

The Criteria for Minority Shareholders to propose the Agenda for the Annual General Meeting and to Nominate Director in Advance

1. Objective

Central Plaza Hotel Public Co.,Ltd. (“the Company”) has operated its business under Good Corporate Governance. The Company therefore would like to ensure that all shareholders are equitably treated.

Allowing minority shareholders to propose agenda in the Shareholders General Meeting and to nominate director in advance is part of the principles of good governance. It demonstrates fair and equitable treatment toward all shareholders and clear guidelines in ensuring that all agenda items are related to the company's operations and is genuinely beneficial to the Company. This procedure is consistent with related laws and regulations that require for the Nomination and Remuneration Committee to consider and advise the Board of Directors as well as to make necessary proposals in the Shareholders General Meeting.

2. The Qualification of Shareholder

The shareholder who wishes to propose agenda for the Shareholders General Meeting or nominate director must possess the following qualifications:

- Be the Company's shareholder holding a minimum of 100,000 shares (one hundred thousand shares) which can be either owned by one shareholder or combined
- Has owned the shares as stipulated above continuously for at least 1 year by the date that shareholder proposes the agenda or director nomination.
- Show proof of share ownership, such as certified letter from securities company or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co.,Ltd. or custodian.

3. Proposal of the Agenda for the Annual General Meeting

Criteria for the Agenda Proposals that will not be accepted is as follows:

1. Agenda proposals that violates the law, rules & regulations of government agencies or regulatory bodies, the objectives, the Articles of Association, the shareholders' resolution, the Company governance practices
2. Agenda proposals that is beneficial only to specific person or group
3. Agenda proposals touching on matters that are within the authority of the Board, but not discourages shareholders from offering constructive suggestions
4. Agenda proposals that concern normal business practices of the Company, unless there is indication of irregularity
5. Agenda proposals for the Company to take action which is beyond the power or control
6. Agenda proposals that contain incorrect or incomplete information
7. Agenda proposals from shareholders not fully qualified according to criteria in No.2
8. Agenda proposals that the Board deems irresponsible or unconstructive

4. Proposal of the nomination of director

The shareholder can propose the list of qualified person for appointment as director of the Company for consideration of the Board of Directors and the shareholders meeting. The proposal should be made in writing and specified personal information, educational background, working experience, special knowledge and expertise, the list of companies in which the candidate is a director or executive, the shareholding percentage in the Company, interests in the Company, subsidiaries, affiliates or any legal entities that have conflicts, address, and any other information considered appropriate for the Board of Directors' consideration including the letter of consent from the candidate if appointed to be the Company's director.

The Nomination and Compensation committee will consider the director nominee who must possess the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate governance of the Company.

5. Consideration Procedure

1. Shareholders that possess the qualifications as specified in No.2 can propose the subjects by the following process.

- Fill out the “Agenda Proposal Form for the 2011 Annual General Meeting” or “ Director Nomination Proposal Form ”
- Deliver the original form together with supporting documents to the Company by 15 February 2011 to the following address in order to allow the Board for adequate consideration. However, the shareholder can submit the form and the related documents to the company unofficially via facsimile number 02-100-6132 or through E - mail at ronnachitma@chr.co.th before submitting the original form

Secretary to the Board of Directors Central Plaza Hotel Public Company Limited 999/99 Rama I Road, Pathumwan, Bangkok 10330
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- In case the shareholders have unified to propose the agenda, or to propose the director nominee, each shareholder must fill in “ Agenda Proposal Form for the 2010 Annual General Meeting” or “Director nominating Proposal Form” and sign the name as evidence separately. Then the form should be gathered and submitted into one set.
- In case that one or more shareholders propose more than one agenda item, the shareholder must fill separate “Agenda Proposal Form” and ensure that the supporting documents are certified as true copies.

2. The Board will consider the agenda proposals as per criteria defined in No.3

3. The Agenda proposals approved by the Board along with the Board opinions will be included in Agenda of the AGM Notice. For the agenda proposals not approved by the Board, the Company will communicate to the shareholders via official letter for the reasons of the Board’s refusal. In this regards, the Board’s judgement is final.

4. The nominated directors which has the completed evidence will be proposed to the Board of Nomination and Compensation Directors for further consideration. For the nominated directors disapproved by the Board, the Company will communicate to the shareholders via official letter for the reasons of the Board’s refusal. In this regards, the Board’s judgement is final.

Director Nominating Proposal Form for the year 2011

Date _____

First – Last Name of the Shareholder: _____

Address: _____

Telephone: _____

Fax.: _____

E-mail: _____

Number of Shares Owned : _____

I hereby propose that (Mr./Mrs./Ms./.....) _____ be a director nominee of Central Plaza Hotel Public Co.,Ltd. The nominee agrees and certifies that attached supporting documents are accurate and truthful and the Company has the nominee's permission to disclose the information or supporting documents.

Sign _____ Shareholder

(.....)

Notes:

Required supporting documents that must be submitted along with the Director Nominating proposal Form

1. Proof of share ownership such as certified letter from the securities company or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co.,Ltd. or custodian.
2. Proof of Identity
 - Individual shareholder must submit a certified copy of the identification card or passport (for foreigner).
 - Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company.
3. Information of Director Nominee such as personal information, educational background, working experience, special knowledge and expertise, the list of companies in which the candidate is a director or executive, the shareholding percentage in the Company, interests in the Company, subsidiaries, affiliates or any legal entities that have conflicts, address, and any other information considered appropriate for the Board of Directors' consideration including the letter of consent from the candidate if appointed to be the Company's director.
4. If many shareholders have unified to nominate a director, all of them must complete the "Director Nominating Proposal Form", sign their names as evidence and consolidate all the forms into one set.

Agenda Proposal Form for 2011 Annual General Shareholders Meeting

Date _____

First – Last Name of the Shareholder:

Address: _____

Telephone: _____

Fax.:

E-mail: _____

Number of Shares Owned :

Agenda Proposed :

Objective: [] For Consideration [] For Information

Details :

Attachment : ☐ No Supporting Documents ☐ Have Supporting Documents, total _____ page(s)

I hereby certify that the information and the attached supporting documents are accurate, complete and that the Company has my permission to disclose the information or the said supporting documents.

Sign
Shareholder

(.....)

Notes:

Required supporting documents that must be submitted along with the Agenda Proposal Form

1. Proof of share ownership such as certified letter from securities company or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co.,Ltd. or custodian.
2. Proof of Identity
 - Individual shareholder must submit a certified copy of the identification card or passport (for foreigner).
 - Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company.
3. If many shareholders have unified to propose the agenda(s), all of them must complete the Agenda Proposal Forms, sign their names as evidence separately and consolidate all the forms into one set.
4. In case that one or more shareholders propose more than one agenda item, the shareholder must fill separate “Agenda Proposal Form” and ensure that the supporting documents are certified as true copies.