

Duty Stamp
Baht 20

Proxy (Form C)

Written at _____

Date _____ Month _____ Year _____

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

as a custodian of _____

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

- (2) 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.

- (3) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

☐ Authorize the Proxy to vote equal to the total number of shares held

☐ A part of share equal to

☐ ordinary share _____ shares and having the right to vote equal to _____ votes

☐ preferred share _____ shares and having the right to vote equal to _____ votes

Total votes are _____ votes

- (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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes
- ☐ **To elect each director individually**
- 5.1 Mrs. Sunandha Tulayadhan**
☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes
- 5.2 Mr. Suthichart Chirathivat**
☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes
- 5.3 Mr. Sudhisak Chirathivat**
☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes
- 5.4 Mr. Kobchai Chirathivat**
☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

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_____votes ☐ Disapprove_____votes ☐ Abstain_____votes



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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

(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. This Form C is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
 - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.
 - (2) A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. 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 C as enclosed.



Regular Continued Proxy Form C

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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ **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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ **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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ **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 _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

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

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

