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A Member of Central Group

Notice for the Annual General Meeting

of the Shareholders No.1/2009

Central Pattana Public Company Limited

on 30 April 2009, at 10.00 a.m.

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

-Translation-

No. 50/2009/22

March 30, 2009

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

Attention of : Shareholders of Central Pattana Public Company Limited

Attachment :
1) Copy of Minute of the Extraordinary General Meeting of the Shareholders No.1/2009
2) Annual Report Year 2008 (CD-ROM)
3) Profiles of the persons who proposed to be the Directors
4) Definitions of Independent Directors of the Company
5) Directors' remunerations for the year 2009
6) Name lists of the auditors, audit fees, and lists of subsidiaries that appoint the same auditor
7) Names and number of authorized directors
8) Proxy Form
9) Documents required as evidence to attend Shareholders Meeting
10) Names and information of the Independent Directors being proposed as a proxy holder
11) Registration Form
12) Articles of Association of the Company related to the Shareholders Meeting
13) Request for the hard copy of Annual Report Year 2008
14) 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.1/2009 on April 30, 2009 at 10.00 a.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 Extraordinary General Meeting of Shareholders No.1/2009.
Rationale: Shareholders shall certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2009 held on March 25, 2009. (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 2008.**
Rationale: Shareholders shall acknowledge the results of the Company's operating performance for year 2008 as appeared in the Annual Report Year 2008 on page 29-31 and page 97-100. (Details as shown in Attachment 2) Any Shareholders would like to receive the hard copy of the Annual Report Year 2008 please send the request form for the Hard Copy of Annual Report Year 2008 (Details as shown in Attachment 12) to the Company. The Company will send the hard copy of Annual Report Year 2008 to Shareholder in due course.
Board of Directors' recommendation: The Shareholders should acknowledge the results of the Company's operating performance for the year 2008.
Voting Requirement: This agenda is for acknowledgement only.

Agenda 3 **To approve the financial statements for the year ended December 31, 2008.**
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, 2008 as appeared in "Financial Statement" in Annual Report Year 2008 on page 103-152 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 2008.
Voting Requirement:

Agenda 4 **To approve the dividend payment for business performance for the year 2008.**
Rationale: The Company's dividend payout policy is to pay not less than 40% of net profit, except when there is a compelling reason not to.
Board of Directors' recommendation: The Meeting should approve the dividend payment for the year 2008 at Baht 0.33 per share on May 29, 2009. The share register book for the right to receive dividend shall be recorded on May 14, 2009. Also, May 15, 2009 shall be the book closing date on which the shareholder list as specified in section 225 of the Securities and Exchange Act shall be compiled. Details of dividend payment are as follow;

Details	Performance in year 2008	Performance in year 2007
1. Net profit from consolidated financial statement	2,185,786,248 Baht	1,783,405,830 Baht
2. Number of shares	2,178,816,000 share	2,178,816,000 share
3. Dividend per share	0.33 Baht/share	0.33 Baht/share
4. Total dividend payment	719,009,280 Baht	719,009,280 Baht
5. Dividend payout ratio	33%(1)	40%

(1) Dividend payout ratio, which compare to net profit from separate financial statement in 2008 is 30%.

Dividend payout ratio from performance in year 2008 less than the Company's dividend payout policy due to it has to use fund for investment in future projects.
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 for year 2009.**
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 2009, there are five directors will be retired by rotation namely

1) Mr.Anek	Sithiprasasana	:	Executive Director, wishes not to hold a director position in next term
2) Mr.Chackchai	Panichapat	:	Independent Director Audit Committee and Chairman of Nomination and Remuneration Committee
3) Mr.Sudhitham	Chirathivat	:	Non-Executive Director
4) Mr.Prin	Chirathivat	:	Non-Executive Director
5) Mr.Kanchit	Bunajinda	:	Non-Executive Director and Nomination and Remuneration Committee

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 as follow

1) Mr.Chackchai	Panichapat	proposed for re-election
2) Mr.Sudhitham	Chirathivat	proposed for re-election
3) Mr.Prin	Chirathivat	proposed for re-election
4) Mr.Kanchit	Bunajinda	proposed for re-election
5) Mr.Karun	Kittisataporn	proposed for Independent Director to substitute Mr.Anek Sithiprasasana who tenure has ended and wishes not to hold a director position in next term.

This is the nomination procedure and found that their qualifications meet the requirements of the Public Company Limited Act B.E. 2535 (1992), and new regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). These candidates also possess knowledge, capabilities and experience useful to the Company. Moreover, they have good knowledge and managerial skill that will benefit the Company in term of efficiency and effectiveness. Hence it will maximize value to the Company and the Shareholders and appointment to be for Directors of the Company (Profiles of the persons who proposed who proposed to be the Directors as shown in Attachment 3 and the definitions of Independent Directors as shown in Attachment 4)

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 year 2009.

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 2008 on page 75-82. The Nomination and Remuneration Committee has proposed the Board of Directors to consider the increase of the Independent Director and Audit Committee 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 2009 will not exceed Baht 9,000,000 or an increase of Baht 500,000 from year 2008 which was approved by the Shareholders amounted to Baht 8,500,000. 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 by the majority votes of shareholders attending and voting.

Agenda 7 **To appoint the Auditor and fix the audit fee for year 2009.**

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 2009. (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) Mr.Vichien Thamtrakul 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 year 2009 and to approve the audit fees for year 2009 will not exceed Baht 5,220,000. 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 **To appoint the change in the names and number of authorized directors.**

Rationale: According to the approved in agenda 5 to appoint Mr.Karun Kittisataporn as an Independent Director of the Company as proposed by the Nomination and Remueration Committee to substitute Mr.Anek Sithiprasasana whose tenure has ended and wish not to hold a director position in next term. Then the names and number of authorized directors have changed.

Board of Directors' recommendation: The Board of Directors approved the change in the names and number of authorized directors. (Details as shown in Attachment 7)

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

Agenda 9 **To approve an additional issuance of debentures up to total amount not exceeding Baht 5,000 million.**

Rationale: In orders to raise fund to support the Company's new investment and business expansion in the future, the Board of Directors proposed to get the Shareholders' approval for an additional issuance of debentures up to total amount of Baht 5,000 million. The Annual General Meeting of the Shareholders No.1/2007, held on April 27, 2007 has approved the issuance of unsubordinated debentures of the amount not exceeding Baht 8,000 million. Currently, the unsubordinated debentures balance is Baht 3,500 million.

Board of Directors' recommendation: The Shareholders Meeting should approve the issuance of debentures with primary conditions as follow:

Type of debenture	:	Secured or unsecured and/or unsubordinated debentures
Total amount of issuance	:	Up to total amount of Baht 5,000 million
Issuing period	:	Up to ten years
The offering	:	Offering to investors and/or institutional investors and/or large size investors followed the Notification of the Securities and Exchange Commission No. KorYor. 40/2549 or the amendment of the Notification of the Securities and Exchange.

Moreover, the Shareholders shall authorize the Board of Directors to consider type of debenture and amount of each issuance within such total amount, including details and other related conditions, negotiation, sign on the documents, and any necessary and appropriate action in respect of the issuance and offer of the said debentures.

If the Shareholders approve the additional issuance of debentures up to total amount Baht 5,000 million, the issuance of debentures up to total amount not exceeding Baht 8,500 million (included the unsubordinated debentures balance is Baht 3,500 million).

Voting Requirement: A resolution shall be adopted not less than three-fourths (3/4) of all votes from shareholders attending and entitled to voting rights.

Agenda 10 Other matters (if any).

The Shareholders are cordially invited to attend the Annual 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 9.00 a.m. to 10.00 a.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 8) then attach together with the documents required as evidence to attend the meeting. (Details as shown in Attachment 9) The Shareholders can appoint any other persons or the Company's Independent Director (Details as shown in Attachment 10) as a proxy to attend the meeting. The shareholders please submit all concerned documents and the Registration Form (Details as shown in Attachment 11) 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 12. 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

- Signature-

(Ms.Naparat Sriwanvit)
Company Secretary

Remark : Proxy Form C. which is designed for foreign shareholders who have appointed a Custodian in Thailand can be download on http://cpn.listedcompany.com/notice.html

Office of the Company Secretary
Tel. 0-2664-5555 extension 1665 or 1678