

Duty Stamp
Baht 20

Proxy (Form B)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Address _____ Road _____ Tambol/Khwaeng _____
Amphur/Khet _____ Province _____ Postal Code _____

(2) being a shareholder of **Central Pattana Public Company Limited (“Company”)**
holding the total amount of _____ shares with the voting rights or _____ votes as follows
ordinary share _____ shares with the voting rights or _____ votes
preference share _____ shares with the voting rights or _____ votes

(3) Hereby appoint

- ☐ 1. Name _____ age _____ years, residing at _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
Province _____ Postal Code _____ or
- ☐ 2. Name _____ age _____ years, residing at _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
Province _____ Postal Code _____ or
- ☐ 3. Name _____ age _____ years, residing at _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
Province _____ Postal Code _____ or

Only one of them as my/our proxy to attend and vote in the 2013 Annual General Meeting of Shareholders on April 26, 2013, at 2 p.m. at Bangkok Convention Centre Room, 5th floor, at CentralPlaza Lardprao, 1693 Phaholyothin Road, Chatuchak, Bangkok 10900 or at any adjournment thereof to any other date, time, and venue.

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

Agenda item 1 To acknowledge the Minutes of No. 1/2013 Extraordinary Meeting of Shareholders (EGM)

☐ The Proxy is entitled to acknowledge the Minutes of No. 1/2013 EGM.

Agenda item 2 To acknowledge the Company’s performance outcomes of 2012

☐ The Proxy is entitled to acknowledge the Company’s performance outcomes of 2012.

Agenda item 3 To consider and approve the audited financial statements for the year ended December 31, 2012

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda item 4 To consider and approve the dividend payment against the 2012 performance outcomes

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain



Agenda item 5 To consider and approve the appointment of directors in place of those due to complete their terms in 2013

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ **Vote for the entire nominated candidate as a whole**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **To elect each director individually**

5.1 Mrs. Sunandha Tulayadhan

☐ Approve ☐ Disapprove ☐ Abstain

5.2 Mr. Suthichart Chirathivat

☐ Approve ☐ Disapprove ☐ Abstain

5.3 Mr. Sudhisak Chirathivat

☐ Approve ☐ Disapprove ☐ Abstain

5.4 Mr. Kobchai Chirathivat

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 6 To consider and approve the remuneration for the Board of Directors for 2013

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 7 To consider and approve the appointment of the external auditor and determination of the audit fee for 2013

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 8 To consider and approve the conversion of the par value of the Company's shares

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 9 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company re: Registered Capital and to consider and approve the amendment to Article 4. of the Articles of Association of the Company to be in accordance with the conversion of the par value of the Company's shares

9.1 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company re: Registered Capital to be in accordance with the conversion of the par value of the Company's shares

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

9.2 To consider and approve the amendment to Article 4. of the Articles of Association of the Company to be in accordance with the conversion of the par value of the Company's shares

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain



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

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 11 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company re: Registered Capital to be in accordance with the increase of the registered capital

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 12 To consider and approve the allocation of the capital increase shares

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda item 13 Other businesses (if any)

- ☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

- (5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.
- (6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matter and vote on my/our behalf as the Proxy deems appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signed _____ Shareholder
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Signed _____ Proxy
(_____)

Remark

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.



Regular Continued Proxy Form B

Authorization on behalf of the Shareholder of **Central Pattana Public Company Limited**

The 2013 Annual General Meeting of Shareholders on April 26, 2013, at 2 p.m. at Bangkok Convention Centre Room, 5th floor, at CentralPlaza Lardprao, 1693 Phaholyothin Road, Chatuchak, Bangkok 10900 or at any adjournment thereof to any other date, time, and venue.

☐ **Agenda** _____ **Subject** _____

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** _____ **Subject** _____

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** _____ **Subject** _____

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** _____ **Subject** _____

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** _____ **Election of directors**

Director's name _____

☐ Approve

☐ Disapprove

☐ Abstain

Director's name _____

☐ Approve

☐ Disapprove

☐ Abstain

Director's name _____

☐ Approve

☐ Disapprove

☐ Abstain

Director's name _____

☐ Approve

☐ Disapprove

☐ Abstain

Director's name _____

☐ Approve

☐ Disapprove

☐ Abstain

