

For Deliberation of Agenda Item 7: To Consider and Approve the Appointment of the External Auditor and Determination of the Audit Fee For 2019

The Board of Directors agreed to appoint the Company and subsidiaries' auditor and to determine the auditing fees for the year 2019, 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 2019.

<u>Names</u>	<u>CPA Registration No.</u>	<u>Service Period</u>
1) Ms. Vannaporn Jongperadechanon	4098	1 Years
2) Ms. Bongkot Amsageam	3684	2 Years
3) Mrs. Vilaivan Pholprasert	8420	-
4) Mrs. Sasithorn Pongadisak	8802	-

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 2018 (Baht)</u>	<u>Year 2019 (Baht)</u>
1) Audit fee	8,190,000	8,565,000
2) Non audit fee	-	-

The audit fee in 2019 increases by Baht 375,000 from 2018 due to the increase of the Company's and its subsidiaries and transactions.

KPMG Phoomchai Audit Ltd., is the auditor of the Company and the subsidiaries totaling 37 companies namely:

- 1) Central Pattana Plc.
- 2) Central World Co., Ltd.
- 3) Central Pattana Khon Kaen Co., Ltd
- 4) CPN Pattaya Co., Ltd.
- 5) CPN Residence Co., Ltd.
- 6) Bangna Central Property Co., Ltd.
- 7) Central Pattana Nine Square Co., Ltd.
- 8) Central Pattana Development Co., Ltd.
- 9) CPN Korat Co., Ltd.
- 10) Central Pattana Rama 2 Co., Ltd.
- 11) Central Pattana Rattanathibet Co., Ltd.
- 12) Central Pattana Realty Co., Ltd.
- 13) Central Pattana Chonburi Co., Ltd.
- 14) Central Pattana Rama 3 Co., Ltd.
- 15) CPN Rayong Co., Ltd.

- 16) Thai Business Fund 4
 - 17) Central Food Avenue Co., Ltd.
 - 18) Central Pattana Chiangmai Co., Ltd.
 - 19) Thai Business Fund 5
 - 20) CPN Learning Center Co., Ltd.
 - 21) CPN Global Co., Ltd.
 - 22) CPN City Co., Ltd.
 - 23) CPN Complex Co., Ltd.
 - 24) CPN Residence Khon Kaen Co., Ltd.
 - 25) C.S. City Co., Ltd.
 - 26) CPN Estate Co., Ltd.
 - 27) Suanlum Property Co., Ltd.
 - 28) Phraram 4 Development Co., Ltd
 - 29) Sala Daeng Property Management Co., Ltd
 - 30) CPN Pattaya Hotel
 - 31) CPN REIT Management Co., Ltd.
 - 32) Dara Harbour Co., Ltd.
 - 33) CPN Village Co., Ltd
 - 34) Chanakun Development Co., Ltd
 - 35) Phenomenon Creation Co., Ltd (Joint Venture Company)
 - 36) Synergistic Property Development Co., Ltd (Joint Venture Company)
 - 37) Common Groud (Thailand) Co., Ltd (Joint Venture Company)
3. Determining the audit fee in an approximate amount of Baht 803,502 for overseas subsidiaries. The audit fee in 2019 increases by Baht 223,702 from 2018 due to the launching project in Malaysia in 2019. The overseas subsidiaries consist of 4 companies namely:
- 1) Global Retail Development & Investment Ltd.
 - 2) Global Commercial Property Ltd.
 - 3) CPN Ventures Sdn. Bhd.
 - 4) 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"). However, some auditors of the Company's subsidiaries that are established and registered in foreign countries shall be the primary external auditor or other auditors. ("Secondary External Auditor"), in the case that the external auditor of the subsidiary is not affiliated with the primary external auditor firm, the Board will ensure that the financial statements can be prepared in a timely manner.

4. Delegating the approval authority to appoint the external auditor and determine incidental audit fee incurred in 2019.

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 2019.