



**Invitation to the 2019 Annual General Meeting
of Shareholders**

Central Plaza Hotel Public Company Limited

On Thursday, April 25, 2019 2:30 PM

At Bangkok Convention Centre A1 22nd floor,

Centara Grand and Bangkok Convention Centre at CentralWorld

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

Registration will start 1 hour before the commencement of the meeting

For the registration convenience, the meeting participants,
please bring along the Barcode registration form to the meeting.

March 21, 2019

T +66 (0)2 769 1234
F +66 (0)2 769 1235
www.centarahotelsresorts.com

Subject: Invitation to the 2019 Annual General Meeting of Shareholders

Attention: Shareholders of Central Plaza Hotel Public Company Limited

Attachment:

1. Minute of the Annual General Meeting of Shareholders 2018
2. 2018 Annual Report (QR Code)
3. Profiles of the persons who proposed to be the Directors
4. Directors' Remuneration for the year 2019
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

The CENTEL Board of Directors has decided to hold the 2019 Annual General Meeting of Shareholders on April 25, 2019 at Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, with the following agenda items:

Minority shareholders were invited to propose their agenda(s) for this Annual General Meeting in advance from October 5, 2018 to February 1, 2019. The information was announced via the Company's website (<http://www.centarahotelsresorts.com/investors.html>) and the Stock Exchange of Thailand (SET)'s news and information system. However, there was no agenda proposed by minority shareholders.

Agenda 1: To ratify minute of the 2018 Annual General Meeting of Shareholders (AGM)

Facts and rationales:

The Annual General Meeting of Shareholders 2018 was held on April 30, 2018 (Details as shown in Attachment No.1).

Board of Directors' recommendation:

The minute of the Annual General Meeting of Shareholders 2018 should be ratified and approved as written.

Agenda 2: To acknowledge the Company's performance for the Year 2018

Facts and rationales:

To report the Company's performance for the financial year that ended on December 31, 2018 to shareholders for acknowledgement (Details as shown in Attachment No.2).

Board of Directors' recommendation:

The Shareholders' Meeting for acknowledgment and approval of the result of the Company's operating performance for the year 2018.

Agenda 3: To approve the audited financial statements for the year ended December 31, 2018

Facts and rationales:

The consolidated financial statements for the year ended December 31, 2018, 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, 2018 which have been reviewed by the Audit Committee and have been audited by EY Office Company Limited. 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 2018

Facts and rationales:

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 1,181,466,972 and 2,177,612,186 respectively. Board of Directors considered that it is reasonable for approve dividend payment at the rate of Baht 0.65 per share or a total dividend payment of Baht 877.5 million (Eight hundred seventy-seven million five hundred thousand baht) Details of dividend payment are as follow:

Details	2017 Performance	2018 Performance
1. Net Profit from consolidated financial statement	1,991,389,787	2,177,612,186
2. No. of shares	1,350,000,000 shares	1,350,000,000 shares
3. Dividend payment/share	Baht 0.60/share	Baht 0.65/share
4. Total dividend payment	Baht 810,000,000	Baht 877,500,000
5. Dividend payment ratio compared with Net Profit from consolidated financial statement	40.7% ¹	40.3% ²

Note: The dividend payout ratio against the 2017 and 2018 operating net profit of the Company is lower than the Company's dividend policy in order to support business expansion as planned.

(1) Dividend payment ratio, which compare to net profit from separate financial statement in 2017 is 85.6 %

(2) Dividend payment ratio, which compare to net profit from separate financial statement in 2018 is 74.3 %.

Additionally, The Company had set aside the legal reserves up to the ten percent 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 2018 profit should be allocated as follows: Dividend payment of Baht 0.65 per share, totaling Baht 877.5 million (Eight hundred seventy seven million five hundred thousand baht) to the shareholders whose names

appear in the Share Register as of May 7, 2019. This date is considered the “Record Date” to receive dividend payments. The dividend payment shall be made on May 24, 2019.

Agenda 5: To approve the appointment of re-election directors whose tenures have ended for the year 2019

Facts and rationales:

According to the Articles of Association of the Company, one-third of the Company’s directors must be retires on each Annual General Meeting of Shareholders. In 2019, four directors are due to complete their terms:

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

The Company had given the shareholders an opportunity to nominate directors in advance by distributing details via its website (<http://www.centarahotelsresorts.com/investors.html>) and SET’s news and information system from October 5, 2018, to February 1, 2019. No name was put forward as a result, however.

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 Member /
Risk management and Corporate
Governance Committee Member |
| 4. Mr. Gerd Kurt Steeb | Independent Director ¹ |

All are duly qualified under the Articles of Association of the Company, the Public Company Limited Act, and requirements of the Office of the Securities and Exchange Commission (SEC) and SET. In addition, since they are variously knowledgeable, experienced in fields relevant to the conduct of business, can devote their time and expertise for maximum benefit of the Company as well as all shareholders and stakeholders, they should be appointed as directors (Details as shown in Attachment No.3).

Remark: ¹ The Company has defined much stricter qualifications for independent directors than those required by the Securities and Exchange Commission and the Stock Exchange of Thailand as detailed in Annual Report Year 2018 on page 195 (Attachment No.2)

Agenda 6: To approve and fix directors' remuneration for the year 2019

Facts and rationales:

To ensure that the Board receives appropriate and fair remuneration, the Nomination and Remuneration Committee had proposed to the Board an approach for the determination of directors' remuneration, taking into account their responsibilities, performance relative to the Company's overall operational performance and related factors, inclusive of comparisons to remuneration of other companies within the same or similar industry and business sectors as the Company. Duties and responsibilities of each sub-committee are appeared on page 198 of the 2018 annual report (Details as shown in *Attachment No.2*).

Board of Directors' recommendation:

The Board considered and agreed with the proposal made by the Nomination and Remuneration Committee to recommend the shareholders to approve the remuneration for the Board of Directors for 2019, with a ceiling of Baht 8,000,000. (Details as shown in *Attachment No.4*).

Agenda 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2019

Facts and rationales:

The Audit Committee had proposed the appointment of the external auditor of the Company and its subsidiaries and determination of the audit fee of the company for 2019 to the Board for consideration

Board of Directors' recommendation:

The Board of Directors concurred with the Audit Committee's recommendation to appoint E Y Office Company Limited., as the auditor of the Company and its subsidiaries to audit and express their opinion on the financial statements for the year 2019 namely,

- | | |
|---------------------------------|----------------------|
| 1. Mr. Wichart Lokatekrawee | Certified No 4451 or |
| 2. Miss Kamontip Lertwitworatep | Certified No 4377 or |
| 3. Miss Satida Ratananurak | Certified No 4753 or |
| 4. Miss Siriwan Nitdamrong | Certified No 5906 |

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, E Y Office Company Limited., is the authorized auditor of the Company, 37 subsidiary companies, 1 joint venture company and 1 property funds. The current authorized auditor is Mr. Wichart Lokatekrawee (Certified No. 4451) who has been the Company's auditor since 2018 (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 2019 will be Baht 2,100,000 (two million one hundred thousand Baht)

	2018	Propose 2019	Increasing
1. Audit Fee	2,100,000	2,100,000	-
2. Non-Audit Fee	-	-	-

Agenda 8: To consider other business (if any)

In this regard, the Company fixed the record date on which shareholders have the right to attend the Annual General Meeting of Shareholders on March 21, 2019.

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,

A handwritten signature in blue ink, reading "S.K. Chirathivat". The signature is stylized with a long horizontal stroke at the end.

(Mr.Suthikiati Chirathivat)
Chairman

CENTRAL PLAZA HOTEL Public Company Limited

Minutes of AGM 1/2018, held on April 30, 2018.

Date, Time and Venue of the AGM 1/2018

The Annual General Shareholders Meeting (AGM) 1/2018 of the Central Plaza Hotel Pcl. (the Company) was held on Monday, April 30, 2018, at 14:30 hrs; at the Lotus Suites 5 – 7, Floor 22, Centara Grand and Bangkok Convention Center at Central World; 999/9 Rama 1 Road, Pathumwan, Bangkok 10330.

Board Directors attending the AGM 1/2018 (100%)

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

Advisors to the Board of Directors and Executives attending the AGM 1/2018

- | | |
|--------------------------------|---|
| 1. Professor Viroj Lowhaphandu | Advisor to the Board of Directors |
| 2. Mr. Dan Chinsupakul | Advisor to the Chairman of the Board of Directors |

- | | |
|---------------------------------|--|
| 3. Mr. Markland Blaiklock | Deputy CEO |
| 4. Dr. Ronnachit Mahattanapreut | SVP, Finance and Administration; and Company Secretary |

External Auditor attending the AGM 1/2018

- | | |
|-------------------------------|------------------------------------|
| 1. Ms. Vipavarn Pattavanvivek | CPA from KPMG Phoomchai Audit Ltd. |
|-------------------------------|------------------------------------|

Person responsible for monitoring and reviewing voting procedures and the vote counting process

- | | |
|----------------------------------|--|
| 1. Mr. Khemchat Apichatrojanakul | Cheephotiyainithitham, Legal and Accounting Office |
|----------------------------------|--|

Mr. Suthikiati Chirathivat, the Chairman of the Board of Directors, declared the AGM 1/2018 opened; and announced that there was a total of 272 Shareholders attending in person together with 744 authorized Proxies appointed by Shareholders; and, thus a total of 1,016 Shareholders were present at this AGM 1/2018, representing a total of 1,114,199,289 shares - or equal to 82.53% of the total number of outstanding issued shares. As such, this is more than half of the total number of shares issued; whereby this constitutes the required quorum for the AGM 1/2018 to take place in accordance with the Company's Articles of Association.

Prof. Viroj Lowhaphandu, Advisor to the Board of Directors, was then requested to chair this AGM 1/2018 (the "Meeting") accordingly.

Before proceeding to consider the various matters in this Meeting, Prof. Viroj Lowhaphandu, Chairman of the AGM 1/2018 (the Meeting Chairman) requested Dr. Ronnachit Mahattanapreut, Company Secretary, to explain the voting procedures, as summarized below:

Voting Procedures

1. For those Shareholders attending in person or who have given the power of attorney to their authorized Proxy to attend the Meeting on their behalf through using general Proxy Form A (or gor gai) - that is simple and uncomplicated, the Company has given out the voting slips when they registered to attend the Meeting,
2. For those Shareholders who have given the power of attorney to their authorized Proxy to attend the Meeting on their behalf through using Proxy Form B (or kor kai) - so as to determine clear and specific votes for each Agenda Item being considered; and for those overseas investors/Shareholders, who have appointed a local Custodian in Thailand to keep and look after their shares through using Proxy Form C (or khor kwai), the Company will record in the computer system, in advance, the specified votes for each of the respective Agenda Items being considered.
3. In the voting process for each Agenda Item being considered, the Company will ask the Meeting if there are any dissenting votes or abstentions respectively, which totals, if any, will then be added to the pre-recorded votes (as per above). As such, if for each Agenda Item there are no dissenting votes or abstentions indicated by the attending Shareholders and authorized Proxies present, then the vote will be considered as being an

unanimous approval. Or, if there are dissenting votes or abstentions indicated from those attending Shareholders or authorized Proxies present, then these persons will be requested to fill out their voting slips accordingly; and these totals will then be deducted from the total number of votes represented and present at the Meeting at that point in time, so as to arrive at the net total number of approving votes.

The Company will count, record and review the total votes for each Agenda Item being considered, and the final vote count will then be announced for each respective Agenda Item.

Instances where a voting slip will be considered as being invalid

1. When the voting slip indicates more than one type of vote for the Agenda Item; except those voting slips as submitted by the appointed local Thai Custodian for overseas investors/Shareholders, whereby they can specify different types of votes.
2. Where an amendment has been made or a prior vote has been crossed out on the voting slip by attending Shareholders or authorized Proxies without an accompanying verifying signature.
3. Where the entire voting slip has been crossed off.
4. Where a voting slip is damaged, and the indicated vote cannot then be read clearly.

Expressing any opinions or comments; and asking any questions

1. Those attending Shareholders or authorized Proxies wishing to express any opinions and comments or to ask any questions during the Meeting, please raise your hand; and once the Meeting Chairman has recognized and allowed you to proceed, then please state your full name for being recorded in the Meeting Minutes before proceeding.
2. In expressing any opinions and comments or in asking any questions, please express your comments or questions in a very concise and precise manner and that are also fully relevant to the respective Agenda Item being considered at the time, so as to facilitate the Meeting to proceed in an effective manner.
3. As such, if attending Shareholders or authorized Proxies wish to express any comments or ask questions about any other matters or issues that are not directly related to the Agenda Item being considered, please do so in the final Agenda Item: "Other Matters (if any)."

Dr. Ronnachit Mahattanapreut added further that, so as to comply with the principles of Good Governance, since October 25, 2017 up till February 1, 2018, the Company had allowed Shareholders the opportunity to participate in proposing and submitting any additional Agenda Items for possible consideration at this AGM, as well as to propose and submit names of any qualified persons, who should be considered for nomination to be a Board Director of the Company. This is in accordance with the established principles of Good Governance relating to Shareholder Rights. As such, up to the date of the Meeting of the Board of Directors to determine the scheduled date of this AGM 1/2018, no Shareholders have submitted any opinions or proposed any names for possible nomination; whereby the Board of

Directors then determined the final Agenda Items to be propose for consideration at this AGM accordingly, as specified by law and the Company's Articles of Association.

The Meeting Chairman then proceeded with the Meeting so as to consider the various proposed Agenda Items, as below:

Agenda Item No.1 To consider, for acceptance and adoption, the Minutes of AGM 1/2017 (held on April 28, 2017).

The Chairman proposed that the Meeting consider, to accept and adopt, the Minutes of the AGM 1/2017 that was held on April 28, 2017, which document the Company had already sent out to Shareholders together with the Letter of Invitation to this AGM 1/2018.

As there were no questions or comments from the Shareholders, the Chairman then requested all those present at the Meeting to cast their vote.

Resolution: The Meeting considered the matter, and voted to accept and adopt the Minutes of the AGM 1/2017 (as held on April 28, 2017) as follows:

Approve	1,117,070,374	votes * (equal to 100.0%)
Disapprove	-	votes *
Abstentions	-	votes *
Invalid voting slips	-	votes *

Note: *During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes, as indicated above, to vary for each respective Agenda Item.

Agenda Item No.2 To consider, for acknowledgement, the Report on the Operating Performance of the Company for full year (FY) 2017.

The Chairman requested Mr. Thirayuth Chirathivat, Chief Executive Officer, to present, and announce to the Meeting, the operating performance of the Company for Full Year (FY) 2017, of which an overview summary is given below:

Hotels Business

In 2017, the Company achieved

- Total Hotels Business Revenues of Baht 9,358 million, an increase of 0.5% compared to full year 2016 last year – or Year-on-Year (YoY);
- Net Profit for the Hotels Business increased by 4% YoY,

- with the operating performance results of those hotels invested in by the Company and already in operation - totaling 16 hotels - achieving total revenues of Baht 8,922 million, an increase of 0.03% YoY,
- while total revenues from the Hotels Management Services was Baht 228 million, an increase of 5.6% YoY;
- In 2017, overall achieved Average Occupancy (OCC) was 82.7%, an increase of 0.8 percentage points over 2016,
 - with achieved overall Average Room Rates (ARR) increasing by 1% YoY, whereby the ARR for those hotel properties located in the Provinces was able to be increased 5.1% YoY and the ARR for Bangkok hotel properties increased by 1.7% YoY, due to the strong competitive situation that still remained a key factor in pressuring achieved room rates (especially for the 4-star properties); and as for the Maldives market, achieved ARR decreased by 4.9% YoY, due to the appreciation of the Thai Baht against the US Dollar; and
 - however, achieved overall RevPAR increase by 1.9% YoY.

As at the end of 2017, the Centara Hotels Group had a total of 54 hotels in 11 countries across the world, with a total of 38 hotel properties already in operation (33 hotels in Thailand and 5 hotels overseas), whereby 17 properties are hotels invested in and operated by the Company together with 21 properties being operated under the Hotels Management Services Agreements.

As such, details of those new hotels invested in by the Company together with those properties entering into the Hotels Management Services Agreements are as follows:

- 4 new hotels properties, entering into the Hotels Management Services Agreements are:
 - Nakorn Srithammarat, Thailand;
 - Paksae, Laos;
 - Phnom Penh, Cambodia; and
 - The Maldives.
- 3 new hotels projects being invested in by the Company:
 - 2 new hotels located in the Maldives,
 - 1 Centra Brand in Bangkok, with the Company executing a long-term Hotel Management Services Agreement to operate the Centra by Centara, Government Complex and Convention Center, Chanegwattana; and
 - 1 new Centara Grand property located on Koh Samui.

Additionally, during the previous year, 2 new hotels were opened for operations: Centra Muscat, in the Middle East; and the Cusi Samui, Chawaneg Beach, Thailand,

Awards received and achievements during 2017

Our ongoing joy and feeling of pride are still derived from receiving the following various many awards, such as:

Hotels Business Awards:

- Thailand Top Corporate Brand Value, 2017;
- Best in Travel 2017 by Smart Travel Asia in Best hotel brands;
- Ctrip Award 2017 Strategic partner;
- Ctrip Travelers' Top Spot – 2017 Best Luxury hotel - Centara Grand and Bangkok Convention Center at Central World, Bangkok;
- "TUI Top Quality" Award for 2017 - Centara Grand Beach Resort and Villas, Hua Hin, for the 2nd consecutive year;
- TripAdvisor Travelers' Choice 2017 No.1 family hotel in Thailand, and as the No. 12 family hotel in Asia
 - Centara Grand Mirage Beach Resort;
- World Luxurious Spa Award 2017 Regional Winners South East Asia /Luxury Beauty Spa - Centara Grand Beach Resort, Phuket.

Environmental Awards, such as:

- Gold Certificate for Outstanding Environment from Earth Check, 5 hotels, namely:
 - Centara Grand Beach Resort and Villas, Hua Hin;
 - Centara Grand Beach Resort and Villas, Krabi;
 - Centara Karon Resort, Phuket;
 - Centara Grand Beach Resort, Samui; and
 - Centara Grand and Bangkok Convention Center at Central World.

Food & Beverage Business Awards, such as:

- Thailand Tattler's Best Restaurant 2017, UNO MAS Restaurant - Centara Grand and Bangkok Convention Center at Central World

Corporate Social Development Award

- Outstanding award in support of taking care of employees with special needs - Centara Grand Beach Resort and Villas, Hua Hin.

Food Business

The Company is focused on operating this business in a very great effective manner, through adjusting strategies in managing its Food Business portfolio by controlling food raw materials costs together with searching for various new sources for quality food raw materials, as well as through developing the associated management procedures and systems in order to achieve further operations effectiveness and efficiencies so as to support the ongoing expansion of the Food Business during the previous year. This will enable the achievement of greater Food Business effectiveness that will then lead to increased revenues and profitability on a sustainable basis.

As such, for full year 2017, the Food Business achieved Total Revenues of Baht 10,988 million, an increase of 3.7% YoY, with a total of 889 QSR outlets and 11 QSR brands; whereby during 2017, the Company added a (net) total of 99 QSR outlets; and the Food Business achieved a 15.1% YoY increase in its Net Profit.

For 2017, the Company undertook ongoing and continuous development of various new sales formats and types of QSR outlets, so as to correspond to the consumers' fast changing new life style and requirements – such as, the new KFC Drive Thru outlet that is open 24 hours; a coffee corner within the Mister Donut outlets, that serves freshly brewed coffee and various other beverages together with its various donut offerings; and an Auntie Anne's food truck outlet, that is always ready to serve its clients anywhere. The Company has also collaborated with a business partner to offer a food service delivery from its various Food Business outlets direct to the consumers' home.

As for the next step for the Food Business in 2018, we are prepared to launch new QSR brands, so as to offer more choices for our customers – both in Bangkok and immediate suburban areas as well as in the Provinces. Furthermore, we will expand our Food Business overseas; as well as will focus on maintaining our product offerings quality and on increasing the capabilities and loyalty of our staff, together increasing our customer services experience so as to achieve positive customer satisfaction. This will enable the Company to build and maintain a strong customers base, in order to retain and sustain, both in the short and long term, the strong and stable customers' loyalty, through being satisfied with our customer services whenever they visit the various QSR brands outlets of the CRG (Central Restaurants Group).

Awards received and various achievements during the year,

Apart from the achieved positive operating performance results, CRG also received these awards and recognition:

- An organization with outstanding support for disabled persons for 2017, from the Ministry of Social Development and Human Security;

- An organization with outstanding support for disabled persons for 2017 (CRGI), from the Ministry of Social Development and Human Security;
- MOU for bi-party collaboration for vocational management, between the Intra Chai Commercial College and the Central Restaurant Group Co. Ltd (CRG);
- An organization with outstanding support and bi-party cooperation in the development of vocational education with Nakorn Prathom Vocational College; and
- Collaboration and support for bi-party development of vocational education with Suphanburi Vocational College.

There were questions and suggestions from the following Shareholders:

Mr. Wicha Chokepongphant (Shareholder)	: I wish to praise and compliment the fact that this year the Hotels Business was able to achieve total revenues of nine billion baht; and I hope that next year the Hotel Business will be able to achieve total revenues of ten billion baht as targeted.
Ms. Pornthip Whanghirunchoke (Shareholder)	: I also wish to praise Centara Azure, Pattaya, where I recently stayed; and I would also like to make a suggestion that the Company issue vouchers to Shareholders for using to stay at its various hotels – namely, something like Shareholders making a company visit.
Mr. Suthikiati Chirathivat	: Thank you for your kind comments and suggestions. The Company tries to provide services to its Shareholders as much as possible. However, at the same time, we must also take into consideration the matter of operating profit and loss for the sake of the overall benefits of our Shareholders as well. Nevertheless, we will take your suggestion into consideration.
Ms. Jinapakt Pornpibul (Shareholder)	: From the above Report on the Operating Performance, I see that the Total Revenues and Total Profit for the Hotels Business have both increased by only a very small percentage from the previous year, unlike the Food Business that achieved very high and positive increases in its operating results. As such, I would like to ask: <ol style="list-style-type: none"> 1. By how much higher Total Profit will the Company be able to achieve for the Hotels Business? 2. What are the strategies for each year that will enable the achievement of more positive growth in the Hotels Business? While the achieved OCC last year was 82% or so, what was the highest-ever

achieved OCC in the past; and will we be able to achieve a higher OCC this year or not?

3. I would like to know which overseas hotel - such as in Phnom Penh, Oman, Muscat, or the Maldives – achieved the best revenues and operating profit.

Mr. Thirayuth Chirathivat : 1. With regard to the Hotels Business revenues last year, which totaled more than nine billion baht for the year: during the first half of the year the overall situation for Bangkok hotels was not very positive, while those hotels located in the Provinces were able to achieve positive operating revenues, resulting in only a marginal growth in the overall performance. However, this overall negative situation has passed – especially during the last Quarter, in which hotels were able to achieve more positive revenues, as a result of various meetings and seminars being held. As for operating profits and costs: the Company is trying to control various overall costs so as to achieve increased operating profits.

2. Achieved OCC during the year normally averages around 80%. What is important is for the Company to increase achieved Room Rates (ARR), through trying to invest in and develop various technology tools – such as, software apps - that will enable the achievement of higher room rates. However, in the Hotels Business there is the seasonality factor, with the high performances being achieved in Quarter 1; namely, achieved OCC is approximately 90%, which will then begin to decrease in Quarter 2, when various maintenance activities can take place.

3. With regard to overseas hotels, the Maldives properties are the best performing hotels in spite of the large increases in the number of hotel rooms during the Quarter together with the problem of some airlines stopping to fly to the Maldives. However, the situation has subsequently and gradually improved. As for the hotel in Oman, Muscat: it is a property under the Hotels Management Services Agreement, that only started operations last year. We expect that the hotel operations will improve gradually, and it will take 1 to 2 years to achieve positive contributions. While, the Hotels Management Service

Agreement for the hotel in Phnom Penh has only just been signed, with the actual management of its operations has yet to begin.

- Mr. Rithichai Yibcharoenporn (Shareholder) : It is stated in the Annual Report for 2017 that, for the Hotels Business, over the next 5 years, there is a plan to double both total revenues and number of hotel properties. As such, I would like to learn about what are the associated operating plans and how the Company will achieve this, together with what are the associated risks that the Company is able to accept. Can details be given with regards to the respective number of owned and operated hotel properties and those properties that are only managed by the Company; as well as what are the expected increases in total revenues together with what are the sources for such increased revenues.
- Mr. Thirayuth Chirathivat : The 5-Year Plan involves expanding the Hotels Business by at least approximately 130 hotels, with mainly own invested/operated hotel properties in the Asia Region together with approximately 30 – 40 COSI brand hotels located in the various key provincial travel destinations within Thailand. The remaining hotels properties will be located in the Maldives and Dubai, UAE that are under construction at this time. As for the managed hotel properties, these will mainly be located in the Asia Region as well.
- Mr. Rithichai Yibcharoenporn (Shareholder) : I have further questions:
1. The newly launched COSI brand hotel – is this an own invested/operated or a managed hotel property?
 2. Are you concerned about the OTA issue or not?
- Mr. Thirayuth Chirathivat : 1. The COSI brand hotels will be of both types – i.e.: own invested/operated hotels and also properties under the Hotels Management Services Agreement.
2. As for the OTA issue, it is an unavoidable matter. However, we will solve the problem by determining the room rate. As such, OTA will only be just another sales and marketing channel that enables access and reach to an increased number of customers.
- Mr. Basant Kumar Dugar (Shareholder) : Congratulated and praised the Company, the Board of Directors and the Management Group for being able to achieve overall positive and higher Total Revenues and Net Profit together with Earnings per Share (EPS) last year. He also would like to see the Company achieve overall increased

'brand value' for its businesses, so as to attract investors. Furthermore, he also praised the Company regarding its good corporate governance practices.

Mr. Suthikiati Chirathivat : Thanked the Shareholders for their questions and comments; and then assigned that Dr. Ronnachit Mahattanapreut, SVP for Finance and Administration and Company Secretary, to take the various matters raised by Shareholders into consideration for further action accordingly.

Resolution: The Meeting acknowledged the Report on the Operating Performance for FY 2017, as per above.

Agenda Item No. 3 Consider, for approval, the audited Financial Statements for the full year period ended December 31, 2017.

The Meeting Chairman assigned Dr. Ronnachit Mahattanapreut, SVP Finance and Administration, and Company Secretary, to present and explain the financial status and financial performance results for Full Year (FY) 2017, ended December 31, 2017.

Dr. Ronnachit Mahattanapreut announced that both the Separate Financial Statement for the Company only and the Consolidated Financial Statements for the full year period 2017, ended December 31, 2017, have been audited by the external Auditor, who has stated its associated opinions without any qualifications, as per the following summary:

- According to the Consolidated Financial Statements for the Company and Subsidiary Companies, as at December 31, 2017: Total Assets equaled Baht 25,037 million, comprising of Total Current Assets of Baht 2,651 million and Total Non-Current Assets of Baht 22,387 million; together with Total Liabilities that equaled Baht 12,979 million, comprising of Total Current Liabilities of Baht 4,405 million and Total Non-Current Assets of Baht 8,574 million; as well as Total Shareholder Equity of Baht 12,058 million.
- For the full year period 2017, ended December 31, 2017, the Company and Subsidiary Companies achieved Total Consolidated Revenues of Baht 20,345 million; whereby after deducting Total Cost of Sales and Total Expenses of Baht 17,588 million together with the Share of Loss from Investments in Joint Companies totaling Baht 35 million, Total Net Consolidated Operating Profit, before Finance Costs and Corporate Income Tax, was Baht 2,723 million. As such, after deducting Total Finance Costs of Baht 224 million, the Company and Subsidiary Companies achieved Total Net Profit, before Corporate Income Tax, of Baht 2,499 million; and after deducting Total Corporate Income Tax of

Baht 408 million, Total Consolidated Net Profit equaled to Baht 2,091 million (which is comprised of Baht 1,991 million for the parent company together with a Total Share – by the equity method - of Profit from Non-Controlling Interests of Baht 100 million). This is equal to an Earnings per Share (EPS) for the parent company of Baht 1.48.

There were questions and comments from Shareholders as follows:

- | | |
|--|--|
| Mr. Ritjhichai Yibcharoenporn
(Shareholder) | : According to the 5-Year Business (expansion) Plan, what is the total amount of investments required; and what is the potential successful achievements, together with what are the types of risks factors involved – such as: what actions will be taken, in the event that the overall Thai tourist industry goes into a decline? |
| Mr. Wicha Chokepongphant
(Shareholder) | : The overall global GDP trend is now positive; as such, I fully support the planned future investments to be made by the Company. |
| Dr. Ronnachit Mahattanapreut | : The 5 -Year Business Plan has been developed with full care and Consideration; whereby <ol style="list-style-type: none"> (1) Total CAPEX for the existing hotel properties is approximately Baht 1,000 – 1,300 million per year; which for the 5-year period equals a total of approximately Baht 6,500 million. (2) Total investments (for 5 years) for the approved concrete projects totals approximately Baht 15,800 million. (3) Further planned investments for those projects presently under consideration total approximately an additional Baht 10,000 million; together with possible additional investments for those potential upcoming projects of another Baht 2,400 million, <p>As such, for the 5-year period, total planned investments is approximately Baht 36,000 - 37,000 million, If this overall planned total investment is taken into consideration and compared to the overall financial status and structure as well as Financial Ratios of the Group, the outcome appears to be positive.</p> <p>Nevertheless, please be assured that the Board of Directors and the Company's operating group have taken all relevant facts and factors into consideration in a very comprehensive and careful manner, and we are confident that the planned investments will be able to achieve added-value for our Shareholders.</p> |

As there were no further questions from Shareholders, the Meeting Chairman requested that Shareholders cast their votes, as summarized below:

Resolution: The Shareholders Meeting considered this matter, as well as voted to approve and accept the Financial Statements for Full Year 2017, ended December 31, 2017, that have been audited and verified by the authorized external Auditors, with the following votes:

Approve	1,118,146,358	votes * (equal to 99.97%)
Disapprove	-	votes *
Abstentions	350,600	votes * (equal to 0.03%)
Invalid voting slips	-	votes *

Note: * During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes, as indicated above, to vary for each respective Agenda Item.

Agenda Item No. 4 Consider, for approval, the appropriation and allocation of the full year 2017 Net Profit for dividend payment.

The Meeting Chairman explained that the Company's policy for dividend payment has determined that payment of dividends will be equal to not less than 60% of the Net Profit after tax, unless it is considered that the planned future business expansion may require no dividends to be paid or the payment of dividends to be equal to less than 60% of the Net Profit.

As such, the operating performance results for full year 2017 achieved a Total Net Profit for the Company only of Baht 946,503,251 and a Total Consolidated Profit of Baht 1,991,389,787. As such, the Board of Directors has considered the matter and proposes that the AGM should approve the payment of dividends to the Shareholders of the total 1,350 million shares at the rate of Baht 0.60 per share - or equal to a total dividend payment of Baht 810 million; whereby this is compared to the dividend payment for the previous year as follows:

Details of Dividend Payments	FY/2016	FY/2017
1.Total Consolidated Net Profit	Baht 1,849,554,515	Baht 1,991,389,787
2. Total No. of shares	1,350,000,000 shares	1,350,000,000 shares
3. Dividend Payment (at Baht per share)	Baht 0.55	Baht 0.60
4. Total Amount of Dividends	Baht 742,500,000	Baht 810,000,000
5. Rate of Dividends paid: Total Consolidated Net Profit	40.1% ¹	40.7% ²

Remarks: The Rate of Dividend Payment relating to the Total Consolidated Net Profit for FY/2016 and FY/2017 are LESS than the stated rate of dividend payment in the Company's policy on dividend payments, so as to conserve funds for planned business expansion by the Company.

1 Rate of Dividend Payment: Total Net Profit for the Company only in full year 2016 = 77.1 %

2 Rate of Dividend Payment: Total Net Profit for the Company only in full year 2017 = 85.6 %

As such, the Company has already allocated funds for the required Legal Reserve, that is equal to 10% of the total registered capital in accordance with Article 116 of the Public Company Act, 1992 (BE 2535) and the Company's Articles of Association. Therefore, no further allocation of the Total Net Profit for the Legal Reserves is required.

The Board of Directors has considered the matter, and proposes that the AGM should approve the appropriation and allocation of a portion of the Total FY/2017 Net Profit for paying dividends at the rate of Baht 0.60 (sixty satang) per share – or equal to a total of Baht 810,000,000 (eight hundred and ten million) – to those Shareholders, whose name appears in the Share Register as at Thursday, May 10, 2018 – to be regarded as the Record Date, who will be entitled to receive a dividend payment; with the actual dividend payment to be made on Wednesday, May 30, 2018.

There were questions and comments from Shareholders as follows:

- | | |
|---|--|
| Mr. Wicha Chokepongphant
(Shareholder) | : This year the dividend payment is very high; but the share price is also high. As such, if you consider the dividend payment as a ratio of the share price, it is low. Next year, I would like to see a higher dividend payment – namely, according to the policy on dividend payments to be equal to 60% (of Total Net Profit), as well as two payments a year. |
| Dr. Ronnachit Mahattanapreut | : Please note that the Total FY/2017 Net Profit for the Company only was approximately Baht 946 million, and the dividend payment at Baht 0.60 per share totaled Baht 810 million, which is equal to 85.6 % of this Total Net Profit amount.

Further, the Company has in place a 5-year Business Plan, whereby it is necessary to use part of the profits for investing in this business expansion, so as to then result in more profits for the Shareholders |
| Mr. Suthikiati Chirathivat | : Thank you, Khun Wicha for your explanation and positive suggestions, which we will take into consideration. |

As there were no further questions or comments from the Shareholders, the Meeting Chairman requested that the requested that Shareholders cast their votes, as summarized below:

Resolution: The Meeting considered the matter and approved the appropriation and allocation of the Total FY/2017 Net Profit for dividend payment, as proposed by the Meeting Chairman, with a unanimous vote as follows:

Approve	1,110,005,809	votes * (equal to 99.24%)
Disapprove	8,497,950	votes * (equal to 0.74%)
Abstentions	-	votes *
Invalid voting slips	-	votes *

Note: *During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes, as indicated above, to vary for each respective Agenda Item.

**Agenda Item No. 5 Consider, for approval, the Appointment of Board Directors
to replace those retiring by rotation**

The Meeting Chairman announced that, in accordance with the Company's Articles of Association and the Public Company Act, one-third of the total number of Board Directors is required to retire by rotation, whereby those Board Directors with the longest tenure will retire first and they may be reelected as a Board Director for another term.

As such, for this year, those Board Directors required and due to retire by rotation are as follows:

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

The Board of Directors, without those with a direct vested interest, considered the matter and concurs with the proposal of the Nomination and Compensation Committee, as well as considers it appropriate to propose to the AGM to approve the appointment of Board Directors to replace those retiring in 2018 as follows:

(a) Reelect and reappoint these Board Directors, who are retiring by rotation, for another term

- | | |
|----------------------------|---|
| 1. Mr. Prin Chirathivat | Director;

Member, Nomination and Compensation Committee, and

Member, Risk Management and Corporate

Governance Committee; |
| 2. Mr. Bhisit Kuslasayanon | Independent Director ¹ ,

Chairman, Audit Committee, and

Member, Nomination and Compensation Committee; |

3. Mr. Vichien Tejapaibul Independent Director ¹,
Member, Audit Committee, and
Member, Nomination and Compensation Committee;

(b) Elect and appoint a new Board Director to fill the currently vacant Board directorship as follows:

Ms. Sopawadee Lertmanaschai as a Board Director
and Member of the Audit Committee

The abovementioned nominees who are all prior Board Directors possess those qualifications as specified by the Company's Articles of Association and the Public Company Act as well as by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET); and who are well-knowledgeable and possess varying capabilities together with extensive experiences in the management of hotel operations and other businesses that will be beneficial for the Company. They are all able to devote both their time and capabilities for the maximum benefit of the Company, the Shareholders and all involved Stakeholders. As such, they are all appropriate to be re-appointed as a Board Director of the Company.

Remarks: ¹ The Company has established the required qualifications for Independent Directors that are more stringent than those specified by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as indicated in detail in the Company's Annual Report 2017, page 206,

There were questions and comments from Shareholders as follows:

Ms. Piyaratn Chongwilaiksem (Volunteer Shareholder Rights Protection Attendee from the TIA)	: In accordance with the Corporate Governance practices regulations, the Thai Investors Association (TIA) will not vote for those Directors who have been Board Director for more than 9 years, since they may tend to follow and agree with the decisions of the majority of Board Directors.
Dr. Ronnachit Mahattanapreut	: The Company has determined its requirements and regulations relating to being a Board Director in accordance with those already specified by the SET. However, with regards to those Directors who have completed such long tenures, the Board of Directors has considered this matter, and is of the opinion that they all still possess the capabilities and full independence of opinions, as well as that it is necessary that they should continue to be appointed as Board Directors. Furthermore, the Company has proposed to appoint a new Board Director, who will also be an additional Member of the Audit Committee.

Mr. Wicha Chokepongphant : Mr. Vichien has sacrificed a great deal to the Company; and Khun Bhisit (Shareholder) is well-known within the education circle. As such, I think we should not 'count the 9 years' issue, but rather allow them a further opportunity to continue working for the Company.

As there were no further questions or comments from the Shareholders, the Meeting Chairman requested that the Shareholders cast their votes, as summarized below:

Resolution: The Meeting considered the matter, and approved the reappointment of the Directors and the new Board Director as proposed by the Board of Directors, with the following votes on an individual nominee basis.

1. Mr. Prin Chirathivat

Approve	1,114,708,759	votes * (equal to 99.66%)
Disapprove	3,795,200	votes * (equal to 0.34%)
Abstentions	-	votes *
Invalid voting slips	-	votes *

Note: *During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes. as indicated above, to vary for each respective Agenda Item.

2. Mr. Bhisit Kuslasayanon

Approve	1,113,453,671	votes * (equal to 99.55%)
Disapprove	4,993,088	votes * (equal to 0.45%)
Abstentions	57,200	votes * (equal to 0.01%)
Invalid voting slips	-	votes *

Note: *During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes. as indicated above, to vary for each respective Agenda Item.

3. Mr. Vichien Tejapaibul

Approve	1,112,313,571	votes * (equal to 99.45%)
Disapprove	6,133,188	votes * (equal to 0.55%)
Abstentions	57,200	votes * (equal to 0.01%)
Invalid voting slips	-	votes *

Note: *During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes. as indicated above, to vary for each respective Agenda Item.

4. Ms. Sopawadee Lertmanaschai

Approve	1,118,506,059	votes * (equal to 100.0%)
Disapprove	-	votes *
Abstentions	-	votes *
Invalid voting slips	-	votes *

Note: * During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes, as indicated above, to vary for each respective Agenda Item.

Agenda Item No. 6 Consider, for approval, compensation for Board Directors in 2018

The Chairman of the Meeting announced that the Nomination and Compensation Committee has submitted to the Board of Directors, for consideration, the proposed compensation for Board Directors that are close to that of other SET-listed companies - through taking into consideration the assigned duties and responsibilities, successfully discharging duties that relate to the operating performance results of the Company, and other relevant surrounding factors; as well as that are comparable to compensation of other SET-listed companies in the same or similar industry sectors.

As such, the Board of Directors have considered the proposed compensation, and concurs with the Nomination and Compensation Committee; whereby the Board considers it appropriate to propose to the AGM, for approval, the overall compensation for Board Directors in 2018 at not more than Baht 8,000,000 - which is the same as in 2017, with details of the components of this compensation being given in the Attachment 4 document, as summarized below:

The proposed compensation for Board Directors in 2018 are as follows

I. Monetary compensation (Baht)

Types of compensation	2017	Proposed 2018	Increase YoY
1. Quarterly retainer fee			
Chairman	100,000	100,000	-
Chairman, Audit Committee	70,000	70,000	-
Board Director	60,000	60,000	-
2. Meeting attendance fee (Baht/time)			
Board of Directors			
Chairman of the Board	35,000	35,000	-
Board Director	30,000	30,000	-

Types of compensation	2017	Proposed 2018	Increase YoY
3.Meeting attendance fee (Baht/time)			
Executive Committee			
Chairman	35,000	35,000	-
Member	30,000	30,000	-
4.Meeting attendance fee (Baht/time)			
Audit Committee			
Chairman	40,000	40,000	-
Member	30,000	30,000	-
5.Meeting Attendance fee (Baht/time)			
Nomination and Compensation Committee			
Chairman	35,000	35,000	-
Member	30,000	30,000	-
6.Meeting Attendance fee (Baht/time)			
Risk Management and Corporate Governance Committee			
Chairman	35,000	35,000	-
Member	30,000	30,000	-
Total Maximum Amount of Compensation (as proposed for approval by the AGM 1/2018)	8,000,000	8,000,000	No change

II. Other compensation (Baht) :

The Company authorizes each Board Director to use the Food & Beverage outlets of its hotels, with a total maximum allowance of Baht 80,000 per Board Director per year

Types of compensation	2017	Proposed 2018	Increase YoY
Total maximum allowance (per Board Director/year) (as proposed for approval by the AGM 1/2018)	80,000	80,000	No change

There were questions and comments from Shareholders as follows:

- Mr. Wicha Chokepongphant (Shareholder) : Various companies take its Shareholders to visit its business operations; as such, I would like to see the Company take its Shareholders to visit its hotels operations or to give its Shareholders some special discounts.
- Mr. Suthikiati Chirathivat : The Company is not able to give discounts to its Shareholders, as it is against the regulations that consider this as giving a reward. Nevertheless, we always take into consideration the overall benefits of our Shareholders.

However, the higher revenues will result in increased profits, so as to give higher returns for all our Shareholders.

As there were no further questions or comments from the Shareholders, the Meeting Chairman requested that the Shareholders cast their votes, as summarized below:

Resolution: The Meeting considered the matter, and approved the compensation plan for Board Directors in 2018 with a total maximum amount of Baht 8.0 million, according to the details above as proposed by the Board of Directors with the following votes.

Approve	1,118,506,059	votes * (equal to 100.0%)
Disapprove	-	votes *
Abstentions	-	votes *
Invalid voting slips	-	votes *

Note: * During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes, as indicated above, to vary for each respective Agenda Item.

Agenda Item No. 7 Consider, for approval, the appointment of the authorized external Auditor and the associated audit fee for 2018

The Meeting Chairman requested that Mr. Bhisit Kuslasayanon, Chairman of the Audit Committee, present, to the Meeting, for consideration and approval, details regarding the appointment of the authorized external Auditor together with the determined associated audit fee, for 2018, as given below.

The Board of Directors have considered the proposed details submitted by the Audit Committee that deemed it appropriate to appoint EY Thailand as the authorized external Auditor of the Company and Subsidiary Companies for 2018, with the following details,

- | | |
|----------------------------------|------------------|
| 1. Mr. Wichart Lokatekrawee | CPA No. 4451, or |
| 2. Miss. Kamontip Lertwitworatep | CPA No. 4377, or |
| 3. Miss. Satida Ratananurak | CPA No. 4753, or |
| 4. Miss. Siriwan Nitdamrong | CPA No. 5906 |

As such, the abovementioned persons possess full independence, as well as do not have any vested interests relating to the Company and its Subsidiary Companies, the Management Group, and the Majority Shareholders, or any connection with these Parties whatsoever.

The reason for proposing the change in the external Auditor is based on the Company's policy to consider and appoint its authorized external Auditor through a proposal and bidding process every 3 years, so as to be in accordance with the principles of good governance.

The Board of Directors, through the recommendations of the Audit Committee, considers it appropriate to propose to the AGM to consider and approve the appointment of the authorized external Auditor of the Company for 2018 together with the associated audit fee of Baht 2,100,000 (the same as for last year), as per above.

As there were no further questions or comments from the Shareholders, the Meeting Chairman requested that the Shareholders cast their votes, as summarized below.

Resolution: The Meeting considered the matter, and approved the appointment of the authorized external Auditor of the Company, together with the associated audit fee, for 2018, as proposed by Board of Directors in accordance with the recommendations of the Audit Committee, with the following votes.

Approve	1,118,506,261	votes * (equal to 100.0%)
Disapprove	-	votes *
Abstentions	-	votes *
Invalid voting slips	-	votes *

Note: * During the progress of the Meeting additional Shareholders/authorized Proxies joined the Meeting, thus resulting in the total number of votes, as indicated above, to vary for each respective Agenda Item.

Agenda Item No. 8 Consider other matters (if any)

There were questions and comments from Shareholders as follows:

Ms. Chinpakr Pornpibul (Shareholder)	As the Food Business has many, many brands, I would like to suggest that, in addition to the current 3 brands offered to the attending Shareholders every year, other food brands should also be offered on a revolving basis.
Mr. Suthikiati Chirathivat	Thank you for your comments and suggestions. In fact, we would like to bring and offer all the various food brands for attending Shareholders; but for some food items that are in a 'soup' format it is not convenient to do so. However, next year we will certainly offer and showcase other new food brands. As for the suggestions to take Shareholders to visit and view our hotel operations and also to give special discounts to Shareholders, please can

the involved Company officials consider the matter further, as well as then propose to the Board how feasible and to that extent it would be possible to do so - whereby it should be a newly opened hotel property.

Since there were no further questions or suggestions from Shareholders, or any other matters proposed for consideration, the Meeting Chairman thanked all attending Shareholders and authorized Proxies for their valuable time in attending the AGM 1/2018; and then declared the AGM 1/2018 adjourned as at 16:00 hrs.

Meeting Chairman

(Prof. Viroj Lowhaphandu)

Chairman of the Board of Directors

(Mr. Suthikiati Chirathivat)

AGM Minutes recorded by

(Mrs. Paranee Galviroj)

Company Secretary

(Dr. Ronnachit Mahattanapreut)

QR Code Downloading Procedures for the 2018 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2018 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.



Annual Report 2018

Agenda No.5: To approve the appointment of re-election directors whose tenures have ended for the year 2019

1. Mr. Suthikiati Chirathivat



Position	<ul style="list-style-type: none"> Chairman of the Board
Date of Birth	<ul style="list-style-type: none"> 22 March 1942
Age	<ul style="list-style-type: none"> 76 years
Starting date of directorship	<ul style="list-style-type: none"> 12 December 1993
Service Term	<ul style="list-style-type: none"> 1st term: 12 December 1993 — 24 April 1995 2nd term: 24 April 1995 — 27 April 1998 3rd term: 27 April 1998 — 26 April 2001 4th term: 26 April 2001 — 22 April 2004 5th term: 22 April 2004 — 26 April 2007 6th term: 26 April 2007 — 26 April 2010 7th term: 26 April 2010 — 25 April 2013 8th term: 25 April 2013 — 28 April 2016 9th term: 28 April 2016 — 2019 AGM
% Shareholding in the Company	<ul style="list-style-type: none"> 31,070,141 shares (or 2.3% of paid up shares)
Education	<ul style="list-style-type: none"> Honorary PhD in Business Administration Program, Dhurakij Pundit University Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University Honorary PhD in Mass Communications, Ramkamhaeng University M.A. (Political Science), Ramkamhaeng University B.A. (Political Science), Ramkamhaeng University Diploma in Mechanical Engineering, South West Essex Technical Collage, U.K. National Defense College, The Joint State - Private Sectors Course, Class 1 National Defense College, The Modern Management Course, Class 1
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> 2008, Director Accreditation Program (DAP)
Experience	<ul style="list-style-type: none"> Assistant Manager, Central Trading Co., Ltd. Assistant General Manager, Central Department Store Co., Ltd. Heads of Political Science Association, Ramkamhaeng University and Committee of Ramkamhaeng University Council The Founder and Head of Thai Retails Association, Thai Retails Association Advisor to The Minister of Tourism and Sports, Ministry of Tourism and Sports One of the Founding Members importer and owner in usage of barcodes in Thailand, Central Ladprao Shopping Complex project

- Honorary Advisor, Thai Hainanese Trade Association
- Advisor to Chairman of the Constitutional Court

Other Current Positions

- Listed Company
 - Chairman Executive Committee, Post Publishing Plc.
 - Director, Central Pattana Plc.
- Non Listed Company
 - Director, Post International Media Co., Ltd.
 - Director, Post — ACP Co., Ltd.
 - Director, Post — IM Plus Co., Ltd.
 - Director, Thai Tourism Industry Association
 - Director, central department store Co., Ltd.
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)
 - -None-

Meeting Attendance in 2018

- The Board of Director's meetings
 - 4/4

2. Mr. Sudhisak Chirathivat

- | | |
|--|--|
| Position | • Director |
| Date of Birth | • 8 September 1945 |
| Age | • 73 years |
| Starting date of directorship | • 24 April 2003 |
| Service Term | <ul style="list-style-type: none"> • 1st term: 24 April 2003 — 22 April 2004 • 2nd term: 22 April 2004 — 26 April 2007 • 3^d term: 26 April 2007 — 26 April 2010 • 4th term: 26 April 2010 — 25 April 2013 • 5th term: 25 April 2013 — 28 April 2016 • 6th term: 28 April 2016 — 2019 AGM |
| % Shareholding in the Company | • 22,055,095 shares (or 1.63% 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 | <ul style="list-style-type: none"> • President, Central Marketing Group Co., Ltd. • Managing Director, Central Garment Factory Co., Ltd. • Managing Director, Prin Inter Trade Co., Ltd. |



Other Current Positions

- Listed Company
 - 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, Ploen Ruedee Co., 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 2018

- 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 Committee

Date of Birth

- 30 October 1947

Age

- 71 years

Starting date of directorship

- 24 April 2003

Service Term

- 1st term: 24 April 2003 — 22 April 2004
- 2nd term: 22 April 2004 — 26 April 2007
- 3rd term: 26 April 2007 — 26 April 2010
- 4th term: 26 April 2010 — 25 April 2013
- 5th term: 25 April 2013 — 28 April 2016
- 6th term: 28 April 2016 — 2019 AGM

% Shareholding in the Company

- 16,016,654 shares (or 1.19 % 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)
Experience

- 2003, Director Certification Program (DCP)
- 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.
- Director, Central Holding 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 2018

- 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

- 76

Starting date of directorship

- 14 November 2014

Service Term

- 1st term: 14 November 2014 — 28 April 2016
- 6nd term: 28 April 2016 — 2019 AGM

% Shareholding in the Company

- -None-



Education	<ul style="list-style-type: none"> • 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)	<ul style="list-style-type: none"> • -None-
Experience	<ul style="list-style-type: none"> • 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"> • General manager and Regional Manager of ACCOR Group
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • -None-
- Non Listed Company	<ul style="list-style-type: none"> • -None-
- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • -None-
Meeting Attendance in 2018	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 4/4

Information regarding to appointed

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

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

For consideration of Agenda 6: To approve and fix the directors' remunerations for the year 2019**I. Monetary Remuneration**

- Quarterly retainer and Meeting attendance fee

Remuneration	Remuneration (Baht)		
	2018	2019	change
1. Quarterly Remuneration (Baht/Quarter)			
- Chairman	100,000	100,000	-
- Chairman of Audit Committee	70,000	70,000	-
- Director	60,000	60,000	-
2. Meeting allowance for the Board of Director (Baht/Attendance)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
3. Meeting allowance for the Executive Director (Baht/Attendance)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
4. Meeting allowance for the Audit Committee (Baht/Attendance)			
- Chairman	40,000	40,000	-
- Director	30,000	30,000	-
5. Meeting allowance for the Nomination & Compensation Committee (Baht/Attendance)			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
6. Meeting allowance for the Risk Management & Corporate			
- Chairman	35,000	35,000	-
- Director	30,000	30,000	-
Proposal for shareholders approval	8,000,000	8,000,000	-

- Bonus

The bonus will be allocated to directors by which the Board of Directors is authorized to determine the conditions, the details, and the rate of bonus payment as appropriate together with consideration of the Company's performance outcomes.

In addition, the amount of bonus being allocated to each director is depended on the performance and the participation in the meeting. The Executive Director will not receive any director's bonus, however.

II. Other Remunerations

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

Meal allowance	2018	2019	change
Proposal for shareholders approval (person/per annual)	80,000	80,000	-

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.

List of independent directors proposed by CENTEL to serve as proxies



- 1. Mr. Bhisit Kuslasayanon**
(Independence Director,
Chairman of Audit Committee,
Member of Nomination and Compensation Committee)

Age 77 years,
Address: Central Plaza Hotel Public Company Limited.
999/99 Rama 1 Road, Patumwan, Bangkok, 10330
Conflict of interest: None



- 2. Mr. Vichien Tejapaibul**
(Independence Director,
Member of Audit Committee,
Member of Nomination and Compensation Committee)

Age 79 years
Address: Central Plaza Hotel Public Company Limited.
999/99 Rama 1 Road, Patumwan, Bangkok, 10330
Conflict of interest: None



- 3. Miss Sopawadee Lertmanaschai**
(Independence Director,
Member of Audit Committee)

Age 66 years
Address: Central Plaza Hotel Public Company Limited.
999/99 Rama 1 Road, Patumwan, Bangkok, 10330
Conflict of interest: None



- 4. Mr. Gerd Kurt Steeb**
(Independent Director)

Age 76 years
Address: Central Plaza Hotel Public Company Limited.
999/99 Rama 1 Road, Patumwan, Bangkok, 10330
Interest in the proposed agenda in the 2019 AGM: None
Conflict to agenda 5 - To approve the appointment of re-election
directors whose tenures have ended for the year 2019

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 an 2 above as well as these points indicated below

- Documents indicating that the Shareholder Company is a properly registered juristic person can be those issued by the country of residence of the Shareholder Company or an official document issued by the Shareholder Company itself on its letterhead. Such documents should indicate the name and head office address of the juristic person or Company that is a shareholder, the name of the authorised representative and/or signatory (s) of the juristic person or Company and any limitations or constraints as a the official representative of the Company.
- Any documents that is not written in English should have an accompanying English language translation, with the authorised representative of the Company or juristic person signing the translated version and confirming that the translated is correct and the same in content as the original foreign language document

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

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

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

3. ขอมอบฉันทะให้
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 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ A1 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานครหรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2019 General Shareholders' Meeting to be held on April 25, 2019 at 2.30 p.m. at Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, or on the date and at the place as may be postponed or changed.

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

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

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

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

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

หมายเหตุ

Remarks:

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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

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

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

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

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

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

(1) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age
Years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

(2) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age
Years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

(3) นาย / นาง / นางสาว อายุ ปี
Mr. / Mrs. / Miss Age
Years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ A1 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานครหรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
anyone of the above as my/our proxy holder to attend and vote at the 2019 General Shareholders' Meeting to be held on April 25, 2019 at 2.30 p.m. at Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, 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: พิจารณารับรองรายงานการประชุมสามัญประจำปี 2561 ซึ่งประชุมเมื่อวันที่ 30 เมษายน 2561</p> <p>Agenda Item 1: To ratify minute of the Annual General Meeting of Shareholders 2018 held on April 30, 2018</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 2561</p> <p>Agenda Item 2: To acknowledge the Company's performance for the Year 2018</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 2561 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To approve the audited financial statements for the year ended December 31, 2018</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 4: พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2561</p> <p>Agenda Item 4: To approve the dividend payment from performance for the year 2018</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration <input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			
<p>ระเบียบวาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2019</p> <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration <input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows <div style="margin-left: 20px;"> <input type="checkbox"/> เลือกกรรมการทั้งหมด Vote for all the nominated candidates as a whole <input type="checkbox"/> เลือกกรรมการตามรายบุคคล Vote for an individual nominee </div> <div style="margin-left: 20px;"> (5.1) นายสุทธิเกียรติ จิราธิวัฒน์ Mr. Suthikiat Chirathivat (5.2) นายสุทธิศักดิ์ จิราธิวัฒน์ Mr. Sudhisak Chirathivat (5.3) นายสุทธิธรรม จิราธิวัฒน์ Mr. Sudhitham Chirathivat (5.4) นายเกร็ด เคิร์ก สเต็ป Mr. Gerd Kurt Steeb </div>			
<p>ระเบียบวาระที่ 6: พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2562 Agenda Item 6: To approve and fix directors' remuneration for the year 2019</p> <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration <input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 7: พิจารณาแต่งตั้งผู้ตรวจสอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2562</p> <p>Agenda Item 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2019</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 8: พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 8: To consider other business (if any)</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy holder shall vote according to the shareholder's requirement as follows</p>			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้, หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ
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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ A1 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10900 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2019 General Shareholders' Meeting to be held on April 25, 2019 at 2.30 p.m. at Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, 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)			

ข้าพเจ้าขอรับรองว่ารายการในใบปะจําคํอแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

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

1 ข้าพเจ้า I/We อยู่บ้านเลขที่ ถนน ตำบล/แขวง Residing at No Road Sub district อำเภอ/เขต จังหวัด รหัสไปรษณีย์ District Province Postal Code	เขียนที่ Written at วันที่ เดือน พ.ศ. Date Month Year สัญชาติ Nationality ตำบล/แขวง Sub district รหัสไปรษณีย์ Postal Code
2 เป็นผู้ถือหุ้นของ บริษัท โรงแรมเซ็นทรัลพลาซ่า จำกัด (มหาชน) being a shareholder of Central Plaza Hotel Public Company Limited โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้ Holding the share in the amount of shares and the voting right equals to votes as follows <input type="checkbox"/> 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 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ A1 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานครหรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2019 General Shareholders' Meeting to be held on April 25, 2019 at 2.30 p.m. at Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, 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 หุ้นและมีสิทธิออกเสียงลงคะแนนได้ 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: พิจารณารับรองรายงานการประชุมสามัญประจำปี 2561 ซึ่งประชุมเมื่อวันที่ 30 เมษายน 2561</p> <p>Agenda Item 1: To ratify minute of the Annual General Meeting of Shareholders 2018 held on April 30, 2018</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 2561</p> <p>Agenda Item 2: To acknowledge the Company's performance for the Year 2018</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 2561 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To approve the audited financial statements for the year ended December 31, 2018</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 2561</p> <p>Agenda Item 4: To approve the dividend payment from performance for the year 2018</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p>			
<p>ระเบียบวาระที่ 5: พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ</p> <p>Agenda Item 5: To approve the appointment of re-election directors whose tenures have ended for the year 2019</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration</p> <p><input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows</p> <p><input type="checkbox"/> เลือกกรรมการทั้งหมด Vote for all the nominated candidates as a whole</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล Vote for an individual nominee</p> <p>(5.1) นายสุทธิเกียรติ จิราธิวัฒน์ Mr. Suthikiat Chirathivat</p> <p>(5.2) นายสุทธิศักดิ์ จิราธิวัฒน์ Mr. Sudhisak Chirathivat</p> <p>(5.3) นายสุทธิธรรม จิราธิวัฒน์ Mr. Sudhitham Chirathivat</p> <p>(5.4) นายเกร็ด เคิร์ก สเต็ป Mr. Gerd Kurt Steeb</p>			
<p>ระเบียบวาระที่ 6: พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2562</p> <p>Agenda Item 6: To approve and fix directors' remuneration for the year 2019</p> <p><input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร 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			
<p>ระเบียบวาระที่ 7: พิจารณาแต่งตั้งผู้ตรวจสอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2562</p> <p>Agenda Item 7: To approve the appointment of the Auditors and to approve the audit fees for the year 2019</p> <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration			
<input type="checkbox"/> (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows			
<p>ระเบียบวาระที่ 8: พิจารณาเรื่องอื่นๆ (ถ้ามี)</p> <p>Agenda Item 8: To consider other business (if any)</p> <input type="checkbox"/> (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration			
<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:

- 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences to be enclosed with the proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
- 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.
- 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.
- ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

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

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.30 น. ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ A1 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนน พระราม 1 แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานครหรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2019 General Shareholders' Meeting to be held on April 25, 2019 at 2.30 p.m. at Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld 999/99 Rama 1 Road, Pathumwan, Bangkok, 10330, Thailand, 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 2562

The 2019 Annual General Meeting of Shareholders

บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

Central Plaza Hotel Public Company Limited

วันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14:30 น.

Thursday, April 25, 2019 2:30 PM.

ณ ห้องบางกอกคอนเวนชันเซ็นเตอร์ A1 ชั้น 22

โรงแรมเซ็นทาราแกรนด์ แอนด์บางกอกคอนเวนชันเซ็นเตอร์ แอท เซ็นทรัลเวิลด์

At Bangkok Convention Centre A1 22nd floor, Centara Grand and Bangkok Convention Centre at CentralWorld

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 _____ ผู้เข้าร่วม

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

เปิดรับลงทะเบียน 1 ชั่วโมง ก่อนเวลาประชุม

Registration will start 1 hour before the commencement of the meeting

