

For deliberation of Agenda item 8: To consider and approve the appointment of the external auditor and determination of the audit fee for 2014

The Board of Directors agreed to appoint the Company and subsidiaries' auditor and to determine the auditing fees for the year 2014, 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. ("Primary External Auditor"), as name listed below. Anyone of them shall be empowered to audit and express their opinion on the financial statement for the year 2014.

<u>Names</u>	<u>CPA Registration No.</u>	<u>Service Period</u>
1) Mr. Thanit Osathalert	5155	1 Years (since 2013)
2) Ms. Vipavan Pattavanvivek	4795	-
3) Mr. Winid Silamongkol	3378	-
4) Mr. Charoen Phosamritlert	4068	-

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, major shareholders or related persons, in a way that may impact their performing task independently.

2. Determining the audit fee for KPMG Phoomchai Audit Ltd. as follows:

	<u>Year 2013 (Baht)</u>	<u>Year 2014 (Baht)</u>
1) Audit fee	6,010,000	6,160,000
2) Non audit fee	-	-

The audit fees in the year 2014 increases by Baht 150,000 from the year 2013 due to the Company's business expansion.

KPMG Phoomchai Audit Ltd., is the auditor of the Company and the subsidiaries totaling 24 companies namely:

- 1) Central Pattana Plc.
- 2) Central Realty Service Co., Ltd.
- 3) Lang Suan Realty Co., Ltd.
- 4) Central Food Avenue Co., Ltd.
- 5) Central Pattana Rama 2 Co., Ltd.
- 6) Central Pattana Chiangmai Co., Ltd.
- 7) Central Pattana Rattanathibet Co., Ltd.
- 8) Central Pattana Khon Kaen Co., Ltd.
- 9) Central Pattana Chonburi Co., Ltd.
- 10) Central Pattana Nine Square Co., Ltd.
- 11) Central Pattana Rama 3 Co., Ltd.
- 12) Bangna Central Property Co., Ltd.
- 13) Central World Co., Ltd.
- 14) CPN Construction Management Co., Ltd.
- 15) Thai Business Fund 4
- 16) Thai Business Fund 5
- 17) Central Pattana Development Co., Ltd.
- 18) CPN Global Co., Ltd.
- 19) CPN Complex Co., Ltd.
- 20) CPN City Co., Ltd.

Amended document (the amendment shown in grey tab)

- 21) CPN Pattaya Co., Ltd.
- 22) CPN Learning Center Co., Ltd.
- 23) CPN Rayong Co., Ltd. (Formerly “W.Estate Co., Ltd.”)
- 24) Central (Shanghai) Management Consulting Co., Ltd.

3. Determining the audit fee in an approximate amount of Baht 800,000 for overseas subsidiaries totaling 8 companies namely:

- 1) Global Retail Development & Investment Ltd.
- 2) Global Commercial Property Ltd.
- 3) CPN Ventures Sdn. Bhd.
- 4) CPN Real Estate Sdn. Bhd.
- 5) CPN Malls Malaysia Sdn. Bhd.
- 6) Central Plaza i-City Malls Malaysia Sdn. Bhd. (Joint Venture Company)
- 7) Central Plaza i-City Sdn. Bhd. (Joint Venture Company)
- 8) Central Plaza i-City Real Estate Sdn. Bhd. (Joint Venture Company)

Moreover, the external auditor of the overseas subsidiaries may be served by either Primary External Auditor or others (“Secondary External Auditor”).

4. Delegating the approval authority to appoint the external auditor and determine incidental audit fee incurred in 2014

The Meeting should also delegate approval authority to the Management to appoint the external auditor and determine incidental review fees of subsidiaries, associates, joint ventures, and others incurred in 2014.