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.1/2010 on April 28, 2010, at 2.00 p.m., at World Ballroom B, on the 23rd floor, Centara Grand & Bangkok Convention Center at CentralWorld, 999/99 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 acknowledge the Minutes of the Annual General Meeting of Shareholders No.1/2009.

❑ The Proxy is acknowledge the Minutes of the Annual General Meeting of Shareholders No.1/2009.

Agenda 2 To acknowledge the Company's operating performance for the year 2009.
❑ The Proxy is acknowledge the Company's operating performance for the year 2009.

Agenda 3 To approve the audited financial statements for the year ended December 31, 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 4 To approve the dividend payment form business performance 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 5 To approve the appointment of re-election directors whose tenures have ended for year 2010.
❑ (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 Mrs. Sunandha Tulayadhan

☐ Approve_____________votes ☐ Disapprove_____________votes ☐ Abstain_____________votes

5.2 Mr. Suthikiati Chirathivat

☐ Approve_____________votes ☐ Disapprove_____________votes ☐ Abstain_____________votes

5.3 Mr. Suthichart Chirathivat

☐ Approve_____________votes ☐ Disapprove_____________votes ☐ Abstain_____________votes

5.4 Mr. Sudhisak Chirathivat

☐ Approve_____________votes ☐ Disapprove_____________votes ☐ Abstain_____________votes

5.5 Mr. Kobchai Chirathivat

☐ Approve_____________votes ☐ Disapprove_____________votes ☐ Abstain_____________votes

Agenda 6 To approve the Directors' remunerations for year 2010.
❑ (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 Auditors and to approve the audit fees for year 2010.
❑ (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 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 9 Other matters (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 Annual General Shareholders' Meeting No.1/2010 on April 28, 2010, at 2.00 p.m., at World Ballroom B, on the 23rd floor, Centara Grand & Bangkok Convention Center at CentralWorld, 999/99 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