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 Extraordinary General Shareholders' Meeting No.1/2009 on March 25, 2009, at 14.00 a.m., at Chidlom Room, on the 30th floor, The Offices at CentralWorld, 999/9 Rama 1 Rd., Patumwan, Bangkok 10330 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:

❑ The Proxy may con

❑ 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 1 To certify the Minutes of the Annual General Meeting of Shareholders No.1/2008.

❑ (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 2 To approve the entry into sub-lease agreement of assets in Lardprao project with Central International Development Company Limited, which is a connected transaction.

☐ (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 3 Other subjects (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 deems 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 authorised 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 Extraordinary General Shareholders' Meeting No.1/2009 on March 25, 2009, at 14.00 p.m., at Chidlom Room, on the 30th floor, The Offices at CentralWorld, 999/9 Rama 1 Rd., Patumwan, Bangkok 10330 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:

☐ Agree___________________votes ☐ Disagree________________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:

☐ Agree___________________votes ☐ Disagree________________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:

☐ Agree___________________votes ☐ Disagree________________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:

☐ Agree___________________votes ☐ Disagree________________votes ☐ Abstain__________________votes

☐ Agenda _______________ Election of directors

Director's name____

☐ Agree___________________votes ☐ Disagree________________votes ☐ Abstain __________________votes

Director's name____

☐ Agree___________________votes ☐ Disagree________________votes ☐ Abstain __________________votes

Director's name____

☐ Agree___________________votes ☐ Disagree________________votes ☐ Abstain __________________votes

Director's name____

☐ Agree___________________votes ☐ Disagree________________votes ☐ Abstain __________________votes

Director's name____

☐ Agree___________________votes ☐ Disagree________________votes ☐ Abstain __________________votes