

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 Annual General Shareholders’ Meeting No.1/2009 on April 30, 2009, at 10.00 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:

☐ Authorize the Proxy to vote equal to the total number of shares held

☐ 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 Extraordinary General Meeting of Shareholders No.1/2009.

☐ (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 acknowledge the Company's operating performance for the year 2008.

- ☐ The Proxy is acknowledge the Company's operating performance for the year 2008.

Agenda 3 To approve the financial statements for the year ended December 31, 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 4 To approve the dividend payment for the performance in year 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 5 To approve the appointment of the re-election directors whose tenure have ended for 2009.

- ☐ (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:

☐ **Vote for the entire nominated candidate as a whole.**

☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

☐ **To elect each director individually.**

5.1 Mr. Chackchai Panichapat

☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

5.2 Mr. Sudhitham Chirathivat

☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

5.3 Mr. Prin Chirathivat

☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

5.4 Mr. Kanchit Bunajinda

☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

5.5 Mr.Karun Kittisatporn

☐ Approve_____votes ☐ Disapprove_____votes ☐ Abstain_____votes

Agenda 6 To approve the director's remunerations for the year 2009.

- ☐ (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 7 To approve the appointment of the Auditor and to approve the fees for year 2009.

- ☐ (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 8 To approve the change in the names and number of authorized directors.

- ☐ (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 9 To approve an additional issuance of debentures of the amount not exceeding bath 5,000 million.

- ☐ (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 10 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 deemed 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 Annual General Shareholders' Meeting No.1/2009 on April 30, 2009, at 10.00 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:

☐ Approve _____ votes ☐ Disapprove _____ 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:

☐ Approve _____ votes ☐ Disapprove _____ 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:

☐ Approve _____ votes ☐ Disapprove _____ 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:

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ **Agenda** _____ **Election of directors**

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director's name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes