

WHAT WE BELIEVE



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HAPPY SHOPPERS

WHEN SHOPPERS ARE HAPPY,
TENANTS ARE HAPPY,
THAT MAKES US REALLY HAPPY

It is through our unique design and development of shopping complexes, coupled with our selection of diverse outlets to suit consumers' lifestyles, that make CPN stand out from the rest. These form our key ingredients of success.





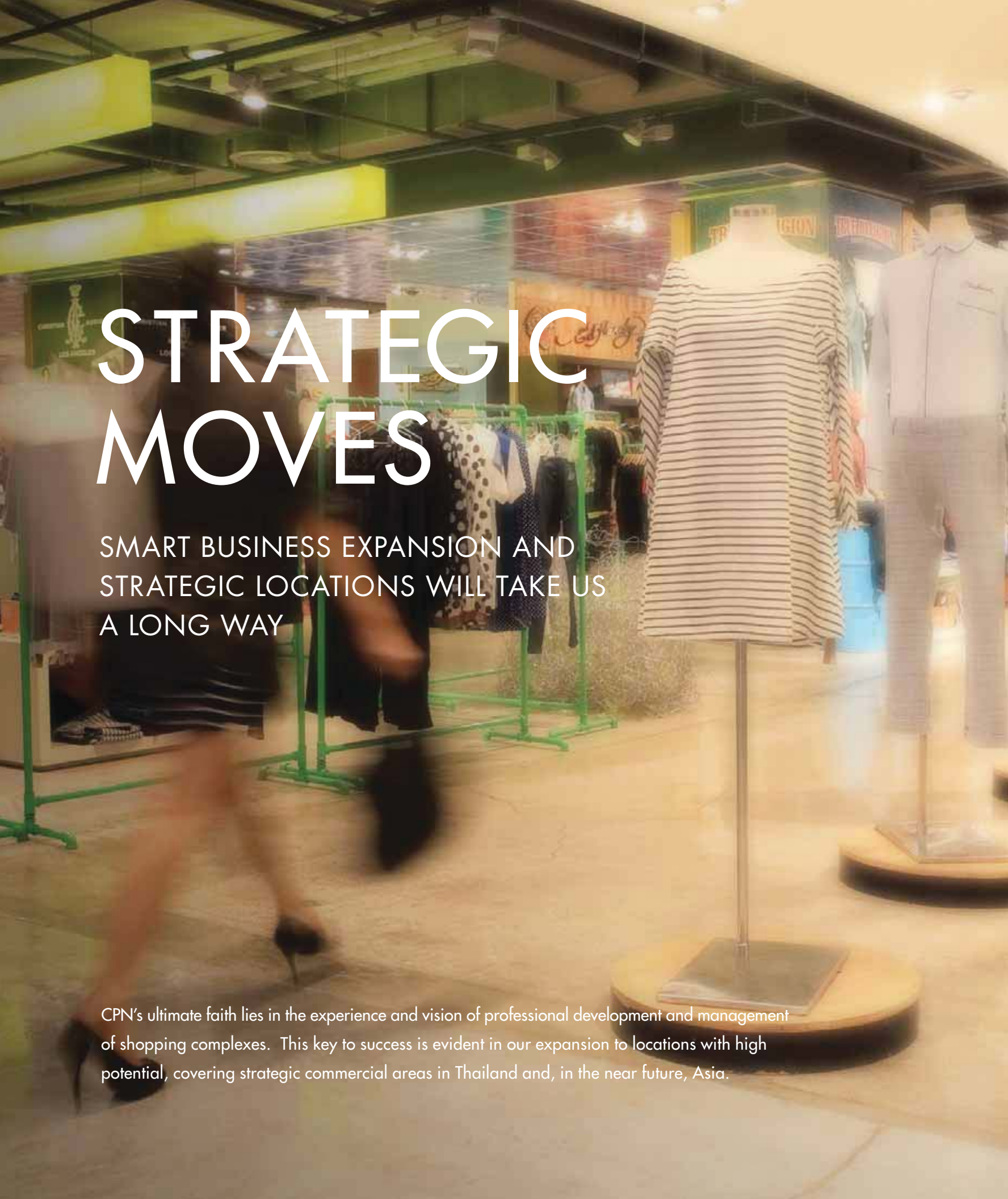
EXCEPTIONAL VALUE

VALUE CREATION THROUGH EFFICIENCY
AND OPERATIONAL EXCELLENCE

Business based on good corporate governance and marked by service excellence to satisfy shareholders, business partners, employees, customers, and society at large represents a firm foundation for secure, sustained business growth. Such is CPN's credo.



OUR
COMMITMENT



STRATEGIC MOVES

SMART BUSINESS EXPANSION AND
STRATEGIC LOCATIONS WILL TAKE US
A LONG WAY

CPN's ultimate faith lies in the experience and vision of professional development and management of shopping complexes. This key to success is evident in our expansion to locations with high potential, covering strategic commercial areas in Thailand and, in the near future, Asia.





REWARDING ACHIEVEMENTS

OUR AWARDS OF PRIDE ARE OUR GUARANTEES

Our countless acclaims – domestic and international – speak volumes for our commitment to excellence, which will catapult CPN to greater leadership in shopping complex development with a world-class standard.



ICSC Asia
Shopping Center
Award 2009

.....
DEVELOPMENT AND
DESIGN EXCELLENCE

Superbr

Superbr
Thailand's CHOICE
2009

.....
CENTRALWORLD
PROJECT



Best Mixed Use
Development
2009

.....
CENTRALWORLD
PROJECT

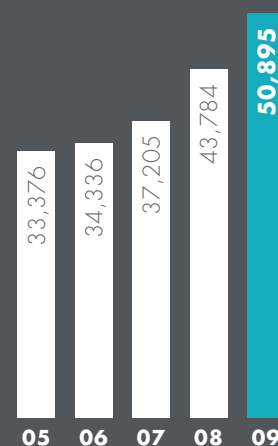
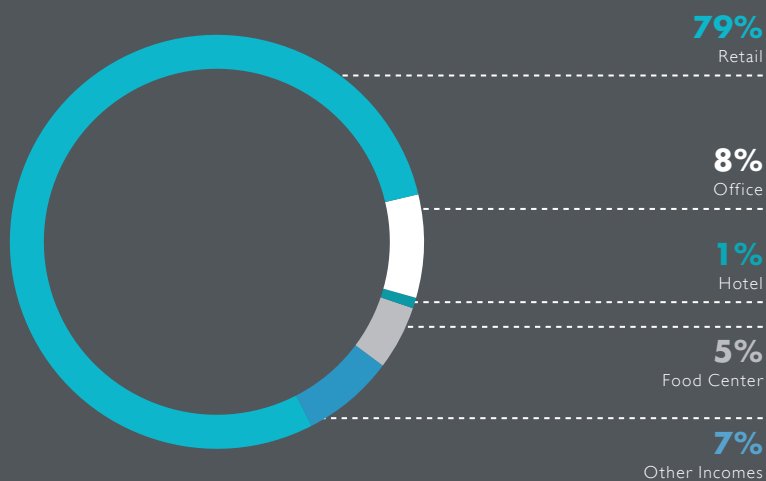
CONSOLIDATED OPERATIONAL AND FINANCIAL HIGHLIGHT

With a firm commitment to strengthening the company for continual and sustainable growth throughout our three decades of existence, commercial area under CPN's management was enhanced through green-field projects and asset acquisitions with a satisfactory

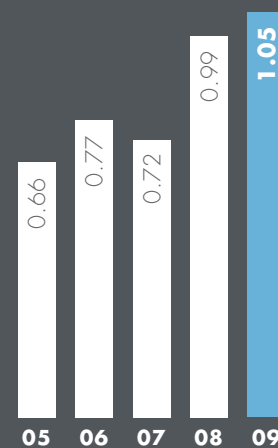
growth of overall performance. Poising solid financial status, CPN will continue its business development to become the leading retail developer, filled with world-class service quality for the utmost satisfaction of all stakeholders.

REVENUE BREAKDOWN

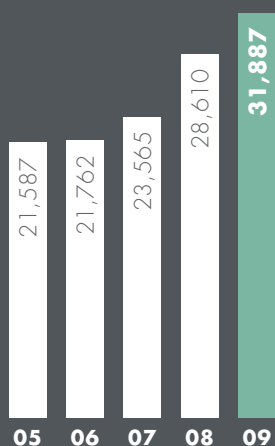
Note : Other income excludes dividend income and share of profits from investment in CPN Retail Growth Leasehold Property Fund (CPNRF)



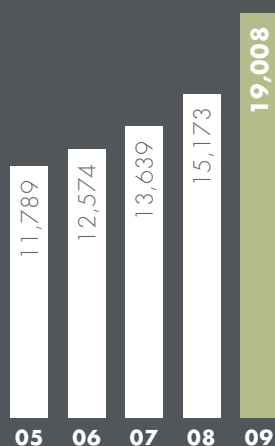
TOTAL ASSETS
(Million Baht)



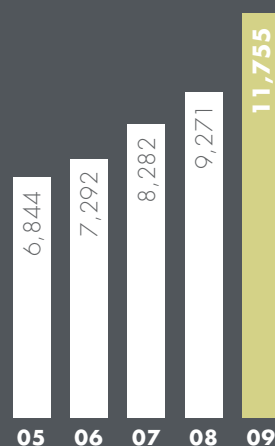
ADJUSTED EARNINGS
PER SHARE
(Baht per share)



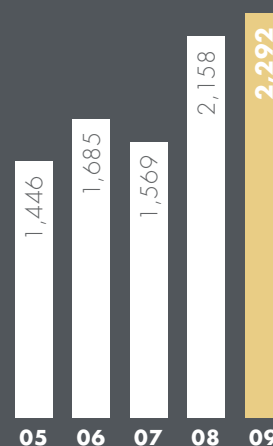
TOTAL LIABILITIES
(Million Baht)



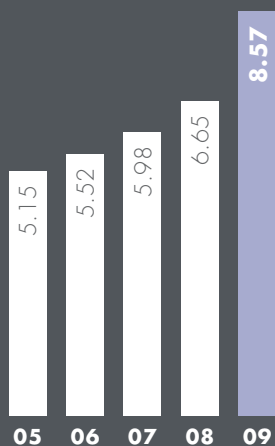
TOTAL SHAREHOLDERS' EQUITY
(Million Baht)



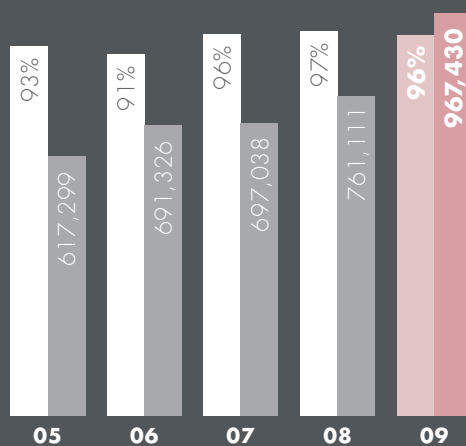
TOTAL REVENUES
(Million Baht)



ADJUSTED NET PROFIT
(Million Baht)

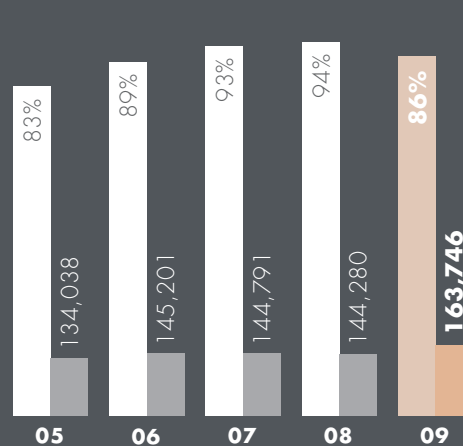


BOOK VALUE PER SHARE
(Baht per share)



OPERATIONAL PERFORMANCE: RETAIL

■ Occupancy Rate (%)
■ Leaseable Area (Square Metres)



OPERATIONAL PERFORMANCE: OFFICE

■ Occupancy Rate (%)
■ Leaseable Area (Square Metres)

CONSOLIDATED OPERATIONAL AND FINANCIAL HIGHLIGHT

As at 31 December	2005	2006	2007	2008	2009
Operational performance of assets under CPN's management					
Leaseable Area (square metres)	757,710	842,900	848,202	911,764	1,175,549
- Retail	617,299	691,326	697,038	761,111	967,430
- Office	134,038	145,201	144,791	144,280	163,746
- Hotel (Room)	-	-	-	-	255
- Residential	6,373	6,373	6,373	6,373	6,373
Occupancy Rate (%)					
- Retail	93%	91%	96%	97%	96%
- Office	83%	89%	93%	94%	86%
- Hotel	-	-	-	-	68%
- Residential	71%	59%	69%	69%	67%
Consolidated Financial Results					
	Unit : ('000 Baht)				
Total Revenues ¹	6,843,749	7,291,816	8,282,131	9,270,743	11,754,650
Revenues from Rental & Service, Food & Beverage, Hotel	6,421,687	6,706,222	7,680,984	8,598,631	10,934,257
Costs of Rental & Service, Food & Beverage, Hotel	3,500,723	3,782,797	4,473,361	4,889,596	6,696,678
Gross Profit ²	3,343,027	3,509,020	3,808,770	4,381,147	5,057,972
Net Profit	3,294,541	1,685,194	1,783,406	2,185,788	4,951,623
Adjusted Net Profit ²	1,445,714	1,685,194	1,569,106	2,157,858	2,292,460

Note :

1 Total revenues excluded interest income, share of profit from investments accounted for using the equity method, gain on financial lease, and non-recurring incomes.

2 Excluding gain on financial lease and non-recurring items.

As at 31 December	2005	2006	2007	2008	2009
Consolidated Financial Position					Unit : ('000 Baht)
Total Assets	33,376,294	34,336,477	37,204,641	43,783,780	50,895,450
Total Liabilities	21,587,212	21,762,292	23,565,347	28,610,457	31,887,348
Net Interest Bearing Debt	4,901,104	7,420,757	8,061,863	12,768,404	14,128,862
Total Shareholders' Equity ³	11,789,083	12,574,185	13,639,293	15,173,322	19,008,102
Retained Earnings	6,913,606	7,727,273	8,720,562	10,089,338	14,539,840
Issued and Paid-up Share Capital	2,178,816	2,178,816	2,178,816	2,178,816	2,178,816
Total Number of Shares ('000 Shares)	2,178,816	2,178,816	2,178,816	2,178,816	2,178,816
Consolidated Financial Ratios					
Net Interest Bearing Debt to Equity ³ (time)	0.42	0.59	0.59	0.84	0.74
Gross Profit Margin ² (%)	48.85	48.12	46.00	47.26	43.03
Net Profit Margin ² (%)	20.54	21.72	18.19	22.41	18.69
Return on Assets (%)	10.89	4.98	4.99	5.40	10.46
Return on Equity ⁴ (%)	33.48	14.50	14.24	15.89	29.85
Earnings per Share ⁵ (Baht)	1.53	0.77	0.82	1.00	2.27
Adjusted Earnings per Share ² (Baht)	0.66	0.77	0.72	0.99	1.05
Book Value per Share (Baht)	5.15	5.52	5.98	6.65	8.57
Dividend per Share (pay in the following year) (Baht)	0.40	0.31	0.33	0.33	0.58

3 Net interest bearing debt excluded loans from related parties.

4 Return on equity excluded minority interest in subsidiaries.

5 Basic earnings per share only attributable to ordinary shareholders.



MESSAGE FROM THE BOARD OF DIRECTORS

Thailand's economy in 2009 remained largely in doldrums due to several adverse factors, including political uncertainty and the gradual recovery of the world economy, which directly affected consumers' spending confidence. However, the overall economy showed a promising trend in the latter half of the year.

CEMENTING LEADERSHIP: CONSTANT BUSINESS EXPANSION

Despite the uncertainty in economic recovery, the Board and the management remained confident in the growth potential of the retail business and Thailand's fundamental and growth potential, based primarily on Thailand's lower ratio of retail business area to the population than those of other countries in the immediate region. Therefore, CPN carried on its business expansion prudently. During the year, such expansion was successful as planned, ranging from the launch of three shopping complex projects: CentralFestival Pattaya Beach on January 23, CentralPlaza Chonburi on May 27, and CentralPlaza Khonkaen on December 3. In addition, the Company took over the Charoensri

Complex project on April 7, renaming it CentralPlaza Udonthani, further expanding its customer base and cementing its leadership in the Northeast of Thailand.

It is perfectly normal for a newly opened shopping center to undergo an initial period of low performance, primarily due to lower occupancy rate and special rental discount during the initial stage. Thanks to CPN's measures to control and reduce costs in tandem with rental discounts, these new projects have not only achieved their targets, but also served as key factors for CPN's overall satisfactory performance under the economic slowdown.

During the past year, CPN successfully raised capital through the sublease of a part of its assets under the CentralPlaza Pinklao Shopping Complex and the Pinklao Tower A and Tower B Office Buildings to CPN Retail Growth Leasehold Property Fund ("CPNRFP") in November. A part of this capital went to loan repayment, therefore strengthening the Company's financial status; another was reserved for immediate business expansion. Gain from such transaction was incorporated in this year's financial performance.

2009 FINANCIAL PERFORMANCE

For the year, CPN and its subsidiaries registered a net profit of 4,952 million baht (MB), a 127% rise from last year. Total revenues rose by 69% to 15,687 MB, primarily as a result of the non-recurring gain associated with the financial lease of the above-mentioned assets under CentralPlaza Pinklao to CPNRFP. Excluding such gain and extraordinary items of this year and the previous year, however, CPN and its subsidiaries commanded a net profit of 2,293 MB, a 6% rise from last year, while total revenues rose by 27% to 11,755 MB, primarily due to the launches of the new shopping complexes and the continually rising rents in older ones.

In view of the performance and overall financial status for 2009, coupled with CPN's business expansion and investment plans, the Board agreed to propose to the Annual General Shareholders' Meeting to be held on April 28, 2010, to approve a dividend of Baht 0.58 per share, based on 40% of the normal net profit and 14% of the extra gain from the financial lease of assets to CPNRFP.

THANKS TO OUR SOLID FINANCIAL STATUS AND THE THREE DECADES OF EXPERIENCE IN RETAIL PROPERTY INDUSTRY, WE WILL CONTINUE OUR BUSINESS DEVELOPMENT TO BECOME THE LEADING RETAIL DEVELOPER WITH WORLD-CLASS EXPERIENCE.

AWARDS OF PRIDE

Thanks to its commitment to excellence to strengthen the Company for continual and sustainable growth in the long term, CPN this year won awards of pride from prestigious domestic and international entities. These awards included the Board of the Year 2008 - 2009 for Distinctive Practices, the rated "Excellent" Corporate Governance Scoring or five-star scoring, the 2009 ICSC Asia Shopping Centre Awards – Gold Award for Development and Design Excellence, the Super Brands Awards 2009, and the Top Ten Most Innovative Companies in Thailand.

SUCCESS BEHIND THE CENTRAL GROUP

It may be said that the three decades of CPN success has resulted partly from its business association with the Central Group, the leader in retail business for over six decades. Central Group encompasses various businesses, ranging from department stores, hotels, restaurants to retail shops, which are anchor and retail tenants within CPN's shopping complexes. It can be said that the alliance businesses within Central Group support CPN to increase its rental rate and build confidence among other prospects to become new tenants. Therefore,

the high profits are yielded to CPN shareholders from such mutual relationship explained above. In fact, CPN and Central Group are two related business alliances, inevitably needing connected transactions. The Board is aware of the transparency of such transactions that must not cause any conflict of interest and they must build shareholders' confidence in the process of connected transactions. Therefore, the Board defined the trading conditions of normal business practice in engaging in any connected transaction as an apparent business guideline of CPN. Moreover, the Audit Committee has focused on and reviewed the rationality of the connected transaction policy. Prior to engaging

in any significant connected transaction, the management will present a detailed report to the Audit Committee for consideration and comment each time. The information memorandum is also disclosed according to the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

Despite its consistently healthy growth rates and robust financial status, the stock price of CPN on SET could somehow paint a different story due to the concerns on some investors about CPN's short-term performance associated with the six-month closure of CentralPlaza Lardprao in 2010 as part of the planned renovation. Despite the short-term impact, the Board and the management are convinced that this would be offset by the long-term benefits because the new potential of the renovated project would serve as a critical foundation for our growth. Finally, thanks to our impressive financial status today and the more than three decades of experience in the retail property industry, CPN will continue its business development with plans for domestic and international locations, including CentralPlaza Chiangrai, CentralPlaza Rama 9, and CentralFestival Chiangmai.

These will solidify our leadership in the retail property business with long-term capability for growth.

On this occasion, the Board of Directors would like to express its heartfelt appreciation to the shareholders, trade allies, tenants, business patrons, employees, financial institutions, and the mass media for their faith and support to CPN's business all along, which have enabled CPN to grow as planned while remaining poised to become the leading retail developer with world-class experience.



Mr. Vanchai Chirathivat
Chairman



Mr. Kobchai Chirathivat
President & CEO

REPORT OF THE AUDIT COMMITTEE

To the shareholders of Central Pattana Plc:

The Audit Committee consists of three qualified independent directors, with Mr. Paiboon Taveebhol as Chairman, who is knowledgeable and experienced in reviewing the credibility of financial statements. In 2009, 11 meetings were held with full attendance. Occasionally, as necessary, the Committee consulted the President & CEO, the management, the external auditor, the internal auditor, and other external non-executive directors. The Committee, then, reported its views and recommendations to the Board of Directors (Board).

The Audit Committee reported its performance to the Board at least once every quarter. The performance summary, comments, and remarks are as follows:

ACCURACY, COMPLETENESS, AND CREDIBILITY OF FINANCIAL REPORTS

The Committee reviewed the quarterly and annually financial statements, deliberated the audit plan with the management and the external auditor, and reported significant findings of the internal control system to the Board. They also reviewed the appropriateness of the selected accounting policy and the accuracy

and appropriateness of financial reports in according to the Generally Accepted Accounting Principles, as well as, provided comments and recommendations to the external auditor and the management in order to enhance the performance and to prepare for the migration from a Thai to an international accounting standard.

ADEQUACY OF INTERNAL CONTROL AND INTERNAL AUDIT SYSTEMS

The Committee reviewed the adequacy of internal control system and supervised internal audit practices for consistency with professional standards by applying a risk-based audit approach, an assessment of internal controls under the COSO standard, and the computer application in support of audit tasks. They also provided recommendations to the internal audit office and the management for their performance improvement, as well as, constantly deliberated and supported internal audit office's manpower and personnel development. The Committee remarked that the Company's internal control system was adequate and the internal audit practices were independent and appropriate.

COMPLIANCE WITH SECURITIES AND EXCHANGE LAWS, SET REGULATIONS, AND RELEVANT LAWS

The Committee regularly reviewed CPN's compliance with securities and exchange laws, the Stock Exchange of Thailand (SET) regulations, and relevant laws. The Committee considered the transactions needing compliance with such laws and regulations were correct.

TRANSACTIONS WITH POTENTIAL CONFLICTS OF INTEREST

The Committee reviewed relevant connected transactions or transactions with potential conflicts of interest for compliance with laws and SET regulations to ensure that they were reasonable and yielded maximum benefits to CPN. The Committee considered these connected transactions normal, sensible, as well as yielding maximum benefits to CPN. They gave comments to the management as a guideline for CPN's operational standard.

APPROPRIATENESS, DELIBERATED, SELECTION, AND APPOINTMENT OF EXTERNAL AUDITOR

The Committee assessed the external auditor's independence and performance in 2009, the fourth year of this audit company, but the first time for this auditor. The overall performance was satisfactory. After considering the appropriateness of the audit fee against the scope of work, the Committee, then, proposed to the Board to re-appoint KPMG Phoomchai Audit Ltd. to be the auditor for 2010 for a fee amount of Baht 1,510,000. Furthermore, the Committee attended one meeting with the external auditor without the presence of the management to solicit comments from the auditor regarding work and coordination with the relevant management. They also gave comments to the external auditor and management to enhance collaboration efficiency.

OVERALL COMMENTS AND OBSERVATIONS ON OPERATION IN COMPLIANCE WITH CHARTER

Based on self-assessment of the Committee's performance in 2009 on January 18, 2010, in

five categories – composition, training and resources, meetings, activities of the Committee, and relationship with the head of Internal Audit, the management, and the external auditor – the overall evaluation was summarized as adequate and comprehensive operation at a very satisfactory level. The Committee gave comments and observations to the management as a guideline for collaboration.

OTHER USEFUL TRANSACTIONS FOR SHAREHOLDERS AND INVESTORS UNDER SCOPE OF WORK AND DELEGATED RESPONSIBILITIES BY THE BOARD

Good corporate governance

The Committee continually encouraged and followed up on the progress of corporate governance development while providing essential guidance and recommendations for such development. They also created a whistle-blowing system for stakeholders to directly file complaints or inform of clues so that the Committee could find out on facts and properly handle the issues in accordance with the set guideline to support the corporate governance transparency.

Risk management

The Committee ensured that CPN managed risks systematically, efficiently, and effectively under a proper standard. They also gave the Company recommendations to institute risk management system to prevent corruption. The Chairman of the Audit Committee also served as Advisory Chairman to the Risk Management Committee, and attended every meeting of the Risk Management Committee to deliberate and give comments on the Company's risk management performance and updated actions on risk management through regular knowledge and information exchanges about risks and internal controls with potential impacts on CPN jointly with the Risk Management Committee, its task force, and the management.



Mr. Paitoon Taveebhol
Chairman of the Audit Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

In 2009, the Nomination and Remuneration Committee performed its duties under its charter. Two meetings were held, with a summary appearing below:

1. Recruited suitable candidates for tabling to the Board and shareholders' meetings for their consideration and nomination as replacements for retiring directors in 2009. This year the committee nominated Mr. Karun Kittisataporn as an independent director to replace Mr. Anek Sithiprasasana, a management director who completed his term, to the Board and the Annual General Shareholders' Meeting for consideration.
2. Deliberated the 2009 remuneration for the Board and sub-committees, comprising the Audit Committee, the Nomination and Remuneration Committee, and the Risk Management Committee, and submitted them to the Board and shareholders' meetings for consideration and approval by taking into account their respective responsibilities and performances, compared with other companies in the same industry.
3. Deliberated the succession plans for senior executives.
4. Deliberated the form and structure of senior executives' remuneration

5. Deliberated the policy on directors' independence by formulating a stricter standard than that of the Securities and Exchange Commission. An independent director cannot hold over 0.5 percent of the total voting shares of the Company, the parent company, a subsidiary, an associate company, or a juristic person with potential conflicts of interest. For this purpose, the shares held by independent directors' related persons are also included.
6. Required that directors cannot hold more than five positions as those of listed companies on SET.
7. Reviewed its own duties and responsibilities, as well as its performance, under the Committee charter. This year, the charter has been updated to be in line with good cooperate governance.
8. Deliberated and gave advice on CPN's human capital policy and execution, including the appropriate development direction and evaluation, to support business expansion.
9. Set performance goals and evaluated the President & CEO's performance.
10. Reported the Committee's performance and findings to the Board for acknowledgment after each meeting.

In 2009, the Nomination and Remuneration Committee did its best to complete its duties and responsibilities independently and provided honest opinions for the maximum and reasonable benefits of the Company, shareholders, and all stakeholders.



Mr. Chackchai Panichapat
Chairman of the Nomination and
Remuneration Committee

REPORT OF THE RISK MANAGEMENT COMMITTEE

The Board of Directors of the Company has recognized the criticality of risk management together with systematic and efficiency risk control under dynamic circumstance and business continual expansion. Thus, the Board has set out a policy to incorporate risk management into all business processes to ensure that such risks have been identified and taken care of to the level that is acceptable by the Company. This committee is responsible for supporting the integrated implementation of risk management practices across the organization. Notable risk management actions of 2009 were as follows.

1. Strategic risks: The committee focused on ensuring uniform strategic plan implementation with CPN's mission and business plan, and ensuring that the formulation of strategies and objectives were in line with acceptable risks.
2. Operation risks: The committee focused on comprehensive stages of operation from processes, investment, information technology, operating personnel, to safety risks concerning life and Company properties.
3. Compliance risks: The committee focused on strict compliance with rules and relevant laws, both internal and external.
4. Financial risks: The committee focused on organizational management under a

prudent financial policy and the given budget for suitable returns to ensure that risk management and internal controls are efficient for acceptable risks and the given dynamic circumstances.

In all units' joint responsibility for risk management, these factors were taken into account: risks of every operating shopping complex and every significant process, and useful recommendations for plan formulation. Systematic monitoring processes were in place to prevent losses while consistently promoting business opportunities for the Company.

Risk reporting came under a defined process in a comprehensive, timely, and proper manner. The committee's performance updates were provided to the Audit Committee four times this year after each committee's meeting with two of them submitted to the Board.

In 2009, the Risk Management Committee ensured that the Company's risk management was adequate and proper in ensuring acceptable risks and consistent implementation of risk management. It supported the risk management culture, as well as candidly and duly provided opinions to all units for the maximum benefits of the Company, all shareholders, and all other stakeholders.



Mr. Naris Cheykin
Chairman of Risk Management Committee

REPORT OF THE CORPORATE GOVERNANCE COMMITTEE

The Board of Directors adheres to the good corporate governance policy and continuously supports the implementation and development of good corporate governance under SET regulations and the internationally accepted corporate governance practices. The Committee was set up to oversee such implementation. A working committee responsible for corporate governance promotion and public relations was formed to take charge of devising the implementation plan, campaigning and conducting public relations to cultivate awareness of corporate governance and social responsibility among the management and all staff efficiently and effectively.

In 2009, the Corporate Governance Committee held four meetings to acknowledge and review the work progress to ensure conformity to the formulated policy. The essences of the duties performed for corporate governance appear below:

1. Ensured that the management and staff embrace the policy on good corporate governance and act accordingly.
2. Supported activities promoting CPN's good corporate governance principles and practices, as detailed below:
 - Put up announcements and campaigns for the six corporate governance principles,

namely Integrity, Disclosure and Transparency, Treat People Equality, Fair to All, Keep Promises and Confidentiality, and Care for People and Society, to cultivate awareness and stress the active implementation of good corporate governance.

- Arranged for staff orientation to understand and acknowledge the principles of corporate governance, as well as CPN's code of conduct and core values.
- Organized Communication Day at all branches to communicate the principles of corporate governance via recreation to ensure that the management and all staff at all branches receive a single message.
- Disseminated information about the good corporate governance policy and activities via the Company's intranet and desktop wallpaper to ensure communication efficiency through modern, timely, and readily accessible means of communication.
- Arranged for the publication of an illustrated article titled "CG – easy to do, and we can do" in the ADMIRE Newsletter, the Company's bi-monthly in-house magazine, to foster understanding among staff of the desired work behavior and compliance with corporate governance principles.
- Offered staff an opportunity to participate in expressing their opinions or raising complaints

through 'idea-Box' located at each branch or via P.O.Box 99, Pratunam, Bangkok 10409

- Provided channels of communication for all stakeholders who have doubts or witness any suspicious act of violation of law, regulation, or business ethics. They can file complaints to the Audit Committee via email: whistleblower@cpn.co.th, enclosed letter, or phone number +66 (0) 2 667 5555 ext. 1200.
 - Set up a CPN volunteer group and invited staff participation in social responsibility activities.
 - Gave 'Khon Dee Khon CPN' awards to role models on corporate governance who are well accepted by colleagues at each branch. This was to create pride among staff and express CPN's strong commitment to good corporate governance.
3. Formulated a CSR (corporate social responsibility) policy and encourage activities that are relevant to the company's plan including an arrangement of shopping malls under CPN's management with certified ISO 14001:2004 environmental management system, energy saving, safety and hygiene, social and community responsibility
 4. Reviewed the policy, morality, and practices of corporate governance to ensure compliance with SET regulations on good corporate governance enforced in 2006.

A comparison with the practice in OECD (The Organisation for Economic Co-Operation and Development) was also made to internationalize CPN's good corporate governance.

from the evaluation of listed companies 2009 by Thai Institute of Directors Association (IOD). The Company is committed to continuously improving the standard of supervision and reporting.

5. Implemented Employee Opinion Survey (EOS) and an evaluation form for Communication Day for further development and promotion of corporate governance.

6. Regularly reported on good corporate governance to the Audit Committee and the Board.

In 2009, the Corporate Governance Committee did its best in performing its duties with steady determination to develop the Company's corporate governance in line with SET regulations and international principles for the maximum and reasonable benefit to the Company, shareholders, and all stakeholders. CPN is convinced that conforming to good corporate governance will supplement value to the organization and support continued and sustainable growth.

Because of the Company's dedication to and appreciation of the value of corporate governance, together with full support and cooperation from the directors, management and staff, CPN got the "Excellent" rating score



Mr. Naris Cheyklin
Chairman of Corporate
Governance Committee

BOARD OF DIRECTORS AND MANAGEMENT TEAM





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- 01 Mr. Vanchai Chirathivat
- 02 Mr. Paitoon Taveebhol
- 03 Mr. Chackchai Panichapat
- 04 Mrs. Sunandha Tulayadhan
- 05 Mr. Karun Kittisataporn
- 06 Mr. Kanchit Bunajinda
- 07 Mr. Suthichai Chirathivat
- 08 Mr. Suthikiati Chirathivat
- 09 Mr. Suthichart Chirathivat
- 10 Mr. Sudhisak Chirathivat
- 11 Mr. Sudhitham Chirathivat
- 12 Mr. Kobchai Chirathivat
- 13 Mr. Prin Chirathivat
- 14 Mr. Sudthidej Chirathivat
- 15 Mr. Naris Cheykin
- 16 Mr. Suthipak Chirathivat
- 17 Mr. Terachart Numanit
- 18 Ph.D. Nattakit Tangpoonsinthana
- 19 Ms. Wallaya Chirathivat
- 20 Mrs. Narttaya Chirathivat
- 21 Ph.D. Sumas Wongsunopparat

OUR RECOGNITION IN 2009



AWARDS OF HONOR IN 2009

Another level of our pride for emerging as a world-class retail property developer with commitments to foster sustainable growth, while caring for society and environment.



The year 2009 marked another milestone year for CPN, as it was recognized for ten prestigious achievements by leading organizations, domestic and international, which speaks volumes for our professionalism in Thailand's retail property development and management.

Development and design innovations of shopping complexes indeed rank high at CPN, as does marketing strategic management to produce lifestyle centers with a unique shopping experience. Besides, we constantly value organizational management together with energy and environmental conservation – the foundation for sustainable growth. The various awards won by CPN have reflected not only the Board's management efficiency on behalf of the shareholders, but also proper treatment of the shareholders under good corporate governance and investors' confidence in CPN's accurate, complete, and transparent disclosure of information.

Nonetheless, the ten awards of 2009 represent just one forward step for us. We remain convinced that the application of shopping complex innovations to our development and management in parallel with consistently sound organizational management will lead CPN on a path to sustainable growth and regional leadership in retail property development and management.

Board of the Year for Distinctive Practices Award 2008 – 2009

Despite its very first entry, CPN was the only retail property developer who was presented with this award, proving the Board's leadership, credibility, and efficiency in their dedicated management to develop and drive CPN to a great success and to be recognized nationally and worldwide.

Directors who were honorable recipients of this award comprise:

- 01 Mr. Vanchai Chirathivat
- 02 Mr. Paitoon Taveebhol
- 03 Mr. Chackchai Panichapat
- 04 Mrs. Sunandha Tulayadhan
- 05 Mr. Karun Kittisataporn
- 06 Mr. Kanchit Bunajinda
- 07 Mr. Suthichai Chirathivat
- 08 Mr. Suthikiati Chirathivat
- 09 Mr. Suthichart Chirathivat
- 10 Mr. Sudhisak Chirathivat
- 11 Mr. Sudhitham Chirathivat
- 12 Mr. Prin Chirathivat
- 13 Mr. Kobchai Chirathivat

ORGANIZATIONAL MANAGEMENT

Board of the Year for Distinctive Practices Award 2008 – 2009

was presented by Thai Institute of Directors (IOD), together with the Stock Exchange of Thailand (SET), the Board of Trade of Thailand, the Federation of Thai Industries (FTI), the Thai Bankers' Association (TBA), the Thai Listed Companies Association, and Federation of Thai Capital Market Organizations, to honor and encourage listed companies' qualified and knowledgeable Board of Directors (Board) who righteously and effectively supervised and ran their companies, acted on behalf of the stockholders to protect their interests, and created long-term value for the stockholders. Despite its very first entry, CPN was the only retail property developer who was presented with this award, proving the Board's leadership, credibility, and efficiency in their dedicated management to develop and drive CPN to a great success and to be recognized nationally and worldwide.

Rated "Excellence Corporate Governance Scoring" for Thai Listed Companies in 2009

by National Corporate Governance Institute in conjunction with IOD, SET, and Securities and

Exchange Commission (SEC), who supervises and develops Thai listed companies. The assessment is emphasized on awareness to the shareholders, equality, disclosure and transparency and responsibilities of the Board.

Top Ten Most Innovative Companies in Thailand

was presented to corporation role models that valued and used innovations to achieve success during the economic crisis. CPN was awarded by a highly qualified committee from public and private sectors on its high returns on sales for the past three years. The Company also focused on continuously adapting innovations to create different shopping experiences for customers.

Certificate of Excellence Award under the category of investor relations

from the event entitled IR Magazine South East Asia Awards 2009, organized by IR Magazine at the Singapore Stock Exchange. This is an internationally recognized award for credible and accurate performance. Via satisfaction questionnaires, investor relations department was assessed on its outstanding performance by fund managers and securities analysts in Southeast Asia.

The Most Favorite Listed Company 2009

by Thailand's Securities Analysts Association

under the category of property development and construction materials. The award winner was selected via the Thai securities analysts' votes under the criteria of complete, timely and equal disclosure of information, qualified explanation of potential risks and financial performance, as well as assorted and convenient communication channels for a thorough analysis in order to assist investors in investment consideration and decision making.

DEVELOPMENT AND MANAGEMENT OF SHOPPING CENTERS

CentralWorld Shopping Complex Best Mixed-Use Development 2009 Award and Best Retail Development 2009 Award

by CNBC Asia Pacific Property Awards 2009. As Thailand's first lifestyle shopping complex that won these awards, it was a proof of CentralWorld's international recognition. With its novel, attractive design and environmental concerns, CentralWorld has created diverse shopping experiences in each zone while providing connection between the zones for convenience and continuity. Inside the shopping complex, there are two leading department



2009 ICSC Asia Shopping Centre Awards – Gold Award



The Most Favorite Listed Company 2009



Super Brands Award 2009



Board of the Year for Distinctive Practices Award 2008 – 2009

stores surrounded by over 500 retail shops, including flagship stores, specialty stores, restaurants and cafés, as well as a large and modern entertainment center. CentralWorld also comprises 45-story Grade A office building, a five-star hotel with 500 rooms, seminar rooms, and large convention center and parking lots accommodating 7,000 vehicles and ready access. These attest to the impressiveness and remarkable success of CentralWorld.

2009 ICSC Asia Shopping Centre Awards – Gold Award for Development and Design Excellence Award

by International Council of Shopping Center (ICSC). This award honors the successful and globally-accepted retail developers and operators in development, design, and marketing. It was a proud step forward by CPN to be chosen among hundreds of contestants around the world in the heated competition.

Super Brands Award 2009

by Super Brand Council, a global organization granting awards to companies with the strongest brands in 2009. This award was conferred on CPN, in competition with 6,000 other brands nationwide. The criteria included the quality, credibility, and outstanding competency. CPN was globally recognized for its retail property

development and management, in terms of modern and integrated shopping complex, that won the hearts of Thai people all over the country.

BK Readers' Choice Award 2009

as Thailand's most popular shopping complex was voted by readers of BK Magazine, a free publication distributed in Bangkok. With its grandeur, stylish design, ready access, and a complete range of products, CentralWorld best serves the needs of urban people with various lifestyles.

CentralPlaza and CentralFestival Awards of Best Energy-Efficient Building 2009

under the category of shopping center that promotes sustainable energy saving were presented to CentralPlaza Chaengwattana and CentralFestival Pattaya Beach for energy and environmental conservation. This is one of CPN's business guideline under the concept of conducting business with social responsibility to obtain sustainable growth, which is crucial for the Company. Under CPN Green Experience Project, CPN developed a pioneer scheme of being the first in Thailand to implement the high-efficiency chillers in shopping centers for maximizing efficiency of energy-saving and

environmental friendliness. This High Efficiency Chiller could reduce the energy consumption from air conditioning systems by 16% or equivalent to over 40,000 tons per year of carbon dioxide emission. CPN has implemented this innovation in every new project and has planned to replace its current systems with this innovation for the sake of energy efficiency, environmental preservation, and global warming alleviation, which became one of the global environmental crises. This also responded to the government's energy-saving policy.

ECONOMIC AND RETAIL INDUSTRY OVERVIEW

In the first quarter of 2009, the Thai economy turned negative due to the impact of the global economic crisis in 2008 and domestic risk factors, such as the difficulty of rebuilding the private sector's confidence in investment and consumption, and political conflicts. During the recession in the first half of 2009, the government launched short-term and long-term economic stimulus measures, including tax incentives and "Strong Thailand" Project, to boost the spending of the public sector. This was expected to drive private consumption and investment to compensate for the decline in export and tourism after the global economic crisis. Nevertheless, these measures did not post a significant effect on private spending, undermined by political instability.

In the second half of 2009, the survey result of Thai industrial sector's confidence yielded a better response. Credit approvals in the last two quarters tended to expand from the first half. Furthermore, the government's stimulus measures, together with more rapid improvement than expected of the US economy and the global economy, caused a swifter recovery than expected for Thailand's major partner countries resulted in positive growth rates of goods and service export in the last quarter of 2009. Although the private sector

anticipated that the Thai economy had passed the rock bottom, the quantity of imported goods and services did not expand much due to gradual economic revival. The political instability and suspension of investment projects at Map Ta Phut (in the province of Rayong) also triggered negative growth in private investment.

Regarding domestic economic stability, it was found out that headline inflation decreased from the previous year due to the lower oil price and the government's cost-of-living subsidy measures. Furthermore, the unemployment rate was back to normal, with recruitment picked up by the recovering economy in the second half of 2009.

For the retail industry in 2009, retailers still faced prolonged challenges from 2008, as consumers' confidence has not returned, mainly because of both domestic and international economic fluctuations. As a result of the high cost of living, unemployment, and reduced work hours, consumers' caution of their spending became norm, similar to the earlier year and the value for money spent was carefully reviewed. In fact, consumers appreciated saving over unnecessary spending; it posted an evident impact on luxury goods rather than necessity and consumer goods. Therefore, it was a tremendous challenge for

manufacturers to serve the needs of customers and retailers with the need to discover and offer goods that met consumers' demand to stimulate their purchase decisions. Since the situation of retail competition in 2009 became heated, each retailer has adjusted its strategies to be consistent with consumers' spending behavior as described below:

- To differentiate itself from competitors by building a brand and creating good experiences for shoppers through store decoration, product information, facilitation service in product search, prompt payment systems, and after-sale service
- To study more precise information of each group of customers – existing and potential groups as well as past customers, their spending tendencies, and the service they used by focusing on strategies with a more immediate effect, such as point-of-purchase sale, package sale or joint promotion with other products, marketing activities at the points of purchase to reach the target
- To focus on smaller retail space, community malls emerged as a new alternative for small and medium retailers to develop modern and novel business that better approached customers

- To renovate the store: To survive in the future, small retailers, in addition to having a convenient location near the community, needed to improve themselves to maintain an outstanding or attractive appearance. Designs should be consistent with its products for clearer display to customers.

RETAIL PROPERTY DEVELOPMENT OVERVIEW IN 2009

At the end of 2009, the total retail property in Bangkok amounted to 5.44 million sq.m., increasing by approximately 400,000 sq.m. or 7.93% from 2008. Most of this was the enlarged space of shopping centers and department stores which was 53.3% and 24.2% of total retail space in Bangkok, respectively. In addition to mega retail projects, small retails also expanded. The expansion of retail property stemmed from retailers' stronger confidence in investment in accordance with positive Thai and global economic situations.

The 2009 average retail occupancy rate in Bangkok was 92.4%, slightly dropping from the previous year. The highest rate, 95.3%, was in suburban areas, proving that the city has

expanded. The falling retail occupancy rate was due to the renovation of retail space in some shopping centers and the lack of confidence on the part of retailers, caused by domestic economic and political situations. Although the occupancy rate in Bangkok has not risen, the rental rate rose mildly in the same direction as economic revival.

Overall, retail property showed signs of recovery but the continued growth of this industry still depended on the revival of the global and the Thai economy as well as domestic political stability.

OFFICE PROPERTY DEVELOPMENT OVERVIEW IN 2009

In 2009, office property in Bangkok had a total area of 7.97 million sq.m., expanding by approximately 189,000 sq.m. or 2.31% from 2008, a declining growth rate from the previous year. Because of the prolonged effect of the economic crisis from 2007 to the beginning of 2008, many businesses deferred their office expansion and the demand for office areas in Bangkok continually dropped. The occupancy rate for office rose in the second half when economic and political situations showed signs

of improvement. Office rental rate continued to drop in 2009 since operators needed to retain their customer base and maintain their occupancy rates. Nevertheless, rental space in Bangkok has risen only slightly. If the demand for office space has grown in line with the recovering economic direction, the operators might have an opportunity to raise the rental rate.

MILESTONES OF SUCCESS IN 2009

01

JANUARY

CentralWorld won BK Readers' Choice Award voted by readers of BK Magazine, a free publication distributed in Bangkok, as Thailand's most popular shopping complex.

CPN unveiled Central Festival Pattaya Beach, Asia's largest, most novel, and most integrated shopping center located on natural beach front, comprising leading stores, restaurants, and an entertainment center with a 360-degree panoramic spectacular view of Pattaya Beach, Chonburi province.

03

MARCH

CPN launched its 16-story office building, the most modern one in Northern Bangkok, at CentralPlaza Chaengwattana.

CPN signed a long-term loan agreement with Bank of Ayudhya Plc in an amount of 2,000 MB and with Krung Thai Bank Plc in an amount of 1,000 MB proving CPN's credibility and financial strength.

CPN held extraordinary shareholders' meeting number 1/2009 for an approval on CentralPlaza Lardprao's 20-year sub-lease extension agreement.

04

APRIL

CPN acquired Charoensri Complex Shopping Center, renamed CentralPlaza Udonthani, consisting of a shopping center, a hotel (currently known as Centara Udonthani), and a large convention center. This was considered a promising project well received by both Thai and Laotian shoppers.

CPN held the annual general shareholders' meeting number 1/2009 covering two major agenda items; approval of its financial statements ended December 31, 2008 and approval of dividend payment for its performance of 2008.

05

MAY

CentralFestival Pattaya Beach and CentralPlaza Chaengwattana were awarded the Best Energy-Efficient Buildings for 2009 under the category of shopping centers that promoted sustainable energy saving which is one of CPN's social responsibilities on energy and environmental preservation.

CPN unveiled CentralPlaza Chonburi, the most modern and integrated shopping center in Eastern Thailand, surrounded by residences and industrial estates with population earning the second highest income per capita, next to Bangkok.

CPN paid a dividend per share of Baht 0.33 based on its performance in 2008.

CPN issued 4-year and 5-year unsecured debentures, in total amount of 3,000 MB with fixed annual interest rates of 4.50% and 4.75%, respectively, offered to investors at large. The overwhelming subscription compared with the allocated debentures reflected an excellent response from investors.

06

JUNE

CPN has maintained its credit rating at A+ by TRIS Co., Ltd., reflecting the Company's strength, credibility and growth.

CPN issued 4-year unsecured debentures, in the amount of 1,200 MB with fixed interest rate of 4.50% per annum, offered exclusively for institutional investors, which was extremely well received.

07

JULY

CentralWorld was awarded the Best Mixed-Use Development 2009 Award and Best Retail Development 2009 Award from CNBC Asia Pacific Property Awards 2009, of which CentralWorld was Thailand's first lifestyle shopping complex to win this award, proving its wide, international acceptance.

CPN issued 3-year unsecured debentures, in the amount of 1,000 MB with fixed interest rate of 4.00% per annum, offered exclusively for institutional investors, which was extremely well received.

08

AUGUST

CentralWorld received a Super Brands Award 2009 from Super Brand Council, a global organization granting awards to companies with the strongest brands in 2009; the criteria included quality, credibility, and competency in the business conduct in each country. Being accepted internationally was due to the Company's retail property development and management's performance as the most modern and integrated shopping complex that won the hearts of Thais nationwide.

09

SEPTEMBER

CPN's 10 out of 15 existing shopping centers were ISO 9001:2000 certified, a testament of an efficient management standard. The newly-opened shopping centers will be submitted for ISO 9001:2000 certified as well.

CentralPlaza Pinklao and CentralPlaza Bangna, CPN's pilot projects, were certified for their ISO 14001:2004 Environmental Management System. It is the Company's resolution to have each shopping center similarly certified to prove its care for the environment.

10

OCTOBER

CentralWorld earned a 2009 ICSC Asia Shopping Centre Award – Gold Award for Development and Design Excellence Award from the International Council of Shopping Center (ICSC). This award was for successful and globally-accepted retail developers and operators for development, design, and marketing strategy.

CPN was chosen as a top-ten of Thailand's Most Innovative Company. The award was presented to corporations acting as a role model that value and applies innovations successfully during the economic crisis.

CPN received an award as the Most Favorite Listed Company among securities analysts in 2009, presented by the Securities Analysts Association under the category of property development and construction materials.

11

NOVEMBER

CPN earned a Board of the Year for Distinctive Practices Award 2008 – 2009, presented to honor and encourage listed companies' qualified Board of Directors that performed their duties under good governance and created long-term value for stockholders.

CPN raised funds in response to business expansion by transferring partial assets of Central Plaza Pinklao to CPN Retail Growth Leasehold Property Fund (CPNRF).

12

DECEMBER

CPN won a Certificate of Excellence Award under the category of investor relations performance at an event entitled IR Magazine South East Asia Awards 2009, organized at Singapore Stock Exchange. CPN was assessed through the satisfaction of fund managers and securities analysts in Southeast Asia via the questionnaire.

CPN was rated "Excellence Corporate Governance Scoring" by relevant organizations that supervised and developed the capital market. The major criteria for an assessment consisted of awareness to the shareholders, equality, and transparency, etc.

CPN unveiled CentralPlaza Khonkaen, the most modern and integrated shopping center in Northeastern Thailand, surrounded by business districts, government agencies, residences, and colleges. This project showed strong growth potential.



PERFORMANCE REVIEW IN 2009



In addition to new project development, acquisition of shopping centers with growth potential, management of CPN projects to ensure targeted performance, another major duty that CPN has valued and been dedicated to was the internationalization of the standard of management system development (world-class property management), which was the core plan in the operational framework from 2006 to 2010. Thus, most management system development projects in 2009 were continued ones from 2008. To date, the progress of the management system development can be summarized as below:

MANAGEMENT DEVELOPMENT

Major projects of management development included:

- CPN's 10 shopping centers under its management applied for the ISO 9001:2000 quality management system. Five new ones are still in the preparation process for ISO 9001:2000.
- CPN, complying with Thailand Quality Award (TQA), developed the retail management systems for three pilot shopping centers: CentralWorld, CentralPlaza Bangna, and CentralPlaza Chiangmai Airport. These

were nominated for the Thailand Quality Company Award and the outcome will be announced in 2010.

DEVELOPMENT OF ENVIRONMENTAL MANAGEMENT

In addition to the ISO 9001:2000 quality management system, CPN is aware of environmental management and care. In 2009, CPN improved wastewater treatment tanks at CentralPlaza Pinklao and CentralPlaza Bangna for greater efficiency. Both shopping centers were already certified of the ISO 14001:2004 environmental management system.

DEVELOPMENT FOR ENERGY EFFICIENCY

Valuing energy conservation, CPN has initiated and launched an energy-saving project since 2007. The plans processed up until now are the replacement of the existing chillers with high-efficiency chillers in five shopping centers, namely CentralPlaza Bangna, CentralPlaza Ramindra, CentralPlaza Chiangmai Airport, and CentralPlaza Rattanaibet. Furthermore,

Variable Speed Drive System (VSD) were applied in water treatment systems at cooling towers at nine shopping centers, saving 2,910,000 kilowatts per month of energy.

BUILDING CORDIAL RELATIONSHIP WITH TENANTS

CPN's key success factors and competitive strategies are the retailers' strong business potential within its shopping centers, retail selection, and a suitable location for each retail category. Major activities held by CPN included meetings with tenants to jointly develop marketing plans, organizing seminars to provide information on the economic outlook, enhancing the tenants' knowledge on the retail business in order that they can further strengthen their own, holding activities to strengthen relations with tenants, and providing new marketing information to gear the business toward the same direction. Based on a tenant satisfaction survey, or "eQ Index", conducted in 2009 by AC Nielsen market research company, CPN received 74% satisfaction overall, with satisfaction increased for car parks, maintenance, and clean restrooms.

CREATING AN IMPRESSIVE SHOPPING EXPERIENCE

Another key competitive strategy is to organize marketing activities to create an impressive experience for shoppers. Throughout 2009, CPN constantly came up with assorted, novel marketing activities as well as unique ones in the pattern of signature events for each shopping center under its management. Based on a shopper satisfaction survey, or "eQ Index", conducted in 2009 by AC Nielsen market research company, CPN's shoppers' satisfaction averaged 78%, increasing by 2% from 2008.

74%

AC Nielsen's eQ Index
**TENANT'S
SATISFACTION**

78%

AC Nielsen's eQ Index
**SHOPPER'S
SATISFACTION**

CPN TODAY

CPN has continually grown and enthroned as the leader in retail property market by having the largest and most modern shopping complexes in Thailand.

Nowadays, CPN develops and manages 15 shopping complexes, five office projects, one hotel, and two residential buildings. The three newly opened projects in 2009 were CentralFestival Pattaya Beach on Central Pattaya Beach, CentralPlaza Chonburi, and CentralPlaza Khonkaen. Moreover, CPN acquired Charoensri Complex in Udonthani Province and rebranded to CentralPlaza Udonthani in 2009.

CPN's long-term business strategy is to develop shopping complexes with world-class standards in potential locations, both in Bangkok and provincial areas, capable of yielding high profits. Furthermore, CPN has future plans for business expansion to overseas projects, particularly to countries with substantially high economic growth rate.

15

TODAY: CPN manages
15 premium shopping centers.



CPN' shopping complexes are
in strategic locations, capable of
yielding high profits.

- 01 | CentralPlaza Lardprao
- 02 | CentralPlaza Ramindra
- 03 | CentralPlaza Pinklao
- 04 | Central Center Pattaya
- 05 | CentralPlaza Chiangmai Airport

- 06 | CentralPlaza Ratchada-Rama III
- 07 | CentralPlaza Bangna
- 08 | CentralPlaza Rama II
- 09 | CentralPlaza Rattanaibet
- 10 | CentralWorld

- 11 | CentralPlaza Chaengwattana
- 12 | CentralFestival Pattaya Beach
- 13 | CentralPlaza Udonthani
- 14 | CentralPlaza Chonburi
- 15 | CentralPlaza Khonkaen



CPN has future plans for business expansion to overseas projects, particularly to countries with substantially high economic growth rate.



CPN's long-term business strategy is to develop shopping complexes with world-class standards.



09

Shopping centers in Bangkok Metropolitan Area and its vicinities



06

Shopping centers in prime provincial areas



15 **TODAY:** CPN manages
15 premium shopping
centers in Thailand

4 **NEW:** CPN launched
4 new projects in
2009

6 **FUTURE:** At least 6
projects are under
study and developing

01 central**plaza**
LARDPRAO

As Thailand's first integrated shopping complex, CentralPlaza Ladprao comprises of office building, nine movie theaters, Central Department Store – reputed retails, both domestically and internationally, and a 9,000 sq.m. convention hall. CentralPlaza Ladprao was not only the first integrated shopping complex in Thailand, but also the most popular one, drawing over 40 million shoppers annually.

*Bangkok / Retail GFA: 78,700 sq.m. /
Office GFA: 17,720 sq.m. / Parking space: 3,000 vehicles*

02 central**plaza**
RAMINDRA

This shopping center was built for family and community, consisting of Central Department Store, retails, restaurants, and six movie theaters. Regular family-oriented and community activities and easy access by public transportation, CentralPlaza Ramindra is a perfect shopping mall for families and community.

*Bangkok / Retail GFA: 23,500 sq.m. /
Parking space: 1,000 vehicles*

03 central**plaza**
PINKLAO

As the integrated shopping complex on the west side of Bangkok, CentralPlaza Pinklao can respond to the needs of various target customer segments, such as educational institutes, offices, and communities. It includes leading retails, Central Department Store, eight movie theaters, and two office buildings.

*Bangkok / Retail GFA: 104,500 sq.m. /
Office GFA: 33,760 sq.m. / Parking space: 3,700 vehicles*

04 CENTRAL CENTER PATTAYA

Central Center Pattaya caters to respond to various customers – local residents, business and convention travelers, Bangkokians who visit Pattaya during weekends, and over two million tourists who travel to Pattaya per year. Central Center Pattaya not only is an exquisitely decorated tropical architectural center, but also anchored by a Big C Super Center and five movie theaters.

Chonburi / Retail GFA: 29,000 sq.m. /
Parking space: 400 vehicles

05 centralplaza CHIANGMAI AIRPORT

CentralPlaza Chiangmai Airport is the largest shopping and entertainment complex in the north of Thailand, accommodating approximately six million visitors a year including Thai and foreign tourists. It embraces Robinson Department Store, seven movie theaters, a multi-purpose convention hall, and a “Northern Village” – local handicraft zone with all-inclusive famous items of the northern region for clients to comfortably shops.

Chiangmai / Retail GFA: 107,000 sq.m. /
Parking space: 1,500 vehicles

06 centralplaza RATCHADA-RAMA III

CentralPlaza Ratchada-Rama 3 is situated in Bangkok’s new economic district, in the vicinity of five leading banks’ head offices, and it is the only integrated shopping complex with an entertainment place within five kilometers, including various retails, Central Department Store, a food park, a 26-lane bowling center, nine movie theaters, and a game arcade

Bangkok / Retail GFA: 98,000 sq.m. /
Parking space: 2,300 vehicles

07 centralplaza BANGNA

CentralPlaza Bangna is situated in the east side of Bangkok, near Suvarnabhumi Airport, and with rapidly growing communities. It was designed to be an all-encompassing city within a city, comprising of a six-story shopping complex, a condominium tower, a 37-story office tower, a cinema, a water park, and a high-tech game center.

Bangkok / Retail GFA: 113,000 sq.m. /
Office GFA: 10,000 sq.m. / Resident GFA: 2,000 sq.m. /
Parking space: 4,600 vehicles

08 centralplaza RAMA II

CentralPlaza Rama 2 is located on a main highway in the south of Bangkok, a rapidly expanding residential district. The complex has Central Department Store, a supermarket, Office Depot, HomeWork, B2S, 350 retail shops, a food center, an entertainment and leisure complex, a 30-lane bowling center, 10 movie theaters, and public garden space.

Bangkok / Retail GFA: 161,500 sq.m. /
Parking space: 3,200 vehicles

09 centralplaza RATTANATHIBET

After acquiring Siam-Jusco Rattanaithibet in December 2003, CPN changed the name and refurbished the building into a shopping center in a warm ambiance for families, providing the best comfort. The complex consists of Robinson Department Store, Index Living Mall, HomeWork, Office Depot, cinemas, and a bowling center to add varieties to truly be the family’s favorite shopping mall.

Nonthaburi / Retail GFA: 105,000 sq.m. /
Parking space: 2,000 vehicles

10 centralw^orld

CentralWorld located in the heart of Bangkok and became the largest shopping complex in South East Asia. CentralWorld houses Zen Department Store and Isetan Department Store, SF World Cineplex, TK Park, and flagship stores of world renowned brand. Other components to complete the comprehensive project are a grade a 45-storey office building, 500-room hotel, and the largest convention hall in the heart of the city.

Bangkok / Retail GFA: 302,100 sq.m. /
Office GFA: 127,400 sq.m. / Parking space: 7,000 vehicles

11 centralplaza CHAENGWATTANA

Being the largest and most comprehensive lifestyle shopping complex on the northwestern side of Bangkok, the complex is outstanding for its design technology with energy-saving and eco-friendly. The shopping complex consists of Central Department Store, B2S, Tops Market Place, SuperSports, PowerBuy, Office Depot, SFX Cinema, Fitness First, as well as over 300 leading stores.

Nonthaburi / Retail GFA: 160,000 sq.m. /
Office GFA: 19,500 sq.m. / Parking space: 3,200 vehicles

12 centralfestiVal PATTAYA BEACH

CentralFestival Pattaya Beach is Asia's largest beachfront shopping complex with modern and lively lifestyle center for the urban, including local and foreign tourists. The complex includes Central Department Store, B2S, SuperSports, PowerBuy, Food Loft, SFX Cinema, and over 370 shops in total of fashion boutiques, international restaurants as well as service and entertainment complexes.

Chonburi / Retail GFA: 240,000 sq.m. /
Parking space: 2,000 vehicles

13 centralplaza UDONTHANI

Located en route to Indochina is the lifestyle complex of the upper Northeast that finds popularity with Thais and those from neighboring countries alike. The shopping complex consists of Robinson Department Store, Tops Supermarket, seven movie theaters, bowling alleys, and over 400 retail shops. Fulfilling the project's scope is Centara Udonthani Hotel with 255 rooms and sizeable multipurpose conference rooms.

Udonthani / Retail GFA: 85,000 sq.m. / 255-room
Centara Udonthani Hotel / Parking space: 2,000 vehicles

14 centralplaza CHONBURI

The largest and most complete lifestyle shopping complex in Chonburi, marked by a unique architectural design to enable shoppers to feel the sunlight permeating through the clear glass façade. Inside one finds Robinson Department Store, Carrefour, Tops Market, B2S, PowerBuy, SuperSports, Office Depot, SF Cinemas City, and the first modern karaoke in the province, and over 250 retail shops.

Chonburi / Retail GFA: 100,000 sq.m. /
Parking space: 1,500 vehicles

15 centralplaza KHONKAEN

The largest and most modern lifestyle shopping complex of the Northeast with an architectural style of Northeastern art and cultural form, and by a green-building concept for energy conservation. Inside one finds Robinson Department Store, Tops Supermarket, B2S, PowerBuy, SuperSports, SF Cinemas, and Strike Bowl, and over 250 retail shops. To supplement these, there is a large convention center.

Khonkaen / Retail GFA: 186,000 sq.m. / Convention Center:
4,800 sq.m. / Parking space: 2,100 vehicles

OPERATIONAL PERFORMANCE OF
ASSETS UNDER CPN MANAGEMENT

Retail Property	CentralPlaza Lardprao	CentralPlaza Ramindra	CentralPlaza Pinklao ¹	Central Center Pattaya	CentralPlaza Chiangmai Airport	CentralPlaza Rama III ¹	CentralPlaza Bangna
Year of Operation	December 1982	November 1993	March 1995	July 1995	March 1996	October 1997	December 2001
Development	Greenfield	Greenfield	Greenfield	Greenfield	Acquisition	Greenfield	Acquisition
Land Ownership	Leasehold end of 2028	Leasehold end of 2023	Leasehold end of 2024	Leasehold end of 2015	Freehold	Freehold	Freehold
Investment Cost of Total Project as end of 2009 ² (Million Baht)	2,240	668	1,265	474	2,892	1,111	3,933
Leaseable Area (Sq.m)	55,583	17,159	61,509	15,227	76,006	58,036	57,695
Occupancy Rate (%)	97	100	99	98	99	98	98
No. of Tenants (shops)	355	79	260	135	539	298	303
Top Five Anchor Tenants ³	SFX Cinema	SFC Cinema, PowerBuy, SuperSports	EGV Cinema, SB Furniture, B2S	SFC Cinema, SuperSports	Robinson Department Store, Tops Market, Major Cineplex, Califonia Wow, IT City	Major Cineplex & Bowling, Fitness First, IT City	Major Cineplex & Bowling, Toy R'Us, IT City

CentralPlaza Bangkok	CentralWorld Bangkok	CentralPlaza Bangkok	CentralPlaza Chiangmai	CentralFestival Bangkok	CentralPlaza Mahachulalongkornrajavidyalaya	CentralPlaza Chiangmai	CentralPlaza Kanchanaburi
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Thailand	Katantathibet	Chiang Wattana	Pattaya Beach	Samutthani	Chonburi	Khonkaen

December 2002	December 2002	December 2003	November 2008	January 2009	April 2009	May 2009	December 2009
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Greenfield	Acquisition	Acquisition	Greenfield	Greenfield	Acquisition	Greenfield	Greenfield
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Leasehold	Leasehold	Freehold	Freehold	Freehold	Freehold	Freehold	Freehold
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997	14,281	2,104	5,010	4,144	2,152	2,269	3,863
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99 356	186 248	76 910	65 632	56 946	49 276	39 785	52 061
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352	486	232	390	306	184	299	326
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Central	Isetan Department	Robinson	SFX Cinema,	SFX Cinema &	Robinson	SFC Cinema,	SFC Cinema &
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Department store, Store, Zen	Department store, Fitness First	Strike Bowl,	Department store, Tops Market,	Strike Bowl, TC
HomeWorks,	Department Store, HomeWorks, SFC	Toy R'Us	Major Cineplex &	PowerBuy, Fitness Market, Power

Major Cineplex & Bowling, Top	SF World Cinema, Central Food Hall	Cinema, Index Living Mall	Bowling, Sport World	First, SuperSports
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Super, Office	Center Point	Tops Market
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Office Property	Lardprao Office	Pinklao Tower A Office ¹	Bangna Office	The Offices at CentralWorld	Pinklao Tower B Office ¹	Chaengwattana Office
Year of Operation	December 1982	March 1995	December 2001	November 2004	March 2006	March 2009
Development	Greenfield	Greenfield	Acquisition	Acquisition	Greenfield	Greenfield
Land Ownership	Leasehold end of 2028	Leasehold end of 2024	Freehold	Leasehold end of 2032	Leasehold end of 2024	Freehold
Leaseable Area (Sq.m)	17,719	22,427	10,007	82,796	11,335	19,462
Occupancy Rate (%)	96	91	95	95	96	26
No. of Tenants (units)	54	42	28	103	45	24
Major Business Type of Tenant	Tutorial, Language, and Computer School, Clinic, Health Care & Beauty, General Office Administration	Tutorial, Language, and Computer School, Government Agency, General Office Administration	Tutorial, Language, and Computer School, Clinic, Health Care & Beauty, General Office Administration	Multinational Corporation, Bank & Financial Institution, Law & Business Consultant, Communication & Services	Tutorial, Language, and Computer School, Clinic, Health Care & Beauty, General Office Administration	Tutorial, Language, and Computer School, Clinic, Health Care & Beauty, Communication & Services, General Office Administration

Hotel Property	Centara Udonthani ²
Year of Operation	April 2009
No.of Guest Rooms	255
Occupancy Rate (%)	68

Residential Property	Langsuan Colonade	Central City Residential ³
Year of Operation	December 1998	December 2001
Leaseable Area (Sq.m.)	4,466	1,907
Occupancy Rate (%)	56	72

Remarks:

1 For Pinklao Tower A and Tower B, 100% of CPN's asset leased out to CPNRF since November 2009 until December 2024

2 CPN is the project owner and appoints Central Plaza Hotel Plc as a hotel manager.

3 CPN owns a partial of the residentail building.

FUTURE DEVELOPMENTS



HILTON PATTAYA BEACH HOTEL

Location : At CentralFestival Pattaya Beach Project, Central Pattaya Beach Road, Nong Prue Sub-district, Bang Lamung District, Chonburi Province (Eastern Thailand)

Size : This 19-story hotel comprises 300 five-star guest rooms, seminar rooms, large banquet rooms, restaurants, pools, spa, and fitness center. CPN has ownership over this project and has hired Hilton Hotels Corporation to operate the hotel. The hotel, situated on the seven-story CentralFestival Pattaya Beach facilities (commenced its operation in January 2009). This project includes a shared parking lot which can accommodate more than 2,000 vehicles.

Potential : Hilton Pattaya Beach Hotel is a part of CentralFestival Pattaya Beach Project, Asia's largest natural beachfront shopping complex. The hotel has an outstanding design, facing a beautiful sea view of the Pattaya beach. Furthermore, Pattaya is one of the most popular tourist destinations in Thailand among local and foreign tourists. With convenient transportation and easy access, Pattaya can be reached by car within two hours, on average, from Suvarnabhumi Airport via highway or expressway.

Opening schedule : The project is expected to be completed and inaugurated in the third quarter of 2010

Investment : Approximately 2,000 MB

CENTRALPLAZA RAMA 9

Location : At the intersection of Ratchadaphisek Road and Rama 9 Road, next to the Rama 9 MRTA (subway) station, Bangkok

Size : Approximately 15-rai plot of land (the lease right ends in 2040) and the total project area of 119,000 sq.m. The project consists of Robinson Department Store and anchor tenants, namely Tops Supermarket, PowerBuy, B2S, SuperSport, and Office Depot. There are also over 100 retail shops, including boutique and fashion stores, banks, service centers, restaurants, and cafés, as well as the parking lot which can accommodate more than 2,500 vehicles.

Potential : The project is easily accessible via various convenient routes and is also located next to the Rama 9 MRTA station. Moreover, the project is surrounded by residences, hotels, offices, embassies, the Export Promotion Center, exhibition and convention centers, government agencies, and educational institutions.

Progress : Central Pattana Nine Square Co., Ltd., a subsidiary with 95% of CPN's stake, has signed a long-term lease agreement with the landlord of CentralPlaza Rama 9 Project for 30 years, ending June 30, 2040, with the rights of first refusal to renew the land lease agreement for 10 years. Currently, CentralPlaza Rama 9 Project is under construction, progressing as planned and under the set budget.

Opening schedule : The project is expected to be completed and inaugurated in the fourth quarter of 2011

Investment : Approximately 4,500 MB

CENTRALPLAZA CHIANGRAI

Location : On Paholyothin Road, Rop Wiang Sub-district, Muang District, Chiangrai Province (Northern Thailand)

Size : Approximately 52-rai plot of land in total (CPN is the land ownership) with total project area of 55,000 sq.m. (including Robinson Department Store) and parking lot for over 1,000 vehicles

Potential : This project is located in a high-potential area, in terms of growing population

and purchasing power, in Chiangrai and its vicinity. In addition, this location is considered a growing trading and tourism zone, as a result of the government policy to promote the North as a major economic region between Thailand and its neighbors and to promote Chiangrai as a trading gateway to countries along the upper Mekhong River, namely People's Republic of China, Lao People's Democratic Republic, and The Union of Myanmar.

Progress : Preparing for construction

Opening schedule : The project is expected to be completed and inaugurated in the second quarter of 2011.

Investment: Approximately 1,600 MB (excluding the investment in Robinson Department Store, whose construction and ownership of its land is under the responsibility of Robinson Department Store Plc)

CENTRALFESTIVAL CHIANGMAI

Location : At the intersection of the super highway and Chiangmai-Doi Saket Road,

Fa Ham Sub-district, Muang District, Chiangmai Province (Northern Thailand)

Size : Approximately 70-rai plot of land in total (CPN is the land ownership)) with total project area of 90,000 sq.m. (Including Central Department Store) and parking lot for over 1,600 vehicles

Potential : This project is located in a high-potential area surrounded by groups of trading and investment along the super highway, which easily leads to several other northern provinces. Furthermore, Chiangmai and its vicinity are popular tourist destinations among local and foreign tourists, which will enhance the remarkable growth on purchasing power.

Progress : Detailed feasibility study is currently undergoing

Opening schedule : The project is expected to be completed and inaugurated in the fourth quarter of 2012.

Investment : Approximately 3,300 MB (excluding the investment in Central Department Store, whose construction and ownership of its land is under the responsibility of Central Department Store Co.,Ltd)

FORMER PRE-CADET SCHOOL PROJECT

Location : At the intersection of Rama 4 Road and Wireless Road, next to the Rama 4 MRTA station (subway), which is the Bangkok's Central Business District (CBD) area

Size : Approximately 40-rai plot of land in total

Potential : This project is located in Bangkok's CBD area surrounded by office buildings, exhibition and convention centers, and hotels, with easy access from every route. In addition, the project is located right in front of is the Rama 4 MRTA station.

Progress : The Crown Property Bureau, the landlord, has agreed to award CPN as a property developer of the land for 30 years. The long-term land lease agreement is expected to be signed in 2010.

countries with high potential and economic growth rates as the Company has foreseen the business opportunities and would like to diversify risks. Nonetheless, CPN has aware of differences in market circumstances, competition conditions, and risks incurred from overseas business. The Company, therefore, appointed a team of specialists to study on economic, social, and political conditions, industry and competition, business laws, and other risks that may occur in each country that CPN is interested in to ensure that overseas investment has been carried on with caution for a steady and sustainable growth.

OVERSEAS PROJECTS

For the past three years, CPN has studied the opportunities to expand its investment in foreign countries by focusing its interest in Asian

Our Mission

TO CONSTANTLY ACHIEVE A SUSTAINABLE
GROWTH WITH MAXIMUM SATISFACTION
FOR ALL STAKEHOLDERS

Our Vision

THE LEADING RETAIL DEVELOPER WITH
WORLD-CLASS EXPERIENCE

BUSINESS OVERVIEW

CPN was established on June 17, 1980, with the objective of developing and managing large-format and integrated shopping centers. The Company has been listed on the Stock Exchange of Thailand (SET) since March 1, 1995. Its current issued and paid-up share capital is Baht 2,178,816,000, of which the majority is held by Central Holdings Co., Ltd., and Chirathivat family members. CPN's core businesses comprise development of large-scale shopping complexes, and provide retail space for rent and services. At present, CPN has 15 shopping complexes under its management, with 12 project owners and 3 project managements. CPN also has office, residential, and hotel buildings as its supporting business to optimize the use of land, diversify income sources, and draw in more customers to shopping complexes. CPN is, moreover, operating other related businesses, such as water and recreational parks, and food centers in some shopping complexes to facilitate shoppers. Services and facilities provided at each place mainly depend on its location and the needs of target customers.

CPN's business is divided into various business groups. Categorized by the source of income, there are six business groups as follows:

SHOPPING COMPLEXES

The shopping complex business is CPN's main source of income, generating over 75% of the total revenues. Income from the business includes rental of retail spaces, utility and security services, and cleaning service at 12 properties. Another source of income in this category is the management fee at 3 property projects under CPN Retail Growth Leasehold Property Fund (CPNRF) as well as a share of profits from investment in CPNRF.

CPN's shopping complex development starts from finding strategic locations, conducting feasibility studies, controlling the design and the construction, administering sale, to managing the shopping complexes after their commercial opening. Also in the scope of work is the provision of utilities, together with security and cleaning services at each site.

OFFICE BUILDINGS

The office building business involves the development of office buildings for rent, whereas there are demands for office space in shopping complex areas. It was found that office building business complements that of the shopping complex, and adds value to the project. Moreover, it enhances the land usage and efficiency of car park management. The decision to develop an office building mainly depends

on supply and demand for office space in each location. Income from the business comprises rental of office space, rental of retail shops in office buildings, and utility service fee.

CPN's office building development starts from conducting feasibility studies, controlling the design and construction, leasing, to managing the office buildings when they come into operation. Also in the scope of work is the provision of utilities, together with security and cleaning services at each site.

At present, CPN commands five office building projects, namely CentralPlaza Lardprao, CentralPlaza Pinklao, CentralPlaza Bangna, CentralWorld (The Offices at CentralWorld), and CentralPlaza Chaengwattana. For office buildings, CPN owns four projects and manages one project under CPNRF, namely Pinklao Tower A and B Office buildings. Tenants of office buildings in CentralPlaza Lardprao, CentralPlaza Pinklao, CentralPlaza Bangna, and CentralPlaza Chaengwattana projects are mostly operators of businesses benefiting from shopping complex, such as learning centers - academic, language, and music, beauty parlors, and brokerage firms. The Offices at CentralWorld is different, as it is a grade A office building located in the heart of the central business district, most tenants are leading businesses, both Thai and foreign, and multinational companies who intend to settle their headquarters.

HOTELS

CPN's hotels and shopping centers are located in the same areas since there is a natural demand that supports the retail business. This practice adds value to each project by making the most use of properties for the maximum return on investment. Key principles for consideration of hotel investment include project location, demand, supply, surrounding areas, and the project's growth potential. The hotel business comprises guest rooms, seminar rooms, and convention centers to serve the growth of the MICE (Meeting Incentive Convention and Exhibition) industry. Currently, CPN owns one hotel: the 255-room Centara Hotel Udonthani (formerly known as Charoensri Grand Royal Hotel, a part of Charoensri Complex acquired by CPN in April 2009). In 2010, CPN will unveil Hilton Pattaya Beach Hotel with 300 rooms (situated on top of CentralFestival Pattaya Beach) in a high tourism potential area. Overall, hotel development is considered a value adder to the total project. CPN has employed expert hotel management companies, namely Central Plaza Hotel Plc and Hilton Hotel Corporation, to manage Centara Hotel Udonthani and Hilton Pattaya Beach Hotel, respectively for the maximum benefit.

RESIDENTIAL BUILDINGS

At present, CPN manages two residential building projects. One is LangSuan Colonade,

a 50-unit serviced apartment, and the other is Central City Residence Condominium, a 12-unit condominium situated on the premises of CentralPlaza Bangna.

WATER PARKS AND RECREATIONAL PARKS

Water parks and recreational parks are supporting businesses for shopping complexes, CPN's core business, adding variety to features and services of shopping complexes. Not only can they attract more customers to shopping complexes, but also bring happiness to customers and people in surrounding communities. Current projects in this category are "Leo Land Water Park" on the 6th floor of CentralPlaza Bangna and "Central Park", a large-scale recreational park on the premises of CentralPlaza Rama 2, opened to the public consisting of a health park, a children playground, an activity area, and renowned restaurants.

FOOD CENTERS

Food Centers are considered necessary complements to shopping complexes. They are intended for providing customers with a wide variety of economical and ready-to-serve dishes. CPN earns sizeable income from the sale of food and beverage in food centers.



15	SHOPPING CENTERS	6	OFFICE TOWERS
2	RESIDENTIAL BUILDINGS	1	HOTEL

Currently, the projects under management of CPN and its subsidiary as follows:

	Year of operation	Shopping Complexes	Office Buildings	Hotel	Residential Buildings	Food Centers
CPN's Projects						
- CentralPlaza Lardprao	December 1982	○	○			○
- CentralPlaza Ramindra	November 1993	○				
- Central Center Pattaya	July 1995	○				
- CentralPlaza Chiangmai Airport	March 1996 ¹	○				○
- LuangSuan Colonade	December 1998				○	
- CentralPlaza Bangna	December 2001 ¹	○	○		○	○
- CentralWorld	December 2002 ¹	○	○			
- CentralPlaza Rattanathibet	December 2003 ¹	○				○
- CentralPlaza Chaengwattana	November 2008	○	○			○
- CentralFestival Pattaya Beach	January 2009	○				○
- CentralPlaza Udonthani	April 2009 ¹	○		○		○
- CentralPlaza Chonburi	May 2009	○				○
- CentralPlaza Khonkaen	December 2009	○				○
Projects leased out to CPNRF						
- CentralPlaza Pinklao ²	March 1995	○	○			○
- CentralPlaza Ratchada-Rama ³	October 1997	○				○
- CentralPlaza Rama ⁴	December 2002	○				○

Remarks:

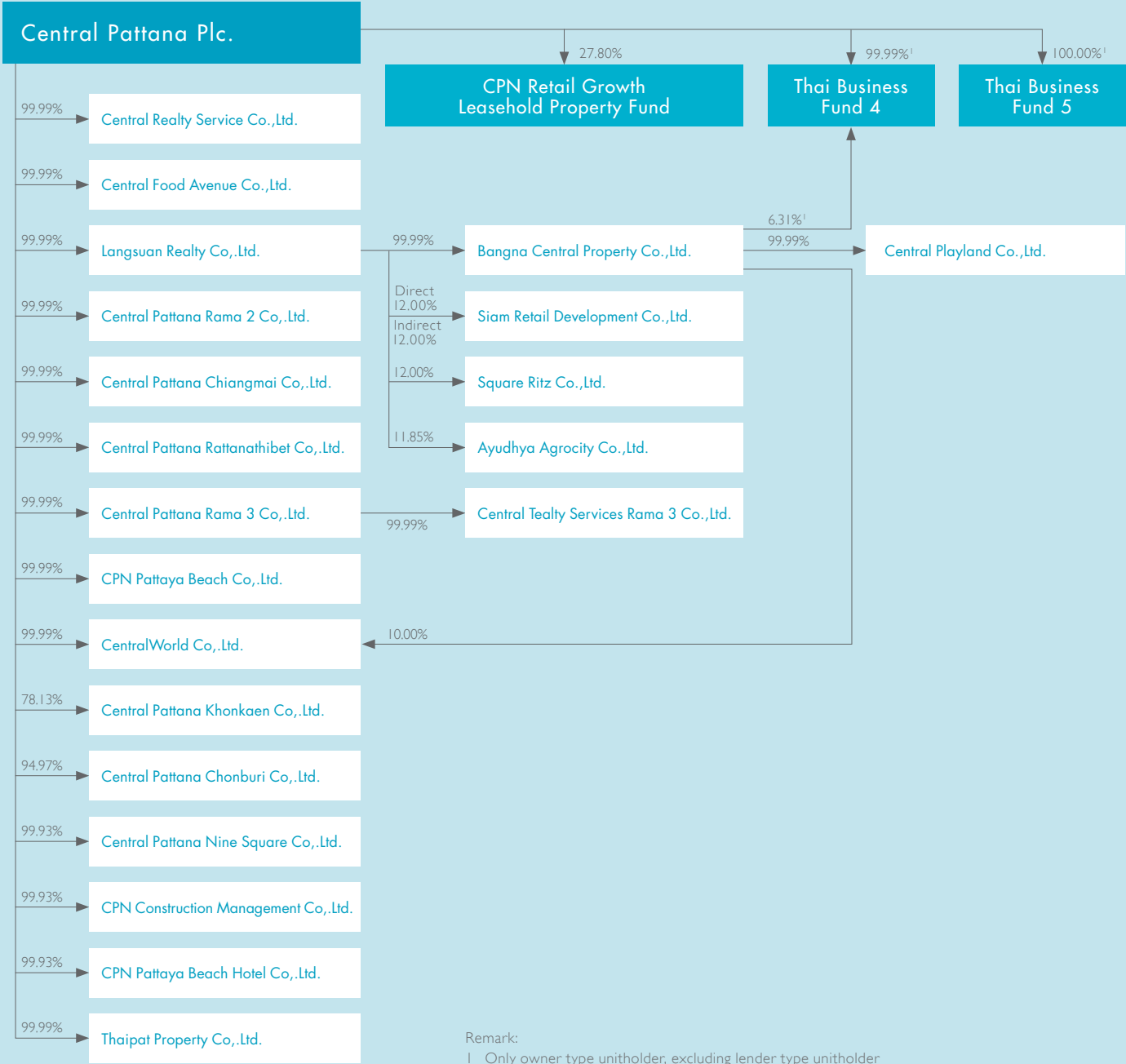
¹ Year of CPN acquired the asset

² 42 % of CPN's shopping mall and 100% of office buildings were subleased out to CPNRF since November 2009 until December 2024

³ 81 % of CPN's asset leased out to CPNRF since August 2005 until August 2035

⁴ 96 % of CPN's asset subleased out to CPNRF since August 2005 until August 2025

GROUP STRUCTURE OF THE COMPANY
AND ITS SUBSIDIARIES



REVENUE STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES

Type of Business / Operated By	% of Shareholding	Year 2009		Year 2008		Year 2007		Year 2006		Year 2005	
		Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Shopping Centers		9,254	75.7%	7,244	73.6%	6,680	74.9%	5,545	71.6%	5,474	78.4%
- Central Pattana PLC.											
- Central Pattana Chiangmai Co., Ltd.	99.99%										
- Bangna Central Property Co., Ltd.	99.99%										
- Central Play Land Co., Ltd.	99.99%										
- Central Pattana Rama 3 Co., Ltd.	99.99%										
- Central Pattana Rama 2 Co., Ltd.	99.99%										
- Central Pattana Rattanathibet Co., Ltd.	99.99%										
- Central Pattaya Beach Co., Ltd.	99.99%										
- Central World Co., Ltd.	100.00%										
- Central Pattana Khon Kaen Co., Ltd.	78.13%										
Office Buildings		898	7.3%	868	8.8%	809	9.1%	733	9.5%	482	6.9%
- Central Pattana PLC.											
- Bangna Central Property Co., Ltd.	99.99%										
- Central World Co., Ltd.	92.50%										
Hotel		116	0.9%								
- Central World Co., Ltd.	100.00%										
Residences		21	0.2%	24	0.2%	19	0.3%	22	0.3%	31	0.4%
- Langsuan Realty Co., Ltd.	99.99%										
- Bangna Central Property Co., Ltd.	99.99%										
Water and Recreation Park		5	0.04%	7	0.1%	9	0.1%	10	0.1%	14	0.2%
- Central Pattana Rama 2 Co., Ltd.	99.99%										
- Bangna Central Property Co., Ltd.	99.99%										
Food Centers		639	5.2%	456	4.6%	378	4.2%	397	5.1%	420	6.0%
- Central Food Avenue Co., Ltd.	99.99%										
- Central Pattana Chiangmai Co., Ltd.	99.99%										
- Bangna Central Property Co., Ltd.	99.99%										
- Central Pattana Rama 2 Co., Ltd.	99.99%										
- Central Pattana Rattanathibet Co., Ltd.	99.99%										
- Central World Co., Ltd.	100.00%										
Interest Income		27	0.2%	167	1.7%	110	1.2%	159	2.0%	55	0.8%
Share of Profits from Investment in CPNRF		451	3.7%	362	3.7%	317	3.5%	299	3.9%	83	1.2%
Others		820	6.7%	712	7.2%	601	6.7%	586	7.6%	422	6.0%
Total Revenues¹		12,231	100%	9,840	100%	8,923	100%	7,749	100%	6,981	100%

Remark:

¹ Total revenues of 2005 excluded gain on financial lease amounted to 2,885 MB
 Total revenues of 2009 excluded gain on financial lease amounted to 3,207 MB and
 compensation from termination of Thai Business Fund 2 amounted to 659 MB

Our Values

Committed to **CREATING SATISFACTION**

CPN is determined to promote positive creativity in every one of its personnel for thinking, approach, and innovation as one way to improve business procedures and performance to stress CPN's uniqueness.

Committed to **TRUST**

CPN is determined to build trust and gain extensive acceptance by others to develop reliability, honesty, fairness, and participation, as well as any action for the benefit of the organization and all stakeholders.

Committed to **EXCELLENCE**

CPN stresses work achievement and drives for desired results while taking into account all issues concerning work quality. All personnel must demonstrate their professionalism and thorough knowledge on their jobs, striving for continuous self-development to add value to business and service.

Committed to **JOINT ACHIEVEMENT OF BUSINESS PARTNERS**

CPN stresses that its personnel must foster and nurture positive relationships with others by giving with willingness, cooperation, support, and participation with other individuals or teams, both inside and outside the organization.

HUMAN RESOURCE MANAGEMENT

PERSONNEL SELECTION AND RECRUITMENT

In order to support business growth and the launch of four new projects and one project acquisition in 2009, CPN recruited knowledgeable and capable personnel as a strong team by focusing on mass recruitment around the locations of its new projects in order to provide careers for the locals and people in the vicinity. Other channels, including job search websites, classified advertisements in the media and participation in recruitment activities, such as Campus Recruitment, Career Week and Job Fairs, were also used, producing over 45,000 applicants in 2009.

PERSONNEL MANAGEMENT

Running a policy of human resource management to keep staff happy and proud as members of the organization, CPN sets a remuneration policy competitive with the same industry or the same field in the labor market. It also offers higher benefits and welfare than legally regulated, including a provident fund, medical welfare, life assurance and group health assurance, an emergency fund, financial support for their weddings and funerals of their family members, and birthday leave. In addition to competitive remuneration, CPN values its

Internal Equity System. In 2009, it developed the performance evaluation system by using Balance Score Cards and Key Performance Indicators (KPIs) at the levels of corporation, center, division and department in conjunction with staff performance appraisals. Staff members were then classified by their performance for accuracy and fairness.

CPN also believes that cordial relationship among staff in the same and across departments promotes a pleasant working environment, resulting in more effective work. Therefore, CPN has regularly organized recreational activities to strengthen relationship within the organization. The activities in 2009 included:

CPN Club for staff members to participate in their favorite activities while promoting their physical and mental health

CPN Sports Day to encourage staff to recognize the importance of physical exercises

Annual Physical Examination for all staff to encourage them to recognize the importance of staying healthy and having a good quality of life

Social and Community Activities, such as blood donation in tribute to Her Majesty the Queen, with over 9,000,000 cc of blood donated in 2009

Project on Self-Sufficient Economy in Tribute to His Majesty the King to remind staff of His Majesty's initiative and apply his ideas as guidance for their lives, such as a contest on budgeting and monitoring income and expense accounts

Scholarship Project for Staff from the upper secondary to the undergraduate level to improve staff's knowledge and capability at work

Scholarship Project for Staff's Children from the elementary to the undergraduate level in order to alleviate the expense burdens of staff with outstanding performance

Annual Alms-giving Project on Visakha Puja Day to offer staff an opportunity to attend a religious ceremony with the Company and promote their sound mental health.

PERSONNEL DATA

As of December 31, 2009, CPN's headcount was 2,763 in different branches:

Branch / Year	2005	2006	2007	2008	2009
- Head Office	289	349	417	584	631
- Ladprao	192	191	193	183	178
- Ramindra	51	51	54	50	53
- Pinklao	159	181	180	146	141
- Pattaya Center	54	72	88	96	89
- Chiang Mai	142	144	143	143	142
- Rama 3	126	105	106	107	106
- Bangna	191	187	205	183	179
- Rama 2	150	155	159	142	141
- Central World	222	302	405	387	396
- Rattana Thibet	71	85	99	96	96
- Langsuan	3	4	4	4	4
- Chaengwattana	-	-	-	-	127
- Pattaya Beach	-	-	-	-	149
- Udon Thani	-	-	-	-	121
- Chon Buri	-	-	-	-	100
- Khon Kaen	-	-	-	-	110
Total	1,650	1,826	2,053	2,121	2,763

TOTAL REMUNERATION

Remuneration Type (baht/year)	2005	2006	2007	2008	2009
- Salary, bonus, provident fund and welfare	482,432,029	555,319,862	662,013,352	828,328,324	1,034,534,094

HUMAN RESOURCE DEVELOPMENT

CPN is fully aware of human resources as a key factor that drives the organization forward in order to achieve the planned strategies and goals, resulting in sustainable growth and business advantage. In 2009, CPN, valuing all its people, improved their working knowledge and skills in parallel with a human resource development system to ensure that staff members' capability suited their responsibility and effectively supported the Company as summarized below:

ESTABLISHMENT OF TRAINING CENTER

Due to CPN's rapid expansion and the need for developing personnel's knowledge, skills and aptitude, CPN's Training Center was established on the 24th floor of CentralPlaza Pinklao Tower A with an official launch on October 13, 2009. Designed to best support and promote the learning process, this Center is well-equipped with audiovisual equipment, audio system, image-building, and facilities. It also comprises five seminar rooms with total seating of 193 and four meeting rooms ranging from five to 16 seats to respond to the development pattern of small groups to enhance personnel efficiency.

IN-HOUSE TRAINING

To promote and cultivate staff competency to effectively serve the organization's strategies, CPN has been focusing on designing and developing in-house training programs. For executives, it provides exclusive skill development courses, such as Leadership Development Program, CPNer Camp, Meeting Facilitator Program, and Risk Management Program. Occupational training programs, namely personality development program for professional salespersons, environmental management program, and intensive firefighting program for firemen, were also executed to enhance staff's skill and efficiency. Throughout 2009, CPN has implemented 136 in-house training programs.

EXTERNAL TRAINING

In addition to in-house training, CPN encourages and assigns its staff to receive training from highly qualified professional trainers, both local and international, in well-known institutes to enhance their expertise and knowledge while making connections among people in the same business and occupation. In 2009, CPN sent its staff for training in local institutions, including Chulalongkorn University, Thammasat University, Kasetsart University, Asia Business

Forum, and Thailand Management Association. Some attended field trips and seminars with leading international institutes, such as Singapore International Council of Shopping Center Conference (Singapore ICSC), as well as field trips to observe the operation of eminent shopping centers in China, Japan, Hong Kong, Singapore, and the United States. Throughout 2009, CPN staff attended 160 external training programs.

In addition to regular staff training at each level and in each field, CPN focuses on setting a human resource management and development system with the assistance of management tools to ensure that CPN's system can most effectively promote staff's self-improvement and potential to best serve and be in line with the organization's strategies. In 2009, CPN has implemented projects for personnel development as seen below:

Competency Implementation Align to HRM Functions Project

Competency Implementation Align to HRM Functions Project in 2009 was a continued program from Competency Development & Management Project in 2008. Completed in 2008, Competency Development & Management Project set staff's patterns of skills, knowledge, and basic capability expressing each member's uniqueness or CPN Competency Model, and adapted it to Individual Development Plans (IDPs). It, first, started with the management

level in 2008 and will be implemented with all staff level in 2009. The Competency Model was also applied to recruitment as well as personnel selection and development.

Career Development Program

To ensure that all staff members acknowledge their career paths to advance in the organization and set consistent career goals with the organization's growth, CPN appointed Career Design Teams in the previous year to set the career path for each position in the organization by assessing the current career model, designing the direction for advancement, and developing it into a career path to present to the chief of each department and requesting approval before proposing to top management.

Leadership Development Program for Executives Project

Leadership Development Program for Executives was extended from Succession Plan for Executives. After appointing a successor for the executive level and implementing his or her development plan, execution proceeded as planned in 2009 with four key activities: a 360-degree questionnaire to evaluate the progress of leadership skill development, One-on-One Executive Coaching, Experiential Learning Workshop, and Action Learning Project. Each executive from each department will team up to work on the project in a working

group, and the ones who attended this project can develop their skills and gain new hands-on experience. This project can serve CPN's business purposes. It is therefore the major force to strengthen the Company's business in the future while supporting sustainable growth.

SUCCESSION PLANNING FOR EXECUTIVES PROJECT

CPN undertakes succession plans for executives to maintain the trust of partners, shareholders, and staff in a given executive's promotion, transfer, or resignation, and to be prepared for the development of executives in response to the Company's expansion. CPN's succession planning processes are as follows:

1. The required executive position, namely President, Senior Executive Vice President, Executive Vice President, Senior Vice President, and Vice President is set.
2. The committee for executive succession sets the required knowledge, ability and experience for each position.
3. The committee sets the assessment tool to evaluate the knowledge and ability for each position.
4. The committee selects potential executives to attend the knowledge and ability evaluation for each position.

5. The committee evaluates the knowledge and ability of potential candidates by comparing them to the required competency and experience for each position.
6. The committee deliberates and approves the successors' list in each position.
7. The committee assigns Human Capital Management Department a responsibility to develop successors in many aspects, namely allocating special projects, coaching, and providing leadership skill training
8. The committee assigns Human Capital Management Department to periodically assess the successors' knowledge and ability to ensure their full preparedness for the positions.
9. The committee considers the list of successors and development outcomes every two years to ensure their suitability for higher positions.
10. The committee summarizes the results of the project and reports them to the Nomination and Remuneration Committee.

ORGANIZATIONAL DEVELOPMENT

CPN is committed to its mission: ***“To Constantly Achieve Sustainable Growth with Maximum Satisfaction for Shareholders, Partners, Clients and Society.”*** For the past four years, CPN has consistently focused its efforts on evolving a learning organization and high-performance organization by building its strength in organizational culture and ethics in the workplace, staff’s volunteer mind for the community and society, along with innovative development in operation and efficiency enhancement in key management processes to achieve the planned goals and sustainable mutual benefits of all stakeholders.

FROM STRATEGIES TO ACTION, EN ROUTE TO A SUSTAINABLE ORGANIZATION

To drive its main strategy to an effective practice, it is crucial for organizational development in various departments to follow a direction that supports one another and aligns with the Company’s strategy, including responding to its main goal. The CPN Steering Committee was, therefore, established with top executives as members, responsible for supervising and approving strategic plans as well as advising and supporting decisions that may increase the efficiency of organizational management as a whole.

The year 2009 was the first year in which organizational development was implemented under a high-performance framework which focused on three parts:

TO BUILD A STRONG FOUNDATION IN ORGANIZATIONAL CULTURE AND WORK ETHICS, INCLUDING THE STAFF’S VOLUNTEER MIND FOR THE COMMUNITY AND SOCIETY

CPN is convinced that conducting business on the basis of ethics and morals under good governance is a key to gain sustainable growth. In addition to six corporate governance principles, namely *Integrity, Disclosure and Transparency, Treat People Equality, Fair to All, Keep Promises and Confidentiality, and Care for People and Society*, CPN’s core value is *Innovative Experience, Trustworthiness, Excellence, Success of Partners*. CPN also encourages all staff members to take part in activities that promote and reinforce these six principles and various core values, such as including the corporate governance principles to the agenda for monthly meetings, organizing orientation on corporate governance for new employees, setting up a contest on core values, organizing CPN volunteer projects for staff to perform voluntary work for the community and society, an employee opinion survey (EOS), a project to encourage the employees to express their opinions via P.O. Box 99 and idea-BOX,

available throughout CPN offices, Voice of Internal Customer or VoIC to be aware of the situation and required improvement areas, and the “Good CPN People” Award for employee role models.

TO BE A LEARNING ORGANIZATION TOGETHER WITH INNOVATIVE DEVELOPMENT IN OPERATION “CPN SHARE MORE, LEARN MORE”

To be a learning organization with knowledge-sharing between executives and staff, and among staff members, CPN has encouraged every department in the organization to regularly organize activities under the “Share More, Learn More” project, aiming to exchange knowledge, experience, and good stories of the organization. In addition to “Share More, Learn More” activities, CPN introduced “CPN Radio-Boots up Your Life, Brighten up Your Health”, a short radio program that gave useful information and relaxing music during office hours. This activity relaxes staff while providing them with useful information.

“Idea Sparking” Project

Convinced that the foundation of the organization’s innovation lies in creativity and “out of the box” thinking of its personnel, CPN offers an opportunity to all staff members to present their creativity through the “Idea Sparking”

project and encourages them by rewarding with motivating award collection. Throughout 2009, over 800 staff has submitted more than 1,800 creative ideas for developing the organization and improving working processes.

“Dream Team” Project

Besides promoting individual creativity, CPN promotes teamwork under the framework of PDCA (Plan-Do-Check-Action), a tool to train the staff to systematically analyze and solve the problem. The “Dream Team” Project has been piloted in three branches: CentralWorld, CentralPlaza Bangna, and CentralPlaza Chiangmai Airport. In 2009, CPN had more than 50 Dream Teams.

“CPN Quality Award” Project

One of the organization's innovations is driven via the “CPN Quality Award” Project, established to encourage staff at each level to team up and find the direction and processes to improve their work and services to increase customers' satisfaction under the following objectives:

- To generate ideas, principles, and tools applicable for positive changes in each department
- To develop the potential of a “CPN Innovator”, who leads changes in the organization
- To encourage knowledge-sharing in the organization.

In 2009, the CPN Quality Award focused on building customers' satisfaction and improving work efficiency through business process improvement and innovation, which improved daily work processes and served the needs of internal and external customers.

DEVELOP THE SYSTEM AND IMPROVE KEY MANAGEMENT PROCESSES

Thailand Quality Award Organizational Development Project

Throughout 2009, CPN expanded its scope for applying the Thailand Quality Award approach to improve the management systems of three pilot shopping centers, namely CentralWorld, CentralPlaza Bangna, and CentralPlaza Chiangmai Airport, by focusing on developing management processes, passing on the strategy of effective internal communication, strengthening the relationship between staff and organization, developing work processes and forging innovation, including following up, comparing, and evaluating the performance to bring the organization closer to excellence.

The knowledge obtained from these pilot shopping centers will be used as the idea to develop the management processes at other shopping centers and an efficient guideline for the Company.

“Service Excellence”

Upgrade and Development Project

One project in Service Excellence, initiated by a Standard Control Unit (SCU) under Property Development and Management Department, is a training program for lecturers within the organization, entitled “Star Trainers”. Staff members from divisions that have close contacts with clients, such as tenant relations, customer relations, building and system division, and operational - corporate finance division, are chosen for the “CPN Service with the Heart” training program to gain lecturers' skills and enhance the ability to be an appropriate lecturer within the organization. They will be transferring the knowledge and techniques of service providing in CPN's style while stressing the significance of service to other staff members in different departments.

Business Process Improvement Project

CPN recognizes that a key to the organization's success is efficient and up-to-standard work processes, which support the business strategy and is suitable to the changing situation and technology. Thus, CPN constantly revises and adjusts work process. In 2009, CPN started a project in setting a management tool in organizational level, known as Enterprise Resource Planning (ERP), to prepare to be a world-class management and administration by focusing on two outcomes:



10

ISO 9001:2000
CERTIFIED
PROJECTS

2

ISO 14001:2004
CERTIFIED
PROJECTS

- Productivity improvement
- Capacity-building and strategic readiness

International Standard Management

In response to the vision of “The Leading Retail Developer with World-Class Experience”, CPN has adopted the International Standard Management ISO 9001:2008, ISO 14001:2004 and ISO 27001:2005 for the organization.

Retail management under ISO 9001:2008

So far, CPN has enlisted 10 shopping centers for ISO9001:2000, namely CentralPlaza Lardprao, CentralPlaza Pinklao, CentralPlaza Rama 2, CentralPlaza Bangna, CentralPlaza Rachada-Rama 3, CentralPlaza Ramindra, CentralPlaza Chiangmai Airport, CentralPlaza Rattanathibet, Central Center Pattaya, and CentralWorld.

In 2010, CPN is planning on upgrading these to the ISO 9001:2008 version. Additionally, CPN will prepare four new shopping centers, namely CentralPlaza Chaengwattana, CentralFestival Pattaya Beach, CentralPlaza Chonburi, and CentralPlaza Khonkaen, for ISO 9001:2008. In 2010, CPN will be accelerating the request for approved certification for CentralPlaza Chaengwattana and Central-Festival Pattaya Beach.

Environmental management under ISO 14001:2004

CPN expanded its environmental management system in compliance with the standard of ISO 14001:2004 at CentralPlaza Pinklao and CentralPlaza Bangna, both of which had already achieved certification in 2009. Submission for certification for CentralPlaza Chiangmai Airport, Central Center Pattaya, and CentralWorld is planned for 2010 before the implementation at the remaining shopping centers as the next step.

Our Philosophy

CPN has strictly followed the organization's mission: **"To constantly achieve sustainable growth for the maximum satisfaction of shareholders, partners, staff, clients and society"**. Therefore, the Board of Directors, the Board of Executive Directors, management and staff are strongly committed to developing CPN for vigorous and continuous growth by collaborating with partners in improving and upgrading excellent services to create rewarding experience for customers, together with assisting, caring, and creating sustainability for the society and community.

CPN also operates the business on the basis of ethics and moral under the principles of good corporate governance. This is the origin of faith in the organization's meaning, consisting of "Integrity, Disclosure and Transparency, Treat People Equality, Fair to All, Keep Promise and Confidentiality, and Care for People and Society" and the organizational value: "Innovative Experience, Trustworthiness, Excellence, Success of Partners" to lead CPN to the goal: "To be **the Leading Retail Developer with World-Class Experience**".

PRINCIPLES OF CORPORATE GOVERNANCE

CPN recognizes the significance of good corporate governance, and the Board is strongly determined to set the process of good corporate governance as a standard, leading to the practice across the organization. As a result, to ensure CPN's business compliance with good corporate governance practices under its policy, the Board has formed guidelines under the policy, which every director, executive and each staff member must acknowledge, master and strictly observe. It is also the responsibility and crucial matter for executives at all levels to help their staff know, master and observe the policy. The Board constantly updates the principles and operational guidelines as they believe that an effective system of good corporate governance will support CPN's competitive potential in both short and long terms. This is because it would bolster the confidence of investors, financial institutions, business allies and all stakeholders, leading to value appreciation for shareholders and balanced mutual benefits among all relevant parties. Details of the operation of corporate governance activities are as seen below:

RIGHTS OF SHAREHOLDERS

CPN values shareholders' rights and complies with the laws, regulations, and ethical guidelines as follows:

- A mechanism is in place to ensure shareholders of getting full returns on their investment. The

alliance structure among CPN, its affiliates, and joint ventures is relatively simple, without joint shareholding or cross shareholding. CPN has no pyramid shareholding structure within the Group.

- CPN provides shareholders with basic rights and fair treatment in protecting their rights to hold shares, including right to purchase, sell, and transfer shares; right to receive clear and accurate information; right to attend shareholders' meetings and vote for the approval of significant transactions; right to elect an individual director to manage CPN; right to decide the remuneration for the Board of Directors; right to appoint external auditors and decide their fees; right to receive part of CPN's profit in the form of dividend; right to participate in and to be sufficiently informed on decisions concerning CPN fundamental changes, etc.
- CPN, in the shareholders' meeting notice, provides shareholders with essential and adequate information for casting their votes on each item on the meeting agenda, the Annual General Shareholders' Meeting (AGM) agenda is consisted of:
 - 1) Nomination of Directors : CPN provides basic information on candidates, including name, age, type of directorship, education, experience in holding positions in other businesses, number of years in each position, and participation on various committees

during the past year. Such information will be screened by the Nomination and Remuneration Committee and add with sufficient and clear remarks by the Board.

2) Remuneration : CPN provides information on the policy, amount, and form of compensation according to director's position and responsibility, criteria and procedures for determining compensation. Such information will be screened by the Nomination and Remuneration Committee and add with sufficient and clear remarks by the Board.

3) Appointment of the External Auditor : CPN provides information on the name of the auditor and audit company, independence of the auditor, number of service years with the audit company, and criteria and procedures for consideration of the suitability of the auditor's fee. Such information will be screened by the Audit Committee and add with sufficient and clear remarks by the Board.

4) Dividend Payment : CPN provides information on the dividend policy and dividend amount subjected to approval against the amount paid in the previous year. Such information will be added with sufficient and clear remarks by the Board.

- At the 2009 AGM, held on April 30, 2009, CPN provided minor shareholders with the right to propose, in advance, additional meeting agenda and the names of potential directors from September 30, 2009. This included

shareholders' rights to query the meeting agenda prior to the meeting date by submitting their queries to the Company Secretary. Details of the criteria for such consideration, which were agreed upon by the Board, can be viewed at the corporate website, www.cpn.co.th. The detail of channels to contact Company Secretary are as follows:

The Company Secretary

Central Pattana Public Company Limited
31st Floor, The Offices at CentralWorld,
999/9 Rama I Road, Pathumwan,
Bangkok 10330 Thailand
Tel: +66(0) 2667 5555 ext. 1665 or 1678
E-mail: co.secretary@cpn.co.th

- CPN held an Extraordinary Shareholders' Meeting (EGM) on March 25, 2009 to propose an agenda to shareholders to approve the sub-lease agreement between CentralPlaza Ladprao and Central Inter Pattana Co., Ltd. as a connected transaction. Since Kim Eng Securities Plc was appointed to be the independent financial advisor, the Company had invited Mr. Montree Sornpaisarn, the chief executive officer, and Mrs. Wantana Petlerkwong, the Senior Vice President of Investment Banking Department, to attend the meeting to provide information and deliberate the rationality of transactions. The meeting process was transparent and the votes for approval exceeded three-quarter of the attending shareholders' eligible votes, excluding connected parties' votes.

- CPN invited representatives from KPMG Phoomchai Audit Ltd. to attend both shareholders' meetings mentioned above to observe their transparency in compliance with the law and CPN's Articles of Association.
- CPN provides at least one hour registration period before each meeting. Computer and a barcode system has been used to facilitate the registration and vote counting to speed up the process and to ensure the accuracy of the information.
- Before each Shareholders' Meeting, the Company Secretary would inform the shareholders of voting and counting procedures, as already stated in the voting guidelines already distributed to all shareholders who registered. Participants will be informed of the voting result for each agenda item and presented with the voting scores. The number of shareholders attending the AGM and EGM meeting in 2009 accounted for 82% and 84% of the total shares, respectively.
- CPN allows shareholders to attend a meeting in progress and to vote on the items remaining on the agenda.
- The Company allows shareholders to fully express their views and raise their questions. The Chairman of the Board, the Chairman of the Audit Committee, and the Chairman of the Nomination and Remuneration Committee, and the President & CEO attend

all meetings to clearly answer to every aspect of shareholders' questions till they are satisfied.

EQUITABLE TREATMENT OF SHAREHOLDERS

CPN values the equality of all shareholders; major shareholders, minor shareholders, institution investors, or foreign investors. The Company's practical guidelines to promote genuine equality are as follows:

- CPN provides shareholders with the voting right, equivalent to the number of shares held. One share yields one vote.
- CPN facilitates shareholders who cannot attend a given meeting in person by enclosing in the meeting notice Proxy Form B, on which shareholders can state their voting preference, together with the detail about how to appoint a proxy to shareholders' meetings. Shareholders can download Proxy form A, B, and C from www.cpn.co.th. In addition, the names and profiles of three independent directors will be provided for shareholders' choice as proxy as well. At the Annual General Shareholders' Meeting 2009 and Extraordinary Shareholders' Meeting 2009, 105 and 117 shareholders appointed independent directors as their proxies. Details are as follows:

AGM No. 1/2009

>> 98 shareholders appointed Mr. Paitoon Taveebhol, the Chairman of Audit Committee.

>> Seven shareholders appointed Mr. Chackchai Panichapat, a member of the Audit Committee.

EGM No. 1/2009

>> 116 shareholders appointed Mr. Paitoon Taveebhol, the Chairman of Audit Committee.

>> One shareholder appointed Mrs. Sunandha Tulayadhan, a member of Audit Committee.

- CPN prepares the meeting notice, both in Thai and English. For the Annual General Shareholders' Meeting 2009, the meeting notice was posted on the CPN's website on March 30, 2009, 30 days prior to the meeting date, and was sent to the Thailand Securities Depository Co.,Ltd. to distribute to shareholders 21 days prior to meeting date. This provided shareholders with sufficient time to examine the information. In the notice, CPN enclosed facts and rationales as well as remarks by the directors for all items on the agenda. No other significant document was given out at the meeting; no addition item was added to the meeting agenda, and no amendment of significant information was made without informing the shareholders in advance.

- CPN introduced the use of ballot for casting votes. Ballot is prepared separately for each agenda item for shareholders to use as appropriate.
- CPN puts in place internal regulations to prevent the abuse of inside information and conflicts of interest. Relevant details appear under section of "Management of Inside Information" on page 74.
- In making connected transactions, CPN strictly manages the approval procedure in its best interests. Transactions with possible conflicts of interest will be submitted to the Audit Committee for their review and comments before submitting to the Board and shareholders' meetings for approval, if applicable. CPN discloses complete important information in compliance with the stipulated regulation.

ROLES OF STAKEHOLDERS

CPN values all stakeholders and observes the sustainability of common benefits. Details are as follows:

Staff: CPN focuses on cultivating a pleasant culture and work ambience, creating a safe work environment for lives and assets, conducting regular safety reviews in the workplace, providing safety gear for staff and making sure they can properly use it, being committed to labor law, treating staff equally and fairly, supporting

teamwork, encouraging regular staff training, organizing activities to build a cordial relationship between executives and staff, encouraging staff to make comments, suggestions, and complaints openly and transparently, and providing suitable wages and welfare in line with performance and economic circumstances of employment. Details can be viewed under "Human Resource Management" on page 58. Furthermore, CPN provides its staff and wage earners with the right to protection in case of whistle-blowing or complaint-filing against violation of or incompliance with laws, rules, regulations, or business ethics as stated in CPN's corporate governance policy.

Creditors: CPN repays principles plus interests to all creditors at the agreed time and amount and follows all the loan agreements and other related agreements, and does not misuse the loan throughout CPN's business life.

Business Partners: CPN has a transparent and straightforward procedure in bidding, pricing negotiating, and selecting contractors/suppliers/service providers, as well as in entering contracts concerning employment, sale-purchase of goods/service. It treats all business partners with equality and fairness with the Company's committee takes part in all stages of the deal.

Tenants and Customers: CPN has improved its work process for greater efficiency by constantly introducing novel activities and services to

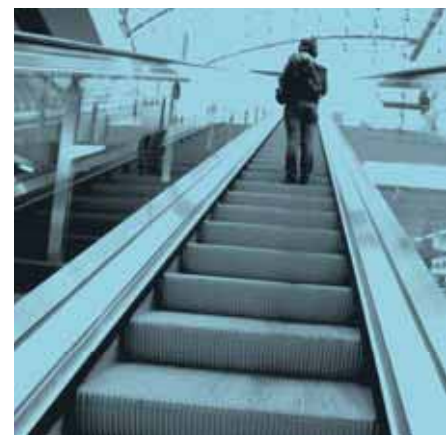
enhance positive customer relationships and satisfaction while also providing them with novel and impressive experience. This demonstrates CPN's strong commitment on sharing with customers and jointly promoting business development with them for sustainable growth. These activities are described below.

1. Operating the World-Class Service Project, aiming to build a cordial relationship with tenants, enhancing and upgrading of management, and providing world-class service to tenants under the supervision of the Standard Promotion and Control Unit (SCU). The activities run by SCU includes the standardization of policies, work processes and document forms related to tenants at all branches, and publicity of services provided by CPN.
2. Development of service staff and evaluation of their services, and tenant relations staff's visiting the stores to serve tenants and listen to problems and complaints from each store daily. Customer service staff is also assigned to walk around the shopping centers to handle shoppers' questions or promptly provide them with recommendations without having to go to the PR counter.
3. Jointly making plans with tenants. The Sales Promotion Department and Tenant Relations Department have extended assistance to tenants in organizing activities on assorted occasions, including shop opening, new

product launches, business partnership, and joint sales promotion between retail shops and the shopping complex to enhance shop-owners' readiness to run their businesses.

4. Preparing an annual Service Satisfaction Survey to learn about the real needs of retail shops and customers. The findings will support CPN's service excellence ambition.
5. Providing more communication channels for customers to receive business information and to complaints, including a direct contract to tenant service officer, "I-Box", Company website, and CPN Call Center + 66 (0) 2635 1111
6. Providing information on shopping centers, including facilities and new services, and listening to tenants' comments and needs at quarterly tenants' meeting as a preliminary database for constant service quality improvement, as well as conducting focus groups to learn the specific needs of each group and assessing the outcome to improve and develop the service.

Competitors: CPN treats competitors fairly without reaching for their confidential business information inappropriately. The Company does not abuse intellectual properties of others or competitors, and observes fair competition conditions; nor does it slander competitors without supporting facts. CPN and companies in the same industry have established the Thai Shopping Center Association to collaborate in creative conducting business and exchanging



helpful knowledge and experiences. In 2009, joint activities are as follows.

1. Consultation to acknowledge and prepare for the upcoming Draft Retail and Wholesale Business Act.
2. Organizing tours to members' shopping centers to exchange information on security systems.
3. Exchanging knowledge and holding field trips to observe systems of electricity, tap water, waste water treatment, and sanitation.
4. Inviting police officers from the Institute of Police Administration Development to lecture on defensive measures against terrorism and planning measures to arrest swindler gangs.

Community and Society: Aiming to strengthen and sustain growth of business in tandem with the community and society. CPN continuously organizes activities to support communities and society. Activities during 2009 included the followings:

1. Supporting charity projects, such as Mangrove Forestation for His Majesty the King Project by companies in the Central Group on the auspicious occasion of His Majesty the King's 84th birthday anniversary and in response to a comment by Her Majesty the Queen.
2. Providing educational support, such as "Big Brothers/Sisters Holding Hands of Little Brothers/Sisters Project" donating textbooks,

"Calendar for Kids Project" donating sports equipment and unused calendars to be adapted into instructional media, and "CPN Volunteer Cultivates Thai Wisdom Project" donating computers and instructional media to enhance youths' learning skills and offer learning opportunities to children in remote areas.

3. Organizing activities to support communities and society, such as "Teach Kids Disaster Relief Project" organizing a fire prevention training program and fire evacuation drills for students in the community, "Save the World, Care for the World Project: Bicycling to Save the World" promoting the significance of energy-saving, and "Energy Offering to Temples" donating energy-efficient light bulbs and restoring temple buildings.

Details can be viewed under "Social and Environment Responsibility" on page 75.

The Environment: Committed to strict compliance with laws regarding the environment, CPN has therefore formulated a policy to accelerate the process to ensure that every shopping center commands the environmental management system (ISO 14001:2004). At the end of 2009, CentralPlaza Pinklao and CentralPlaza Bangna were certified. The Company had also appointed an organizational development committee to handle and improve environmental management systems to meet the ISO 14001:2004 standard, and a committee to investigate energy-saving

standards, aiming to supervise and monitor each shopping center's performance on energy conservation. For a new project development, CPN will conduct an environmental impact assessment (EIA) and submit it to the EIA Analysis Bureau for construction approval. Details can be viewed under "Social and Environmental Responsibility" on page 75.

If any stakeholders have doubts or witness any suspicious act of violation of law, regulations, rules, or business ethics, they can file a complaint, together with details or proof, to the Audit Committee for further examination. The communication channels are as follows:

The Audit Committee

Central Pattana Public Company Limited
31st Floor, The Offices at CentralWorld,
999/9 Rama I Road, Pathumwan,
Bangkok 10330 Thailand
Tel: +66(0) 2667 5555 ext. 1200
E-mail: whistleblower@cpn.co.th

For staff members, clients or employees who file the complaints, their legitimate rights will be protected. Further details are stated in the Company's corporate governance policy.

DISCLOSURE OF INFORMATION AND TRANSPARENCY

CPN highly values the accuracy and adequacy of information and timely, as well as, fair disclosure

of information to the public, the principle to which the Company consistently adheres. CPN believes this is the core factor for obtaining trust from shareholders, investors and other relevant parties, which in the long term will supplement value to the Company. In disclosing information, it is required to do as follows:

- Disclose complete and adequate corporate and financial information, such as business overview, risk factors, capital structure and management, connected transactions, management of inside information, corporate governance, financial status and performance, and future projects in the Annual Report and Form 56-I.
- Arrange an alternative channel for investors and public to access the Company's information through company website, www.cpn.co.th, under the topic of "Investor Relations", which discloses assorted significant information, including financial information, management discussion and analysis (MD&A), shareholding structure, good corporate governance, company information submitted to SET through its ELCID system, Annual Report, Form 56-I, notice to shareholders' meeting, minutes of shareholders' meetings, investor relations newsletter, press release and photo release, investor relations' calendar, fact sheet for new projects, presentation used during both domestic and international roadshows by Company executives, which

are available in both Thai and English and regularly updated.

- Establish an investor relations division to take charge of communication and manage the relation with investors, analysts, shareholders, and the public. In 2009, an investor relations division, in cooperation with executives, performed 220 investor-related activities as well as communicated and informed the Company's information to 587 investors throughout the year. In addition, investor relations' activities during 2009 consisted of the following:

1) Joining SET in the organizing of the quarterly "Opportunity Day" to meet retail investors and any interested person, and presenting of a quarterly report on operating results, in which induced 80-100 participants per quarter. In this event, SET has arranged web cast lived via SET's website while registered investors on this web cast lived can send the questions, which will be presented on the monitor located in front of the management. Those questions, then, would be responded by the management during Q&A session. Furthermore, visual and sound of the executives presentations were recorded and played through the web cast system, in which posted at the company website after the meeting in Thai, as well as, English translated version in word document forms, to ensure that the quarterly performance results were



comprehensively disseminated through both Thai and Foreign investors.

2) Holding 84 company visits for investors and security analysts to meet with executives and investor relations to acquire the Company information via appointments from security companies

3) Organizing one company visit for Thai Value Investor Club to meet with executives and investor relations to query on the Company information

4) Conducting seven roadshows by executives and investor relations, which comprises one domestic roadshow and six overseas roadshows, in Hong Kong, Singapore, and United Kingdom, totaling of 124 meetings

5) Organizing three site visits through appointments from investors and security analysts

6) Making four conference calls with investors.

7) Establishing three to five direct communications per day via e-mail and telephone.

CPN aims that investor relations division will be the center for disseminating and informing information, answering any enquiries, as well as taking and exchanging any shareholders and investor's opinions on an ongoing basis. Shareholders, investors, and any interested person may contact the Company for addition information at:

Ms. Choenporn Subhadhira

Senior Manager – Investor Relations

Central Pattana Public Company Limited

31st Floor, The Offices at CentralWorld,

999/9 Rama I Road, Patumwan Sub-District,

Patumwan District, Bangkok 10330, Thailand

Tel: +66(0) 2667 5555 ext. 1614 or 1669

Fax: +66(0) 2264 5593

E-mail: ir@cpn.co.th

BOARD RESPONSIBILITIES

The CPN Board values the role and responsibilities of directors in regards of directing the Company's business, monitoring and supervising the performance of the management team, and taking full responsibility for the Company and investors.

- The Board has instituted the principles of corporate governance in business operation and a code of conduct for directors, executives and staff since 2001, with the latest revision in 2007. It also formulated a good corporate governance policy in 2004, with the latest updated in February 2009 to be in line with its latest guideline on good corporate governance. The mentioned policy was posted on CPN's corporate website (www.cpn.co.th) so that it would be acknowledged and strictly complied with for concrete results.
- The Board of Directors consists of four independent directors out of 13 directors.

The Board believes that four independent directors, fully qualified by the Company's standard, can effectively and efficiently perform their duties while the Company is searching for additional independent directors to maintain the required ratio of independent directors accounting for no less than one-third of the total.

- According to the Nomination and Remuneration Committee and the Board, the Chairman of the Board, who is a representative of the shareholders and is not an independent director, was considered appropriate for CPN's business and has been a great support to CPN's constant success and business growth due to his knowledge, experience, and skill in retail and property development industries.
- The Board requires that a director must not serve as a director on the Board of more than five listed companies on SET. Otherwise, the Board shall deliberate the efficiency of a director's performance, as well as, explaining the reasons and the director's performance to the shareholders in CPN's Annual Report and Form 56-I. Currently, no director serves as director on more than five SET-listed companies.
- The Board jointly plans its meeting dates, at least six meetings, for the entire year in advance, as well as, prepares a clear agenda for each meeting. In case there is additional agenda items, the President & CEO and the Board will,

jointly, consider each item as needed and as appropriate. For meeting documents that can be revealed in the written format and do not affect CPN's business, the Company Secretary must submit them to the directors at least seven days in advance for consideration. During each meeting, the Chairman will allocate enough time for discussion on each significant item and encourages all directors to creatively and freely express ideas with due discretion. The Company Secretary will attend and take notes for every meeting. All relevant information and documents are safely stored. In 2009, there were six meetings in total. Since the Board did not meet on a monthly basis, to regularly inform the directors of the Company's performance, the Company Secretary had submitted the performance report, comparing with the goals approved by the Board, to the directors every month for their reviews.

- Non-executive directors meet once a year. During 2009, the meeting took place in September to deliberate various matters while providing useful suggestions and recommendations to the Board and the management for further implementation.
- A performance assessment is in place for the entire Board at every Board meeting for future improvement. Also, each director is to conduct self-assessment every year. The average score for the 2009 performance was 95.99%, in descending order of category:

1) relationship with the management, 2) performance as director, 3) Board meeting 4) roles, duties, and responsibilities of directors, 5) structure and qualifications of the Board 6) self-development of directors and management development. In addition, a conclusion of the Board's direction and assessment of the business trend for the following year need to be reached so that directors will understand where to focus. This information will be presented to all directors for acknowledgment and as guidelines for efficient and effective performance. It is to prepare an immediate prevention for any problems and business risks occurrence.

- The Nomination and Remuneration Committee formulates the President's evaluation measures, including assessing and deliberating his compensation. The executive directors from the Central Group will present the information for their consideration. The President also takes part in setting his own operating goals and acknowledges the approval every year.
- The Board ensures that activities strictly follow laws, rules and regulations. They consider law amendments at their meetings to ensure that the directors are informed of their roles and responsibilities under the new legislation and fully undertake of due actions. In 2009, the policies on normal business conditions and connected transactions were updated and the policy on reporting on the involvement

of directors, executives and related parties was introduced.

- The Board lays down measures to disclose information on the involvement of directors, executives, and related parties. The first report must be submitted within 30 days of their first service date with the Company, and the information must be reported on the December 31st of every year. For the sake of transparent transaction, if directors, executives, and related parties must directly or indirectly conduct any transactions with the Company or its subsidiaries during the year, such directors or executives must notify the Company at once by identifying facts about the nature of each contract, names of counterparties, and their involvement in the contract.
- Directors and executives must fill out a form of connected transactions in each fiscal year ended December 31 to express transparency, thoroughness and discretion in deliberating connected transactions during the year.
- The Company Secretary collects the aforementioned information and sends copies of directors' and executives' involvement report to the Chairman of the Board and the Chairman of the Audit Committee for acknowledgment within seven working days of the first date when the Company received the report. It is also the duty of the Company Secretary to keep such reports at CPN's office.

- The Board lays down measures to carefully monitor conflicts of interest. The company has in place procedures for granting approval, which must be strictly followed. The Audit Committee reviews and remarks on significant connected transactions beyond the authority of the management. The Board gives thorough consideration on such transactions, taking into account the best interests of the Company. In this respect, directors with vested interests in these transactions must abstain from the meeting and voting on those particular agenda items. This information is disclosed every quarter in the Annual Report and form 56-I.

MANAGEMENT OF INSIDE INFORMATION

CPN has in place a rule for keeping the confidentiality of inside information, which involves the ethics of directors, executives, and staff. It also has a regulation to control inside information and regulations concerning purchase and sale of CPN shares to ensure equality and fairness among all shareholders. Here are the essences of the regulations:

- Control of Inside Information: CPN prohibits insiders from using significant information not yet revealed to the public for purchase/sale of CPN shares for personal gains. It also prohibits insiders from disclosing information for the benefit of outsiders in their purchase/

sale of CPN shares. All directors, executives, and staff are required to strictly observe this regulation, and negligence or refusal to do so may result in punishment. In addition, outsiders with involvement in CPN or with a chance to acquire CPN information must sign a Confidentiality Agreement to ensure that they will keep the confidentiality of Company information in the same manner as CPN's management and staff. Any one of CPN's management members and staff who violates this regulation faces disciplinary action, if guilty, under Section 241 and 242 of Securities and Exchange Act B.E. 2535

- Holding of CPN shares
 - 1) Directors, executives, and staff with access to inside information must not purchase, sell, transfer, or receive CPN shares by using such information, beginning from the date of the announcement of the operating results or inside information not yet revealed to three days after the announcing date and submission of the operating results to SET. The monitoring unit will, in practice, send e-mails to directors, executives, and staff, to prohibit them from buying, selling, transferring, and receiving CPN shares 30 days ahead of the date of the announcement of the operating results or significant inside information.
 - 2) CPN informs directors and executives, under the definition of SET, as well as the accounting and finance vice president, of their

duty to report changes in shareholding of their own selves, spouse, children under the legal age, as stipulated in Section 59 and the punishment under Section 275 of Securities and Exchange Act B.E. 2535.

4. Directors, executives, and staff with changes in shareholding are required to file a summary report about their shareholding and submit it to the Company's monitoring units every quarter.
5. CPN is required to file a quarterly report on shareholding of directors and executives and submit it to the Board.

In 2009, there was not any complaint about dishonesty of directors and executives about the misuse of inside information.

SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

Determined to assist and protect society constructively and sustainably, CPN values business conduct on the basis of morality and ethics in parallel with taking responsibility for society and the environment. CPN is also convinced that having a good quality of life and sharing good things with society will be a strong foundation for the organization's sustainable business growth. Thus, it has continually organized social activities and placed a focus on the staff, business partners, and customers to participate in these activities to build conscience in genuinely caring for and assisting society, community, and the environment. The guidelines of CPN's social responsibility activities stress mainly on caring for, assisting, and improving Thai society through continual educational support and improvement of the community's and society's well-being, including environmental rehabilitation or improvement, reflected in the three following key projects:

"CPN GREEN EXPERIENCE" PROJECT

CPN, valuing the significance of energy and environmental conservation, has included this issue in the core policy of each relevant unit, ranging from design, construction, to daily management. The business processes that concretely adapt this policy are described below:

1. Prior to any new project development, CPN conducts an environmental impact assessment (EIA), makes a summary report, and submits it to the Environmental Impact Assessment Bureau of the Office of Natural Resources and Environmental Policy and Planning for construction approval.
2. Regarding project design, CPN sets a policy for energy efficiency in line with environmental responsibility, based on the regulation of the "Energy-Saving Promotion" Project of the Ministry of Energy as follows:
 - 2.1) Building location: Situated near mass transit to promote its use and near community service, providing bicycle parking areas.
 - 2.2) Project layout and landscape architecture: A higher ratio of open space than legally regulated, appropriate building orientation for energy efficiency, and suitable tree planting for the surroundings.
 - 2.3) Building envelope: Construction materials with low overall heat transfer coefficients were selected to reduce penetrating heat from the outside through the roof, walls and windows.
 - 2.4) Air conditioning systems: For maximum efficiency, high-quality air conditioners are chosen, environmentally friendly liquid refrigerants are used, and heat extractors are placed in the open.

2.5) Lighting systems: Building designs with a proper combination between natural light and lighting control equipment for energy efficiency, and separate circuits for sub-areas to reduce unnecessary use of light.

2.6) Sanitary systems: Water-saving sanitary ware, separate water meters for convenient water management for efficiency, rainwater storage systems, efficient wastewater treatment systems, reuse of treated water, and efficient waste and fats treatment systems.

2.7) Construction materials and construction: Thorough planning and operation to prevent pollution, paints and coating with minimum impacts on the environment, construction with ready-mix concrete to reduce waste.

3. CPN's policy is to accelerate the process to ensure that every shopping center achieves ISO 14001: 2004 environmental management system certification. At the end of 2009, certified centers were CentralPlaza Pinklao and CentralPlaza Bangna.
4. CPN has appointed a committee to study energy-saving standards, aiming to supervise and monitor each shopping center's performance in energy conservation. It has also assigned an organizational development committee to handle and improve environmental management systems to meet the standard of ISO 14001: 2004.

5. CPN has applied innovations in cost-effective of resource management, namely the reuse of the cold water from the condensate by feeding it to the cooling towers to reduce energy consumption from temperature adjustment and using variable speed drives (VSDs) of cold water pumps in air conditioning systems to save energy. Furthermore, VSDs are applied in water treatment systems at cooling towers, saving 2,900,000 kilowatts per month of energy.

Owing to its strong belief in conducting business under energy and environmental conservation policy, CPN's latest shopping centers, CentralPlaza Chaengwattana and CentralFestival Pattaya Beach, granted "Energy Efficiency Building Awards 2009" with a 'Good' rating by the Ministry of Energy. Both shopping centers, with energy-efficient designs, save over 34 MB per year on energy expenses.

"CPN VOLUNTEER" PROJECT

CPN supports society and communities surrounding its shopping complexes by participating with them in social activities, including constantly supporting the public sector in launching environmental activities. To foster the conscience of CPN staff to understand the significance of repaying the society and voluntarily attend social activities,

CPN established "CPN Volunteer" in 2008 with continually growing membership to 400 in 2009 from 250 at the start. Its activities in 2009 are summarized below:

"Develop Klongmon School Community" Project

On February 27, 2009, CPN Volunteer members, together with CentralPlaza Rama 2, hosted lunch for students at Klongmon School, Bangkok, and repaired buildings and public utilities in the school, such as painting the meeting room and canteen as well as repairing restrooms, the stadium and the playground.

"Share Goodwill with Hill Tribe Children" Project

As a social activity, CentralPlaza Chiangmai Airport shared goodwill by hosting lunch for and offering donation – including dried food, potable water, snacks, toys, educational equipment and cold protection gear – to underprivileged children in Pai District, Mae Hong Son Province, on February 28 - 29, 2009.

"Calendar for Kids" Project

On May 21, 2009, CentralPlaza Rama 2, joining CPN Volunteer members, donated sports equipment and unused calendars contributed by CPN staff to students in Ban Nai Sri School, Bang Bon District, Bangkok. The calendars can be adapted into instructional media to foster the environmental conscience of students and

CPN staff to make the most use of resources in order to jointly decrease global warming.

"Big Brothers/Sisters Holding Hands of Little Brothers/Sisters" Project

On June 30, 2009, CPN Volunteer members and companies in Central Group organized a social activity under the sixth "Pee Joong Nong", donating textbooks given by staff, renovating and painting school buildings, library, canteen, kindergarten classrooms and computer room for Wat Saengmani School, Pathum Thani Province. Students also enjoyed activities, including games, quiz, drawing and painting.

"Save the World, Care for the World" Project: Bicycling to Save the World

On World Environment Day on June 5, 2009, CPN, in collaboration with Bangkok Metropolitan Administration and companies in Central Group, organized "Save the World, Care for the World" for a second consecutive year at the piazza in front of CentralWorld. At the event, CPN management and staff, together with over 200 people, rode bicycles to promote its significance and reduce car usage.

"Mangrove Forestation for His Majesty the King" Project

On the auspicious occasion of His Majesty the King's 84th birthday anniversary, over 60 CPN Volunteer members and other volunteer members from companies in

Central Group jointly preserved and restored natural resources by planting over 200,000 trees at Mangrove Learning and Development Center 2, Bangyapraek Sub-District, Muang District, Samut Sakorn Province, on July 11, 2009.

“Kids Disaster Relief Education” Project

CPN Volunteer members from CentralPlaza Rattanathibet and CentralPlaza Chaeng-wattana, together with Nonthaburi Educational Service Area Office 2, Disaster Prevention and Mitigation Office of Nonthaburi Province, organized a fire prevention training program and fire evacuation drill to students of Triam udomsuksanomklao Nonthaburi School on July 14, 2009. A lecture on preliminary fire prevention was also given together with a test of fire extinguishers instructed by the firefighters of both shopping centers.

“Energy-Saving Merit Making” Project

CPN staff donated 102,843 baht to buy energy-efficient fluorescent lamps for Laem Temple, Yapraek Sub-district, Prapadaeng District, Samut Prakan Province. Over 80 CPN Volunteer members participated in this social service by repairing toilets and changing malfunctioning light bulbs in the temple on August 19, 2009.

“Mangrove Forestation for His Majesty the King” Project

On September 26, 2009, the project was revived as a continuing project from July 11, 2009. Concluding the project, over 300 staff members

of Central Group and CPN Volunteer members planted 200,000 mangroves at Mangrove Forest Resources Development Station 6, Department of Marine and Coastal Resources, Ban Laem District, Phetchaburi Province, on the auspicious occasion of His Majesty the King's 84th birthday anniversary and in response to a comment by Her Majesty the Queen about preserving natural resources and environment in coastal areas and restoring the ecological system.

“CPN Volunteer Cultivates Thai Wisdom” Project

Representatives of CPN Volunteers went to donate computers, instructional media and hosted lunch to students of Ban Ton Tabaek School, Sapanhin Sub-district, Nadi District, Prachin Buri Province, on December 4, 2009. This activity aimed to enhance youths' learning skills and offer learning opportunities to children in remote areas.

“CPN New Year Greeting Cards for Kids” Project

On National Children's Day 2010, CentralPlaza Khonkaen and over 40 CPN Volunteer members brought joy to students of Ban Pa Kham School, Si Chomphu District, Khonkaen Province, and underprivileged children in the vicinity by building a playground, renovating school buildings, donating instructional media and sports equipment, organizing activities – games, storytelling and painting, hosting lunch, and giving over 1,000 presents from CPN staff on January 8, 2010.

2 CPN CULTIVATES
THAI WISDOM
PROJECTS

11 CPN VOLUNTEER
PROJECTS

400 CPN
VOLUNTEER
MEMBERS

“CPN CULTIVATES THAI WISDOM” PROJECT

Throughout the year, CPN has supported assorted activities to promote and create several aspects of learning experience for Thai youths. To continue this support and to make it more concrete, CPN has established “CPN Cultivates Thai Wisdom” to support communities and underprivileged youths through community learning centers, libraries for needy schools, and donation of educational equipment to underprivileged children. During 2009, “CPN Cultivates Thai Wisdom” Project has engaged in many activities as summarized below:

Development of Community Learning Centers

In collaboration with the Institute for the Promotion of Teaching Science and Technology (IPST) and with support from business partners, customers, and companies in Central Group, community learning centers were established in schools to extend learning opportunities via self-educational media, such as VDO, computer and Internet, book corners, and scientific experiments. To date, the project has been completed in seven schools, with over 2,000 children benefiting, as follows:

- Ban Klong Muang School, Muang District, Krabi Province
- Bamrung Islam School, Muang District, Pattanee Province

- Nakorn Khonkaen School, Muang District, Khonkaen Province
- Tasdee Geeya School, Jana District, Songkla Province
- Prapassorn Wittaya School, Muang District, Chonburi Province
- Ban Pong Malaengwan School (Chirathivat family's patronage), Muang District, Nakorn Ratchasima Province
- Alaweeya Wittaya School, Bannang Sata District, Yala Province

Donation of “Learn English Kids” Tutorial CDs with British Council

CPN, together with British Council, made “Learn English Kids” tutorial CDs to donate to schools attached to Bangkok Metropolitan Administration as instructional media for English teaching. The teaching staffs of 435 schools have already received the packages and have been duly trained.

joined the Foundation for Children, National Institute of Child Health, and the network of Happy Hospitals under the Mirror Foundation in donating trolleys filled with storybooks to children's in-patient units at the National Institute of Child Health and network hospitals of Happy Hospitals in “Trolleys with Storybooks To Express Great Care” Project, sponsoring the construction of health stations in Bangtalad Sub-district, Pak Kret District, Nonthaburi Province, for the community and its vicinity for public benefit in the aspect of medical treatment, donating computers and useful books to Thanya Buri Penitentiary, Pathum Thani Province and donating computers to Takria Wittayakom School, Ranot District, Songkhla Province, for educational purposes.

OTHER PUBLIC SERVICE PROJECTS

In addition to caring for communities, society, and the environment via three major projects mentioned above, CPN, with its partners, companies in Central Group, and CPN staff, has engaged itself in several other social services throughout 2009. For instance, it

Our Strategy

With a strong belief and determination to be “**the Leading Retail Developer with World-Class Experience**”, the Board of Directors, the Board of Executive Directors, and senior executives jointly defined CPN’s strategy under the frame of constant and sustainable growth and strength in retail development and management. Focusing on proactively expanding the business through multi-format shopping centers, CPN aims to maintain the existing market and approach new ones that promote business growth, along with creating value and best serving customers’ needs.

In 2009, CPN conducted its business by following the core strategy of “**Rewarding Experience**”, focusing on developing shopping centers with competitive potential, offering value and experience that exceed shoppers’ expectation, and encouraging tenants and partners to be a part of its continued success. Meanwhile, the Company maintained its international standards for excellent service and management of work processes. It also expressed social responsibility via CPN Signature Corporate Social Responsibility (CPN Signature CSR) that created CPN Green Experience and CPN for Education and Community. To strengthen its infrastructure for being the leader in retail development and management, CPN developed its human resource capital as well as information and IT capital while supporting organizational culture and desirable organization to promote sustainable growth.

RISK FACTORS AND RISK MANAGEMENT



EXTERNAL RISK FACTORS

1. Risks from economic situation

In the previous year, business sectors were undermined by the economic situation and domestic political turmoil, which carried over from 2008. In the beginning of 2009, the world economy was still recessed, causing impacts to the global trading, including Thai commerce and employment, especially, a direct impact to the export and tourism sectors. Despite the implementing of the government's deficit fiscal policy and economic stimulus measures, as well as the Bank of Thailand's interest rate cut policy to continuously boost the economy, the consumers were still concerns for the economic situation. Even though the consumer's confidence had improved during the second half of 2009, they were still being more cautious with their spending. Nevertheless, it is foreseeable that, in 2010, Thai economy will grow, both in investment and consumption aspects, as a result of the world economic recovery and the monetary and fiscal policy, which has been implemented since early 2009. Since the consumer's confidence is the heart of retail and retail property businesses, it is anticipated that the most vital factor that will impact the consumer's confidence in 2010 is the political factor. If there is still an uncertainty in politic situation, the retail property developers would have to prepare for the impacts that

may occur in terms of occupancy rate, lease rate adjustment and visitor traffic. CPN has, therefore, conducted business with caution, especially, in consideration of investment in new projects as well as closely monitoring of construction cost. In addition, CPN has emphasized on enhancing its internal processes for greater efficiency and lower cost, together with its cost control policy, to maintain sufficient liquidity. With its long experience in retail property management, CPN is confident that it will be able to carry out its business through this period smoothly and steadily.

2. Risks from fluctuation in interest rates and tight money market

The Bank of Thailand's reduction of the policy interest rate to stimulate domestic investment and consumption has cause financial institutions to lower their loan interest rates as well. However, such rates may not decrease so much as the policy rate since commercial banks try to maintain the gap between loan and deposit interest rates to maintain their profits. Moreover, financial institutions tend to be more cautious in loan approval during an economic downturn, which cause tight liquidity in the financial system, while CPN may require funding for developing new projects. Most of the loans CPN obtained for new project development are long-term loans which expose to a short and long terms interest rate fluctuation risk. Therefore, to reduce such risk without losing

the benefit from downward shifting on the interest rates, CPN has balanced the ratio of the loans with fixed and floating interest rates. In addition, CPN has also reserved a credit line from banks for new project development. However, CPN will, as well, look for alternatives funding besides obtaining loans, such as mobilizing investment through property funds and acquiring joint-venture partners for new project development to ensure an efficiency of investment management under reasonable costs.

3. Risks from more intense competition

Despite a sign of the world economic recovery during the second half of 2009, retail businesses have continued to encounter the slow improvement in consumer's confidence. The consumers are still being more cautious with their spending. As a result, the competition in the retail business has become more severe since 2008 so that the retail operators could maintain their market share. Retail operators have to alter their strategies to be in coherence with the customers' behavior. For example, retail operators have to offer various promotions and marketing schemes to attract more customers and stimulate their purchasing decisions. Even though the retail property development has moved towards a form of commodity mall, due to the fact that it is a better gateway to access the commodity and a lower development cost than the development cost of the large-scale

shopping mall, CPN is still determined to develop integrated shopping complexes in response to every aspect of customers' needs, in terms of wide variety of products and services for everyday life and special occasions. Shopping complexes are not only the center of entertainment and meeting points, but also a place to provide both academic and social knowledge such as TK Park at CentralWorld. Moreover, the strategic location of each project commands potential in population congestion, convenient access as well as a tendency in growing population and income. CPN has also improved its shopping complexes and has been upgrading services and management standard to differentiate itself and gain competitive advantages. CPN believes that these factors will secure its leading position in retail property development in the years to come.

4. Risks from sabotage, accidents and natural disasters

While the integrated shopping center businesses give priority to serving and facilitating customers, their confidence and trust are also important. CPN, therefore, has strict security policies, preventive measures, as well as guidelines to respond to the unexpected incidents, for instance, sabotage or other violent situations. In order to prevent and reduce damages from expected incidents, CPN has prepared disaster alleviation units, who are well-trained and tested both theoretically and practically, and

position the unit at every shopping complex to respond to sabotage. CPN has also instituted a regulation to strictly conduct area inspection and closely monitor news and political situations. Furthermore, CPN has acquired comprehensive insurance policies for damage caused by natural disasters, accidents and sabotage for all its projects to prevent unexpected financial losses.

5. Risks from amendment of relevant laws

The retail property development businesses are prone to impacts from changes in laws and government policies, including city planning, land expropriation, mass transit development, and environmental regulations. These matters are uncontrollable and can affect new project development. However, CPN gives priority to the location selection and size of land as well as a detailed study on relevant laws prior to making decision on new investment. CPN has also kept a close watch on any amendment on the legal matters so that it would be able to map out its property development plan accordingly.

INTERNAL RISK FACTORS

6. Risks from inability to renew land lease agreements

Due to the fact that the location of the land and the business growth potential are the most important factors in acquiring a plot of land for development, some of CPN's projects

are situated on land owned by government agencies, the Crown Property Bureau, or private owners who do not wish to sell their properties. Therefore, CPN was required to sign a long-term lease agreement rather than to purchase such land for ownership. This poses a risk in case CPN cannot renew a lease agreement despite the renewal agreement's conditions. Such a case would result in projects suspension and economic losses to CPN. To reduce such risks, CPN has continuously on search for new projects' locations, both in the neighborhood of the existing project with expiring lease and at other potential locations, to sustain future growth in both overall revenue and profits.

7. Risks from construction work

Regarding project development, either new or existing projects, CPN has paid close attention to the construction supervision to ensure its construction quality and standard, as well as the efficient use of budgets in according to the investment plan.

Quality and standards of construction work: CPN has clearly identified qualifications and set up procedures for the selection of designers, engineering consultants, on-site engineers, as well as construction contractors to ensure that the selection process is transparent, cautious, efficient, and that it can acquire credible, experienced, and widely-accepted project contractors.

Financial strength and contractors' work records: To reduce risks from contractors' financial problems, which may result in a delay or suspension of the project, CPN has considered contractors' financial stability and historical records as the key factors in selecting contractor for the project.

Safety of lives and assets: Safety of lives and assets of tenants and shoppers, as well as CPN's own staff, is as crucial as providing convenient one-stop services in shopping complexes. Therefore, in project development, CPN constantly gives priority to every step of construction process to ensure good quality and high standards as well as to prevent damage to lives and assets from unqualified construction standards. This will also ensure that CPN can control investment costs efficiently while reducing the renovation cost in the future.

The increase in construction costs: In order to reduce risk incurred from an increase in construction cost, CPN has applied the Value Engineering technique to the design and construction process. The Value Engineering technique has enabled CPN to significantly reduce construction costs while maintaining the quality and standard of construction works. As far as the risk incurred from material cost fluctuation, CPN will determine a specific amount of construction cost, in accordance with the contract, as well as clearly define

the description of materials, patterns and project outcome. This practice should help reducing material cost fluctuation risk for a certain level. Under the current economic downturn, the construction material price has been decreasing which, in turn, should benefit a company which has new project development during this time.

8. Risks in operations

CPN has aware of risks from operations, which may incur from both internal and external factors and may cause the operations to miss the targets or to become inefficient. CPN has, therefore, set up a risk management unit to systematically control and manage operational risk. The risk management unit will assess the risk at every step of every department's operation and will, together with other relevant units, identify risk factors at both department and corporate level to lay out preventive measures and reduce operational risks by continuous monitoring and controlling risk. CPN is, currently, undergoing the so-called Business Process Improvement to reduce work repetition and enhance work efficiency to support risk management and internal control of the company. Hence, the risk management unit will prepare a risk management report and submit it to the company's Risk Management Committee on a quarterly basis.

CAPITAL STRUCTURE

CPN's capital structure, as at December 31, 2009, was as follows:

CAPITAL STRUCTURE

Common shares

Authorized share capital	2,178,816,000	Baht
Paid-up share capital	2,178,816,000	Baht
Number of common shares	2,178,816,000	Shares
Par value	1.00	Baht
Share price	20.30	Baht

Unsecured and unsubordinated debentures

Debenture	Credit Rating	Amount (MB)	Issuance Date	Life (year)	Interest Payment Cycle	Repayment of Principle	Maturity Date	Balance as at Dec 31, 2009
CPNI0DA	A+	1,500	16/3/2004	6.7	Every 6 months	Upon maturity	9/12/2010	1,500
CPNI26A	A+	3,000	14/6/2007	5.0	Every 6 months	Upon maturity	14/6/2012	3,000
CPNI19A	A+	1,500	25/9/2008	3.0	Every 6 months	Upon maturity	25/9/2011	1,500
CPNI35A	A+	2,000	21/5/2009	4.0	Every 6 months	Upon maturity	21/5/2013	2,000
CPNI45A	A+	1,000	21/5/2009	5.0	Every 6 months	Upon maturity	21/5/2014	1,000
CPNI36A	A+	1,200	26/6/2009	4.0	Every 6 months	Upon maturity	26/6/2013	1,200
CPNI27A	A+	1,000	24/7/2009	3.0	Every 6 months	Upon maturity	24/7/2012	1,000

Remarks: Average applicable annual loan interest rate of 4.7% per annum

Company Financial Ratios following the Debenture's Rights and Conditions	Covenant Ratios	As at Dec 31, 2009
1. Total Debt to Total Shareholders' Equity	Not over 2.5 times	1.68
2. Total Interest Bearing Debt to Total Shareholders' Equity	Not over 1.75 times	0.88
3. Total Assets (excluding Secured Debt) to Unsecured Debt	Not less than 1.5 times	3.63

SHAREHOLDERS

Major Shareholders

Top ten major shareholders as at December 31, 2009 are:

Shareholders	Shares	Shareholding
1. Central Holding Co., Ltd.	588,171,980	27.00%
2. HSBC (Singapore) Nominees Pte Ltd	132,328,514	6.07%
3. Thailand Equity Fund	106,670,600	4.90%
4. Thai NVDR Co., Ltd.	98,136,418	4.50%
5. Mrs. Arunee Chan	89,159,270	4.09%
6. The Bank of New York (Nominees) Limited	76,474,710	3.51%
7. Mr. Suthichai Chirathivat	41,794,000	1.92%
8. Mr. Suthikiati Chirathivat	41,730,200	1.92%
9. State Street Bank and Trust Company for London	35,326,300	1.62%
10. Mrs. Suchitra Mongkolkiti	33,652,400	1.54%

Major shareholders have significant de facto influence on policies or operations of CPN

Since Central Holding Co., Ltd., and members of the Chirathivat family altogether hold around 60% of the total shares in CPN, they have significant de facto influence on its policy formulation and operations. This is because 8 out of the 13 members of the Board are representatives of these major shareholders.

Foreign Limit in Shareholding

CPN has set a foreign limit of 30% of the paid-up capital. By December 31, 2009, foreign investors altogether held 24.34% of CPN's total paid-up capital.

CPN Names of directors and executives holding CPN shares

Directors and executives holding CPN shares as at December 31, 2009, are as follows:

Names of Director/Executive	Position	Shares	Shareholding
1. Mr. Suthichai Chirathivat	Director	41,994,000	1.93%
2. Mr. Suthikiati Chirathivat	Director	41,730,200	1.92%
3. Mr. Prin Chirathivat	Director	30,150,550	1.38%
4. Mr. Kobchai Chirathivat	Director	26,493,500	1.22%
5. Mr. Suthichart Chirathivat	Director	23,295,400	1.07%
6. Mr. Sudthidej Chirathivat	Senior Executive Vice President	16,295,700	0.75%
7. Mr. Sudhisak Chirathivat	Director	14,173,200	0.65%
8. Mr. Sudhitham Chirathivat	Director	14,082,300	0.65%
9. Mr. Suthipak Chirathivat	Executive Vice President	12,794,800	0.59%
10. Ms. Wallaya Chirathivat	Executive Vice President	8,664,300	0.40%
11. Mrs. Narttaya Chirathivat	Executive Vice President	8,619,600	0.40%

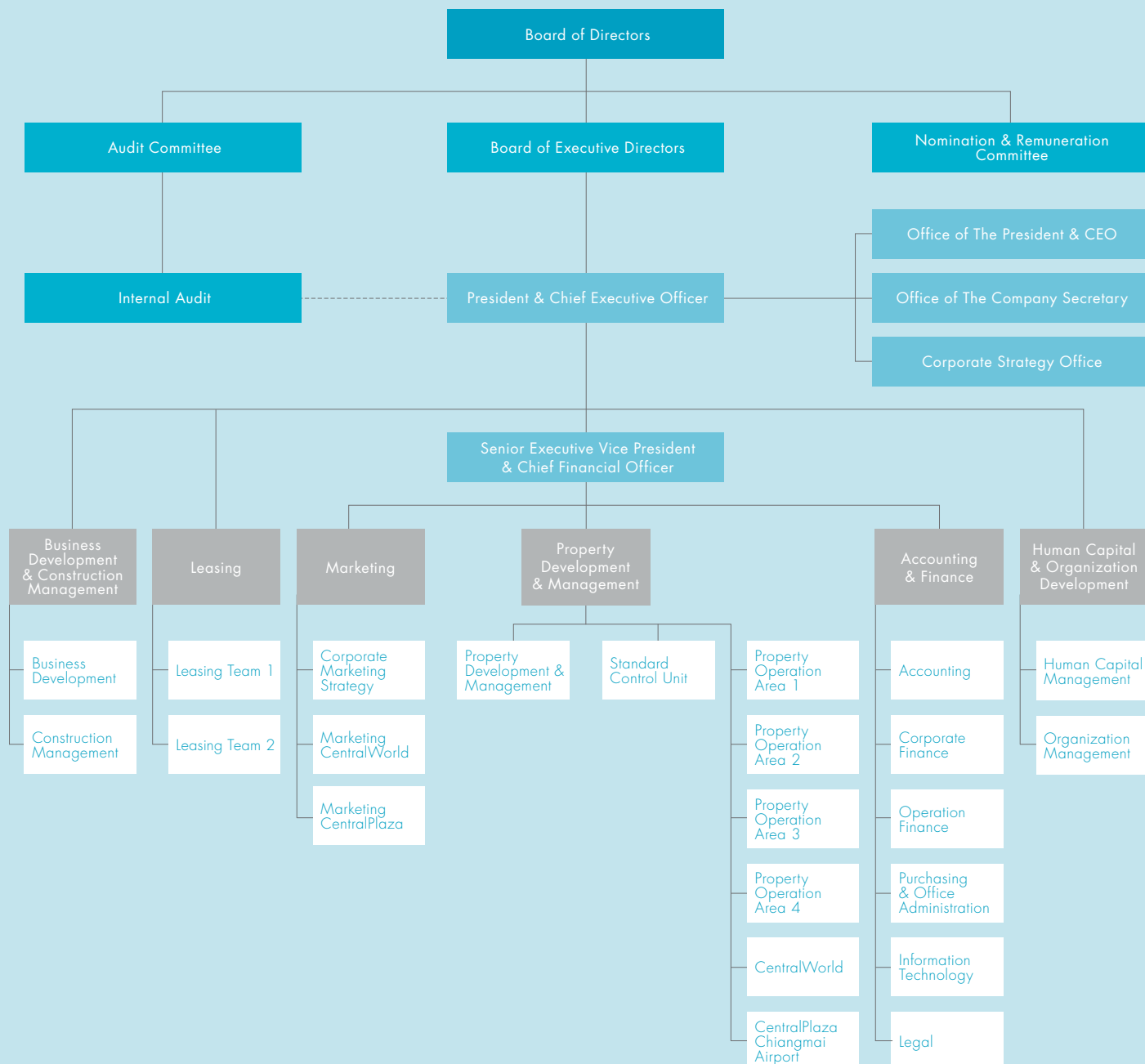
Remarks: The amount of shares as shown are included the shares holding by spouse and minor child of directors and executives.

Dividend Policy

The policy of CPN is to pay dividends not less than approximately 40% of its operating net profit from consolidated financial statement, except when there is a compelling reason not to. The dividend payment will not exceed the retained earnings in separate financial statement.

The policy of CPN's subsidiaries is to pay dividends when it has net profit and adequate cash flow balance. The dividend payment will depend on the consideration of the Board of Directors and shareholders of the subsidiaries and it will not exceed the retained earnings in financial statement.

ORGANIZATION CHART



MANAGEMENT STRUCTURE

The management structure of CPN consists of the Board of Directors, Executive Committee and Management Committee, together with four Sub-Committees namely Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance Committee. Details are as follows:

BOARD OF DIRECTORS

The Board of Directors ("the Board") currently consists of 13 members, which the chairman is the representative of the shareholders and is not the President & CEO. There are 12 Non-Executive Directors and one Executive Directors. The details are as follows:

1) Mr. Vanchai Chirathivat ¹	Chairman
2) Mr. Paitoon Taveebhol	Independent Director
3) Mr. Chackchai Panichapat	Independent Director
4) Mrs. Sunandha Tulayadhan	Independent Director
5) Mr. Karun Kittisataporn	Independent Director
6) Mr. Kanchit Bunajinda ¹	Director
7) Mr. Suthichai Chirathivat ¹	Director
8) Mr. Suthikiati Chirathivat ¹	Director
9) Mr. Suthichart Chirathivat ¹	Director

10) Mr. Sudhisak Chirathivat ¹	Director
11) Mr. Sudhitham Chirathivat ¹	Director
12) Mr. Kobchai Chirathivat ^{1,2}	Director
13) Mr. Prin Chirathivat ¹	Director

Remarks: 1 The directors in the 1. and 6.-13. are the representative of the shareholders.
2 The director in 12. is an Executive Director.

The directors who are CPN's signatories are Mr.Sudhitham Chirathivat, Mr.Prin Chirathivat, and Mr. Kobchai Chirathivat. The joint signatures of any two of these three directors with Company seal are required for validity.

Duties and Responsibilities of the Board

1. Comply with the laws, company objectives and the Company's articles of association, as well as the resolutions of the Board and Shareholders' Meetings with duty of loyalty, duty of care, accountability and ethic for the Company's interest and be consistently accountable to the shareholders and protect the benefit of each shareholder equally.
2. Define CPN's vision, strategies, work plans as well as its annual budget. The Board should continuously monitor the Company performance to ensure that the goals are achieved and any potential difficulties will be resolved in a timely manner.
3. Approve significant matters in accordance with the Board's authority, set out by the law and the Company's articles of association, as

well as approve the capital expenditure with the budget of exceeding Baht 200 million.

4. Appoint sub-committees to assist Board's operation as it deems appropriate and necessary. The Board should monitor the sub-committees' performance on a regular basis.
5. Independent directors should exercise independent discretion in formulating strategies, management policies and resources utilization, appointing of directors, and setting up business standards. The Board should also consider objecting the executives' or other directors' action in case there is a disagreement on the matters that may affect shareholders' equality.
6. Arrange for the disclosure of CPN's information to shareholders, investors, and all stakeholders. Such information must be correct, complete, standardized, transparent, and timely.
7. Ensure efficient and effective internal control and audit.
8. Put in place an efficient and appropriate risk management procedure that can assess, monitor, and manage the major risks.
9. Arrange for a company secretary to assist the Board in its various activities and help the Board and CPN run the business in line with the related laws and regulations.

10. Ensure the availability of business ethics for directors, management team members, and staff, which serve as CPN's standard of practice.
11. Put in place a good corporate governance principles, and communicate such principles to all employees so that they will be acknowledged and strictly comply with.
12. Put in place a clear and transparent connected transaction process.
13. Put in place a clear reporting process of the Audit Committee to the Board. In case of finding any suspicious transactions or actions that may significantly affect the Company's financial status or performance, the Board must resolve the issue within the timeline that the Audit Committee sees fit.
14. Formulate a succession plans for the Company's senior executive position.
15. Review and update key policies and plans, in accordance with the current business environment, on a regular basis.
16. Directors may hire an out-source business consultant from professional service providers, and CPN shall response for the fee of hiring an out-source persons as professional service provider.
17. Perform other relevant duties assigned by the shareholders.

In addition, CPN sets up a more stringent qualification of independent directors than that defined by the Securities and Exchange Commission (SEC), details are as follows;

Qualification of Independent Director

1. Holding shares not exceeding 0.5 percent of the total number of voting rights of the company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the date of assignment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
4. Not having a business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which

may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the date of assignment;

The term 'business relationship' under paragraph one includes any normal business transactions, rental or lease of properties, transactions relating to assets or services, grant or receiving of financial supports through acquiring or providing loans, guarantee, pledging assets as collateral as well as any other similar actions which cause the Company or its counterparties to be obligated to each other for the liabilities valued of more than 3% of Company's net tangible assets or exceeds Baht 20 million, whichever amount is lower. The obligation amount should be derived from the calculation method for the connected transactions values under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies concerning the Connected Transactions. However, such amount should include the transactions incurring within one year prior to the date that such business relation is initiated.

5. Neither being nor having been an auditor

of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the date of assignment;

6. Neither being nor having been professional advisor, including legal advisor or financial advisor, who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of assignment;
7. Not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
8. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

Independent directors may be assigned by the Board to make decisions regarding the

operation of the Company, its parent company, subsidiaries, associated companies, other affiliates with equal rank, or juristic persons in case there is a disagreement in an organization's collective decision.

COMPANY SECRETARY

CPN has established an Office of the Company Secretary, appointed by the Board of Directors to efficiently take charge of secretarial work to the Board. Currently, the Company Secretary is Miss Naparat Sriwanvit.

Duties and Responsibilities of the Company Secretary

1. Preparing and keeping the following documents:
 - 1.1) a register of directors;
 - 1.2) an annual report of the company;
 - 1.3) a notice calling director meeting, a minute of meeting of the board of directors;
 - 1.4) a notice calling Shareholder Meeting and a minute of Shareholders' Meeting;
2. Keeping a report on interest filed by a director or an executive.
3. Submit a copy of report on interest of a director and an executive or a related person to the Chairman of the Board and the Chairman of Audit Committee within seven business days from the date on which the company has received such report.

4. Arrange the Board Meeting and Shareholders' Meeting in accordance with the related regulations, Article of Association and laws.
5. Take charge of, inspect, and give advice on business processes to the Board in accordance with CPN's Memorandum of Association, Company Regulation, Securities and Exchange Act, Public Limited Company Act and other relevant laws.
6. Communicate the information between the Board, the management and shareholders.
7. Coordinate and follow up the operation to comply with the Board and shareholders resolutions.
8. Take charge of disclosure of any information and information memorandum to the government's office supervision in accordance with rules and regulations.
9. Performing any other acts as specified in the notification of the Capital Market Supervisory Board or any assignment from the Board.

In addition, Legal Department is responsible for preparing reports for the Board and Shareholders' Meetings, including taking charge of inspecting, and giving advice on CPN's and the Board's work in compliance with rules, regulations and other relevant laws.

EXECUTIVE COMMITTEE

The Executive Committee, appointed by the Board, currently consists of six members, namely:

1) Mr. Suthichai Chirathivat	Executive Chairman
2) Mr. Suthikiati Chirathivat	Committee
3) Mr. Suthichart Chirathivat	Committee
4) Mr. Sudhisak Chirathivat	Committee
5) Mr. Sudhitham Chirathivat	Committee
6) Mr. Prin Chirathivat	Committee

Duties and Responsibilities of Executive Committee

1. Consider the following matters and submit them for the Board's consideration:
 - I.1) CPN strategies
 - I.2) Annual budget estimates, based on CPN's strategies
 - I.3) Capital expenditure budget exceeding 200 MB
 - I.4) Activities and operations concerning mergers and acquisition
 - I.5) Appointment of President & CEO
2. Ensure that business is conducted under budget and in line with the stipulated objectives.
3. Approve the transaction with bank and financial institution, which is the normal business of CPN.

4. Approve the transaction of the subsidiary of CPN and the investment in capital shares as assigned by the Board.
5. Approve the registration of the rights and juristic acts for all shopping centers of CPN and its subsidiaries that represent normal business practice or support normal business practice of CPN.
6. Approve the signing of a memorandum of understanding for each joint-venture agreement in projects and joint-venture agreement signing with up to 200 MB in investment.
7. Approve the establishment, addition, reduction, or revocation of assorted accounting provisions, including those for doubtful loans, those for losses due to depreciation of investment capital, and those for losses for projects under development, up to 100 MB each time.
8. Approve the allocation of net income to legal reserve provisions.
9. Approve the capital expenditure budget which is not exceed 200 MB.
10. Response to the human resource management for the executive management.
11. Encourage and drive the motivation of the employees.
12. Other transactions which are assigned by the Board on each occasion.

MANAGEMENT COMMITTEE

The Management Committee currently consists of nine members, namely:

-
- 1) Mr. Kobchai Chirathivat
President & CEO
 - 2) Mr. Sudthidej Chirathivat
Senior Executive Vice President, Business Development & Project Construction
 - 3) Mr. Naris Cheyklin
Senior Executive Vice President, Finance, Accounting and Property Management
 - 4) Mr. Suthipak Chirathivat
Executive Vice President, Office of the President
 - 5) Miss Wallaya Chirathivat
Executive Vice President, Business Development & Project Construction
 - 6) Mrs. Narttaya Chirathivat
Executive Vice President, Leasing
 - 7) Mr. Terachart Numanit
Executive Vice President, Project Construction
 - 8) Ph.D. Nattakit Tangpoonsinthana
Executive Vice President, Marketing
 - 9) Ph.D. Sumas Wongsunopparat
Executive Vice President, Corporate Strategy Office
-

Duties and Responsibilities of the Management Committee

1. Develop and propose strategic business plans.
2. Develop and propose annual estimated budget.
3. Propose capital expenditure budgets exceeding 50 MB.
4. Propose the appointment of executive members reporting directly to the President & CEO.
5. Approve projects as assigned by the Board and the Executive Committee:
 - 5.1) The transaction with bank and financial institution which is the normal business of CPN.
 - 5.2) The transaction of the subsidiary of CPN and the investment in capital shares as assigned by the Board and the Executive Committee.
 - 5.3) The right registration and legal act about the shopping centers of CPN and the subsidiary's which is the normal business or supporting the normal business.
 - 5.4) Capital expenditure budget which is not exceed 50 MB.
 - 5.5) Other transactions which are assigned by the Board and the Executive Committee on each occasion.

SUB-COMMITTEE

Audit Committee

The Audit Committee, appointed by the Board, consists of three independent directors who are Non-Executive Director. The chairman of the Audit Committee is an accounting expert. Details are as follow:

1) Mr. Paitoon Taveebhol	Chairman
2) Mr. Chackchai Panichapat	Committee
3) Mrs. Sunandha Tulayadhan	Committee

Duties and Responsibilities of the Audit Committee

1. Review and ensure that the preparation and disclosure processes for CPN's financial reports are accurate, complete, credible, and timely through coordination with the external auditor and the management team members responsible for preparing quarterly and annual financial reports.
2. Deliberate the related or connected transactions or items with potential conflicts of interest for laws and regulations of the Stock Exchange of Thailand ("SET") to ensure that transactions are appropriated and taking into account the best interests of CPN.
3. Deliberate the disclosure of CPN's information on related or connected transactions, or items with potential conflicts of interest for accuracy and completeness.

4. Review CPN's internal control to ensure its suitability and effectiveness.
5. Deliberate the findings and recommendations of the external auditor and CPN's Office of Internal Auditor concerning internal control processes, propose to the management the actions in line with such recommendations, and track such actions.
6. Ensure that CPN has an independent internal audit unit with an efficient internal control system
7. Review the activities and structure of the Office of Internal Audit and approve its charter.
8. Offer views on the appointment, removal, transfer, and merit, including the dismissal of the head of the Office of Internal Audit, as well as the decision on and adjustment of his/her compensation.
9. With the head of the Office of Internal Audit, review audit plans, in particular that dealing with the internal audit process and financial management processes.
10. Offer its views and observations on the outlay and manpower requirements of the Office of Internal Audit to the management for approval.
11. Deliberate the audit plan and the work scope of the internal auditor and the external auditor for a mutually helpful, however, not redundant relationship.

12. Select, propose, and remove the external auditor; and deliberate its fees, taking into account its credibility, resource adequacy, outstanding audit volumes, and experience of individual auditors dedicated to CPN's audit, as well as its performance over the previous year.
13. Review the audit scope and procedure proposed by the external auditor, and deliberate the rationale for any subsequent audit change(s).
14. Recommend that the external auditor review or inspect any item considered necessary and significant in the course of CPN's and its subsidiaries' audits.
15. Review the report of the external auditor recommending remedial actions by the management, and track such actions.
16. Deliberate the adequacy and efficiency of coordination between the external auditor and the internal auditor.
17. Receive the information discovered from the external auditor without delay about any suspicious circumstance that the director, manager or any person responsible for the operation of such juristic person commits an offence under the second paragraph of Section 281/2, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313 of the Securities and Exchange Act and continue the inspection without delay. The Audit Committee shall report the result of preliminary inspection to the Securities and Exchange Commission ("SEC") and external auditor within 30 days.
18. Review and ensure CPN's compliance with securities and exchange laws, the requirements of the Stock Exchange of Thailand, and laws related to CPN's business.
19. Report its own performance for the acknowledgment and scrutiny of the Board at least every quarter of the year.
20. Issue an Audit Committee's report on its annual performance as the criteria set by the SET, signed by the Chairman of Audit Committee, for publication in CPN's annual report.
21. Report to the Board when identifying any trace of conflicts of interest, fraud or violation of SEC's laws, rules of SET or laws relevant to CPN's business, which may significantly affect its financial status and performance. If the Board or executives fail to make any amendment within an appropriate timeline as advised by the Audit Committee, the latter may report to SEC or SET.
22. Review and ensure CPN's continuous corporate governance process, and offer suitable guidance and recommendations for development.
23. Encourage CPN to include good corporate governance into a regular Board and Shareholders' Meeting agendas.
24. Ensure that the Chairman of Audit Committee receives from the Company Secretary a copy of the connected transaction report as specified by Section 89/14 of Securities and Exchange Act within seven days of reporting the transaction to CPN.
25. Review and ensure CPN's systematic, standard, competent and effective risk management process.
26. With the Risk Management Committee, the task force and the management deliberate the findings and provide recommendations on risk management performance and updates.
27. Perform other tasks assigned by the Board with the concurrence of the Audit Committee, who is responsible to the Board for its assigned tasks. The accountability to external parties, nevertheless, lies with the entire Board.
28. Annually revise and update the charter for this Committee to stay relevant to CPN's circumstances.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee, appointed by the Board, currently consists of three members that two of them are Independent Directors, and the Chairman is Independent Director. Details are as follow:

1) Mr. Chackchai Panichapat	Chairman
2) Mrs. Sunandha Tulayadhan	Committee
3) Mr. Kanchit Bunajinda	Committee

Moreover, the Board has appointed four advisories of the Nomination and Remuneration Committee. The committees are namely:

1) Mr. Suthichart Chirathivat	Advisory
2) Mr. Sudhisak Chirathivat	Advisory
3) Mr. Sudhitham Chirathivat	Advisory
4) Mr. Prin Chirathivat	Advisory

Duties and Responsibilities Regarding Nomination

1. Ensure that the structure, size and composition of the Board are appropriate for the organization and changing environment.
2. Define the criteria for selection of directors, President & CEO, as well as nominate qualified candidates to the shareholders or

the Board for further consideration on a case by case basis.

3. Formulate succession plans for the President & CEO and senior executives position and review such plans on a regular basis.
4. Ensure that policy, plans and strategies for human resources are in line with the Company's business.

Duties and Responsibilities Regarding Remuneration

1. Ensure that the forms and guidelines for directors' and President & CEO's remuneration are clear, fair and appropriate.
2. Determine directors' remuneration and submit it to the Board and shareholders' meetings for approval.
3. Define goals and performance assessment of the President & CEO in order to set a reasonable remuneration.
4. Ensure that directors, sub-committees, and the President & CEO receive due remuneration given their duties, responsibilities, performance, and relevant risks. The defined remuneration will be compared to that of other companies in the same industry in order to persuade, retain, and motivate prospective personnel. The long-term value creation for shareholders is also taken into consideration.

Risk Management Committee

The Risk Management Committee is currently 10 members consisting of managements from many divisions, and committee members namely:

1) Mr. Naris Cheyklin	Chairman
2) Mrs. Suwadee Singngam	Vice Chairman
3) Miss Wallaya Chirathivat	Committee
4) Mr. Terachart Numanit	Committee
5) Mrs. Panida Sooksridakul	Committee
6) Mr. Wiwat Charoensawatpong	Committee
7) Mrs. Pattrap Sapyaprapa	Committee
8) Mr. Athivut Suwanchinda	Committee
9) Mr. Thanasombat Sanitwong	Committee
10) Mrs. Prapairat Kanavittaya	Committee

Moreover, the committee has three advisories consisting of directors and executive managements. The advisories are namely:

1) Mr. Paitoon Taveebhol	Advisory Chairman
2) Mr. Prin Chirathivat	Advisory Vice Chairman
3) Mr. Kobchai Chirathivat	Advisory Vice Chairman

Duties and Responsibilities of Risk Management Committee

1. Make suggestions and give support to the Board in formulating the risk management policy and defining acceptable risk levels.
2. Define the framework of CPN's risk management in line with the risk management policy, and follow up on its implementation as well as reviewing the effectiveness of the framework.
3. Table a broad view for the Board's consideration of business risks and its management method. It includes a follow up on results and a verification efficiency of risk management framework.
4. Review risk management reports, ensure adequate and suitable risk management to acceptable levels, and ensure continued implementation of risk management.
5. Regularly coordinate with the Audit Committee by sharing information about risks and internal control potentially affecting CPN's business.
6. Decide and provide recommendations on critical issues incurred from the risk management process.
7. Support CPN's culture for adequate risk management and internal control.

Corporate Governance Committee

The Corporate Governance Committee is currently six members consisting of managements from many divisions, and committee members namely:

1) Mr. Naris Cheyklin	Chairman
2) Ph.D. Nattakit Tangpoonsinthana	Committee
3) Mrs. Pussadee Phanthumphan	Committee
4) Miss Naparat Sriwanvit	Committee
5) Mrs. Suwadee Singngam	Committee
6) Mr. Uthai Kongkittiwong	Committee

Duties and Responsibilities of Corporate Governance Committee

1. Decide and review the policy, regulations, and procedures in line with corporate governance principles.
2. Decide the policy and plans for social responsibility activities.
3. Meet every quarter to monitor the progress of corporate governance and social responsibility plans, and provide suitable recommendations and necessary support to the work force on corporate governance.
4. Conduct an internal assessment under the criteria of good corporate governance to identify issues needing improvement.

5. Represent CPN in communication and activities concerning good corporate governance with the management, employees, and external agencies.

Apart from this, the Corporate Governance Committee has appointed a work force to campaign for the communication on corporate governance, consisting of department representatives, with the following responsibilities:

1. Formulating action plans, campaigns, and public relations to cultivate awareness of corporate governance and social responsibility among the management and all employees.
2. Educate all management team members on their roles concerning corporate governance and social responsibility.
3. Track, revise, and improve on performance against plans, and prepare a quarterly summary for the Corporate Governance Committee.

NOMINATION OF DIRECTORS AND MANAGEMENT

NOMINATION OF DIRECTORS

Under CPN's regulations, one-third of the directors must leave the Board at every Annual General Meeting of Shareholders. In the case that the total number is not divisible by three, the number closest to one-third must be used with the exit of the director who has stayed the longest with the Board. The exit director may be re-elected to the Board. Recruitment of directors is under the responsibility of Nomination and Compensation Committee. The committee will screen candidates with qualifications predetermined in Company regulations and tabled them to the Board for consideration before submission to shareholders' meetings to decide and appoint them under the following methods:

1. A director is elected by the majority vote of shareholders. For each share of the shareholder, it has one voting rights.
2. Each shareholder must exercise all of his/her voting rights to elect the proposed candidate one by one.
3. The candidates with the majority vote and number of votes next to the majority vote will become directors. The numbers of successful candidates equal the number of directors required or the number of directors to be elected at that meeting. The chairperson of the meeting will cast his/her vote if more than one candidate receives equal votes.

In case of a vacant position due to causes other than expiration of terms, the Board must appoint qualified and lawful candidates to be the substituted directors at the next Board meeting, unless the remaining term is less than two months. The replacement will serve in such position only for the period of the replaced directors' remaining term. Regarding the appointment of the replacement, the candidate must receive no less than three-quarter of the votes from the remaining directors.

Shareholders have been allowed to take part in the proposal of candidates for selection. The selection method and process are posted on corporate website, www.cpn.co.th, and investors are informed of the information through Electronic Company Information Disclosure (ELCID) of the SET. However, no shareholder has proposed any name for consideration in 2009.

In 2009, Mr. Anek Sithiprasasana, executive director, has served the full term and did not wished to be in the position for another term. Thus, the Nomination and Remuneration Committee has selected a qualified candidate, in accordance with the law and the Company's articles of association, for the Board's and shareholders' consideration. The approved candidate from the Annual General Shareholders' Meeting No. 1/2552 on April 30, 2009 was Mr. Karun Kittisataporn, an independent director.



The current structure of the Board, therefore, consists of four independent directors out of 13 directors. The Board is in the process of recruiting additional independent director to maintain the ratio of independent directors as one-third of total directors. In the mean time, the Board believes that the existing four independent directors, fully qualified in terms of independency as set out by the Company, can effectively and efficiently perform their duties.

For newly appointed directors, the Company has arranged a meeting among new and existing directors, including the Company's management team. An orientation will be held in order to develop a better understanding of the role and duties of the director and to present Company's business, as follows, to the new directors:

- CPN's goals, vision and strategies
- Summary of Company's group structure, organization chart and sub-committees
- Summary of Company's business nature
- Summary of shareholders' structure
- Summary of policy on connected transactions
- Summary of Company's performance, recent projects, and projects under construction to provide new directors with adequate basic information to perform their duties efficiently
- Company's site visit.

In addition, the Corporate Secretary will provide the following documents to the new directors:

- Director's manual, consisting of CPN's vision, mission and values, corporate governance policy, ethics of directors, executive and staff, Company's articles of association, charter of Board of Directors and sub-committees, manual of listed company's director, suggestions for disclosure of information and relevant law
- Company profile
- Regulations on the Company's internal information control
- Regulations on the Company's securities portfolio
- Policy on reporting of directors' and executives' vested interests and relevant reports
- The most recent annual report
- Board meeting minutes dating back one year
- Performance reports of the Audit Committee dating back one year.

CPN encourages its directors to attend director training programs to better understand their roles and duties as a director of the Company while enhancing knowledge for more efficient management. CPN will be responsible for all training expenses and the Corporate Secretariat will inform all directors of the training programs for their consideration, including courses offered by SET, SEC and the Thai Institute of Directors, etc. In case of significant changes in various matters, special appointments with expert lecturers or consultants on specific matters can be

arranged to ensure effectiveness and efficiency of the directors' performance. Additional information on the director's training can be found under the "Management Biography" section on page 177.

NOMINATION OF MANAGEMENT

Nomination of President & CEO

The Executive Committee will conduct a preliminary screening of candidates with the required qualifications, knowledge, skills, and experience; then, table them to the Nomination and Compensation Committee for consideration and endorsement before submitting the final list to the Board of Directors for consideration.

Nomination of Executives

The President & CEO will select and appoint candidates with the qualifications, knowledge, skills, and experience suitable for each executive position. The recruitment will be done under the human capital management department's regulations.

Human Capital Department's implementation of succession plans, such as Succession Planning for Executives Project and Leadership Development Program for Executives, can ensure an effective nomination process. Additional information on Human Resources Development can be found on page 60.

REMUNERATION OF DIRECTORS AND MANAGEMENT

REMUNERATION OF DIRECTORS

CPN prescribes policy for fair and reasonable remuneration of directors, which has been determined by The Nomination and Remuneration Committee. It takes into account the roles and responsibilities of each directors and performance of CPN. This ensures that remuneration of directors is at an appropriate rate commensurate with directors at the same or related type of business of that is compatible with CPN. The budget of Directors' remuneration in 2009 was not exceeding 9 MB of which payment structure, approved by the resolution at the Annual General Meeting of Shareholders' on April 30, 2009, was as follows:

Type of Remuneration	Amount (Baht)
1. Quarterly Retainer (Baht/Quarter)	
- Chairman	100,000
- Independent Director (Chairman of Audit Committee)	100,000
- Independent Director (Audit Committee Member)	80,000
- Independent Director and Director	60,000
2. Meeting Fee for Board of Directors (Baht/Meeting)	
- Chairman	40,000
- Independent Director	35,000
- Director	20,000
3. Meeting Fee for Audit Committee (Baht/Meeting)	
- Chairman of Audit Committee	60,000
- Audit Committee Member	45,000
4. Meeting Fee for Nomination and Remuneration Committee (Baht/Meeting)	20,000
5. Meeting Fee for Advisory of Risk Management Committee (Baht/Meeting)	20,000

Remuneration of directors in form of director fees and meeting fees, paid by CPN to the Board of Directors in their capacity as Directors, of Audit Committee members, of Nomination and Remuneration Committee members, and

of Advisory of Risk Management Committee members, comprising a total of 13 directors, was totaled of 7.47 MB. The details of the meeting attendance and remuneration in 2009 were as follows;

Meeting Attendance and Remuneration of the Directors in 2009

Director's Name	Position	Meeting Attendance (Meeting)					
		Board of Director			Audit Committee	Nomination and Remuneration Committee	Risk Management Committee Advisory
		Normal Session	Special Session	Total			
1. Mr. Vanchai Chirathivat	Chairman	5/5	1/1	6/6	-	-	-
2. Mr. Anek Sithiprasasana ¹	Vice Chairman	-	-	-	-	-	-
3. Mr. Paitoon Taveebhol	Director	5/5	1/1	6/6	11/11	-	4/4
	Audit Committee Chairman						
	Risk Management Committee Advisory Chairman						
4. Mr. Chackchai Panichapat	Director	5/5	1/1	6/6	11/11	2/2	-
	Audit Committee Member						
	Nomination and Remuneration Committee Chairman						
5. Mrs. Sunandha Tulayadhan	Director	5/5	1/1	6/6	11/11	2/2	-
	Audit Committee Member						
	Nomination and Remuneration Committee Member						
6. Mr. Karun Kittisataporn ²	Director	4/4	1/1	5/5	-	-	-
7. Mr. Kanchit Bunajinda	Director	5/5	1/1	6/6	-	2/2	-
	Nomination and Compensation Committee Member						
8. Mr. Suthichai Chirathivat	Director	5/5	1/1	6/6	-	-	-
9. Mr. Suthikiati Chirathivat	Director	4/5	1/1	5/6	-	-	-
10. Mr. Suthichart Chirathivat	Director	5/5	1/1	6/6	-	2/2	-
	Nomination and Remuneration Committee Advisory						
11. Mr. Sudhisak Chirathivat	Director	5/5	1/1	6/6	-	2/2	-
	Nomination and Remuneration Committee Advisory						
12. Mr. Sudhitham Chirathivat	Director	5/5	1/1	6/6	-	2/2	-
	Nomination and Remuneration Committee Advisory						
13. Mr. Kobchai Chirathivat	Director	5/5	0/1	5/6	-	-	-
14. Mr. Prin Chirathivat	Director	5/5	1/1	6/6	-	2/2	4/4
	Nomination and Remuneration Committee Advisory						
	Risk Management Committee Advisory Vice Chairman						

Total

Remark:

¹ Completed his term as a director at the 2009 AGM on April 30, 2009.² Appointed as director at the 2009 AGM on April 30, 2009.

Unit: Baht

Quarterly Remuneration	Meeting Allowances for Board of Directors	Meeting Allowances for Audit Committee	Meeting Allowances for Nomination and Remuneration Committee	Meeting Allowances for Risk Management Committee Advisory	Total
400,000	240,000	-	-	-	640,000
60,000	-	-	-	-	60,000
400,000	195,000	600,000	-	80,000	1,275,000
320,000	195,000	465,000	40,000	-	1,020,000
320,000	195,000	465,000	40,000	-	1,020,000
160,000	175,000	-	-	-	335,000
240,000	120,000	-	40,000	-	400,000
240,000	120,000	-	-	-	360,000
240,000	100,000	-	-	-	340,000
240,000	120,000	-	40,000	-	400,000
240,000	120,000	-	40,000	-	400,000
240,000	120,000	-	40,000	-	400,000
240,000	100,000	-	-	-	340,000
240,000	120,000	-	40,000	80,000	480,000
3,580,000	1,920,000	1,530,000	280,000	160,000	7,470,000

REMUNERATION OF MANAGEMENT

CPN prescribes policy for fair and reasonable remuneration of executive management, which is considered an appropriate rate with performance of CPN and each person. Moreover, it is commensurate with other same type of business that is compatible with CPN. The remunerations of executive management are as follow:

Salaries and Bonuses

CPN contributed remuneration in form of salaries and bonuses paid to nine executive managements in 2009 amounted to Baht 60,504,178.

Provident Fund

CPN contributed the Provident Fund paid to six executive managements in 2009 amounted to Baht 2,652,368

CONNECTED TRANSACTIONS

Central Pattana Plc.'s core business is provision of retail space rental, other relevant businesses, and promotion of the Company's business operation. The long history of success during its business operation is partly due to the fact that CPN is one of business lines within Central Group, the leader in retail business for over six decades. Central Group encompasses various businesses, ranging from department stores, hotels, restaurants, to retail shops of hundreds of brands and products, which are anchor and retail tenants within CPN's shopping complexes. It can be said that the alliance businesses within Central Group support CPN to increase its rental rate and build confidence among other prospects to become new tenants. These help guarantee the success of CPN's projects and, therefore, the high profits are yielded to CPN shareholders from such mutual relationship explained above. In fact, CPN and Central Group are two related business alliances, and such alliance businesses create synergies that benefit CPN. The Board of Directors and Audit Committee ensure that the transaction is in compliance with the relevant law, regulations, and rules. A clear policy of connected business is set; price and condition are deliberated in accordance with normal business practice; the related transaction is occasionally summarized for the Audit Committee; the approval is sought under the regulations of Securities and Exchange Commission (SEC), and the information is disclosed to Stock Exchange of Thailand (SET).

The Company and its subsidiaries conducted transactions with connected parties with potential conflicts of interest, as disclosed in financial statements of 2009. Most of the connected transactions were engaged with Central Holding Co., Ltd., and the Chirathivat Group as described below:

CONNECTED TRANSACTIONS WITH RELATED PARTIES

1. Revenue from connected parties

comprises revenue from space rental and utility service fee in shopping complexes, revenue from land rental, and management fees, as well as revenue from other sources, including insurance premiums, property taxes, sales promotion expenses, warrant fees, commissions, and other fees for various services collected from connected parties. Total amount of revenue from connected parties in 2009 was 1,770 MB.

Justification and Rationale for Connected Transactions

CPN's core business is the provision of space for rent and services in shopping complexes, office buildings, residential condominiums, food centers, water parks, and recreational parks located on the premises of shopping complex projects. The company is also the provider of utility services in shopping complexes. Various businesses in the Central Group are inter-related and complementary of one another

– department stores, supermarkets, retail shops, and various leading branded restaurants. Most of the revenue is earned from doing business under normal business conditions and under general commercial conditions made with the Central Group, with high growth potential and secure financial status. In addition, businesses under popular brands, including department stores, supermarkets, retail shops and restaurants, can draw more customers to CPN's shopping complexes. This, as a consequence, produces higher returns to CPN and its shareholders. The Company's policy on the rates of rental and services collected from connected parties are as follows:

- **Rates of rental, service fees, and utility fees** from space rental in shopping complexes collected from businesses are based on market prices. Compared with other space for rent in the vicinity, or in the same class, CPN's rental rates and service fees are comparable. Rental rates are subject to locations, area sizes, forms, periods, and categories, and are in line with normal business practice following the condition of general trading.
- **Other types of revenue** come from the collection of insurance premiums, property taxes, sales promotion expenses, warrant fees, and other service fees from tenants in shopping complexes. CPN's policy is to standardize revenue collection from both

connected parties and general customers, based on the actual cost, space rental category, and the usual business practice following the condition of general trading.

- **Revenue from land lease** occurs at some properties where CPN and other companies in the Central Group have a project on the same piece of land, taking into account the marketing advantage and the size of the project. In this case, one of the companies in the Group will act as the buyer or tenant

of the whole piece of land from the landlord and will divide the land into various sizes as needed by other companies, and have those companies lease or sub-lease. The rental is the cost plus actual interests or market price which evaluated by the independent appraiser. Furthermore, the Company's assets were evaluated under SEC, SET and other related regulations and transactions concerning revenue from land leases are verified by the auditor.

- **Revenue from large space rental in shopping complexes** is agreed at the stage of project design. Rental is derived from the costs of land and construction plus actual interests as well as operating expenses. Most transactions in this category were conducted before the listing of the Company on SET. The Company's assets were evaluated under SET regulations and transactions concerning income from large space rental are verified by the auditor.

Details of Revenue Derived from Connected Parties

Connected Party	Transaction value	Detail
I.1 Central Retail Corporation Co., Ltd. ("CRC") ¹ (Majority share held by the Chirathivat Group)	1,095 MB	<ul style="list-style-type: none"> • CPN earns revenue from rental, service fees, utility fees, and other revenue from leasing retail areas in shopping complexes to various retail businesses under the CRC Group. The transactions in this category occur in the course of normal business following the condition of general trading.
I.2 Central Marketing Group Co., Ltd. ("CMG") ² (Majority share held by the Chirathivat Group)	181 MB	<ul style="list-style-type: none"> • CPN earns revenue from rental, service fees, utility fees, and other revenues from leasing sales areas in shopping complexes to various retail businesses under the CMG Group. The transactions in this category occur in the course of normal business following the condition of general trading.
I.3 The Central Plaza Hotel Plc Group of Companies ("CHR") ³ (Majority share held by the Chirathivat Group)	118 MB	<ul style="list-style-type: none"> • The Thai Business Fund 4 has made a sub-lease contract with Central World Hotel Co., Ltd. for land and part of the building in the premises of CentralWorld Project with land area 2.53 rai. Under the contract, which is valid for 29 years until 2032, CHR agreed to use the mentioned land and building for the development of a hotel, a parking lot, and a convention hall. The rental is calculated by the cost plus actual interests and paid to CPN into two parts, one of which is the rental that was paid in the year when the agreement was signed and the other is the annual rental.

Connected Party	Transaction value	Detail
		<ul style="list-style-type: none"> • CPN earns revenue from rental, service fees, utility fees, and other revenues from leasing sales areas in shopping complexes and office building to laundry businesses under the CHR Group included the revenue rental area of Bangkok Convention Center which located in the CentralPlaza Lardprao. The transactions in this category occur in the course of normal business following the condition of general trading.
1.4 Central Restaurant Group Co., Ltd., ("CRG") ⁴ (Majority share held by the Chirathivat Group)	124 MB	<ul style="list-style-type: none"> • CPN earns revenue from rental, service fees, utility fees, and other revenues from the lease of space in shopping complexes to businesses in CRG. The transactions in this category occur in the course of normal business following the condition of general trading.
1.5 Other businesses which related parties of CPN are served as major shareholders, directors, management or controlling persons	252 MB	<ul style="list-style-type: none"> • CPN earns revenue from rental, service fees, utility fees, and other revenue from the lease of space in shopping complexes to other complexes to other companies in which CPN directors share or hold share or hold a director position, such as Fuji Japanese Restaurant, Zen Japanese Restaurant, AKA, Bar-B-Q Plaza, Body Shop, Thai Privilege Health Care Spa, Sakura Restaurant, Lee Coopers, Ragazze, etc. The transactions in this category occur in the course of normal business practice following the condition of general trading. • Central Pattana Khonkaen Co., Ltd. has made a sub-lease contract with Big C Fairy Co., Ltd., with land area of 21-0-33 rai. Under the contract, which is valid for 30 years ended on 16 June 2026, the lessee developed the mentioned land to parking lot. The rental is calculated by the cost plus actual interests which paid to CPN every year.

Remark:

- 1 CRC consists of various retail businesses, which comprises Central Department Store, Robinson Department Store, Zen Department Store, Tops Supermarket, PowerBuy, B2S, SuperSports, Homework, Office Depot (franchise), Marks & Spencer (franchise), Watson (joint venture), Muji (franchise) etc.
- 2 CMG consists of import, manufacturing, distribution, and sale of consumer goods bearing both international and house brands. These retailers are:
 - 2.1 Apparels : such as 5cm, Benetton, Dorothy Perkins, Energie, Evoluzine, Hush Puppies, FCUK, G2000, izzue, Jockey, Lee, Miss Selfridge, Wrangler, Topshop Topman, Sasch, etc.
 - 2.2 Cosmetic : such as CLARINS, Elizabeth Arden, Laura Mercier, PAYOT, H2O+, etc.
 - 2.3 Watches : such as Guess, Casio, Marc Ecko, Nautica, etc.
 - 2.4 Miscellaneous : such as Samsonite, Pentax, Prince, Casio, Kawai, etc.
- 3 CHR operates hotels and resorts in Centara Group.
- 4 CRG operates Quick Service Restaurants in various brands such as Mister Donut, KFC, Auntie Anne's, Pepper Lunch and Beard Papa's.

2. Expenses paid to connected parties

comprise expenses for space rental in shopping complexes, land rental, and management fees. In 2009, CPN paid altogether 512 MB to connected parties.

Justification and Rationale for Connected Transactions

- **Rental of land from connected businesses** occurs in projects where CPN and other companies in the Central Group have a joint development plan on the same piece of land, taking into account the marketing advantage and the suitable size of the project. In this case, one company will act as the buyer or tenant of the land from the landlord and will divide the land into different sizes as required for leasing or sub-leasing. The rental will be the cost plus actual interests or market price which evaluated by the independent appraiser. The Company's assets were evaluated under SEC, SET and other related regulations. In addition, the transaction concerning rental payments are verified by auditor.
- **Large space rental in shopping complexes** occurs in projects where CPN has a joint investment with a department store in the Central Group. The building will be divided into two parts, the shopping complex and the department store. In some cases, CPN will rent large space in a department store and develop it into a sales area, considering mainly the revenue from rental and service

fees compared with the cost of space rental that CPN has to repay the department store. An agreement on the cost of large space rental is reached at the stage of project design under the same criteria as those used for large space rental to connected businesses. Most such transactions occurred before the listing of the Company on SET. The Company's assets were evaluated under SEC, SET and other related regulations. In addition, the transaction concerning rental payments of large space rental are verified by auditor.

- **Hiring a connected business as management consultant** CPN's consideration to hire a management consultant is mainly based on its experience in the retail business and the understanding of the nature and strategies of the business. The management fees paid to management consultant, who is also the Company's connected business, are the actual expenses the service provider incurs in its services suitable for all businesses in the Central Group.
- **The application for insurance with a connected business** is considered the market price and conditions or the best coverage offered from insurance agents by compare the price in the past 2 years. In case of only one insurance agent make a quotation, the Company shall consider by compare the price in the past year; it depend on the conditions and insurance market situation.

Expenses paid to connected parties

- 2.1 CPN rents land from Central Department Store Co., Ltd., the company in CRC which Chirathivat Group is major shareholder, to launch shopping complexes in CentralPlaza Ramindra and CentralPlaza Pinklao projects.
- 2.2 CPN sub-rents land from Central Pattaya Co., Ltd., the subsidiary of Big C Superstore Plc. which Chirathivat Group is major shareholder, to launch a shopping complex in Central Center Pattaya Project (ownership of the land is held by an individual).
- 2.3 CPN rents parts of the buildings belonging to Central Department Store Co., Ltd., which Chirathivat Group is major shareholder, in CentralPlaza Lardprao, CentralPlaza Pinklao, and CentralPlaza Ratchada-Rama III projects for development into retail areas in addition to the parts where CPN holds land ownership or land rental rights.
- 2.4 CPN sub-rents some part of land and building in CentralPlaza Lardprao from Central International Development Co., Ltd. ("CID"), which Chirathivat Group is major shareholder (ownership of the land is held by the State Railway of Thailand. Under the sub-lease contract which is valid for 20 years ended on 18 December 2028. Total sub-lease payment that CPN will pay to CID according to the contract is 16,178.32 MB. This transaction was approved by the

shareholders with no conflict of interest in the EGM No.1/2009 on March 25, 2009.

2.5 CPN hired Central Department Store Co., Ltd. ("HCDS") which Chirathivat Group is major shareholder, to manage the business, provide management consultation, set up policies, and provide recommendations for running businesses for 2 years since 2008. According to the contract in 2009 CPN will pay service fees to HCDS at 0.75% of the revenue from rental and service fees each month, which must be in the range of 5.2 MB to 7.8 MB. The directors with no conflict of interests and the Audit Committee have agreed that the service provided by HCDS is beneficial to CPN's business operation.

2.6 Centara Udonthani Hotel (formerly named "Charoensri Grand Hotel") which CPN acquired accompany with the Central Plaza Udonthani Project (formerly named "Charoensri Plaza") since April 2009, hired Central Plaza Hotel Co., Ltd. the subsidiary of CHR, which Chirathivat Group is major shareholder, to manage the hotel. The management fee is according to the market price and comparable to the transaction with the other persons.

2.7 CPN purchased some merchandises and services from the businesses in Central Group; CRC such as purchasing office

supplies, CHR such as rental room and service in the hotel included food and beverage, CRG such as purchasing food and beverage, and other businesses which related parties of CPN are serve as major shareholders, directors, management or controlling persons. The transactions in this category occur according to support normal business and following the condition of general trading that comparable to the transaction with the other persons.

2.8 CPN took out insurance for shopping complexes and office buildings against any accidents, disasters, and other detrimental incidents with CG Broker Co., Ltd., which Chirathivat Group is major shareholder.

3. Loans between CPN and connected parties

Policies on loans between CPN and connected parties

All loans must comply with the following policies on loans between CPN and connected parties:

- **CPN and subsidiaries**
(those with 99.99% shares held by CPN)
CPN allows subsidiaries to borrow from CPN and vice versa if the subsidiaries have working capital surplus and CPN needs such money. In this case, current accounts are set up with CPN and promissory notes are prepared as evidence with the average interest rate

of unsecured debt securities issued by the Company. Connected transaction approvers consist of the Vice President for Finance, the Senior Executive Vice President for Finance & Accounting, and the President & CEO, respectively.

- **CPN and joint-venture partners**
(those with 50 to 99.99% shares held by CPN)
CPN allows joint-venture partners to secure their own sources of fund. In urgent cases, however, they may borrow from shareholders in proportion to their shareholding in CPN. Approval is needed from the Senior Executive Vice President for Finance & Accounting, the President & CEO, and the Board of Directors, respectively. In this case, promissory notes are prepared as evidence. As regards interest rates, the applying rates are based on commercial banks' MLR.
- **CPN and associated companies**
(those with less than 50% shares held by CPN) or connected parties
CPN has no policy to let associated companies, with CPN holding less than 50% shares, or connected parties borrow from it. In fact, for the past five years, no such instance has happened. According to CPN's regulations, if a loan is extended to an associated company, approval is needed from the Board of Directors with promissory notes as evidence and with commercial banks' MLR applied.

Loans between CPN and connected parties

Description	31 December 2009	Financial Statements of
3.1 Loans ¹		
1) Loans obtained from subsidiaries	3,793 MB	CPN
2) Loans obtained from related parties	22 MB	Consolidated
3.2 Loans ²		
1) Loans granted to subsidiaries	11,887 MB	CPN
2) Loans granted to related parties	-	Consolidated

Remark:

- 1 These items without collaterals are payable on demand and carry interest at the average interest rate of unsecured debt securities issued by the Company.
- 2 These items without collaterals are payable on demand and carry interest at the average interest rate of unsecured debt securities issued by the Company. (except a loan to Central Pattana Khon Kaen Co., Ltd., a subsidiary, which is secured by plots of land owned by the subsidiary)

As for the 162.7 MB loan granted to Siam Retail Development Co., Ltd. (in which CPN held 15% of the shares), the amount was in proportion to CPN's equity in that company and was intended for use in project development. But since the company was under debt restructuring called for by a rehabilitation plan, CPN is likely to get partial repayment of the loan – but at an uncertain date and for an uncertain sum. Therefore, CPN has set up a provision for the full amount. Today CPN has no policy of extending loans to any associated company.

The circumstance occurred after the end of year 2009: On March 12, 2010, the Siam Retail Development Co., Ltd. has partially repaid the long term loan which totaling 224.3 MB, and the outstanding balance of 135.4 MB will be repaid within 2016. Please note that an impact of the above transaction on the CPN's financial statement is being conducted by the Company and its auditor, which will be presented in its financial statement for the period ended March 31, 2010.

4. Guarantees for loans for connected parties

Justification and Rationale for Connected Transactions

CPN's policy is to provide loan guarantees for its subsidiaries in proportion to its shareholding but has no policy of placing assets for such loan guarantees. However, CPN does provide guarantees as its parent company, and collects commissions from subsidiaries for such guarantees.

CPN had four categories of guarantee obligations to connected parties:

Description	31 December 2009
4.1 Guarantees for subsidiaries' outstanding loans	
- Thai Business Fund 5	819 MB
- CPN Pattaya Beach Co., Ltd.	1,000 MB
- Central Pattana Khoankan Co., Ltd.	650 MB
- Central Pattana Chonburi Co., Ltd.	500 MB
Total	2,969 MB
4.2 Guarantees for bank overdraft for subsidiaries	44 MB ^I
4.3 Guarantees offered to subsidiaries' aval on promissory notes	108 MB
4.4 Loan ceiling guarantees for subsidiaries' public utilities guarantees given to Thai commercial banks	187 MB

Remark:
^I As at year-end 2009, it was no bank overdraft outstanding.

APPROVAL PROCEDURE OF CONNECTED TRANSACTIONS

All transactions with connected businesses or individuals must go through an approval process, as stipulated by the Company's regulations, in the same way as normal transactions. Approvals are given by authorized persons in each duty and responsibility. Each person in charge of and involved in the transaction would have to make reasonable judgment under the normal business practice, taking into account the best interests of the Company and shareholders, like engaging in transactions with outsiders. All transactions with connected parties must also be lawfully conducted to ensure transparency and compliance with the relevant laws, rules, and regulations. The Company has instituted that normal business practice and supporting normal business practice with operation under the condition of general trading set by the Committee are under the jurisdiction of the operational task forces to deliberate the transaction in accordance with the Company's approval procedure. Other transactions are deliberated by its category and size, with the Office of Company Secretary taking charge of compliance with SET regulations as well as occasionally collecting and summarizing connected transactions for the Audit Committee's acknowledgment. CPN has announced its "Connected Transaction Policy" and communicated to all relevant

parties for compliance. The Committee and the management must sign their names at year's end to ensure that no transactions with conflicts of interest occurred in the past year. If there was any, it was done in compliance with SET regulations. Transactions between connected parties and the Company is scrutinized by the Office of Internal Audit and External Audit to ensure the Company's compliance with laws and related regulations.

POLICY OR TREND FOR FUTURE CONNECTED TRANSACTIONS

Since transactions with connected parties represent those conducted in the course of normal business practice, it is expected that connected transactions will continue to take place in future. Especially for the one related to joint development of shopping complexes with other companies in the Central Group, it is the strong point that helps promote CPN's successful operation and contributed to its market leadership from past to present. The policy or trend for future connected transactions remains committed to the same principle as the previous year, namely following the condition of general trading and taking into account the benefit of the Company and shareholders. CPN's Board has clearly approved the condition of normal trading in the Company's and its subsidiaries' transaction with connected parties for transparent business

operation and the operational guidance for related parties as follows:

1. Joint Shopping Complex Development with Companies of the Central Group

*** It is an open principle that has been practiced since the Company was enlisted on SET in 1995 ***

To develop an integrated shopping complex, it is necessary to have components enhancing the Company's strength. Companies in the Central Group operate related businesses with CPN, such as department store, retail business, and hotels. With their long experience in the industry and strong brand, these companies can enhance the project's credibility, resulting in stronger business operation as well as Company's and shareholders' added value. Below are the characteristics of joint shopping complex development with other companies in the Central Group.

1.1 Land Purchase/Sale or Leasing/For Rent

Principles: CPN and other companies in the Central Group make a purchase or leasing from outsiders for joint shopping complex development. The process is to have a company buy or rent a whole plot of land from the landlord. Once the project design is completed, that company sells or sub-leases the land to other companies in proportion to each company's need to develop its own project. (Each takes responsibility for its own plot of land.)

Price and condition setting: Cost plus cost of fund

1.2 Construction of Shopping Complexes and Department Stores or BUs

Principles: Each holds the ownership of land on which its building is situated. Each is therefore responsible for its own construction cost.

Price and condition setting: actual cost with the independent engineering consultant fairly calculating the construction cost and system according to the proportion of actual area use.

1.3 Construction of common areas, comprising car parks and landscape

Principles:

- CPN holds the ownership of the car park and the outer section of shopping complexes. It also takes responsibility for the costs of all common areas, considered part of the service provided to tenants.
- Department stores or BUs jointly take responsibility for construction according to operational guidance as follows:
1) Car parks: At no less than half of the construction costs provided by department stores for customers as required by law
2) Common areas: In proportion to the gross area

Price and condition setting: Actual cost – with the independent engineering consultant

fairly calculating the construction cost and system according to the proportion of actual area use.

1.4 Large Space Rental or Space for Rent in Shopping Complexes

Principles: CPN may rent or rent out large areas of department stores or Bus, and the lease will be agreed at the stage of project design.

Price and condition setting: Cost of land and construction plus cost of fund and operating expense

2. Space rental, service fee and utility fee

Principle: In charging short-term or long-term rental, service fees or utility fees from various retail businesses under the Central Group or connected parties that rent the retail space for other purposes, the price will be set by comparison with the one for profitable clients. Rental rates are subject to locations, area sizes, forms, rental patterns, periods, and categories. The benefits earned are not only rentals, service fees, and utility fees, but also the potential in business operation, experience and success in joint business from past to present.

Price and condition setting: Set a price by comparing with the one for profitable clients.

“Profitable customers” means clients with high potential, who rent large retail space or in many

projects and provide direct or indirect support for the Company’s successful operation.

The Central Group conducts connected businesses with various companies and with potential connected transactions. Since its establishment, the Central Group has been potential business alliance and it has provided great support to CPN’s successful operation. As a result, CPN remains the source of continually connected transactions. For price and condition deliberation, CPN still takes its best interests into account.

3. Fee for Operating Expenses

“Operating Expenses” are insurance premiums, property taxes, promotional expenses, recognizance fees, and service fee collected by tenants

Principles: Asset management incurs operating expenses. In normal business practice, the company charges these expenses by calculating from the actual operating cost. The rate, in the same standard for general customers, depends on lease categories and space rental patterns.

Price and condition setting: Actual cost

4. Insurance/Group Health Insurance

Principles: Comprehensively and equally provide relevant and necessary information for the price offer to each insurance broker. The committee

considers the selection of these brokers. In the process, no connected committee or connected management members can attend the deliberation.

Price and condition setting: Market price or compared price from the price offered by the insurance broker with the most reasonable amount and the most beneficial conditions for the Company. The price can be compared at least two years backward. In case there is no comparable offer, the Company deliberates the approval by comparing prices with those of the previous year, depending on the insurance conditions and market situation during that period.

5. Procurement - Employment

“Procurement” means the purchase of materials, equipment or products, including rental or hire purchase

“Employment” means to hire a seller, manufacturer, contractor or organizer to produce, organize, manage, assemble or construct from the beginning stage to completion, including service provision, inclusive service, and transportation.

This includes the package purchase or hiring of a given contractor to construct buildings and install equipment while managing construction project as well.

Principles: Follow the Company's procurement regulations and process. In selecting the seller or contractor, CPN will proceed with transparency and fairness according to the stated procurement policy. In the process, no connected committee or connected management can attend the deliberation.

Price and condition setting: Market price or compared price from the price offering with the most reasonable amount and the most beneficial conditions for the Company.

FINANCIAL PERFORMANCE REVIEW

PERFORMANCE OVERVIEW

In order to make an appropriate comparison between FY2009 and FY2008 performances, the evaluation should take into account the transfer of most of the assets at CentralPlaza Pinklao to CPN Retail Growth Leasehold Property Fund ("CPNRF") in accordance with the financial lease of most of the property signed in November 2009

There were four non-recurring items accounted in FY2009 financial results:

1. A gain of 66.0 MB from an acquisition of additional investment units in Thai Business Fund 4.
2. A gain of 3,206.9 MB from the financial lease of CentralPlaza Pinklao to CPNRF.
3. A one-time income of 659.0 MB. (see notes to the financial statements for the years ended December 31, 2009 no.23).
4. A 100.0-MB sponsorship expense in 4Q09 for a development of a public park next to CentralWorld Project.

There was a non-recurring income accounted in FY2008 financial results:

1. An income of totaling 39.9 MB from additional property tax income at CentralWorld and renovation income at CentralPlaza Bangna.

Property tax income and renovation income were the costs passed to tenants and, once received payments from tenants, booked in the CPN's Statements of Income as other incomes.

For FY2009, consolidated net profit registered 4,951.6 MB, up 126.5% y-o-y, with a 68.5% y-o-y increase in total revenues to 15,686.6 MB. Without the non-recurring items previously mentioned, net profit would have been 6.2% higher than that of the previous year with a 26.8% growth in total revenues, primarily due to low margin at initial stage of newly opened projects.

Noted that normally new project yields lower margin than that of the mature one. This is due to its relatively lower occupancy rate and special rental discount given to assist tenants at the newly opened mall during its initial stage. In spite of indirect effects from sluggish economy on shopping mall business, CPN's new projects performed reasonably well. This was owing to an effective cost management through top-line driven, which was executed in accordance with special rental discount.

NEW PROJECTS

During the course of FY2009, CPN launched three new shopping centers and one office

tower, and acquired one mixed-use project as follows;

- CentralFestival Pattaya Beach, opened in January
- Office tower at CentralPlaza Chaengwattana Project, opened in March
- CentralPlaza Udonthani and Centara Udonthani, acquired in April
- CentralPlaza Chonburi, opened in May
- CentralPlaza Khonkean, opened in December
- In addition, one land bank in Chiangrai Province (north of Thailand) has been secured through an acquisition of Thaipat Property Company Limited in November 2009.

OPERATIONAL PERFORMANCE

As at December 31, 2009 CPN managed 15 projects, comprising 15 shopping centers (totaling 810,120 sqm of leasable area), 6 office towers (totaling 129,984 sqm of leasable area), 2 residential projects (totaling 62 units), and 1 hotel (255 guest rooms). The above leasable areas exclude retail area of CentralPlaza Rama 2, CentralPlaza Ratchada-Rama 3, and CentralPlaza Pinklao, totaling 157,310 sqm, and office area of totaling 33,762 sqm of Pinklao Tower A and B, which have been transferred to CPN Retail Growth Leasehold Property Fund ("CPNRF") of which CPN acts as the property manager.

As at December 31, 2009, occupancy rate for CPN's retail space averaged 96% (relatively flat y-o-y). For FY2009 effective rental rate of retail space averaged 1,254 Bt/sqm/mth (down 1.5% y-o-y). This was attributed to lower rental rates of new provincial malls in addition to special rental discounts given to tenants at the new malls during their initial stage. For comparative purpose, excluding the five new malls, effective rental rate was up 1.8% y-o-y to an average of 1,298 Bt/sqm/mth.

Occupancy rate for CPN's offices averaged 85%, lower than 94% of the previous year. This is mainly due to low take-up rate at the initial stage of the new Chaengwattana's office (opened in March 2009), which stood at 26%. The remaining space is expected to be leased out by 2011.

FINANCIAL PERFORMANCE

Total Revenues

Rental and Service Income

In FY2009, rental and service income increased 25.0% y-o-y to 10,178.5 MB even after exclusion of partial performance of CentralPlaza Pinklao in the last two months of the year. The growth was mainly led by openings of the four new projects and continuous increase in rental rates at all properties.

Food and Beverage Sales

FY2009 food and beverage sales registered 639.4 MB, up 40.1% y-o-y, owing to additional contributions from the food parks at new projects and improved performance of food centers at all properties upon improving market sentiment.

Revenues from Hotel Operations

Revenues from hotel operations have continued its upward momentum since the acquisition in April 2009. Despite a fall in occupancy rate, the revenue per available room (RevPAR) increased by 12.9% q-o-q. This led to a 7.0% q-o-q improvement in revenues to 41.4 MB in 4Q09. For FY2009, revenues from this business amounted to 116.4 MB.

Other Income

Other income consisted of incomes from costs passed to tenants (such as property tax, insurance premiums, renovation costs, etc.), event sponsorships, and other non-recurring incomes.

The FY2009 financial results incorporated with non-recurring incomes as follows;

1. A gain of 66.0 MB from an acquisition of additional investment units in Thai Business Fund 4, a subsidiary, in 2009.
2. A gain of 3,206.9 MB from the financial lease of partial assets of CentralPlaza Pinklao to CPNRF in 4Q09.

3. A one-time income of 659.0 MB (see notes to the financial statements for the years ended December 31, 2009 no.23).

4. And there was a one-time income of totaling 39.9 MB in FY2008 financial results from additional property tax income at CentralWorld and renovation income at CentralPlaza Bangna. Property tax income and renovation income were the costs passed to tenants and, once received payments from tenants, booked in the CPN's Statements of Income as other incomes.

These led to a 567.5% y-o-y increase in other income to 4,752.3 MB. Without the non-recurring items, FY2009 other income would have grown by 22.1% y-o-y, mainly from new projects and higher property management fee from CPNRF.

Total Cost

Total cost of rental & service and food & beverage include utilities, depreciation and amortization of rented properties, on-site personnel, repair & maintenance and property tax.

FY2009 total cost increased by 37.0% y-o-y to 6,696.7 MB. These increases were primarily due to four distinct sources:

1. Additional operating costs and depreciation and amortization expenses of the new projects previously mentioned.

2. Additional operating cost of the new food centers ("Food Park") at the new projects.
3. Higher sub-lease payment of CentralPlaza Lardprao Project after a renewal of its sub-lease agreement.
4. Higher lease payment of CentralWorld Project in accordance with escalating lease payment structure.

Total Operating and Administration Expenses

Total operating and administration expenses constitute expenses on personnel, marketing and promotion costs, office supplies, professional fees, depreciation and amortization of office equipments.

FY2009 operating and administration expenses amounted to 2,073.6 MB, increased by 33.2% y-o-y. The expenses included a sponsorship of 100.0 MB for the development of a public park next to CentralWorld Project. Without the sponsorship, total operating and administration expenses would have been 26.8% higher than that of the previous year, mainly from the openings of new projects.

On the backdrop of stagnant economy and soft spending, CPN's marketing and promotion expenses were well managed through top-line driven basis. Excluding the one-time expenses of the opening celebrations of the new projects,

marketing and promotion expenses amounted to 567.7 MB, increased by 23.0% y-o-y and representing 5.2% of total revenues, compared to 5.4% of the previous year.

Net Profit

Excluding the non-recurring items, FY2009 net profit would have gained 6.2% y-o-y to 2,292.5 MB even after exclusion of partial performance of CentralPlaza Pinklao in the last two months of the year. The growth was mainly driven by additional contribution on new projects and improved performance of CentralWorld.

CAPITAL STRUCTURE

During FY2009, a total of 2,500 MB in corporate bonds were refinanced and new debts of totaling 7,350 MB were issued to support business expansion. These include 5,200-MB unsecured bond (3-5 year term, bullet payment and fixed interest rate of 4.00-4.75% p.a.) and 2,150-MB long-term bank loan (7-year repayment term and floating interest rate of MLR-2.0% p.a.). In addition, a net cash of approximately 3,900 MB was raised through subleasing of most of the assets at CentralPlaza Pinklao Project to CPNRF.

Interest-bearing debts stood at 16,669.4 MB, grew by 1.4% from that of FY2008, while net interest-bearing debts increased by 10.7% to

14,128.4 MB. Interest expenses and financial charges for FY2009 amounted to 745.2 MB, increased by 37.1% from the FY2008 year-end, as there were capitalizations of new project interest payments in FY2008. Weighted average cost of debts declined to 4.7% per annum, compared to 5.2% in the FY2008.

At the end of FY2009, interest-bearing debts comprised of 68% fixed and 32% floating interest rate. Net interest-bearing debt to equity ratio registered 0.7 times, compared 0.8 times at the end of FY2008.

RESPONSIBILITY OF THE BOARD OF DIRECTORS TO FINANCIAL STATEMENT

The Board of Directors of Central Pattana Public Company Limited ("the Company") is responsible for the consolidated financial statement of the Company and its subsidiaries as well as financial information in the annual report. The financial statement is prepared in accordance with generally accepted accounting standards in Thailand which is appropriately applied on a consistent basis. Conservation judgment and best estimate are adopted in this preparation. In addition, all important information is adequately disclosed in notes to financial statement.

The Board of Directors has set up and maintained an effective internal control to reasonably ensure that all accounting records are accurate, complete and sufficient to secure its assets. Moreover, all possible weakness could be found to prevent fraud or material unusual transactions.

The Board of Directors has appointed the audit committee which comprise independent directors, to control quality of financial report and internal control system. The opinion of the audit committee on this matter has already been presented in the audit committee report. The Board of Directors, is of an opinion that internal control systems of the Company are in the satisfactory and sufficient level to reasonably build the confidence in the reliability of the consolidated financial statement of the Company and its subsidiaries as at December 31, 2009



Mr. Vanchai Chirathivat
Chairman



Mr. Kobchai Chirathivat
President & CEO

AUDIT REPORT OF CERTIFIED PUBLIC ACCOUNTANT

To the Shareholders of Central Pattana Public Company Limited

I have audited the accompanying consolidated and separate balance sheets as at 31 December 2009, the related statements of income, changes in equity and cash flows for the year then ended of Central Pattana Public Company Limited and its subsidiaries, and of Central Pattana Public Company Limited, respectively. The Company's management is responsible for the correctness and completeness of information presented in these financial statements. My responsibility is to express an opinion on these financial statements based on my audit. The consolidated and separate financial statements of Central Pattana Public Company Limited and its subsidiaries, and of Central Pattana Public Company Limited, respectively, for the year ended 31 December 2008 were audited by another auditor whose report dated 14 February 2008 expressed and unqualified opinion on those statements.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position as at 31 December 2009, the results of operations and cash flows for the year then ended of Central Pattana Public Company Limited and its subsidiaries, and of Central Pattana Public Company Limited, respectively, in accordance with generally accepted accounting principles.

KPMG Phoomchai Audit Ltd.
Bangkok
25 February 2010



Vichien Thamtrakul
Certified Public Accountant
Registration No. 3183

CENTRAL PATTANA PUBLIC COMPANY LIMITED
AND ITS SUBSIDIARIES

Annual financial statements
and
Notes to the financial Statements

For the years ended 31 December 2009 and 2008

BALANCE SHEETS

Central Pattana Public Company Limited and its Subsidiaries

As at 31 December 2009 and 2008

(in Baht)

ASSETS	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Current assets					
Cash and cash equivalents	5	1,734,554,683	2,407,345,899	887,550,699	1,281,730,192
Current investments	6	806,457,963	1,269,355,534	601,270,587	701,201,863
Trade accounts receivable	4, 7	480,934,773	536,595,036	193,328,495	204,119,356
Short-term loans to related parties	4	-	-	1,950,359,547	136,137,000
Other current assets	4, 8	915,225,909	1,179,220,612	1,490,582,024	717,600,438
Total current assets		3,937,173,328	5,392,517,081	5,123,091,352	3,040,788,849
Non-current assets					
Investments in subsidiaries	9	-	-	17,681,189,418	15,382,018,110
Investment in associate	10	2,617,779,664	2,354,751,757	4,446,170,726	3,635,103,740
Long-term investments-related parties	11	-	-	-	-
Other long-term investments	6	1,895,194	1,895,194	1,000,000	1,000,000
Long-term loans to related parties	4	-	-	9,936,342,482	8,078,815,376
Property and equipment	12	38,433,524,610	31,660,922,018	6,491,918,760	7,333,334,398
Leasehold rights	13	4,443,006,018	3,312,126,806	2,053,975,562	297,497,530
Intangible assets	14	174,905,750	183,676,622	-	-
Deferred tax assets	15	931,661,030	734,424,504	-	347,228,719
Other non-current assets	16	355,504,326	143,465,533	202,580,520	61,577,986
Total non-current assets		46,958,276,592	38,391,262,434	40,813,177,468	35,136,575,859
Total assets		50,895,449,920	43,783,779,515	45,936,268,820	38,177,364,708

The accompanying notes are an integral part of these financial statements.

BALANCE SHEETS

Central Pattana Public Company Limited and its Subsidiaries

As at 31 December 2009 and 2008

(in Baht)

LIABILITIES AND EQUITY	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Current liabilities					
Trade accounts payable-related parties	4	6,936,380	53,325,273	10,376,643	6,001,278
Short-term loans from related parties	4, 17	3,557,977	3,429,068	528,554,400	159,225,914
Current portion of long-term loans	17	1,809,847,200	3,320,419,636	1,625,010,000	2,500,000,000
Current portion of accounts payable for leasehold right	4	390,338,640	-	390,338,640	-
Other short-term loans payable	17	-	1,450,000,000	-	1,450,000,000
Provision for guarantee payment	4, 18, 31	30,965,000	-	30,965,000	-
Income tax payable		188,499,951	316,571,142	-	130,915,406
Contractor payables		1,483,141,249	851,814,659	124,045,014	432,394,404
Other current liabilities	19	2,669,526,501	2,355,265,883	975,888,006	878,373,559
Total current liabilities		6,582,812,898	8,350,825,661	3,685,177,703	5,556,910,561
Non-current liabilities					
Long-term loans from related parties	4, 17	18,429,307	161,587,774	3,264,011,195	3,816,640,030
Other long-term loans payable	17	14,859,598,600	11,674,686,104	12,074,990,000	8,500,000,000
Accounts payable for leasehold right	4	852,343,454	-	852,343,454	-
Deferred tax liabilities	15	1,812,014,337	715,324,822	701,341,005	-
Unearned rental and service income		4,744,359,332	4,817,191,627	1,027,409,695	779,516,137
Deposits received from customers		2,994,670,366	2,857,708,211	1,067,672,477	1,175,625,408
Guarantees for leasehold prepayments		23,119,446	33,132,999	-	-
Total non-current liabilities		25,304,534,842	20,259,631,537	18,987,767,826	14,271,781,575
Total liabilities		31,887,347,740	28,610,457,198	22,672,945,529	19,828,692,136

The accompanying notes are an integral part of these financial statements.

BALANCE SHEETS

Central Pattana Public Company Limited and its Subsidiaries
As at 31 December 2009 and 2008

(in Baht)

LIABILITIES AND EQUITY	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Equity					
Share capital					
Authorised share capital	20	2,178,816,000	2,178,816,000	2,178,816,000	2,178,816,000
Issued and paid-up share capital		2,178,816,000	2,178,816,000	2,178,816,000	2,178,816,000
Additional paid-in capital					
Premium on ordinary shares	21	2,007,565,850	2,007,565,850	2,007,565,850	2,007,565,850
Reserve on business combination involving entities under common control	9, 21	(54,371,775)	-	-	-
Unrealised gains of fair value changes on investments	21	1,547,246	5,319,194	1,294,644	387,921
Retained earnings					
Appropriated for legal reserve	21	217,881,600	217,881,600	217,881,600	217,881,600
Unappropriated		14,321,958,195	10,089,338,299	18,857,765,197	13,944,021,201
Total equity attributable to equity holders of the Company		18,673,397,116	14,498,920,943	23,263,323,291	18,348,672,572
Minority interests		334,705,064	674,401,374	-	-
Total equity		19,008,102,180	15,173,322,317	23,263,323,291	18,348,672,572
Total liabilities and equity					
		50,895,449,920	43,783,779,515	45,936,268,820	38,177,364,708

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF INCOME

Central Pattana Public Company Limited and its Subsidiaries

As at 31 December 2009 and 2008

(in Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2009	2008	2009	2008
Revenues					
Rental and service income	4	10,178,472,953	8,142,321,686	3,935,056,502	3,250,956,557
Food and beverage sales	4	639,429,377	456,309,095	-	-
Revenues from hotel operations		116,354,234	-	-	-
Interest income	4	27,337,490	59,108,910	448,000,498	354,437,373
Dividend income	4	60,000	60,146	2,433,823,536	1,566,937,497
Gain on lease under finance lease	4, 31	3,206,941,795	-	3,851,257,109	-
Other income	4, 23	1,545,333,116	711,953,116	699,043,812	509,116,465
Total revenues		15,713,928,965	9,369,752,953	11,367,181,457	5,681,447,892
Expenses					
Cost of rental and services	4	6,118,078,147	4,516,397,860	2,188,903,347	1,389,852,919
Cost of food and beverage sales	4	532,865,367	373,199,836	-	-
Cost of hotel operations		45,734,339	-	-	-
Administrative expenses	4, 25	1,993,570,372	1,463,597,201	1,261,595,079	985,014,497
Management benefit expenses	4	80,058,062	70,688,459	80,058,062	70,688,459
Total expenses		8,770,306,287	6,423,883,356	3,530,556,488	2,445,555,875
Share of profit of associate	10	450,541,657	361,907,080	-	-
Profit before finance costs and income tax expense		7,394,164,335	3,307,776,677	7,836,624,969	3,235,892,017
Finance costs	4, 27	(745,180,448)	(458,337,401)	(806,904,034)	(511,904,663)
Profit before tax expenses		6,648,983,887	2,849,439,276	7,029,720,935	2,723,987,354
Income tax expense	28	(1,699,258,405)	(650,702,311)	(1,396,974,040)	(332,656,154)
Profit for the year		4,949,725,482	2,198,736,965	5,632,746,895	2,391,331,200
Attributable to:					
Equity holders of the Company		4,951,623,415	2,185,786,248	5,632,746,895	2,391,331,200
Minority interest		(1,897,933)	12,950,717	-	-
Profit for the year		4,949,725,482	2,198,736,965	5,632,746,895	2,391,331,200
Basic earnings per share	29	2.27	1.00	2.59	1.10

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

Central Pattana Public Company Limited and its Subsidiaries
For the years ended 31 December 2009 and 2008

Consolidated financial statements

		Additional paid-in capital					Retained earnings			(in Baht)
	Note	Issued and paid-up share capital	Premium on ordinary shares	Reserve on business combination involving entities under common control	Unrealised gains (losses) of fair value changes on investments	Appropriated to legal reserve	Unappropriated	Total equity attributable to equity holders of the Company	Minority interest	Total equity
Balance at 1 January 2008		2,178,816,000	2,007,565,850	-	1,277,030	217,881,600	8,713,812,896	13,119,353,376	618,477,131	13,737,830,507
Unrealised gains of fair value changes on investment		-	-	-	4,042,164	-	-	4,042,164	-	4,042,164
Changes in ownership interests in a subsidiary		-	-	-	-	-	(91,366,009)	(91,366,009)	91,366,009	-
Net income (expense) recognised directly in equity		-	-	-	4,042,164	-	(91,366,009)	(87,323,845)	91,366,009	4,042,164
Profit for the year		-	-	-	-	-	2,185,786,248	2,185,786,248	12,950,717	2,198,736,965
Total recognised income and expense		-	-	-	4,042,164	-	2,094,420,239	2,098,462,403	104,316,726	2,202,779,129
Dividends	30	-	-	-	-	-	(718,894,836)	(718,894,836)	(48,392,483)	(767,287,319)
Balance at 31 December 2008		2,178,816,000	2,007,565,850	-	5,319,194	217,881,600	10,089,338,299	14,498,920,943	674,401,374	15,173,322,317
Reserve on business combination involving entities under common control		-	-	(54,371,775)	-	-	-	(54,371,775)	-	(54,371,775)
Unrealised losses of fair value changes on investment		-	-	-	(3,771,948)	-	-	(3,771,948)	-	(3,771,948)
Issued of ordinary shares		-	-	-	-	-	-	-	285,348,187	285,348,187
Acquisition investments from minority interest		-	-	-	-	-	-	-	(608,648,181)	(608,648,181)
Net income (expense) recognised directly in equity		-	-	(54,371,775)	(3,771,948)	-	-	(58,143,723)	(323,299,994)	(381,443,717)
Profit for the year		-	-	-	-	-	4,951,623,415	4,951,623,415	(1,897,933)	4,949,725,482
Total recognised income and expense		-	-	(54,371,775)	(3,771,948)	-	4,951,623,415	4,893,479,692	(325,197,927)	4,568,281,765
Dividends	30	-	-	-	-	-	(719,003,519)	(719,003,519)	(14,498,383)	(733,501,902)
Balance at 31 December 2009		2,178,816,000	2,007,565,850	(54,371,775)	1,547,246	217,881,600	14,321,958,195	18,673,397,116	334,705,064	19,008,102,180

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

Central Pattana Public Company Limited and its Subsidiaries
For the years ended 31 December 2009 and 2008

Separate financial statements		(in Baht)				
	Note	Issued and paid-up share capital	Premium on ordinary shares	Unrealised gains (losses) of fair value changes on investments	Retained earnings	
					Appropriated to legal reserve	Unappropriated
						Total equity attributable to equity holders of the Company
Balance at 1 January 2008		2,178,816,000	2,007,565,850	1,334,644	217,881,600	12,271,584,837
Unrealised losses of fair value changes on investments		-	-	(946,723)	-	-
Net income (expense) recognised directly in equity		-	-	(946,723)	-	-
Profit for the year		-	-	-	-	2,391,331,200
Total recognised income and expense		-	-	(946,723)	-	2,391,331,200
Dividends	30	-	-	-	-	(718,894,836)
Balance at 31 December 2008		2,178,816,000	2,007,565,850	387,921	217,881,600	13,944,021,201
Unrealised gains of fair value changes on investments		-	-	906,723	-	-
Net income (expense) recognised directly in equity		-	-	906,723	-	-
Profit for the year		-	-	-	-	5,632,746,895
Total recognised income and expense		-	-	906,723	-	5,632,746,895
Dividends	30	-	-	-	-	(719,002,899)
Balance at 31 December 2009		2,178,816,000	2,007,565,850	1,294,644	217,881,600	18,857,765,197
						23,263,323,291

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

Central Pattana Public Company Limited and its Subsidiaries
For the years ended 31 December 2009 and 2008

(in Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Cash flows from operating activities				
Profit for the year	4,949,725,482	2,198,736,965	5,632,746,895	2,391,331,200
Adjustments for				
Depreciation	1,757,854,771	1,329,232,991	402,548,060	203,528,001
Amortisation of leasehold	352,334,611	133,429,816	134,127,885	24,780,351
Excess of the acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost	(66,072,149)	-	-	-
Dividend income	(60,000)	(60,146)	(2,433,823,536)	(1,566,937,497)
Interest income	(27,337,490)	(59,108,910)	(448,000,498)	(354,437,373)
Finance costs	745,180,448	458,337,401	806,904,034	511,904,663
Allowance for doubtful accounts	1,114,242	598,795	1,359,736	513,207
Gain on disposal of equipment	(14,436,500)	(3,777,236)	(6,170,972)	(2,838,736)
Gain on lease under finance lease	(3,206,941,795)	-	(3,851,257,109)	-
Recognition of unearned rental and service income	(405,113,000)	(341,106,297)	(133,220,903)	(127,503,182)
Share of profits of associate	(450,541,657)	(361,907,080)	-	-
Guarantee for leasehold prepayment	(10,013,552)	(127,916,069)	-	(410,692)
Income tax expense	1,699,258,405	650,702,311	1,396,974,040	332,656,154
	5,324,951,816	3,877,162,541	1,502,187,632	1,412,586,096
Changes in operating assets and liabilities				
Trade accounts receivable	54,546,021	(158,389,121)	9,431,124	(141,241,350)
Other current assets	301,305,926	(331,153,746)	128,731,960	(276,579,814)
Other non-current assets	(203,267,921)	(16,077,583)	(141,002,534)	1,446,170
Trade accounts payable	(46,388,893)	(1,386,216)	4,375,365	(6,906,462)
Other current liabilities	604,522,995	(136,156,090)	349,468,307	304,387,941
Unearned rental and service income	332,280,705	265,279,850	148,222,326	76,135,492
Deposits from customers received	853,958,014	798,427,574	260,854,984	280,498,918
Repayment of deposits received from customers	(716,995,859)	(346,080,927)	(368,807,915)	(97,766,643)
Income taxes paid	(927,876,608)	(710,029,536)	(479,319,723)	(349,544,080)
Net cash provided by operating activities	5,577,036,196	3,241,596,746	1,414,141,526	1,203,016,268

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

Central Pattana Public Company Limited and its Subsidiaries
For the years ended 31 December 2009 and 2008

(in Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Cash flows from investing activities				
Interest received	19,700,235	73,714,918	375,451,465	252,985,678
Dividends received	354,325,421	313,689,454	1,767,593,435	1,576,946,673
Decrease (increase) in current investments	459,125,623	1,690,875,431	100,837,999	(8,226,019)
Purchase of equity securities and investment units	(811,066,986)	-	(3,286,459,699)	(1,161,985,106)
Reserve on business combination involving entities under common control	(54,371,775)	-	-	-
Issued of ordinary shares	285,348,188	-	-	-
Proceeds from redemption of investment units in funds	-	-	176,221,407	77,359,062
Loans to related parties	-	-	(9,045,787,306)	(4,053,217,618)
Loans repaid by related parties	-	12,167,165	5,438,414,932	1,693,266,599
Purchase of property and equipment	(7,553,840,633)	(6,664,442,097)	(502,938,567)	(2,678,855,018)
Leasehold rights	(1,043,952,784)	(142,931,666)	(1,028,652,784)	(20,666)
Sales of equipment	707,482,805	16,178,025	173,557,354	3,100,199
Decrease in contractor payables	(851,814,659)	(379,211,889)	(432,394,404)	(10,667,141)
Net cash used in investing activities	(8,489,064,565)	(5,079,960,659)	(6,264,156,168)	(4,309,313,357)

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

Central Pattana Public Company Limited and its Subsidiaries
For the years ended 31 December 2009 and 2008

(in Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Cash flows from financing activities				
Interest paid	(790,424,173)	(568,386,629)	(777,667,973)	(630,818,909)
Proceeds from loans from related parties	95,000,000	115,000,000	1,344,500,000	1,807,000,000
Proceeds from borrowings	9,570,000,000	6,200,000,000	7,420,000,000	6,200,000,000
Repayment of loans from related parties	(235,730,360)	-	(1,538,112,822)	(1,760,787,110)
Repayments of borrowings	(9,345,659,940)	(1,758,956,005)	(6,170,000,000)	(750,000,000)
Payment for liability under financial lease	(544,930)	(698,281)	(544,930)	(698,281)
Dividends paid	(733,471,807)	(767,249,958)	(718,972,803)	(718,857,475)
Proceed from lease under finance lease	4,252,318,363	-	4,896,633,677	-
Acquisition investment from minority interest	(572,250,000)	-	-	-
Net cash provided by financing activities	2,239,237,153	3,219,709,127	4,455,835,149	4,145,838,225
 Net (decrease) increase in cash and cash equivalents	 (672,791,216)	 1,381,345,214	 (394,179,493)	 1,039,541,136
Cash and cash equivalents at beginning of year	2,407,345,899	1,026,000,685	1,281,730,192	242,189,056
 Cash and cash equivalents at end of year	 1,734,554,683	 2,407,345,899	 887,550,699	 1,281,730,192

Non-cash transactions

The Company has unpaid liabilities for construction of property under development as at 31 December 2009 amounting to approximately Baht 124.0 million (2008: Baht 432.4 million)

The Group has unpaid liabilities for construction of property under development as at 31 December 2009 amounting to approximately Baht 1,483.1 million (2008: Baht 851.8 million)

The accompanying notes are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Central Pattana Public Company Limited and its Subsidiaries

For the years ended 31 December 2009 and 2008

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These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the directors on 25 February 2010.

1. GENERAL INFORMATION

Central Pattana Public Company Limited, the "Company", is incorporated in Thailand and

has its registered office at 999/9 Rama I Road, Patumwan, Patumwan, Bangkok 10330.

The Company was listed on the Stock Exchange of Thailand in March 1995.

The Company's major shareholder during the financial year was Central Holdings Company Limited (27% shareholding). This company was incorporated in Thailand.

The principal activities of the Company are to invest in developing new projects, manage projects and earn income from property management. Details of the Company's subsidiaries and Funds as at 31 December 2009 and 2008 were as follows:

Name of the entity	Type of Business	Country of incorporation	Ownership interest (%)	
			2009	2008
Direct subsidiaries				
- Central Pattana Rama 2 Co., Ltd.	(1)	Thailand	100.0	100.0
- Central Pattana Chiangmai Co., Ltd.	(1), (2) and (4)	Thailand	100.0	100.0
- Langsuan Realty Co., Ltd.	(3)	Thailand	100.0	100.0
- Central Pattana Rattana Thibet Co., Ltd.	(1), (2) and (4)	Thailand	100.0	100.0
- Central Realty Service Co., Ltd.	(2)	Thailand	100.0	100.0
- Central Food Avenue Co., Ltd.	(4)	Thailand	100.0	100.0
- Central World Tower Co., Ltd. (Liquidation on 22 December 2009)	(1)	Thailand	-	92.5
- Central World Co., Ltd.	(1), (2), (4) and (7)	Thailand	100.0	92.5
- Central Pattana Khon Kaen Co., Ltd.	(1), (2) and (4)	Thailand	78.1	78.1
- Central Pattana Nine Square Co., Ltd.	(1)	Thailand	87.1	87.1
- Central Pattana Rama 3 Co., Ltd.	(1)	Thailand	100.0	100.0
- CPN Pattaya Beach Co., Ltd.	(1), (2) and (4)	Thailand	100.0	100.0
- Central Pattana Chonburi Co., Ltd.	(1), (2) and (4)	Thailand	100.0	00.0
- CPN Pattaya Beach Hotel Co., Ltd.	(7)	Thailand	100.0	100.0
- CPN Construction Management Co., Ltd.	(1)	Thailand	100.0	100.0
- Thaipat Property Co., Ltd.	(1)	Thailand	100.0	-
Indirect subsidiaries				
- Central Play Land Co., Ltd.	(1) and (5)	Thailand	100.0	100.0
- Bangna Central Property Co., Ltd.	(1) to (5)	Thailand	99.9	99.9
- Central Realty Service Rama 3 Co., Ltd.	(2)	Thailand	100.0	100.0
Funds				
- The Thai Business Fund 2 (Liquidation on 29 December 2009)	(6)	Thailand	-	100.0
- The Thai Business Fund 4 (2008: including 6.3% of the share capital owned by Bangna Central Property Co., Ltd.)	(6)	Thailand	100.0	92.5
- The Thai Business Fund 5	(6)	Thailand	100.0	100.0

Type of business

- (1) Construction of shopping centre buildings for rent
- (2) Provision of utilities services in shopping centers
- (3) Construction of condominiums and shop houses for rent
- (4) Sales of food and beverage
- (5) Operator of play land and water theme park on shopping centers
- (6) Investment in real estate
- (7) The hotel business

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The financial statements issued for Thai reporting purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers.

The financial statements are prepared in accordance with Thai Accounting Standards ("TAS") and Thai Financial Reporting Standard ("TFRS") including related interpretations and guidelines promulgated by the Federation of Accounting Professions ("FAP") and with generally accepted accounting principles in Thailand.

On 15 May 2009, the FAP announced (Announcement No.12/2009) the re-numbering of TAS to the same numbers as the International Accounting Standards ("IAS") on which the TAS are based.

The Group has adopted the following revised TAS/TFRS and accounting guidance which

were issued by FAP during 2008 and 2009 and effective for annual accounting periods beginning on or after 1 January 2009.

TAS 36 (revised 2007) Impairment of assets

TFRS5 (revised 2007) Non-current Asset Held for Sale and Discontinued Operations (formerly TAS 54)

Framework for the Preparation and Presentation of Financial Statement (revised 2007) (effective on 26 June 2009)

Accounting Guidance about Leasehold Right (effective on 26 June 2009)

Accounting Guidance about Business Combination under Common Control

The adoption of these revised TAS/TFRS and accounting guidance does not have any material impact on the consolidated or separate financial statements.

The FAP has issued during 2009 a number of new and revised TAS which are not currently effective and not has been adopted in the preparation of these financial statements. These new and revised TAS are disclosed in note 36.

The financial statements are presented in Thai Baht, rounded in the notes to the financial statements to the nearest thousand Baht unless otherwise stated. They are prepared on the historical cost basis except as stated in the accounting policies.

The preparation of financial statements in conformity with TAS and TFRS requires management to make judgements, estimates

and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements is included in the following notes:

- | | |
|---------|--------------------------------------|
| Note 12 | The estimated useful lives of assets |
| Note 13 | Leasehold rights |
| Note 14 | Intangible assets |
| Note 15 | Deferred tax |
| Note 18 | Provision for guarantee payment |
| Note 32 | Valuation of financial instruments |
| Note 33 | Commitments with non-related parties |
| Note 34 | Contingencies |

3. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries and jointly controlled entities (together referred to as the "Group") and the Group's interests in associates.

Business combinations

Business combinations are accounted for under the purchase method. The cost of an acquisition is measured at the fair value of asset given, equity

instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Business combination of entities or business under common control are accounted for using a method similar to the pooling of interest method and in accordance with the Guideline issued in 2009 by the FAP.

Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

Jointly controlled entities

Jointly controlled entities are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. The consolidated financial statements include the Group's proportionate share of the entities' assets, liabilities, revenue and expenses combined with items of a similar nature on a line by line basis, from the date that joint control commences until the date that joint control ceases.

Associates

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group

holds between 20% and 50% of the voting power of another entity. The consolidated financial statements include the Group's share of the income, expenses and equity movements of, associates after adjustments to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds its interest in an associate, the Group's carrying amount is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Transactions eliminated on consolidation

Intra-group balances and transaction, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

b) Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at reporting date are translated to Thai Baht at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in the statement of income.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to Thai Baht using the foreign exchange rates ruling at the dates of the transactions.

c) Hedging

Hedge of interest rates

The Company has entered into an interest rate swap contract to protect risks from movements in interest rates. Interest differentials under swap arrangements are accrued and recorded as adjustments to the interest expense relating to the hedged loans.

d) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

e) Trade and other accounts receivable

Trade and other accounts receivable (including balances with related parties) are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

f) Investments

Investments in subsidiaries and associates

Investments in subsidiaries and associates in the separate financial statements of the Company are accounted for using the cost method. Investments in associates in the consolidated financial statements are accounted for using the equity method.

Investments in other debt and equity securities

Debt securities and marketable equity securities held for trading are classified as current assets and are stated at fair value, with any resultant gain or loss recognised in the statement of income.

Debt securities that the Group has positive intent and ability to hold to maturity are classified as held-to-maturity investment. Held-to-maturity investments are stated at amortised cost, less any impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortised using the effective interest rate method over the period to maturity.

Debt securities and marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognised directly in equity. Impairment losses and foreign exchange differences are recognised in the statement of income. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in the statement of income. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in the statement of income.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as held-for-trading and available-for-sale is determined as the quoted bid price at the reporting date.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in the statement of income.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

g) Property and equipment

Property and equipment comprise land, assets for lease and operating furniture, fixtures and equipment are stated at cost less accumulated depreciation and impairment losses.

Depreciation

Depreciation is charged to the statement of income on a straight-line basis over the estimated useful lives of each part of an item of property and equipment. The estimated useful lives are as follows:

Buildings and improvements	25-30 years
Furniture, fixtures and equipment	5-15 years
Transportation equipment	5 years

No depreciation is provided on freehold land or assets under construction.

h) Leasehold rights

Leasehold rights are recorded at cost less accumulated amortisation and impairment losses.

Amortisation

Leasehold rights are charged to statement of income on a straight-line basis over the period of lease as follows:

Leasehold rights to land and buildings	30 years (over the period of lease)
Leasehold rights to land	25-30 years (over the period of lease)

i) Long-term leases

Where the Group is the lessee

Leases of property or equipment which substantially transfer all the risks and rewards of ownership to the lessees are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of income over the lease period. The property or equipment acquired under finance leases is depreciated over the useful life of the asset.

Leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases are charged to the statement of income on a straight-line basis over the period of the lease. For long-term leases where the Group does not occupy the entire areas at the lease inception date, lease expenses are charged to the statement of income on a systematic basis over the period of the lease in proportion to the area that the Group occupies in each year.

When an operating lease is terminated before the lease period has expired, any payment

required to be made to the lessor by way of penalty is recognised as an expense in the period in which termination takes place.

Where the Group is the lessor

Assets leased out under operating leases are included in property and equipment in the balance sheet. They are depreciated over their expected useful lives on a basis consistent with other similar property and equipment owned by the Group. Rental income is recognised on a straight-line basis over the lease term.

Assets leased out by the Group under which a significant portion of the risks and rewards of ownership are transferred to the lessee are classified as finance lease. The assets held under finance lease are recorded as accounts receivable under finance lease in the balance sheet.

The sales revenue recorded at the commencement of a finance lease represents the fair value of the asset, or if lower, the present value of the minimum lease payments accruing to the lessor, computed at a commercial rate of interest. The cost of sale recognised at the commencement of the lease term is the cost or carrying amount of the leased property. The difference between the sales revenue and the cost of sale is recorded as gain which is recognised by the Group in accordance with its normal accounting policy.

j) Intangible assets

Negative goodwill

Negative goodwill in a business combination represents the excess of the fair value of the Group's share of the identifiable net assets acquired over the cost of acquisition. The Group changed its accounting policy for negative goodwill with effect from 1 January 2008.

Acquisitions of negative goodwill prior to 1 January 2008

Negative goodwill carried in the financial statements as at 31 December 2007 was derecognised by crediting unappropriated retained earnings as at 1 January 2008.

Acquisitions of negative goodwill prior 1 January 2008

Negative goodwill is recognised immediately in the statement of income.

Assets usage right

Assets usage rights that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation

Amortisation is recognised in the statement of income on a straight-line basis over the estimated useful lives of intangible assets, from the date that they are available for use. The estimated useful lives are as follows:

Assets usage rights	10 and 28 years
---------------------	-----------------

k) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in the statement of income.

When a decline in the fair value of an available-for-sale financial asset has been recognised

directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in the statement of income even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in the statement of income is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in the statement of income.

Calculation of recoverable amount

The recoverable amount of the Group's investments in held-to-maturity securities is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate.

The recoverable amount of available-for-sale financial assets is calculated by reference to the fair value.

The recoverable amount of a non-financial asset is the greater of the assets' value in use and fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of a financial asset is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

For financial assets carried at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in the statement of income. For Available-for-sale financial assets that are equity securities, the reversal is recognised directly in equity.

Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimated used to determine the recoverable amount. An impairments loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

l) Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value.

m) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

n) Provisions

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

o) Revenue

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Rental and service income

Rental income is recognised in the statement of income on a straight-line basis over the term of the lease. Service income is recognised as services are provided. Lease incentives granted are recognised as a integral part of the total rental income. Unearned rental and service income are recognised on a straight-line basis over the term of the lease.

Food and beverage income

Revenue from foods and beverage sales is recognised upon delivery of goods to customers.

Interest and dividend income

Interest income is recognised in the statement of income as it accrues. Dividend income is recognised in the statement of income on the date the Group's right to receive payments is established which in the case of quoted securities is usually the ex-dividend date.

p) Expenses

Operating leases

Payments made under operating leases are recognised in the statement of income on a straight line basis over the term of the lease.

Finance costs

Interest expenses and similar costs are charged to the statement of income in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.

q) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the statement of income

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in transaction that is not a business combination and that affects neither accounting nor taxable profit; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or by the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

4. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties are those parties linked to the Group and the Company as shareholders

or by common shareholders or directors. Transactions with related parties are conducted at prices based on market prices or, where no market price exists, at contractually agreed prices.

Relationships with related parties that control or jointly control the Company or are being controlled or jointly controlled by the Company or have transactions with the Company/Group were as follows:

Name of entities	Country of incorporation / nationality	Nature of relationships
Central Holdings Co., Ltd.	Thailand	Major shareholders, some common directors
CPN Retail Growth Leasehold Property Fund	Thailand	Associate, holding 27.8%
Central Department Store Co., Ltd.	Thailand	Some common directors
ZEN Department Store Co., Ltd.	Thailand	Some common directors
Hang Central Department Store Co., Ltd.	Thailand	Some common directors
Central Trading Co., Ltd.	Thailand	Some common directors
Central Super Store Co., Ltd.	Thailand	Some common directors
Power Buy Co., Ltd.	Thailand	Some common directors
Thai Privilege Healthcare Co., Ltd.	Thailand	Some common directors
Thai Privilege Center Co., Ltd.	Thailand	Some common directors
CRC Sport Co., Ltd.	Thailand	Some common directors
CRC Power Retail Co., Ltd.	Thailand	Some common directors
B2S Co., Ltd.	Thailand	Some common directors
Office Club (Thai) Co., Ltd.	Thailand	Some common directors
Earth Care Co., Ltd.	Thailand	Some common directors
CR Chiangmai (Thailand) Co., Ltd.	Thailand	Some common directors
Central Garment Factory Co., Ltd.	Thailand	Some common directors
Samsonite (Thailand) Co., Ltd.	Thailand	Some common directors
Central Plaza Hotel Public Company Limited	Thailand	Some common directors
Central World Hotel Co., Ltd.	Thailand	Some common directors
Central Restaurant Group Co., Ltd.	Thailand	Some common directors
Central Food Retail Co., Ltd.	Thailand	Some common directors
Fuji Gimmick Co., Ltd.	Thailand	Some common directors
Central Friend Co., Ltd.	Thailand	Some common directors
Sakura Restaurant Co., Ltd.	Thailand	Some common directors
Food Excellent Co., Ltd.	Thailand	Some common directors
Central International Development Co., Ltd.	Thailand	Some common directors
Robinson Nakarin Co., Ltd.	Thailand	Some common directors
Robinson Department Store Public Company Limited	Thailand	Some common directors
Central Watson Co., Ltd.	Thailand	Some common directors
F&D International Co., Ltd.	Thailand	Some common directors
Food Festival Co., Ltd.	Thailand	Some common directors
Food Millennium Co., Ltd.	Thailand	Some common directors
Central Retail Corporation Co., Ltd.	Thailand	Some common directors
Fairy Plaza Co., Ltd.	Thailand	Some common directors
Big C Fairy Co., Ltd.	Thailand	Some common directors
Siam Retail Development Co., Ltd.	Thailand	Some common directors
Ayudhaya Agrocit Co., Ltd.	Thailand	Some common directors
Square Ritz Plaza Co., Ltd.	Thailand	Some common directors

The relationships with subsidiaries and funds are disclosed in note 1.

The pricing policies for particular types of transactions are explained further below:

Transactions

Rental and service income

Management income

Other income

Interest charged to subsidiaries those are wholly owned

Interest charged to other subsidiaries and related parties

Cost of rental and services

Cost of food and beverage sales

Administrative expenses

Management fee

Loss from provision of guarantee

Leasehold

Pricing policies

Market prices which are subject to location, lease space, lease form, timing and type of lease

The rate being charged by other parties in the business

The rate being charged by other parties in the business

The average interest rate of debt securities issued by the Company

The average interest rate of debt securities issued by the Company

Market prices

Market prices

At cost

Contractually agreed prices

Contractually agreed prices

Contractually agreed prices

Significant transactions for the years ended 31 December 2009 and 2008 with related parties were summarised as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Revenue				
Rental and service income				
Subsidiaries	-	-	167,034	169,935
Related parties	1,693,008	1,384,671	657,911	538,143
Total	1,693,008	1,384,671	824,945	708,078
Foods and beverage sales				
Related parties	659	545	-	-
Management income				
Subsidiaries and fund	-	-	117,523	112,066
Related parties	-	2,960	-	2,960
Associates	202,575	163,912	202,575	163,912
Total	202,575	166,872	320,098	278,938
Interest income				
Subsidiaries	-	-	433,659	328,762
Related parties	22	132	2	18
Total	22	132	433,661	328,780

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Other income				
Subsidiaries and funds	-	-	137,829	82,804
Related parties	76,470	111,137	20,668	35,632
Associates	659,000	-	-	-
Total	735,470	111,137	158,497	118,436
Dividend income				
Subsidiaries and funds	-	-	2,079,498	1,253,248
Related parties	354,265	313,629	354,265	313,629
Total	354,265	313,629	2,433,763	1,566,877
Gain on lease under finance lease				
Associates	3,206,942	-	3,851,257	-
Total	3,206,942	-	3,851,257	-
Expenses				
Cost of rental and services				
Subsidiaries and funds	-	-	282,276	310,796
Related parties	376,621	111,628	371,123	107,689
Total	376,621	111,628	653,399	418,485
Cost of food and beverage				
Related parties	58	56	-	-
Management benefit expenses				
Subsidiaries	-	-	-	20
Related parties	105,068	72,115	98,865	72,115
Total	105,068	72,115	98,865	72,135
Administrative expenses				
Subsidiaries and funds	-	-	29,518	27,685
Related parties	30,644	12,737	18,814	5,845
Total	30,644	12,737	48,332	33,530
Interest expense				
Subsidiaries	-	-	163,542	180,084
Total	-	-	163,542	180,084

Directors' remuneration

In 2009, the Company paid salaries, bonuses, meeting allowances and pensions to the directors totalling Baht 80.1 million (2008: Baht 70.7 million).

Significant balances as at 31 December 2009 and 2008 with related parties were as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Trade accounts receivable				
Subsidiaries:				
Bangna Central Property Co., Ltd.	-	-	3,965	3,907
Central Pattana Chiangmai Co., Ltd.	-	-	3,339	3,645
Central Realty Service Co., Ltd.	-	-	10,352	9,699
Central World Co., Ltd.	-	-	5,944	2,967
Central Pattana Rattana Thibet Co., Ltd.	-	-	1,525	1,590
Others	-	-	6,033	3,004
Total subsidiaries	-	-	31,158	24,812
Related parties:				
Central Department Store's Group	48,628	54,479	14,413	24,209
Others	14,594	92,919	5,234	2,829
Total related parties	63,222	147,398	19,647	27,038
Total	63,222	147,398	50,805	51,850
Accrued dividend income				
Subsidiaries:				
The Thai Business Fund 2	-	-	-	22,058
The Thai Business Fund 4	-	-	865,922	174,405
The Thai Business Fund 5	-	-	18,444	16,217
Total	-	-	884,366	212,680
Accrued income				
Subsidiaries:				
The Thai Business Fund 4	-	-	75,232	-

Loans to related parties

(in thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008	2009	2008
Short-term loans to						
Subsidiaries:						
The Thai Business Fund 4	6.50	-	-	-	1,794,406	-
The Thai Business Fund 5	6.00	6.50	-	-	121,387	136,137
Central Pattana Chiangmai Co., Ltd.	4.38	-	-	-	34,567	-
Total short-term loans			-	-	1,950,360	136,137
Long - term loans to						
Subsidiaries:						
Central World Co., Ltd.	4.38	4.69	-	-	5,488,830	3,516,741
Central Pattana Rattana Thibet Co., Ltd.	4.38	4.69	-	-	548,022	756,138
Central Pattana Khon Kaen Co., Ltd.	4.38	4.69	-	-	1,383,748	1,455,277
CPN Pattaya Beach Co., Ltd.	4.38	4.69	-	-	334,648	1,056,393
Central Pattana Chiangmai Co., Ltd.	-	4.69	-	-	-	333,442
Central Pattana Chonburi Co., Ltd.	4.38	4.69	-	-	650,619	761,700
Central Food Avenue Co., Ltd.	4.38	4.69	-	-	107,398	71,257
Central Pattana Nine Square Co., Ltd.	4.38	-	-	-	517,929	-
CPN Pattaya Beach Hotel Co., Ltd.	4.38	4.69	-	-	672,693	127,867
Thaipat Property Co., Ltd.	4.38	-	-	-	232,455	-
			-	-	9,936,342	8,078,815
Related party:						
Siam Retail Development Co., Ltd.	7.00	7.00	162,739	162,739	162,739	162,739
Less allowance for doubtful accounts			(162,739)	(162,739)	(162,739)	(162,739)
			-	-	-	-
Total long - term loans			-	-	9,936,342	8,078,815
Total loans to related parties, net			-	-	11,886,702	8,214,952
Summary of loans to related parties						
Short-term loans			-	-	1,950,360	136,137
Long-term loans			162,739	162,739	10,099,081	8,241,554
			162,739	162,739	12,049,441	8,377,691
Less allowance for doubtful accounts			(162,739)	(162,739)	(162,739)	(162,739)
Total loans to related parties, net			-	-	11,886,702	8,214,952

Movements for the years ended 31 December 2009 and 2008 of loans to related parties were as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Short-term				
Subsidiaries				
At 1 January	-	-	136,137	152,531
Increase	-	-	2,438,597	14,031
Decrease	-	-	(624,374)	(30,425)
At 31 December	-	-	1,950,360	136,137
Long-term				
Subsidiaries				
At 1 January	-	-	8,078,815	5,600,028
Increase	-	-	7,034,656	4,367,949
Decrease	-	-	(5,177,129)	(1,889,162)
At 31 December	-	-	9,936,342	8,078,815
Jointly-controlled entities				
At 1 January	-	12,167	-	-
Increase	-	-	-	-
Decrease	-	(12,167)	-	-
At 31 December	-	-	-	-
Total long-term loans to related parties				
At 1 January	-	12,167	8,078,815	5,600,028
Increase	-	-	7,034,656	4,367,949
Decrease	-	(12,167)	(5,177,129)	(1,889,162)
At 31 December	-	-	9,936,342	8,078,815

Loans to subsidiaries and related parties are unsecured and denominated in Thai Baht, except a loan to Central Pattana Khon Kaen Co., Ltd., a subsidiary, which is secured by plots of land owned by the subsidiary with a carrying value of land of Baht 327 million (2008: Baht 327 million). All loans are repayable on demand. Loans to subsidiaries and related parties carry interest at the average rate of debt securities issued by the Company.

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Trade accounts payable				
Subsidiaries:				
Bangna Central Property Co., Ltd.	-	-	1,423	1,144
Central Pattana Chiangmai Co., Ltd.	-	-	487	312
Central Realty Service Co., Ltd.	-	-	737	689
Others	-	-	3,349	580
Total subsidiaries	-	-	5,996	2,725
Related parties:				
Central Department Store's Group	5,136	5,740	3,848	3,220
Others	1,800	47,585	533	56
Total related parties	6,936	53,325	4,381	3,276
Total	6,936	53,325	10,377	6,001
Account payable for leasehold right				
Related parties:				
Central International Development Co., Ltd.	1,242,682	-	1,242,682	-

Advances and loans from related parties

(in thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008	2009	2008
Advances from						
Subsidiaries:						
Central Realty Service Co., Ltd.	-	4.69	-	-	-	17
Langsuan Realty Co., Ltd	-	4.69	-	-	-	219
Short-term loans from						
Subsidiaries:						
The Thai Business Fund 2	-	6.50	-	-	-	158,990
Central Realty Service Co., Ltd.	4.38	-	-	-	362,360	-
Langsuan Realty Co., Ltd	4.38	-	-	-	100,468	-
CPN Construction Management Co., Ltd	4.38	-	-	-	65,726	-
Related parties:						
Others	5.50	5.50	3,558	3,429	-	-
Total short-term loans			3,558	3,429	528,554	158,990
Total advances and short-term loans			3,558	3,429	528,554	159,226
Long-term loans from						
Subsidiaries:						
Central Pattana Rama 2 Co., Ltd.	4.38	4.69	-	-	1,874,761	1,835,403
Central Pattana Rama 3 Co., Ltd.	4.38	4.69	-	-	1,389,250	1,390,182
The Thai Business Fund 2	-	6.50	-	-	-	335,623
Central Pattana Nine Square Co., Ltd.	-	4.69	-	-	-	255,432
Related parties:						
Other	5.50	5.50	18,429	161,588	-	-
Total long-term loans			18,429	161,588	3,264,011	3,816,640
Total advances and loans from related parties			21,987	165,017	3,792,565	3,975,866

Movements for the years ended 31 December 2009 and 2008 of advances and loans from related parties were as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Short-term loans				
Subsidiaries				
At 1 January	-	-	159,226	159,339
Increase	-	-	1,256,223	1,073,185
Decrease	-	-	(886,895)	(1,073,298)
At 31 December	-	-	528,554	159,226
Related parties				
At 1 January	3,429	3,300	-	-
Increase	129	129	-	-
At 31 December	3,558	3,429	-	-
Total advances and short-term loans from related parties				
At 1 January	3,429	3,300	159,226	159,339
Increase	129	129	1,256,223	1,073,185
Decrease	-	-	(886,895)	(1,073,298)
At 31 December	3,558	3,429	528,554	159,226
Long-term				
Subsidiaries				
At 1 January	-	-	3,816,640	3,767,663
Increase	-	-	251,819	913,900
Decrease	-	-	(804,448)	(864,923)
At 31 December	-	-	3,264,011	3,816,640
Related parties				
At 1 January	161,588	40,885	-	-
Increase	105,014	120,703	-	-
Decrease	(248,173)	-	-	-
At 31 December	18,429	161,588	-	-
Total long-term loans from related parties				
At 1 January	161,588	40,885	3,816,640	3,767,663
Increase	105,014	120,703	251,819	913,900
Decrease	(248,173)	-	(804,448)	(864,923)
At 31 December	18,429	161,588	3,264,011	3,816,640
Loss from provision for guarantee payment				
Associate	30,965	-	30,965	-

Short-term loans from related parties are unsecured and denominated in Thai Baht. The loans are repayable on demand. Loans from subsidiaries and related parties carry interest at the average interest rate of unsecured debt securities issued by the Company. Loans from funds carry interest at rates from ranging 4.0% to 7.0% per annum.

The Company entered into a land lease agreement with Hang Central Department

Store Co., Ltd., a related party, for a period of 30 years ended in 2024. (See note 31)

The Company entered into a land lease agreement with Hang Central Department Store Co., Ltd., a related party, for a period of 30 years ended in 2023.

A subsidiary of the Group has entered into an agreement with Central Plaza Hotel Public Company Limited to sublease its leasehold

land and part of its construction located at Central World for 29 years. According to the agreement, the lessee agreed to use land and its constructions to develop a hotel, a parking lot and a convention hall.

Commitments with related parties

The Group has lease agreements covering rental and service agreements with related parties. The rental and service fees are payable as follows:

(in million Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Non-cancellable operating lease commitments				
Within one year	470	9	470	450
After one year but within five years	2,178	37	2,178	919
After five years	12,927	13	12,927	13
Total	15,575	59	15,575	1,382

The Thai Business Fund 2

In 2007, the Company entered into a lease agreement of Central Plaza Pinklao shopping centre building with a related company, the Thai Business Fund 2. The lease agreement is for a period of three years ending in December 2010. Under the conditions of the agreement, the Company has to pay a monthly rental. The rental rate can be revised either up or down from January 2009, at a rate not exceeding 15% of the average rental of the previous year. The agreement can be renewed for a 3 years period, but not over 10 years in total. To secure the Company's performance regarding its obligations under this agreement, the Company transferred

its rights on the land where the shopping centre is located and Central Realty Service Co., Ltd., a subsidiary, mortgaged its utility systems as collateral.

The unitholders meeting of The Thai Business Fund 2 ("The Fund") No.2/2006, 1/2007, 2/2007 and 2/2009 passed a resolution approving Central Pattana Public Company Limited ("The Company") to take a right to redeem consignment-sale building before the termination date started in the agreement and approving the termination of the agreements relating to the Fund and other parties including approving the termination of the Fund.

On 20 July 2009, the unitholders of the Fund passed a resolution approving the termination of The Thai Business Fund 2 and the proves relating to such termination. On 4 November 2009, the Fund was taken into the redemption of consignment-sale building before the termination date started in the consignment process sale agreement including the termination of land sublease and building agreements with the Central Pattana Public Company Limited and the termination of utility systems lease agreement of Central Plaza Pinklao with Central Realty Service Company Limited totally Baht 1,248.0 million which was paid in advance by the Company under the repurchase agreement amounting to

Baht 705.0 million (31 December 2008: Baht 630 million). In addition, the Fund received compensation amounting to Baht 695.0 million from CPN Retail Growth Leasehold Property Fund ("CPNRF"), new investor in assets of the Fund, which agreed to make a payment to the Fund to compensate the resale of the building and related agreement termination resulting that the Fund could not further use the assets and that CPNRF could invest in such assets from Central Public Company Limited and the Group. (See note 31)

Robinson Nakarin Co., Ltd.

A resolution was passed by the Board of Directors' meeting held on 5 November 2008 approving entering into a land lease agreement

as a lessee with Robinson Nakarin Co., Ltd, a subsidiary of Robinson Department Store Public Company Limited, holding 99.86% of shares, to construct a building and operate a business. The lease agreement was for a period of 30 years. Under the conditions of the agreement, the Company has to pay an advanced rental amounting to Baht 387 million.

A resolution was passed by the Board of Directors' meeting held on 4 November 2009 approving the termination of land lease agreement with Robinson Nakarin Co., Ltd.

Central Plaza Lardprao

In 2009, the Company, as a lessee, entered into a sublease agreement for land, buildings

and improvements of Central Plaza Lardprao including its equipment with Central International Development Company Limited ("the sub-lessor") for 20 years expiring on 18 December 2028. The Company has to pay rental in advance amounting to Baht 2,162 million, which was presented in the balance sheets as Leasehold rights. In addition, the Company has to pay a rental annually for the assets throughout the agreement period totalling Baht 14,016 million.

Developed or renovated buildings and assets ownership right will be transferred to The State Railway of Thailand ("the lessor") upon expiry of the agreement. In addition, the Company will transfer equipment as specified in the agreement to the lessor.

5. CASH AND CASH EQUIVALENTS

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Cash on hand	7,076	5,388	3,232	2,904
Call deposits	1,727,479	2,401,958	884,319	1,278,826
Total	1,734,555	2,407,346	887,551	1,281,730

Cash and cash equivalents of the Group and the Company as at 31 December 2009 and 2008 were denominated in Thai Baht.

6. OTHER INVESTMENTS

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Current				
Short-term deposits at financial Institutions	1,723	151,698	14	11
Debt securities held-to-maturities	708,729	429,618	598,937	249,778
Equity securities available-for-sale	94,459	682,720	1,025	451,025
Add unrealised holding gain	1,547	5,319	1,295	388
	806,458	1,269,355	601,271	701,202
Non-current				
Other equity securities	1,895	1,895	1,000	1,000
Total	808,353	1,271,250	602,271	702,202

7. TRADE ACCOUNTS RECEIVABLE

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Subsidiaries and related Parties	4	63,222	147,398	50,805	51,850
Other parties		421,139	391,509	144,717	153,103
		484,361	538,907	195,522	204,953
Less allowance for doubtful Accounts		(3,426)	(2,312)	(2,194)	(834)
Total		480,935	536,595	193,328	204,119
Bad and doubtful debt expenses for the year		1,277	609	1,318	504

Aging analyses for trade accounts receivable, and deposits from customers, were as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Subsidiaries and related parties				
Within credit terms	33,422	37,367	42,396	50,430
Overdue:				
Less than 3 months	16,955	11,902	5,436	782
3-6 months	3,297	3,934	170	144
6-12 months	7,433	313	2,187	97
Over 12 months	2,115	93,882	616	397
Total	63,222	147,398	50,805	51,850
Deposits from customers	137,770	126,798	32,492	29,371
Other parties				
Within credit terms	130,249	106,586	43,223	103,686
Overdue:				
Less than 3 months	150,342	115,926	55,894	36,563
3-6 months	56,415	71,838	17,487	5,850
6-12 months	46,477	41,820	18,841	3,481
Over 12 months	37,656	55,339	9,272	3,523
	421,139	391,509	144,717	153,103
Less allowance for doubtful accounts	(3,426)	(2,312)	(2,194)	(834)
Net	417,713	389,197	142,523	152,269
Deposits from customers	1,234,171	830,929	547,863	412,039

The normal credit term granted by the Group ranges from 1 day to 30 days.

Such deposits received from the customers were in excess of a portion of the overdue receivables.

8. OTHER CURRENT ASSETS

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Accrued income	4, 9	402,712	471,543	1,132,190	321,560
Guarantee for rights		-	300,000	-	300,000
Receivable Revenue department		333,618	269,485	-	35,434
Other accounts receivable		35,111	21,317	244,208	13,134
Prepaid expenses		122,397	50,080	102,206	32,473
Others		21,388	66,796	11,978	14,999
Total		915,226	1,179,221	1,490,582	717,600

On 9 December 2008, the Company entered into Memorandum of Understanding with Central International Development Co., Ltd. ("CID") to confirm and preserve the right to enter into a new

sub-lease agreement. To confirm such right, CID has required the Company to pay a guarantee for the right to sub-lease land and /or building of Central Plaza Ladprao amounting to Baht 300

million on the date that CID entered into a lease agreement with The State Railway of Thailand. Subsequently, the Company got a refund of the cash guarantee from CID on 1 April 2009.

9. INVESTMENTS IN SUBSIDIARIES

Movements on investments in subsidiaries for the years ended 31 December 2009 and 2008 were as follows;

(in thousand Baht)

	Separate financial statements	
	2009	2008
At 1 January	15,382,018	14,297,392
Acquisitions of investments	3,773,096	1,161,985
Acquisition of investment units	290,030	-
Disposal and redemption of investment units in Funds	(1,763,955)	(77,359)
Total	17,681,189	15,382,018

Central World Tower Co., Ltd.

Central World Tower Co., Ltd. registered the dissolution on 17 December 2007 and completed the liquidation process on 22 December 2009.

CPN Pattaya Beach Co., Ltd.

On 16 December 2008, CPN Pattaya Beach Co., Ltd. called for the remaining unpaid capital of 75% of the par value, resulting in fully paid-up share capital at Baht 100 par value, amounting to Baht 1,128 million.

Central Pattana Chonburi Co., Ltd.

At the Board of Directors' meeting of the Company held on 20 February 2008, the Board of Directors approved to acquire an additional 40% of the ordinary shares in Central Pattana Chonburi Co., Ltd. ("CPC"), a jointly controlled entity in which the Company held 59.99%, from Ocmador Thailand B.V., which held 40% of the total shares in CPC for Baht 35 million. As a result, the Company holds 99.99% of CPC. The Company completed the purchase on 25 March 2008.

At the extraordinary meeting of the shareholders held on 28 December 2009 of Central Pattana Chonburi Co., Ltd., the subsidiary, passed a special resolution to increase the registered capital of the Company of 5.5 million shares of Baht 10 per share and call for fully paid-up totally Baht 550 million. The subsidiary registered the increase in share capital with the Ministry of Commerce on 30 December 2009.

CPN Pattaya Beach Hotel Co., Ltd.

On 11 February 2008, the management of the Company approved to acquire 100% of the issued share capital of CPN Pattaya Beach Hotel Co., Ltd. ("the Subsidiary") from Central Friend Co., Ltd., comprising 9,993 shares, at Baht 31.155

per share, amounting to Baht 0.3 million.

On 30 December 2008, the Subsidiary called for the remaining unpaid capital of 75% of the par value, resulting in fully paid up share capital at Baht 100 par value, amounting to Baht 0.7 million.

CPN Construction Management Co., Ltd.

At the Board of Directors' meeting of the Company held on 14 May 2008, the Board of Directors approved to acquire 100% of the issued share capital of CPN Construction Management Co., Ltd., comprising 9,993 shares, at Baht 100 per share, amounting to Baht 1.0 million

Central Pattana Khon Kaen Co., Ltd.

At the extraordinary meeting of the shareholders held on 25 August 2009 of Central Pattana Khon Kaen Co., Ltd., the subsidiary, passed a special resolution to increase the registered capital of the Company of 174 million shares of Baht 10 per share and call for paid-up 75% totally Baht 1,305 million. The subsidiary registered the increase in share capital with the Ministry of Commerce on 18 December 2009.

Thaipat Property Co., Ltd.

At the Board of Director's meeting of the Company held on 4 November 2009 approving the purchase of ordinary shares of Thaipat Property Co., Ltd. from CRC Power Retail Co., Ltd., a related party, to develop a shopping mall and other type of real estate totaling Baht 275 million for ordinary shares of Baht 45.2 million and debt repayment of 229.8 million. The Company recorded the difference between the cost of business combination involving entities under common control and the book value of net assets acquired of Baht 54.4 million separately in

equity under "Reserve on business combination involving entities under common control".

The Thai business Fund 2

At the Unitholders' meeting of the Thai Business Fund 2, the unitholders passed a resolution to terminate the Fund on 4 November 2009 and on 5 November 2009; the Management Company submitted a letter informing the Fund termination to the Securities and Exchange Commission. The Fund completed the liquidation process and registered for the Fund termination on 29 December 2009 (See Note 4).

Investments in subsidiaries as at 31 December 2009 and 2008 and dividend income from those investments for each of the years then ended were as follows:

Separate financial statements

	Ownership interest		Paid-up capital		Cost method		Impairment		At cost-net		Dividend income	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
	(%)		(in million Baht)		(in thousand Baht)							
Subsidiaries												
Central Pattana Rama 2 Co., Ltd.	100.0	100.0	1,500.0	1,500.0	1,500,000	1,500,000	-	-	1,500,000	1,500,000	-	-
Central Pattana Chiangmai Co., Ltd.	100.0	100.0	1,000.0	1,000.0	1,000,000	1,000,000	-	-	1,000,000	1,000,000	-	-
Langsuan Realty Co., Ltd.	100.0	100.0	830.0	830.0	830,000	830,000	-	-	830,000	830,000	-	-
Central Pattana Rattanathibet Co., Ltd.	100.0	100.0	800.0	800.0	589,998	589,998	-	-	589,998	589,998	-	-
Central Realty Service Co., Ltd.	100.0	100.0	1.0	1.0	1,000	1,000	-	-	1,000	1,000	184,987	174,988
Central Food Avenue Co., Ltd.	100.0	100.0	1.0	1.0	1,000	1,000	-	-	1,000	1,000	-	-
Central World Tower Co., Ltd. (liquidation on 22 December 2009)	-	92.5	1,850.0	1,850.0	1,581,584	1,526,249	-	-	1,581,584	1,526,249	-	-
Central World Co., Ltd.	100.0	92.5	2,511.9	2,511.9	831,149	824,999	-	-	831,149	824,999	-	-
Central Pattana Khon Kaen Co., Ltd.	78.1	78.1	1,565.0	260.0	1,222,800	203,148	(101,505)	(101,505)	1,121,295	101,643	-	-
Central Pattana Nine Square Co., Ltd.	87.1	87.1	1,250.0	1,250.0	1,089,200	1,089,200	(177,705)	(177,705)	911,495	911,495	-	-
Central Pattana Rama 3 Co., Ltd.	100.0	100.0	126.7	126.7	1,933,776	1,933,776	-	-	1,933,776	1,933,776	72,200	69,667
CPN Pattaya Beach Co., Ltd.	100.0	100.0	1,500.0	1,500.0	1,499,999	1,499,999	-	-	1,499,999	1,499,999	-	-
Central Pattana Chonburi Co., Ltd.	100.0	100.0	900.0	315.1	808,984	224,084	-	-	808,984	224,084	-	-
CPN Pattaya Beach Hotel Co., Ltd.	100.0	100.0	1.0	1.0	1,061	1,061	-	-	1,061	1,061	-	-
CPN Construction Management Co., Ltd.	100.0	100.0	1.0	1.0	999	999	-	-	999	999	-	-
Thaipat Property Co., Ltd	100.0	-	0.1	-	44,385	-	-	-	44,385	-	-	-
Funds												
The Thai Business Fund 2 (Liquidation on 29 December 2009)	-	100.0	-	154.3	-	154,347	-	-	-	154,347	911,533	261,511
The Thai Business Fund 4	100.0	86.2	4,600.0	4,600.0	4,815,688	4,044,608	-	-	4,815,688	4,044,608	691,516	556,018
The Thai Business Fund 5	100.0	100.0	236.8	236.8	208,776	236,760	-	-	208,776	236,760	219,262	191,064
Total					17,960,399	15,661,228	(279,210)	(279,210)	17,681,189	15,382,018	2,079,498	1,253,248

Paid up capital of and percentage of holding in The Thai Business Fund 2, The Thai Business Fund 4 and The Thai Business Fund 5 are capital of, and holdings in, units that have rights to receive dividends (investment units type C) after all other classes of unitholders (type A and B).

The Thai Business Fund 4

On 1 April 2009, the Company acquired investment units of The Thai Business Fund 4, ordinary shares of Central World Company Limited and ordinary shares and/or rights to receive cash and/or any benefits of the remaining assets after the liquidation based on the shareholding proportion of Central World Tower Company Limited from the minority interests totaling Baht 572.3 million (including accrued dividend income). The payment was made in cash amounting to

Baht 327.8 million and Aval of Baht 244.5 million (Maturing on 30 December 2009). As a result, the Company recognised an excess of acquirer's interest in net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost in the statement of income amounting to Baht 66.0 million.

During 2009, the Company purchased 6.3% of investment units of the Thai Business Fund 4 which was held by Bangna Central Property Co., Ltd., (indirect subsidiary), at book value of Baht 335.6 million (including accrued dividend income).

In 2009, the Thai Business Fund 4 amended the dividend payment policy for investment units type C which should not be less than net cash

remaining after (1) the dividend paid and payable to investment units type A and B (2) the redemption of capital to investment units type A and B, (3) the deduction of cash reserved for other debt payments and (4) the payment for dividend payable. As at 31 December 2009, the Thai Business Fund 4 appropriated and recorded dividend payable of investment units type C totalling Baht 941.2 million including dividend payable to the Company of Baht 865.9 million (See note 4).

During 2009, the Company purchased investment units type A and B of The Thai Business Fund 4 from financial institutions totalling Baht 1,794.4 million (See note 4). Such investment unit purchase had no effect to capital and proportion of units that have rights to receive the dividends (Investment units type C).

10. INVESTMENT IN ASSOCIATE

Movements on investment in associate for the years ended 31 December 2009 and 2008 were as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
At 1 January	2,354,752	2,306,474	3,635,104	3,635,104
Share of net profit of investments - equity method	450,541	361,907	-	-
Acquisition investments	811,067	-	811,067	-
Dividend income	(354,265)	(313,629)	-	-
Gain on lease under finance lease of the Company	(644,315)	-	-	-
At 31 December	2,617,780	2,354,752	4,446,171	3,635,104

The Company has been allocated 91,131,122 additional investment units of CPN Retail Growth Leasehold Property Fund ("CPNRF") based on its

entitlement as an existing unitholder at an offering price of 8.90 Baht per unit, totaling Baht 811,066,985.8. As a result, the Company now holds

a total of 454,928,022 units, and the percentage of its investment in CPNRF has changed from 33.33% to 27.80% after the capital increase.

Investments in associate as at 31 December 2009 and 2008 and dividend income from those investments for the years then ended were as follows:

Consolidated financial statements

	Ownership interest	Paid-up capital	Cost method	Equity method	Market price of	Dividend
	2009	2009	2009	2009	listed securities	income
	(%)			(in thousand Baht)	2009	2009
					2008	2008
Associates						
CPN Retail Growth						
Leasehold Property Fund						
(formerly CPN Retail						
Growth Property Fund)	27.8	15,763,958	10,915,000	2,617,780	4,208,084	313,629
					2,837,616	354,265

Separate financial statements

	Ownership interest	Paid-up capital	Cost method	Market price of	Dividend
	2009	2009	2009	listed securities	income
	(%)		(in thousand Baht)	2009	2009
				2008	2008
Associate					
CPN Retail Growth					
Leasehold Property Fund					
(formerly CPN Retail					
Growth Property Fund)	27.8	15,763,958	10,915,000	4,208,084	313,629
				2,837,616	354,265

The following summarised financial information on associated company which has been accounted for using the equity method is not adjusted for the percentage of ownership held by the Group:

(in thousand Baht)					
	Ownership (%)	Total assets	Total liabilities	Total revenues	Net profit
2009					
CPN Retail Growth Leasehold Property Fund (formerly CPN Retail Growth Property Fund)	27.8	18,439,627	1,869,766	1,498,062	1,451,663
Total		18,439,627	1,869,766	1,498,062	1,451,663
2008					
CPN Retail Growth Property Fund	33.3	11,935,795	603,652	1,333,341	1,085,830
Total		11,935,795	603,652	1,333,341	1,085,830

11. LONG-TERM INVESTMENTS - RELATED PARTIES

(in thousand Baht)						
	Ownership interest (% per annum)		Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008	2009	2008
Siam Retail Development Co., Ltd.	15	15	66,250	66,250	-	-
Ayudhaya Agrocit Co., Ltd.	12	12	50,397	50,397	-	-
Square Ritz Plaza Co., Ltd.	12	12	15,000	15,000	-	-
Total investment, at cost			131,647	131,647	-	-
Less allowance for impairment			(131,647)	(131,647)	-	-
Net			-	-	-	-

12. PROPERTY AND EQUIPMENT

(in thousand Baht)

	Consolidated financial statements					
	Land	Buildings and improvements development	Transportation and office equipment	Construction in progress	Projects under	Total
Cost						
At 1 January 2008	3,505,909	23,577,728	767,417	233,021	6,834,047	34,918,122
Additions	-	160,727	138,500	422,160	6,921,912	7,643,299
Transfers - net	874,426	3,637,604	34,717	165,141	(4,711,888)	-
Disposals	-	(1,246,229)	(80,101)	-	(87,663)	(1,413,993)
Transfer to leasehold rights	-	(74,733)	-	-	-	(74,733)
At 31 December 2008 and 1 January 2009	4,380,335	26,055,097	860,533	820,322	8,956,408	41,072,695
Additions	1,346,225	554,177	224,295	833,605	6,242,658	9,200,960
Transfers - net	1,976,542	9,630,957	30,647	(941,982)	(10,830,561)	(134,397)
Disposals	-	(1,666,890)	(92,269)	-	-	(1,759,159)
Transfer to leasehold rights	-	-	-	-	(138,164)	(138,164)
At 31 December 2009	7,703,102	34,573,341	1,023,206	711,945	4,230,341	48,241,935
Accumulated depreciation						
At 1 January 2008	-	8,034,326	549,826	-	899,981	9,484,133
Depreciation charge for the year	-	1,189,228	92,861	-	47,144	1,329,233
Disposals	-	(1,234,391)	(79,539)	-	(87,663)	(1,401,593)
At 31 December 2008 and 1 January 2009	-	7,989,163	563,148	-	859,462	9,411,773
Depreciation charge for the year	-	1,628,004	129,850	-	-	1,757,854
Transfers - net	-	-	-	-	(134,397)	(134,397)
Disposals	-	(734,188)	(77,776)	-	-	(811,964)
Transfer to leasehold rights	-	(411,267)	-	-	(3,589)	(414,856)
At 31 December 2009	-	8,471,712	615,222	-	721,476	9,808,410
Net book value						
Owned assets	4,380,335	18,065,934	295,520	820,322	8,096,946	31,659,057
Asset under financial lease	-	-	1,865	-	-	1,865
At 31 December 2008	4,380,335	18,065,934	297,385	820,322	8,096,946	31,660,922
Owned assets	7,703,102	26,101,629	406,662	711,945	3,508,865	38,432,203
Asset under financial lease	-	-	1,322	-	-	1,322
At 31 December 2009	7,703,102	26,101,629	407,984	711,945	3,508,865	38,433,525

During the year 2009, the Group

- Purchased a land from a third party amounting Baht 300 million for future development and construction of a shop building and department store.
- Acquired assets of Charoensri Complex Project from a third party comprising of Freehold on land, Shopping Complex, Department Store and Hotel to renovate and develop new Shopping Complex and hotel. The transfer ownership of Freehold on land and properties was registered on 7 April 2009.
- Acquired land from a third party to develop a shopping complex and department store amounting to Baht 240.9 million. The payment was made in cash amounting to Baht 132.9 million and a balance of Baht 108 million (maturing on 10 November 2010).

(in thousand Baht)

	Separated financial statements					
	Land	Buildings and improvements development	Transportation and office equipment	Construction in progress	Projects under	Total
Cost						
At 1 January 2008	209,681	4,040,915	309,939	59,164	2,272,602	6,892,301
Additions	-	2,453	71,862	74,070	3,089,948	3,238,333
Transfers - net	874,426	3,389,539	21,728	426,195	(4,711,888)	-
Disposals / write-off	-	(1,190,438)	(70,579)	-	-	(1,261,017)
Transfer to leasehold rights	-	(74,733)	-	-	-	(74,733)
At 31 December 2008 and 1 January 2009	1,084,107	6,167,736	332,950	559,429	650,662	8,794,884
Additions	-	203,365	67,265	232,884	123,469	626,983
Transfers - net	-	648,889	4,022	(652,911)	-	-
Disposals / write-off	-	(1,638,964)	(41,337)	-	(128,469)	(1,808,770)
At 31 December 2009	1,084,107	5,381,026	362,900	139,402	645,662	7,613,097
Accumulated depreciation						
At 1 January 2008	-	2,296,666	222,112	-	-	2,518,778
Depreciation charge for the year	-	164,531	38,997	-	-	203,528
Disposals	-	(1,190,438)	(70,319)	-	-	(1,260,757)
At 31 December 2008 and 1 January 2009	-	1,270,759	190,790	-	-	1,461,549
Depreciation charge for the year	-	348,707	53,841	-	-	402,548
Disposals	-	(708,732)	(34,187)	-	-	(742,919)
At 31 December 2009	-	910,734	210,444	-	-	1,121,178

(in thousand Baht)

	Separated financial statements				
	Land	Buildings and improvements development	Transportation and office equipment	Construction in progress	Projects under
Net book value					
Owned assets	1,084,107	4,896,977	140,295	559,429	650,662
Asset under financial lease	-	-	1,865	-	-
At 31 December 2008	1,084,107	4,896,977	142,160	559,429	650,662
Owned assets	1,084,107	4,470,292	151,134	139,402	645,662
Asset under financial lease	-	-	1,322	-	-
At 31 December 2009	1,084,107	4,470,292	152,456	139,402	645,662

In 2009, the Company purchased a land from a third party to develop and construct shopping complex and department store in the future amounting to Baht 126 million. As at 31 December 2009, the Company sold such land to the Group.

Most of the Group's property and equipment are leased out under operating leases.

Long-term borrowings according to note 17 are secured by the Group's properties with book values of Baht 10,888 million (2008: Baht 7,767 million).

The Group has a liability under a long-term lease agreement amounting to Baht 1,563 million (2008: Baht 1,152 million) resulting from the difference between the actual amount paid according to the contract and amortisation on a systematic basis according to TAS 29 (revised 2007): Leases. Liabilities under long-term lease agreement are deducted from the advance paid for leasehold right on land and building because both accounts relate to acquisition of the same project.

The Group's projects under development for shopping centres and office comprise of a total of 4 projects.

In 2008, developments of 2 projects located in Bangkok and up-country have been suspended. The management's decision to continue the development of these projects depends on future economic conditions and the ability to obtain additional funds. The total costs of these projects, and related allowance for impairment as of 31 December 2008 amounted to Baht 6,200 million and Baht 407 million, respectively. However, the management has resumed the development of these projects in 2009.

13. LEASEHOLD RIGHTS

(in thousand Baht)

	Consolidated financial statements	Separate financial statements
Cost		
At 1 January 2008	5,221,352	568,542
Additions	142,932	20
Write-off	(74,733)	(74,733)
Transfer from property and equipment	74,733	74,733
Transfer to other non-current assets	(2,460)	(2,460)
At 31 December 2008 and 1 January 2009	5,361,824	566,102
Additions	2,286,635	2,271,335
Write-off	(227,606)	(227,606)
Transfer from projects under development	138,164	-
At 31 December 2009	7,559,017	2,609,831
Accumulated amortisation		
At 1 January 2008	1,860,296	318,557
Amortisation charge for the year	133,430	24,780
Write-off	(74,733)	(74,733)
Obligation under long-term operating leases	130,704	-
At 31 December 2008 and 1 January 2009	2,049,697	268,604
Amortisation charge for the year	352,335	134,128
Write-off	(111,659)	(111,659)
Transfer from property and equipment	411,267	-
Transfer from projects under development	3,589	-
Obligation under long-term operating leases	410,782	264,782
At 31 December 2009	3,116,011	555,855
Net book Value		
At 31 December 2008	3,312,127	297,498
At 31 December 2009	4,443,006	2,053,976

14. INTANGIBLE ASSETS

(in thousand Baht)

	Consolidated financial statements
	Assets usage rights
Cost	
At 1 January 2008	216,639
Additions	673
At 31 December and 1 January 2009	217,312
Additions	231
At 31 December 2009	217,543
Accumulated amortisation	
At 1 January 2008	24,606
Amortisation charge for the year	9,029
At 31 December and 1 January 2009	33,635
Amortisation charge for the year	9,002
At 31 December 2009	42,637
Net book value	
At 31 December 2008	183,677
At 31 December 2009	174,906

During the years 2009 and 2008, the Group secured assets usage rights for the benefit of the Group's business. This cost is amortised at the commencement of usage date onward.

15. DEFERRED TAX

Deferred tax assets and liabilities determined after appropriate offsetting are included in the consolidated and separate balance sheets as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Deferred tax assets	931,661	734,425	-	347,229
Deferred tax liabilities	(1,812,014)	(715,325)	701,341	-
Net	(880,353)	19,100	701,341	347,229

Movements in deferred tax assets and liabilities, prior to offsetting of balances, during the year were as follows

(in thousand Baht)

	Consolidated financial statements		
	At 1 January 2009	(charge) / credit to statement of income (note 28)	At 31 December 2009
Deferred tax assets			
Allowance for doubtful accounts	49,516	335	49,851
Allowance for impairment	206,620	488	207,108
Building under consignment sale	707,297	(359,936)	347,361
Deposits from customers	235,299	72,969	308,268
Other provisions	240,504	125,930	366,434
Total	1,439,236	(160,214)	1,279,022
Deferred tax liabilities			
Unearned revenue	(704,811)	357,451	(347,360)
Gain on lease under finance lease	(715,325)	(1,096,690)	(1,812,015)
Total	(1,420,136)	(739,239)	(2,159,375)
Net	19,100	(899,453)	(880,353)

(in thousand Baht)

	Separate financial statements		
	At 1 January 2009	(charge) / credit to statement of income (note 28)	At 31 December 2009
Deferred tax assets			
Allowance for doubtful accounts	49,072	408	49,480
Allowance for impairment	111,130	-	111,130
Building under consignment sale	337,384	(337,384)	-
Deposits from customers	159,866	(4,737)	155,129
Other provisions	24,675	99,426	124,101
Total	682,127	(242,287)	439,840
Deferred tax liability			
Unearned revenue	(334,898)	334,898	-
Gain on lease under finance lease	-	(1,141,181)	(1,141,181)
Total	(334,898)	(806,283)	(1,141,181)
Net	347,229	(1,048,570)	(701,341)

(in thousand Baht)

	Consolidated financial statements		
	At 1 January 2008	(charge) / credit to statement of income (note 28)	At 31 December 2008
Deferred tax assets			
Allowance for doubtful accounts	49,336	180	49,516
Allowance for impairment	207,630	(1,010)	206,620
Building under consignment sale	750,568	(43,271)	707,297
Deposits from customers	203,110	32,189	235,299
Other provisions	194,153	46,351	240,504
Total	1,404,797	34,439	1,439,236
Deferred tax liabilities			
Unearned revenue	(749,635)	44,824	(704,811)
Gain on lease under finance lease	(759,512)	44,187	(715,325)
Total	(1,509,147)	89,011	(1,420,136)
Net	(104,350)	123,450	19,100

(in thousand Baht)

	Separate financial statements		
	At 1 January 2008	(charge) / credit to statement of income (note 28)	At 31 December 2008
Deferred tax assets			
Deferred tax assets			
Allowance for doubtful accounts	48,918	154	49,072
Allowance for impairment	111,130	-	111,130
Building under consignment sale	358,138	(20,754)	337,384
Deposits from customers	137,166	22,700	159,866
Other provisions	21,484	3,191	24,675
Total	676,836	5,291	682,127
Deferred tax liability			
Unearned revenue	(357,204)	22,306	(334,898)
Net	319,632	27,597	347,229

16. OTHER NON-CURRENT ASSETS

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Withholding tax deducted at source	282,699	84,115	171,319	-
Deposits and other rights	56,001	39,460	15,058	42,287
Guarantees for leasehold rights	16,804	19,891	16,204	19,291
Total	355,504	143,466	202,581	61,578

17. INTEREST-BEARING LIABILITIES

(in thousand Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2009	2008	2009	2008
Current					
Unsecured short-term loans from related parties	4	3,558	3,429	528,554	159,226
Unsecured short-term loans from financial institutions		-	1,450,000	-	1,450,000
Secured current portion of long-term loans from financial institutions		200,009	-	125,010	-
Current portion of long-term loans from institutional investors					
- secured		109,838	820,420	-	-
- unsecured		1,500,000	2,500,000	1,500,000	2,500,000
		1,609,838	3,320,420	1,500,000	2,500,000
		1,813,405	4,773,849	2,153,564	4,109,226
Non-current					
Unsecured long-term loans from related parties	4	18,429	161,588	3,264,011	3,816,640
Unsecured long-term loans from other parties		-	183,750	-	-
Secured long-term loans from financial institutions		4,449,990	2,500,000	2,374,990	2,500,000
Long-term loans from institutional investors					
- secured		709,609	2,990,936	-	-
- unsecured		9,700,000	6,000,000	9,700,000	6,000,000
		10,409,609	8,990,936	9,700,000	6,000,000
		14,878,028	11,836,274	15,339,001	12,316,640
Total		16,691,433	16,610,123	17,492,565	16,425,866

The periods to maturity of interest-bearing liabilities, as at 31 December were as follows:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Within one year	1,813,405	4,773,849	2,153,564	4,109,226
After one year but within five years	14,503,198	10,961,404	14,964,171	11,441,770
After five years	374,830	874,870	374,830	874,870
Total	16,691,433	16,610,123	17,492,565	16,425,866

Secured interest-bearing liabilities as at 31 December were secured on the following assets:

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Land	1,693,612	1,000,612	821,100	821,100
Leasehold rights to land	485,744	313,554	-	-
Buildings and improvements	8,708,854	6,452,390	2,442,856	2,094,303
Total	10,888,210	7,766,556	3,263,956	2,915,403

As at 31 December 2009 the Group had unutilised credit facilities totalling Baht 6,633 million (2008: Baht 5,177 million).

During 2009, a subsidiary has a loan denominated in Thai Baht of Baht 2,000 million from a local commercial bank. The agreement is for a period of 7 years and covers a grace period of 2 years from the date that the first portion of loan is drawn down. The loan bears interest at MLR-2.00 % per annum and the first repayment due in February 2011. The loan is payable in 60 instalments. The subsidiary used its leasehold rights to land and a pledged building as collateral for the borrowing, which is also guaranteed by the Company. As at 31 December 2009, the first portion of Baht 1,000 million has been drawn down.

During 2009, a subsidiary has a loan denominated in Thai Baht of Baht 1,500 million from a local commercial bank. The agreement is for a period of 7 years and covers a grace period of 2 years from the date that the first portion of loan is drawn down. The loan bears interest at MLR-2.00% per annum and the first repayment due in October 2010. The loan is payable in 60 instalments. The subsidiary used its land and a pledged building as collateral for the borrowing. As at 31 December 2009, the first portion of Baht 650 million has been drawn down.

During 2009, a subsidiary has a loan denominated in Thai Baht of Baht 1,000 million from a local commercial bank. The agreement is for a period of 7 years and covers a grace period of 2 years from the date that the first portion of loan is drawn down. The loan bears interest at MLR-1.75% per annum and the first repayment due in January 2011. The loan is payable in 60 instalments. The subsidiary used its leasehold right to land and a pledged land and building as collateral for the borrowing with a guarantee by the Company. As at 31 December 2009,

the first portion of Baht 500 million has been drawn down.

During 2009, a subsidiary has a loan denominated in Thai Baht of Baht 1,000 million from a local commercial bank. The agreement is for a period of 7 years and covers a grace period of 2 years from the date that the first portion of loan is drawn down. The loan bears interest at MLR-2.00% per annum. The loan is payable in 60 instalments. The subsidiary used its subleased land and a pledged building as collateral for the borrowing with a guarantee by the Company. As at 31 December 2009, such subsidiary has not drawn down this loan.

A subsidiary has a loan from a bank which is denominated in Thai Baht from a local commercial bank. The loan matures in December 2008 and bears interest at the rate of Minimum Lending Rate (MLR) per annum. The loan facility is Baht 800 million and is secured by the subsidiary's land title deeds. In December 2008, the subsidiary repaid the whole amount.

During 2008, The Company obtained a loan which is denominated in Thai Baht in the amount of Baht 2,500 million from a local commercial bank. The agreement is for a period of 7 years and no principal is payable until October 2010. The loan bears interest at MLR-2.0% per annum. The loan is payable in 60 instalments. The Company uses its land and building as collateral.

During the year 2004, the Company issued unsecured and unsubordinated debentures, denominated in Thai Baht, offered to institutional investors and maturing in 2009 and 2010, bearing interest rates of 4.20% and 5.24% per annum, respectively.

During the year 2006, the Company issued unsecured and unsubordinated debentures,

denominated in Thai Baht in the amount of Baht 1,500 million offered to institutional investors and maturing in 2009, bearing interest rates at 6.39% per annum and at Minimum Loan Rate (MLR) less 1.55% per annum.

During the year 2007, the Company issued unsecured and unsubordinated debentures, denominated in Thai Baht 3,000 million, offered to institutional investors and maturing in 2012, bearing interest rate 4.25% per annum.

During 2008, The Company issued unsecured and unsubordinated debentures, denominated in Thai Baht 1,500 million, offered to institutional investors and maturing in 2011, bearing interest rate at 4.80% per annum.

During 2009, the Company issued unsecured and unsubordinated debentures, denominated in Thai Baht 3,200 million, offered to institutional investors and maturing in 2013, bearing interest rate at 4.50% per annum.

During 2009, the Company issued unsecured and unsubordinated debentures, denominated in Thai Baht 1,000 million, offered to institutional investors and maturing in 2014, bearing interest rate at 4.75% per annum.

On 3 June 2009, the Board of Directors approved the registration to withdrawn a land mortgage of a subsidiary from the mortgage Bank. The withdrawal was made on 14 July 2009.

During 2009, the Company issued unsecured and unsubordinated debentures, denominated in Thai Baht 1,000 million, offered to institutional investors and maturing in 2012, bearing interest rate at 4.00% per annum.

Effective interest rates and repricing / maturing analysis

(in thousand Baht)						
	Consolidated financial statements					
	Fixed interest rate maturing					Total carrying value
	Effective interest rate (%)	Floating interest rate	Within 1 year	In 1 to 5 years	After 5 years	
2009						
Long-term loans from financial institutions and institutional investors	4.67	5,312,864	1,520,988	9,835,594	-	16,669,446
						16,976,030
2008						
Long-term loans from financial institutions and institutional investors	5.16	5,757,263	2,275,604	6,962,239	-	14,995,106
						15,208,815
	Separate financial statements					
	Fixed interest rate maturing					Total carrying value
	Effective interest rate (%)	Floating interest rate	Within 1 year	In 1 to 5 years	After 5 years	
2009						
Long-term loans from financial institutions and institutional investors	4.47	2,500,000	1,500,000	9,700,000	-	13,700,000
						13,939,752
2008						
Long-term loans from financial institutions and institutional investors	4.75	3,000,000	2,000,000	6,000,000	-	11,000,000
						11,024,568

18. PROVISION FOR GUARANTEE PAYMENT

Provision for guarantee payment amounting to Baht 30.97 million is to guarantee property rental income for CPN Retail Growth Leasehold Property fund (See note 31).

19. OTHER CURRENT LIABILITIES

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Accrued expenses		1,142,066	1,187,887	458,922	422,321
Retention payable		644,698	505,140	183,221	161,670
Other accounts payable		268,091	236,113	127,025	87,340
Aval payable	12	108,000	-	-	-
Accrued interest expense		63,153	50,083	63,153	49,810
Unearned income		128,312	125,705	19,320	54,049
Others		315,207	250,338	124,247	103,184
Total		2,669,527	2,355,266	975,888	878,374

20. SHARE CAPITAL

(thousand share / thousand Baht)

	Par Value	2009		2008	
	(in Baht)	Number	Baht	Number	Baht
Authorised					
At 1 January - ordinary shares	1	2,178,816	2,178,816	2,178,816	2,178,816
At 31 December - ordinary shares	1	2,178,816	2,178,816	2,178,816	2,178,816
Issued and fully paid					
At 1 January - ordinary shares	1	2,178,816	2,178,816	2,178,816	2,178,816
At 31 December - ordinary shares	1	2,178,816	2,178,816	2,178,816	2,178,816

21. ADDITIONAL PAID-IN CAPITAL AND RESERVE

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

Fair value changes

Fair value changes recognised in shareholders' equity relate to cumulative net changes in the fair value of available-for-sale investments.

Reserve on business combination involving entities under common control

The differences arising from common control transactions represent the excess of the book values of certain subsidiary lower their cost as

of the date of their acquisition and have been recorded as a reserve. It is non-distributable and will be retained until the respective subsidiaries are sold or otherwise disposed of.

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

22. SEGMENT INFORMATION

Segment information is presented in respect of the Group's business and geographic segments. The primary format, business segments, is based on the Group's management and internal reporting structure.

Segment results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Business segments

The Group comprises the following main business segments:

Segment 1

Development of shopping centre buildings, office building and condominiums for rent including provision of utility services, operator of play land and water theme park in the shopping centre buildings

Segment 2

Sales of food and beverage in the shopping centres buildings

Segment 3

The hotel business

Financial information by business segments

	(in thousand Baht)					
	Segment 1		Segment 2		Segment 3	Total
	2009	2008	2009	2008	2009	2008
Revenues	10,178,473	8,142,322	639,429	456,309	116,354	10,934,256
Segment results	4,060,394	3,625,924	106,564	83,109	70,620	3,709,033
Interest income					27,337	59,109
Gain on lease under finance lease					3,206,942	-
Other income					1,545,393	712,013
Share of profits from investments accounted for using the equity method					450,542	361,907
Administrative expense					(1,993,571)	(1,463,597)
Directors' remuneration					(80,058)	(70,689)
Profit before finance cost and income tax expenses					7,394,163	3,307,776
Finance cost					(745,180)	(458,337)
Income tax					(1,699,258)	(650,702)
Profit after tax					4,949,725	2,198,737
Net profit of minority interest					1,898	(12,951)
Net profit for the year					4,951,623	2,185,786
Fixed assets by segment						
(As at 31 December)	38,023,681	31,574,959	81,941	85,963	327,903	31,660,922
Total assets by segment						
(As at 31 December)	50,446,418	43,667,102	100,630	116,678	348,402	43,783,780

23. OTHER INCOME

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Expenses claimed from tenants		261,733	237,892	82,035	68,894
Management income		288,633	169,726	400,688	273,694
Compensation from termination of fund	4	659,000	-	-	-
Others		335,967	304,335	216,321	166,528
Total		1,545,333	711,953	699,044	509,116

24. EXPENSES BY NATURE

Expenses by nature consisted of significant items as follow;

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Personal expenses	26	1,034,534	828,328	747,267	651,037
Depreciation / Amorisation		2,110,189	1,462,663	536,676	228,308
Finance cost	27	745,180	458,337	806,904	511,905
Utilities expenses		2,112,849	1,582,058	762,440	561,033
Rental expenses		457,498	363,730	475,698	452,125

25. ADMINISTRATIVE EXPENSES

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Marketing	639,299	506,309	248,027	221,584
Personnel	744,067	615,754	600,557	512,713
Administrative	113,023	86,515	105,409	83,830
Others	443,181	255,019	307,602	166,887
Total	1,993,570	1,463,597	1,261,595	985,014

26. EMPLOYEE BENEFIT EXPENSES

(in thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Wages and salaries	915,529	719,980	659,675	558,617
Contribution to defined contribution plans	18,310	15,680	15,488	13,318
Others	100,695	92,668	72,104	79,102
Total	1,034,534	828,328	747,267	651,037

The defined contribution plans comprise provident funds established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made

monthly by the employees at rates ranging from 3% to 10% of their basic salaries and by the Group at from 3% to 10% of the employees' basic salaries. The provident funds are

registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

27. FINANCE COSTS

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Interest expense:					
- subsidiaries and related parties	4	-	-	163,542	180,084
- financial institutions		709,250	435,798	615,440	318,687
Fee					
- related parties		126	-	126	-
- financial institutions		35,804	22,539	27,796	13,134
Total finance costs		745,180	458,337	806,904	511,905
Finance costs capitalised		55,979	127,083	-	127,083
		801,159	585,420	806,904	638,988

Finance costs for properties under development for the year 2009 have been capitalised at rates of 4.53% (2008: 4.77%). The capitalisation rate used represents the weighted average interest rate of general purposes borrowings.

28. INCOME TAX

(in thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2009	2008	2009	2008
Current tax expense					
Current year		799,805	774,152	348,404	360,253
		799,805	774,152	348,404	360,253
Deferred tax expense					
Movements in temporary differences	15	899,453	(123,450)	1,048,570	(27,597)
		899,453	(123,450)	1,048,570	(27,597)
Total		1,699,258	650,702	1,396,974	332,656

Reconciliation of effective tax rate

	Consolidated financial statements			
	2009		2008	
	Rate %	(in thousand Baht)	Rate %	(in thousand Baht)
Profit before tax		6,648,984		2,849,439
Income tax using the Thai corporation tax rate	30	1,994,695	30	854,832
Income tax reduction	-	(15,000)	(1)	(15,000)
Income not subject to tax	(11)	(768,197)	(9)	(249,643)
Expenses not deductible for tax purposes	7	487,760	2	60,513
Total	26	1,699,258	22	650,702

	Separate financial statements			
	2009		2008	
	Rate %	(in thousand Baht)	Rate %	(in thousand Baht)
Profit before tax		7,029,721		2,723,987
Income tax using the Thai corporation tax rate	30	2,108,916	30	817,196
Income tax reduction	-	(15,000)	(1)	(15,000)
Income not subject to tax	(10)	(730,147)	(18)	(490,835)
Expenses not deductible for tax Purposes	-	33,205	1	21,295
Total	20	1,396,974	12	332,656

Income tax reduction

Royal Decree No. 475 B.E. 2551 dated 5 September 2001 grants companies listed on the Stock Exchange of Thailand a reduction in the corporate income tax rate from 30% to 25% for

taxable profit not exceeding Baht 300 million for the five consecutive accounting periods beginning on or after enactment. Listed companies that received income tax reduction under this Royal

Decree are also eligible to continue the period of tax reduction under Royal Decree No. 475 but not beyond the 2010 accounting period ending on or after 31 December 2010.

29. BASIC EARNINGS PER SHARE

The calculations of basic earnings per share for the years ended 31 December 2009 and 2008 were based on the profit for the period attributable to equity holders of the Company and the number of ordinary shares outstanding during the year, calculated as follows:

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Profit attributable to equity holders of the Company (basic)	4,951,623	2,185,786	5,632,747	2,391,331
Number of ordinary shares outstanding	2,178,816	2,178,816	2,178,816	2,178,816
Basic earnings per share (Baht)	2.27	1.00	2.59	1.10

(in thousand Baht / thousand shares)

30. DIVIDENDS

At the annual general meeting of the shareholders of the Company held on 20 April 2008, the payment of dividends of Baht 0.33 per share was approved from 2007 operating results (total sum of Baht 719.0 million). The dividend was paid to shareholders in May 2008.

At the annual general meeting of the shareholders of the Company held on 30 April 2009, the payment of dividends of Baht 0.33 per share was approved from 2008 operating results (total sum of Baht 719.0 million). The dividend was paid to shareholders in May 2009.

31. LEASING OR SUB-LEASING PROPERTIES

The Board of Directors' meeting No. 3/2008, held on 2 July 2008, approved the basis of investing in the increased investment units of CPN Retail Growth Property Fund ("CPNRF")

and entering into the following land and building lease or sub-lease agreement as a lessor with CPNRF as follows:

- Land and buildings, owned by the Company, at CentralPlaza Pinklao including a shop building (partly), 2 office buildings, parking areas, relevant utilities systems, surrounding streets, entrances and exits for approximately 16 years which is the remaining term of land lease agreement with Hang Central Department Store Company Limited, a related company.
- Land and buildings of Central Pattana Chiangmai Co., Ltd., a subsidiary, at CentralPlaza Chiangmai Airport including a shop building (partly), indoor and outdoor parking areas, relevant utilities systems, surrounding streets, entrances and exits to lease for 40 years.

However, on 13 October 2008, the Board of Directors' meeting No. 5/2008 approved to suspend the additional investment and leasing

or sub-leasing such properties to CPNRF until the market improves.

Subsequently, at the Board of Director's meeting No.3/2009 on 15 July 2009 passed a resolution approving, in principle, to invest in additional investment units of CPN Retail Growth Leasehold Property Fund (Formerly CPN Retail Growth Property Fund) and to lease/ sublease land including Shop building (certain part) and office building of Central Plaza Pinklao Shopping Complex for approximately 15 years but to suspend leasing/subleasing arrangement for properties of Central Pattana Chiangmai Co., Ltd. However, such process subject to approval for the capital increase and other related issues for sale of additional investment units of CPN Retail Growth Leasehold Property Fund.

On 4 November 2009, The Company leased/ sub-leased parts of Central Plaza Pinklao assets to CPNRF with a total value of Baht 5,680 million (this amount includes CPNRF

additional issuance and offering expense of Baht 100 million, which is the responsibility of CPN). The Company recorded gain on lease under finance lease for the year of Baht 3,206.9 million and Baht 3,851.3 million in the consolidated and separate statements of income, respectively. The Company, along with SCB Asset Management (the fund manager), has already registered the property leasehold right, which represents the following assets:

- Certain part of the retail shopping complex, and two office buildings (the whole buildings), including parking areas in those buildings (according to the proportion of the utilised areas of the shopping complex and the office buildings in which CPNRF will invest).
- Ownership of utilities systems and assets that are related to Central Plaza Pinklao project; and
- Land including the shopping complex, office buildings, parking areas, surrounding streets and entrances and exits of Central Plaza Pinklao project.

Central Pattana Public Company Limited as the owner of Central Plaza Pinklao Shopping Complex has agreed to guarantee the net property income (before leasing commission) generated from Central Plaza Pinklao Shopping Complex up to a total amount of Baht 629 million for the year 2010 during which time the refurbishment and renovation of Central Plaza Pinklao Shopping Complex will take place in order to ensure a stable and continual level of cash flows to the Fund from the lease of areas in Central Plaza Pinklao Shopping Complex during such period.

32. FINANCIAL INSTRUMENTS

The principal financial risks faced by the Group are interest rate risk and credit risk. The Group borrows at both fixed and floating rates of interest to finance its operations. Credit risk arises from the risk in the collectability of rental fees.

Credit risks

The current policies established by the Group to manage credit risk are:

- To collect an advance equivalent to 6 months rental from customers.
- To terminate rental contracts for tenants whose rental fees are outstanding over 90 days.

Liquidity risks

The liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments.

The objective of liquidity risk management of the Group is to have appropriate and sufficient capital for cash outflow for investment at present and in the future and to be able to invest such capital to gain appropriate returns under investment policies of the Group.

Capital management

The Board's policy is to maintain a strong capital base so as to maintain investors, creditors and market confidence and to sustain future development of the business. The Board monitors the return on capital which the Group defines as result from operating activities divided by total shareholders' equity, excluding minority interests and also monitors the level of dividends to ordinary shareholders.

Risk management: Main sources of capital of the Group are from equity, long-term loans and procuring capital through local money and capital markets by issuing debentures and transferring assets to property fund under conservative capital structure policies consisting of maintaining net interest-bearing debt to equity ratio at approximately 1.00, procuring capital with appropriate and market-consistent cost of capital and maintaining the level of debts with floating interest rate not over debts with fixed interest rate to prevent from interest rate fluctuation risk.

Fair values

The carrying amounts of the following financial assets and financial liabilities approximate to their fair values: cash and cash equivalents, investments, trade accounts receivables and payables, other receivables and payables, loans to subsidiaries, short-term borrowings and floating interest rate long-term borrowings. Information on the fair values of borrowings is included in Note 17.

33. COMMITMENTS WITH NON-RELATED PARTIES

(in million Baht)

	Consolidated financial statements		Separate financial statements	
	2009	2008	2009	2008
Capital commitments				
Contracted but not provided for Vehicle	1	2	1	2
Buildings and facilities system	1,828	2,414	-	1
Total	1,829	2,416	1	3
Non-cancellable operating lease commitments				
Within one year	288	278	-	-
After one year but within five years	1,604	1,404	-	-
After five years	14,030	14,554	-	-
	15,922	16,236	-	-
Other commitments				
Bank guarantees	327	287	140	121

(a) The Group entered into a land lease agreement with a third party. The land was leased for the construction of a building for lease. The lease agreement was for a period of 30 years ending in May 2027. Under the conditions of the agreement, the Group paid advance rental, which is presented in the balance sheets as leasehold rights and has to pay monthly rental. The rental will be increased every five years at the rate of 10% of the latest month rental.

(b) The Group entered into a land lease agreement with a local company. Land was leased for the construction of a shopping centre for lease. The lease agreement was for a period of 30 years ending in June 2030. Under the conditions of the agreement, the Group paid advance rental, which

is presented in the balance sheet as leasehold rights, and has to pay a monthly rental. The rental will be increased every three years at the rate of 15% of the latest rental. The agreement can be renewed for the same period as the lessor is able to renew with the landlord. The lessor would obtain the rights to the buildings and improvements thereon at the lease expiration date. During 2006, the Group has not paid the lease payments under this agreement since the project has been temporarily suspended. The lease term and conditions are under consideration to be amended by both parties. However, during the year 2007 the Group entered into an agreement to cancel the lease, as a result of which the Group had to pay a compensation fee to the lessor of Baht 377 million.

On 29 June 2007, the Group entered into two land lease agreements with a local company. Under the conditions of the agreement, the Group paid advance rental, which is presented in the balance sheets as leasehold rights. One agreement charges no monthly lease fee for the period of 3 years, from 1 July 2007 to 30 June 2010. The other agreement is a land lease agreement for the period of 30 years from 1 July 2010 to 30 June 2040. Under the conditions of the latter agreement, the Group has to pay the land rental charge of Baht 700,000 per month which will be increased at the rate of 15%, every three years from 1 July 2010. This agreement can be renewed for another 10-year period (till 30 June 2050) with monthly rental charge at the same rate as at 30 June 2040 for

the whole additional 10 years. The Group uses these leasehold rights as collateral for Bank a/c on the promissory notes, which are also guaranteed by the Company. As at 31 December 2009, the Company has already paid the whole amount of such promissory notes.

(c) The Group entered into three lease agreements with third parties for the construction of shop buildings for lease and shophouses. Two land lease agreements were for a period of 30 years ending in August 2025 and in June 2030, respectively. Another agreement is for a lease of shophouses for a period of 26 years ending in July 2021. Under the conditions of the agreements, the Group has to pay advanced rental and guarantee for rights, which is presented in the balance sheets as leasehold rights, and guarantee for leasehold rights. In addition, the Group has to pay a monthly rental which will be revised every five years. The Group received a refundable guarantee deposit amounting to Baht 20 million in 1997 and will receive the remaining balance of the refundable guarantee deposits amounting to Baht 298.6 million from the 21st year of the lease to the end of the 30 years lease term. The land lease agreements can be renewed for a period of not less than 15 years through a one year advance written notification before expiration in which the terms will be renegotiated upon renewal. The lessor will obtain the ownership rights of buildings and improvements thereon at the lease expiration date. Upon the expiration of the shophouse lease, the lessor will give the Group a priority in renewing the lease agreement.

The Group entered into three land lease agreements with the third parties to construct shop buildings for rent. The lease agreement

covered a 30-year period ending in 2038. Under the conditions of the agreement, the Group had to pay advanced rental, which was presented in the balance sheets as leasehold right. In addition, the Group has to pay a rental annually. The rental will be increased every 3 years at the rate of 12%. The lease can be renewed for another 10-year period 2 years before the agreement terminated with the new rate and compensation agreed.

(d) In 2003, the Group entered into a land and building lease agreement as lessee with The Bureau of the Crown Property. The lease agreement was for a period of 30 years ending in December 2032 during which the Group has to pay a monthly rental. Under the conditions of the agreement, the agreement can be renewed for another 30-year period in which the terms have been agreed. The lessor obtains the ownership rights of building and improvements on the first day of the lease.

In 2007, the Group entered into two MOU comprising of the cancellation of certain land lease under the principal agreement with The Bureau of the Crown Property and appointment of its related company as the new lessee under conditions stipulated in a new agreement between the lessor and the related company for a period of 25 years commencing 1 January 2007 to 22 December 2032. However, the Group has commitment to pay rental fee to The Bureau of the Crown Property after the termination of the lease period.

(e) In 2005, the Group entered into a land lease agreement with a local company for the construction of shop buildings and parking. The land lease agreement was for a period of 28 years 10 months ending in September 2034. Under the conditions of the agreement,

the Group has to pay a monthly rental from September 2006. The rental will be increased every five years at the rate of 5% of the latest month rental. The lease agreements can be renewed six months in advance by written notification before expiration in which the terms will be renegotiated upon renewal.

Subsequently, in 2009, the Group entered into an MOU to amend land lease agreement under the same period and condition as it may be surrendered to the government for the mass rapid transit.

On 9 August 2007, the Group entered into a land and building lease agreement with a third party. The lease agreement was for the period of 30 years ending in 31 August 2037. Under the conditions of the agreement, the Group has to pay a yearly rental. The rental will be increased every five years at the rate of 35% of the latest month rental. The lease agreement can be renewed by notification one year in advance.

(f) As at 31 December 2009 the Company has no short-term deposits pledged with commercial banks for letters of guarantee (31 December 2008: Short-term deposits amounting to Baht 4.3 million were pledged with commercial banks for letters of guarantee issued by the banks on behalf of the Group).

34. CONTINGENT LIABILITIES

Guarantee

As at 31 December 2009, the Company entered into a loan guarantee agreement for subsidiaries totalling Baht 3,122 million (2008: Baht 3,578 million).

Litigation

The significant litigation of the Company and the progress of litigation up to 31 December 2009 are as follows:

(a) In 1996, a local company filed a case with the court against the Company for breach of rental agreement amounting to Baht 83.4 million. The Company filed a counter-claim with the court against that company for damages of Baht 2.5 million. In October 2001, the First Court gave its verdict in favour of the Company. However, in September 2004, the Appeal Court gave verdict in favour of a counter party. At present, the case has been appealed in the Supreme Court.

(b) In 2003, individuals filed a case with the court against the Company for damages caused by the Company's construction project amounting to Baht 64.9 million. In August 2005, the First Court gave its verdict in favour of the Company. At present, the case has been appealed in the Appeal Court.

35. EVENT AFTER THE REPORTING PERIOD

At the Board of Directors' meeting of the Company held on 25 February 2010 passed significant resolutions as follows:

- approving the appropriation of dividends from 2009 operating result of Baht 0.58 per share (totalling Baht 1,263.7 million).
- approving the issuance of unsubordinated secured and/or unsecured debentures with a tenure of not over 10 years of not exceeding Baht 5,000 million to support the investment plan of the Company.

At the Extraordinary Shareholders' meeting No. 1/2010 of Thaipat Property Co., Ltd. ("the subsidiary") held on 2 February 2010 passed a resolution as follows:

- to change the Company's name from "Thaipat Property Co., Ltd." to "CPN Chiangrai Co., Ltd.". The subsidiary registered the change in its name with the Ministry of Commerce on 15 February 2010.
- to increase the registered capital of the subsidiary amounting to Baht 699.9 million by issuing 69.9 million ordinary shares at Baht 10 per share and calling up 25%, totalling Baht 174.98 million. The subsidiary registered the increase in capital with the Ministry of Commerce on 15 February 2010.

36. THAI ACCOUNTING STANDARDS (TAS) NOT YET ADOPTED

The Group has not adopted the following revised TAS that have been issued as of the balance sheet date but are not yet effective. These revised TAS will become effective for financial periods beginning on or after 1 January 2009.

TAS	Topic	Year effective
TAS 24 (revised 2009)	Related Party Disclosures (formerly TAS 47)	2011
TAS 40	Investment Property	2011

Management is presently considering the potential impact of adopting and initial application of these new and revised TAS on the consolidated and separate financial statements.

37. RECLASSIFICATION OF ACCOUNTS

Certain accounts in the 2008 financial statements have been reclassified to conform to the presentation in the 2009 financial statements as follows:

(in million Baht)

	2008					
	Consolidated financial statements			Separate financial statements		
	Before reclass.	Reclass.	After reclass.	Before reclass.	Reclass.	After reclass.
Balance sheets						
Investments in subsidiaries, jointly-controlled entity and associates	-	-	-	19	(19)	-
Investment in subsidiaries	-	-	-	-	15	15
Investment in associates	-	-	-	-	4	4
		-			-	
Statement of income						
Interest income	(167)	108	(59)	-	-	-
Administrative expenses	1,552	(88)	1,464	1,063	(78)	985
Management benefit expenses	5	65	70	499	13	512
Finance costs	543	(85)	458			
		-			-	

The reclassifications have been made because, in the opinion of the management, the new classification is more appropriate to the Group's business, and is to comply with the format prescribed under the announcement of the Department of Business Development.

AUDITOR’S FEE

1. Audit fee

In 2009, Audit fee of the Company and its subsidiaries had been paid for audit firm that the auditor work for amounted to Baht 5,220,000.

2. Other service fee

- None -

MANAGEMENT BIOGRAPHY

1

Mr. Vanchai Chirathivat

Age 82 years

Percentage of Shareholding
in the Company 0%

Chairman

Education

- Honorary Doctor of Philosophy, Psychological, Ramkhamhaeng University
- Honorary Doctor of Business Administration, Khon Kaen University

Other Current Positions

- Chairman, Central Group of Companies Co., Ltd.
- Chairman, Central Department Store Co., Ltd.
- Chairman, Central Trading Co., Ltd.
- Chairman, Central Plaza Hotel Plc.
- Honorary Chairman, Malee Sampran Public Co., Ltd.
- Honorary Chairman, Post Publishing Plc.
- Permanent Honorary President, Ethics and Morals Foundation
- Permanent Honorary President, The Institute of Thai Hainan
- Vice Chairman, Thainfar Hospital Foundation
- Director, Indara Insurance Plc.
- Director, Board of Commercial Investment Thailand - China

2

Mr. Paitoon Taveebhol

Age 59 years

Percentage of Shareholding
in the Company 0%

- Independent Director
- Chairman of Audit Committee
- Advisory Chairman of Risk Management Committee

Education

- B.A. (Accounting), Ramkhamhaeng University
- MBA, Kasetsart University
- Certificate in Auditing, Thammasat University

Experience

- Managing Director, Arthur Andersen Business Advisory Ltd.
- Director, Executive Director, SGV-Na Thalang Co., Ltd.
- 2003-2005 - Managing Director, BT Business Consulting Co., Ltd.
- 1998-2000 - Vice President, Council Member, The Institute of Internal Auditors of Thailand
- 1991-2005 - President, Secretary General, The ASEAN Federation of Accountants
- 1991-2003 - Vice President, Council Member, The Institute of Certified Accountants and Auditors of Thailand

Other Current Positions

- Independent Director, Audit Committee and Corporate Governance, Somboon Advance Technology Plc.
- Board Member, Mater Dei School
- President, Mater Dei Institute Parent and Teacher Association

- Vice Chairman, Mater Dei Institute Foundation
- Audit, Following and Evaluation Committee, Walailak University

Completed Program from Thai Institute of Directors (IOD)

- 2009 - Monitoring Fraud Risk Management (MFM)
- 2008 - Chartered Director Class (R-CDC)
- 2005 - Audit Committee Program (ACP), Role of Chairman Program (RCP)
- 2003 - Director Certification Program (DCP), Director Accreditation Program (DAP)

3

Mr. Chackchai Panichapat

Age 71 years

Percentage of Shareholding
in the Company 0%

- Independent Director
- Audit Committee Member
- Chairman of Nomination and Remuneration Committee

Education

- B.E. (Electrical Engineering), Chulalongkorn University
- M.E. (Electrical Engineering), University of Texas, U.S.A.
- National Defense College, The Joint State - Private Sectors Course, Class I

Experience

- Deputy Secretary General of the Board of Investment, Thailand Board of Investment

Other Current Positions

- Independent Director, Advisory Board Member, Saha Union Plc.
- Director, Executive Director, Amata Corporation Plc.
- Independent Director, Chairman of the Audit Committee, and Member of the Nomination and Remuneration Committee, City Sports and Recreation Plc.
- Independent Director, Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee, Kang Yong Electric Plc.
- Advisor, Thitikorn Plc.
- Chairman, Magnecomp Precision Technology Plc.
- Chairman, Precipart Co., Ltd.
- Chairman, Amata Water Co., Ltd.
- Chairman, Amata Vietnam Co., Ltd.
- Director, Union Energy Co., Ltd.
- Director, San Miguel Beer (Thailand) Co., Ltd.
- Director, San Miguel Marketing (Thailand) Co., Ltd.

Completed Program from Thai Institute of Directors (IOD)

- 2009 - Audit Committee Program (ACP)
- 2007 - Role of the Compensation Committee (RCC)
- 2006 - Director Certification Program (DCP)
- 2005 - Finance for Non-Finance Directors (FND)
- 2003 - Director Accreditation Program (DAP)

4

Mrs. Sunandha Tulayadhan

Age 63 years
Percentage of Shareholding
in the Company 0%

- Independent Director
- Audit Committee Member
- Nomination and Remuneration Committee Member

Education

- B.A. (Liberal Arts), College of New Rochelle, U.S.A.

Experience

- Chairman, Ogilvy & Mather Group, Thailand and Vietnam
- Regional Executive Board Member, Ogilvy & Mather Asia Pacific
- Director, Ogilvy & Mather Worldwide Board

Other Current Positions

- Honorary Chairman, WPP Group, Thailand and Vietnam

Completed Program from Thai Institute of Directors (IOD)

- 2009 - Monitoring Fraud Risk Management (MFM)
- 2007 - Seminar "Audit Committee : Experience, Problems and Good Practices"
- 2005 - Audit Committee Program (ACP), Finance for Non-Finance Directors (FND)
- 2004 - Directors Accreditation Program (DAP), Seminar : Directors Forum 3/2004, Seminar : Directors Forum 2/2004

5

Mr. Karun Kittisataporn

Age 62 years
Percentage of Shareholding
in the Company 0%

- Independent Director

Education

- B.C.A. (Economics) Victoria University, New Zealand
- M.A. (International Trade), Syracuse University, U.S.A.
- Diploma, GATT Commercial Policy Course, Geneva, Switzerland
- National Defense College, The Joint State - Private Sectors Course, Class 8

Experience

- 2006-2008 - Member, The National legislative Assembly
- 2001-2007 - Permanent Secretary, The Ministry of Commerce

Other Current Positions

- Independent Director, Chairman of Nomination and Remuneration Committee, Bank of Ayudhya Plc.
- Independent Director, Audit Committee Member, Sahamit Machinery Plc.
- Director, The Public Sector Development Commission
- Director, The Insurance Commission
- Commission Member, The Securities and Exchange Commission
- Director, The Council of State

- Chairman, The Support Arts and Crafts International Centre of Thailand (Public Organization)

Completed Program from Thai Institute of Directors (IOD)

- 2009 - Audit Committee Program (ACP), Financial Statements for Directors (FSD)
- 2008 - Role of the Compensation Committee (RCC)
- 2006 - Director Certification Program (DCP)

6

Mr. Kanchit Bunajinda

Age 42 years
Percentage of Shareholding in the Company 0%

- Director
- Nomination and Remuneration Committee Member

Education

- B.E. (Civil Engineering), Chulalongkorn University
- MBA (Finance and International Business) Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Kellogg Graduate School Management, Northwestern University, in an exchange program of Sasin Graduate Institute of Business Administration, Chulalongkorn University

Experience

- Senior Vice President, Heading the Financial Institutions group and the Mergers and Acquisition practice, Merrill Lynch Phatra Co., Ltd. (Currently- Phatra Securities Plc.)

Other Current Positions

- Director, Private Equity (Thailand) Co., Ltd. (An affiliate of Lombard Investment, Inc.)
- Director, Preuksa Real Estate Plc.
- Director, Central Plaza Hotel Plc.
- Audit Committee Member, True Visions Plc.
- Alternate Director, Asian Corporate Governance Association Limited, Hong Kong

Completed Program from Thai Institute of Directors (IOD)

- 2009 - Director Luncheon Briefing (DLB), Monitoring of the Quality of Financial Reporting (MFR), Monitoring the Internal Audit Function (MIA), Monitoring the System of Internal Control and Risk Management (MIR)
- 2006 - Audit Committee Program (ACP)
- 2005 - Director Accreditation Program (DAP)
- 2003 - Director Certification Program (DCP)

7

Mr. Suthichai Chirathivat

Age 69 years
Percentage of Shareholding in the Company 1.93%

Director

Education

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

Experience

- Vice Chairman, Chief Financial Officer, Central Group of Companies Co., Ltd.
- Assistant General Manager, Central Department Store Co., Ltd
- Manager, Central Department Store-Silom Branch
- Assistant Manager, Central Department Store-Silom Branch

Other Current Positions

- Executive Chairman, Central Group of Companies Co., Ltd.
- Vice Chairman and Executive Vice Chairman, Central Plaza Hotel Plc.

Completed Program from Thai Institute of Directors (IOD)

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

8

Mr. Suthikiati Chirathivat

Age 67 years
Percentage of Shareholding in the Company 1.92%

Director

Education

- Diploma in Mechanical Engineering, South West Essex Technical College, U.K.
- B.A. (Political Science), Ramkhamhaeng University
- A.M. (Political Science), Ramkhamhaeng University

- Honorary Doctor of Philosophy in Mass Communications, Ramkhamhaeng University
- National Defense College, The Joint State - Private Sectors Course, Class I
- National Defense College, The Modern Management Course, Class I

Experience

- Assistant Manager, Central Trading Co., Ltd.
- Assistant General Manager, Central Department Store Co., Ltd
- The Founder and Head of Thai Retailers Association
- Advisor to The Minister of Tourism and Sports
- Director, Assumption Association

Other Current Positions

- Chairman of The Executive Board, Central Plaza Hotel Plc.
- Director, Executive Vice Chairman, Central Group of Companies Co., Ltd.
- Director, Chairman Executive Committee, Post Publishing Plc.
- Honorary Advisory Board Member, The Magazine Association of Thailand
- Director, Thai Tourism Industry Association

Completed Program from Thai Institute of Directors (IOD)

- 2008 - Director Accreditation Program (DAP)

9

Mr. Suthichart Chirathivat

Age 64 years
Percentage of Shareholding
in the Company 1.07%

- Director
- Advisory of Nomination and Remuneration Committee

Education

- B.A. (Accounting), St. Joseph's College. U.S.A.
- National Defense College, The Joint State - Private Sectors Course, Class I I

Experience

- President and Chief Executive Officer, Central Retail Corporation Ltd.
- President, Thai Retailers Association
- Chairman, Committee of Retail Business, Thai Chamber of Commerce
- Advisor, Board of Trade of Thailand
- Director and Treasurer, Foundation for Environment Preservation

Other Current Positions

- Chairman, Big C Super Center Plc.
- Executive Director, Central Plaza Hotel Plc.
- Executive Director, Central Group of Companies Co., Ltd.
- Director, The Vintage Club Co., Ltd.
- Director, Tiang Chirathivat Foundation
- Director and Treasurer, Billiard Sports Association of Thailand

Completed Program from Thai Institute of Directors (IOD)

- 2004 - Director Accreditation Program (DAP)
- 2003 - Finance for Non-Finance Directors (FND), Board and CEO Assessment
- 2000 - Role of Chairman Program (RCP)

10

Mr. Sudhisak Chirathivat

Age 64 years
Percentage of Shareholding
in the Company 0.65%

- Director
- Advisory of Nomination and Remuneration Committee

Education

- B.A. (Mathematic), St. John Fisher College, U.S.A.

Experience

- President, Central Marketing Group
- Managing Director, Central Garment Factory Co., Ltd.
- Managing Director, Prin Intertrade Co., Ltd.

Other Current Positions

- Chairman, Robinson Department Store Plc.
- Executive Director, Central Group of Companies Co., Ltd.
- Executive Director, Central Plaza Hotel Plc.
- Director, Central Garment Factory Co., Ltd.
- Director, Harn Chiangmai Department Store Ltd.
- Director, Central Trading Co., Ltd.

Completed Program from Thai Institute of Directors (IOD)

- 2007 - Director Accreditation Program (DAP), Director Certification Program (DCP)

11

Mr. Sudhitham Chirathivat
Age 62 years
Percentage of Shareholding
in the Company 0.65%

- Director
- Advisory of Nomination and Remuneration Committee

Education

- B.A. (Electrical Engineering), University of Maryland (College Park), U.S.A.
- MBA (Operations Research), Iona University, U.S.A.
- National Defense College, The Joint State-Private Sectors Course, Class 13

Experience

- Director, The Thai Chamber of Commerce
- President, Rotary Club of Bangkok
- Chairman, Coffee Partners Co., Ltd. (Starbucks-Thailand)
- President and Founder, Thai Shopping Center Association
- 1990-2002 - Managing Director, Chief Executive Officer, Central Pattana Plc.
- Advisor to The Ministry of Commerce
- 1980-1992 - Executive Vice President / President - Store Planning, Marketing, and Business Development / Vice President - Marketing, and Merchandising, Central Department Store Co., Ltd

Other Current Positions

- Executive Director, Vice Chairman, Robinson Department Store Plc.
- Executive Director, Central Group of Companies Co., Ltd.
- Executive Director, Central Plaza Hotel Plc.
- Director, Central Holding Co., Ltd.
- Director, The Vintage Club Co., Ltd.
- Member, The National Legislative Assembly Thailand Bullet

Completed Program from Thai Institute of Directors (IOD)

- 2003 - Director Certification Program (DCP)

12

Mr. Kobchai Chirathivat
Age 54 years
Percentage of Shareholding
in the Company 1.22%

- Director
- Advisory Vice Chairman of Risk Management Committee

Education

- LL.B. (Law), Chulalongkorn University
- M.A. (Political Science), University of Notre Dame, Indiana, U.S.A.
- MBA, University of Chicago Graduate School of Business, U.S.A.
- National Defense College, The Joint State-Private Sectors Course, Class 21

Experience

- Chief Operating Officer and Executive Vice President, Central Pattana Plc.
- Senior Vice President - Business Development, Central Pattana Plc.

- Director-Property Management, Central Pattana Plc.
- Deputy Managing Director, Central Trading Co., Ltd.
- Marketing Manager, Central Trading Co., Ltd.
- Assistant Manager, Central Trading Co., Ltd.

Other Current Positions

- Director, Sakura Restaurant Co., Ltd.
- Director, Central Advance System Co., Ltd.
- Director, Genesis Corporation Co., Ltd.

Completed Program from Thai Institute of Directors (IOD)

- 2001 - Director Certification Program (DCP)

13

Mr. Prin Chirathivat
Age 47 years
Percentage of Shareholding
in the Company 1.38%

- Director
- Advisory of Nomination and Remuneration Committee
- Advisory Vice Chairman of Risk Management Committee

Education

- B.A. (Accounting) Skidmore College, U.S.A.
- MBA (Business Management) Sasn Graduate Institute of Business Administration Chulalongkorn University

Experience

- 2002-2005 - Director, Dhanamitr Factoring Plc.
- 1999-2006 - Director, Indara Insurance Plc.
- 1998-2004 - Executive Director, Interlife John Hancock Assurance Plc.

- 1995-2007 - Director; General Card Service Co., Ltd.
- 1990-2002 - Executive Director; Central Department Store Co., Ltd.
- 1988-1989 - Investment Banking, Thanachart Securities Plc.

Other Current Positions

- Executive Director, Central Plaza Hotel Plc.
- Director; Executive Director; Central Retail Corporation Ltd.
- Executive Director, Central Group of Companies Co., Ltd.
- Chairman of Audit Committee, Bualuang Securities Plc.
- Director; Robinson Department Store Plc.
- Director; Malee Sampran Plc.
- Advisor; Marketing For Alternative Investment (MAI)
- Steering Support Committee, Chiangrai Rajabhat University

Completed Program from Thai Institute of Directors (IOD)

- 2009 - Monitoring Fraud Risk Management (MFM), Monitoring of the Quality of Financial Reporting (MFR)
- 2007 - Monitoring the Internal Audit Function (MIA), Monitoring the System of Internal Control and Risk Management (MIR)
- 2006 - Chief Financial Officer
- 2005 - Director Accreditation Program (DAP), Audit Committee Program (ACP), Role of Chairman Program (RCP)
- 2000 - Director Certification Program (DCP)

14

Mr. Sudthidej Chirathivat

Age 59 years
Percentage of Shareholding
in the Company 0.75%

Senior Executive Vice President, Business Development and Project Construction

Education

- B.A. (Business Management), Prince George College, U.S.A.

Experience

- Executive Vice President - Business Development and Project Construction, Central Pattana Plc.
- Vice President – Leasing, Central Pattana Plc.
- Manager – Leasing, Bangna Central Property Co., Ltd.
- Vice President - Leasing and Marketing, Central Trading Co., Ltd.
- Vice President, Food Park Co., Ltd.
- 2002-2004 - Director, Central Pattana Plc.

15

Mr. Naris Cheykin

Age 48 years
Percentage of Shareholding
in the Company 0%

- Senior Executive Vice President, Finance, Accounting and Property Management
- Chairman of Risk Management Committee

Education

- B.A. (Accounting), Thammasat University
- M.A. (Accounting), Thammasat University

Experience

- Director; Vice President, Thai Wah Plc.
- Group Financial Controller, Tanayong Plc.
- Computer Audit Supervisor, SGV Na ThaLang Co., Ltd.
- 1996-1998 - Senior Vice President, Siam City Bank Plc.
- 1996-1998 - Director; Executive Director, Siam City Insurance Co., Ltd.

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Mr. Suthipak Chirathivat

Age 48 years
Percentage of Shareholding
in the Company 0.59%

Executive Vice President, Office of the President

Education

- Mini MBA (Property), Faculty of Architecture, Chulalongkorn University
- Mini MBA, Faculty of Commerce and Accountancy, Chulalongkorn University
- Real Estate Investment, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Executive MBA, Sasin Graduate Institute of Business Administration, Chulalongkorn University

Experience

- Executive Vice President - Leasing, Central Pattana Plc.
- Executive Vice President - Business Development, Central Pattana Plc.
- Executive Vice President - Marketing, Central Pattana Plc.
- Vice President - Business Development, Central Pattana Plc.
- Senior Leasing and Marketing Manager, Central Pattana Plc.
- Executive Vice President, Thai International Fast - Food Co., Ltd.
- Executive Vice President, Central Garment Factory Co., Ltd.
- Marketing Manager, Central Garment Factory Co., Ltd.

17

Mr. Terachart Numanit

Age 52 years
Percentage of Shareholding in the Company 0%

- Executive Vice President, Project Construction
- Risk Management Committee Member

Education

- BSCE, Polytechnic University, U.S.A.
- Certificate Program: Executive Financial Management, Class I I, Faculty of Economics, Chulalongkorn University

Experience

- Chief Estimate, John Holland (Thailand)
- Project Manager, New York City, Transit Authority, NYC., U.S.A.
- Project Engineer, Parsons Brinckerhoff, NYC., U.S.A.
- Special Project Manager, Philip Holzman (Thailand)
- 2001-2003 - Project Director, Itochu (Thailand) Co., Ltd.
- 1997-2001 - Special Project Director, K-Tech Construction and Engineering Co., Ltd.

18

Ph.D. Nattakit Tangpoonsinthana

Age 45 years
Percentage of Shareholding in the Company 0%

Executive Vice President, Marketing

Education

- B.A. (Communication Arts), Chulalongkorn University
- M.A. (Communication), The University of North Texas, U.S.A.
- MBA (Marketing), The University of North Texas, U.S.A.
- Ph.D. Communication (Broadcasting Management), Chulalongkorn University

Experience

- Advisor to The Minister of Science and Technology
- 2004-2006 - Chief Marketing Officer - Strategic Marketing Division, Thai Samsung Electronics Co., Ltd.

Other Current Positions

- Visiting Lecturer-Mass Communication, The Faculty of Communication Arts, Chulalongkorn University

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Ms. Wallaya Chirathivat

Age 48 years
Percentage of Shareholding in the Company 0.40%

- Executive Vice President, Business Development and Project Construction
- Risk Management Committee Member

Education

- B.A. (Business Management), University of California, Los Angeles (UCLA), U.S.A.
- MBA, University of Hartford, U.S.A.
- Advance Management Program - Executive Course, Harvard Business School, U.S.A.

Experience

- 1998-2004 - Executive Vice President, Central Retail Corporation Co., Ltd.
- 1996-1998 - Co-Chief Executive Officer, Tops Supermarket
- 1988-1996 - Managing Director, Central Supermarket
- 1985-1988 - Vice President, Central Department Store Co., Ltd.

20

Mrs. Narttaya Chirathivat

Age 46 years

Percentage of Shareholding
in the Company 0.40%

Executive Vice President, Leasing

Education

- B.A. (Economic), University of Hartford, U.S.A.
- MBA, University of Hartford, France

Experience

- 1995-2009 - Senior Vice President – Merchandising, Robinson Department Store Plc.
- 1992-1995 - Director - Softline Merchandising, Big C Super Center Plc.
- 1990-1992 - General Manager, Central Retail Logistic Co., Ltd.
- 1988-1990 - Director, Central Department Store Co., Ltd.
- 1986-1988 - Manager, J & S Import Part., Ltd.

- Ph.D. (Strategy and Marketing), Cornell University, U.S.A.

Experience

- 2006-2009 - Chief Operating Officer, Senior Executive Vice President, Thanachart Bank Plc.
- 2003-2006 - Deputy Managing Director and Chief Operating Officer, Rangsit Plaza Co., Ltd. (Future Park Rangsit Shopping Center)
- Assistant Professor, Cornell University and University of Wisconsin, U.S.A.
- Consultant for several companies in various businesses - Bank, Retail, Real Estate, Hotel and Pharmaceutical in U.S.A.
- Senior Executive Vice President, Bangkok Dusit Medical Services Plc. (Bangkok Hospital)
- Senior Executive Vice President, Thonburi Hospital Plc. (Piyavate Hospital)
- Consultant for strategy and marketing, Osotspa Co., Ltd.

21

Ph.D. Sumas Wongsunopparat

Age 47 years

Percentage of Shareholding
in the Company 0%

Executive Vice President, Corporate Strategy Office

Education

- M.D. Siriraj Hospital, Mahidol University
- MBA (Finance and Marketing), Carnegie Mellon University, U.S.A.

GENERAL INFORMATION OF BUSINESS HELD BY THE COMPANY 10% UPWARD

Company	Address	Nature of Business	Registered Capital	Percentage of Shareholding
1. Central Realty Services Co., Ltd.	999/9 Rama I Rd., Patumwan, BKK.10330 Tel +66 (0) 2667 5555	Servicing of Shopping Center Facilities	1,000,000	99.99%
2. Central Food Avenue Co., Ltd.	1697 Phaholyothin Rd., Chatuchak, BKK.10900 Tel +66 (0) 2793 6000	Restaurant operations and servicing of shopping complex and food center	1,000,000	99.99%
3. Lang Suan Realty Co., Ltd.	95/3 Lang Suan Rd., Lumpini, Patumwan, BKK.10330 Tel +66 (0) 2652 2277	Residential condominium and shop space for rent	1,000,000,000	99.99%
4. Central Pattana Rama2 Co., Ltd.	128 M.6 Rama 2 Rd., Samaedum, Bangkhuntian, BKK.10150 Tel +66 (0) 2866 4300	Shopping Center: CentralPlaza Rama 2	1,500,000,000	99.99%
5. Central Pattana Chiangmai Co., Ltd.	2 Mahidol Rd., 252-252/I Wualai Rd., Haiya, Muang, Chiangmai 50100 Tel +66 (0) 5399 9199	Shopping Center: CentralPlaza Chiangmai Airport	1,000,000,000	99.99%
6. Central Pattana Rattanathibet Co., Ltd.	68/100, 68/919 M.8 Rattanathibet Rd., Bangkrasor, Muang, Nontaburi 11000 Tel +66 (0) 2834 6000	Shopping Center: CentralPlaza Rattanathibet	800,000,000	99.99%
7. Central Pattana Rama3 Co., Ltd.	79 Sathupradit Rd., Chongnonsee, Yannawa, BKK.10120 Tel +66 (0) 2649 6000	Shopping Center: CentralPlaza Ratchda-Rama 3	126,667,000	99.99%
8. Central Pattana Khon Kaen Co., Ltd.	999/9 Rama I Rd., Patumwan, BKK.10330 Tel +66 (0) 2667 5555	Shopping Center: CentralPlaza Khon Kaen	2,000,000,000	78.13%
9. Central Pattana Chonburi Co., Ltd.	999/9 Rama I Rd., Patumwan, BKK.10330 Tel +66 (0) 2667 5555	Shopping Center: CentralPlaza Chonburi	900,000,000	99.99%
10. Central Pattana Nine Square Co., Ltd.	999/9 Rama I Rd., Patumwan, BKK.10330 Tel +66 (0) 2667 5555	Shopping Center	3,200,000,000	94.97%
11. Central Realty Service Rama3 Co., Ltd.	79 Sathupradit Rd., Chongnonsee, Yannawa, BKK.10120 Tel +66 (0) 2649 6000	Servicing of Shopping Center Facilities (Hold by Central Pattana Rama3 Co., Ltd.)	175,000,000	99.99%
12. Bangna Central Property Co., Ltd.	1091,1093 M.12 Bangna-Trad (KM3) Bangna, BKK.10260 Tel +66 (0) 2763 6000	Shopping Center/Office /Residential/Playland at CentralPlaza Bangna Project	600,000,000 (Hold by Lang Suan Realty Co., Ltd.)	99.99%
13. CPN Pattaya Beach Co., Ltd.	333/99 Moo 9, Nongprue, Banglamung, Chonburi 20260 Tel +66 (0) 3764 1601-10	Shopping Center: CentralFestival Pattaya Beach	1,500,000,000	99.99%

Company	Address	Nature of Business	Registered Capital	Percentage of Shareholding
14. CentralWorld Co., Ltd.	4, 4/1-4/2, 4/4 Ratchadumri Rd., Patumwan, BKK. 10330 Tel +66 (0) 2640 7000	Servicing of Shopping Center Facilities at CentralWorld and renting office space at The Offices at CentralWorld	2,511,938,100 (Hold by Bangna Central Property Co., Ltd. 10.00%)	90.00%
15. Central Play Land Co., Ltd.	1094 Moo 12 Bangna-Trad (KM3) Bangna BKK.10260 Tel +66 (0) 2763 6000	Shopping Center: CentralPlaza Bangna (Hold by Bangna Central Property Co., Ltd.)	518,000,000	99.99%
16. Siam Retail Development Co., Ltd.	5/5-6 M.7 Ramindra Rd., Kannayao, BKK. 10230 Tel +66 (0) 2947 5000	Shopping Center: Fashion Island (Hold By Lang Suan Realty Co., Ltd. 12% and Square Ritz Plaza Co., Ltd. 3%)	500,000,000	15.00%
17. Square Ritz Plaza Co., Ltd.	5/5 M.7 Ramindra Rd., Kannayao, BKK. 10230 Tel +66 (0) 2947 5000	Real Estate Developer (Hold by Lang Suan Realty Co., Ltd.)	125,000,000	12.00%
18. Ayudhya Agrocitcity Co., Ltd.	47 M.2 Bangna-Trad Rd., Bangchalong, Bangplee, Samutprakarn 10540 Tel +66 (0) 2399 4510	Real Estate Developer (Hold by Lang Suan Realty Co., Ltd.)	400,000,000	11.85%
19. CPN Retail Growth Leasehold Property Fund Managed by SCB Asset Management Co., Ltd.	130-132 23rd, 24th Fl., Sindhorn Bldg., Tower3 Wireless Rd., Lumpini, Pathumwan, BKK. 10330 Tel. +66 (0) 2626 2261	Property Investment in CentraPlaza Rama 2, CentralPlaza Ratchada-Rama 3 and CentralPlaza Pinklao	16,381,000,000	27.80%
20. Thai Business Fund4 Managed by Krung Thai Asset Management Pcl.	11 Q House Sathorn Building, M,G Floor, South Sathorn Rd., BKK. 10120 Tel. +66 (0) 2670 4900	Property Investment in CentralWorld (Hold by Bangna Central Property Co., Ltd. 6.31%)	4,600,000,000	92.50%
21. Thai Business Fund5 Managed by Krung Thai Asset Management Pcl.	11 Q House Sathorn Building, M,G Floor, South Sathorn Rd., BKK. 10120 Tel. +66 (0) 2670 4900	Property Investment in CentralPlaza Bangna	236,760,000 ¹	100.00%
22. CPN Construction Management Co., Ltd.	999/9 Rama I Rd., Patumwan, BKK.10330 Tel +66 (0) 2667 5555	Construction Management	1,000,000	99.93%
23. CPN Pattaya Beach Hotel Co., Ltd.	999/9 30 th Fl, Rama I Rd., Patumwan, BKK.10330 Tel +66 (0) 2667 5555	Hotel	1,000,000	99.93%
24. ThaiPat Property Co., Ltd.	22 Soi Somkid Ploenchit Rd., Lumpini, Patumwan, BKK.10330 Tel. +66 (0) 2667 5555	Real Estate Developer	100,000	99.93%

Remark: ¹ Only capital from owner type unitholders

LIST OF COMMITTEE IN SUBSIDIARIES

Committee in Subsidiaries

	Central Pattana Plc.	Central Realty Services Co., Ltd.	Central Food Avenue Co., Ltd.	Central World Co., Ltd.	Langsuan Realty Co., Ltd.	Central Pattana Rattanathibet Co., Ltd.	Bangna Central Property Co., Ltd.	Central Play Land Co., Ltd.	Central Pattana Rama 3 Co., Ltd.	Central Realty Service Rama 3 Co., Ltd.	Central Pattana Rama 2 Co., Ltd.	Central Pattana Chiangmai Co., Ltd.	Central Pattana Chonburi Co., Ltd.	Central Pattana Khon Kaen Co., Ltd.	CPN Pattaya Beach Co., Ltd.	CPN Pattaya Beach Hotel Co., Ltd.	Central Pattana Nine Square Co., Ltd.	CPN Construction Management Co., Ltd.	Thaipat property Co., Ltd.
1 Mr. Vanchai Chirathivat	o	o	o	-	o	o	o	o	o	o	o	o	o	o	-	o	o	-	-
2 Mr. Anek Sithiprasasana	-	o	o	o	o	o	o	o	o	o	o	o	o	-	o	o	o	o	-
3 Mr. Suthichai Chirathivat	o	-	-	-	-	-	o	o	-	-	-	-	-	-	-	-	-	-	-
4 Mr. Sudhitham Chirathivat	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	-
5 Mr. Suthikiati Chirathivat	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6 Mr. Suthichart Chirathivat	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7 Mr. Kobchai Chirathivat	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	o	-
8 Mr. Prin Chirathivat	o	o	o	o	o	o	o	o	o	o	o	o	-	o	-	o	o	-	-
9 Mr. Sudhisak Chirathivat	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10 Mr. Paitoon Taveebhol	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11 Mr. Chackchai Panichapat	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12 Mrs. Sunandha Tulayadhan	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
13 Mr. Kanchit Bunajinda	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
14 Mr. Karun Kittisatoporn	o	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
15 Mr. Sudthidej Chirathivat	-	o	o	o	-	o	o	o	o	o	o	o	o	o	o	o	-	o	-
16 Mr. Suthiphand Chirathivat	-	o	o	-	o	o	o	o	-	-	o	o	-	-	-	-	o	-	-
17 Mr. Suthipak Chirathivat	-	-	-	o	o	-	o	-	o	o	-	-	o	o	o	o	-	o	-
18 Miss Wallaya Chirathivat	-	o	o	-	-	-	-	-	o	o	-	o	o	o	o	o	o	o	-
19 Mrs. Narttaya Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-
20 Mr. Suthilaksh Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	o
21 Mr. Vinyoo Kuvant	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-
22 Mr. Yotin Booddicharern	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-
23 Mr. Jatesiri Booddicharern	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-
24 Mr. Premchai Karnasuta	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-
25 Mr. Thaveepol Kongseri	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-
26 Mr. Jarern Jirawisan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-
27 Mr. Peerapon Pattanapeeradej	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-
28 Mr. Noppadon Pattanapeeradej	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-
29 Mr. Chanavat Uahwatanasakul	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-	-
30 Mr. Sakkanon Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-	-
31 Mr. Isareit Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	o	-	-	-	-	-	-
32 Mr. Suthisarn Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-
33 Mrs. Yuwadee Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-
34 Mr. Tos Chirathivat	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-
35 Miss Sukulaya Uahwatanasakul	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-
36 Mrs. Wimolmart Kuekomoldej	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-
37 Mr. Pong Sakuntanak	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	o	-

EXISTING PROJECTS MANAGED BY CPN

1. CENTRALPLAZA LARDPRAO

Vice President Property Area 3:

Mr. Athivut Suwanchinda

Shopping Center General Manager:

Ms. Dounghathai Sirichartichai

Address: 1693 Phaholyothin Road,
Chatuchak, Chatuchak, Bangkok 10900

Tel: + 66 (0) 2793 6000

Fax: + 66 (0) 2541 1341

2. CENTRALPLAZA RAMINDRA

Vice President Property Area 5:

Mrs. Nujaree Maratanalert

Shopping Center General Manager:

Mrs. Amornrat Bunyongsin

Address: 109/10 Moo 3, Ramindra Road,
Bangkhen, Bangkok 10220

Tel: + 66 (0) 2790 3000

Fax: + 66 (0) 2552 5513

3. CENTRALPLAZA PINKLAO

Vice President Property Area 4:

Mr. Thanasombat Sanitwong Na Ayutaya

Shopping Center General Manager:

Mr. Surasit Manawatanakij

Address: 7/222 Baromrachachonnane Road,
Arunamarin, Bangkoknoi, Bangkok 10700

Tel: + 66 (0) 2877 5000

Fax: + 66 (0) 2884 9280

4. CENTRAL CENTER PATTAYA

Vice President Property Area 4:

Mr. Thanasombat Sanitwong Na Ayutaya

Shopping Center General Manager:

Mrs. Theeraporn Chitnawa

Address: 78/54 Moo 9, Pattaya Sai 2 Road,
Banglamung, Chonburi 20260

Tel: + 66 (0) 3836 1456

Fax: + 66 (0) 3836 1443 # 1225-6

5. CENTRALPLAZA CHIANGMAI AIRPORT

Vice President Property Area 3:

Mr. Athivut Suwanchinda

Shopping Center General Manager:

Ms. Orachorn Chanwiwattana

Address: 2 Mahidol Road, 252-252/1
Waulai Road, Haiya, Muang, Chiangmai 50100

Tel: + 66 (0) 5399 9199

Fax: + 66 (0) 5399 9122-3

6. CENTRALPLAZA RATCHADA - RAMA III

Vice President Property Area 2:

Mrs. Pattra Sapyaprapa

Shopping Center General Manager:

Ms. Thanthika Phiangphor

Address: 79 Sathupradit Road, Chongnonsee,
Yannawa, Bangkok 10120

Tel: + 66 (0) 2649 6000

Fax: + 66 (0) 2673 6009

7. CENTRALPLAZA BANGNA

Vice President Property Area 3:

Mr. Athivut Suwanchinda

Shopping Center General Manager:

Mr. Sathit Wikhantanakul

Address: 1091, 1093 Moo 12, Bangna-Trad
(KM.3) Road, Bangna, Bangkok 10260

Tel: + 66 (0) 2763 6000

Fax: + 66 (0) 2398 8941

8. CENTRALPLAZA RAMA II

Vice President Property Area 5:

Mrs. Nujaree Maratanalert

Shopping Center General Manager:

Mr. Olarn Vaiudomvut

Address: 128 Moo 6, Rama 2 Road,
Samaedum, Bangkhuntian, Bangkok 10150

Tel: + 66 (0) 2866 4300

Fax: + 66 (0) 2872 4560

9. CENTRALWORLD

Acting Vice President Property Management/
Acting Vice President Shopping Center
Management:

Mr. Amorn Amornkul

Shopping Center General Manager:

Mr. Visit Udomkitchote

Address: 4, 4/1-4/2, 4/4 Rajdamri Road,
Patumwan, Bangkok 10330

Tel: + 66 (0) 2640 7000

Fax: + 66 (0) 2255 9767

10. CENTRALPLAZA RATTANATHIBET

Vice President Property Area 2:

Mrs. Pattri Sapyaprapa

Shopping Center General Manager:

Ms. Oranee Poolkwan

Address: 68/100, 68/919 Moo 8,
Rattanathibet Road, Bangkrasor, Muang,
Nonthaburi 11000

Tel: + 66 (0) 2834 6000

Fax: + 66 (0) 2526 6092

11. CENTRALPLAZA CHAENGWATTANA

Vice President Property Area 5:

Mrs. Nujaree Maratanalert

Shopping Center General Manager:

Mr. Nantawat Naovaratpong

Address: 99,99/9 Moo 2, Chaengwattana Road,
Bangtarad, Pak Kret, Nonthaburi 11120

Tel: + 66 (0) 2101 0000

Fax: + 66 (0) 2101 1343

12. CENTRALFESTIVAL PATTAYA BEACH

Vice President Property Area 4:

Mr. Thanasombat Sanitwong Na Ayutaya

Shopping Center General Manager:

Mr. Sarun Tuntijumnun

Address: 333/99 Moo 9, Banglamung,
Chonburi 20260

Tel: + 66 (0) 3300 3999

Fax: + 66 (0) 3300 999 # 1225-6

13. CENTRALPLAZA UDONTHANI

Vice President Property Area 3:

Mr. Athivut Suwanchinda

Shopping Center General Manager:

Mr. Tanin Pakdeepinyo

Address: 277/1-3,271/5 Prajaksillapakhom Road,
Markkeang, Muang, Udonthani 41000

Tel: + 66 (0) 4224 9192

Fax: + 66 (0) 4224 4639

14. CENTRALPLAZA CHONBURI

Vice President Property Area 4:

Mr. Thanasombat Sanitwong Na Ayutaya

Shopping Center General Manager:

Ms. Duangsamorn Charoenbunditchai

Address: 55/88-89, 55/91 Moo 1, Sa-Med,
Muang, Chonburi 20000

Tel: + 66 (0) 3300 3333

Fax: + 66 (0) 3764 1886

15. CENTRALPLAZA KHONKAEN

Vice President Property Area 3:

Mr. Athivut Suwanchinda

Shopping Center General Manager:

Ms. Wanphen Kawbuakaew

Address: 99,99/1 Srichan Road, Naimuang,
Muang, Khonkaen 40000

Tel: + 66 (0) 4300 1000

Fax: + 66 (0) 4300 1209

REFERENCE FIRMS

REGISTRAR OF COMMON SHARES

Thailand Securities Depository Co., Ltd.

4th Floor, The Stock Exchange of Thailand, 62 Ratchadapisek Road, Klongtoey, Bangkok 10110, Thailand
Telephone: + 66 (0) 2229 2888 | Facsimile: + 66 (0) 2654 5427

REGISTRAR OF UNSECURED DEBENTURES

Debentures CPN10DA

TMB Bank Public Company Limited

393 Silom Road, Silom, Bangkok 10500, Thailand
Telephone: + 66 (0) 2230 6061 | Facsimile: + 66 (0) 2266 8150

Debentures CPN126A and CPN136A

CIMB Thai Bank Public Company Limited

44 Langsuan Road, Lumpini Sub-District, Pathumwan, Bangkok 10330, Thailand
Telephone: + 66 (0) 2626 7503 | Facsimile: + 66 (0) 2626 7542

Debentures CPN135A and CPN145A

Kasikorn Bank Public Company Limited

1 Soi Kasikornthai, Ratburana Road, Bangkok 10140, Thailand
Telephone: + 66 (0) 2470 1987 | Facsimile: + 66 (0) 2470 1998

Debentures CPN119A and CPN127A

Siam Commercial Bank Public Company Limited

9 Ratchadapisek Road, Chatuchak, Bangkok 10900, Thailand
Telephone: + 66 (0) 2256 2323-8 | Facsimile: + 66 (0) 2256 2406

AUTHORIZED AUDITOR

KPMG Phoomchai Audit Ltd.

Mr. Vichien Thamtrakul, Certified Public Account, Registration No.3183
50th – 51st Floor, Empire Tower, 195 South Sathon Road, Yannawa Sub-District, Sathorn, Bangkok 10120, Thailand
Telephone: + 66 (0) 2677 2000 | Facsimile: + 66 (0) 2677 2222

CREDIT RATING AND DEBENTURE RATING COMPANY

TRIS Rating Co., Ltd.

24th Floor, Silom Complex Building, 191 Silom Road, Silom Sub-District, Bangrak, Bangkok 10500, Thailand
Telephone: + 66 (0) 2231 3011 | Facsimile: + 66 (0) 2231 3012

INFORMATION FOR INVESTORS

CENTRAL PATTANA PUBLIC COMPANY LIMITED

Registered Capital: Baht 2,178,816,000
 Issued and Paid-up Capital:
 Baht 2,178,816,000
 Comprising of ordinary shares of
 2,178,816,000 shares
 Par Value of Baht 1 per share

Securities Information

Common shares of Central Pattana Public Company Limited were listed and traded on the Stock Exchange of Thailand with "CPN" as the abbreviated Security Name.

Shareholders' Meeting

The Board of CPN agreed to hold the AGM No. 1/2010 on April 28, 2010, at 2:00pm, at Ballroom B, 23rd Floor, Centara Grand and Convention Center at CentralWorld, 999/9 Rama I Rd., Patumwan, Bangkok 10330, Thailand.

Investor Relations

Contact persons:
 Ms. Choenporn Subhadhira
 Ms. Kalvalee Thongsomaung
 Address:
 Central Pattana Public Company Limited
 31st Floor, the Offices at CentralWorld,
 999/9 Rama I Rd., Patumwan,
 Bangkok 10330, Thailand
 Telephone: +66(0) 2667 5555 ext. 1614 or 1669
 Facsimile: +66(0) 2264 5593
 E-mail: ir@cpn.co.th
 Website: www.cpn.co.th

Dividend Policy

CPN has a policy to pay dividends at a rate of about 40 percent of the annual net profit (unless there is a compelling reason against this). Relevant details appear under section of "Capital Structure" on page 85.

Share prices and dividend payments for the past five years (2005-2009)

Unit: Baht/share

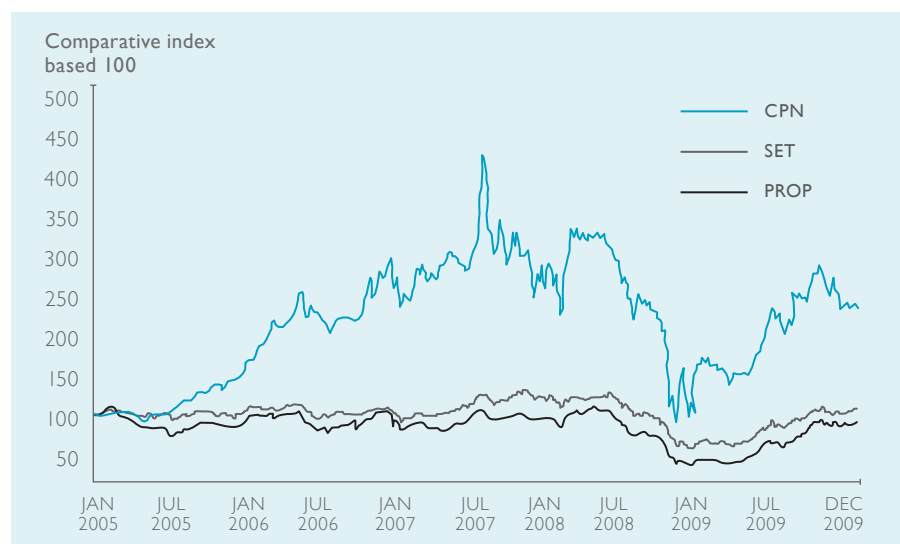
Year	Highest price ¹	Lowest Price ¹	Dividend payment ¹
2005	14.50	7.30	0.40
2006	26.50	13.80	0.31
2007	37.00	18.50	0.33
2008	29.75	7.60	0.33
2009	24.80	11.60	0.58

Remark: ¹ Share price was adjusted in accordance with the par value of one baht per share.

Movements of CPN Index against SET Index and Property Development Index

Increase of share price index	5 years	3 years	1 year
SET Index	7%	11%	63%
Property Development Index	(4%)	8%	94%
CPN Index	136%	(2%)	42%

Five years CPN share price compared to SET Index and Property Index (based price on year 2005)



Source: Stock Exchange of Thailand (SET)

FINANCIAL CALENDAR FOR 2009 AND TENTATIVE 2010

Financial Calendar	Yr 2009	Yr 2010 (Tentative)
Announcement of prior year financial results	February	February
Analyst Meeting for prior year performance	March	March
The Extraordinary General Meeting of the Shareholders	March	-
The closing date of the shareholders registration book for the rights to attend the AGM	April	April
The Annual General Meeting of the Shareholders	April	April
Dividend payment for the prior year performance	May	May
Announcement of first quarter financial results	May	May
Analyst Meeting for first quarter performance	June	June
Announcement of second quarter financial results	August	August
Analyst Meeting for second quarter performance	August	August
Announcement of third quarter financial results	November	November
Analyst Meeting for third quarter performance	November	November

INVESTOR RELATIONS ACTIVITIES FOR 2009

Date	Investor Relations Activities
8 January 2009	Roadshow in Singapore organized by DBS Vickers Securities
19-21 January 2009	Roadshow in Singapore and Hong Kong organized by Thanachart Securities and BNP Paribas Securities
11-12 February 2009	Roadshow in Singapore organized by Phatra Securities and Merrill Lynch
5 March 2009	Analyst Briefing on the New Sub-Lease Agreement of the CentralPlaza Lardprao
25 March 2009	EGM No.1/2009 at the Offices at CentralWorld
31 March 2009	Analyst Briefing for full year 2008 performance at the Stock Exchange of Thailand
25 April 2009	AGM No.1/2009 at the Offices at CentralWorld
3 June 2009	Analyst Briefing for first quarter 2009 performance at the Stock Exchange of Thailand
19 June 2009	Roadshow in Bangkok organized by TISCO Securities
6-7 August 2009	Roadshow in London organized by TISCO Securities
19 August 2009	Roadshow in Hong Kong organized by Thanachart Securities and BNP Paribas Securities
25 August 2009	Analyst Briefing for second quarter 2009 performance at the Stock Exchange of Thailand
3-4 September 2009	Roadshow in Hong Kong and Singapore organized by Bualuang Securities and Morgan Stanley
24 November 2009	Analyst Briefing for third quarter 2009 performance at the Stock Exchange of Thailand



**PROPERTY
DEVELOPMENT
& INVESTMENT**
A Member of Central Group

Central Pattana Public Company Limited

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999/9 Rama 1 Road, Patumwan, Bangkok 10330 Thailand
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