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A Member of Central Group

**Notice for the Annual General Meeting
of the Shareholders No.1/2008
Central Pattana Public Company Limited
25 April 2008, at 2.00 p.m.**

**Chidlom Room, on 30th floor, The Offices at CentralWorld
999/9 Rama1 Road, Patumwan, Bangkok**

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No. 50/2008/174

March 25, 2008

Subject : Notice for the Annual General Meeting of the Shareholders No.1/2008

Attention of : Shareholders of Central Pattana Public Company Limited

Attachment : 1) Copy of Minute of the Annual General Meeting of the Shareholders No.1/2007
2) Annual Report Year 2007 (CD-ROM)
3) Name lists and profiles of the Directors who proposed for re-appointment
4) Definitions of Independent Directors of the Company
5) Directors' remuneration for the year 2008
6) Name lists of the auditors, audit fees, and lists of subsidiaries that appoint the same auditor
7) Proxy Form
8) Documents required as evidence to attend Shareholders Meeting
9) Names and information of the Independent Directors being proposed as a proxy holder
10) Registration Form
11) Articles of Association of the Company related to the Shareholders Meeting
12) Request for the hard copy of Annual Report Year 2007
13) Meeting location map

The Board of Directors of the Central Pattana Public Company Limited passed a resolution to convene the Annual General Meeting of the Shareholders No.1/2008 on April 25, 2008 at 2.00 p.m. at Chidlom Room, on the 30th floor, The Offices at CentralWorld, 999/9 Rama1 Road, Patumwan, Bangkok to consider the agendas as follows:

Minority shareholders were invited to propose their agenda(s) for this Annual General Meeting in advance via the Company's website, www.cpn.co.th and also announced such the information via the Stock Exchange of Thailand's website, www.set.or.th. However, there was no agenda proposed by minority shareholders.

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2007.

Rationale: Shareholders shall certify the Minutes of the Annual General Meeting of Shareholders No.1/2007 held on April 27, 2007. (Details as shown in Attachment 1)

Board of Directors' recommendation: The Shareholders should approve the Minutes, which the Board of Directors is of an opinion that it was properly and completely recorded.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 2 To acknowledge the Company's operating performance for the year 2007.

Rationale: Shareholders shall acknowledge the results of the Company's operating performance for year 2007 as appeared in the Annual Report Year 2007 on page 35-36. (Details as shown in Attachment 2) Any Shareholders would like to receive the hard copy of the Annual Report Year 2007 please send the request form for the Hard Copy of Annual Report Year 2007 (Details as shown in Attachment 11) to the Company. The Company will send the hard copy of Annual Report Year 2007 to Shareholder in due course.

Board of Directors' recommendation: The Shareholders should acknowledge the results of the Company's operating performance for the year 2007.

Voting Requirement: This agenda is for acknowledgement only.

Agenda 3 To approve the financial statements for the year ended December 31, 2007.

Rationale: According to the Articles of Association of the Company and the Public Companies Act, Shareholders shall approve the financial statements for the year ended December 31, 2007 as appeared in "Financial Statement" in Annual Report Year 2007 on page 80-127 which have already been audited and certified by the Auditor. (Details as shown in Attachment 2)

Board of Directors' recommendation: The Meeting should approve the financial statements, which have already been reviewed by the Audit Committee and have been audited by the Auditor who expressed an unqualified opinion on the aforementioned financial statements as appeared in the Annual Report Year 2007.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 4 To approve the dividend payment for the year 2007.

Rationale: The Company's net profit in 2007 amounted to Baht 1,783,405,830. The Company should consider paying dividend to shareholders at an appropriate rate from net profit. The Company's dividend policy is to pay not less than 40 percent of net profit.

Board of Directors' recommendation: The Meeting should approve the dividend payment for the year 2007 at Baht 0.33 per share or 40 percent of the net profit. Such payment of dividend will be made only to the shareholders whose names appearing in the Share Register Book on May 9, 2008 at 12.00 p.m. for 2,178,816,000 shares with total amount of Baht 719,009,280. The dividend payment will be made on May 23, 2008.

For the year 2006, the Company's net profit amounted to Baht 1,685,193,575 and the dividend was paid to shareholders at Baht 0.31 per share or 40 percent of the net profit for 2,178,816,000 shares with total amount of Baht 675,432,960.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 5 To approve the appointment of the Directors to replace the Directors whose tenure have ended.

Rationale: According to the Articles of Association of the Company, one-third of the Company's directors must be retired on each Annual General Meeting of Shareholders. In 2008, there are five directors will be retired by rotation namely (Details as shown in Attachment 3)

- 1) Mr.Vanchai Chirathivat : Chairman
- 2) Mr.Suthichai Chirathivat : Director
- 3) Mr.Paitoon Taveebhol : Independent Director, Chairman of the Audit Committee
- 4) Mr.Chackchai Panichapat : Independent Director, Audit Committee Member and
Chairman of the Nomination and Remuneration Committee

- 5) Mrs.Sunandha Tulayadhan : Independent Director, Audit Committee Member and
Nomination and Remuneration Committee Member.

The definitions of Independent Directors of the Company are in Attachment 4.

The minority shareholders were invited to propose the person(s) to be nominated as its director to the Company in advance via the Company's website, www.cpn.co.th and announced the information via the Stock Exchange of Thailand's website, www.set.or.th. There was no person proposed by the minority to be nominated as director of the Company.

Board of Directors' recommendation: The Board of Directors, without participation by any directors that having interests therein, considered and agreed with the proposal made by the Nomination and Remuneration Committee that all these 5 directors should be re-elected namely 1) Mr.Vanchai Chirathivat 2) Mr.Suthichai Chirathivat 3) Mr.Paitoon Taveebhol 4) Mr.Chackchai Panichapat and 5) Mrs.Sunandha Tulayadhan. This is because all such directors have qualification according to the Articles of Association of the Company and the Public Companies Act. Moreover, they have good knowledge and managerial skill in retail and other related businesses that will benefit the Company in term of efficiency and effectiveness. Hence it will maximize value to the Company and the Shareholders. The Board of Director also approved to change the term for the 3 Independent Directors to be overlapped in order to maintain the continuity of their task. The details are as follow:

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|----------------------------|------------------------|
| 1) Mr.Chackchai Panichapat | Next turner is in 2009 |
| 2) Mrs.Sunandha Tulayadhan | Next turner is in 2010 |
| 3) Mr.Paitoon Taveebhol | Next turner is in 2011 |

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting that considerate each director individually.

Agenda 6 To approve the Directors' remunerations for the year 2008.

Rationale: The Company should provide remuneration to the Directors at an appropriate level of their individual functional duties, responsibilities and performances. Duties and responsibilities for each sub-committee are appeared in the Annual Report Year 2007 on page 62-68. The Nomination and Remuneration Committee has proposed the Board of Directors to consider the increase of the director remunerations to be comparable with the other listed companies on the Stock Exchange of Thailand. The factors to be considered regarding to the Company's performance and role, responsibilities and performances of each Director. (Details as shown in Attachment 5)

Board of Directors' recommendation: The Board of Directors has concurred with the recommendation given by the Nomination and Remuneration Committee that the remuneration to propose the Shareholders' Meeting to approve the director's remuneration budget in year 2008 will not exceed Baht 8,500,000 or an increase of Baht 2,500,000 from year 2007 which was approved by the Shareholders amounted to Baht 6,000,000. In regard of new rate of Director remuneration, it will be effective starting from the date of Shareholders' approval.

Voting Requirement: A resolution shall be adopted not less than two-third (2/3) votes of shareholders attending and voting.

Agenda 7 To appoint the Auditor and fix the audit fee for the year 2008.

Rationale: The Audit Committee has proposed to the Board of Directors to consider the appointment of auditors of the Company and its subsidiaries' and fix the audit fee for the year 2008. (Details as shown in [Attachment 6](#))

Board of Directors' recommendation: The Board of Directors concurred with the Audit Committee's recommendation to get the shareholders' approval to appoint 1) Mr.Therdthong Thepmungkorn 2) Mr.Vinit Silamongkon and 3)Mrs.Wilai Buranakittishopon each of which from KPMG Poomchai Auditor Ltd., as the auditor of the Company and subsidiaries', to audit and express their opinion on the financial statement for the year 2008 and to approve the audit fees for year 2008 will not exceed Baht 4,600,000. Moreover, the Shareholders shall authorize the Board of Directors to approve the audit fee for its subsidiaries, associates, joint venture and funds that may occur during the year.

Voting Requirement: A resolution shall be adopted by the majority votes of shareholders attending and voting.

Agenda 8 Other matters (if any).

The Company will close the share registration for the right to attend the Annual General Meeting of Shareholders No.1/2008 on April 4, 2008 from 12.00 hours onwards until the meeting is adjourned.

The Shareholders are cordially invited to attend the Annual General Meeting of the Shareholders No.1/2008 at the date, time, and place mentioned above. For the convenience of registration process, the Company will arrange the register from 12.00 p.m. to 2.00 p.m. Should any shareholders unable to attend the meeting, such shareholder may appoint a proxy to attend the meeting by filling in the information and placing the shareholder's signature(s) in the attached Proxy Form (Details as shown in [Attachment 7](#)) then attach together with the documents required as evidence to attend the meeting. (Details as shown in [Attachment 8](#)) The Shareholders can appoint any other persons or the Company's Independent Director (Details as shown in [Attachment 9](#)) as a proxy to attend the meeting. The shareholders please submit all concerned documents and the Registration Form (Details as shown in [Attachment 10](#)) that printed with barcode to the Company Secretary before the commencement of the meeting. For the Articles of Association of the Company related to the Shareholders Meeting please see details as shown in [Attachment 11](#). The shareholders who have any questions in advance please sent it in advance to the Company Secretary by E-mail address: co.secretary@cpn.co.th or by facsimile number 0-2664-5593.

Yours faithfully,
By order of the Board of Directors



(Mr.Naris Cheyklin)
Company Secretary