

งคแจกของที่ระลึก



## หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2559

**Invitation to the 2016 Annual General Meeting of Shareholders**

## บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

**Central Plaza Hotel Public Company Limited**

ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14:30 น.

On Thursday, April 28, 2016 2:30 PM

ณ ห้อง Lotus Suite 5 - 7 ชั้น 22

At the Lotus Suite 5 -7 room, 22<sup>nd</sup> Floor

โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์

Centara Grand and Bangkok Convention Centre at CentralWorld

เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร

999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand



March 21, 2016

Subject: Invitation to the 2016 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.1/2015
2. 2015 Annual Report ( CD- ROM )
3. Profiles of the persons who proposed to be the Directors
4. Directors' Remuneration for the year 2016
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.1/2016 on Thursday 28 April 2016 at 14.30 hours at the Lotus Suite 5-7 room 22<sup>nd</sup> Floor, Centara Grand and Bangkok Convention Centre at Centralworld, 999/99 Rama 1 Road, Pathumwan , Bangkok to consider the agendas as follows.

**Agenda 1: To ratify minute of the Annual General Meeting of Shareholders No.1/2015 held on April 23, 2015**

Rationale:

The Annual General Meeting of Shareholders No.1/2015 was held on April 23, 2015 (Details as shown in Attachment No.1).

Board of Directors' recommendation:

The minute of the Annual General Meeting of Shareholders No.1/2015 should be ratified and approved as written.

**Agenda 2: To acknowledge the Company's performance for the Year 2015**

Rationale:

To report the Company's performance for the financial year that ended on December 31, 2015 to shareholders for acknowledgment (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 2015.

**Agenda 3: To approve the audited financial statements for the year ended December 31, 2015**

Rationale:

The consolidated financial statements for the year ended December 31, 2015, 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, 2015 which have been reviewed by the Audit Committee and have been audited by KPMG Poomchai Audit 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 2015**

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 1,105,649,558 and 1,675,676,000 respectively. Board of Directors considered that it is reasonable for approve dividend payment at the rate of Baht 0.50 per share or a total dividend payment of Baht 675 million (six hundred seventy-five million baht) Details of dividend payment are as follow:

Details	2014 Performance (Restated)	2015 Performance
1. Net Profit from consolidated financial statement	1,188,491,589	1,675,676,000
2. No. of shares	1,350,000,000 shares	1,350,000,000 shares
3. Dividend payment/share	Baht 0.40/share	Baht 0.50/share
4. Total dividend payment	Baht 540,000,000	Baht 675,000,000
5. Dividend payment ratio compared with Net Profit from consolidated financial statement	45.4% <sup>1</sup>	40.3% <sup>2</sup>

(1) Dividend payment ratio, which compare to net profit from separate financial statement in 2014 is 81.5 %

(2) Dividend payment ratio, which compare to net profit from separate financial statement in 2015 is 61.1 %.

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 2015 profit should be allocated as follows: Dividend payment of Baht 0.50 per share, totaling Baht 675 million (six hundred seventy-five million baht) to the shareholders whose names appear in the Share Register as of May 11, 2016. 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 12, 2016. The dividend payment shall be made on May 27, 2016.

**Agenda 5: To approve the appointment of re-election directors whose tenures have ended for the year 2016**

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 2016, there are three directors will be retired by rotation namely,

1. Mr. Suthikiati Chirathivat
2. Mr. Sudhisak Chirathivat
3. Mr. Sudhitham Chirathivat
4. Mr. Gerd Kurt Steeb

(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  |
| 2. Mr. Sudhisak Chirathivat   | Director  |
| 3. Mr. Sudhitham Chirathivat  | Director/ Nomination and Compensation Committee<br>Member/ Risk management and Corporate<br>Governance Committee Member |
| 4. Mr. Gerd Kurt Steeb        | Independent Director <sup>1</sup>   |

*Remark:* <sup>1</sup> 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 2015 on page 145 (*Attachment No.2*)

**Agenda 6: To approve and fix directors' remuneration for the year 2016**

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 2016**

Rationale:

For the consideration of appointing the authorized external auditors of the Company and determination of the audit fees for the financial year 2016, 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 KPMG Poomchai Audit Ltd., as the auditor of the Company and its subsidiaries to audit and express their opinion on the financial statements for the year 2016 namely,

- |                                   |                      |
|-----------------------------------|----------------------|
| 1. Ms. Somboon Supasiripinyo      | Certified No 3731 or |
| 2. Ms. Vannaporn Jongperadechanon | Certified No 4098 or |
| 3. Ms. Viphanan Patawanvivek      | Certified No 4795 or |
| 4. Ms. Marisa Tharathornbunpakul  | Certified No 5752 or |
| 5. Ms. Pattamawan Wattanakul      | Certified No 9832    |

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, KPMG Poomchai Audit Ltd. is the authorized auditor of the Company, 30 subsidiary companies and 1 property funds. The current authorized auditor is Ms. Boonsri Chotpaiboonpun (Certified No. 3756) who has been the Company's auditor since 2015 (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 2016 will not exceed Baht 1,885,000 (one million eight hundred eighty-five thousand Baht) which increasing 5 percent because of the increased scope of business expansion.

**Agenda 8: To consideration for approval, to extend the credit limit by revolving basis for issuing and offering debentures from Baht 5,000 million to 15,000 million baht.**

Rationale:

For the Annual General Meeting to consider and approve an additional amount of debentures as one of various financing alternatives in addition to bank loan to manage financing cost and to support the company's investment plan in the future.

Board of Directors' recommendation:

For benefits of the company to have various financing alternatives, the Board of Directors recommended to propose this agenda to the Annual General Meeting for consideration and



approval on the issuance and offering of debentures not exceeding Baht 15 billion consisting of the existing limit of Baht 5 billion approved by the Extraordinary General Meeting of Shareholders No.1/2009 and the additional limit of Baht 10 billion in order to support the company operation and future investment plan. The details are as follows:

1)	Type of debentures	: Various types of debentures (excluding convertible debenture or debentures that have option to convert into common equity)
2)	Claim	: Subordinated or non-subordinated
3)	Bondholder representative	: With or without bondholder representative
4)	Denomination(s)	: In Thai Baht and/or US Dollar and/or other foreign currency denomination(s)
5)	Total authorized value	: Not more than Baht 15,000 million in total, or the same equivalent total authorized value in US Dollar and/or any other foreign currency(s). The authorized value includes outstanding debentures issued by the Company which are not matured or redeemed.
6)	Offering terms	: Debentures can be offered locally and/or in oversea market(s) and/or public offering and/or private placement and/or institutional investor/high net worth in accordance with the rules and regulations established by the Securities and Exchange Commission Thailand (SEC) and/or other regulations related to debentures offering; whereby these debentures can be offer in one total or partial and/or set offering and/or in various lots and/or revolving basis.
7)	Tenor	: Not more than 10 (ten) years
8)	Interest rate	: As deemed appropriate depending upon the prevailing market condition at time of each issuance and offering of debentures
9)	Repayment of the principal amount	: Amortization or bullet repayment
10)	Right of the Company to redeem or repurchase (Call option)	: The Company may add condition to reserve the right to prematurely redeem and/or buy back these debentures before their maturity date
11)	Rights of the holders to redeem prior maturity (Put Option)	: The Company may offer the right to debenture holders to redeem these debentures prior to their maturity date, with terms & condition to be set accordingly
12)	Debenture repurchase	: The Company may repurchase its outstanding debentures from secondary market at any time before maturity date
13)	Debenture registration	: The Company may register these debentures with the Thai Bond Market Association and/or other bond secondary market
14)	Secondary Market	: Debentures issued by the Company can be traded with licensed dealers such as commercial banks, securities firms and other authorized entity or other secondary market as applicable.

In the event that the debentures are redeemed for whatsoever reasons including repurchasing of these debentures, which results in the reduction of the outstanding debenture principal, then the Company may issue and offer additional debentures provided that total value of the outstanding debenture principal shall not exceed total authorized value approved by the Meeting. (On Revolving Basis)

In this regard, the Executive Board empowered by the Board of Directors or the Person empowered by the Executive Board will be authorized to

- determine pricing, period of offering, placement method and other related conditions, adjustment in terms & conditions of debentures approved by the AGM
- appoint financial advisor, underwriter, registrar and/or bondholder representative

- undertake any actions, decisions, negotiation and/or execution of any legal or commercial agreements including information submission to the SEC and the SET, credit rating agency and/or other organization related to the debenture issuance and offering
- undertake any other appropriate actions related to debenture issuance and offering

**Agenda 9: 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 24, 2016 and fixed the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange ACT on March 25, 2016.

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



## CENTRAL PLAZA HOTEL Pcl. (CENTEL)

### Minutes of the ANNUAL GENERAL SHAREHOLDERS MEETING (AGM) No.1/2015

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#### Date, Time & Venue of the AGM

The Annual General Shareholders Meeting (AGM) No.1/2015 of the CENTRAL PLAZA HOTEL Pcl. (CENTEL) was held at 14:30 hrs on Thursday April 23, 2015, at the Lotus Suite 5 – 7, Floor 22, Centara Grand and Bangkok Convention Centre at Central World, 9/999 Rama I road, Pathumwan, Bangkok 10330.

#### Board Directors present at the AGM

- |                                |   |
|--------------------------------|---|
| 1. Mr. Suthikiati Chirathivat  | Chairman of the Board   |
| 2. Mr. Suthichai Chirathivat   | Vice Chairman   |
| 3. Mr. Sudhitham Chirathivat   | Director, Member - Nomination & Compensation Committee, and Member - Risk Management and Corporate Governance Committee |
| 4. Mr. Bhisit Kuslasayanon     | Independent Director, Chairman - Audit Committee, and Member - Nomination & Compensation Committee                      |
| 5. Dr. Chamvitaya Suvarnapunya | Independent Director, Chairman - Nomination & Compensation Committee, and Member - Audit Committee                      |
| 6. Mr. Gerd Kurt Steeb         | Independent Director  |
| 7. Mr. Prin Chirathivat,       | Director, Member - Nomination & Compensation Committee, and Member - Risk Management and Corporate Governance Committee |
| 8. Mr. Sudhisak Chirathivat,   | Director  |
| 9. Mr. Thirayuth Chirathivat   | Chief Executive Officer (CEO), Director, and Member - Risk Management and Corporate Governance Committee                |

#### Board Directors excused from the AGM

- |                               |   |
|-------------------------------|---|
| 1. Mr. Suthichart Chirathivat | Director  |
| 2. Mr. Vichien Tejapaibul     | Independent Director, Member- Audit Committee, and Member - Nomination & Compensation Committee |

#### Advisors to the Board of Directors and Senior Executives attending the AGM

- |                                 |   |
|---------------------------------|---|
| 1. Professor Viroj Lowhaphandu  | Honorary Advisor to the Board of Directors          |
| 2. Mr. Dan Chinsupakkul         | Advisor to the Chairman                             |
| 3. Dr. Ronnachit Mahattanapruet | SVP Finance & Administration, and Company Secretary |

#### External Auditor attending the AGM

- |                                 |   |
|---------------------------------|---|
| Mrs. Areeya Wongvitsongkha, CPA | from PricewaterhouseCoopers ABAS Ltd. ("PwC") |
|---------------------------------|---|

#### Appointed Recorder to check and count Shareholders' votes

- |                         |                                   |
|-------------------------|-----------------------------------|
| Mr. Sompob Pawongchinda | from Vuthi Vongssawadi Law Office |
|-------------------------|-----------------------------------|



**Khun Suthikiati Chirathivat, Chairman of the Board of Directors, declared the Annual General Meeting (AGM) No.1/2015 opened;** and announced that a total of 964 Shareholders/authorized Proxies were present at the AGM representing a total of 1,106,966,423 shares - or equal to 82% of the total number of Shareholders of the Company, which exceeds one-third (1/3) of the total shares issued. As such, this constitutes the required quorum for the AGM in accordance with the Articles of Association of the Company. The Chairman then requested and assigned Professor Viroj Lowhaphandu, Honorary Advisor to the Board of Directors, to act as the 'Meeting Chairman' in conducting this AGM.

However, prior to the proceeding with the consideration, for approval, of the various proposed Agenda Items, the Meeting Chairman invited Dr. Ronnachit Mahattanapruet, the Company Secretary, to explain in detail the procedures for Shareholders/Proxies present for voting as well as for the vote counting process, which are summarized below.

Procedures for voting:

1. For those Shareholders attending in person and those Shareholders, who have appointed an authorized Proxy to attend the AGM through using the general 'Proxy Form A (gor gai)', the Company has handed out to such attendees the voting forms for each respective Agenda Item to be considered,
2. For those Shareholders who have appointed an authorized Proxy to attend the AGM through using the 'Proxy Form B (khor khai)' that clearly specifies the required voting (by the Shareholder) for each respective Agenda Item; as well as for foreign Shareholders who have appointed their Thai 'custodian' to look after their shares and interests through using the 'Proxy Form C (khor khwai)'; whereby the Company has already pre-recorded, into the computer, the specified votes indicated by these 2 Shareholders groups for each respective Agenda Item to be considered according to the details explicitly stated in their 'Proxy Forms'.
3. In voting by Shareholders/Proxies for each respective Agenda Item, the Meeting Chairman will ask attendees at the AGM if there are any 'dissenting votes' or 'abstentions'. These will then be added to the pre-recorded votes in the computer system; whereby
  - if there are NO dissenting votes or abstentions, it will be declared that there was a 'unanimous vote' for that specific Agenda Item; or
  - If there are dissenting votes or abstentions, those Shareholders/Proxies will be asked to record their respective votes on the voting forms already handed out; then the total recorded dissenting votes and abstentions will be deducted from the total number of Shareholders present at the time, in order to arrive at the *net* number of votes "for" (or approving) the specific Agenda Item being considered.

The Company will verify the total votes received, and will announce to the Meeting the official vote count for each respective Agenda Item as and when they are considered.

Dr. Ronnachit announced further that, in compliance with the principles of good corporate governance relating to Shareholders rights, the Company had established a web page on its website ([www.centarahotelsresorts.com](http://www.centarahotelsresorts.com)) from December 3, 2014 to February 13, 2015, in order to allow all Shareholders the opportunity to exercise their rights to express their opinions in proposing any additional agenda items for possible consideration at the AGM and in proposing those qualified person(s) they believe should be considered for being nominated as a Board Director of the Company. However, as at the date when the Board of Directors met to decide on the date for the AGM No.1/2015 and the final proposed Agenda Items for consideration at the AGM, no Shareholders had exercised such rights.

The Meeting Chairman then proceeded with the AGM No.1/2015 in considering, for approval, the various Agenda Items according to the details shown below.

**AGENDA ITEM No.1 Consideration, to accept and adopt, of the Minutes of the Annual General Shareholders Meeting (AGM) No.1/2014 (2557) held on April 24, 2014.**

The Meeting Chairman proposed that the Meeting consider, for acceptance and adoption, the Minutes of the Annual General Shareholders Meeting (AGM) No.1/2014 (2557) held on April 24, 2014 - a copy of which document was sent by the Company to Shareholders together with the Letter of Notification for this AGM No.1/2015.

As no Shareholders/Proxies present raised any questions or comments, the Meeting Chairman then asked the Meeting to vote.

**Resolution of the Meeting** The Meeting considered the proposed Minutes of the Annual General Shareholders Meeting (AGM) No.1/2014 (2557), held on April 24, 2014; and voted to accept the abovementioned Minutes with the following votes.

Voting	Votes*	% total
Approved	1,097,333,807	90.10%
Disapproved	0	0%
Abstained	9,988,300	0.90%

*\*Note: During the course of the Meeting, additional Shareholders/Proxies arrived to attend the AGM, thus resulting in variations between the total number of votes casted for each respective Agenda Item.*

**AGENDA ITEM No. 2 Acknowledgement of the Company's operating performance results for full year (FY) 2014.**

The Meeting Chairman invited Mr. Thirayuth Chirathivat, CEO, to present to the Meeting details of the Company's operating results for the FY/2014 period. Mr. Thirayuth Chirathivat then presented a highlight of the CENTEL's FY/2014 operating results, as summarized below.

- **Hotels Business**

In spite of the hotels located in Bangkok being affected by the unsettled political situation since late 2013, with the situation beginning to improve only after Q3/2014, which also affected the overall tourism industry in Thailand and resulted in a total FY/2014 international tourist arrivals of 24.7 million (a decrease of 6.7% compared to FY/2013), nevertheless CENTEL's Hotels Business still achieved an increase in total revenues of Baht 54.2 million (or 0.7% year-on-year (YoY) compared to the previous year, together with achieved Average Occupancy (OCC) of 74.8% (a decrease of 5%YoY) and Average Room Rates (ARR) of Baht 4,855 (an increase of Baht 485 compared to the previous year). This is mainly due to the 2 properties in the Maldives continuing to achieve positive operating results - with the Centara Grand Island Resort & Spa Maldives achieving a YOY increase in total revenues of Baht 118 million, and the Centara Ras Fushi Resort & Spa Maldives (that opened for business in March 2013) also achieving a YoY increase in total revenues of Baht 350.7 million. Additionally, most of the Group's hotels located in the South also achieved increased total revenues compared to last year.

With regards to business development, 2014 is yet another year in which the Centara Hotels and Resorts expanded its hotels management services business through continuing to increase its hotels business foot print into the Middle East. The Company signed a hotel management services agreement for the Centara Hotel Muscat in Oman, as well as further strengthening its brand in Indonesia through signing hotel management services agreements with 7 hotels that included properties located in Bali, Lombok and Yogyakarta. As such, by the end of last year, the Company has a total of 150 hotels and resorts located in 11 countries with a combined total of 15,000 rooms – namely: in Thailand, Vietnam, Indonesia, Laos, Sri Lanka, Maldives, China, Mauritius, Ethiopia, Qatar, and Oman.

Of this total of 75 hotels and resorts, there are 60 managed properties for which the Company has hotel management services agreements together with 15 own properties in which the Company has made investments. Currently, a total of 44 hotels and resorts are already in operation. Details of those hotels and resorts opened during 2014 together with those for which the Company has signed a hotel management services agreement are shown below:

- **5 new hotels and resorts opened in 2014**

- Thailand**

- 1. Centara Blue Marine Resort & Spa Phuket (266 rooms)
    - 2. Centra Avenue Hotel Pattaya (51 rooms)

- Overseas**

- 1. Centara Ceysands Resort & Spa Sri Lanka (165 rooms)
    - 2. Centara Grand Azuri Resort & Spa Mauritius (100 rooms)
    - 3. Centara Grand Nusa Dua Resort & Villas Bali, Indonesia (14 villas)

- **12 hotels and resorts for which new hotel management services were signed in 2014**

- Thailand**

- 1. Centra Avenue Hotel Pattaya (51 rooms)
    - 2. Centra Pupano Resort Krabi (158 rooms)
    - 3. Centara Hotel and Convention Centre Choburi (286 rooms)

- **Overseas**

- 1. Centara Grand Hotel Vientiane, Laos ( 200 rooms)
    - 2. Centara Hotel Muscat Oman (154 rooms)
    - 3. Centara Crystal on the Bay Bali, Indonesia (210 rooms)
    - 4. Centara Sengii Beach Resort & Spa Lombok, Indonesia (195 rooms)
    - 5. Centara Pejatu Resort & Spa Bali, Indonesia (392rooms)
    - 6. Centara Hotel Seminyak Bali, Indonesia (210 rooms)
    - 7. Princess Benew Resort & Spa by Centara Bali, Indonesia (168 rooms)
    - 8. Centara Seturan Hotel Yogyakarta, Indonesia (200 rooms)
    - 9. Centara Hotel Surabaya and Convention Centre Surabaya, Indonesia (500 rooms)

During 2014, the Hotels Business received these significant awards and recognition:

1. **Best and Outstanding Hotels**

- a. **TTG Asia 2014 : Best beach resort in Asia** - Centara Grand Beach Resort & Villas Hua Hin
  - b. **Trip Advisor : Award of Excellence** - 19 Centara Hotels & Resorts
  - c. **Smart Travel Asia Award** – 5 Centara Hotels & Resorts
  - d. **Travel Mole: Best Website Award** - Centara Hotels & Resorts

2. **Environment Protection Awards**

- a. **TTG Travel Award: Sustainable Travel Company of the Year Award** - Centara Hotels & Resorts
  - b. **Earthcheck Silver Certificate** – 10 Centara Hotels & Resorts



- c. **The Green Leaf Health Promotion Hotel** - 7 Centara Hotels & Resorts
  - d. **Smoke Free Hotel Award** - 10 Centara Hotels & Resorts
  - e. **ASEAN Green Award** - Centara Grand Beach Resort & Villas Hua Hin
- 3. Best and Outstanding Restaurants and Spas**
- a. **World Luxury Spa Award** – Centara Ras Fushi Resort & Spa Maldives
  - b. **Thailand Tatler Best Restaurant Award** – Centara Grand & Bangkok Convention Centre at Central World
  - c. **Thailand Spa & Well-being Award 2014** – 2 Centara Hotels & Resorts

- **Food Business**

2014 was a very challenging year for the Central Restaurants Group Co. Ltd. (CRG), through being affected by the global economic crisis together with the continued tense local political situation (lasting from late 2013 to mid-2014). As such, these local macroeconomic issues and continuing high average household debts resulted in declining consumer purchasing power and overall low consumer confidence; whereby these issues, in turn, made consumers, at every income level, more price conscious in seeking out the best value products and services as well as more careful in their daily spending and purchases. This overall negative economic situation had an unavoidable adverse effect on both the food services business and the retail business sector.

However, despite having to face such an adverse situation and serious obstacles, the Company was still able to achieve an overall growth of 9.3%YOY for its Food Business - with total revenues of Baht 9,904 million, expansion of its QSR sales network to a total of 781 outlets, and operating a total of 12 QSR brand concepts by its experienced and capable Food Business management team. The latest QSR brand that the Company invested in last year was 'KATSUYA', a leading and well-known tongkatsu QSR concept from Japan.

Apart from achieving satisfactory operating results, CRG also received 2 major international QSR brand awards: its KFC business received the "ADMAN Award on the best use of Social Media for the KFC 30<sup>th</sup>. years anniversary campaign" relating to its effective and outstanding use of social media for its anniversary promotions campaigns; and its Cold Stone Creamery also received 3 awards: Cold Stone Brand Ambassador Award, Best Seasonal Product Award, and the Golden Spade Award given to Central Pinklao at the Cold Stone Creamery Global Franchisee Conference, USA.

There were some questions and suggestions from these persons attending the AGM:

- Mr. Wicha Chokepongphant:  
(a Shareholder)      Congratulations for the positive operations and performance results of the Company. With no political rallies this year, profits should increase; whereby I would like to see a dividend payment of Baht 0.60 per share, and it would even better if there is an interim dividend payment.
  
- Mr. Suthikiati Chirathivat:      The Board of Directors wants to manage the Company so that there is increased profits every year in order to be able to give increased returns to our Shareholders.

However, in the Hotels Business it is difficult to predict the operating environment and have very precise expectations, since it can be adversely affect by many unexpected external factors - such as the political situation. Hence, the Company has endeavored to develop revenue streams outside the country, in order to reduce overall operational risks.

But thank you for your observations, which we will take into consideration.

- Khun Pichana Sriyasakdi:  
(a Shareholders Right Protection  
Volunteer from the TIA)
  1. Has the 'Beard Papas' brand concept ceased its operations - yet in 2014 there is an approximate total revenues of Baht 12 million revenue reported for this QSR brand?
  2. Does the Company aim to actively join the Private Sector Collective Coalition Against Corruption (CAC)?

Dr. Ronnachit Mahattanapruet

1. Yes, the 'Beard Papas' brand ceased its operations as at August 2014, because its operating results was not positive enough to justify any further investments by the Company. And the revenues of Baht 12 million reported was the total revenues it achieved in 2014 before it ceased its operations.
2. The Company has established a Committee to study and assess the various associated regulations, and will submit the results of this assessment for consideration by an Independent Director and the Board. We expect that within 2015, this process to be completed, as well as to then undertake further concrete actions.

- Basant Kumar Dugar  
(a Shareholder)

Congratulations to the Company and the Chirathivat family, and I would like to see a bigger dividend payment.

Mr. Suthikiati Chirathivat

Thank you for your observation, which we will take into consideration.

**RESOLUTION of the MEETING:** The Meeting acknowledged this overview report of the Company's operations for FY/2014.

**AGENDA ITEM No. 3 Consideration to accept the audited Financial Statements for the FY/2014 period, ended December 31, 2014.**

The Meeting Chairman requested Dr. Ronnachit Mahattanapruet, SVP Finance & Administration and the Company Secretary, to present to the Meeting details regarding the financial status and operating performance results of the Company for the full year 2014 period ended December 31, 2014.

Dr. Ronnachit Mahattanapruet announced that the Financial Statements of the Company only and also the Consolidated Financial Statements for the 2014 financial period ended December 31, 2014 have been audited; whereby the associated Report of the external Auditors do not contain any qualifications or comments, with details as follows:

- **The Group's financial status**, according to the audited consolidated Financial Statements for the Company and its Subsidiary Companies, for the 2014 financial period ended December 31, 2014, comprised of: Total Assets of Baht 28,709 million - comprising of (a)Current Assets of Baht 2,473 million and (b)Non-Current Assets of Baht 26,236 million; Total Liabilities of Baht 16,993 million - comprising of (a)Current Liabilities of Baht 5,345 million and (b)Non-Current Liabilities of Baht 11,648 million; together with Total Shareholders' Equity of Baht 11,716 million, and an Interest bearing Debt to Equity (D/E) Ratio of 0.9 times.
- **The Group's Profit & Loss for full year 2014 showed:** Total Consolidated Revenues of Baht 18,486 million. After deducting total cost of sales together with total expenses of Baht 16,324 million and also adding the share of loss (by the equity method) from investments in joint venture/associated businesses together with a net loss (from a revaluation of assets) of Baht 43 million, the Company and its Subsidiary Companies achieved Total EBIT of Baht 2,119 million. After deducting finance costs totaling Baht 455 million, Total Consolidated Net Profit, before tax, was Baht 1,664 million; and after deducting corporate income tax totaling Baht 366 million, the Total Consolidated Net Profit, after tax, was Baht 1,298 million (which is divided into Total Profit for the Parent Company of Baht 1,189 million and Total Share of Profit from non-controlling interest of Baht 109 million) – whereby this is equal to a basic EPS of Baht 0.88 for the Parent Company.

As no attending Shareholders/Proxies had any questions or comments, the Meeting Chairman then asked the Meeting to vote.

**RESOLUTION of the MEETING :** The Meeting considered to accept the Financial Statements for the full year 2014 period ended December 31, 2014, that has been audited and accepted by the external Auditor of the Company, with the following votes:

Voting	Votes*	% total
Approve	1,101,471,778	99.09%
Disapprove	0	0%
Abstain	10,109,700	0.91%

*\*Note: During the course of the Meeting, additional Shareholders/Proxies arrived to attend the AGM, thus resulting in variations between the total number of votes casted for each respective Agenda Item.*

#### **AGENDA ITEM No. 4 Consideration, for approval, the proposed appropriation and allocation of the full year 2014 Net Profit for the proposed dividend payment for 2014**

The Meeting Chairman explained to the Meeting that the Company's established policy regarding the payment of dividends is "to pay a dividend of not less than 60% of the Net Profit after tax, unless required investments for further



business expansion necessitates that no dividend is to be paid or that such a dividend payment is be equal to less than 60% of the Net Profit in any year”.

The Chairman then requested Dr. Ronnachit Mahattanapruet to present details regarding to the proposed dividend payment, which details are summarized below.

- For full year 2014, the operating results for the Company only showed a total Net Profit Baht 662,571,740 and a Total Consolidated Net Profit of Baht 1,188,491,589; whereby the Board of Directors considers it appropriate to propose, for approval by the AGM, that a dividend payment be made to the Shareholders with a total of 1,350 million shares, at the rate of Baht 0.40 per share - or totaling Baht 540.0 million (Baht five hundred and forty million) - which is compared to the dividend payment made to Shareholders last year as follows:

Details of Dividend Payment in Year	Actual 2013 (restated) (Baht)	Proposed 2014 (Baht)
<b>1. Total Consolidated Net Profit</b>	<b>1,346,420,410</b>	<b>1,188,491,589</b>
<ul style="list-style-type: none"> <li>Core Net Profit from normal operations</li> <li>Net Profit from extraordinary items</li> </ul>	1,346,420,410 -	1,154,849,676 33,641,913
<b>2. Total No. Of Shares</b>	<b>1,350,000,000</b> shares	<b>1,350,000,000</b> shares
<b>3. Dividend payment : Baht/share</b>	<b>Baht 0.40</b>	<b>Baht 0.40</b>
<b>4. Total amount of dividend payment</b>	<b>540,000,000</b>	<b>540,000,000</b>
<b>5. Dividend payment as a % of</b>		
<ul style="list-style-type: none"> <li>Total Consolidated Net profit</li> <li>Core Net Profit from normal operations</li> </ul>	40.1% <sup>1</sup> 40.1%	45.4% <sup>2</sup> 46.8%

*Note: 1. Total dividend payment for 2013 equaled to 55.9 % of the Total Net Profit for the Company only for 2013.*

*2. Proposed total dividend payment for 2014 equals to 81.5% of the Total Net Profit for the Company only for 2014.*

- Moreover, since the Company has allocated for the required 'legal reserve' that is already equal to 109% of its current registered capital, in accordance with Section 116 of the Public Company Act 1992 (BE. 2535) as well as specified by the Company's Articles of Association, the Company is no longer required to allocate any further amount to the Company's required 'legal reserves'.
- Thus, the Board of Directors considers it appropriate to propose to the AGM, to consider, for approval, the appropriation from the full year 2014 Total Net Profit and Accumulated Profits of the Company for allocation as the annual dividend payment for 2014 at the rate of Baht 0.40 per share – or totaling Baht 540,000,000 (Baht five hundred and forty million) – to those Shareholders, whose names appear on the Company's Share Register as at May 6, 2015 (the 'Record Date'). As such, the Share Register will be closed for any share transfers on May 7, 2015, in compliance with Section 225 of the Securities and Exchange Act, to

enable the Company to compile the names of Shareholders entitled to receive the proposed dividend payment, with actual dividend payment to be made on Friday, May 22, 2015 accordingly.

**RESOLUTION of the MEETING:** The Meeting considered, for approval, the proposed appropriation from the full year 2014 Total Net Profit for allocation as a dividend payment for the year, with a “unanimous” vote as follows:

Voting	Votes*	% total
Approve	1,101,636,982	99.11%
Disapprove	0	0%
Abstain	9,944,700	0.89%

*\*Note: During the course of the Meeting, additional Shareholders/Proxies arrived to attend the AGM, thus resulting in variations between the total number of votes casted for each respective Agenda Item.*

**AGENDA ITEM No. 5: Consideration, for approval, the appointment of Board Directors of the Company, to replace those Directors retiring by rotation**

The Meeting Chairman informed the Meeting that, in accordance with the Public Company Act 1992 (BE. 2535), one-third of the existing Board Directors must retire by rotation; whereby those with the longest tenure will be required to retire and can be re-elected as Board Directors for another term. Currently, there is a total of 11 Board Directors of the Company, of whom the following Directors, with the longest tenure, are due to retire by rotation:

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

The Board of Directors (excluding those with vested interests in this matter), after due consideration of the names together with their qualifications that are appropriate as well as will be of benefit to the Company, concurs with the recommendations of the Nomination & Compensation Committee and considers it appropriate to propose to the AGM that these 4 persons be re-elected as Board Directors of the Company for another term:

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

*Note: (1) The Company has established the required qualifications regarding the 'Independence' of Independent Directors that are more stringent than those specified by the SEC, details of which are indicated in the Company's 2014 Annual Report (on page 167) - "Attachment No.2"*

As no attending Shareholders/Proxies had any questions or comments, the Meeting Chairman then asked the Meeting to vote.

**RESOLUTION of the Meeting:** The Meeting considered, for approval, the proposed re-election of these persons as Board of Directors of the Company for another term, with the following votes for each individual person respectively.

1. Mr. Suthichart Chirathivat

Voting	Votes*	% total
Approve	1,101,567,054	99.10%
Disapprove	36,400	0.00%
Abstain	9,988,300	0.90%

2. Mr. Prin Chirathivat,

Voting	Votes*	% total
Approve	1,101,496,507	99.09%
Disapprove	110,800	0.01%
Abstain	9,988,300	0.90%

3. Mr. Bhisit Kuslasayanon

Voting	Votes*	% total
Approve	1,093,107,707	98.34%
Disapprove	8,499,600	0.76%
Abstain	9,988,300	0.90%

4. Mr. Vichien Tejapaibul

Voting	Votes*	% total
Approve	1,093,125,507	98.34%
Disapprove	8,499,600	0.76%
Abstain	9,968,500	0.90%

*\*Note: During the course of the Meeting, additional Shareholders/Proxies arrived to attend the AGM, thus resulting in variations between the total number of votes casted for each respective Agenda Item.*



**AGENDA ITEM No. 6 Consideration, for approval, the proposed compensation for Board Directors for 2015.**

The Meeting Chairman informed the Meeting that the Board of Directors, after comprehensively reviewing the proposed compensation for Board Directors and the various Board Committees for 2015 submitted by the Nomination & Compensation Committee, through taking into consideration their overall appropriateness, concurs and considers it appropriate to propose to the Meeting, for approval, the total compensation for Board Directors for 2015 at the total amount not to exceed Baht 7.0 million (the same amount as for 2014), as recommended by the Nomination & Compensation Committee after having also made comparisons with those companies within the same industry sector and other similar listed companies, with the following details:

Types of Compensation	(Baht)	(Baht)
	Actual – 2014	Proposed 2015
1. Standing Compensation – per Quarter		
• Chairman of the Board	55,000	<b>55,000</b>
• Directors	42,000	<b>42,000</b>
2. Board of Directors Meeting Allowance (per meeting)		
• Chairman of the Board	27,500	<b>27,500</b>
• Directors	23,500	<b>23,500</b>
3. Audit Committee Meeting Allowance (per meeting)		
• Chairman of the Committee	27,500	<b>27,500</b>
• Members	25,000	<b>25,000</b>
4. Nomination & Compensation Committee Meeting Allowance (per meeting)		
• Chairman of Committee	25,000	<b>25,000</b>
• Members	20,000	<b>20,000</b>
5. Risk Management & Corporate Governance Committee Meeting Allowance (per meeting)		
• Chairman of Committee	25,000	<b>25,000</b>
• Members	20,000	<b>20,000</b>
<b>Total Amount - not exceed (as approved by the AGM)</b>	<b>7,000,000</b>	<b>7,000,000</b>

As no attending Shareholders/Proxies had any questions or comments, the Meeting Chairman then asked the Meeting to cast their votes.

**RESOLUTION of the MEETING :** The Meeting considered, for approval, the proposed compensation for Board Directors of the Company at the total amount not to exceed Baht 7.0 million, with the following votes.

Voting	Votes*	% total
Approve	1,101,603,607	99.10%
Disapprove	3,700	0%
Abstain	9,988,300	0.90%

*\*Note: During the course of the Meeting, additional Shareholders/Proxies arrived to attend the AGM, thus resulting in variations between the total number of votes casted for each respective Agenda Item.*

**AGENDA ITEM No. 7:      Consideration, for approval, the appointment of the external Auditor of the Company and the associated audit fee for 2015**

The Meeting Chairman informed the Meeting that the Board of Directors, through the assessment and recommendation of the Audit Committee, considers it appropriate to propose that any one of the following persons from the audit firm of **KPMG Poomichai Audit Co. Ltd.** be appointed as the authorized external Auditor for the Company and its Subsidiary Companies for the 2015 financial year:

- |                                  |                  |
|----------------------------------|------------------|
| 1. Mr. Supoj Singhasaneh         | CPA No. 2826, or |
| 2. Ms. Somboon Supasiripinyo     | CPA No. 3731, or |
| 3. Ms. Boonsri Chotipaiboonphant | CPA No. 3756, or |
| 4. Ms. Wannaporn Peeradechanont  | CPA No. 4098     |

As such, all the abovementioned qualified persons are completely independent of as well as have no vested interests whatsoever in regards to or with the Company and/or its Subsidiary Companies, the Management group, the majority Shareholders, and/or any other persons connected with these mentioned parties.

Whereby, KPMG Poomichai Audit Co. Ltd. will be the authorized external audit firm of the Company, its 30 Subsidiary Companies and 1 Property Fund. Therefore, based upon the recommendations of the Audit Committee, the Board of Directors also considers it appropriate to propose to the Meeting, for approval, the appointment of this audit firm with the proposed audit fee, for 2015, for the Central Plaza Hotel Pcl. of Baht 1,795,000 (Baht one million, seven hundred and ninety-five thousand) – or an increase of 24%YoY - due to the expanded scope of work resulting from the ongoing business expansion of the Company.

As no attending Shareholders/Proxies had any questions or comments, the Meeting Chairman then asked the Meeting to vote.

**RESOLUTION of the MEETING:** The Meeting considered the proposed appointment of the external Auditor for the 2015 financial year together with the associated audit fee, as proposed by the Board of Directors, based upon the recommendations of the Audit Committee, with the following votes.

Voting	Votes*	% total
Approve	1,101,357,407	99.08%
Disapprove	262,000	0.02%
Abstain	9,983,000	0.90%

*\*Note: During the course of the Meeting, additional Shareholders/Proxies arrived to attend the AGM, thus resulting in variations between the total number of votes casted for each respective Agenda Item.*

#### **AGENDA ITEM No. 8: Consideration of Other Matters (if any)**

There were some questions from these persons attending the AGM:

- Mr. Suwit Srivilairithi:  
(a Shareholder)
  1. Asked about the Company's overall business plans, total revenues target, and operating strategies for 2015.
  2. In regards to the news that the Company plans to make further investments for 2 more hotels in the Maldives, what sort of investment will these be; and when will the hotels be open?
  3. Will there be further opportunities to expand the Food Business – especially for the Terrace brand to expand into overseas markets?

Mr. Suthikiati Chirathivat: We may not be able to disclose full detailed information because of the SET regulations. However, the Company does definitely have plans for further investments for the Hotels Business in the near future – both in Thailand and overseas (such as in the Maldives), as well as for the CRG's Food Business.

Dr. Ronnachit Mahattanapruet: Also added further that: This year, an assessment has indicated that the total number of international tourists coming to Thailand this year will increased compared to last year; while the overall consumer confidence index has also increased. As such, it is expected that our overall operating performance results for this year will be better than last year's.

- Mr. Vachara Sukhithammraks:  
(a Shareholder)
  1. Apart from the KFC brand, which of the other QSR brands has the potential to operate more than 100 outlets

2. Does the Company intend to open another 'water park' theme hotel?
3. What is the perception of the 'Centara' (hotel) brand overseas – can it be compared to the 'Starwood' brand?

Dr. Ronnachit Mahattanapruet:

For the Food Business, the 4 core brands are : KFC, Mister Donut, Auntie Anne's, and Ootoya – with combined total revenues equal to 90% of the total Food Business revenues.

In opening new QSR outlets, return on investment is a key factor. As such, in principle, a food business payback on investment on an EBITDA basis is achieved in the first year; payback on investment on an EBIT basis is achieved in the second year; and payback on investment on a Net Profit after tax (NPAT) basis is achieved in the third year. The operations management team must meet and assess the operating results every month and report to the Management Group, in order to plan improved marketing activities and explore ways to achieve ongoing overall improvements. In summary, payback or return in investments take approximately 3 – 4 years, in order to see that a food business has the potential to be really successful and grow further.

At present, the Management Group does see potential for The Terrace brand to expand overseas - soon.

Mr. Thirayuth Chirathivat:

After the positive success of the hotel property in Pattaya, the Company does have plans to develop more 'themed' hotels in other locations/travel destinations. We are currently in the process of studying possible 1 to 2 such hotels – which may also be in an overseas location.

As for the perception of the 'Centara' brand overseas, it is well-recognized as a 'Thai' hotel brand with a warm and welcoming hospitality - much like the character of a Thai person. This is our outstanding brand feature, which is well-liked and appreciated by our hotel guests – especially for the Hua Hin hotel that enjoys many, many repeat guests who return every year.

However, in regards to the management of our hotels, this must always and continually be developed further.

As no other Shareholders/Proxies present had any further questions or comments for discussions, the Meeting Chairman thank all Shareholders and other attendees for their valuable time in attending this AGM; and then declared the AGM No.1/2015 adjourned at 16:30 hrs.

Meeting Chairman for the AGM No.1/2015

Chairman of the Board of Directors

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Professor Viroj Lowhaphandu

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Mr. Suthikiati Chirathivat

Minutes of the AGM No.1/2015 recorded by

Secretary to the AGM No.1/2015

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Mrs. Poranee Galvirojn


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Dr. Ronnachit Mahattanapruet


*English translation by Sumet G. (May 25, 2015)*




Agenda No.5: To approve the appointment of re-election directors whose tenures have ended for the year 2016

1. Mr. Suthikiati Chirathivat		
Position	<ul style="list-style-type: none"> <li>Chairman of the Board</li> </ul>	
Date of Birth	<ul style="list-style-type: none"> <li>22 March 1942</li> </ul>	
Age	<ul style="list-style-type: none"> <li>74 years</li> </ul>	
Starting date of directorship	<ul style="list-style-type: none"> <li>12 December 1993</li> </ul>	
Service Term	<ul style="list-style-type: none"> <li>1<sup>st</sup> term: 12 December 1993 — 24 April 1995</li> </ul>	
	<ul style="list-style-type: none"> <li>2<sup>nd</sup> term: 24 April 1995 — 27 April 1998</li> </ul>	
	<ul style="list-style-type: none"> <li>3<sup>rd</sup> term: 27 April 1998 — 26 April 2001</li> </ul>	
	<ul style="list-style-type: none"> <li>4<sup>th</sup> term: 26 April 2001 — 22 April 2004</li> </ul>	
	<ul style="list-style-type: none"> <li>5<sup>th</sup> term: 22 April 2004 — 26 April 2007</li> </ul>	
	<ul style="list-style-type: none"> <li>6<sup>th</sup> term: 26 April 2007 — 26 April 2010</li> </ul>	
	<ul style="list-style-type: none"> <li>7<sup>th</sup> term: 26 April 2010 — 25 April 2013</li> </ul>	
	<ul style="list-style-type: none"> <li>8<sup>th</sup> term: 25 April 2013 — 2016 AGM</li> </ul>	
% Shareholding in the Company	<ul style="list-style-type: none"> <li>32,133,176 shares (or 2.4% of paid up shares)</li> </ul>	
Education	<ul style="list-style-type: none"> <li>Honorary PhD in Business Administration Program, Dhurakij Pundit University</li> </ul>	
	<ul style="list-style-type: none"> <li>Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University</li> </ul>	
	<ul style="list-style-type: none"> <li>Honorary PhD in Mass Communications, Ramkamhaeng University</li> </ul>	
	<ul style="list-style-type: none"> <li>M.A. (Political Science), Ramkamhaeng University</li> </ul>	
	<ul style="list-style-type: none"> <li>B.A. (Political Science), Ramkamhaeng University</li> </ul>	
	<ul style="list-style-type: none"> <li>Diploma in Mechanical Engineering, South West Essex Technical Collage, U.K.</li> </ul>	
	<ul style="list-style-type: none"> <li>National Defense College, The Joint State - Private Sectors Course, Class 1</li> </ul>	
	<ul style="list-style-type: none"> <li>National Defense College, The Modern Management Course, Class 1</li> </ul>	
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> <li>2008, Director Accreditation Program (DAP)</li> </ul>	
Experience	<ul style="list-style-type: none"> <li>Assistant Manager, Central Trading Co., Ltd.</li> </ul>	
	<ul style="list-style-type: none"> <li>Assistant General Manager, Central Department Store Co., Ltd.</li> </ul>	
	<ul style="list-style-type: none"> <li>Heads of Political Science Association, Ramkamhaeng University and Committee of Ramkamhaeng University Council</li> </ul>	
	<ul style="list-style-type: none"> <li>The Founder and Head of Thai Retails Association, Thai Retails Association</li> </ul>	
	<ul style="list-style-type: none"> <li>Advisor to The Minister of Tourism and Sports, Ministry of Tourism and Sports</li> </ul>	
	<ul style="list-style-type: none"> <li>One of the Founding Members importer and owner in usage of barcodes in Thailand, Central Ladprao Shopping Complex project</li> </ul>	

Other Current Positions	
- Listed Company	• Chairman Executive Committee, Post Publishing Plc.
	• Director, Central Pattana Plc.
- Non Listed Company	• Vice Chairman, 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)	• -None-
Meeting Attendance in 2015	
- The Board of Director's meetings	• 3/4

2. Mr. Sudhisak Chirathivat		
Position	• Director	
Date of Birth	• 8 September 1945	
Age	• 70 years	
Starting date of directorship	• 24 April 2003	
Service Term	• 1 <sup>st</sup> term: 24 April 2003 — 22 April 2004	
	• 2 <sup>nd</sup> term: 22 April 2004 — 26 April 2007	
	• 3 <sup>rd</sup> term: 26 April 2007 — 26 April 2010	
	• 4 <sup>th</sup> term: 26 April 2010 — 25 April 2013	
	• 5 <sup>th</sup> term: 25 April 2013 — 2016 AGM	
% Shareholding in the Company	• 16,205,095 shares (or 1.2% of paid up shares)	
Education	• B.A. (Mathematic), St. John Fisher College, USA	
Completed Program from Thai Institute of Directors (IOD)	• 2007, Director Accreditation Program (DAP), Director Certification Program (DCP)	
Experience	• 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	• Chairman, Robinson Department Store Plc.	
	• Director, Central Pattana Plc.	
- Non Listed Company	• Director, Central Group of Companies Co., Ltd.	

- Non Listed Company (Continue)	• Director, Central Garment Factory Co., Ltd.
	• Director, Central Retail Corporation Ltd.
	• Director, Harnng 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)	• -None-
Meeting Attendance in 2015	
- The Board of Director's meetings	• 4/4

3. Mr. Sudhitham Chirathivat		
Position	• Director	
	• Member of Nomination and Compensation Committee	
	• Member of Risk Management and Corporate Governance	
Date of Birth	• 30 October 1947	
Age	• 68 years	
Starting date of directorship	• 24 April 2003	
Service Term	• 1 <sup>st</sup> term: 24 April 2003 — 22 April 2004	
	• 2 <sup>nd</sup> term: 22 April 2004 — 26 April 2007	
	• 3 <sup>rd</sup> term: 26 April 2007 — 26 April 2010	
	• 4 <sup>th</sup> term: 26 April 2010 — 25 April 2013	
	• 5 <sup>th</sup> term: 25 April 2013 — 2016 AGM	
% Shareholding in the Company	• 16,016,654 shares (or 1.2 % of paid up shares)	
Education	• 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)	• 2003, Director Certification Program (DCP)	
Experience	• Director, The Thai Chamber of Commerce	
	• President, Rotary Club Bangkok	
	• 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	• Director, Central Pattana Plc.
	• Director, Robinson Department Store Plc.
	• Chairman, Jasmine International Plc.
- Non Listed Company	• 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)	• -None-
Meeting Attendance in 2015	
- The Board of Director's meetings	• 4/4
- Nomination and Compensation Committee's meeting	• 2/2
- Risk Management and Corporate Governance's meeting	• 4/4

4. Mr. Gerd Kurt STEEB	
Position	• Independent Director
Date of Birth	• 7 September 1943
Age	• 72
Starting date of directorship	• 14 November 2014
Service Term	• 1 <sup>st</sup> term: 14 November 2014 — 2016 AGM
% Shareholding in the Company	• -None-
Education	• Hotel and Catering School Bad Ueberkingen, Germany
	• Senior Hotel Management Institute Heidelberg, Germany
	• Diploma/Bachelor of Business Administration (equivalent)
	• Vice President Students Organisation
Completed Program from Thai Institute of Directors (IOD)	• -None-
Experience	• President and Director of Centara Hotel & Resorts
	• Managing Director of Centara Hotel & Resorts
	• Executive Vice President of Centara Hotel & Resorts
	• Vice President — Operations of Centara Hotel & Resorts
	• General manager of ACCOR Group



Experience (Continue)	<ul style="list-style-type: none"> <li>General manager and Regional Manager of ACCOR Group</li> </ul>
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> <li>-None-</li> </ul>
- Non Listed Company	<ul style="list-style-type: none"> <li>-None-</li> </ul>
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> <li>-None-</li> </ul>
Meeting Attendance in 2015	
- The Board of Director's meetings	<ul style="list-style-type: none"> <li>4/4</li> </ul>
<p><u>Information regarding to appointed</u></p> <p>The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years</p> <ul style="list-style-type: none"> <li>- <u>Not</u> being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary</li> <li>- <u>Not</u> being a professional service provider (i.e. auditor or legal advisory)</li> <li>- <u>Not</u> having business relationship significantly in a way that may impact the performing task independently (i.e. buy — sell materials/ products/ service or financial support)</li> </ul>	

**For consideration of Agenda 6: To approve and fix the directors' remunerations for the year 2016****I. Monetary Remuneration**

Remuneration	Remuneration (Baht)		
	2015	2016	change
1. Quarterly Remuneration (Baht/Quarter)			
- Chairman	55,000	57,800	2,800
- Director	42,000	44,100	2,100
2. Meeting allowance for the Board of Director (Baht/Attendance)			
- Chairman	27,500	28,900	1,400
- Director	23,500	24,700	1,200
3. Meeting allowance for the Executive Directors (Baht/Attendance)			
- Chairman	25,000	26,300	1,300
- Director	25,000	26,300	1,300
4. Meeting allowance for the Audit Committee (Baht/Attendance)			
- Chairman	27,500	28,900	1,400
- Director	25,000	26,300	1,300
5. Meeting allowance for the Nomination & Compensation Committee (Baht/Attendance)			
- Chairman	25,000	26,300	1,300
- Director	20,000	21,000	1,000
6. Meeting allowance for the Risk Management & Corporate Governance Committee (Baht/Attendance)			
- Chairman	25,000	26,300	1,300
- Director	20,000	21,000	1,000
<b>Proposal for shareholders approval</b>	<b>7,000,000</b>	<b>7,000,000</b>	<b>-</b>

**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 shareholder 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 and

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.

### **Name list and Details of Independent Directors**

- 1. Mr. Bhisit Kuslasayanon**  
(Independence Director, Chairman of Audit Committee, Member of Nomination and Compensation Committee)  
Age 74 years,  
Residing at 24/2 Soi Ladprao 44, Samsennok, Huangkuang, Bangkok  
Interest in the proposed agenda in the 2016 AGM: None
- 2. Mr. Chanvitaya Suvarnapunya**  
(Independent Director, Chairman of Nomination and Compensation Committee, Member of Nomination and Compensation)  
Age 63 years  
Residing at 49/10 Soi Choksombat, Budthamonthol Sai 1 Rd., Bangramad, Talingchan, Bangkok  
Interest in the proposed agenda in the 2016 AGM: None
- 3. Mr. Vichien Tejapaibul**  
(Independence Director, Member of Audit Committee and Member of Nomination and Compensation Committee)  
Age 76 years  
Residing at 135, Moo 1, Soi Uthan 1, Navamin Rd., Klongkhum, Bungkhum, Bangkok  
Interest in the proposed agenda in the 2016 AGM: None
- 4. Mr. Gerd Kurt STEEB**  
(Independent Director)  
Age 72 years  
Residing at 136/79 Town Avenue, Pharam 2 soi 30, Bangmod, Jomthong, Bangkok 10150  
Interest in the proposed agenda in the 2016 AGM: Conflict to agenda 5 - To approve the appointment of re-election directors whose tenures have ended for the year 2016

## **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 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 2559 ในวันพฤหัสบดี  
ที่ 28 เมษายน 2559 เวลา 14.30 น. ณ ห้อง Lotus Suite 5-7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ กรุงเทพฯ  
เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2016 General Shareholders' Meeting to be held on Thursday 28 April 2016  
at 14.30 hours at the Lotus Suite 5-7 room, 22<sup>nd</sup> Floor, Centara Grand and Bangkok Convention Centre at Centralworld, 999/99 Rama 1 Road,  
Pathumwan, 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบ  
ฉันทะหลายคน 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 ..... หรือ  
District ..... Province ..... Postal Code .....

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.30 น. ณ ห้อง Lotus Suite 5-7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ กรุงเทพฯ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
anyone of the above as my/our proxy holder to attend and vote at the 2016 General Shareholders' Meeting to be held on Thursday 28 April 2016 at 14.30 hours at the Lotus Suite 5-7 room, 22<sup>nd</sup> Floor, Centara Grand and Bangkok Convention Centre at Centralworld, 999/99 Rama 1 Road, Pathumwan, 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 1/2558 ซึ่งประชุมเมื่อวันที่ 23 เมษายน 2558</p> <p>Agenda Item 1: To ratify minute of the Annual General Meeting of Shareholders No.1/2015 held on April 23, 2015</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 2558</p> <p>Agenda Item 2: To acknowledge the Company's performance for the Year 2015</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 2558 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To approve the audited financial statements for the year ended December 31, 2015</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>รายการ Agenda Items</p>	<p>เห็นด้วย (เสียง) For (Votes)</p>	<p>ไม่เห็นด้วย (เสียง) Against (Votes)</p>	<p>งดออกเสียง (เสียง) Abstain (Votes)</p>
<p>ระเบียบวาระที่ 4: พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2558</p> <p>Agenda Item 4: To approve the dividend payment from performance for the year 2015</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 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ</p> <p>Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2016</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><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 Mr. Suthikiati Chirathivat</p> <p>(5.2) นายสุทธิศักดิ์ จิราธิวัฒน์ Mr. Sudhisak Chirathivat</p> <p>(5.3) นายสุทธิธรรม จิราธิวัฒน์ Mr. Sudhitham Chirathivat</p> <p>(5.4) นายเกร็ด เคิร์ก สตีป Mr. Gerd Kurt Steeb</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 6: พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2559</p> <p>Agenda Item 6: To approve and fix directors' remuneration for the year 2016</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 2559</p> <p>Agenda Item 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2016</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: พิจารณานุมัติการขยายวงเงินในลักษณะหมุนเวียน (Revolving Basis) เพื่อการออกและเสนอขายหุ้นกู้ จาก 5,000 ล้านบาท เป็น 15,000 ล้านบาท</p> <p>Agenda Item 8: To approve the extending of credit limit by revolving basis for issuing and offering debentures from Baht 5,000 million to 15,000 million baht.</p> <p><input type="checkbox"/> (3) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (4) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 9: พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 9: To consider other business (if any)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ตามที่เห็นสมควร</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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.30 น. ณ ห้อง Lotus Suite 5-7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ กรุงเทพฯ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2016 General Shareholders' Meeting to be held on Thursday 28 April 2016 at 14.30 hours at the Lotus Suite 5-7 room, 22<sup>nd</sup> Floor, Centara Grand and Bangkok Convention Centre at Centralworld, 999/99 Rama 1 Road, Pathumwan , 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

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

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 ..... หรือ  
District ..... Province ..... Postal Code .....

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.30 น. ณ ห้อง Lotus Suite 5-7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ กรุงเทพฯ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2016 General Shareholders' Meeting to be held on Thursday 28 April 2016 at 14.30 hours at the Lotus Suite 5-7 room, 22nd Floor, Centara Grand and Bangkok Convention Centre at Centralworld, 999/99 Rama 1 Road, Pathumwan, Bangkok or on the date and at the place as may be postponed or changed.

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

- 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 1/2558 ซึ่งประชุมเมื่อวันที่ 23 เมษายน 2558</p> <p>Agenda Item 1: To ratify minute of the Annual General Meeting of Shareholders No.1/2015 held on April 23, 2015</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 2558</p> <p>Agenda Item 2: To acknowledge the Company's performance for the Year 2015</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 2558 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To approve the audited financial statements for the year ended December 31, 2015</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>รายการ Agenda Items</p>	<p>เห็นด้วย (เสียง) For (Votes)</p>	<p>ไม่เห็นด้วย (เสียง) Against (Votes)</p>	<p>งดออกเสียง (เสียง) Abstain (Votes)</p>
<p>ระเบียบวาระที่ 4: พิจารณาอนุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2558</p> <p>Agenda Item 4: To approve the dividend payment from performance for the year 2015</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 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ</p> <p>Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2016</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><input type="checkbox"/> เลือกกรรมการทั้งชุด</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. Suthikiat Chirathivat</p> <p>(5.2) นายสุทธิศักดิ์ จิราธิวัฒน์</p> <p>Mr. Sudhisak Chirathivat</p> <p>(5.3) นายสุทธิธรรม จิราธิวัฒน์</p> <p>Mr. Sudhitham Chirathivat</p> <p>(5.4) นายเกร็ด เคิร์ก สตีป</p> <p>Mr. Gerd Kurt Steeb</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 6: พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2559</p> <p>Agenda Item 6: To approve and fix directors' remuneration for the year 2016</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>The proxy holder shall vote according to the shareholder's requirement as follows.</p>			
<p>ระเบียบวาระที่ 7: พิจารณาแต่งตั้งผู้ตรวจสอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2559</p> <p>Agenda Item 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2016</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: พิจารณาอนุมัติการขยายวงเงินในลักษณะหมุนเวียน (Revolving Basis) เพื่อการออกและเสนอขายหุ้นกู้ จาก 5,000 ล้านบาท เป็น 15,000 ล้านบาท</p> <p>Agenda Item 8: To approve the extending of credit limit by revolving basis for issuing and offering debentures from Baht 5,000 million to 15,000 million baht.</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 9: พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 9: 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>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			

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. 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

Attachment of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน)

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

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2559 ในวันพฤหัสบดีที่ 28 เมษายน 2559 เวลา 14.30 น. ณ ห้อง ห้อง Lotus Suite 5-7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ กรุงเทพฯ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2016 General Shareholders' Meeting to be held on Thursday 28 April 2016 at 14.30 hours at the Lotus Suite 5-7 room, 22<sup>nd</sup> Floor, Centara Grand and Bangkok Convention Centre at Centralworld, 999/99 Rama 1 Road, Pathumwan , 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

**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 2559  
The 2016 Annual General Meeting of Shareholders

บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)  
Central Plaza Hotel Public Company Limited

วันพฤหัสบดีที่ 28 เมษายน พ.ศ. 2559 เวลา 14.30 น.  
Thursday, 28<sup>th</sup> April 2016 at 14.30 hrs.

ณ ห้อง Lotus Suite 5-7 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์  
At Lotus Suite 5-7 room Floor 22, Centara Grand Hotel and Bangkok Convention Centre at Central World

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

