

March 25 , 2011

Subject : Invitation to 2011 Annual General Meeting of Shareholders

Attention : Shareholders of Central Plaza Hotel Public Company Limited

Attachment : 1. Copy of the minutes of 2010 Annual General Meeting of Shareholders
2. 2010 Annual Report (CD- ROM)
3. Profiles of the proposed directors to replace those who will retire by rotation
4. Directors' Remuneration for 2011
5. The Company's article of Association in relation with the Shareholders' meeting
6. Name List and Details of Independent Directors
7. Documents required for attending the Shareholders Meeting
8. Proxy
9. Registration Form
10. Map of the Meeting location

Please be informed that the Board of Directors of the Company has resolved to hold the 2011 Annual General Shareholders' Meeting (AGM) on 25 April 2011 at 14.30 hours at Lotus 1-4 room, 22nd Floor Centara Grand and Bangkok Convention Centre at Central World, 999/99 Rama 1 Road, Pathumwan, Bangkok. The agenda of the AGM is as follows.

Agenda 1 : To ratify minutes of 2010 Annual General Meeting of Shareholders (AGM) held on April 26, 2010

Rationale : The 2010 AGM was held on April 26, 2010 and a copy of the Minutes is provided in Attachment 1.

Opinion of the Board : The Board of Directors is of the opinion that the said minutes of Meeting should be ratified and approved as written.

Agenda 2 : To acknowledge directors' report on the company's performance for the Year 2010

Rationale : To report the Company's performance for the financial year that ended on 31 December, 2010 to shareholders for acknowledgement, details of which are provided in Attachment 2.

Opinion of the Board : The Board of Directors recommended to propose to the Shareholders' Meeting for acknowledgment and approval of the operating results of the Company during the preceding year.

Agenda 3 : To consider and approve the balance sheet and statement of income for the year ended December 31, 2010

Rationale : The Consolidated's balance sheets, and related statement of income for the financial year that ended on 31 December, 2010, together with the Auditor's report thereon which were audited by the Company's auditor and were reviewed by the Audit Committee, is presented in the 2010 annual report.

Opinion of the Board : The Board of Directors is of the opinion that the meeting should approve the Financial Statements for the year ended December 31, 2010 which were reviewed by the Audit Committee and were audited by KPMG Phoomchai Audit Ltd. Base on the auditor's opinion, the consolidated financial statements of the Company and its subsidiary were presented fairly in all material respects and in accordance with generally accepted auditing standards.

Agenda 4 : To consider the appropriation of profit and declaration of dividend for FY /2010 Operating period.

Rationale : The Company's policy on payment of dividends is to allocate not less than 60% of the Net Profit (after tax) for the year as dividends, except in the event of major business expansion then consideration may be given to allocate less than 60% of the Net profits as dividend payments.

The operating result for FY/2010 is that the Company and its subsidiaries have made a Net profit from separate financial statement of Baht 263,222,450 and a net loss from consolidated financial statement of Baht (51,105,291). However the consolidated financial statement is stated at loss, Growth of EBITDA and excess of retained earning are factors that Board of Directors have considered it and is of the opinion that it is reasonable for approve payment of a dividend to the Shareholders (owning a total of 1,350 million shares) at the rate of Baht 0.05 per share – or a total dividend payment of Baht 67.5 million – which is equal to 25.6 % of net profit from separate financial statement in accordance with the Company's policy. A comparison of the proposed dividend payment with the actual payment for 2009 operating period is shown below:

Details of dividend payments	FY/2009	FY/2010
Net Profit (Loss) from consolidated financial statement	Baht 53,094,378	Baht (51,105,291)
No. of shares	1,350,000,000 shares	1,350,000,000 shares
Dividend payment/share	@ Baht 0.05/share	@ Baht 0.05/share
Total dividend payment	Baht 67,500,000	Baht 67,500,000
Dividend payment ratio	127.1 %	-132.1 % ⁽¹⁾

- (1) Dividend payment ratio, which compare to net profit from separate financial statement in 2010 is 25.6 %.

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

Opinion of the Board : The Board of Directors is of the opinion that the 2010 profit should be allocated as follows:

4.1 Dividend payment of Baht 0.05 per share, totaling Baht 67.5 million (sixty seven million five hundred thousand Baht) to the shareholders whose names appear in the Share Register as of May 4, 2011 .This date is considered the "Record Date" to receive dividend payments. The share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act is scheduled to be May 6,2011. The dividend payment shall be made on May 24, 2011.

4.2 Transfer the remaining amount to Unappropriated Retained Earnings. (General Reserve)

Agenda 5 : To consider and elect the directors to succeed the directors who have to retire by rotation.

Rationale : Pursuant to the Public Company Act B.E. 2535 and the Articles of Association of the Company, one-third of the Board of Directors who has been in office for the longest time shall retire from office each year. The retired directors may be re-elected. The following directors will retire by rotation from the date of the 1/2011 AGM:

1. Mr. Suthichai Chirathivat
2. Mrs. La-aid Vongvongpop
3. Mr. Chanvitaya Suvarnapunya
4. Mr. Gerd Steeb

Opinion of the Board : The Nomination & 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. Suthichai Chirathivat
2. Mr. Chanvitaya Suvarnapunya
3. Mr. Gerd Steeb
4. Mr. Vichate Tantiwanich

The Curriculum Vitae of the directors is given in the attachment

Agenda 6 : To consider and fix director's remuneration for the year 2011

Rationale : For the consideration and determination of the remuneration for the Company's Directors as well as for the various specific Board Committees members (as per details in attachment 4)

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

Agenda 7 : To consider and appoint the auditors for the year 2011 and fix the remuneration

Rationale : For the consideration of appointing the authorised external auditors of the Company and determination of the audit fees for the financial year 2011, in accordance with Clause 120 of the public Companies Act.

Opinion of the Board : Based on the recommendations of the Audit Committee, the Board of Directors is of the opinion that it is appropriate to propose the appointment of KPMG Poomchai Audit Ltd. (KPMG) as the authorised external auditors of the Company and its Subsidiaries with the following names :

- Mr. Vichien Thamtrakul CPA No. 3183 or
- Mr. Winid Silamongkol CPA No. 3378 or
- Ms. Somboon Supasiripinyo CPA No. 3731 or
- Ms. Vannaporn Jongperadechanon CPA No. 4098

Whereby, all of the abovementioned persons are all fully independent of and have no vested interests whatsoever in the Company and/or its Subsidiaries. The current authorised auditor is Mr.Vichien Thamtrakul who is the Company's auditor since 2010.

Further, based on the recommendations of the Audit Committee, the Board of Directors is of the opinion that it is appropriate to propose that the AGM approve that the audit fees for 2011 be set at Baht 1,515,000 (one million and five hundred fifteen thousand Baht) same as the previous year.

Additionally, KPMG Poomchai Audit Ltd. (KPMG) will be the authorised auditor of the Company, 24 subsidiary Companies, 2 Property Funds.

During the past year, the Company and its Subsidiaries did not used any other services from any of the affiliated companies of the authorised Auditors Company or from any persons or other businesses affiliated with the authorized Auditors Company .

Agenda 8. : To consider other business (if any)

In this regard,the Company has fixes the record date on which shareholders have the right to attend the 2011 AGM on March 31,2011 and fixing the share register book closing date for collecting shareholders names under Section 225 of the Securities and Exchange ACT on April 1,2011.

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 from.

Regard,

(Mr.Suthikiati Chirathivat)
Chairman of the Board

Minutes of
ORDINARY ANNUAL GENERAL SHAREHOLDERS' MEETING (AGM) – No.1/2010
of the CENTRAL PLAZA HOTEL plc.

Time & Place of AGM

The ORDINARY ANNUAL GENERAL SHAREHOLDERS' MEETING (AGM) for 2010 of the CENTRAL PLAZA HOTEL plc. was held at 14:30 hrs on Monday, April 26, 2010 at the Vipawadee Ballroom of the Sofitel Centara Grand, Bangkok Hotel located at 1695 Paholyotin road, Chatuchak, Bangkok.

Directors attending the AGM

1. Khun Suthichai Chirathivat	Vice Chairman of the Board
2. Khun Suthikiati Chirathivat	Chairman of the Executive Board
3. Khun Viroj Lowhaphandu	Director
4. Khun Sudhisak Chirathivat	Director
5. Khun Sudhitham Chirathivat	Director
6. Khun Prin Chirathivat	Director
7. Khun Kanchit Bunajinda	Director
8. Khun Vichien Tejapaibul	Director
9. Khun La-aid Vongvongpop	Independent Director, and Chairman of the Audit Committee
10. Khun Bhisit Kuslasayanon	Independent Director, and Member - Audit Committee
11. Khun Charnvitaya Suvannapunya	Independent Director, and Member - Audit Committee
12. Mr. Gerd K. Steeb	President

Directors excused from the Meeting

1. Khun Vanchai Chirathivat	Chairman of the Board
2. Khun Suthiporn Chirathivat	Director
3. Khunying Suchitra Mongkolkiti	Director
4. Khun Suthichart Chirathivat	Director

Executives attending the Meeting

1. Khun Dan Chinsupakul	Financial & Investments Advisor to the Chairman of the Executive Board
2. Khun Ronnachit Mahattanapruet	SVP, Finance & Administration and Company Secretary

External Auditors attending the Meeting

1. Khun Soomboon Supasiripinyo	KPMG Phoomchai Audit Ltd. (KPMG)
2. Khun Boonsri Chotiphaiboonphan	KPMG Phoomchai Audit Ltd. (KPMG)

**Appointed as recorder/checker
for votes casting and counting**

1. Police Colonel Amphol Chamnarnprai	Yuthapongse Legal & Accounting Office
2. Khun Thayoot Khansamrith	Yuthapongse Legal & Accounting Office

Khun Suthikiati Chirathivat, CEO, invited Khun Viroj Lawhaphandu to act as the Chairman for the AGM in place of the Chairman of the Board, who did not attend this meeting.

Khun Viroj Lawhaphandu declared the AGM open, and announced that a total of 242 shareholders and proxies(with authorised power of attorney)were present, accounting for a total of 950,804,763 shares (or equal to 70.40 % of the total shares) of the Company, which exceeds one third of the total shares issued and outstanding; and thus this constituted the required quorum for the AGM to be held in accordance with the Rules & Regulations of the Company.

Before consideration of the various agenda items for the AGM take place, the Meeting Chairman explained to the attendees procedures to be used in the exercising and counting of their vote(s) as follows :

- (1) For those Shareholders attending in their own capacity as well as those Shareholders who have given a power of attorney to their proxy to attend on their behalf via the use of the "power of attorney" form Kor Kai (which is a general and simple power of attorney document), the Company has handed out to these attendees the voting forms for use in regard to each respective agenda item to be considered.
- (2) For those Shareholders who have given the power of attorney to their proxy to attend via the "power of attorney" form Khor Khai (which contains clearly stated and fixed specific details for the exercise of the power of attorney for each agenda item to be considered), and
- (3) for those overseas Investors/Shareholders who have appointed their Thai custodian(s) to look after their shareholdings and interests and, thus, have given a power of attorney via the power of attorney form Kor Kwai;

the Company will pre-record into the computer the intended votes of these two groups relating to each respective agenda item being considered in accordance with the details specified on their signed "power of attorney forms".

However, for those agenda items where no specific indication of the intended votes by these two Shareholder groups is given on their "power of attorney forms", the Company has handed out (when the appointed proxies registered their attendance) the general voting forms to be used relating to such agenda items to be considered.

- (4) In recording the Shareholders votes for each respective agenda item being considered, the AGM attendees will be asked if there are any (i) dissenting votes, or (ii) abstentions.

Then, once the prerecorded votes already registered in the computer are also included,

- (a) if there are NO dissenting votes or abstentions : then it will be declared that there is a unanimous vote for that agenda item; or
- (b) if, however, there ARE dissenting votes or abstentions, those Shareholders and/or proxies will be asked to register their votes accordingly on the voting forms handed out; whereby these dissensions or abstentions will be deducted from the total number of Shareholders attending the Meeting in order to arrive at the *net* number of votes "for" the agenda item being considered, which details will be checked and then announced to the AGM for each and every agenda item.

The (AGM) Chairman also announced that, in compliance with the principles of good corporate governance and compliance to shareholders rights, the Company has set up, since January 20, 2010, a page on its website (at www.centarahotelsresorts.com) through which Shareholders can have the right to make any comments and/or propose

- (i) any agenda items to be considered by the AGM, and
- (ii) names of those whom they think should be considered for nomination as a Director of the Company.

However, as at the date of this AGM today, there have been NO comments or proposals made by or received from any Shareholders via the website page.

Thus, the Chairman proposed to proceed with the AGM and consideration of the various agenda items tabled as shown below.

Agenda item No. 1 : Consideration to adopt the Minutes of the Annual Shareholders Meeting AGM No1/2009, held on April 23, 2009.

The Chairman proposed the Minutes of the Annual General Shareholders Meeting No.1/2009, held on April 23, 2009 (which the Company has sent to each Shareholder together with the Notice of this AGM) for consideration and acceptance by the Meeting.

RESOLUTION:

The Meeting considered the Minutes of the Annual General Shareholders Meeting No 1/2009, held on April 23, 2009, as proposed by the Chairman; and unanimously accepted these Minutes be adopted with the following vote count :

- For : 950,805,763 votes *
- Against : none
- Abstentions : none

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

Agenda Item No. 2 :

Acknowledgement of the Company's Full Year 2009 operating performance.

The Chairman requested Khun Suthikiati Chirathivat, to present to the Meeting details of the Company's operating performance and results for the Full Year 2009 period, which details are summarised below.

- **Hotels Business**
 - At the beginning of March this year, the various hotels and resorts within the Centara Group became the largest Thai hotel chain – that currently has a total of 43 hotels and resorts properties; ie: 38 being located in Thailand and 5 located overseas, with 29 properties already in operation and another 14 projects still under construction (of which 3 projects will be opened for business this year, 9 projects within 2011 and the remaining 2 projects within 2012).
 - For the FY/2009 period, the Hotels Business achieved
 - total consolidated revenues of Baht 3,961 million (being an increase of 13% when compared to last year); and
 - an Average Occupancy (AOC) of 60.5% (a decrease of 3.7% when compared to last year, but still much higher than the total hotels industry's AOC of 49.1%)
- **Food Business**
 - During 2009, CENTRAL RESTAURANTS GROUP (CRG) launched 3 new QSR brand concepts :
 - CHABUTON – a premium Japanese Ramen concept that won the top prize in the TV Champion programme;
 - COLDSTONE CREAMERY – a super premium US concept; and
 - RYU SHABU SHABU – an Osaka style Shabu Shabu concept, that has a large variety of value-for-money menu offerings developed from the Shabu Shabu menu being served in CENTEL's Hagi Japanese Restaurant outlet.

All the above 3 new brand concepts have been well-received by the consumers, as each has its own respective strengths and attractive differentiation points for our customers.

- CRG intends to expand its QSR business further – with plans to have as much as 10 QSR brand concepts in total to offer by the end of 2010.
- CRG's new business expansion and investment plans :
CENTEL has completed plans to launch additional QSR brand concepts into the Thai market so that it can offer a maximum variety of brand offerings as well as more choices for the Thai consumers.

There were comments and questions from some Shareholders as follows :

- *Khun Krirk Samontham (Shareholder)*
 - *In that CENTEL's Net Profit decreased by Baht 200 million compared to FY/08, I would like to ask what will be done to bring back the business to its usual profitable level ?*
- *Khun Suthikiati Chirativat*
 - *Our business operations was in fact quite good, despite the economic crisis especially our Pattaya hotel property that opened in late 2009 – details of which will be discussed in the next Agenda Item.*
- *Khun Ronnachit M., SVP Fin & Admin:*
 - *Due to the negative impacts from the continuing unsettled political situation as well as the global economic downturn during much of 2009, CENTEL decided to terminate our Pizza Hut and Baskin Robbins ice cream business – thus, incurring business closure costs and another Baht 50 million due to write downs resulting from from impairment in assets values.*
 - *Additionally, during Q3/09 our hotels business was directly and adversely affected by both the ongoing political turmoil and poor economic situation, resulting in the need to make certain provisions - totaling Baht 156 million - to guarantee the rental revenues payments relating to the Centara Grand Beach Resort, Samui as agreed with the CTRAF property fund.*
 - *Thus in summary, CENTEL had incurred some extraordinary costs during 2009 that resulted in the need to set aside some additional special expense provisions. Also, the Company has had to implement some accounting changes relating to the recognition of space rental income for the Central Lardprao Hotel property - thus incurring some added expenses. However, for 2010, if there are no special circumstances, we then expect that our Net Profit should return to their normal level.*
- *Khun Krirk Samontham (Shareholder)*
 - *Was the lease extension agreement for the Central Lardprao Hotel property signed last year? Can you give us a summary of the key points of this new agreement ?*
- *Khun Ronnachit M , SVP, Fin & Admin.*
 - *The Company has entered into a new lease agreement for this hotel property for another 20 year period.*
- *Khun Krirk Samontham*
 - *In that this new lease agreement is a 'life and death' matter – with critical impacts on the Company's accounts, can a summary of the e new agreement be disclosed on the Company's website?*
- *Khun Ronnachit M :*
 - *We propose to do this, and have requested authorisation to do so at a Shareholders Meeting already. Also, we have, in fact, disclosed such details within the 'notes to the financial statements(on page 43) concerning 'transactions with related parties'.*

- *Khun Chartri Charoennuang (shareholder)*
 - *Did CENTEL enter into the lease agreement directly with the SRT or with another company within the Central Group?*
- *Khun Suthikiati Chirativat*
 - *Originally CENTEL entered into the lease agreement with Central International Development Co. Ltd. (CID) who was the actual contractual party with the SRT; thus this time CENTEL entered into the lease extension agreement with CID again.*
- *Khun Chartri Charoennuang (shareholder)*
 - *Why was there no 2009 Annual Reports, in Thai, given out at the entrance to this meeting room ?*
- *Khun Suthikiati Chirativat*
 - *In fact, we have arranged for a Thai version of the Annual Report be made available for handing out at the entrance; but it seems that there are not enough copies. However, should any Shareholder would like to have a copy, you can give your name and address to our staff, and we will arrange to send it to you afterwards.*

RESOLUTION:

The Meeting acknowledged the above overview of the operating performance report.

Agenda Item No. 3 :

Consideration to accept and adopt the audited Financial Statements for the Full Year 2009 financial period, ending December 31, 2009.

The Chairman requested Khun Ronnachit Mahattanapreut, SVP for Finance & Administration, to present to the Meeting details of the financial status and operating performance results of the Company for the full year period ending December 31, 2009. Khun Ronnachit thus gave out the following details :

CENTRAL PLAZA HOTEL plc. (Company only) (Baht million)	
Total Assets	13,204.7
Current Assets	1,189.4
Non Current Assets	12,014.9
Total Liabilities	9,149.5
Current Liabilities	3,844.6
Non Current Liabilities	5,304.9
Shareholders Equity	4,054.8
Total Revenues	1,751.2
Less : COGS & Op Exp	<u>1,410.6</u>
EBIT	340.6
Less : Financial costs	176.3
Corp Tax	0
NET PROFIT/(LOSS)	164.3
= EPS	Baht 0.12

CENTRAL PLAZA HOTEL plc. (Consolidated) (Baht million)	
Total Assets	19,817.0
Current Assets	1,425.0
Non Current Assets	18,392.0
Total Liabilities	13,540.4
Current Liabilities	4,098.0
Non Current Liabilities	9,442.4
Shareholders' Equity	6,276.6
Note: Interest bearing D/E Ratio 1.3 : 1	
Total revenues	8,536.4
Less : COGC & Op Exp	<u>8,205.8</u>
EBIT	330.6
Add : Share of profits	124.8
In JV/Assoc Cos.	
Less : Financial costs	<u>206.1</u>
= Net profit before Tax	249.3
Less : Corp Tax	150.4
NET PROFIT/(LOSS)	98.9
Note: Parent Co = 53.1 mln MI profit = 45.8 mln = EPS	
	Baht 0.04

- Our Net Profit after tax (NPAT) for 2009 had decreased due to:
 - special closure costs incurred and losses relating to the termination of the Pizza Hut and Baskin & Robbins ice cream businesses totaling approximately Baht 55.0 million; and
 - losses relating to the provisions made to guarantee the rental revenues payments relating to the Centara Grand Beach Resort, Samui as agreed with the CTARAF property fund – totaling approximately Baht 156 .0 million.

There were some comments and questions from Shareholders as follows :

- *Khun Krirk Samontham (shareholder)*
 - *Thank you Khun Ronnachit for your presentation; and complements to the Management for managing the Company well and achieving profitable results. As well as for making arrangements to provide food for the Shareholders today – it was very well done.*
 - *rom Khun Ronnachit's presentation on the operating performance results, we have learned that due to changes in the accounting procedures (that are different from previous methods used) relating to the recognition of space rental revenues has result in additional costs for the Company.*
 - *Therefore, I would like to know also :*
 - *what policies do you have in regard to charging space rental fees from small shops located in the shopping arcade, and will there be an increase in these rental fees?*
 - *As a result of the political rally at the Rajaprasong area, are you planning to delay further the planned closure date for the Central Lardprao or not ?*
 - *And, what is the breakeven point for the renovations and refurbishment costs for the Sofitel Centara Grand Bangkok Hotel ?*
- *Khun Suthikiati Chirativat :*
 - *Thank you for your complement. I would like to inform you as follows:*
 1. *Investments for the Central Lardprao Hotel property was made some 30 years ago; thus, the Company would not need to make major investments relating to the planned renovations and refurbishment. Also, we have been undertaking some partial renovations to the Sofitel Centara Grand Bangkok recently – thus, we are not worried about having to make further major renovations- related expenses. And rooms revenues will increase after the refurbishment is completed*
 2. *Furthermore, the hotel is located in Central Bangkok where there will also be 2 new PTT office complexes located opposite to the hotel. We are thus not worried about the revenues for the hotel.*
 3. *As for the Central Lardprao complex: in order to facilitate the renovation of this complex, it must be closed for approximately 5 – 6 months. However, the Hotel complex itself will not be closed during the renovations, as we will undertake refurbishment bit-by-bit for specific parts of the property. And we plan to complete all the renovations in time and simultaneously with the planned completion and reopening of the retail complex.*
- *Khun Krirk Samontham (shareholder)*
 - *According to Khun Ronnachit, the Company has added new hotel properties and has increased significantly its total 'depreciation & amortisation' costs; I would like to know how and what revenues and costs changes will there be in the financial statements as a result of the changed business model ?*

- Additionally, I would like to ask :
 - 1 why did the Company decided to terminate and close both the Pizza Hut and Baskin & Robbins ice cream businesses ?
 - 2 why were these businesses making a loss; and would there be any other Food brands making losses also?
- Khun Ronnachit M, SVP Fin & Admin.
 - I would like to inform you as follows :
 - Approximately Baht 260 million of the losses resulted from 'lost revenues' resulting from the termination of these two food businesses - rather than actual business losses.
 - The actual business losses consist of approximately Baht 55 million
 - In regard to the expansion of both the hotels and food business, the Company has a group of people who undertake project feasibility studies and assessments for all planned new investment projects - for example : the Centara Grand and Bangkok Convention Centre at Central World and the Centara Grand Mirage Beach Resort, Pattaya were only recently opened for business but they have achieve revenues that exceeded expectations.
- Khun Dan Chinsupakkul, Advisor
 - The reason for terminating the Pizza Hut and Baskin & Robbins ice cream businesses was that it would be difficult to develop these businesses further. Thus, the Company decided to terminate and return these respective franchises – whereby the Company also decided to launch new QSR brand concepts , viz:
 - COLDSTONE CREAMERY ice cream (replacing Baskin & Robbins,
 - CHABUTON - a premium ramen from Japan; and
 - RYU SHABU SHABU - which is the Company-owned brand concept that can be developed further Due to the current strong consumer trend towards Japanese cuisine,

As for the existing QSR brands (ie: KFC, Mister Donut, Auntie Anne's, and Bread Papas) they are all achieving satisfactory operating results.

- Khun Krirk Samontham (shareholder)
 - On page 5 of the 2009 Annual Report, it is stated that the Company has a Debt to Equity (D/E) Ratio of 2.3 to 1. This means that the Company is incurring increased debts burden. Thus, because of this as well as the apparent increased risks impact resulting from the unsettled political situation, I would like to ask what management directions or action plans does the Company regarding this?
- Khun Ronnachit M , SVP Fin & Admin
 - I would like to inform you as follows :
 - The stated D/E Ratio relates only to the Company, which carries these debts. At any rate the Company has laid down firm policies and procedures in regard to financial management, whereby we have made agreement and covenants with local financial institutions that 'gearing ratio' (ie; total interest bearing debts : total shareholders' equity) will NOT exceed 2. And, as part of the Company's 5 year financial planning policy, this year we will have, at maximum, a 'gearing ratio' of 1.5 only.
 - Currently, apart from the Centara Grand Mirage Phuket Hotel, there are NO other plans for any major new investments; thus, in summary we will limit our 'gearing ratio' to be NO more than 2.

RESOLUTION:

The Meeting considered and unanimously accepted to adopt, as proposed, the Financial Statements of the Company and its subsidiaries, for the full year period ending December 31, 2009 that have been fully audited by the authorised external auditors of the Company, with the following vote count :

- *For : 955,593,193 votes**
- *Against : none*
- *Abstentions : none*

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

Agenda Item No. 4 :**Consideration for approval, the proposed allocation of the Net Profit and dividend payment based on the FY/2009 performance results.**

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

As for the operating and financial results for FY/2009, the Company achieved a total consolidated Net Profit of Baht 53,094,378. Thus, the Board of Directors consider it appropriate to propose to the Meeting that dividend payments be made to all Shareholders (with a total of 1,350 million shares) at a rate of Baht 0.05 per share – totaling Baht 67.5.0 million, being equal to 127.1.0% of total Net Profit for the year, which complies with the established dividend payment policy of the Company.

This proposed dividend payments for 2009 compares to that for 2008 as follows :

<i>Dividend Payments (in Baht)</i>	<i>Actual for 2008 (2551)</i>	<i>PROPOSED for 2009 (2552)</i>
1. Full Year - NET PROFIT	345,996,675	53,094,378
2. Total No. of shares	1,350,000,000	1,350,000,000
3. Dividend Payment /share	Baht 0.10	Baht 0.05
4.Total Dividend Payment	135,000,000	67,500,000
5. As a percentage of the total Net Profit for the year	39.0%	127.1% (1)

(1) Note: Represents 41.1% of total 2009 Net Profit for the Company only.

Moreover, in accordance with Clause 116 of the Public Companies Act (BE.2535) as well as Article No. 42 of the Company's Articles of Association, it is required that not less than 5% of the annual Net Profit (less any accumulated net loss, if any) must be allocated as 'legal reserves' until the total accumulated 'legal reserves' amount is equal to not less than 10% of the registered capital of the Company.

In that the current 'legal reserves' of the Company is up to the required 10% limit, we do NOT have to allocate any amount to the 'legal reserves' already accumulated at this time.

Thus, the Board of Directors deem it appropriate to propose to the Meeting that the appropriation and allocation of FY/2009 Net Profit be made as follows :

- 4.1 Consider for approval, the allocation and appropriation as DIVIDEND PAYMENTS at the rate of Baht 0.05 per share - or equal to Baht 67,500,000 (Baht sixty-seven million & five hundred thousand) to those Shareholders as listed in the Shareholder's Register as at May 7, 2010 being the date for closure of the Shareholder Register in order to in order to consolidate all the entitled shareholders in accordance with Clause 225 of the Securities Act – with this proposed dividend payment to be made on May 25, 2010.
- 4.2 Consider for approval, the TRANSFER any remaining balance of the total Net Profit FY/2009 to the unappropriated profits account.

There were some comments and questions from Shareholders as follows :

- *Khun Krirk Samontham (shareholder)*
 - *Apart from the AGM, I would like to propose that the Company*
 - a. *arrange and hold an 'family meeting day' once a year; and*
 - b. *issue and give out to Shareholders a 'shareholder card', which can be used to obtain discounts from companies within the Group*

Also, can the Company give us some details in the Annual Report regarding the Corporate Social Responsibility (CSR) projects that it is proud of?

Further, the Company should also announce and invite its Shareholders to join in any of its CSR projects – so as to enhance the relationship between the Management and Shareholders
- *Khun Suthikiati Chirativat :*
 - *Thank you for your kind suggestions; we will take them into consideration.*
- *Khun Ronnachit M , SVP Fin & Admin.*
 - *I would like to inform you that in the 2009 Annual Report, some details of our CSR projects are mentioned on page 12 and thank you for your kind suggestion – we will endeavour to get our Shareholders involved in some future CSR activities.*
- *Khun Paiboon Nontchasiri (shareholder)*
 - *The Company is paying total dividends that exceed the amount of total Net Profit for the year, thus they would not be any remaining amount for allocating to the unappropriated profits account – as proposed in item 4.2 above.*
- *The Meeting Chairman*
 - *Please be informed that, as already stated, the dividend payment will be made from the Net Profit of the Company and NOT from Net Profit as per the Financial Statement; whereby the proposed payment will be equal to 41.1% of the Net Profit of the Company only.*

RESOLUTION:

The Meeting considered and unanimously approved the allocation and appropriation of the Net Profit for FY/2009 as proposed by the Meeting Chairman above - with the following vote count :

- *For :* 958,068,103 votes*
- *Against :* none
- *Abstentions :* none

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

Agenda Item No. 5 :

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

The Chairman reported to the Meeting that, in accordance with the Company's Articles of Association as well as the Public Companies Act, it is required that one third of the Company's Directors must retire, whereby those Directors with the longest tenure will be the first to retire and that these Directors (who must retire by rotation) may be re-elected as the Company's Director for another term.

Currently, there is a total of 16 Directors of the Company, from which one third of must retire with those having the longest tenure will be the first to retire by rotation. Therefore, this year those Directors who are due to retire are :

1. Khun Suthiporn Chirathivat
2. Khunying Suchitra Mongkolkiti,
3. Khun Viroj Lowhaphandu,
4. Khun Suthikiati Chirathivat,
5. Khun Sudhitham Chirathivat

Three of the above Directors named (ie: No. 1 – 3) have expressed their wish to retire and also NOT to be considered for re-election.

As such, the Board of Directors, based on the recommendations of the Nominations and Compensation Committee, consider it appropriate that, given their knowledge, capabilities and extensive experience, those remaining 2 Directors, who are due for retirement by rotation, (ie: Khun Suthikiati Chirathivat and Khun Sudhitham Chirathivat) are most suited to become and be re-elected as Directors of the Company for another term. Additionally, Khun Vanchai Chirathivat, the Chairman of the Board of Directors, has submitted a letter of resignation as a Director of the Company effective after this AGM.

Thus, in all there will now be only 12 Directors remaining, of which 4 are Independent Directors, which is equal to one-third of the Company's Board of Directors - as is required by both the SET and SEC Regulations.

There were some comments and questions from Shareholders as follows :

- *Khun Kirk Samontham (shareholder)*
 - *I would like to request that Khun Sudhitham (Chirathivat) introduce himself to the Meeting so that Shareholders may get to know him better.*
- *Khun Sudhitham Chirathivat*
 - *Thank you to all those Shareholders who have come to attend this AGM and for re-electing me as a Director for another term. I would be pleased to be able to support you, should any suggestions be made by the Shareholders.*
- *Khun Kirk Samontham*
 - *Can I request that Khun Sudhitham explain what function he has within the Board and what expertise he has as well as in what areas he might be able to assist Khun Suthikiati?*
- *Khun Suthikiati Chirathivat :*
 - *Khun Sudhitham is well-experienced in the operations of both shopping complexes and hotels; but most people will know more of him in regard to shopping complexes, for which business he has achieved solid growth trends. In fact, both the shopping complexes and hotels businesses have traditionally grown together and had in hand.*

RESOLUTION:

The Meeting considered and voted for each of the respective 2 Directors to be re-elected for another term as proposed – with the following vote counts: ie:

- **Khun Suthikiati Chirathivat**
 - For : 947,887,603 votes*
 - Against : 10,180,500 votes*
 - Abstentions: none
- **Khun Sudhitham Chirathivat**
 - For : 948,130,006 votes*
 - Against : 9,938,100 votes*
 - Abstentions: none

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

Agenda Item No. 6 :**Consideration for approval, the remuneration and compensation to be paid to the Directors of the Company for 2010**

The Chairman proposed for consideration and approval the remuneration and compensation to be paid to the Company's Directors as well as to specific members of various Board Committees for 2010 at a total amount of not more than Baht 7.0 million (being the same as for 2009), as recommended by the Compensation & Nomination Committee, which based on comparative assessments of the total compensation and remuneration amounts paid by organisations in the same industry sector as well as of other listed companies, with details as follows :

Directors Positions / Categories Monetary Compensation Payments	Actual for 2009 (Baht)	PROPOSED for 2010 (Baht)
1. Quarterly Retainer Fees (per Qtr)		
• Chairman	50,000	50,000
• Directors	37,500	37,500
2.Board Meetings (per meeting)		
• Chairman	25,000	25,000
• Directors	20,000	20,000
3.Executive Board meetings (per meeting)		
• Chairman	25,000	25,000
• Director – Members	20,000	20,000
4.Audit Committee (per meeting)		
• Chairman	25,000	25,000
• Director – Members	24,000	24,000
•		
5.Compensation & Nomination Committee (per meeting)		
• Chairman	17,000	17,000
• Director – Members	16,000	12,000

There were some comments and questions from Shareholders as follows :

- *Khun Krirk Samontham (shareholder)*
 - *I would like to ask the Board to give some details as to its objectives and vision for the future; and also to explain how or by what criteria the proposed remuneration is set – whereby I would like to suggest that it should be based on achieved performance.*

- *The Meeting Chairman*
 - *We have stated that the total amount as proposed may not be paid out in full.*

The proposed payments will be made to the Directors only if they actually attend the various scheduled Board or Committee Meetings. If any Director does not attend any of the scheduled Meetings, he or she will not be paid.

And in fact, during the past 2 years, the total remuneration amount as proposed and approved was not fully used.

- *Khun Suthikiati Chirathivat*
 - *Thank you for your concerns about the Board of Directors, which has as its main objective: to make this the best and biggest hotel chain group – in terms of the number of hotel properties and the number of rooms, as well as total revenues and net profit. And currently, we have already achieved at having the most number of properties and rooms in our portfolio.*

RESOLUTION:

The Meeting considered and unanimously approved the total amount of compensation to be paid to Directors for 2010 at not more than Baht 7.0 million, as proposed - with the following vote count:

- *For : 958,068,109 votes**
- *Against : none*
- *Abstentions : none*

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

Agenda Item No 7 :

Consider and approve the appointment of the Company's authorised external auditors and determine the audit fees for the 2010 financial year.

The Meeting Chairman stated that the Board, taking into consideration the assessment and recommendations of the Audit Committee, has deemed it appropriate that an authorised external Auditor for the Company and its subsidiaries for the financial year 2010 from KPMG Poomchai Audit Ltd. (KPMG), be appointed from one of the following named persons :

- | | |
|------------------------------------|------------------|
| 1. Khun Vichien Thamtrakul | CPA No. 3183, or |
| 2. Khun Somboon Supasiripinyo | CPA No. 3731, or |
| 3. Khun Boonsri Chotipaiboonpun | CPA No. 3756, or |
| 4. Khun Vannaporn Jongperadechanon | CPA No. 4098, |

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

Also the Board of Directors, upon the recommendations of the Audit Committee, deem it appropriate to propose to the Meeting to consider and approve the total audit fees of Baht 1,515,000 (Baht one million, five hundred and fifteen thousand) – equal to an increase of Baht 190,000 (or 14%) over the previous year. KPMG Poomchai Audit Ltd. (KPMG) is the authorised external auditor of the Company and its 21 subsidiaries as well as 2 Property Fund units.

There were some comments and questions from Shareholders as follows :

- *Khun Krirk Samontham (shareholder)*
 - *I would see it stated that for how many years has the authorised external auditor audited the financial statements of the Company – so as to comply with the SEC Regulations.*
- *Khun Ronnachit M, SVP Fin & Admin*
 - *It is clearly stated - as part of Agenda Item 7 on page 5/6 within the invitation and announcement letter for the AGM that was sent out – in which year the authorised auditor first began auditing the Company's financial statements.*
- *Khun Krirk Samontham*
 - *Can the Board comment as to the increase in the proposed annual audit fees at a time when the Company's Net profits is decreasing ?*
- *Khun La-aid Vongvongpop*
 - *There are many factors and criteria used in considering the appropriate audit fees to be paid.*

For 2010, an proposed increase in the fees is due to the increase scope as well as the amount of work needed to be done. Further, there will be changes in the financial accounts reporting standards – from the current one to the new International Financial Report Standards (IFRS). In considering the appropriate audit fees to be paid, the decision is not based on the amount of total revenues or on the fact that expenses are increasing or decreasing.

However, thank you for your comments.

- *Khun Ronnachit M, SVP Fin & Admin.*
 - *I would like to clarify further that another reason for the proposed increase (of Baht 190,000) in the annual audit fees is the addition of the new Centara Grand Mirage Beach Resort Hotel, Pattaya that is now in full operation.*

RESOLUTION:

The Meeting considered and unanimously approved the appointment of the authorised external auditor of the company as well as the amount of annual audit fees, as proposed by the Board, based upon the recommendations of the Audit Committee, with the following vote count.

- *For : 958,068,109 votes**
- *Against : none*
- *Abstentions : none*

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

Agenda Item No. 8 :

Consideration of Other Matters (if any).

Some Shareholders had the following questions:

- *Khun Nunthamon Manajjanda (shareholder)*
 - *By 2012, how many more hotel properties will there be in the Group and where are they located? Also, how many would be (a)own-operated properties and (b) managed hotels?*
- *Khun Suthikiati Chirativat*
 - *Currently, the Company has a total of 41 hotel properties, and we expect we will approximately manage another 15 within this year – since the Company intends to focus on managing hotel properties*

As for the Food Business, the Company plans to launch up to 4 new Food Brand concepts within this year – some of which we have already started operations.

- *Khun Chartri Chaorennuang (shareholder)*
 - *I would like to know whether the Company plans to develop its own pizza brand or not*
- *Khun Suthikiati Chirativat*
 - *Thank you for the suggestion. The company has made a study and has concluded that the growth for the pizza market segment is somewhat limited.*

So, we decided to develop and build up our own Shabu Shabu brand instead -called RYU Shabu Shabu; and we plan to do create and develop others own Food brands.

- *Khun Thanlat Lertpaiboon (shareholder)*
 - *I would like to know :*
 - a. *What does the increased land, buildings and equipment assets- as shown in the balance sheet - consist of? Is it because of a reassessment of the value of the land of the hotel properties on Pattaya and Phuket?*
 - b. *Does the Company have measures to counter any future unexpected incidents or situations that may occur and could adversely impact the Company's operations?*
 - c. *Additionally, in the event of such unexpected incidents, does the Company have any strategies or plans to reduce its expenses or to increase its revenues?*
 - *I would also like to comment that I like to read the Annual Reports; so can you please send these out together with the announcement and invitations to the AGM?*
- *Khun Ronnachit M, SVP Fin & Admin.*
 - *I would like to clarify that*
 - *It is clearly stated on the cover of the Annual Report CD that should anyone wish to have a hard copy of the Annual Report they should contact Khun Jirawat Chukumnerd of the Investors Relations Department.*

While, sending out soft CD versions of the Annual Reports does in fact comply with the SET Regulations.

- The reason for the increase in the assets value as shown in the Balance Sheet is because of the construction and development costs for the new projects. And there has not yet been any revaluation of the land of the Pattaya and Phuket hotel properties. The original land values are being used..
 - In regard to insurance policies, the Company has assessed the situation with the insurance companies every yearend – assessing the appropriateness and safety risks. At the end of 2009, we have taken out insurance policies against acts of terrorism for 2010 specifically for the hotel properties located in the southern provinces – especially the Novotel Centara, Haadyai. The insurance premium totals at the 0.07% rate totals Baht 1.7 million.
 - And when the political rally and unrest began, the Company contacted the insurance company to take out insurance policies against acts of terrorism for our other hotel properties, whereby the insurance company proposed a premium of Baht 38.0 million with a coverage exclusion for any damages incurred during the first 30 days of any unrest. The Board is considering if and to what extent would we take out such an insurance policy.
- *Khun Suthikiati Chirathivat*
 - The Board is still considering the matter.
The Company is also talking to other hotel operators in the Rajaprasong area so as to assess the situation and be able to propose to the Government what remedial measures and assistance should be given to the business operators as well as their employees, who have been adversely affected by the recent political rally and unrest.

Currently the Government has implemented some assistance measures to help business operators and employers. At any rate, the Board hopes that the situation will improve soon.
- *Khun Ronnachit M, SVP Fin & Admin.*
 - In regard to the contingency plans to counter any unexpected adverse situations the Company plans to focus more on hotels management services as well as to expand more in various overseas locations – so that we may be able to spread our risks against any unexpected adverse situations or events occurring in Thailand.
- *Khun Thanlat Lertpaiboon (shareholder)*
 - I would like to know if the Company had had to purchase any additional land for the Centara Grand Mirage Beach Resort, Pattaya project – or is it located on the original land plot?
 - I would like to complement that this new hotel property is now one of the best in Pattaya; and I would like to thank the management for developing a fine hotel property for us all.
- *Khun Ronnachit M, SVP Fin & Admin.*
 - NO new or additional land was purchased for this hotel project, which may appear larger due to the design and use of the existing land plot.

- *Khun Sakda Tangsakdiprasit*
 - *I would like to know*
 - a. *What is would be the future revenues mix between the Hotels Business and the Food Business?*
 - b. *What was the Average Occupancy (AOC) for hotels in Bangkok and those in upcountry locations? And what would the AOC be for 2010?*
 - c. *What is the proportion between the revenues derived from its own-operated hotels properties and those that it manages?*
 - *I would also like to comment that the data presented in the Annual Report jumps around somewhat - for example, details for the Food Business outlets appear at the back of the Report.*

Also I would like to add that I would like to see (in the Annual Report)

- a. *more details being presented in a more reader-friendly manner – eg: showing the AOC for each respective hotel property within the details for each hotel's operations.*
 - b. *more photos and pictures being included*
 - c. *an Annual Report that is similar to the one for CPN – which I think is very good and well-presented and more easily readable.*
- *Khun Suthikiati Chirativat*
 - *I would like to clarify as follows :*
 - a. *The (2009) revenues mix between the Hotels and Food Businesses is currently at 54:46 per cent respectively. While for 2010, we expect that the revenues from the Hotels Business will be more than that for the Food Business – although it would be difficult to give a more exact estimate of the revenues mix since it will largely depend on how fast and far we expand our Hotels Business*
 - b. *The AOC for upcountry properties is more than that of the Bangkok hotels – ie: 65-70% for upcountry locations and 50-60% for Bangkok properties.*
 - c. *We will take your suggestions regarding the Annual Reports into consideration and will make improvements accordingly. However, costs of producing these Annual Reports is quite high. While, the Company is looking at ways to reduce these costs, yet we wish to achieve the best quality document possible - but not more than is necessary, since many Shareholders do not wish to have hard copies of the Annual Reports.*

We also have our hotels 'sales kits' that are used by the Marketing Group for public relations purposes.

Nevertheless, thank you for your comments and suggestions, which we will take into consideration in order to make further improvements accordingly.

- *Khun Kamjorn Poonvipakul(shareholder)*
 - *I would like to know how the 'coconut palms' planting project on Koh Samui will be carried out?*
- *Khun Suthikiati Chirativat*
 - *This project is intended to preserve Koh Samui's natural beauty. The Company is still assessing the best way and to what extent can this project be undertaken. And a budget for this planned project has yet to be determined.*

- *Khun Nunthamon Manajjanda (shareholder)*
 - *I would like to know if the Company is considering or planning any 'residence project' or not?*
- *Khun Dan Chinsupakkul, Advisor*
 - *A 'residence project' will be a project for the future; and it would be located in Bangkok.*
- *Khun Sakda Tangsakdiprasit(shareholder)*
 - *Regarding the future revenue mix for Hotels Business, I would like to know what is the mix between the own-invested and operated hotel properties and those that the Company is providing management services only?*
- *Khun Dan Chinsupakkul, Advisor*
 - *I would like to clarify that for those properties where we provide hotel management services the Company receives management fees only – which does not include any rooms and F&B revenues. Thus, it is not possible to compare the two type of revenues streams – although the management services fees we receive are quite satisfactory.*
 - *Also, in regard to the question asked about AOC : our AOC rates are shown on page 68 of the Annual Report - although this information is an overview only, whereby we are not able to disclose further details, since this is considered to be business information of a very confidential nature*
- *Khun Krik Samontham(shareholder)*
 - *We wish to thank the Board of Directors very much for answering all our questions and for clarifying points of interest.*

We also wish that the Company will prosper and overcome any problems that may occur during this year of the Tiger. We wish to see Khun Suthikiati smile more and Khun Dan remain healthy.

Please, at this time, let us give a big round of applause to everyone on the Board.

We also congratulate and thank the Central Department Store for its great advertising as well as for providing us all with good and quality products.

Lastly, I would like to suggest that perhaps at next year's AGM some souvenirs representing our hotel – of which we are all proud) be handed out to Shareholders.

And, perhaps prior to beginning the AGM, a visual presentation of the beautiful hotel properties can be displayed together with an overview of the key points of interests and activities for the year – so that we Shareholders can have a preview of what will be presented during the Meeting.

- *Khun Suthikiati Chirativat*
 - *Thank you for giving us you valuable time in attending this AGM*

As there were no further questions or any other matters tabled for consideration, the Meeting Chairman thanked everyone for their valuable time in attending this Meeting and declared the AGM for 2010 adjourned at 16:30 hrs.

Chairman of the AGM 1/2010

Khun Viroj Laohaphandu

AGM No.1/2010 minutes taken by

Secretary to the AGM

Khun Paranee Galviroj

Khun Ronnachit Mahattanapreut

Attachment No. 3

Agenda No.5 : Consideration for appointment new Directors of the Company

Directors's Profile

Name - Surname	Mr. Chanvitaya Suvarnapunya
Position in Central Plaza Hotel Pcl.	<ul style="list-style-type: none">• Director• Independent Director and member of Audit Committee• Chairman of Nomination & Remuneration Committee
Date of Birth	13 August 1952
Age	58 years
Starting date of directorship	27 April 2005
Term of service	1 st term: 27 April 2005 – 24 April 2008 2 nd term: 24 April 2008 – AGM 2011
Percentage of shareholding	-None-
Education	<ul style="list-style-type: none">• Master of Laws, Thammasat University• Diploma in US Laws, Wisconsin University at Madison, U.S.A• Doctorate of Laws (Private Law), Ghent University, France
Director training program	<ul style="list-style-type: none">• 2005: Director Accreditation Program (DAP)• 2005: Audit Committee Program (ACP)
Work experience	<ul style="list-style-type: none">• Lawyer, Ukrit Monkolnavin Law Office• Lawyer and Managing Partner, Koodare Brothers Co., Ltd.• Lawyer and Director, DLA Piper (Thailand) Co., Ltd.
Current position in other organization	
Listed Company	-None-
Non – Listed Company	Lawyer and Director, DLA Piper (Thailand) Co., Ltd.
Other organization that may	-None-
Cause any conflict of interest to Central Plaza Hotel Pcl.	



Attendance record in year 2010

• Board of director's meeting	4/5 meeting
• Audit Committee meeting	7/7 meeting
• Nomination & Remuneration meeting	4/4 meeting

Information regarding to appointed the other Independent director:

Relationship in the Company, Subsidiary, Associated Company or 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)

Name - Surname **Mr. Suthichai Chirathivat**

Position in Central Plaza Hotel Pcl. Vice Chairman and Director



Date of Birth 18 September 1940

Age 70 years

Starting date of directorship 12 December 1993

Term of service

- 1st term: 12 December 1993 – 29 April 1994
- 2nd term: 29 April 1994 – 24 April 1997
- 3rd term: 24 April 1997 – 27 April 2000
- 4th term: 27 April 2000 – 24 April 2003
- 5th term: 24 April 2003 – 27 April 2005
- 6th term: 27 April 2005 – 24 April 2008
- 7th term: 24 April 2008 – AGM 2011

Percentage of shareholding 50,154,973 shares or 3.72%

Education

- Honorary Doctor of Business Administration Program, Chiangrai Rajphat University
- Diploma in Civil Engineering Kingston College of Technology, U.K.

Director training program

- 2006: Director Accreditation Program (DAP)
- 2000: Role of Chairman Program (RCP)

Work experience

- Chairman of The Board of Executive Director
- Tiang Chirathivat Co., Ltd.
- Harnng Central Department Store Co., Ltd.

Current position in other organization

Listed Company	Director, Central Pattana Pcl.
Non – Listed Company	Chairman of Supervisory Board, Central Group of Companies Co. Ltd.
Other organization that may Cause any conflict of interest to Central Plaza Hotel Pcl.	-None-

Attendance record in year 2010

• Board of director's meeting	5/5 meeting
-------------------------------	-------------

Name - Surname

Mr. Gerd Kurt Steeb



Position in Central Plaza Hotel Pcl. President & Director and Director

Date of Birth 7 September 1943

Age 67 years

Starting date of directorship 3 November 2005

Term of service 1st term: 3 November 2005 – 24 April 2008
2nd term: 24 April 2008 – AGM 2011

Percentage of shareholding 998,700 shares or 0.07%

Education

- Hotel and Catering School Bad Ueberkingen, Germany
- Senior Hotel Management Institute Heidelberg, Germany
- Diploma/Bachelor of Business Administration (equivalent) Vice President Students Organisation

Director training program -None-

Work experience

- Managing Director, Centara Hotels & Resorts
- Executive Vice President, Centara Hotels & Resorts
- Vice President - Operations, Centara Hotels & Resorts
- General manager, ACCOR Group
- General manager and Regional Manager, ACCOR Group

Current position in other organization

Listed Company	-None-
Non – Listed Company	-None-
Other organization that may	-None-
Cause any conflict of interest to Central Plaza Hotel Pcl.	

Attendance record in year 2010

• Board of director's meeting	5/5 meeting
-------------------------------	-------------

Name - Surname

Mr. Vichate Tantiwanich



Position in Central Plaza Hotel Pcl. -None-

Date of Birth 13 June 13 1961

Age 49 years

Starting date of directorship -None-

Term of service -None-

Percentage of shareholding -None-

Education

- Top Executive Program in Commerce and Trade (TEPCoT 2)
- Certified Financial Planner (CFP)
- Capital Market Academy Leader Program (CMA)
- Executive Leadership Program, Nida - Wharton, Pennsylvania, U.S.A.
- MBA, Finance & Marketing University of Hartford, Connecticut, U.S.A.
- Bachelor Degree of Economics, Chulalongkorn University

Director training program

- 2000: Director Certificate Program (DCP)

Work experience

- Chairperson, Economic Faculty Association, Chulalongkorn University
- Board of Director, Creative Entrepreneurship Development Institute Bangkok University
- Subcommittee in Thailand Quality Award : TQA
- Advisor, Asset development Subcommittee State Railway of Thailand
- Director and Chairman of Risk Management Committee of Small Business Credit Guarantee Corporation (SBCG)
- President, Family Know-how Company Limited (The subsidiary of the Stock Exchange of Thailand)
- President, Market for Alternative Investment : MAI

Current position in other organization

Listed Company

- Executive Board, GMM Grammy Plc.
- Economic and Capital Market Veteran Airport of Thailand

Non – Listed Company

-None-

Other organization that may

-None-

Cause any conflict of interest to Central Plaza Hotel Pcl.

Information regarding to appointed the other Independent director:

Relationship in the Company, Subsidiary, Associated Company or 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 the directors' remunerations for the year 2011.**I Financial Remuneration**

Remuneration	Remuneration (Baht)	
	Year 2010	Year 2011
<u>Directors' Remuneration</u>		
1. Quarterly Remuneration (Baht/Quarter)		
- Chairman	50,000	50,000
- Director	37,500	37,500
2. Meeting allowances for the Board of Directors (Baht/Attendance)		
- Chairman	25,000	25,000
- Director	20,000	20,000
3. Meeting allowances for the Executive Directors (Baht/Attendance)		
- Chairman	25,000	-
- Director	20,000	-
4. Meeting allowances for the Audit Committee (Baht/Attendance)		
- Chairman	25,000	25,000
- Director	24,000	24,000
5. Meeting allowances for the Nomination & Compensation Committee (Baht/Attendance)		
- Chairman	17,000	17,000
- Director	16,000	16,000
Budget proposed for shareholders approval	7,000,000	7,000,000

II Other Remunerations

The Company provides meal allowance at the outlets to Board of Director at the amount 40,000 Baht.

Articles of Association in relation with the shareholder's Meeting

1. Calling of the Shareholders Meeting

Clause 33

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

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

Clause 34

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

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

3. Voting

Clause 36

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

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

รายชื่อและรายละเอียดเกี่ยวกับกรรมการอิสระ

Name list and Details of Independent Directors

1. ดร. ชานวิทย์ สุวรรณบุญย์

(กรรมการอิสระ, กรรมการตรวจสอบและประธานกรรมการสรรหาและกำหนดค่าตอบแทน)

อายุ 58 ปี อยู่บ้านเลขที่ 49/10 ซอยโชคสมบัติ ถนนพุทธมณฑล สาย 1 แขวงบางระมาด เขตตลิ่งชัน กรุงเทพมหานคร

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : มีส่วนได้เสียในวาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ เนื่องจากเป็นกรรมการที่ต้องออกจากตำแหน่งตามวาระ

Mr. Chanvitaya Suvarnapunya

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

Age 58, residing at 49/10 Soi Choksombat Budthamonthol Road, sai 1 Kwang Bangramad Khet Talingchan, Bangkok

Interest in the proposed agenda in the 2011 AGM : Conflict to agenda 5- To consider and Elect directors to succeed those completing their terms.

2. นายพิสิฐ กุศลไสยานนท์

(กรรมการอิสระ กรรมการตรวจสอบ และ กรรมการสรรหาและกำหนดค่าตอบแทน)

อายุ 70 ปี อยู่บ้านเลขที่ 24/2 ซอยลาดพร้าว 44 แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร

ส่วนได้เสียในวาระที่เสนอในการประชุมครั้งนี้ : ไม่มี

Mr. Bhisit Kuslasayanon

((Independent Director, Member of Audit Committee , Member of Nomination & Compensation Committee)

Age 70 , residing at 24/2 Soi Ladprao 44 Kwang Samsennok, Khet Huangkuang Bangkok

Interest in the proposed agenda in the 2011 AGM : None

ATTACHMENT*Documents required for attending the Shareholders Meeting*

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

1. Shareholders who are private persons
 - 1.1 A Shareholder attending in person
 - The original of any valid and officially issued identity document, that includes of a photo, of the Shareholder – such as an ID card, a driver’s license or passport
 - 1.2 A Person attending as the authorised proxy of a shareholder
 - A completed power of attorney form (as provided by the Company and attached to the invitation to attend the Shareholders Meeting), duly signed by the Shareholder and the Proxy, giving the attendee the right to attend, by proxy, on behalf of the Shareholder
 - A photocopy of any valid and officially issued identity documents that includes of a photo the Shareholder, duly signed by the Shareholder – such as an ID card, a driver’s license or passport
 - The original of any valid and officially issued identity document, that includes of a photo, of the attendee – such as an ID card, a driver’s license or passport
2. Shareholders who is a juristic person
 - 2.1 The authorised Representative of the Shareholder Company attending in person—unless the attendee is acting as a proxy for the Shareholder (as described in 2.2)
 - The original of any valid and officially issued identity documents, that includes of a photo, of the attendee – such as an ID card, a driver’s license or passport
 - A photocopy of the Juristic person/Company registration and MoC Affidavit of the Shareholder Company, attesting that the Shareholder Company is a properly registered juristic person and indicating the name of the attendee as an officially authorised representative of the Shareholder Company, duly signed by the attendee and affixed with the Company seal
 - 2.2 A person attending as the authorised proxy for a Shareholder Company
 - A completed power of attorney form (as provided by the Company and attached to the invitation to attend the Shareholders Meeting), duly signed by the authorised signatory (s) and affixed with the seal of the Shareholder Company and the Proxy, giving the attendee the right to attend, by proxy, on behalf of the Shareholder Company
 - A photocopy of the Juristic person/Company registration and MoC Affidavit of the Shareholder Company, attesting that the Shareholder Company is a properly registered company and indicating the name of the authorised signatory (s) of the Shareholder Company, who has duly signed the power of attorney form any affixed with the Company seal
 - A photocopy of any valid and officially issued identity documents that includes of a photo of the authorised signatory (s) of the Shareholder Company, who has duly signed the power of attorney form- such as an ID card, a driver’s license or passport
 - The original of any valid and officially issued identity documents that includes of a photo of the Proxy – such as an ID card, a driver’s license or passport
3. Those shareholders who are not Thai citizens or Thai juristic persons, can attend the Shareholders Meeting and should observe the requirements as described in items 1 and 2 above as well as these points indicated below
 - Documents indicating that the Shareholder Company is a properly registered juristic person can be those issued by the country of residence of the Shareholder company or a official document issued by the Shareholder Company itself on its letterhead. Such documents should indicate
 - o the name and head office address of the juristic person or Company that is a shareholder
 - o the name of the authorised representative and/or signatory (s) of the juristic person or Company and any limitations or constraints as a the official representative of the Company
 - Any documents that is not written in English should have an accompanying English language translation, with the authorised representative of the Company or juristic person signing the translated version and confirming that the translated is correct and the same in content as the original foreign language document

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

- ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at No Road Sub district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code
- เป็นผู้ถือหุ้นของ บริษัท 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
- ขอมอบฉันทะให้
Hereby appoint
 - 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
 - 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
 - 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 2554 ในวันจันทร์ที่ 25 เมษายน 2554 เวลา 14.30 น. ณ ห้องโถง 1-4 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพหลโยธิน แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

anyone of the above as my/our proxy holder to attend and vote at the 2011 General Shareholders' Meeting to be held on Monday 25 April 2011 at 14.30 hours at the Lotus 1 – 4 room Floor 22nd, Centara Grand and Bangkok Convention Centre at Central World at 999/99 Rama I Road, Pathumwan Bangkok or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น 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.

หนังสือมอบฉันทะ แบบ ข.
PROXY Form B.อากรแสตมป์ 20 บาท
Duty Stamp Baht 20สิ่งที่ส่งมาด้วย 8
Attachment No.Formatted: Font: 12 pt, Complex
Script Font: 12 ptเขียนที่
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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมผู้ถือหุ้นสามัญ
ประจำปี 2554 ในวันจันทร์ที่ 25 เมษายน 2554 เวลา 14.30 น. ณ ห้องโลดิส 1-4 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอน
เวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระรามหนึ่ง เขตปทุมวัน กรุงเทพฯ หรือที่พึงเลื่อนไปในวัน เวลา และสถานที่
อื่น

anyone of the above as my/our proxy holder to attend and vote at the 2011 General Shareholders' Meeting to be held on Monday 25 April 2011 at 14.30 hours at the Lotus 1-4 room Floor 22, Centara Grand and Bangkok Convention Centre at Central World, 999/99 Rama I Road, Pathumwan, Bangkok or on the date and at the place as may be postponed or changed.

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

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญครั้งที่ 1/2553 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2553</p> <p>Agenda Item 1: To consider and Adoption of the Minutes of the Annual Meeting of Shareholders No. 1/2010 (held on April 26, 2010).</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 2: รับทราบผลการดำเนินงานของบริษัทในรอบปี 2553</p> <p>Agenda Item 2: To acknowledge directors' report on the company's performance for the year 2010.</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 3: พิจารณานุมัติงบดุลและงบกำไรขาดทุน สำหรับปี สิ้นวันที่ 31 ธันวาคม 2553 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To consider and approve the balance sheet and statement of income for the year ended December 31, 2010.</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>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 4: พิจารณานำมติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2553.</p> <p>Agenda Item 4: To consider the appropriation of profit and declaration of dividend for 2010's operational results.</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 consider and elect directors to succeed the directors who have to retire by rotation.</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"/> เลือกกรรมการทั้งชุด Vote for all the nominated candidates as a whole.</p> <p><input type="checkbox"/> เลือกกรรมการตามรายบุคคล Vote for an individual nominee.</p> <p>(5.1) นายสุทธิชัย จิราธิวัฒน์ Mr. Suthichai Chirathivat</p> <p>(5.2) ดร.ชาญวิทย์ สุวรรณบุญย์ Dr. Charnvitaya Suvarnnapunya</p> <p>(5.3) นายเกิร์ต เคิร์ก สตีบ Mr. Gerd Kurt Steeb</p> <p>(5.4) นายวิเชฐ ตันติวานิช Mr. Vichate Tantiwanich</p>			
<p>ระเบียบวาระที่ 6: พิจารณาคำตอบแทนกรรมการประจำปี 2554.</p> <p>Agenda Item 6: To consider and fix directors' remuneration for the year 2011.</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 7: พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2554</p> <p>Agenda Item 7: The consider and appoint an auditor for the year 2011 and fix the remuneration.</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: เรื่องอื่นๆ</p> <p>Agenda Item 8: Other Businesses. (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 ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ใช้การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้, หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หมายเหตุ
Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not appoint more than one proxy holder, each with the voting right in respect of a certain portion of shares.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. 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.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2554 ในวันที่ 25 เมษายน 2554 เวลา 14.30 น. ณ ห้องโลตัส 1-4 ชั้น 22 โรงแรมเซ็นทารา แกรนด์ แอนด์ บางกอกคอนเวนชัน เซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระรามหนึ่ง เขตปทุมวัน กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

In the Meeting of the 2011 General Shareholders' Meeting to be held on Monday April 25, 2011 at 14.30 hours at the Lotus 1-4 room Floor 22, Centara Grand and Bangkok Convention Centre at Central World , 999/99 Rama 1 Road, Pathumwan, Bangkok or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่

เรื่อง.....
Agenda Item: Subject:

☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy holder shall vote independently as to his/her consideration.

☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote according to the shareholder's requirement as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
For Against 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 ☐ ไม่เห็นด้วย ☐ งดออกเสียง
For Against 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)			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำตลับแนบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

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

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

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

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

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

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

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

คนหนึ่งคนใดเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญประจำปี 2554 ในวันจันทร์ที่ 25 เมษายน 2554 เวลา 14.30 น. ณ ห้องโลตัส 1-4 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระรามหนึ่ง เขตปทุมวัน กรุงเทพฯ หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
anyone of the above as my/our proxy holder to attend and vote at the 2009 General Shareholders' Meeting to be held on Monday 25 April 2011 at 14.30 hours at the Lotus 1- 4 room Floor 22 , Centara Grand and Bangkok Convention Centre at Central World , 999/99 Rama I Road, Pathumwan , Bangkok or on the date and at the place as may be postponed or changed.

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote.

☐ มอบฉันทะบางส่วน คือ หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง

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

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>ระเบียบวาระที่ 1: พิจารณารับรองรายงานการประชุมสามัญครั้งที่ 1/2553 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2553</p> <p>Agenda Item 1: To consider and Adoption of the Minutes of the Annual Meeting of Shareholders No. 1/2010 (held on April 26, 2010).</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 2: รับทราบผลการดำเนินงานของบริษัทในรอบปี 2553</p> <p>Agenda Item 2: To acknowledge directors' report on the company's performance for the year 2010.</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 3: พิจารณานุมัติงบดุลและงบกำไรขาดทุน สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2553 ซึ่งผู้สอบบัญชีได้ตรวจสอบรับรองแล้ว</p> <p>Agenda Item 3: To consider and approve the balance sheet and statement of income for the year ended December 31, 2010.</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 4: พิจารณานุมัติการจัดสรรกำไรและจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2553</p> <p>Agenda Item 4: To consider the appropriation of profit and declaration of dividend for 2010's operational results.</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 consider and elect the directors to succeed the directors who have to retire by rotation.</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</p>			

รายการ Agenda Items	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
<p>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) นายสุทธิชัย จิราธิวัฒน์ Mr. Suthichai Chirathivat</p> <p>(5.2) ดร.ชาญวิทย์ สุวรรณบุญย์ Dr. Charnvitaya Suvarnapunya</p> <p>(5.3) นายเกิร์ด เคิร์ก สตีบ Mr. Gerd Kurt Steeb</p> <p>(5.4) นายวิชฐ์ ตันติวานิช Mr. Vichate Tantiwanich</p>			
<p>ระเบียบวาระที่ 6: พิจารณาค่าตอบแทนกรรมการประจำปี 2554 Agenda Item 6: To consider and fix directors' remuneration for the year 2011.</p> <p><input type="checkbox"/> (1) รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร The proxy holder shall vote independently as to his/her consideration.</p> <p><input type="checkbox"/> (2) รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ The proxy holder shall vote according to the shareholder's requirement as follows.</p>			
<p>ระเบียบวาระที่ 7: พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2554 Agenda Item 7: The consider and appoint an auditor for the year 2011 and fix the remuneration.</p> <p><input type="checkbox"/> (1) รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร 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 8: เรื่องอื่นๆ Agenda Item 8: Other Businesses. (If Any)</p> <p><input type="checkbox"/> (1) รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร 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>			

6. 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.

7. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

หมายเหตุ

Remarks:

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

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be enclosed with the proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแบบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Allonge of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2554 ในวันจันทร์ที่ 25 เมษายน 2554 เวลา 14.30 น. ณ ห้องโถง 1-4 ชั้น 22 โรงแรมเซ็นทารา แกรนด์ แอนด์ บางกอกคอนเวนชันเซ็นเตอร์ เซ็นทรัลเวิลด์ เลขที่ 999/99 ถนนพระรามหนึ่ง เขตปทุมวัน กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

In the Meeting of the 2011 General Shareholders' Meeting to be held on Monday 25 April 2011 at 14.30 hours at the Lotus 1-4 room Floor 22, Centara Grand and Bangkok Convention Centre at Central World, 999/99 Rama I Road, Pathumwan, Bangkok or on the date and at the place as may be postponed or changed.

ระเบียบวาระที่

เรื่อง.....

Agenda Item: Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
For Against 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 ☐ ไม่เห็นด้วย ☐ งดออกเสียง
For Against Abstain

ระเบียบวาระที่ เรื่อง

Agenda Item: Subject:

- ☐ (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- ☐ เลือกกรรมการทั้งชุด
Vote for all the propose nominees as a whole.
☐ เลือกกรรมการตามรายบุคคล
Vote for an individual nominee.

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

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signature (_____) Proxy Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signature (_____) Proxy Holder

**แบบฟอร์มลงทะเบียน
Registration Form**

ข้าพเจ้า
I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เป็นผู้ถือหุ้นของบริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)
being a shareholder of Central Plaza Hotel Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total amount of
หุ้นสามัญ
ordinary share

หุ้น
shares
หุ้น
shares

การประชุมสามัญผู้ถือหุ้นประจำปี 2554

The Annual General Shareholders' Meeting of Shareholders for 2011

บริษัท โรงแรมเซ็นทรัลพลาซา จำกัด (มหาชน)

Central Plaza Hotel Public Company Limited

วันจันทร์ที่ 25 เมษายน พ.ศ. 2554 เวลา 14.30 น.

Monday, 25th April 2011 at 14.30 hrs.

ณ ห้องโถงดัด 1-4 ชั้น 22 โรงแรมเซ็นทาราแกรนด์ แอนด์ บางกอกคอนเวนชัน เซ็นเตอร์ เซ็นทรัลเวิลด์ กรุงเทพมหานคร
At Lotus 1-4 room ,22th Floor ,Centara Grand Hotel and Bangkok Convention Center, Central World

ข้าพเจ้า _____ เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น
I _____ shareholder or proxy holder of

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

ลงชื่อ _____ ผู้เข้าประชุม
Sign _____ Meeting Attendant
(_____)

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

Centara Grand & Bangkok Convention Centre at CentralWorld

