



**PROPERTY
DEVELOPMENT
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A Member of Central Group

**Notice for the Extraordinary General Meeting
of the Shareholders No.1/2009
Central Pattana Public Company Limited
on 25 March 2009, at 14.00 p.m.**

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



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No. 50/2009/016

March 4, 2009

Subject : Notice for the Extraordinary General Meeting of the Shareholders No.1/2009

Attention of : Shareholders of Central Pattana Public Company Limited

- Attachment :
- 1) Minutes of the Annual General Meeting of the Shareholders No.1/2008
 - 2) Information memorandum for consideration in Agenda 2
 - 3) Opinion of the independent financial advisor for consideration in Agenda 2
 - 4) Proxy Form
 - 5) Documents required as evidence to attend Shareholders Meeting
 - 6) Profiles of Independent Directors being proposed as a proxy holder and definition of the Independent Director
 - 7) Registration Form
 - 8) Articles of Association of the Company related to the Shareholders Meeting
 - 9) Meeting location map

The Board of Directors of the Central Pattana Public Company Limited passed a resolution to convene the Extraordinary General Meeting of the Shareholders 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 Road, Patumwan, Bangkok to consider the agendas as follows:

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

Rationale: Shareholders shall certify the Minutes of the Annual General Meeting of Shareholders No.1/2009 held on April 25, 2008. (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 approve the entry into sub-lease agreement of assets in Lardprao project with Central International Development Company Limited, which is a connected transaction.

Rationale: Central Pattana Public Company Limited ("CPN") had entered into the reciprocal agreement to sub-lease the land and/or building for the utilization of land on which CentralPlaza Lardprao is located (the "previous agreement") with Central International Development Company Limited ("CID") on April 2, 1984 which has expired on December 18, 2008. CPN intends to enter into the agreement to sub-lease assets on which

the CentralPlaza Lardprao project is located (the “New Sub-Lease Agreement”) with CID to renew the previous agreement and to continue its operation of CentralPlaza Lardprao Project, which is one of the flagship projects of CPN. The value of upfront payment and annual sub-lease payments (collectively as the “sub-lease payment”) for the contract period of 20 years, ending on December 18, 2028, amounts to Baht 16,178.32 million. This transaction is classified as a class-4 connected transaction regarding assets and services under the Stock Exchange of Thailand Notification Re: Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, 2003 and the Amendment as per the Notification of the Capital Market Supervisory Board Tor.Jor. 21/2551. Since the size of transaction is in the criteria that requires approval from shareholders, the Company has appointed Kim Eng Securities (Thailand) Public Company Limited to be the independent financial advisor in providing an opinion on this transaction.

Details of information memorandum for consideration are shown in [Attachment 2](#) and the opinion from independent financial advisor for consideration is shown in [Attachment 3](#)

If the shareholders approve this transaction, CPN will renovate the sub-leased assets with budget not less than Baht 1,382.60 million.

The guarantee payment Baht 300 million which CPN had paid to CID on December 9, 2008 (detail as shown in the disclosure information to the Stock Exchange of Thailand on December 9, 2008), will be returned to CPN whether the shareholders approve the transaction or not.

Board of Directors’ recommendation: Upon consideration of information on the transaction, including the opinion from independent financial advisor, the Board of Directors and Audit Committee have an opinion that the nature of the transaction and the criteria used in determining a transaction’s value, terms and conditions are reasonable and acceptable. It also will generate a good return for CPN. In addition, as CentralPlaza Lardprao Project is one of the flagship projects of CPN, the entry into the New Sub-Lease Agreement with CID will ensure the continuity of the income stream for CPN. As a result, the Board of Director approved the proposal of this transaction in order to seek for an approval from shareholders. In the approval process, directors who have interests did not attend the meeting and had no right to vote in the meeting.

Voting Requirement: A resolution shall be adopted from not less than three-fourths (3/4) of all votes from shareholders attending and entitled to voting rights, excluding the connected shareholders who have conflict of interest. (Names of shareholders who have conflict of interest shown in [Attachment 2](#) in topic E)

Agenda 3 Other matters (if any).

The Company will close the share registration for the right to attend the Extraordinary General Meeting of Shareholders No.1/2009 on March 9, 2009 from 12.00 p.m. onwards until the meeting is adjourned.

The Shareholders are cordially invited to attend the Extraordinary General Meeting of the Shareholders No.1/2009 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 14.00 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 4](#)) then attach together with the documents required as evidence to attend the meeting. (Details as shown in [Attachment 5](#)) The Shareholders can appoint any other persons or the Company’s Independent Director (Details as shown in [Attachment 6](#)) as a proxy to attend the meeting. The shareholders please submit all concerned documents and

the Registration Form (Details as shown in Attachment 7) 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 8. 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 : +66 (0) 2264-5593

The Company certifies that the information contained within this document are accurate, and will not cause misinterpretation nor lacking any important content.

Yours faithfully,

By order of the Board of Directors

-Signature-

(Ms.Naparat Sriwanvit)

Company Secretary

Office of the Company Secretary

Telephone: +66 (0) 2667-5555 extension 1665 or 1678

E-mail: co.secretary@cpn.co.th