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**Minutes of the Annual General Meeting of the Shareholders No. 1/2010
of Central Pattana Public Company Limited**

The Meeting was held on, April 28, 2010, at 14.00 hrs. There were 525 shareholders attending the Meeting in person and by proxy, being more than 25 shareholders, representing 1,822,224,521 shares, being equivalent to 83.63 percent of 2,178,816,000 total shares, which is more than one-third of the total number of shares sold, constituting a quorum as required by Article 36 of the Articles of Association of the Company. Mr. Vanchai Chirathivat, the Chairman, acted as the Chairman of the Meeting.

Mr. Vanchai Chirathivat declared the Meeting open and assigned Mr. Suthichai Chirathivat, a director, to conduct the Meeting. The Meeting started with the introduction of the directors and the executives to the Meeting as follows:

Directors who attended the Meeting: totaling 12 persons

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| 1. Mr. Vanchai Chirathivat | (Chairman) |
| 2. Mr. Paitoon Taveebhol | (Independent Director and Chairman of Audit Committee) |
| 3. Mr. Chackchai Panichapat | (Independent Director, Audit Committee Member and Chairman of Nomination and Remuneration Committee) |
| 4. Mrs. Sunandha Tulayadhan | (Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member) |
| 5. Mr. Karun Kittisathaporn | (Independent Director) |
| 6. Mr. Kanchit Bunajinda | (Director and Nomination and Remuneration Committee Member) |
| 7. Mr. Suthichai Chirathivat | (Director) |
| 8. Mr. Suthikiati Chirathivat | (Director) |
| 9. Mr. Sudhisak Chirathivat | (Director) |
| 10. Mr. Sudhitham Chirathivat | (Director) |
| 11. Mr. Kobchai Chirathivat | (Director and Chief Executive Officer) |
| 12. Mr. Prin Chirathivat | (Director) |

Directors who did not attend this Meeting: totaling 1 person

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| 1. Mr. Suthichart Chirathivat | (Director) |
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Executives who attended this Meeting: totaling 3 persons

1. Mr. Naris Cheyklin (Senior Executive Vice President, Finance, Accounting and Property Management)
2. Ms. Naparat Sriwanvit (Company Secretary and Senior Vice President, Finance)
3. Mrs. Suwadee Singngam (Senior Vice President, Accounting)

Representatives of the auditor from KPMG Phoomchai Audit Ltd.: totaling 2 persons

1. Mr. Vichien Thamtrakul
2. Mr. Vinit Silamongkol

Meeting inspector from KPMG Phoomchai Audit Ltd.: totaling 1 person

1. Ms. Mujalin Olarnsrisakul

Mr. Suthichai Chirathivat invited Ms. Naparat Sriwanvit, the Company Secretary, to inform the Meeting of the details of the Meeting. Ms. Naparat Sriwanvit then informed the Meeting that there were eight agenda for this Annual General Meeting of Shareholders. The Company has given the opportunity for the shareholders to propose the agenda to be considered at this Annual General Meeting of Shareholders from September 29, 2009 to January 15, 2010, however, no shareholders proposed any additional agenda for this Meeting. The Company had also published the notice to the Meeting via the Company website prior to the Meeting, from March 25, 2010, and given the opportunity to the shareholders to raise questions with regard to each agenda in advance, prior to the Meeting, however, no questions were sent to the Company. Ms. Naparat Sriwanvit then informed the shareholders of the details of the voting rights and process, as follows:

Voting right and process

1. Each shareholder can cast votes according to the number of shares that they hold: one share equals one vote.
2. The shareholder can only cast all the votes to which they are entitled as either “approve”, “disapprove” or “abstain”, unless they are shareholders who are foreign investors and have appointed a custodian in Thailand as the depository of their shares, in which case they are entitled to divide the votes to be casted within their entitlement of voting rights.
3. For the purpose of convenience and speed in the vote count, the Company will collect only the ‘disapprove’ or ‘abstain’ voting cards to set off with all votes. Therefore, the shareholders who wish to approve on their votes shall not turn in the voting card as the system has already counted the approval votes.

Except for the votes cast in the agenda 5 re: to approve the appointment of re-election Directors whose tenures have ended for year 2010, the Company’s staff will collect the voting cards from all shareholders in order to comply with good corporate governance practice.

4. In case of a proxy whose shareholders have given instructions regarding the votes on each agenda, the votes will be duly counted as cast by such shareholders. The proxy, therefore, shall not have to submit the voting cards.

The Company will disclose the minutes of the Meeting, with the votes cast on each agenda on the Company website “www.cpn.co.th” within 14 days after the Meeting.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries. Once all shareholders had understood and acknowledged the voting rights and process, Mr. Suthichai Chirathivat proposed that the Meeting consider the following agenda:

Agenda 1 To acknowledge the Minutes of the Annual General Meeting of the Shareholders No. 1/2009

Mr. Suthichai Chirathivat, the director, proposed that the Meeting consider the minutes of the Annual General Meeting of the Shareholders No. 1/2009, held on April 30, 2009, which had been submitted to the Stock Exchange of Thailand within 14 days after the meeting and to Ministry of Commerce; and published on the Company website, as well as sent to all shareholders, the details of which are in the supporting documents for the Meeting as in pages 6-22 of Attachment No. 2.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries, but no shareholders had any questions on the said minutes. Mr. Suthichai Chirathivat, therefore, proposed that the Meeting acknowledge the minutes of the Annual General Meeting No.1/2009.

Resolved: Mr. Suthichai Chirathivat concluded that the Meeting resolves to acknowledge the minutes of the Annual General Meeting of the Shareholders No. 1/2009 which was held on April 30, 2009, as proposed.

Agenda 2 To acknowledge the Company’s operating performance for the year 2009

Mr. Suthichai Chirathivat assigned Mr. Kobchai Chirathivat, the Chief Executive Officer, to report the results of the Company’s performance for the year 2009, as detailed as follows:

In 2009, the Company launched three new shopping centers which are:

1. CentralFestival Pattaya Beach Project, which started operating in January 2009;
2. CentralPlaza Chonburi Project, which started operating in May 2009; and
3. CentralPlaza Khonkaen Project, which started operating in December 2009,

and entered into an acquisition for CentralPlaza Udonthani Project and Centara Hotel Udonthani in April 2009. In March 2009, the office building in CentralPlaza Chaengwattana Project was opened for operation.

• **Operating Performance in 2009**

Shopping centers: As at the end of 2009, the Company has 967,429 square meters rental area in total, with 96% occupancy rate, a decrease of 2% from the preceding year. However, if the new projects launched in 2009 were excluded, the average occupancy rate would be at 98%, which is equal to that of the preceding year.

The average rental rate of shopping center building space of the Company has been continuously increasing. The average rental rate, excluding that of the five new projects: Chaengwattana, Pattaya Beach, Udonthani, Chonburi and Khonkaen, was Baht 1,298/sq.m./month, increasing by 1.8% from the preceding year.

Office buildings: As at the end of 2009, the average occupancy rate was at 85%. However, if the occupancy rate of Chaengwattana Office Building, which was opened for operation in March, was excluded, the average space rental rate would be at 95%, an increase of 1% from 2008.

At present, the occupancy rate of Chaengwattana Office Building is at 56%.

Residential projects: As at the end of 2009, the average occupancy rate was at 64%.

Hotel projects: As at the end of 2009, the room rental rate was at 68%.

- **Future projects**

1. **Hilton Pattaya Beach Hotel Project:** This is located in the premises of CentralFestival Pattaya Beach Project, on Middle Pattaya Beach Road, with approximately 300 rooms. This Project is in the process of interior design.
Opening for operation: at the 3rd quarter of 2010
Investment capital: Approximately Baht 2,000 million
2. **CentralPlaza Rama 9 Project:** This is located adjacent to the MRT, Rama 9 station, with an area of 15 rai. Currently, the Project is under construction of building structure.
Opening for operation: at the 4th quarter of 2011
Investment capital: Approximately Baht 4,500 million³.
3. **CentralPlaza Chiangrai Project:** This is located on Paholyothin Road, Tambol Robwiang, Amphur Muang, Chiangrai province, with the total area of 52 rai (the Company owns this plot of land). Currently, the Project is in the process of preparation for construction.
Opening for operation: at the 2nd quarter of 2011
Investment capital: Approximately Baht 1,600 million
4. **CentralFestival Chiangmai Project:** This is located on Super Highway Road, in the North of Chiangmai province, with the total area of 70 rai (the Company owns this plot of land). Currently, the project is at the stage of study for the Project design.
Opening for operation: at the 4th quarter of 2012
Investment capital: Approximately Baht 3,300 million
5. **Project on the previous location of the Pre-Cadet School:** The Company was selected by the Crown Property Bureau to develop the land, with the area of approximately 40 rai, for a period of 30 years. Currently, the Project is pending for delivery of the land from the Crown Property Bureau.
6. **The Overseas Project:** This Project is at the stage of study on feasibility of investment expansion in other Asian countries with potential and high economic growth rate. This Project is aimed to maximize the Company's revenue and allocate the business risk.

- **Renovation Projects**

In 2010, the Company has renovation plans for the following projects:

1. **CentralPlaza Ladprao Project:** This Project will be temporarily closed for renovation for six months, starting from May 31, 2010. The Project will be re-launched by mid November 2010. The amount of approximately Baht 2,100 million will be invested for this Project.
2. **CentralPlaza Pinklao Project:** This project is under renovation which has been extended to be completed by December 2010. The amount of approximately Baht 200 million will be invested for this Project.

3. **CentralPlaza Udonthani Project:** Currently, the project is at the stage of study for the details of renovation.
4. **CentralPlaza Bangna Project:** The Company has plans to expand the retail space in order to cover the sales and service of this Project. The project is at the process of feasibility study.

- **Lease/sublease some assets to CPNRF**

In November 2009, the Company lease/sublease some parts of its assets in CentralPlaza Pinklao Project and Office Buildings Tower A and Tower B to CPNRF.

- **Awards**

In 2009, CPN obtained several awards, such as:

Awards on Corporate Management

- Board of the Year Awards 2008/09 - Board of the Year for Distinctive Practices;
- 1 of Thailand's Top Ten Innovative Companies 2009, awarded by Bangkok Biz News and Department of Commerce and Accountancy, Chulalongkorn University (CBS) to the model organizations prioritizing innovations; and
- The Securities Analysts' Choice Award 2009: Most Popular Listed Company, voted by securities analysts

Awards on Development and Management of Shopping Center Projects

CentralWorld Shopping Center Project was awarded as follows:

- Best Mixed-Use Development 2009 and Best Retail Development 2009 by CNBC Asia Pacific Property Awards 2009;
- ICSC Asia Shopping Centre Awards 2009, in the category of Gold Awards for Development and Design Excellence;
- Super Brands Award 2009; and
- BK Readers' Choice Award 2009

CentralPlaza Chaengwattana Shopping Center Project and CentralFestival Pattaya Beach Shopping Center Project were awarded as follows:

- “Good” Energy Efficiency Building Awards 2009, in the category of shopping center buildings best practices in sustainable energy efficiency.

Corporate Governance Report of Thai Listed Companies

- In 2009, the Company was rated as an “Excellent” Thai listed company for corporate governance report by the Thai Institute of Directors Association (IOD).

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and queries. There were questions and suggestions from the shareholders as follows:

- Mr. Kirk Samontham, a minority shareholder, asked the following questions:

How was the Company able to increase the occupancy rate from 91% in 2006 to 96% in 2009?

Mr. Kobchai Chirathivat explained that the Company has operated its business efficiently: spending money only on what is necessary for promoting the Company operation and making best effort to have the Company's shopping center projects modernized, stabilized, worthwhile and responding to the consumers' needs. The Company has organized various events and activities in its shopping centers in order to attract and increase the number of consumers. As a result of the increased number of consumers, this has drawn attention a number of retailers in renting space in the Company's shopping centers and contributed to the increased rate of occupancy.

As there was a political gathering at Rajaprasong Intersection and this has caused CentralWorld Shopping Center to be temporarily closed, what percentage of the revenue has been affected?

Mr. Kobchai Chirathivat explained that the actual impact on the Company's revenue due to the temporary closing of CentralWorld Project cannot be assessed at the moment since the political gathering is still ongoing. However, the Company is aware of the financial impact, it has therefore postponed and decreased unnecessary and non-urgent expenditure. In the meanwhile, other shopping centers of the Company have adjusted their strategy in order to increase their revenue. Mr. Naris Cheyklin added that since the figure of affected revenue is sensitive to the Company's business operation and the political gathering is not yet over, the Company would like to reserve the disclosure on revenue impact at the moment.

- Mr. Nakorn Phrprasert, a minority shareholder, asked the following question:

As the Company ("CPN") had commenced the hotel business by entering into the acquisition of a hotel in Udonthani in 2009 and by launching a hotel project at CentralFestival Pattaya Beach, whether there will be some conflicts of interest between the hotel business operated by CPN and that operated by Central Plaza Hotel Public Company Limited ("CENTEL"), which is a company in Central Group of the Companies, and whether CENTEL has any conflict of interest and is a competitor or strategic partner of CPN?

Mr. Kobchai Chirathivat explained that the hotel projects operated by CPN and by CENTEL are different in their nature, for example, Centara Grand Mirage Beach Pattaya Hotel, which is operated by CENTEL, is a resort and sports hotel with a large water-park for family-group guests, while the hotel operated by CPN, which is under the management of the Hilton Group, is located on CentralFestival Pattaya Beach Shopping Center, a perfect location for business meetings and for tourists who prefer shopping and entertainment.

- Mr. Warich Maenmintr, a minority shareholder, asked the following question:

How does the Company analyze its competitors, especially the Mall Group, and whether the Company will have other competitors in the future?

Mr. Kobchai Chirathivat explained that since the competitors of the Company are not listed companies on the Stock Exchange of Thailand and some of their information is not disclosed to the public, the information obtained for analysis is only derived from market surveys.

The Company's main factor for business operation is selected the prime location with high potential. The size of shopping centers to be constructed shall be compatible with the location and ensure the quick launch of new shopping center projects opening. In addition, since the Company has good understanding of its consumers' behavior and has good trade allies, this enables the Company to select suitable tenants mix compatible to the shopping centers. The said factors ensure the Company's potential in business competition and reduce the chance of having competitors with the same size of business.

- Mr. Wasant Pongputtamon, a minority shareholder, asked the following questions:

According to the Company's operating performance and financial statements, the revenue increased as a result of the entry of revenue obtained from entering into the financial lease with CPN Retail Growth

Leasehold Property Fund (“CPNRF”). In fact, the rate of increased revenue obtained from the business operation is lower than that of increased expenses. If this specific entry was excluded, it would show that the growth rate of profit has decreased. Please explain whether the policy implemented on expense control is efficient and please elaborate how the financial costs have increased. With regard to the temporary closing of CentralWorld Project caused by the political rally, should the Company adjust its projected revenue in 2010 and by what percentage has profit decreased due to this political rally?

Mr. Naris Cheyklin explained that the increase of expenses resulted from the launch of 4 new shopping centers in 2009, and increase from 11 shopping centers to 15 shopping centers. These launches cost the Company higher marketing expenses and these expenses were recorded once, only for the year in which such expenses were incurred, in accordance with the General Acceptable Accounting Principle. However, the Company always takes measures to control costs and expenses, especially the reduction of unnecessary expenses.

Excluding the special entries obtained from the entering into the financial lease with CPNRF, the growth rate of profit was at 6.2%, which is, thus, not high when compared with the growth rate of revenue due to the aforementioned marketing expenses on the launch of the four new shopping centers. In 2010, the marketing expenses will decrease since there are no launches of new shopping centers. As a result, the long-term return of the shareholders will be higher.

With regard to the affected revenue of CentralWorld Project, the Company will officially inform the shareholders after the political gathering has ended. The shareholders will also be informed of the aid program provided by the Government and the outcome of the discussion with the retailers operating businesses in this shopping center. This is to ensure that each shareholder, either those attending or not attending this meeting, and general investors will be equally informed.

Mr. Naris Cheyklin additionally explained that during the construction, the financial expense in the category of interest incurred from the domestic loan can be recorded as cost of property, buildings and land. However, in 2009, after the completion of project construction, the interest incurred from the loan was recorded as interest expenses in the profit and loss statement. Since several projects had been under construction in 2008 and opened for operation in 2009, this caused the increase of financial costs in 2009.

Further to the political rally in the vicinity of CentralWorld Project, whether the Company has any insurance policy against terrorist acts and against the loss of revenue, and how much is the premium?

Mr. Naris Cheyklin explained that the Company has insurance policies against terrorist acts for several years, and it also has insurance policies for its property and revenue. However, the Company can claim for compensation only when the damage occurs.

- Mr. Kirk Samontham, a minority shareholder, agreed that the Company will officially disclose the details on the financial impact on the CentralWorld Project after the relevant matters have been concluded and the solution for the impact has been finalized. Mr. Kirk Samontham then asked the following question:

Further to the information given by Mr. Kobchai Chirathivat regarding the investment in the Company’s future projects, please explain whether such investment will have any impact on the Debt to Equity Ratio?

Mr. Naris Cheyklin explained that part of the capital expenditure to be used in the construction of new projects came from the cash flow from operation of other projects, which is estimated in the amount of Baht 4,000 million per annum. Some investment capital is came from additional loans, however the Debt to Equity Ratio will be in accordance with the Company financial policy. The present Debt to Equity Ratio is approximately at 0.7 times.

Mr. Kobchai Chirathivat additionally explained that the Company has implemented various financial mechanism for its operation, such as the setting up of CPNRF, in order to maximize options to increase funds flow, so that the Company can efficiently manage its financial cost and maintain the Debt to Equity Ratio at the reasonable level. However, the Company always prioritizes the maintenance of the Debt to Equity Ratio as required by the Company's policy so as to ensure its sustainable growth.

- Mr. Warich Maenmintr, a minority shareholder, asked the following question:

How much percentage of sustainable growth of profit is the Company targeting on?

Mr. Naris Cheyklin replied that the answer to this question must be reserved as it may have an impact on the price of the Company's securities.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries, but no shareholders had any other questions, Mr. Suthichai Chirathivat therefore, proposed that the Meeting acknowledge the Company's operating performance for the year 2009.

Resolved: Mr. Suthichai Chirathivat concluded that the Meeting resolved to acknowledge the Company's operating performance for the year 2009, as informed to the Meeting.

Agenda 3 To approve the audited financial statements for the year ended December 31, 2009

Mr. Suthichai Chirathivat assigned Mr. Naris Cheyklin to report on the financial statements for the year ended December 31, 2009 which was audited by the auditor, who unconditionally gave opinions on such financial statements, as per details of the financial statements appearing in page 113-175 of the annual report that has been sent to all shareholders, details of which are as follows:

Company Financial Status as of December 31, 2009

Total Assets

As of December 31, 2009 the total assets of the Company increased by Baht 7,111 million or 16%, as a result of the purchase of land in Chiangmai and the recognition of the additional value of construction of projects under development, i.e. Pattaya Beach Project, Chonburi Project and Khonkaen Project, and the acquisition of Udonthani Project.

Total Liabilities

As of December 31, 2009 the total liabilities of the Company increased by Baht 3,277 million or 11%, as a result of the issuance of unsecured debentures in the amount of Baht 5,200 million, the drawdown of Baht 2,150 million from a long-term facility in order to use as capital for the development of new projects and the repayment of Baht 2,500 million for the due debenture.

Shareholders' Equity

As of December 31, 2009, the shareholders' equity of the Company increased by Baht 3,835 million or 25%, due to the increase of net profit in 2009.

Operating Performance in 2009

Total Income

The total income of the Company in 2009 increased by Baht 6,344 million or 68 %, as a result of the increase of revenue of the existing shopping centers and the revenue obtained from new projects, as well as the non-routine income, i.e. the profit from the redemption of investment units in Thai Business Fund 4 (Baht 66

million), the profit from entering into the Sub-Lease Agreement of Property in Pinklao Project with CPNRF (Baht 3,206 million) and the compensation from the dissolution of Thai Business Fund 2 (Baht 659 million).

Total Costs

In 2009, the total costs of the Company increased by Baht 1,807 million or 37%, due to the recognition of depreciation and amortization of new projects, the operation cost of food center in new projects, the increased rate of the rent of land and buildings payable for the new renewal lease term of CentralPlaza Lardprao Project and the increased rate of the rent payable for CentralWorld Project as adjusted according to the structure of the rent schedule.

Total Expenses

In 2009, the total expenses of the Company increased by Baht 540 million, or 35% from 2008, as a result of the launch of new shopping centers and the increased expenses on advertising and public relations.

Net Profit

In 2009, the net profit of the Company increased by 35% from that of the preceding year. Regardless of the extra items in 2009, the growth of net profit in 2009 would have increased by another 6%.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries, but no shareholders had any other questions or queries, Mr. Suthichai Chirathivat therefore, proposed that the Meeting approve the audited financial statements of the Company for the year ended December 31, 2009. The result of the vote was as follows:

Approve	1,852,489,970 votes, or equivalent to 99.9875% of all shares held by the shareholders attending and having the rights to vote
Disapprove	None, or equivalent to 0.0000% of all shares held by the shareholders attending and having the rights to vote
Abstain	231,200 votes, or equivalent to 0.0125% of all shares held by the shareholders attending and having the rights to vote

Resolved: Mr. Suthichai Chirathivat concluded that a majority of the shareholders attending the Meeting and casting their votes resolved to approve the financial statements of the Company for the year ended December 31, 2009 which was audited by the auditor.

Agenda 4 To approve the dividend payment from business performance for the year 2009

Mr. Suthichai Chirathivat assigned Mr. Naris Cheyklin to inform the Meeting of the details of this agenda. Mr. Naris Cheyklin informed the Meeting that in the year 2009 the Company had a net profit of Baht 4,951,623,415. The Board of Directors considered and deemed it appropriate to propose to the Meeting to approve the payment of a dividend to its shareholders at the rate of Baht 0.58 per share, for each of 2,178,816,000 ordinary shares, totaling Baht 1,263,713,280, consisting of 40% of the net profit derived from the Company's operating performance and 14% of the net profit derived from the entering into the financial lease with CPNRF, which is equivalent to 26% of the consolidated net profit of 2009. The Company has scheduled the dividend payment to the shareholders on May 27, 2010, and scheduled the record date for the right of shareholders to receive the dividend payment on May 12, 2010. The Company will collect the list of shareholders who are entitled to the dividend payment, by virtue of section 225 of the Securities and Exchange Act, by closing the shareholder register book on May 13, 2010.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries, but no shareholder had further questions. Mr. Suthichai Chirathivat therefore, proposed that the Meeting consider

and approve the dividend payment for business performance of the year 2009. The result of the vote was as follows:

Approve	1,852,641,970 votes, or equivalent to 99.9957% of all shares held by the shareholders attending and having the rights to vote
Disapprove	79,300 votes, or equivalent to 0.0043% of all shares held by the shareholders attending and having the rights to vote
Abstain	None, or equivalent to 0.0000% of all shares held by the shareholders attending and having the rights to vote

Resolved: Mr. Suthichai Chirathivat concluded that the Meeting resolved to approve the dividend payment form business performance for the year 2009 at the rate of Baht 0.58 per share, which is scheduled to be paid on May 27, 2010, to the shareholders and scheduled the record date for the right of shareholders to receive the dividend payment on May 12, 2010, as well as collecting the list of shareholders who are entitled to the dividend payment, by virtue of section 225 of the Securities and Exchange Act, by closing the shareholder register book on May 13, 2010.

Agenda 5 To approve the appointment of re-election Directors whose tenures have ended for year 2010

For this agenda, the directors whose tenures have ended left the Meeting room. Mr. Suthichai Chirathivat assigned Mr. Chackchai Panichapat, Chairman of Nomination and Remuneration Committee, to give the details of this agenda to the Meeting. Mr. Chackchai Panichapat informed the Meeting that in accordance with Clause 20 of the Articles of Association of the Company, one-third of the Company's directors must retire at each Annual General Meeting of Shareholder. In 2010, there are five Directors who will retire by rotation namely:

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| 1) Mrs. Sunandha Tulayadhan | (Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member) |
| 2) Mr. Suthikiati Chirathivat | (Non-Executive Director) |
| 3) Mr. Suthichart Chirathivat | (Non-Executive Director) |
| 4) Mr. Sudhisak Chirathivat | (Non-Executive Director) |
| 5) Mr. Kobchai Chirathivat | (Executive Director) |

The Company gave opportunity to the minority shareholders to propose person(s) to be nominated as directors of the Company in advance, from September 29, 2009 to January 15, 2010, by publishing via the Company's website and the Stock Exchange of Thailand. However, there was no minority shareholder proposing person(s) to be nominated as director(s) of the Company.

In this regard, the Board of Directors, excluding the directors due to retire by rotation, had considered and agreed with the proposal of the Nomination and Remuneration Committee to propose to the shareholders meeting to consider the re-appointment of the aforementioned five directors to hold the director's position for another term.

In this regard, all of those proposed directors are fully qualified under the Public Limited Companies Act B.E. 2535 (1992), the requirements of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and the Articles of Association of the Company and have knowledge, capabilities and experience useful to the Company, can devote their time and capability to efficiently and effectively develop

the Company for the utmost benefit of the Company and the shareholders, and they are suitable for holding the position of directors of the Company. The details of the profiles of each of the aforementioned directors are presented in the supporting documents to the Meeting, in, pages 23-27 of Attachment No. 4, and the definition of independent directors is as detailed in page 28 of Attachment No. 5.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries, but no shareholders had further questions or nominated other persons to be directors. Mr. Suthichai Chirathivat, therefore, proposed that the Meeting approve the appointment of the directors to replace the directors who were retiring by rotation and the appointment of a new director, individually. Each shareholder was asked to submit the voting cards, as approve, disapprove or abstain, according to the order of the proposed directors, individually, as follows:

1) Mrs. Sunandha Tulayadhan

The Meeting considered and resolved with a majority vote, cast by the shareholders attending the meeting and having voting rights, to approve the re-appointment of Mrs. Sunandha Tulayadhan, to hold the director's position of the Company for another term, with the vote:

Approve	1,676,023,066 votes, or equivalent to 90.4624% of all shares held by the shareholders attending and having the rights to vote
Disapprove	89,515,177 votes, or equivalent to 4.8315% of all shares held by the shareholders attending and having the rights to vote
Abstain	87,188,927 votes, or equivalent to 4.7060% of all shares held by the shareholders attending and having the rights to vote

2) Mr. Suthikiati Chirathivat

The Meeting considered and resolved with a majority vote, cast by the shareholders attending the meeting and having voting rights, to approve the re-appointment of Mr. Suthikiati Chirathivat, to hold the director's position of the Company for another term, with the vote:

Approve	1,676,030,066 votes, or equivalent to 90.4629% of all shares held by the shareholders attending and having the rights to vote
Disapprove	89,514,177 votes, or equivalent to 4.8315% of all shares held by the shareholders attending and having the rights to vote
Abstain	87,182,927 votes, or equivalent to 4.7057% of all shares held by the shareholders attending and having the rights to vote

3) Mr. Suthichart Chirathivat

The Meeting considered and resolved with a majority vote, cast by the shareholders attending the meeting and having voting rights, to approve the re-appointment of Mr. Suthichart Chirathivat, to hold the director's position of the Company for another term, with the vote:

Approve	1,676,030,066 votes, or equivalent to 90.4629% of all shares held by the shareholders attending and having the rights to vote
Disapprove	89,514,177 votes, or equivalent to 4.8315% of all shares held by the shareholders attending and having the rights to vote
Abstain	87,182,927 votes, or equivalent to 4.7057% of all shares held by the shareholders attending and having the rights to vote

4) Mr. Sudhisak Chirathivat

The Meeting considered and resolved with a majority vote, cast by the shareholders attending the meeting and having voting rights, to approve the re-appointment of Mr. Sudhisak Chirathivat, to hold the director's position of the Company for another term, with the vote:

Approve	1,676,030,066 votes, or equivalent to 90.4629% of all shares held by the shareholders attending and having the rights to vote
Disapprove	89,514,177 votes, or equivalent to 4.8315% of all shares held by the shareholders attending and having the rights to vote
Abstain	87,182,927 votes, or equivalent to 4.7057% of all shares held by the shareholders attending and having the rights to vote

5) Mr. Kobchai Chirathivat

The Meeting considered and resolved with a majority vote, cast by the shareholders attending the meeting and having voting rights, to approve the re-appointment of Mr. Kobchai Chirathivat, to hold the director's position of the Company for another term, with the vote:

Approve	1,674,195,074 votes, or equivalent to 90.3638% of all shares held by the shareholders attending and having the rights to vote
Disapprove	90,779,677 votes, or equivalent to 4.8998% of all shares held by the shareholders attending and having the rights to vote
Abstain	87,752,419 votes, or equivalent to 4.7364% of all shares held by the shareholders attending and having the rights to vote

Resolved: Mr. Suthichai Chirathivat concluded that a majority of the shareholders attending the Meeting and casting their votes resolved to approve the re-appointment of five directors individually, to hold the director's position for another term, as proposed to the Meeting in all respects.

Agenda 6 To approve the Directors' remunerations for year 2010

Mr. Suthichai Chirathivat assigned Mr. Chackchai Panichapat to give the details of this agenda to the Meeting. Mr. Chackchai Panichapat explained to the Meeting that in order to promote the performance of the Board of Directors in creating added value for the Company, the Company should pay remuneration to directors at a level appropriate to the duties and responsibilities of the directors. The Nomination and Remuneration Committee had proposed that the Board of Directors consider the increase of some type of directors' remuneration to be comparable with other listed companies on the Stock Exchange of Thailand, by considering the suitability and the Company's operational results, as well as the role, responsibility and work performance of each director. The Board of Directors had considered and agreed that the Shareholders Meeting should consider the determination of remuneration of directors for the year 2010 as proposed by the Nomination and Remuneration Committee. The total remuneration should not be more than Baht 10,000,000, an increase of Baht 1,000,000 from year 2009 which was approved by the shareholders in an amount of up to Baht 9,000,000. In this regard, the new rate of remuneration will be in effect from the date on which the shareholders approve onwards. The details of the new rate of remuneration are as follow:

Remuneration	Remuneration (Baht)		
	Year 2009	Year 2010	Increase
1. Quarterly Remuneration (Baht/Quarter)			
- Chairman	100,000	120,000	20,000
- Independent Director who serves as the Chairman of Audit Committee	100,000	110,000	10,000
- Independent Director who serves as a member of the Audit Committee	80,000	85,000	5,000
- Independent Director and Director	60,000	70,000	10,000
2. Meeting Allowances for the Board of Directors (Baht/Meeting)			
- Chairman	40,000	50,000	10,000
- Independent Director	35,000	35,000	-
- Director	20,000	25,000	5,000
3. Meeting Allowances for the Audit Committee (Baht/Meeting)			
- Chairman of Audit Committee	60,000	60,000	-
- Member of Audit Committee	45,000	45,000	-
4. Meeting Allowances for each member of the Nomination and Remuneration Committee included the Advisory (Baht/Meeting)	20,000	20,000	-
5. Meeting Allowances for each member of the Risk Management Committee included the Advisory (Baht/Meeting)	20,000	20,000	-
Budget proposed for shareholders approval	9,000,000	10,000,000	1,000,000

However, no executive directors shall receive any remuneration granted for directors in each committee.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries. Since no shareholders had any additional questions, Mr. Suthichai Chirathivat proposed that the Meeting consider and approve the determination of Company directors' remuneration for the year 2010. The results of the vote were as follows:

Approve	1,840,559,670 votes, or equivalent to 99.3432% of the total of votes of the shareholders attending and having the rights to vote
Disapprove	12,088,700 votes, or equivalent to 0.6525% of the total of votes of the shareholders attending and having the rights to vote
Abstain	79,300 votes, or equivalent to 0.0043% of the total of votes of the shareholders attending and having the rights to vote

Resolved: Mr. Suthichai Chirathivat concluded that the Meeting resolved to approve, by not less than two-thirds of the total number of votes of shareholders present at the Meeting, the determination of the remuneration of the Company's directors for the year 2010, in the total amount of not more than Baht 10,000,000, as proposed in all respects. The new rate of remuneration shall be effective from the date of shareholders' approval onwards.

Agenda 7 To approve the appointment of the Auditors and the audit fees for year 2010

Mr. Suthichai Chirathivat assigned Mr. Paitoon Taveephol, the Chairman of the Audit Committee to give the details of this agenda to the Meeting. Mr. Paitoon Taveephol requested the Meeting to consider and approve the appointment of the auditor for the year 2010 and fix the audit fee, by appointing KPMG Poomchai Auditor Ltd. to be the auditor of the Company by having any one of the following persons:

- | | |
|--------------------------------|---|
| 1) Mr. Vichien Thamtrakul | Certified Public Accountant No. 3183
(who has been the Company's auditor for 1 year) |
| 2) Mr. Vinit Silamongkon | Certified Public Accountant No. 3378
(who has been the Company's auditor for 1 year) |
| 3) Ms. Boonsri Chotepaiboonpun | Certified Public Accountant No. 3756 |

The auditors will examine and express their opinion on the financial statements of the Company and subsidiaries for the year 2010 under the name of KPMG Poomchai Auditor Ltd. (as detailed in page 30 of Attachment No. 7 in the supporting documents to the Notice of the Meeting).

In this regard, KPMG Poomchai Auditor Ltd. and the auditors who were nominated to be the auditor of the Company and subsidiaries are not the Company's shareholders, nor have relationships or any interest with the Company, subsidiaries, the executives, the major shareholders or related persons which will affect the independence of the audit work. The total amount of the audit fees is Baht 5,505,000, increased from year 2009 by Baht 285,000 due to the audit fee for expanded projects. It was also proposed that the Meeting authorize the Board of Directors to approve the audit fees for the financial statements of subsidiaries, associated companies, joint ventures and the funds which may occur during the year.

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquires, but no shareholders had any additional questions. Mr. Suthichai Chirathivat, therefore, proposed that the Meeting approve the appointment of the auditors for the year 2010 and the fixing of the audit fee. The results of the vote were as follows:

Approve	1,852,725,170 votes, or equivalent to 99.9999% of all shares held by the shareholders attending and having the rights to vote
Disapprove	2,500 votes, or equivalent to 0.0001% of all shares held by the shareholders attending and having the rights to vote
Abstain	0 votes, or equivalent to 0.0000% of all shares held by the shareholders attending and having the rights to vote

Resolved: Mr. Suthichai Chirathivat concluded that a majority of the shareholders attending the Meeting and casting their votes resolved to approve the appointment of KPMG Poomchai Auditor Ltd. by having any of 1) Mr. Vichien Thamtrakul, Certified Public Accountant No. 3183, 2) Mr. Vinit Silamongkon, Certified Public Accountant No. 3378 3) Ms. Boonsri Chotepaiboonpun, Certified Public Accountant No. 3756 to be the auditor of the Company and subsidiaries for the year 2010 and approved the fixing of the audit fee in the total amount of Baht 5,505,000. The Meeting also approved authorizing the Board of Directors

to approve the audit fees for the financial statements of subsidiaries, associated companies, joint ventures, and funds which may occur during the year.

Agenda 8 To approve the additional issuance of debentures of the amount not exceeding Baht 5,000 million

Mr. Suthichai Chirathivat assigned Mr. Naris Cheyklin to give the details of this agenda to the Meeting. Mr. Naris Cheyklin explained to the Meeting that in order to support the Company's new investment plan in the new projects and future business expansion, and to enhance the Company's liquidity by raising funds from external sources, the Board of Directors had considered and proposed to the Meeting to consider and approve the issuance and offer for sale of debentures, in the additional total amount of up to Baht 5,000 million, with the following criteria:

Type	:	Secured or unsecured and/or unsubordinated debentures
Total amount of issuance	:	Up to total amount of Baht 5,000 million
Term of debenture	:	Up to 10 years
Offering	:	Offering for sale to public and/or institutional investors and/or High Net Worth investors, in accordance with the Notification of the Securities and Exchange Commission or as to be amended and notified by the Securities and Exchange Commission

It was also proposed that the Meeting authorize the Board of Directors to consider and determine the type and number of debentures to be issued in each tranche, under the aforementioned total amount, including the details and other relevant conditions, as well as to enter into the negotiations, execute documents and take any necessary and appropriate action in connection with the issuance and offer for sale of such debentures.

If the Meeting considers and approves the issuance of additional debentures in the amount of Baht 5,000 million, the Company will have the total debenture issuance amount of up to Baht 8,300 million (including Baht 3,300 million debenture issuance amount which had been approved by the shareholders but is still unissued).

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries. Since no shareholders had any additional questions, Mr. Suthichai Chirathivat proposed that the Meeting approve the issuance of additional debentures in the total amount of up to Baht 5,000 million. The results of the vote were as follows:

Approve	1,852,130,974 votes, or equivalent to 99.9678% of the total number of votes of shareholders attending the Meeting and having the rights to vote
Disapprove	517,400 votes, or equivalent to 0.0279% of the total number of votes of shareholders attending the Meeting and having the rights to vote
Abstain	79,300 votes, or equivalent to 0.0043% of the total number of votes of shareholders attending the Meeting and having the rights to vote

Resolved: Mr. Suthichai Chirathivat concluded that the Meeting resolved, with the votes of more than three-fourths of the total number of votes of shareholders attending the Meeting and having the right to vote, to approve the issuance of debentures of the amount not exceeding Baht 5,000 million and authorized the Board of Directors to consider and determine the type and number of debentures to be issued in each tranche, under the aforementioned total amount, together with the details and other relevant conditions, as well as to enter

into the negotiations, execute documents and take necessary and appropriate action in connection with the issuance and offer for sale of such additional debentures. The combination of the debenture issuance amount which was approved in this Meeting and the Baht 3,300 million outstanding debenture issuance amount which had been approved by the Shareholders' Meeting but is still unissued will result in the Company's total debenture issuance amount of up to Baht 8,300 million.

Agenda 9 Other matters (if any)

Mr. Suthichai Chirathivat opened the floor to the shareholders for questions and inquiries, but there were no other matters to be proposed to the Meeting. The Chairman then announced the Meeting adjourned and expressed his appreciation to all shareholders who attended the Meeting.

The Meeting was adjourned at 16.50 hrs.

-Signature-

(Mr. Vanchai Chirathivat)
Chairman of the Meeting

-Signature-

(Mr. Uthai Kongkittiwong)
Minutes Recorder

-Signature-

(Ms. Naparat Sriwanvit)
Company Secretary