



**PROPERTY
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A Member of Central Group

**Notice for the Annual General Meeting
of the Shareholders No.1/2010
Central Pattana Public Company Limited
on 28 April 2010, at 2.00 p.m.**

**World Ballroom B, on 23rd floor,
Centara Grand & Bangkok Convention Center at CentralWorld
999/99 Rama1 Road, Patumwan, Bangkok**

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No. 51/2553/005

March 23, 2010

Subject : Notice for the Annual General Meeting of the Shareholders No.1/2010

Attention of : Shareholders of Central Pattana Public Company Limited

Attachment :

- 1) Registration Form
- 2) Minute of the Annual General Meeting of the Shareholders No.1/2009
- 3) Annual Report Year 2009 (CD-ROM)
- 4) Profiles of the persons who proposed to be the Directors
- 5) Definitions of Independent Directors of the Company
- 6) Directors' remunerations for the year 2010
- 7) Name lists of the auditors, audit fees, and lists of subsidiaries that appoint the same auditor
- 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) Articles of Association of the Company related to the Shareholders Meeting
- 12) Request for the hard copy of Annual Report Year 2009
- 13) 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.1/2010 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 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 acknowledge the Minutes of the Annual General Meeting of Shareholders No.1/2009.

Rationale: The Company submitted the Minutes of the Annual General Meeting of Shareholders No.1/2009 held on April 30, 2009 to the Stock Exchange of Thailand within 14 days and the Ministry of Commerce in compliance with law. The Company also announced the Minutes via the Company's website (Details as shown in [Attachment 2](#))

Board of Directors' recommendation: The Shareholders should acknowledge the Minutes of the Annual General Meeting of Shareholders No.1/2009.

Voting Requirement: This agenda is for acknowledgement only.

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

Rationale: Shareholders shall acknowledge the results of the Company's operating performance for year 2009 as appeared in the Annual Report Year 2009 on page 36-37 and page 110-112. (Details as shown in Attachment 3) Any Shareholders would like to receive the hard copy of the Annual Report Year 2009 please send the request form for the Hard Copy of Annual Report Year 2009 (Details as shown in Attachment 12) to the Company Secretary. The Company will send the hard copy of Annual Report Year 2009 to Shareholder in due course.

Board of Directors' recommendation: The Shareholders should acknowledge the results of the Company's operating performance for the year 2009.

Voting Requirement: This agenda is for acknowledgement only.

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

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, 2009 as appeared in "Financial Statement" in Annual Report Year 2009 on page 113-175 which have already been audited and certified by the Auditor. (Details as shown in Attachment 3)

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 2009.

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

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

Rationale: The Company's dividend payout policy is to pay not less than approximately 40% of operating net profit from consolidated financial statement, except when there is a compelling reason not to.

Board of Directors' recommendation: The Meeting should approve the dividend payment for the year 2009 at Baht 0.58 per share on May 27, 2010. The share register book for the right to receive dividend shall be recorded on May 12, 2010. Also, May 13, 2010 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 2009	Performance in year 2008
1. Total net profit	4,951,623,415 Baht	2,185,786,248 Baht
▪ Net profit – from normal operating	2,241,058,753 Baht	2,185,786,248 Baht
▪ Net profit – from the financial lease to CPNRF	2,710,564,662 Baht	- Baht
2. Number of shares	2,178,816,000 share	2,178,816,000 share
3. Dividend per share	0.58 Baht/share	0.33 Baht/share
4. Total dividend payment	1,263,713,280 Baht	719,009,280 Baht
5. Dividend payout ratio compare with		
▪ Total net profit	26%	33%
▪ Net profit – from normal operating	40%	33%
▪ Net profit – from the financial lease to CPNRF	14%	-

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

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

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 2010, there are five directors will be retired 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 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) Mrs. Sunandha Tulayadhan 2) Mr. Suthikiati Chirathivat 3) Mr. Suthichart Chirathivat 4) Mr. Sudhisak Chirathivat 5) Mr. Kobchai Chirathivat

This is the nomination procedure and found that their qualifications meet the requirements of the Public Company Limited Act, and 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 to be the Directors as shown in [Attachment 4](#) and the definitions of Independent Directors of the Company as shown in [Attachment 5](#))

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 2010.

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 2009 on page 87-94. The Nomination and Remuneration Committee has proposed the Board of Directors to consider the increase of the Directors 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 6](#))

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 2010 will not exceed Baht 10,000,000 or an increase of Baht 1,000,000 from year 2009 which was approved by the Shareholders amounted to Baht 9,000,000. 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 not less than two-thirds (2/3) of all votes from shareholders attending and entitled to voting rights.

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

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 2010. (Details as shown in Attachment 7)

Board of Directors' recommendation: The Board of Directors concurred with the Audit Committee's recommendation to get the shareholders' approval to appoint 1) Mr.Vichien Thamtrakul 2) Mr.Vinit Silamongkon and 3) Miss Boonsri Chotpaiboonpun 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 2010 and to approve the audit fees for year 2010 will not exceed Baht 5,505,000. 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 approve the issuance of debentures of the amount not exceeding Bath 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 the issuance of debentures of the amount not exceeding Bath 5,000 million. The Annual General Meeting of the Shareholders No.1/2009, held on April 30, 2009 has approved the issuance of unsubordinated debentures of the amount not exceeding Baht 5,000 million. Currently, the unsubordinated debentures balance is Baht 3,300 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 or its amendment

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 issuance of debentures of the amount not exceeding Bath 5,000 million, the issuance of debentures up to total amount not exceeding Baht 8,300 million (included the unsubordinated debentures balance is Baht 3,300 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 9 Other matters (if any).

The Shareholders are cordially invited to attend the Annual General Meeting of the Shareholders No.1/2010 at the date, time, and place mentioned above. The Company will arrange the register from 12.00 a.m. For the convenience of registration process, please bring the Registration Form that printed with barcode to show at the meeting. (Details as shown in Attachment 1) 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 Directors (Details as shown in Attachment 10) as a proxy to attend the meeting. The shareholders please submit all concerned documents 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 11. 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 0-2264-5593.

Yours faithfully,
By order of the Board of Directors

- Signature-

(Miss 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. 0-2667-5555 extension 1665 or 1678