht 2,178,816,000 to Baht 2,244,000,000 by issuing 130,368,000 new ordinary shares with a par value of Baht 0.5 each, totaling Baht 65,184,000. The details of the type of capital increase are as follows:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht million)
☑ Specifying the purpose of utilizing proceeds	Ordinary share Preferred share	130,368,000 -	0.5 -	65.184 -
☐ General Mandate	Ordinary share Preferred share			

2. Allotment of new shares:

The Board of Directors' Meeting has passed a resolution approving the allotment of the capital increase shares in the number of not more than 130,368,000 shares with a par value of Baht 0.5 each, totaling Baht 65,184,000. The details of the allotment are as follows:-

2.1 Details of the allotment

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Private Placement	Not more than 130,368,000	-	The offering price will be determined based on demand of institutional investors (Book Building) through comparative analysis of demand and supply in newly issued shares of the Company.	To be further determined, see Remark (1)	See Remark (1)

Remark:

(1) The Board of Directors' Meeting has passed a resolution to allocate the capital increase shares in the number of not more than 130,368,000 shares to offer for sale on a private placement basis according to the Notification of the Capital Market Supervisory Board No. TorChor. 28/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, dated December 15, 2008 (as amended), at the offering price determined based on demand of institutional investors (Book Building) through comparative analysis of demand and supply in newly issued shares of the Company, whereby such investors shall not be connected persons of the Company according to Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on

Connected Transactions, dated August 31, 2008 (as amended) and other relevant notifications; and approved the authorization to the Executive Committee and/or any person entrusted by the Executive Committee to have the power to (1) determine other details regarding the allocation and offering of the capital increase shares, such as the number of shares to be offered, the allocation of shares to be offered whether in one or several tranches, offering proportion, period of offering, offering price, terms of payment, offering methods and other relevant conditions and details; (2) enter into negotiations, agreements, execution of relevant documents and agreements, including to take any other necessary and appropriate actions in connection with the registration of capital increase, the allocation of capital increase shares and the listing of the Company's capital increase shares on the Stock Exchange of Thailand, as well as to contact and submit applications including any document and evidence to governmental agencies, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and/or other relevant agencies as necessary and appropriate; and (3) take any other necessary and appropriate actions in relation thereto in all respects. However, the Company will not allocate the capital increase shares to any subscriber if such allocation will result or may result in violation of the Company's foreign shareholding limit pursuant to its Articles of Association or foreign laws or regulations or will result in any act required in addition to those already required under the rules and regulations relating to the issuance and offering of securities under Thai laws.

2.2 The Company's plan in case there is a fraction of shares remaining

- None -

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Board of Directors' Meeting has passed a resolution to determine the date for the Annual General Meeting of Shareholders for the Year 2013 (the "**AGM**") to be held on April 26, 2013 at 2.00 p.m., at Bangkok Convention Centre Room, 5th floor, at CentralPlaza Lardprao, 1693 Phaholyothin Road, Chatuchak, Bangkok, whereby the date on which the recorded shareholders have the right to attend the AGM is determined to be on March 19, 2013 and the closing date on which name list of shareholders is compiled under Section 225 of the Securities and Exchange Act by closing the share register book to suspend share transfers is determined to be on March 20, 2013.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

4.1 The Company will submit the application for registration of the increase of the registered capital and paid-up capital with the Department of Business Development, Ministry of Commerce.

4.2 The Company will submit the application with the Stock Exchange of Thailand for listing of the new ordinary shares from the capital increase on the Stock Exchange of Thailand.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The main objective of this capital increase is to raise additional funds for the Company by another means to prepare for business expansion opportunities of the Company, especially projects in Thailand and to maintain the Company's leadership in the market and competitive advantages while investment opportunities have been coming into the Company continuously and such investments require significant funding; to use part of the proceeds from this capital increase to repay for loans and/or as working capital of the Company.

6. Benefits which the Company will receive from the capital increase/share allotment:

This capital increase will provide additional funds for the Company to prepare for business expansion opportunities of the Company, especially projects in Thailand and to maintain the Company's leadership in the market and competitive advantages as well as to strengthen the Company's financial structure to be more flexible and stronger and will result in the Company's ability to take on loan in the future with less impact on the key financial ratios, thus resulting in continuous and prolonged business expansion with less limitation. In addition, this capital increase will diversify the Company's shareholder base.

7. Benefits which shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

The policy of the Company is to pay dividend at the rate not less than approximately 40 percent of its operating net profit from consolidated financial statements, except when there is a compelling reason not to. The dividend payment will not exceed the retained earnings in separate financial statements.

7.2 The subscribers of the capital increase shares will be entitled to dividend from the operations of the Company upon declaration of dividend payment by the Company as same as the existing shareholders of the Company in all respects provided that such subscribers' names are appeared in the share register book of the Company on the relevant record date.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

- None -

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1.	The Board of Directors' Meeting No. 3/2013	March 4, 2013
2.	The date on which the recorded shareholders have the right to attend the Annual General Meeting of Shareholders for the Year 2013 (Record Date)	March 19, 2013
3.	The closing date on which name list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the Year 2013 is compiled under Section 225 of the Securities and Exchange Act by closing the share register book to suspend share transfers	March 20, 2013
4.	The Annual General Meeting of Shareholders for the Year 2013	April 26, 2013
5.	Submission date of the application for registration of the increase of the registered capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the resolution was passed at the shareholders' meeting

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

- *Sudhitham Chirathivat* -

Signed..Authorized director

-Company Seal- (Mr. Sudhitham Chirathivat)

- *Kobchai Chirathivat* -

Signed..Authorized director

(Mr. Kobchai Chirathivat)