

March 22, 2013

Subject: Invitation to the 2013 Annual General Meeting of Shareholders

Attention: Shareholders of Central Plaza Hotel Public Company Limited

Attachment:

1. Minute of the Annual General Meeting of Shareholders No.1/2012
2. 2012 Annual Report (CD- ROM)
3. Profiles of the persons who proposed to be the Directors
4. Directors' Remuneration for the year 2013
5. Articles of Association of the Company related to the Shareholders Meeting
6. Name list and profile of Independent Directors
7. Documents required as evidence for attending the Shareholders Meeting
8. Proxy Form
9. Registration Form
10. Meeting location map

Please be informed that the Board of Directors of Central Plaza Hotel Public Company Limited ("the Company") has resolved to convene the Annual General Meeting of Shareholders No.1/2013 on April 25, 2013 at 14.30 p.m. at Vibhavadee Ballroom B, Lobby floor, Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin Road, Chatuchak, Bangkok to consider the agendas as follows.

Agenda 1: To ratify minute of the Annual General Meeting of Shareholders No.1/2012 held on April 23, 2012

Rationale:

The Annual General Meeting of Shareholders No.1/2012 was held on April 23, 2012 (Details as shown in Attachment No.1).

Board of Directors' recommendation:

The minute of the Annual General Meeting of Shareholders No.1/2012 should be ratified and approved as written.

Agenda 2: To acknowledge the Company's performance for the Year 2012

Rationale:

To report the Company's performance for the financial year that ended on December 31, 2012 to shareholders for acknowledgement (Details as shown in *Attachment No.2*).

Board of Directors' recommendation:

The Shareholders' Meeting for acknowledgment and approval of the result of the Company's operating performance for the year 2012.

Agenda 3: To approve the audited financial statements for the year ended December 31, 2012

Rationale:

The consolidated financial statements for the year ended December 31, 2012, together with the Auditor's report thereon which were audited by the Company's auditor and were reviewed by the Audit Committee, as appeared in Annual report.

Board of Directors' recommendation:

The meeting should approve the financial statements for the year ended December 31, 2012 which have been reviewed by the Audit Committee and have been audited by PricewaterhouseCoopers ABAS Ltd. Base on the auditor's opinion, the consolidated financial statements of the Company and its subsidiaries were presented fairly in all material respects and in accordance with generally accepted auditing standards.

Agenda 4: To approve the dividend payment from performance for the year 2012

Rationale:

The Company's policy on payment of dividends is to allocate not less than 60% of the Net Profit (after tax) for the year as dividends, except in the event of major business expansion then consideration may be given to allocate less than 60% of the Net profits as dividend payments. Net profit from separate financial statement and consolidated financial statement were amount of Baht 775,488,091 and 1,580,766,214, respectively. Board of Directors considered that it is reasonable for approve dividend payment at the rate of Baht 0.30 per share – or a total dividend payment of Baht 405 million (four hundred five million baht) Details of dividend payment are as follow:

Details	2011 Performance	2012 Performance
1. Net Profit from consolidated financial statement	550,369,093	1,580,766,214
2. No. of shares	1,350,000,000 shares	1,350,000,000 shares
3. Dividend payment/share	Baht 0.15/share	Baht 0.30/share
4. Total dividend payment	Baht 202,500,000	Baht 405,000,000
5. Dividend payment ratio	36.8% ¹	25.6% ² 36.1% (excluding of non cash items)

(1) Dividend payment ratio, which compare to net profit from separate financial statement in 2012 is 155.7 %

(2) Dividend payment ratio, which compare to net profit from separate financial statement in 2013 is 52.2 %.

Additionally, The Company had set aside the legal reserves up to the ten per cent of the registered capital according to Clause 116 of the Public Companies Act,1992(BE.2535) as well as Clause No 42 of the Company's Articles of Association ; therefore , no additional legal reserves is required.

Board of Directors' recommendation:

The Board of Directors considered that the 2012 profit should be allocated as follows:

Dividend payment of Baht 0.30 per share, totaling Baht 405 million (four hundred five million baht) to the shareholders whose names appear in the Share Register as of May 7, 2013 .This date is considered the "Record Date" to receive dividend payments. The share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled to be May 8, 2013. The dividend payment shall be made on May 23, 2013.

Agenda 5: To approve the appointment of re-election directors whose tenures have ended for the year 2013

Rationale:

Pursuant to the Public Company Act B.E. 2535 and 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 2013, there are four directors will be retired by rotation namely,

1. Mr. Suthikiati Chirathivat
2. Mr. Sudhitham Chirathivat
3. Mr. Sudhisak Chirathivat
4. Mr. Kanchit Bunajinda

(Profiles of the persons who proposed to be the Directors as shown in Attachment No.3)

Board of Directors' recommendation:

The Board, excluding the directors having a conflict of interest, considered and agreed with the proposal made by the Nomination and Compensation Committee have thoroughly contemplated the qualified nominees for the company and propose to the Shareholders' meeting the appointment of the directors, namely:

1. Mr. Suthikiati Chirathivat Chairman of The Board
2. Mr. Sudhitham Chirathivat Director/Nomination and Compensation
Committee Member
3. Mr. Sudhisak Chirathivat Director
4. Mr. Kanchit Bunajinda Independent Director^{1/} Audit Committee Member

Remark: ¹ The Company has defined much stricter qualifications for independent directors than those required by the Securities and Exchange Commission and the Stock Exchange of Thailand as detailed in Annual Report Year 2012 on page 136-137 (Attachment No.2)

Agenda 6: To approve and fix directors' remuneration for the year 2013

Rationale:

Detail of the various specific Board Committees member as shown in Attachment No.4

Board of Directors' recommendation:

The Nomination and Compensation Committee review the matter of remuneration for the Company's directors as well as for the various specific Board Committees members based on appropriateness, and the Board is of the opinion that it is appropriate to propose approval of the remuneration for the Company's Directors as well as for the various specific Board Committees members at an overall total amount of not more than Baht 7.0 million.

Agenda 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2013

Rationale:

For the consideration of appointing the authorized external auditors of the Company and determination of the audit fees for the financial year 2013, in accordance with Clause 120 of the public Companies Act.

Board of Directors' recommendation:

The Board of Directors concurred with the Audit Committee's recommendation to appoint PricewaterhouseCoopers ABAS Ltd. as the auditor of the Company and its subsidiaries to audit and express their opinion on the financial statements for the year 2013 namely,

- | | |
|-----------------------------|----------------------|
| 1. Mrs. Nattaporn Phan-Udom | Certified No 3430 or |
| 2. Mr. Paiboon Tunkoon | Certified No 4298 or |
| 3. Ms. Sakuna Yamsakul | Certified No 4906 |

Whereby, all of the abovementioned persons are all fully independent of and have no vested interests whatsoever in the Company and/or its Subsidiaries.

Additionally, PricewaterhouseCoopers ABAS Ltd. is the authorized auditor of the Company, 28 subsidiary companies and 2 property funds. The current authorized auditor is Mrs. Nattaporn Phan-Udom who has been the Company's auditor since 2012 (totaling to 1 year).

The Board of Directors concurred with the Audit Committee's recommendation to get the shareholders' approval to approve the audit fees for the year 2013 will not exceed Baht 1,447,000 (one million four hundred forty seven thousand Baht) as same as previous year.

Agenda 8: To consider other business (if any)

In this regard, the Company fixed the record date on which shareholders have the right to attend the Annual General Meeting of Shareholders on March 28, 2013 and fixed the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange ACT on March 29, 2013.

Please be informed and attend the Meeting on the date and at the time and place as indicated above. If you cannot attend the meeting please complete a proxy form to appoint another person or Independent Director to attend the Meeting on your behalf in accordance with the attached proxy form.

Yours Faithfully,



(Mr.Suthikiati Chirathivat)
Chairman

**Minutes of
ANNUAL GENERAL SHAREHOLDERS' MEETING (AGM) 1/2012
of the CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED**

Time & Place of the AGM

The Annual General Shareholders Meeting (AGM) 1/2012 (2555) of the CENTRAL PLAZA HOTEL PLC was held at 14:30 hrs on Monday, April 23, 2012 at the Lotus Room 1-4, Centara Grand and Bangkok Convention Centre at Central World, 999/99 Rama 1 road, Patumwan, Bangkok.

Directors attending the AGM

- | | |
|---------------------------------|---|
| 1. Mr. Suthikiati Chirathivat | Chairman of the Board of Directors |
| 2. Mr. Suthichai Chirathivat | Vice Chairman |
| 3. Mr. Sudhisak Chirathivat, | Director |
| 4. Mr. Sudhitham Chirathivat | Director |
| 5. Mr. Prin Chirathivat | Director |
| 6. Mr. Kanchit Bunajinda | Director |
| 7. Mr. Bhisit Kuslasayanon | Independent Director; Chairman - Audit Committee and Member - Nomination & Compensation Committee |
| 8. Mr. Charnvitaya Suvarnapunya | Independent Director; Chairman – Nomination & Compensation Committee and Member - Audit Committee |
| 9. Mr. Vichate Tantiwanich | Independent Director and Member - Audit Committee |
| 10. Mr. Thirayuth Chirathivat | Chief Executive Officer (CEO) |

The Chairman of the Board of Directors announced to the Meeting that as Mr. Gerd Steeb has submitted his resignation as the President and a Director of the Central Plaza Hotel Plc. (CENTEL), the Nomination & Compensation Committee has, therefore, proposed for approval, to the Board of Directors that Mr. Thirayuth Chirathivat be appointed as the Chief Executive Officer (CEO) of CENTEL in place of Mr. Gerd Steeb as well as a Director (for the remaining period term of the Directorship of Mr. Gerd Steeb), effective as of April 2, 2012.

• **Biography of Mr. Thirayuth Chirathivat :**

Mr. Thirayuth Chirathivat has over 20 years experience in the management and operations of hotels together with additional skills and experience in projects management as well as business development, and is thus well-qualified for the proposed appointment within CENTEL at this time. Prior to this, Mr. Thirayuth Chirathivat was a Senior Vice President in charge of Project Management within the Centara Hotels and Resorts, responsible for overseeing all aspects of projects design, planning and development, as well as projects cost management in order to ensure that such costs are appropriate to all aspects of each respective type of projects and that they remain within agreed target budgets. Additionally, Mr. Thirayuth Chirathivat was also appointed a Director in various Subsidiary Companies within the Centara Hotels and Resorts. Mr. Thirayuth Chirathivat obtained a Masters Degree (Hotels & Food Services Management and Tourism) from the Rochester Institute of Technology, USA and a Bachelors Degree of Political Science from Chulalongkorn University.

The Chairman then requested Mr. Thirayuth Chirathivat to outline his vision for the Company's future; whereby Mr. Thirayuth Chirathivat stated to the Meeting as follows :

Good Afternoon to our Shareholders. I am very pleased to welcome you all to this AGM for 2012. Firstly, I would like to take this opportunity to thank the Chairman of the Board and all our Directors, including Mr. Gerd Steeb, for the opportunity given to me to be appointed as the new CEO and a Director of CENTEL as of April 2, 2012. With more than 20 years experience in the hotels business sector together with my educational qualifications comprising of a Masters Degree (Hotels & Food Services Management and Tourism) from the Rochester Institute of Technology, USA and a Bachelors Degree (Political Science) from Chulalongkorn University, I believe that in being appointed to take up these new responsibilities, it is a unique opportunity for me to make good use

of the accumulated hotel industry experience, knowledge and skills in effectively developing further an organisation (that currently has assets of over Baht 20,000 million and annual revenues of more than Baht 11,500 million) in order to achieve both business sustainability and financial stability.

The most recent full year performance results last year can be considered as a one of the main operational highlights in the history of CENTEL; whereby in spite of experiencing various operational challenges from the extensive flood crisis during Q4/2011, CENTEL was still able to set new performance results records in both revenues and net profit, resulting from the positive revival of the hotels business as well as from the continued growth in the food service business.

The Hotels Business currently operates 31 properties, with 27 being located in Thailand and 4 overseas; whereby the Group owns or has JV investments in a total of 14 properties while the remaining 17 properties are managed by CENTEL under our hotels management services activities. Furthermore, apart from these 17 managed properties in our portfolio, we also have hotels management services agreements in place for another 25 properties already in the pipeline awaiting to be launched over the next 3 years between 2012 to 2014. Due to our 'asset light' strategy that focuses more on managing third-party hotel properties, 5 years from now (in 2016) we expect to have a total of 87 hotels and resorts in our hotels business portfolio, of which 80% will be CENTEL managed properties. Thus, the fee revenues from our hotels management services will become increasingly more important in the future. For FY/2011 this hotels management services fee revenues totaled Baht 130 million, and we estimate this will increase to approximately Baht 180 – 190 million this year (FY/2012) and within 5 year (2016) this revenues stream will grow to more than Baht 400 million per year – based on the assumption that we are targeting to add up to 10 managed hotel properties to our portfolio per year. Furthermore, we will also expand our hotels business into all segments of the hotels industry, especially the 'economy category' which requires minimal investments. We have completed detailed studies for such projects, which we are now ready to launch within this year - targeting also to open 10 such new hotel properties each year.

As for the Food Business Group, this has also achieved continued growth; whereby, as at the end of 2011, there were a total of 603 QSR outlets throughout Thailand consisting of 12 QSR brand concepts. We plan to open 50 new outlets a year for the existing QSR brands; but with acquisitions of new QSR brand concepts, this annual new outlets target will reach up to 70 per year. Thus, over the next 5 years, we expect to have between 800 – 1,000 QSR outlets and up to a total of 16 QSR brand concepts – by targeting to add 1 new brand concept per year.

Therefore overall total FY/2012 sales revenues (excluding other income), is estimated to grow by 20% Year-on-Year (YOY), with Food Business revenues increasing by 25% – 27%YoY while the Hotels Business will increase by 15% - 20%YoY. Thus, Food Business revenues will remain the major part of our overall revenues mix due to the acquisition of the Ootoya Japanese casual dining brand concept last year, which has resulted in a significant breakthrough in the growth of total Food Business revenues. While expected overall revenues from the Hotels Business does not yet assume additional potential revenues stream from any possible new hotels properties being added to the portfolio. Thus 5 years from now, the revenues mix will be 65 : 35 for the Food Business and Hotels Business respectively. However, in terms of Net Profit, since Hotels Business's net profit will grow faster, then our expected Net Profit mix will be 50 : 50 for the Food Business and Hotels Business respectively.

Currently, there are still many negative factors within the macro-business environment to be taken into consideration – namely, the state of the economy in both of the European zone and the US, the still unsettled political situation in Thailand, and the ever-increasing global prices of crude and gasoline. All these factors pose critical challenges for CENTEL's ongoing business and the achievement of its objectives. However with more than 20 years experience in this industry as well as with my determination and commitment to do my best in discharging my given new responsibilities; and together with a very capable and knowledge management team, I am fully confident that we will be able to effectively overcome any obstacles or crises, so that our Company can continue to growth on a stable and sustainable basis in order to maintain its leading position in the hotels and food services industries as well as to further increase the economic value-added for the benefit of all our Shareholders and other Stakeholders.

Directors excused from the Meeting

- | | |
|-------------------------------|----------------------|
| 1. Mr. Suthichart Chirathivat | Director |
| 2. Mr. Vichien Tejapaibul | Independent Director |

Advisors to the Board of Directors attending the Meeting

- | | |
|--------------------------|----------------------------|
| 1. Mr. Viroj Lowhaphandu | Advisor of Board Committee |
| 2. Mr. Gerd K. Steeb | Advisor of Board Committee |

Executives attending the Meeting

- | | |
|---------------------------------|--|
| 1. Mr. Dan Chinsupakkul | Investment Advisor to the Chairman of the Board |
| 2. Mr. Ronnachit Mahattanapruet | SVP, Finance & Administration and
Company Secretary |

External Auditors attending the Meeting

- | | |
|-----------------------------|--|
| 1. Mr. Vichien Thamtrakul | KPMG Poomchai Audit Ltd. (KPMG) |
| 2. Mrs. Nattaporn Phan-Udom | PricewaterhouseCoopers ABAS Co. Ltd. (PWC) |

Appointed as recorder for votes checking and counting

Police Colonel Amphol Chamnarnprai	Yuthapongse Legal & Accounting Office
------------------------------------	---------------------------------------

Mr. Suthikiat Chirathivat, Chairman of the Board of Directors, declared the Meeting opened, and announced that a total of 574 shareholders and/or proxies (with authorised power of attorney from Shareholders) are present at this AGM, representing a total of 950,570,922 shares (equal to 70.41% of the total Shareholders) of the Company. This exceeds one-third of the total shares issued and outstanding, and thus constituting the required quorum for the AGM to be held in accordance with the Rules & Regulations of the Company. The Chairman then invited Mr. Viroj Lawhaphandu, Advisor to the Board, to act as the Chair for this AGM instead.

Before beginning consideration of the various agenda items, the Meeting Chairman explained to the attendees the procedures to be used in exercising and the counting of their votes, as summarised below :

1. For those Shareholders attending in person as well as those Shareholders who have given a power of attorney to their proxy to attend on their behalf (via the "power of attorney" form Kor Kai, which is a general and simple power of attorney document), the Company has handed out to such attendees voting forms for use in regard to each respective agenda item to be considered.
2. For those Shareholders who have given the power of attorney to their proxy to attend via the "power of attorney" form Khor Khai, which contains clearly stated and fixed specific voting details for each agenda item to be considered), as well as
3. For those overseas Shareholders who have appointed their Thai custodian(s) to look after their shareholdings and interests and, thus, have given a power of attorney via the power of attorney form Khor Khwai; the Company will pre-record, into the computer, the specified votes of these two groups relating to each respective agenda item being considered in accordance with the details stated in their signed power of attorney forms.

However, for those agenda items where no specifically stated voting intention, on the part of these two Shareholder groups, is stated in their power of attorney forms, the Company has handed out (when the appointed proxies registered their attendance) the general vote forms to be used relating to such agenda items to be considered.

4. In recording the Shareholders votes for each respective agenda item being considered, the AGM attendees will be asked if there are any (i) dissenting votes, or (ii) abstentions. Then, once the prerecorded votes, already registered in the computer, are also included, then
 - in the event that there are NO dissenting votes or abstentions, it will be declared that there is a 'unanimous vote' for that agenda item; or
 - if, however, there ARE dissenting votes or abstentions, those Shareholders and/or proxies will be asked to register their respective votes accordingly on the voting forms handed out; then any dissenting votes and/or abstentions recorded

will be deducted from the total number of Shareholders present at the Meeting in order to arrive at the *net* number of votes "for" the agenda item being considered - which details will be rechecked and then announced to the AGM for each and every agenda item.

The Meeting Chairman also announced that, in compliance with the principles of good corporate governance and compliance to Shareholders rights, the Company has set up a webpage on its website (www.centarahotelsresorts.com) since January 4, 2012, in order to allow all Shareholders the opportunity to exercise their rights and express any comments and/or propose (i) any additional agenda items for considering by the AGM, and/or (ii) names of those persons they think should be considered for nomination as a Director of the Company. However, as at the date when the Board of Directors met to finally decide what agenda items would be tabled for consideration at this AGM 1/2012, NO comments or proposals were received from or submitted by any Shareholders.

Therefore, the Meeting Chairman proposed to proceed with the AGM and the consideration of the various Agenda Items as below.

AGENDA ITEM No. 1 :

Consideration to adopt the Minutes of the Annual General Shareholders Meeting (AGM No1/2011) held on April 25, 2011.

The Meeting Chairman proposed, for consideration and acceptance by the Meeting, the Minutes of the Annual General Shareholders Meeting (AGM 1/2011) held on April 25, 2011, which document the Company has already sent to each Shareholder together with the Notice of this AGM 1/2012,

RESOLUTION: *The Meeting considered the Minutes of the Annual General Shareholders Meeting No 1/2011(2554) held on April 25, 2011, as proposed, and accepted that these Minutes be adopted with the following vote count :*

- *For* : 899,128,678 votes ** (or 94.02%)
- *Against* : none
- *Abstentions* : 57,161,400 votes ** (or 5.98%)

*** Note : During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.*

AGENDA ITEM No. 2 :

Acknowledgement of the Company's Full Year 2011 operating performance

The Meeting Chairman requested Mr. Suthikiati Chirathivat, Chairman of the Board of Directors, to present to the Meeting an overview of the Company's FY/2011 operating performance and financial results, details of which are summarised below.

- **Overall Performance Results** The previous year, 2011, can be considered as one of the best period for CENTEL, since we were able to set new performance records in terms of total revenues as well as all time highest Net Profits, as a result of the full revival of our Hotels Business and the continued significant growth in our Food Business – despite having to face the recent extensive flood crisis during Q4 last year.

For the FY/2011 period, CENTEL achieved total consolidated revenues (from both its Hotels and Food Businesses) of Baht 11,574 million, which is an increase of more than Baht 2,000 million compared to the previous year. CENTEL was also able to reverse from a Net Loss situation (of Baht 56 million in FY/2010) to a Net Profit of Baht 550 million. This total FY/2011 revenue comprised of 43% (or approximately Baht 5,000 million) from its Hotels Business and 57% (or more than Baht 6,500 million) from its Food Business. While total consolidated FY/2011 EBITDA was more than Baht 2,300 million (a YoY increase of 41%), with more than Baht 1,200 million (or 54%) being contributed by the Hotels Business and (the remaining 46%) more than Baht 1,000 million coming from the Food Business.

- **Hotels Business** The core strategy for the Hotels Business will be to maintain the 'asset light' focus, which, over the past 3 years, has enabled the rapid and extensive expansion of our network of properties. In 2011, the Centara consists of 55 hotels and resorts located in 9 countries with a total of 10,647 rooms. This year, we will expand our hotels property network through undertaking

additional hotels management services agreements in Thailand as well as in key ASEAN markets, Indian ocean countries, and China – and within all market segments, especially in the 4 star and “value” hotel categories. And in order to be able to have variety and more destinations in our hotels portfolio, CENTEL will also explore other new markets - such as Singapore, Hong Kong, Dubai and London.

As for the convention and exhibition centres management and operations business, CENTEL is the leader in this business in Thailand – as apart from owning our own convention and exhibition centres, we also manage and operate third party facilities, such as the Government Complex Hotel and Convention Centre at Chaengwattana in Bangkok, and also others located in Chiangmai, Udonthai, and Khon Khaen. In all, we own and/or manage a total of 6 convention and exhibition centres with a total of more than 65,000 sq m.

- **Food Business** The Central Restaurant Group (CRG) expects, for FY2012, that revenues for this business group will increase by 26% YoY, with a targeted total of 660 QSR outlets by the end of the year - and up to a total 1,000 outlets within the next 5 years. We are also looking to add an average of one new QSR brand concepts every year to the Food Business group, in order to achieve clear competitive advantage and strong position in this business sector.
- **Awards and recognition received by CENTEL during 2011**
 - a. **Centara Hotels & Resorts**
 - Best Chain Hotel Award from the Asia Hotel Forum International Hotel Investment Forum
 - Asia's Leading Meeting & Conference Hotel from World Travel
 - Best Meetings and Conventions Hotel from TTG
 - Best in Travel Poll 2011 – Top 25 Spa and Hotel Resort
 - b. **Central Restaurant Group**
 - KFC : The Chairman's Circle Award for Outstanding Achievement in Thailand, given by the Franchisor Company and selected from all its franchisees around the world
 - Cold Stone Creamery : received 2 awards, namely the “Best X Factor Award” (given to Cold Stone Creamery outlets able to give their customers the most fun experience) and the “Top Store Award” (given to the Cold Stone Creamery outlet at Bangna in achieving the best QSCE score - for quality, service, cleanliness, and most creative customer experience - of more than 90%, based on the global standards of Cold Stone Creamery Worldwide, as well as for achieving sustained top sales revenues).

RESOLUTION : The Meeting acknowledged the above operating performance overview.

AGENDA ITEM No. 3 :**Consideration to accept and adopt the audited Financial Statements for the Full Year 2011 period ending December 31, 2011.**

The Meeting Chairman requested Mr. Ronnachit Mahattanapreut, SVP for Finance & Administration and the Company Secretary, to present to the Meeting details of the financial performance and financial status of the Company for the full year period ending December 31, 2011.

Mr. Ronnachit presented the following summary of the Consolidated Financial Statements for FY/2011, ending December 31, 2011

(in Baht million)		(in Baht million)	
Total Assets	21,683.6	Total Revenues	11,574.2
• Current Assets	1,759.7	Total Expenses	10,392.5
• Noncurrent assets	19,923.9	Share of profit/ (loss) from investments	78.0
Total Liabilities	15,634.9	EBIT	1,259.7
• Current Liabilities	6,511.9	Less: Financing costs	414.1
• Non current liabilities	9,123.0	Profit before tax	845.6
Shareholders' Equity	6,048.6	Less : Income tax	255.1
Interest Bearing Debt : Equity	1:68	Net Profit/(Loss) **	590.5
		Net Loss / share (Baht)	Bht 0.41

**** Note :** *Comprising of Net Profit for the Company and Subsidiaries of Baht 550.4 million and from Minority Interest in other companies of Baht 40.1 million*

There were some comments and questions as follows :

- **Mr. Rutthichai Yibcharoenporn (Shareholder)** : I would like to ask the Chairman 3 questions:

1. As there has been a significant expansion in the hotels management services activities, I would like to know what is the difference between owning a hotel and managing one – especially in regard to the revenues structure? For example, in a managed hotel situation, to whom does the operating costs belong, who takes the risks, who takes the profit; and in such a situation if there is a low number of hotel guests, is there a need to make any guarantees (to the property owner) or not?
2. The Company has achieved good profits from the hotels business, but I would like to know how does our RevPAR compare with competitors?
3. The performance results last year (2011) was outstanding, but how was this excellent result achieved?

Mr. Suthikiati Chirativat (The Chairman) :

1. Our hotels management services is part of our efforts to implement the 'asset light' strategy as much as possible, since it involves a minimal amount of investment on our part. We recognize, as part of our revenues, only the profit from the management fees charged for these managed properties. The sales revenues from the managed hotel property and also all costs and expenses belong to the property owner, to whom we offer our management services; but the hotel can purchase goods through CENTEL in order to benefit from better and lower prices we are able to obtain. In regards to staff, they can be relocated between various hotels; and in regard to marketing expenses, these are much less also - since we manage these aspects including promoting the hotels in any travel trade shows, thus saving a lot of costs and expenses for the property owner.

At present there are many property owners requesting us to manage their hotels. However, in order to achieve and maintain the established quality standards we require, we limit up to a maximum of 10 new hotels that we will undertake to manage each year. And we make no guarantees in regards to the number of guests or revenues – other than committing to make our best efforts in managing these third party properties.

Mr. Ronnachit Mahattanapreut :

2. Compared to hotel industry competitors, CENTEL's

- Average occupancy (OCC) is 64%, while the average for the industry is 56% (or lower than ours by 8% points),
- Average Room Rates (ARR) for 2011 increased by approximately 7% YoY,
- RevPAR for 2011 also increased by approximately 18% YoY

Mr. Suthikiati Chirativat (The Chairman) :

3. Thank you for asking this question. We have undertaken many activities during the past few years - but only in 2011 have we benefited from the significantly excellent results achieved. We have invested in many properties during the past few years – such as in our hotels Pattaya and Phuket, both of which have achieved great results last year. And, if the extensive floods had not occurred in late 2011, our overall hotels business results would have been even better. We estimate a loss in total revenues of Baht 300 – 400 million from the flood impact; but, nevertheless, we still managed to break and set new records in terms of the total revenues and net profit achieved for FY/2011.

- **Mr. Basant Kumar Dugar (Shareholder) :** From the performance results presented, they appear to be very satisfactory and are highly commendable; however for the sake of further and ongoing improvements, I would like to make some suggestions as follows :

1. Shareholders like to look at Debt/Equity Ratio. Most companies have a greater amount of shareholder equity versus debts, thus inducing investors to invest in more shares; whereas CENTEL, at present, has a Debt/Equity Ratio of 6:21, which can facilitate increasing the Gross Profit Margin from 58% to 60 -70%. Compared to other ASEAN regional companies in the same industry sectors, CENTEL has a higher Gross Profit ratio.
2. Another important indicator is Operating Cash Flow, which in the case of CENTEL is very satisfactory and very commendable. Furthermore, CENTEL seems to make investments that are at approximately the same level as operating cash flow – which is attractive for investors.
3. Another very commendable aspect is the reduced total amount of depreciation and amortisation in spite of ongoing new investments; this indicates that we make investments and achieve cost-effective asset useful life.
4. I would like to commend the newly appointed CEO, Mr. Thirayuth Chiratrivat, who is an energetic new generation manager and who will bring new ideas and experiences to the Board - thus making an effective management mix.
5. Lastly, I would like to commend Mr. Ronnachit Mahattanapruet, SVP and head of financial management – at whose many presentations at the (SET) Opportunity Day events I was able to attend. If I was living in Thailand, I have some ideas to bring to his attention; namely
 - Liquidity Ratio : This should be increased, since CENTEL has more sense and ideas relating to further investments. Additionally, CENTEL's key strengths include the solid underlying business structure, the size of the organisation, and the great operating performance results. I would like to see CENTEL issue more debentures to replace existing ones as they expire, as well as to make more use of external funds – since this will increase the total amount of available funds and financing facilities to enable the Company to make more assets investments and issue more debentures.
 - Overdraft : CENTEL has fairly high interest costs relating to its overdrafts, which I would like to see reduced; as with its significant cash flow, it can obtain financing from overseas or from the money market which will help reduce by half its current financing costs of 7.15.
 - Segment analysis : I usually point out to investors a detailed analysis of the business operations so as to show the various actual sources of revenues and gross profits. Mr. Ronnachit is one of the few who actually points out the actual sources of revenues by business groups; whereby if we can strength each one, we will see further high profits records being achieved.

- Shareholders' Equity : Lastly, in order to increase this, the Company should give out dividend shares, explore additional revenues streams and make more use of external sources of funds - from both debentures as well as from Shareholders' Equity – so that the Company can have considerable amounts of available cash to be well-prepared to take advantage of business opportunities resulting from the imminent formation of the AEC in 2015.

Mr. Suthikiat Chirativat (The Chairman) : Thank you, Mr. Dugar, for your kind and positive recommendations to the Company, the Management will take them into consideration in order to make further improvements accordingly.

Mr. Ronnachit Mahattanpruet : Thank you, Mr Dugar, for the good suggestions, we acknowledge them and will make use of them for further improvements. I would also like to take this opportunity to point out also that

- CENTEL's FY/2011 EBITDA was around Baht 2,300 million - which is expected to increase to approximately Baht 3,000 million in 2012, while total investments was Baht 1,300 – 1,400 million. Thus, this will enable the Company to grow its businesses from the available internal cash flow, and
- The Company plans to reduce its Debt/Equity Ratio to less than 1.0 by the year 2014

RESOLUTION: The Meeting considered and accepted to adopt, as proposed, the consolidated Financial Statements of the Company and its Subsidiaries for the full year period ending December 31, 2011 that have been fully audited by the external auditors of the Company, with the following vote count :

- For : 899,247,747 votes ** (equal to 94.02%)
- Against : none
- Abstentions : 57,161,400 votes ** (equal to 5.98%)

**** Note :** During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.

Agenda Item No. 4 :

Consideration for approval, the proposed allocation of the Net Profit for dividend payment, based on the FY/2011 performance results.

The Meeting Chairman announced to the Meeting that, in accordance with the stated policy of the Company, dividend payments will normally be equal to not less than 60% of the annual Net Profit after tax – unless, due to business expansion requirements, consideration will be made either to not pay any dividends at all or to pay dividends totaling less than 60% of the annual Net Profit achieved.

As for the operating and financial results for FY/2011, the main Company achieved a total Net Profit of Baht 130,083,854, while the consolidated financial results showed a Net Profit of Baht 550,369,093. Thus, the Board of Directors have consider it appropriate that a dividend payment equal to Baht 0.15 per share be made to Shareholders of the 1,350 million shares, which will amount to a total of Baht 202.5 million - or equal to 155.7% of total FY/2011 Net Profit of the main Company and thus complies with the established dividend payment policy of the Company. This proposed dividend payments for 2011 compared to 2010 is as follows :

(Baht)	Actual 2010 (2553)	PROPOSED 2011 (2554)
1.FY Net Profit/(Loss)		
• Company only	263,222,450	130,083,854
• Consolidated	(51,105,291)	550,369,093
2. Total No. of shares	1,350 million	1,350 million
3. Dividend Payment /share	Baht 0.05	Baht 0.15
4.Total Dividend Payment	67,500,000	202,500,000
5. % total FY Net Profit	25.6% of Company only or - 132.1% of Consolidated	155.7% of Company only or 36.8% of Consolidated

Additionally, please note that, in accordance with Clause 116 of the Public Companies Act (BE.2535) as well as Article No. 42 of the Company's Articles of Association, it is required that not less than 5% of the annual Net Profit (less any accumulated net loss, if any) must be allocated as 'legal reserves' until the total amount of accumulated 'legal reserves' is equal to not less than 10% of the registered capital of the Company. Thus, since the Company's total amount of 'legal reserves' is currently already equal to the 10% limit as required; the Company does NOT have to allocate any additional amount to its accumulated 'legal reserves' at this time.

Therefore, the Board of Directors deem it appropriate to propose, for approval at this AGM, that that an appropriation be made from the total FY/2011 Net Profit and the unallocated accumulated amount of net profit on hand, in order to be allocated in making a dividend payment equal to Baht 0.15 per share (amounting to a total of Baht 202.5 million) to those Shareholders whose names appear on the Company's share register as at Wednesday, May 2, 2012, which will be the record date of those Shareholders who are entitled to receive a dividend payment. The share register will be close on Thursday, May 3, 2012 so that a list of such Shareholders can be compiled in accordance with Clause 225 of the Securities Act; and actual payment of this proposed dividend is to be made on May 22, 2012.

There were some comments and questions as follows.

- **Mr. Supoj Eauchailertkul (Shareholder) :** Last year's dividend payment was made from accumulated Net Loss and was not able to be used as a tax credit; but for this year can the dividend payment be used as a tax credit ? In fact, the Company has a considerable amount of accumulated Net Profit for which a 30% corporate tax has already been paid; this amount should be used to make dividend payment.

Mr. Ronnachit Mahattanapruet : We will look into the details of this, and will do whatever is to the best benefit of our Shareholders.

- **Mr. Supoj Eauchailertkul :** The new hotels are great; I would like to see coupons for these be sold to Shareholders at special discounted rates.

Mr. Suthikiati Chirathivat : The Company's policy to maximize its profit as far as possible for the benefit of our Shareholders; thus if large discounts are given, then the Net Profit will be reduced. However, the Company does sell coupons for its hotels, with a 40 – 50% discount, as advance sales for the 'low season', which marketing campaigns take place 3 – 4 times a year and are for the general public.

- **Mr. Supoj Eauchailertkul :** If the Company needs funds for further new investments, I propose that dividends be paid in the form of 'dividend stock'.

Mr. Suthikiati Chirathivat : The Company will take this into consideration for the future.

- **Mr. Samaart Sae Oong (Shareholder) :** I agree that the Company should use the cash for making dividend payments. As for the coupons, I myself have received some from the Centara hotels but I was not able to use them despite their not being expired

Mr. Suthikiati Chirathivat : There should be no problem if the coupons have not expired. So, please can you give further details to our officials, who will look into the matter for you.

RESOLUTION : The Meeting considered and approved the appropriation and allocation of the Net Profit for FY/2011, as proposed, with the following vote count :

- | | |
|-----------------|--|
| • For : | 899,729,159 votes ** (equal to 94.07%) |
| • Against : | none |
| • Abstentions : | 56,725,075 votes ** (equal to 5.93%) |

**** Note :** During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.

Agenda Item No. 5 :

Consideration for election new Directors of the Company to replace those due for retirement by rotation.

The Meeting Chairman reported to the Meeting that, in accordance with the Company's Articles of Association as well as the Public Companies Act, one third of the Company's Directors is required to retire, with those Directors with the longest tenure being the first to retire, whereby these Directors retiring by rotation may be re-elected as the Company's Director for another term. Currently, there is a total of 12 Directors of the Company, from which one third of must retire, with those having the longest tenure will be the first to retire by rotation; whereby this year those Directors who are due to retire are :

1. Mr. Suthichart Chirathivat
2. Mr. Prin Chirathivat
3. Mr. Bhisit Kuslasayanon
4. Mr. Vichien Tejapaibul

Therefore, based upon recommendations of the Nomination & Compensation Committee, the Board of Directors propose, for approval, that the following persons be re-elected as Directors of the Company :

- | | |
|-------------------------------|--|
| 1. Mr. Suthichart Chirathivat | Director |
| 2. Mr. Prin Chirathivat | Director and Member of the
Nomination & Compensation Committee |
| 3. Mr. Bhisit Kuslasayanon | Independent Director (1),
Chairman of the Audit Committee, and Member of the
Nomination & Compensation Committee |
| 4. Mr. Vichien Tejapaibul | Independent Director (1) and Member of the
Nomination & Compensation Committee |

(1)Note : The Company has established the qualifications for an Independent Director that are stricter than those defined by the SEC and SET, whereby details are given on pages 101 -102 of the 2011 Annual Report (Attachment 2)

Detailed biographies of the above 4 persons were sent to Shareholders together with the Notice of this AGM. Further, as both Mr. Bhisit Kuslasayanon and Mr. Prin Chirathivat, are among those Directors required to retire by rotation at this time and, thus, have a vested interest in this matter, they will temporarily excuse themselves from the meeting room till the completion of the voting for this Agenda Item.

There were no questions or comments from any Shareholder, the Meeting Chair, therefore, asked that the voting take place.

RESOLUTION: *The Meeting considered and voted that these abovementioned 4 nominees, as proposed, with the following respective vote counts for each nominee:*

1. **Mr. Suthichart Chirathivat**
 - For : 901,328,634 votes ** (or 94.24%)
 - Against : none
 - Abstentions: 55,125,600 votes ** (or 5.76%)
2. **Mr. Prin Chirathivat**
 - For : 901,328,634 votes ** (or 94.24%)
 - Against : none
 - Abstentions: 55,125,600 votes ** (or 5.76%)
3. **Mr. Bhisit Kuslasayanon**
 - For : 901,328,634 votes ** (or 94.24%)
 - Against : none
 - Abstentions: 55,125,600 votes ** (or 5.76%)
4. **Mr. Vichien Tejapaibul**
 - For : 901,328,634 votes ** (or 94.24%)
 - Against : none
 - Abstentions: 55,125,600 votes ** (or 5.76%)

*** Note : During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.*

Agenda Item No. 6 :

Consideration for approval, the remuneration and compensation to be paid to the Directors of the Company for 2012

The Meeting Chairman proposed, for consideration and approval, the monetary remuneration and compensation to be paid to the Company's Directors and to members of various Board Committees for 2012 at a total amount of not more than Baht 7.0 million (equal to that for 2010) as recommended by the Nomination & Compensation Committee; whereby this recommendation is based on assessments of comparable total amount of remuneration and compensation of other organisations within the same industry sector as well as of other listed companies. Details are as follows :

Categories of proposed monetary remuneration and compensation	Actual 2010 (Baht)	PROPOSED for 2011 (Baht)
1. Quarterly Retainer Fees (per Quarter)		
• Chairman of the Board	50,000	55,000
• Directors	37,500	42,000
2. Board Meetings (per meeting)		
• Chairman	25,000	27,500
• Directors	20,000	23,500
3. Executive Board Meetings (per meeting)		
• Chairman	-	25,000
• Directors	-	20,000
4. Audit Committee Meetings (per meeting)		
• Chairman	25,000	27,500
• Director Members	24,000	25,000
5. Nomination & Compensation Committee (per meeting)		
• Chairman	17,000	25,000
• Director Members	16,000	20,000
Total Amount of Remuneration and Compensation for the Directors to be not more than	7,000,000	7,000,000

There
comments and questions as follows :

were

- **Mr. Basant Kumar Dugar (Shareholder) :** I recommend that the Company should cease to use this 'total amount method' as a means to define the annual remuneration and compensation for Directors, but should use a percentage of the Net Profit as a criteria for such remuneration instead - whereby a 5% of the annual Net Profit would seem appropriate. Furthermore, I notice that 2 of the Directors due to retire by rotation this year, namely Mr. Bhisit Kuslasayanon and Mr. Vichien Tejapaibul, do not own any shares in CENTEL. So I recommend that, perhaps, they should – even a small amount, so as to be an additional motivation for them in carrying out their responsibilities.

Mr. Suthikiati Chirathivat (The Chairman) : Thank you Mr. Dugar, for your kind recommendation and comments, which the Company will take into consideration. As for the 2 Directors owning shares in CENTEL, I think that it is more of a personal right and matter for them to consider.

RESOLUTION: The Meeting considered and approved the total amount of remuneration and compensation to be paid to Directors for 2012 at a total of not more than Baht 7.0 million, as proposed, with the following vote count:

- For : 897,289,166 votes ** (or 93.81%)
- Against : 2,440,000 votes ** (or 0.26%)
- Abstentions : 56,725,075 votes ** (or 5.93%)

**** Note :** During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.

Agenda Item No 7 :

Consider and approve the appointment of the Company's authorised external auditors and determine the audit fee for the 2012 financial year.

The Meeting Chairman stated that after taking into consideration the assessment and recommendation of the Audit Committee, the Board of Directors deem it appropriate to propose, for approval, to the Meeting that the follow persons from the audit firm of PricewaterhouseCoopers ABAS Co. Ltd (PWC), be selected and appointed as the authorised external auditor(s) for the Company and its Subsidiaries for the 2012 financial year:

1. Mrs. Nattaporn Phan-Udom CPA No. 3430, or

2. Mr. Paiboon Tankul
3. Ms. Sakuna Yaemskul

CPA No. 4298, or
CPA No. 4906,

All of the above persons are completely independent of and have no vested interests in regards to or with the Company and/or its Subsidiaries, the Management group, the majority Shareholders group, or any party that is connected with these mentioned Parties whatsoever.

Further, the Board of Directors deem it appropriate to propose, for approval, to the meeting that the audit fee for 2012 be set at Baht 1,447,000 (a 4.5% decrease compared to last year); whereby this will be the first year that PricewaterhouseCoopers ABAS Co. Ltd. will be the authorised external auditor of the Company and its 24 Subsidiaries as well as of the 2 Property Funds.

There were NO comments and questions from Shareholders, the Meeting Chairman, therefore, asked for voting to take place.

RESOLUTION: *The Meeting considered and approved the appointment of the authorised external auditors of the Company and the amount of annual audit fee, as proposed by the Board of Directors based upon the recommendations of the Audit Committee, with the following vote count .*

- For : 897,729,166 votes ** (or 94.07%)
- Against : none
- Abstentions : 56,725,075 votes ** (or 5.93%)

*** Note : During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.*

Agenda Item No. 8 :

Consideration to DECREASE the registered capital of the Company - by 230,800,000 shares (with a par value of Baht 1.00 per share) - from Baht 1,580,800,000 to Baht 1,350,000,000 by deleting the as yet unsold ordinary shares of the Company.

The Meeting Chair stated to the Meeting that the Company was previously authorised, by an Extraordinary Shareholders Meeting (EGM No.1/2006 (2549) held on June 21, 2006, to increase its registered capital through the issue of not more than an additional 170,000,000 ordinary shares to be offered to the general public and allocation of not more than 60,800,000 of these new ordinary shares for use in meeting shares redemption by holders of the Company's warrants. Since, the timing was not appropriate to make the offer for sale of these new ordinary shares, there is still a total of 230,800,000 ordinary shares (with a par value of Baht 1.00 per share) that were to be offered to the general public within a period of 1 year after the EGM's approval, remaining unsold.

Therefore, the Board of Directors have considered the matter and deem it appropriate to propose, for approval, at this AGM that the total registered capital of the company be decreased from the current total registered capital of Baht 1,580,800,000 to be Baht 1,350,000,000 though deleting the total of 230,800,000 new ordinary shares (with a par value of Baht 1.00 per share), that still remain unsold at this time,

There were NO comments and questions from Shareholders the Meeting Chairman, therefore, asked for voting to take place :

RESOLUTION: *The Meeting considered and approved the decrease of the Company's total registered capital from Baht 1,580,800,000 to Baht 1,350,000,000 through deleting a total of 230,800,000 ordinary shares (with a par value of baht 1.00 per share) as proposed by the Board of Directors, with the following vote count .*

- For : 899,729,170 votes ** (or 94.07%) .
- Against : none
- Abstentions : 56,725,075 votes ** (or 5.93%)

*** Note : During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.*

Agenda Item No. 9 :

Consideration to amend Item 4 of the Articles of Association of the Company, so as to be in accordance with the approved decrease in the registered capital of the Company.

The Meeting Chair stated to the Meeting that in order to reflect the newly approved decrease in the total registered capital of the Company (as per Agenda Item 8 above), the Board of Directors propose, for approval, that Item 4 of the Articles of Association of the Company should be amended accordingly to read as follows:

• Total registered capital at	Baht 1,350,000,000	(-- Baht)
• Total number shares issued	1,350,000,000 shares	(-- shares)
• At a Par Value of	Baht 1.00	(-- Baht)
• Consisting of		
o Ordinary Shares	1,350,000,000 shares	(-- shares)
o Preferred Shares	none	(--)

There were comments and questions as follows :

- **Mr. Thongchai Lakanavisit (Shareholder) :** In decreasing the registered capital through reducing the total number of shares, will this mean increased dividend payments ?

Mr. Ronnachit Mahattanapruet : This decrease in registered capital reduces the total of number of registered shares; but the total number of shares sold, paid up and outstanding still remains the same as before. Thus, dividends payment will remain the same as before.

RESOLUTION: *The Meeting considered and approved, the amendment of Item 4 of the Company's Articles of Association, as proposed by the Board of Directors, with the following vote count .*

• For :	899,729,123 votes ** (or 94.07%)
• Against :	48 votes ** (or 0.00%)
• Abstentions :	56,725,075 votes ** (or 5.93%)

**** Note :** *During the course of the AGM, additional Shareholders turned up to attend the Meeting, thus resulting in variations between the total number of votes exercised for each respective Agenda Item being considered.*

Agenda Item No. 10 :

Consideration of Other Matters.

There were comments and questions as follows :

- **Mr. Rittichai Yibcharoenporn (Shareholder) :** As I previously asked the Chairman earlier on : 'what was done to achieve the great performance results' and the Chairman kindly replied that investments were made in various new hotel projects; it seems to me that in making such investments should the tourism and travel industry turn out to be bad, it would be more of a financial burden for the Company. Therefore, I would like to ask further what marketing actions were taken in order to successfully overcome the challenges from this industry?

Mr. Suthiklati Chirathivat (The Chairman) : The success in our hotels management is achieved by focusing on the key important European tourists source markets. At the same time, we are also presently expanding into the various Asia source markets, in order to diversify the risks in case there are some negative factors arising in the European markets. Also each respective hotel has a different marketing focus.

Further, by implementing our key 'asset light' strategy through having more focused on hotels management services, it involves less investment on our part and we recognised as revenues only the profits from the management fees charge. While the sales for the hotels belongs to the property owners, who also benefit from our services relating to purchase of goods at better prices by combining their requirements with our own purchases.

- **Mr. Rittichai Y. :** In the hotels management services, do we need to supply cash funds for the property owners or not ?

Mr. Suthikiati Chirathivat (The Chairman) : The hotels management services does not involve cash. We help the property owners to make more effective use of their own cash, and we recommend sources of finance them in order to reduce their costs. We also recommend purchasing goods from suppliers together with us in order to obtain better prices; but all decisions are made by the property owners themselves.

- **Ms. Somying Polprasit (Shareholder)** : I would like to ask the Chairman of the Board what proactive and reactive management strategies do you have in being well-prepared to meet the opportunities and challenges that will result from the establishment of the AEC in 2015?

Mr. Suthikiati Chirathivat (The Chairman) : Three years from now the services industry will benefit considerably from the establishment of the AEC. We are already well-prepared in having hotels with our management services in the Philippines, Vietnam, Indonesia (Bali) – which will be advantageous in being able to move around hotels staff. In all, we will acquire more benefits from this event.

As there were no more questions or comments from the attendees or any other matters to be considered, the Meeting Chairman thank all the Shareholders for their valuable time in attending this AGM and declared the Meeting adjourned at 16:30 hrs.

The Chairman of the Board of Directors

Mr. Suthikiati Chirathivat


Minutes of the AGM No.1/2012 taken by

Secretary to the AGM 1/2012

Mrs Paranee Galviroj

Mr. Ronnachit Mahattanapreut

Agenda No.5: To approve the appointment of re-election directors whose tenures have ended for the year 2013**1. Mr. Suthikiati Chirathivat**

Position	<ul style="list-style-type: none"> Chairman of The Board 	
Date of Birth	<ul style="list-style-type: none"> 22 March 1942 	
Age	<ul style="list-style-type: none"> 70 years 	
Starting date of directorship	<ul style="list-style-type: none"> 12 December 1993 	
Service Term	<ul style="list-style-type: none"> 1st term: 12 December 1993 – 24 April 1995 2nd term: 24 April 1995 – 27 April 1998 3rd term: 27 April 1998 – 26 April 2001 4th term: 26 April 2001 – 22 April 2004 5th term: 22 April 2004 – 26 April 2007 6th term: 26 April 2007 – 26 April 2010 7th term: 26 April 2010 – 2013 AGM 	
% Shareholding in the Company	<ul style="list-style-type: none"> 37,123,646 shares (or 2.75% of paid up shares) 	
Education	<ul style="list-style-type: none"> Honorary PhD in Business Administration Program, Dhurakij Pundit University Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University Honorary PhD in Mass Communications, Ramkamhaeng University M.A. (Political Science), Ramkamhaeng University B.A. (Political Science), Ramkamhaeng University Diploma in Mechanical Engineering, South West Essex Technical Collage, U.K. National Defense College, The Joint State - Private Sectors Course, Class 1 National Defense College, The Modern Management Course, Class 1 	
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> 2008, Director Accreditation Program (DAP) 	
Experience	<ul style="list-style-type: none"> Assistant Manager, Central Trading Co., Ltd. Assistant General Manager, Central Department Store Co., Ltd. Heads of Political Science Association, Ramkamhaeng University and Committee of Ramkamhaeng University Council The Founder and Head of Thai Retails Association, Thai Retails Association Advisor to The Minister of Tourism and Sports, Ministry of Tourism and Sports One of the Founding Members importer and owner in usage of barcodes in Thailand, Central Ladprao Shopping Complex project 	
Other Current Positions		
- Listed Company	<ul style="list-style-type: none"> Chairman Executive Committee, Post Publishing Director, Central Pattana Plc. 	
- Non Listed Company	<ul style="list-style-type: none"> Vice Chairman of Supervisory Board, Central Group of Companies Co., Ltd. Director, Post International Media Co., Ltd. Director, Post – ACP Co., Ltd. Director, Post – IM Plus Co., Ltd. Director, Thai Tourism Industry Association 	
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> -None- 	
Meeting Attendance in 2012		
- The Board of Director's meetings	<ul style="list-style-type: none"> 5/5 	

2. Mr. Sudhitham Chirathivat


Position	<ul style="list-style-type: none"> • Director • Nomination and Compensation Committee Member
Date of Birth	<ul style="list-style-type: none"> • 30 October 1947
Age	<ul style="list-style-type: none"> • 65 years
Starting date of directorship	<ul style="list-style-type: none"> • 24 April 2003
Service Term	<ul style="list-style-type: none"> • 1st term: 24 April 2003 – 22 April 2004 • 2nd term: 22 April 2004 – 26 April 2007 • 3rd term: 26 April 2007 – 26 April 2010 • 4th term: 26 April 2010 – 2013 AGM
% Shareholding in the Company	<ul style="list-style-type: none"> • 13,977,754 shares (or 1.04 % of paid up shares)
Education	<ul style="list-style-type: none"> • MBA (Operations Research), Lona University, USA • Bachelor degree of Electrical Engineering, University of Maryland (College Park), USA • National Defense College, The Joint State - Private Sectors Course, Class 13
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2003, Director Certification Program (DCP)
Experience	<ul style="list-style-type: none"> • Director, The Thai Chamber of Commerce • President, Rotary Club Bangkhen • Chairman, Coffee Partners Co., Ltd. (Starbucks-Thailand) • President and Founder, Thai Shopping Center Association • Managing Director and Chief Executive Officer, Central Pattana Plc. • Advisory, The Ministry of Commerce
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Director, Central Pattana Plc. • Vice Chairman, Robinson Department Store Plc. • Chairman, Jasmine International Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Executive Chairman, Central Group of Companies Co., Ltd. • Chairman, Earth Care (Thailand) Co., Ltd. • Director, The Vintage Club Co., Ltd.
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • -None-
Meeting Attendance in 2012	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5
- Nomination and Compensation Committee's meeting	<ul style="list-style-type: none"> • 4/4

3. Mr. Sudhisak Chirathivat

Position	<ul style="list-style-type: none"> • Director
Date of Birth	<ul style="list-style-type: none"> • 8 September 1945
Age	<ul style="list-style-type: none"> • 67 years
Starting date of directorship	<ul style="list-style-type: none"> • 24 April 2003
Service Term	<ul style="list-style-type: none"> • 1st term: 24 April 2003 – 22 April 2004 • 2nd term: 22 April 2004 – 26 April 2007 • 3rd term: 26 April 2007 – 26 April 2010 • 4th term: 26 April 2010 – 2013 AGM
% Shareholding in the Company	<ul style="list-style-type: none"> • 22,055,095 shares (or 1.63% of paid up shares)
Education	<ul style="list-style-type: none"> • B.A. (Mathematic), St. John Fisher College, USA
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2007, Director Accreditation Program (DAP), Director Certification Program (DCP)
Experience	<ul style="list-style-type: none"> • President, Central Marketing Group Co., Ltd. • Managing Director, Central Garment Factory Co., Ltd. • Managing Director, Prin Inter Trade Co., Ltd.
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Chairman, Robinson Department Store Plc. • Director, Central Pattana Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Director of Supervisory Board, Central Group of Companies Co., Ltd. • Director, Central Garment Factory Co., Ltd. • Director, Central Retail Corporation Ltd. • Director, Harn Chiangmai Department Store Ltd. • Director, Central Trading Co., Ltd.
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • -None-
Meeting Attendance in 2012	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5



4. Mr. Kanchit Bunajinda

Position	<ul style="list-style-type: none"> • Independent Director • Audit Committee Member 	
Date of Birth	• 13 November 1967	
Age	• 45 years	
Starting date of directorship	• 24 April 2006	
Service Term	<ul style="list-style-type: none"> • 1st term: 24 April 2006 – 26 April 2007 • 2nd term: 26 April 2007 – 26 April 2010 • 3rd term: 26 April 2010 – 2013 AGM 	
% Shareholding in the Company	• -None-	
Education	<ul style="list-style-type: none"> • Kellogg Graduate School Management Northwestern University Exchange Programme, Sasin Graduate Institute of Business Administration, Chulalongkorn University • MBA (Finance and International Business) Sasin Graduate Institute of Business Administration, Chulalongkorn University • Bachelor degree of Civil Engineering Chulalongkorn University 	
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2009, Director Luncheon Briefing (DLB), Monitoring of the Quality of Financial Reporting (MFR), Monitoring the Internal Audit Function (MIA), Monitoring the System of Internal Control and Risk Management (MIR) • 2006, Audit Committee Program (ACP) • 2005, Director Accreditation Program (DAP) • 2003, Director Certification Program (DCP) 	
Experience	<ul style="list-style-type: none"> • Deputy Managing Director/Private Equity (An affiliate of Lombard Investment Inc.) • Senior Vice President, Heading the Finance Institutions group and the Mergers and Acquisition practice, Merrill Lynch - Phatara Securities Co., Ltd. (Currently: Phatara Securities Co., Ltd.) 	
Other Current Positions		
- Listed Company	<ul style="list-style-type: none"> • Audit Committee Member, True Vision Plc. • Director, Central Pattana Plc. • Director, Robinson Department Store Plc. 	
- Non Listed Company	• Alternate Director, Asian Corporate Governance Association Limited, Hong Kong	
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	• -None-	
Meeting Attendance in 2012		
- The Board of Director's meetings	• 5/5	
- Audit Committee's meeting	• 4/4 *	

* Mr. Kanchit Bunajinda was appointed on May 14, 2012

Information regarding to appointed

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- **Not** being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary
- **Not** being a professional service provider (i.e. auditor or legal advisory)
- **Not** having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

For consideration of Agenda 6: To approve and fix the directors' remunerations for the year 2013**I. Monetary Remuneration**

Remuneration	Remuneration (Baht)	
	2012	2013
1. Quarterly Remuneration (Baht/Quarter)		
- Chairman	55,000	55,000
- Director	42,000	42,000
2. Meeting allowance for the Board of Director (Baht/Attendance)		
- Chairman	27,500	27,500
- Director	23,500	23,500
3. Meeting allowance for the Executive Director (Baht/Attendance)		
- Chairman	25,000	25,000
- Director	25,000	25,000
4. Meeting allowance for the Audit Committee (Baht/Attendance)		
- Chairman	27,500	27,500
- Director	25,000	25,000
5. Meeting allowance for the Nomination & Compensation Committee (Baht/Attendance)		
- Chairman	25,000	25,000
- Director	20,000	20,000
Proposal for shareholders approval	7,000,000	7,000,000

II. Other Remunerations

The Company provides meal allowance at the outlets to Board of Director at the amount 80,000 Baht

Articles of Association in relation with the shareholder's Meeting

1. Calling of the Shareholders Meeting

Clause 33:

The board of directors shall hold a shareholder meeting as the annual ordinary meeting within 4 months from the ending day of the company's account year period cycle.

Other meetings than the aforesaid shall be called "extraordinary meetings", and the board of directors may summon a shareholder meeting as an "extraordinary meeting" at any time as it may see fit or a number of shareholders whose shares total not less than one fifth of the number of all the distributed shares or not fewer than 25 shareholders whose shares total not less than one tenth of the number of all the distributed shares, subscribing their names, may make a written request that a shareholder meeting be held as an extraordinary meeting at any time but must clearly state the reason for requesting that the meeting be summoned in the said letter. The board of directors must hold the meeting within 1 month from the date of receipt of the letter from the shareholders.

Clause 34

In summoning shareholder meeting the board of directors must make a written notice of meeting appointment stating the place, the day, the time, the agenda and the matter to refer to the meeting together with reasonable details by clearly stating whether it is a matter for information, for approval or for consideration as the case may be, including the opinion on the said matter of the board of directors, and also send it for the information of the shareholders and the registrar not less than 7 days before the day of meeting and publish it in a newspaper for 3 successive days not less than 3 days before the day of meeting.

The location would be place of meeting under paragraph one must be in the locality where the head office is located or a locality in a nearby province, unless the board of directors has otherwise prescribed in the notice of meeting appointment.

2. The Quorum

Clause 35

At the shareholder meeting there must be present not fewer than 25 Shareholders and shareholder proxies (if any) or not less than one half of the number of all the shareholders and a total not less than one third of the number of all the distributed shares must be counted in order to form a quorum.

In the case where it appears that at any shareholder meeting, when one hour has elapsed behind the appointed time, the number of the shareholders who are present fails to procure such quorum as prescribed, if the shareholder meeting is one summoned an

account of shareholder's request, it shall be extinguished. If that shareholder meeting is not one summoned on account of shareholders' request, it shall be re-appointed, and the letter of meeting is not one summoned on account of shareholders' request, it shall be re-appointed, and the letter of meeting appointment shall be sent to the shareholders not less than 7 days before the date of meeting. At this latter meeting a quorum does not need to be procured.

3. Voting

Clause 36

In voting not a shareholder meeting whether by any method, one share shall be counted as one vote. The shareholder meeting's resolution shall consist of votes as follows:

- (1) In the usual case, the majority of votes of the shareholders who are present and vote at the meeting shall prevail. If votes are equal, the chairman of the meeting shall vote one more vote as the casting vote.
- (2) In the case of the amendment of articles of association, votes not less than three fourths of the number of all the votes of the shareholders who are present and the meeting and have the right to vote shall prevail:
- (3) Election of director will be complied with the following rules and method (as per clause 15)
 - (1) One shareholder has votes equal to one share per one vote.
 - (2) Each shareholder must use all the votes that he has under (1) to elect one person or several persons to be director or directors but may not share any part of the vote with any person.
 - (3) The persons getting the highest votes respectively downward are elected directors equal to the member that should exist or should be elected at that time. In the case where the persons who are elected in a next downward sequence have equal votes exceeding the number of directors that should exist or should be elected at that time, the person being the chairman shall be the user of the casting vote.

รายชื่อและรายละเอียดเกี่ยวกับกรรมการอิสระ
Name list and Details of Independent Directors

1. นายพิสิฐ กุศลไสยานนท์

(กรรมการอิสระ, ประธานกรรมการตรวจสอบ และกรรมการสรรหาและกำหนดค่าตอบแทน)

อายุ 71 ปี บ้านเลขที่ 24/2 ซอย ลาดพร้าว 44 แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้: ไม่มี

Mr. Bhisit Kuslasayanon

(Independence Director, Chairman of Audit Committee, Member of Nomination and Compensation Committee)

Age 71 years, residing at 24/2 Soi Ladprao 44, Samsennok, Huangkuang, Bangkok

Interest in the proposed agenda in the 2013 AGM: None

2. ดร. ชาญวิทย์ สุวรรณบุญ

(กรรมการอิสระ, ประธานกรรมการสรรหาและกำหนดค่าตอบแทน และกรรมการตรวจสอบ)

อายุ 60 ปี บ้านเลขที่ 49/10 ซอยโชคสมบัติ ถนนพุทธมณฑล สาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพมหานคร

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้: ไม่มี

Mr. Chanvitaya Suvarnapunya

(Independent Director, Chairman of Nomination and Compensation Committee, Member of Nomination and Compensation)

Age 60 years, residing at 49/10 Soi Choksombat, Budthamonthol Sai 1 Rd., Bangramad, Talingchan, Bangkok

Interest in the proposed agenda in the 2013 AGM: None

3. นายวิเชียร เตชะไพบูลย์

(กรรมการอิสระ, กรรมการตรวจสอบ และกรรมการสรรหาและกำหนดค่าตอบแทน)

อายุ 73 ปี บ้านเลขที่ 135 หมู่ที่ 1 ซอยอุเทน 1 ถนนนวมินทร์ แขวงคลองกุ่ม เขตบึงกุ่ม จังหวัด กรุงเทพมหานคร

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้: ไม่มี

Mr. Vichien Tejapaibul

(Independence Director, Member of Audit Committee and Member of Nomination and Compensation Committee)

Age 73 years, residing at 135, Moo 1, Soi Uthan 1, Navamin Rd., Klongkhum, Bungkhum, Bangkok

Interest in the proposed agenda in the 2013 AGM: None

4. นายครรชิต บุนะจินดา

(กรรมการอิสระ และกรรมการตรวจสอบ)

อายุ 45 ปี บ้านเลขที่ 68/109 ซอยรามคำแหง 164 แขวงมีนบุรี เขตมีนบุรี กรุงเทพมหานคร

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้: มีส่วนได้เสียในวาระที่ 5 พิจารณาแต่งตั้งกรรมการแทน กรรมการที่ออกตามวาระ

Mr. Kanchit Bunajinda

(Independent Director, Member of Audit Committee)

Age 45 years, residing at 68/109, Soi Ramkhamhaeng 164, Min Buri, Min Buri, Bangkok

Interest in the proposed agenda in the 2013 AGM: Conflict to agenda 5 - To approve the appointment of re-election directors whose tenures have ended for the year 2013

Documents required for attending the Shareholders Meeting

Those wishing to attend the Shareholders Meeting Should bring and show the following required documents, as applicable according to their status and situations as indicated.

1. Shareholders who are private persons

1.1 A Shareholder attending in person

- The original of any valid and officially issued identity document that includes of a photo, of the Shareholder – such as an ID card, a driver's license or passport

1.2 A Person attending as the authorised proxy of a shareholder

- A completed power of attorney form (as provided by the Company and attached to the invitation to attend the Shareholders Meeting), duly signed by the Shareholder and the Proxy, giving the attendee the right to attend, by proxy, on behalf of the Shareholder.
- A photocopy of any valid and officially issued identity documents that includes of a photo the Shareholder, duly signed by the Shareholder – such as an ID card, a driver's license or passport.
- The original of any valid and officially issued identity document, that includes of a photo, of the attendee – such as an ID card, a driver's license or passport.

2. Shareholders who is a juristic person

2.1 The authorised Representative of the Shareholder Company attending in person—unless the attendee is acting as a proxy for the Shareholder (as described in 2.2)

- The original of any valid and officially issued identity documents, that includes of a photo, of the attendee – such as an ID card, a driver's license or passport.
- A photocopy of the Juristic person/Company registration and MoC Affidavit of the Shareholder Company, attesting that the Shareholder Company is a properly registered juristic person and indicating the name of the attendee as an officially authorised representative of the Shareholder Company, duly signed by the attendee and affixed with the Company seal.

2.2 A person attending as the authorised proxy for a Shareholder Company

- A completed power of attorney form (as provided by the Company and attached to the invitation to attend the Shareholders Meeting), duly signed by the authorised signatory (s) and affixed with the seal of the Shareholder Company and the Proxy, giving the attendee the right to attend, by proxy, on behalf of the Shareholder Company.
- A photocopy of the Juristic person/Company registration and MoC Affidavit of the Shareholder Company, attesting that the Shareholder Company is a properly registered company and indicating the name of the authorised signatory (s) of the Shareholder Company, who has duly signed the power of attorney form any affixed with the Company seal.
- A photocopy of any valid and officially issued identity documents that includes of a photo of the authorised signatory (s) of the Shareholder Company, who has duly signed the power of attorney form- such as an ID card, a driver's license or passport.
- The original of any valid and officially issued identity documents that includes of a photo of the Proxy – such as an ID card, a driver's license or passport

3. Those shareholders who are not Thai citizens or Thai juristic persons, can attend the Shareholders Meeting and should observe the requirements as described in items 1 and 2 above as well as these points indicated below
- Documents indicating that the Shareholder Company is a properly registered juristic person can be those issued by the country of residence of the Shareholder Company or an official document issued by the Shareholder Company itself on its letterhead. Such documents should indicate the name and head office address of the juristic person or Company that is a shareholder, the name of the authorised representative and/or signatory (s) of the juristic person or Company and any limitations or constraints as a the official representative of the Company.
 - Any documents that is not written in English should have an accompanying English language translation, with the authorised representative of the Company or juristic person signing the translated version and confirming that the translated is correct and the same in content as the original foreign language document

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

- ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code
- เป็นผู้ถือหุ้นของ บริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)
being a shareholder of Central Plaza Hotel Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding the share in the amount of shares and the voting right equals to votes as follows
☐ หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares equal to voting right votes
- ขอมอบฉันทะให้
Hereby appoint

- (1) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code
- (2) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code
- (3) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2556 ในวันพฤหัสบดีที่ 25 เมษายน 2556 เวลา 14.30 น. ณ ห้องวิภาวดี บอลรูม บี ชั้นลิโอบบี้ โรงแรมเซ็นทาราแกรนด์ เซ็นทรัลพลาซ่า ลาดพร้าว กรุงเทพฯ เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือจะเปลี่ยนแปลงไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2013 Annual General Meeting of Shareholders to be held on Thursday 25 April 2013 at Vibhavadee Ballroom B, Lobby floor, Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin Road, Chatuchak, Bangkok or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
I/We Shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ ผู้มอบฉันทะ
Signature (.....) Proxy Grantor

ลงชื่อ ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

ลงชื่อ ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

ลงชื่อ ผู้รับมอบฉันทะ
Signature (.....) Proxy Holder

หมายเหตุ

Remarks:

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

เขียนที่
Written at
วันที่ เดือน พ.ศ
Date Month Year

1. ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

2. เป็นผู้ถือหุ้นของ บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)
being a shareholder of Central Plaza Hotel Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding the share in the amount of shares and the voting right equals to votes as follows

☐ หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares equal to voting right votes

3. ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 6)
Hereby appoint (May grant proxy to independent Director of which details as in Attachment 6)

(1) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

(2) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

(3) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2556 ใน
วันพฤหัสบดีที่ 25 เมษายน 2556 เวลา 14.30 น. ณ ห้องวิภาวดี บอลรูม บี ชั้นล็อบบี้ โรงแรมเซ็นทาราแกรนด์ เซ็นทรัลพลาซ่า ลาดพร้าว กรุงเทพฯ
เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2013 Annual General Meeting of Shareholders to be held on
Thursday 25 April 2013 at Vibhavadee Ballroom B, Lobby floor, Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin
Road, Chatuchak, Bangkok or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We therefore would like to vote for each agenda item as follows:

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญครั้งที่ 1/2555 ซึ่งประชุมเมื่อวันที่ 23 เมษายน 2555</p> <p>Agenda Item 1: To ratify minute of the Annual General Meeting of Shareholders No.1/2011 held on April 23, 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 2: รับทราบผลการดำเนินงานของบริษัทในรอบปี 2555</p> <p>Agenda Item 2: To acknowledge the Company's performance for the Year 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 3: พิจารณานุมัติงบดุลและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2555 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To approve the audited financial statements for the year ended December 31, 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			

<div>รายการ</div> <div>Agenda Items</div>	<div>เห็นด้วย</div> <div>(เสียง)</div> <div>For (Votes)</div>	<div>ไม่เห็นด้วย</div> <div>(เสียง)</div> <div>Against (Votes)</div>	<div>งดออกเสียง</div> <div>(เสียง)</div> <div>Abstain (Votes)</div>
<p>ระเบียบวาระที่ 4: พิจารณาอนุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2555</p> <p>Agenda Item 4: To approve the dividend payment from performance for the year 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ</p> <p>Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2013</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p> <p><input type="checkbox"/> เลือกกรรมการทั้งหมด</p> <p>Vote for all the nominated candidates as a whole</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล</p> <p>Vote for an individual nominee</p> <p>(5.1) นายสุทธิเกียรติ จิราธิวัฒน์</p> <p>Mr. Suthiklati Chirathivat</p> <p>(5.2) นายสุทธิธรรม จิราธิวัฒน์</p> <p>Mr. Sudhitham Chirathivat</p> <p>(5.3) นายสุทธิศักดิ์ จิราธิวัฒน์</p> <p>Mr. Sudhisak Chirathivat</p> <p>(5.4) นายครรชิต บุนะจินดา</p> <p>Mr. Kanchit Bunajinda</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 6: พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2556</p> <p>Agenda Item 6: To approve and fix directors' remuneration for the year 2013</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 7: พิจารณาแต่งตั้งผู้ตรวจสอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2556</p> <p>Agenda Item 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2013</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 8: พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 8: To consider other business (if any)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้, หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หมายเหตุ Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแบบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form B.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

The proxy of the shareholder of Central Plaza Hotel Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันที่ 25 เมษายน 2556 เวลา 14.30 น. ณ ห้องวิภาวดี บอลรูม บี ชั้นล็อบบี้ โรงแรมเซ็นทรัลพลาซา ลาดพร้าว กรุงเทพฯ เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่อาจเลื่อนไปในวัน เวลา และสถานที่อื่น

In the 2013 Annual General Meeting of Shareholders to be held on 25 April 2013 at Vibhavadee Ballroom B, Lobby floor, Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin Road, Chatuchak, Bangkok or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่

เรื่อง.....
Agenda Item: Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เห็นด้วย

For

☐ ไม่เห็นด้วย

Against

☐ งดออกเสียง

Abstain

ระเบียบวาระที่

เรื่อง.....
Agenda Item: Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เห็นด้วย

For

☐ ไม่เห็นด้วย

Against

☐ งดออกเสียง

Abstain

ระเบียบวาระที่

เรื่อง.....
Agenda Item: Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เลือกกรรมการทั้งหมด

Vote for all the propose nominees as a whole

☐ เลือกกรรมการตามรายบุคคล

Vote for an individual nominee

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
(2.1)			
(2.2)			
(2.3)			
(2.4)			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หนังสือมอบฉันทะ แบบ ค (สำหรับผู้ถือหุ้นต่างประเทศที่แต่งตั้งผู้ถือหุ้นในประเทศไทยเท่านั้น)
PROXY Form C (For foreign shareholders who have custodians in Thailand only)

สิ่งที่แนบมาด้วย 8

Attachment No. 8

อากรแสตมป์ 20 บาท

Duty Stamp Baht 20

เขียนที่

Written at
วันที่ เดือน พ.ศ.
Date Month Year

- 1 ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code
- 2 เป็นผู้ถือหุ้นของ บริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)
being a shareholder of Central Plaza Hotel Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding the share in the amount of shares and the voting right equals to votes as follows
☐ หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares equal to voting right votes

3. ขอมอบฉันทะให้ (สามารถมอบให้กรรมการอิสระ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 6)
Hereby appoint (May grant proxy to independent Director of which details as in Attachment 6)
- (1) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code
- (2) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code
- (3) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age Years
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2556 ในวันพฤหัสบดีที่ 25 เมษายน 2556 เวลา 14.30 น. ณ ห้องวิภาวดี บอลรูม บี ชั้นล็อบบี้ โรงแรมเซ็นทาราแกรนด์ เซ็นทรัลพลาซ่า ลาดพร้าว กรุงเทพฯ เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือจะเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at the 2013 Annual General Meeting of Shareholders to be held on Thursday 25 April 2013 at Vibhavadee Ballroom B, Lobby floor, Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin Road, Chatuchak, Bangkok or on the date and at the place as may be postponed or changed.

- 4 ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote.
- ☐ มอบฉันทะบางส่วน คือ หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Grant partial shares of Ordinary share Shares, Entitled to voting right votes

- 5 ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We therefore would like to vote for each agenda item as follows:

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญครั้งที่ 1/2555 ซึ่งประชุมเมื่อวันที่ 23 เมษายน 2555</p> <p>Agenda Item 1: To ratify minute of the Annual General Meeting of Shareholders No.1/2011 held on April 23, 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 2: รับทราบผลการดำเนินงานของบริษัทในรอบปี 2555</p> <p>Agenda Item 2: To acknowledge the Company's performance for the Year 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 3: พิจารณานุมัติงบดุลและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2555 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To approve the audited financial statements for the year ended December 31, 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 4: พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2555</p> <p>Agenda Item 4: To approve the dividend payment from performance for the year 2012</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ</p> <p>Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2013</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p> <p><input type="checkbox"/> เลือกกรรมการทั้งหมด Vote for all the nominated candidates as a whole</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล Vote for an individual nominee</p> <p>(5.1) นายสุทธิเกียรติ จิราธิวัฒน์ Mr. Suthikiat Chirathivat</p> <p>(5.2) นายสุทธิธรรม จิราธิวัฒน์ Mr. Sudhitham Chirathivat</p> <p>(5.3) นายสุทธิศักดิ์ จิราธิวัฒน์ Mr. Sudhisak Chirathivat</p> <p>(5.4) นายครรชิต บุนะจินดา Mr. Kanchit Bunajinda</p>			
<p>ระเบียบวาระที่ 6: พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2556</p> <p>Agenda Item 6: To approve and fix directors' remuneration for the year 2013</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows.</p>			
<p>ระเบียบวาระที่ 7: พิจารณาแต่งตั้งผู้ตรวจสอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2556</p> <p>Agenda Item 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2013</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 8: พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 8: To consider other business (if any)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			

6. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

7. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
I/We Shall be fully liable for any action taken by the proxy holder at the meeting

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หมายเหตุ
Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝาก และดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each With the voting right in respect of a certain portion of shares.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

5. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค

Attachment of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)

The proxy of the shareholder of Central Plaza Hotel Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันที่ 25 เมษายน 2556 เวลา 14.30 น. ณ ห้องวิภาวดี บอลรูม บี ชั้นล็อบบี้ โรงแรมเซ็นทาราแกรนด์ เซ็นทรัลพลาซ่า ลาดพร้าว กรุงเทพฯ เลขที่ 1695 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่น

In the 2013 Annual General Meeting of Shareholders to be held on 25 April 2013 at Vibhavadee Ballroom B, Lobby floor, Centara Grand at Central Plaza Ladprao Bangkok, 1695 Phaholyothin Road, Chatuchak, Bangkok or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่

เรื่อง.....

Agenda Item:

Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เห็นด้วย

For

☐ ไม่เห็นด้วย

Against

☐ งดออกเสียง

Abstain

ระเบียบวาระที่

เรื่อง.....

Agenda Item:

Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เห็นด้วย

For

☐ ไม่เห็นด้วย

Against

☐ งดออกเสียง

Abstain

ระเบียบวาระที่

เรื่อง.....

Agenda Item:

Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy holder shall vote independently as to his/her consideration

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เลือกกรรมการทั้งชุด

Vote for all the propose nominees as a whole

☐ เลือกกรรมการตามรายบุคคล

Vote for an individual nominee

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
(2.1)			
(2.2)			
(2.3)			
(2.4)			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certified that the information contained in this Attachment to Proxy Form is complete and true

ลงชื่อ _____ ผู้มอบฉันทะ
Signature () Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature () Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature () Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature () Proxy Holder

**แบบฟอร์มลงทะเบียน
Registration Form**

ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality
ที่อยู่ _____

Address
เลขทะเบียนผู้ถือหุ้น _____
Shareholders' Registration No.

เป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)
being a shareholder of Central Plaza Hotel Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
holding the total amount of _____ shares
หุ้นสามัญ _____ หุ้น
ordinary share _____ shares

**การประชุมสามัญผู้ถือหุ้นประจำปี 2556
The 2013 Annual General Meeting of Shareholders
บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)
Central Plaza Hotel Public Company Limited**

วันพฤหัสบดีที่ 25 เมษายน พ.ศ. 2556 เวลา 14.30 น.
Thursday, 25th April 2013 at 14.30 hrs.

ณ ห้องวิภาวดี บอลรูม บี โรงแรมเซ็นทาราแกรนด์ เซ็นทรัลพลาซา ลาดพร้าว กรุงเทพฯ
At Vibhavadee Ballroom B, Centara Grand at Central Plaza Ladprao Bangkok

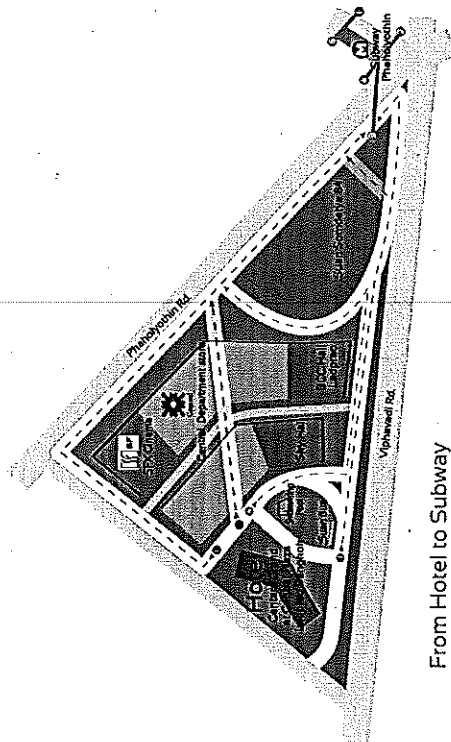
ข้าพเจ้า _____ เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น
I _____ shareholder or proxy holder of

บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน _____
Central Plaza Hotel Public Company Limited of which the identification number
ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
attend the above mentioned meeting

ลงชื่อ _____ ผู้เข้าประชุม
Sign _____ Meeting Attendant
()

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุมโปรดนำเอกสารชุดนี้มาด้วย
For your convenience, shareholders or proxy holders wishing to attend the meeting,
kindly bring this set of documents for registration

AT CENTRAL PLAZA
LADPRAO BANGKOK



Public Service

Office Building

- 1 Phaholyothin Police Station
- 2 Subway Phaholyothin
- 3 Subway Ladprao
- 4 Skytrain Mo-Chit
- 5 Bus Terminal
- 6 Elephant Building
- 7 Min. Of Public Health
- 8 TOT / CAT Telecom
- 9 IT Mall
- 10 TG Head Office
- 11 Sun Tower
- 12 The Board of Investment of Thailand (BOI)

Leisure

- ① Central Department Store Complex
 - Office Building
 - TOPS supermarket
 - SFX Cinema
 - Shopping Mall
 - ② Department of Export Promotion (DEP)
 - ③ Chatuchak Market (Open Daily)
 - ④ Flower Market (Wed & Thu)
 - ⑤ JJ Mall (Open daily)
 - ⑥ Or tor Kor, Open Daily (Fruit and Food Market)

Балд

- ☒ 7 Siam Commercial Bank (SCB)
☒ 8 Bangkok Bank
☒ 9 Thai Military Bank
☒ 10 ATM & Banks

प्रीति

- 21 Viphavadi Hospital
 22 Meyo Hospital
 23 Phiyathai Hospital
 24 Paolo Memorial Hospital

710665

- 3 Wat Boromiracha
Kanchanapisek Anusorn
- 4 Fruit Orchard
- 5 Ayudhya Province
-Bangsai Cultural Center
- 6 Dream World