



บริษัท ดุสิตธานี จำกัด (มหาชน)

Dusit Thani Public Company Limited

Notice of the Annual General Meeting of Shareholders

No. 17/2010

For your convenience,

Shareholders or proxy holders wishing to attend the meeting, kindly bring Notice to Shareholders, Registration Form and Proxy Form for registration.

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บริษัท ดุสิตธานี จำกัด (มหาชน) ทะเบียนเลขที่ 0107536000617

DUSIT THANI PUBLIC COMPANY LIMITED REGISTERED NUMBER 0107536000617

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April 15, 2010

- Subject** : Notice of the Annual General Meeting of Shareholders No.17/2010
- To** : Shareholders
- Attachments** : 1. A copy of Minutes of the Annual General Meeting of Shareholders No.16/2009.
2. 2009 Annual Report.
3. Curricula Vitae of the persons to be nominated as the Directors in replacement of whose tenure will end.
4. Curricula Vitae of the person who is proposed to be the additional Independent Director.
5. Company's Articles of Association relating to the Shareholders Meeting.
6. Documents required prior to attending the Meeting, Proxy, Registration and Voting Process.
7. Map of Dusit Thani Hotel Bangkok where the meeting takes place.
8. Registration Form.
9. Two Proxy Forms as specified by Department of Business Development, Ministry of Commerce.

NOTICE IS HEREBY GIVEN that, by virtue of the resolutions of the Meeting of Board of Directors of the Company No.1/2010, the Annual General Meeting of Shareholders No.17/2010 will be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall, Dusit Thani Hotel Bangkok, 946 Rama 4, Silom, Bangrak, Bangkok to consider the agendas as follows:

- Agenda 1** **To approve the Minutes of the Annual General Meeting of Shareholders No. 16/2009.**
The Annual General Meeting of Shareholders No.16/2009 was held on April 27, 2009 and the Minutes of such Meeting were submitted to the Stock Exchange of Thailand within 14 days according to the requirement and also already posted on the Company's website at www.dusit.com
Board of Directors' opinion: The Minutes of the Annual General Meeting of Shareholders No.16/2009 held on April 27, 2009 have correctly been stated and recommended the approval of the said Minutes. The Company has also posted the Minutes of the Annual General Meeting of Shareholders No.16/2009 again on the Company's website together with this notice. A copy of the said Minutes is attached as Attachment No. 1.
- Agenda 2** **To acknowledge and certify the performance of the Company for the year 2009.**
The summary of performance and the significant changes of the Company for the year 2009 are shown in the 2009 Annual Report which is attached as Attachment No. 2.
Board of Directors' opinion: The performance and the significant changes of the Company for the year 2009 should be proposed to Shareholders to acknowledge and certify.
- Agenda 3** **To consider and approve the Audited Balance Sheets and Statements of Income for the year ended December 31, 2009.**
According to the Public Company Limited Act, the Audited Balance Sheets and Statements of Income at every year end of the Company shall be proposed to Shareholders for approval.

Board of Directors' opinion: The Audited Balance Sheets and Statements of Income for year ended December 31, 2009 which was audited and certified by the auditor of PricewaterhouseCoopers ABAS Limited and was agreed by the Audit Committee should be proposed to Shareholders for approval. The performance summary as following:

	Consolidated	Separate	
Total Assets	5,607	3,963	Million Baht
Total Liabilities	1,585	841	Million Baht
Total Revenues	3,051	1,811	Million Baht
(Net loss) of the parent company	(108)	(18)	Million Baht
(Net loss) per Share of the parent company (1.28)		(0.21)	Baht / Share

Details are shown in the Company's 2009 Annual Report which is delivered to the Shareholders together with this notice as shown in Attachment No. 2.

Agenda 4

To consider and approve the retained earnings appropriation for dividend payment for the year 2009.

For the year 2009, the Company had net loss 108 Million Baht. However the Company had unappropriated retained earnings in the Separate Financial Statements 481 Million Baht. Therefore propose the retained earnings appropriation for the 2009 dividend payment at Baht 0.50 per share, comparing to the dividend paid in last year as follows:

Details of Dividend Payment	Year 2009	Year 2008
1. Net Profit (loss) (Million Baht)	(108)	217
2. Number of Shares (Million Shares)	85	85
3. Net Profit (loss) per share (Baht/Share)	(1.28)	2.56
4. Dividend		
- Interim Dividend (Baht/Share)	0	0.50
- Final Dividend (Baht/Share)	0.50	0.50
5. Total Dividend (Million Baht)	42.50	85.00
6. Dividend: Net Profit Ratio	- %	39 %

Remark Ratio of dividend per net profit of the year 2009 cannot compare with year 2008 since year 2009 had loss and appropriated retained earnings for dividend payment

Board of Directors' opinion: The Company has policy to pay dividend to the shareholder in the amount of not exceed than net profit per share and not less than 50% of consolidated net income by consideration the result of operating in the consolidated financial statements including the result of operating and retained earning presented in the Separate Financial Statements to ensure that the Company is able to pay such dividend following to the requirements under the Public Company Limited Act. For the year 2009, a result of global financial crisis in 2008 and internal political turmoil continually impact on the Company's performance. However, in order to constantly pay dividend to shareholders, dividend payment for the year 2009 by appropriating retained earnings at the rate of Baht 0.50 per share equivalent to 42.50 Million Baht therefore proposed to Shareholders for approval. The dividend does not exceed the retained earnings as of December 31, 2009 of the Separate Financial Statements which was 481 Million Baht. Dividend is appropriated from the retained earnings which derive from the net profit after deduction of corporate income tax at the rate of 30%. Therefore, dividend tax credit shall be equivalent to dividend multiplied by 3/7 in which the individual shareholder would be entitled to use dividend tax credit for tax refund. (Individual shareholder shall be entitled to dividend tax credit under Section 47 bis of the Revenue Code).

Dusit Thani Public Company Limited set the Record Date on March 31, 2010 in which the shareholders have the right to attend the 2010 Annual General Meeting of Shareholders and to receive 2009 dividend. The Company closed the share registration book on April 1, 2010 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551). The 2009 dividend payment will be paid on May 21, 2010.

Provided that the payment of dividend is subjected to the approval from Annual General Meeting of Shareholders.

Agenda 5

To appoint the Directors to replace whose tenure will end.

The Public Company Limited Act and Section 14 of the Articles of Association of the Company stipulate that one-third of all Directors must retire in the Annual General Meeting of Shareholders. At this meeting, 4 Directors whose tenure will end are as follows:

Name	Position
1. Thanpuying Chanut Piyaoui	Honorary Chairperson / Director
2. Mr. Chatri Sophonpanich	Chairman
3. Professor Hiran Radeesri	Independent Director / Audit Committee Chairman / Compensation Committee Chairman / Nomination Committee Chairman
4. Mr. Kenneth Korsirisophon	Director

Board of Directors' opinion: The Board of Directors, excluding the interest Directors, had discussed by applying the nomination guideline set out by the Board of Directors and considered the individual qualification of the person who shall have appropriate qualifications and not having qualifications prohibited by any applicable rules and laws. The criteria of consideration will include knowledge, skills, expertise, vision, business ethic and good attitude benefit the Company's business with their full capabilities. The Board of Directors agreed with the Nomination Committee to propose to Shareholders that the 4 directors whose tenure will end should be appointed as the Directors in another term.

The curricula vitae of the 4 directors above, number of holding the Company's share, position as Director or managerial level in the other listed company and other business are attached as Attachment No.3.

Please note that Mr. Kenneth Korsirisophon is presently a Director of Pioneer Hospitality Siam (GBR) Limited, Strand Hotels International Limited and Myanmar Hotel International Pte. Ltd. which are the same business of the Company.

Agenda 6

To appoint the additional Independent Director.

According to Securities and Exchange Commission requirement, a listed company must have the Independent Directors not less than one third of the total of the Board of Directors. At present, the Company has totally 10 Directors which 3 are Independent Directors therefore one more Independent Director is needed.

Board of Directors' opinion: The Nomination Committee has considered and agreed that Mr. Soradis Vinyaratn is a professional person with appropriate knowledge and qualifications. The Board of Directors agreed with the Nomination Committee to propose Mr. Soradis Vinyaratn to be appointed as the Independent Director.

The curricula vitae of Mr. Soradis Vinyaratn, number of holding the Company's share, position as Director or managerial level in the other listed company and other business are attached as Attachment No. 4.

Agenda 7**To determine the Board of Directors' remuneration for the year 2010.**

Clause 24 of the Company's Articles of Association specified that the directors shall be entitled to receive remunerations as reward, meeting remuneration, pension, bonus or other benefits in according to the Company Articles or the consideration of the shareholders' meeting.

Board of Directors' opinion: According to the proposal from Compensation Committee, the Board of Directors agreed to propose to the Shareholders' meeting with the 2010 remuneration paying to Board of Directors as follows:

1. The Annual General Meeting of Shareholders No.16/2009 had approved the 2009 remuneration per time and per month to the Board of Directors not exceed Baht 3,600,000 but the Company actually paid Baht 3,170,833 as following:

● The Board of Directors' remuneration	
- The remuneration for attending each meeting.	
(In 2009, there were 6 meetings)	835,000
- The monthly remuneration	<u>1,253,333</u>
Total Directors' remuneration	<u>2,088,333</u>
● The remuneration for Sub Committee and others	
- Audit Committee	840,000
- Compensation Committee	92,500
- Nomination Committee	50,000
- Other Sub Committees	-
- Advisor to the Board of Directors	<u>100,000</u>
Total remuneration of Sub Committee and others	<u>1,082,500</u>
Grand total remuneration	Baht <u>3,170,833</u>

2. The annual remuneration of the Board of Directors not exceed Baht 850,000 was approved by the Annual General Meeting of Shareholders No. 16/2009 but the Company actually paid Baht 849,200.

The details of the Board of Directors' remuneration are shown in the 2009 Annual Report in the topic of Board of Directors and Executives' remuneration which is attached as Attachment No. 2.

The Compensation Committee Meeting had considered the 2010 Directors' remuneration and proposed to the Board of Directors Meeting. The Board of Directors agreed to propose the same to the Annual General Meeting of Shareholders to approve the 2010 remuneration per time and per month to Board of Directors, Sub Committee and others that increase from last year which not exceed Baht 4,500,000 due to increasing an Independent Director. For the 2010 annual remuneration to the Board of Directors proposes not to pay.

Agenda 8**To appoint the auditor and fix the remuneration for the year 2010.**

In 2010, the Audit Committee had selected PricewaterhouseCoopers ABAS Limited to be the Auditor of the Company and subsidiary companies due to its high standard, expertise and good working record with reasonable fee.

Board of Directors' opinion: Agreed with the Audit Committee and propose to the Annual General Meeting of Shareholders to appoint the auditor and fix the 2010 remuneration as follows:

1. To appoint the followings persons from PricewaterhouseCoopers ABAS Limited as the auditors of the Company and its subsidiaries:

Names	CPA Nos.	Year of Auditing
1. Mrs. Nattaporn Phan-Udom or	3430	Starting Q1/2009
2. Mrs. Anothai Leekitwattana or	3442	Starting Q1/2007
3. Miss. Nangnoi Charoenthaveesub or	3044	
4. Mrs. Unakorn Phruithithada	3257	

One of the four auditors mentioned above has authorization to audit and sign on the Report of Independent Certified Public Accountants of the Company.

2. To fix an audit fee for year 2010 of Dusit Thani Public Company Limited at totally Baht 1,665,000 as same as last year comprising of:

	Year 2010	Year 2009
For Statutory Financial Statements	1,068,000	1,068,000*
For 3 Quarterly Interim Financial Statements	597,000	597,000
Total Baht	<u>1,665,000</u>	<u>1,665,000</u>

In addition, the same group auditors, PricewaterhouseCoopers ABAS Limited, has been appointed to be the auditor of the subsidiary companies as follows:

	Year 2010	Year 2009
1. Royal Princess Plc. (A)	-	250,000
2. Dusit Hotels & Resorts Co., Ltd. (A)	-	100,000
3. Dusit Thani Properties Co., Ltd.	114,000	114,000
4. Devarana Spa Co., Ltd.	95,000	95,000
5. Dusit Executive Development Center Co., Ltd.	92,500	92,500
6. Le Cordon Bleu Dusit Co., Ltd.	169,000	169,000
7. Dusit Worldwide Co., Ltd.	169,000	169,000
8. Dusit Thai Properties Plc. (B)	1,505,000	1,218,000*
Total Baht	<u>2,144,500</u>	<u>2,207,500</u>

Remarks * The audit fee after price negotiation

- (A) The audit fee of Royal Princess Plc. and Dusit Hotels & Resorts Co., Ltd. for the year 2009 covering the period of January 1, 2009 to March 31, 2009.
- (B) Dusit Thai Properties Plc. registered as juristic person according to the Public Company Act on April 1, 2009. The audit fee for the year 2009 covered 9 months.

In addition, the Company engaged PricewaterhouseCoopers FAS Limited to provide the consultancy services in centralizing accounting and purchasing operation and risk management with the total fee of Baht 6,200,000 and as of December 31, 2009 the Company had already paid this fee in a full amount. PricewaterhouseCoopers ABAS Limited confirmed that the consultancy services would not cause any affect to its independency of audit service. Philippine Hoteliers, Inc., the Company's subsidiary in Philippines, will also engage representative of PricewaterhouseCoopers ABAS Limited in Philippines to provide audit service for year 2010 as the same as Dusit Thani Public Company Limited, its parent company. The proposed audit fee for the year 2010 as same as last year which is Peso 665,500.

PricewaterhouseCoopers ABAS Limited is an independent firm and is not a shareholder of the Company and the subsidiaries.

In accordance with the Announcement of the Securities and Exchange Commission, the listed company is required to rotate the auditor. If the existing auditor conducts the review, audits and provides the opinion on the financial statements in aggregation of 5 consecutive accounting periods. In case of the existing auditor performs its role reaching 5 consecutive accounting periods, the company is allowed to appoint the existing auditor when 2 consecutive accounting periods have been passed.

Agenda 9

To consider other matters (if any)

Board of Directors' opinion: It is deemed appropriate to have this agenda as an opportunity for the Shareholders who wish to consider other matters apart from the agendas determined by the Board of Directors.

All Shareholders are cordially invited to attend the Annual General Meeting of Shareholders No.17/2010 to be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall, Dusit Thani Hotel Bangkok, 946 Rama 4, Silom, Bangrak, Bangkok. The commencement for registration to attend the Meeting will be 8.00 a.m. The Company set out the Record Date on Wednesday, March 31, 2010 which shareholders have the rights to attend the 2010 Annual General Meeting of Shareholders and to receive the 2009 dividend and close the share registration book on April 1, 2010 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551).

For shareholders' convenience, if shareholders wish to appoint a person to attend and vote at the Meeting on shareholders' behalf, please complete and duly execute only one Proxy Form, Form A or Form B in Attachment No. 9 or alternatively shareholders may download the Proxy Forms, Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.dusit.com.

In addition, shareholders may appoint an Independent Director of the Company as shareholders' proxy as follows:

1. Professor Hiran Radeesri
 Position: Audit Committee Chairman / Compensation Committee Chairman /
 Nomination Committee Chairman
 Age: 80 Years
 Address: 257 Sukhumvit 49, Sukhumvit Road, Klongtoey, Bangkok 10110
 Status: Independent Director whose tenure will end in this Meeting.

2. Professor Sansern Kraichiti
 Position: Audit Committee Member / Compensation Committee Member /
 Nomination Committee Member
 Age: 83 Years
 Address: 187 Soi Sawaddee 31, Sukhumvit Road, Wattana, Bangkok 10110

3. Mr. Sakdi Kiewkarnkha
Position: Audit Committee Member / Compensation Committee Member /
Nomination Committee Member
Age: 74 Years
Address: 69/29 Soi Tiwanon 14, Tambon Taladkwan, Amphur Muang,
Nonthaburi 11000

Shareholders are kindly requested to submit the complete Proxy Form to the Company by Thursday, April 29, 2010.

Sincerely yours,
By Order of the Board of Directors,

(Mrs. Sinee Thienprasiddhi)
Company Secretary

Note: The Notice to Shareholders and its attachments are also publicized in the Company's website at www.dusit.com from March 29, 2010. For any questions concerning the agenda items or other Company's information, Shareholders can forward your questions through the Email address: sinee@dusit.com or the Company address.

Translation

Minutes of the Annual General Meeting of Shareholders No. 16/2009

Dusit Thani Public Company Limited

Convened on Monday April 27, 2009 at 2.00 p.m.

At Vimarnsuriya Room, The Dusit Thani Hotel

946 Rama IV Road, Silom, Bangrak, Bangkok

Mr. Chatri Sophonpanich, Chairman of the Company, chaired the meeting and proposed Mrs. Sinee Thienprasiddhi, Director and Company Secretary, to report attendants to the meeting.

Mrs. Sinee Thienprasiddhi reported that there were 227 shareholders and proxies presented holding 73,503,680 shares equivalent to 86.47 % of the total 85,000,000 shares issued and paid-up. There was a quorum in accordance with the Articles of Association of the Company.

After the Chairman declared the meeting opened, there were additional 51 shareholders, including those represented by proxies, representing 31,632 shares totaling 278 shareholders and proxies attending the meeting, representing the total of 73,535,312 shares equivalent to 86.51 % of the total issued and paid-up shares.

In this meeting, Directors, Executives and Auditors from PricewaterhouseCoopers ABAS Company Limited attended the meeting as followings:

Directors

- | | |
|--------------------------------|---|
| 1. Thanpuying Chanut Piyaoui | Honorary Chairperson and Director |
| 2. Mr. Chatri Sophonpanich | Chairman |
| 3. Professor Hiran Radeesri | Independent Director / Audit Committee Chairman / Compensation Committee Chairman / Nomination Committee Chairman |
| 4. Professor Sansern Kraichiti | Independent Director / Audit Committee Member / Compensation Committee Member / Nomination Committee Member |
| 5. Mr. Sakdi Kiewkarnkha | Independent Director / Audit Committee Member / Compensation Committee Member / Nomination Committee Member |
| 6. Mr. Chanin Donavanik | Director / Managing Director / Chief Executive Officer |
| 7. Mrs. Sinee Thienprasiddhi | Director / Company Secretary / Executive Director / In charge of Chief Financial Officer |

Executives

- | | |
|-------------------------------|------------------------------|
| Mrs. Jongkonnee Chantaworakit | VP Accounting and Finance |
| Mrs. Ratana Chobchai | AVP Legal and Administration |

Auditor from PricewaterhouseCoopers ABAS Limited

Mrs. Nattaporn Phan-Udom

The Chairman declared the Meeting open and asked Mrs. Sinee Thienprasiddhi to explain the voting process for each agenda.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that in voting on each agenda, if there is no objection or no one abstain, it is considered that the shareholders attending the meeting unanimously approve the issue. If any shareholder wished to object or to abstain from the vote, such shareholder should raise their hand and fill in the voting card which had provided to the shareholders when registration. The Company's officers shall gather such vote cards and check the number of the votes. Subsequently, the Chairman of the meeting shall announce the closure of voting cards acceptance and the voting cards shall be counted. After the completion of counting, the Chairman of the meeting shall inform the result of votes to the meeting. It shall be deemed that the shareholders who did not deliver the voting cards prior to the closure of voting cards acceptance, agree with such agenda. In considering the vote, one share shall have one vote. The resolution of the meeting shall be decided by a majority vote of shareholders attending the meeting and has the right to vote. For Agenda No. 8 and Agenda No. 9 shall has the resolutions not less than three-fourths of the total number of votes of shareholders attending the meeting and has the right to vote. In counting the votes, the auditors shall be the witness.

1. To approve the Minutes of the Annual General Shareholders Meeting No. 15/2008.

The Chairman stated that copy of the Minutes of the Annual General Shareholders Meeting No. 15/2008 was submitted to the Stock Exchange of Thailand within 14 days from the date of the meeting as statutory required by the regulation. The said minutes had been posted on the Company's web-site. It was also enclosed with this meetings invitation letter.

The Chairman proposed the meeting to approve the Minutes of the Annual General Shareholders Meeting No.15/2008 convened on Tuesday April 29, 2008.

The meeting considered and unanimously approved the said minutes as follows:

Total Attendance	235	Shareholders	Total	73,514,164	shares		
Approved	235	Shareholders	By	73,514,164	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

2. To acknowledge and certify the performance of the Company for the year 2008.

The Chairman asked Mr. Chanin Donovanik to report the Company's 2008 performance to the Meeting.

Mr. Chanin Donovanik, Director, reported that in 2008, the Company could not achieve its target as expected due to uncontrollable external factors which had severely affected to the Company's performance. The ongoing political turmoil and series of demonstration since the second quarter of the year, eventually led to the closure of Suvarnabhumi Airport during late 2008, damaging Thailand's image as tourist destination. In addition, the economic recession which initially weakened the financial markets in the U.S., Japan and Europe had become a truly global depression when it finally impacted Asian regions in late 2008. The repercussion of these situations had obviously given the tourism industry a hard time; not surprisingly, therefore, the Company witnessed the drops in its revenue generated by both owned and managed hotels in the country. As for the hotel in the Philippines, after a major renovation, the hotel had earned higher revenue, resulting in the increase of the Company's overall revenue accounting for 6 percent. Meanwhile, earnings from hotel management service were reported a 3 percent drop as affected by the aforementioned factors.

The managements realize that depending largely on domestic revenue is risky for the Company. In response to this, more aggressive strategies were established with an emphasis on the expansion of hotel management service in overseas locations. Furthermore, the Company also conducts thorough studies for both local and overseas investment projects. In so doing, it is inevitable that the Company's sales and

operational expenses have been increased. Such expenses are, for example, public relation expense to promoting 5 new trademarks which have been developed consecutively since 2007 in order to gain wider recognition in the markets; and expense incurred by feasibility studies for development and investment projects. In addition, the Company had invested tremendously on human resources; experienced manpower has been employed in both domestic and representative office in the United Arab Emirates to accommodate business expansions focusing on hotel management service for already signed project and future growth.

The managements are fully aware of their responsibilities to achieve profitability and shareholders' dividend. Consequently, efforts have been put to find the optimum solution and strategies to generate revenue as well as to effectively manage costs and expenses so that the Company can eventually overcome this crisis.

The Meeting considered and unanimously resolved to acknowledge the Company's performance and certify the operation of the Directors and the Management of the Company for the year 2008 as follows:

Total Attendance	237	Shareholders	Total	73,514,274	shares		
Approved	237	Shareholders	By	73,514,274	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

3. To consider and approve the Audited Balance Sheets and Statements of Income for the year ended December 31, 2008.

The Chairman asked Mrs. Sinee Thienprasiddhi to summarize the key issues appearing in the Company's audited balance sheets and the statements of income for the year ended December 31, 2008.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that the Company's balance sheets and the statements of income for the year ended December 31, 2008, were duly audited by the Company's certified public auditors without condition and also considered by the Audit Committee and the Board of Directors, respectively. Details were in 2008 Annual Report which was sent to the shareholders with this meetings invitation letter. The key issues were as follows:

Balance Sheets	Million Baht		Increase (Decrease)	
	2008	2007	Million Baht	%
Total Assets	5,940	6,515	(575)	(8.8)
Total Liabilities	1,805	2,401	(596)	(24.8)
Equity of the Parent Company	3,908	3,877	31	0.8
Book Value Baht	46.24	45.86	0.38	0.8

Statements of Income	Million Baht		Increase (Decrease)	
	2008	2007	Million Baht	%
Revenue from sales and services Management service income and Other income	3,197	3,026		
Gain on sale of property	286	282		
	245	2		
Total Revenues	3,728	3,310	418	12.6
Total Expenses	3,333	3,051	282	9.2
Income before interest and tax	395	259	136	52.5
Interest Expenses	72	87	(15)	(17.2)
Income Tax	96	40	56	140.0
Net Profit	227	132	95	71.9
Net Profit of the Parent Company	217	122	95	77.8
Net Profit per Share (Baht)	2.56	1.44	1.12	77.8

Mr. Prasit Piruncharoen, a shareholder, asked that besides Dusit Thani Manila, whether Company had revenue from hotel management service in other country.

Mr. Chanin Donavanik, Director, stated that in 2008 the company had revenue from 3 management hotels in United Arab Emirates.

Mr. Pipat Wongsiridej, a shareholder, asked that due to the economic and political crisis which happened, how to prevent the performance decline.

Mr. Chanin Donavanik, Director, stated that presently the problem is a lot of new hotels are built therefore the Company has tried to expand hotel business management service in overseas, for example in the United Arab Emirates, Dubai and India. The reason for expansion the business into overseas is risk diversification. The company will also try to control the expenses by rotating the existing employees both domestic and overseas working in Dusit Thani overseas chain instead of hiring new employees.

Chairman stated that at this moment the company has cost saving policies such as energy saving and may not hire a temporary employee. In long term, the company will expand hotel business management in overseas such as the Middle East Region. The economic recession affected the Company project to slow down; however, it still carries on. Additionally, in 2008 the Company gained on sale vacant land in Chiangmai. These could prove that the management has put the best effort in providing revenue or generate profit for the Company.

Mr. Chockboon Jirpradubsilp, a shareholder, requested the part of Equity Ratio to be provided in graph format for easier consideration.

The Meeting considered and unanimously resolved to approve the Company's audited balance sheets and the statements of income for the year ended December 31, 2008 as follows:

Total Attendance	249	Shareholders	Total	73,518,026	shares		
Approved	249	Shareholders	By	73,518,026	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

4. To consider and approve the profit appropriation and the payment of dividend for 2008.

The Chairman asked Mrs. Sinee Thienprasiddhi to report this matter to the Meeting.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, reported retained earnings as follows:

Retained earnings brought forward	1,221.36	Million Baht
Add Net profit for the year 2008	<u>216.63</u>	Million Baht
Total retained earnings	1,437.99	Million Baht
Less Dividend for the second half year of 2007		
Baht 0.50 per share, paid on May 22, 2008	<u>(42.50)</u>	Million Baht
Balance retained earnings	1,395.49	Million Baht
The appropriation was requested for approval as follows:		
Interim dividend for 85,000,000 shares,		
Baht 0.50 per share,		
paid on September 9, 2008	(42.50)	Million Baht
Second half year dividend		
for 85,000,000 shares, Baht 0.50 per	<u>(42.50)</u>	Million Baht
Retained earnings carried forward	<u>1,310.49</u>	Million Baht

The total dividend payments of Baht 85 Million not exceed retained earnings of the Separate Financial Statements as of December 31, 2008 which was Baht 541 Million.

Dusit Thani Public Company Limited fixed the Record Date on April 3, 2009 in which the shareholders have the right to attend the 2009 Annual General Meeting of Shareholders and to receive the 2008 final dividend. The Company will close the share registration book on April 7, 2009 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551). If the meeting approved as proposed, the 2008 final dividend payment will be paid on May 21, 2009.

The Meeting considered and unanimously resolved to approve the dividend payment of year 2008 as proposed as follows:

Total Attendance	253	Shareholders	Total	73,518,351	shares		
Approved	253	Shareholders	By	73,518,351	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

5. To appoint the Directors to replace whose tenure will end.

The Chairman proposed Mr. Sakdi Kiewkarnkha, Independent Director and Nomination Committee Member, to report to the meeting.

Mr. Sakdi Kiewkarnkha, Independent Director and Nomination Committee Member, stated that according to the Public Company Limited Act and Article 14 of the Company's Articles of Association, in every Annual General Meeting of Shareholders, one-third of all directors must be retired. This year, 4 of 10 directors whose tenure will end as follows:

Item	Name	Position	Age (Year)	In 2008 had 6 meetings Attendance (times)
1	Professor Sansern Kraichitti	Independent Director/Audit Committee Member/Compensation Committee Member/Nomination Committee Member	82	6/6
2	Col.Lt. Chatrachai Bunya-Ananta	Director/Executive Director	76	4/6
3	Mr. Chanin Donovanik	Director/Executive Director/Managing Director/Chief Executive Officer	51	5/6
4	Mrs. Sinee Thienprasiddhi	Director/Executive Director/Company Secretary	50	6/6

Col.Lt. Chatrachai Bunya-Ananta, Director whose tenure will end in this meeting is presently Independent Director, Nomination Committee Chairman and Compensation Committee of MBK Plc. and the Chairman of Royal Orchid Hotel (Thailand) Plc. which are the same business of the Company.

The Board of Director excluding the directors with relevant interest had considered persons who should be appointed to replace the retired directors. By considering policy, regulations and nomination procedure, it was of the view that the 4 retired directors were persons having appropriate qualifications and not having qualifications prohibited by any applicable rules and laws. Their knowledge, skills, expertise, vision, business ethics and capabilities were a benefit and good for the Company's business. Therefore, the meeting agreed with the Nomination Committee to propose the 4 retired directors should be re-elected by the Annual General Shareholders Meeting.

Details of each nominated director were sent to the shareholders with this meetings invitation letter.

Mr. Weerawat Pruksanubal, a shareholder, asked that as Col.Lt. Chatrachai Bunya-Ananta is Director in other companies which have the same business of the Company, whether this matter against the Articles of Association.

The Chairman stated that it will not against the Articles of Association, if the Shareholders' meeting approves the appointment.

Mr. Chanin Donovanik, Director, stated that Col.Lt. Chatrachai Bunya-Ananta used to be the Executive of Thai Airways International Public Company Limited thus he has sufficient knowledge and capabilities which will benefit the Company.

The meeting considered and re-elected all 4 directors whose tenure will end to be the director of the Company for another term as follows:

1. Professor Sansern Kraichitti

Resolution unanimously approved to be Director for another term by

Total Attendance	254	Shareholders	Total	73,518,451	shares		
Approved	254	Shareholders	By	73,518,451	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

2. Col.Lt.Chatrachai Bunya-Ananta who is presently Director of other companies which have the same business of the Company.

Resolution unanimously approved to be Director for another term by

Total Attendance	254	Shareholders	Total	73,518,451	shares		
Approved	254	Shareholders	By	73,518,451	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

3. Mr. Chanin Donavanik

Resolution unanimously approved to be Director for another term by

Total Attendance	255	Shareholders	Total	73,521,451	shares		
Approved	255	Shareholders	By	73,521,451	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

4. Mrs. Sinee Thienprasiddhi

Resolution unanimously approved to be Director for another term by

Total Attendance	255	Shareholders	Total	73,521,451	shares		
Approved	255	Shareholders	By	73,521,451	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

6. To determine the Board of Directors' remuneration for the year 2009.

The Chairman proposed Mrs. Sinee Thienprasiddhi to reports this matter to the Meeting.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that the 2008 remuneration to the Board of Director were as follows:

1. The Annual General Meeting of Shareholders No.15/2008 had approved the year 2008 remuneration per time and per month to the Board of Director not exceeding Baht 3,600,000 but the Company actually paid Baht 3,147,500 with details as follows:

● The Board of Directors' remuneration	
- The remuneration for attending each meeting.	
(In 2008, there were 6 meetings)	800,000
- The monthly remuneration	1,260,000
The total Directors' remuneration	<u>2,060,000</u>
● The remuneration for Sub Committee and others	
- Audit Committee	840,000
- Compensation Committee	160,000
- Nomination Committee	17,500
- Other Sub Committees	-
- Advisor to the Board of Director	70,000
The total remuneration of Sub Committee and others	<u>1,087,500</u>
The grand total remuneration	<u><u>3,147,500</u></u>

2. The Annual Remuneration to the Board of Directors not exceeding Baht 850,000 was approved by the Annual General Shareholders Meeting No. 15/2008 and the Company actually paid Baht 849,200.

The Compensation Committee had considered this issue and proposed to the Board of Directors. The Board of Directors agreed to propose the same to the shareholders to approve remuneration per time and per month to the Board of Directors and Other Sub Committees for the year of 2009 not exceeding Baht 3,600,000. The annual remuneration to the Board of Directors for the year 2009 was proposed Baht 850,000.

Mr. Weerawat Pruksanubal, a shareholder, stated that in 2009 the economic and revenue decline, therefore whether reducing the Board of Directors' remuneration for the year 2009 should be considered because it may affect the shareholders' dividend.

Ms. Laksana Nakpraseth, a shareholder, stated that due to having loss from buying Company shares, therefore requested in considering the Board of Directors' remuneration for the year 2009 may reduce.

Professor Hiran Radeesri, Independent Director and Compensation Committee Chairman, stated that the remuneration to the Board of Director has 2 parts. The remuneration per time will be compensated for travelling expenses. The monthly remuneration is considered in accordance with the responsibilities of the Board of Directors. The annual remuneration to the Board of Directors is determined in accordance with the Company performance by depending on the dividend to the shareholders. If the Company has low performance, the dividend rate pay to the shareholders will be low and the annual remuneration pay to the Board of Director will be low accordingly. If the shareholders do not receive the dividend, the Board of Director will not receive the annual remuneration either.

The Meeting considered and unanimously resolved to approve the proposed remuneration as follows:

Total Attendance	256	Shareholders	Total	73,521,452	shares		
Approved	256	Shareholders	By	73,521,452	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

7. To appoint the auditor and fix the remuneration for the year 2009.

The Chairman proposed Mrs. Sinee Thienprasiddhi to report this matter to the Meeting.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that the Board of Directors had considered the appointment of Company's auditor and the remuneration for the year of 2009 of which had been proposed and considered by the Audit Committee. The meeting had resolution to propose to the shareholders as follows:

1. To appoint the followings from PricewaterhouseCoopers ABAS Company Limited as the auditors of the Company and its subsidiaries:

Names	CPA Nos.	Year of Auditing
Mrs. Anothai Leekitwattana	3442	Quarter 1/2007
Or		
Miss Nangnoi Charoenthaveesub	3044	
Or		
Mrs. Nattaporn Phan-Udom	3430	
Or		
Mrs. Unakorn Phruithithada	3257	

One of the four auditors mentioned above has authorization to audit and sign on the Report of Independent Certified Public Accountants of the Company.

2. To set an audit fee for year 2009 of Dusit Thani Public Company Limited at totally Baht 1,859,000, increasing from year 2008 at amount of Baht 117,000, comprising of:

	Year 2009	Year 2008
For Statutory Financial Statements	1,262,000	1,187,000
For 3 Quarterly Interim Financial Statements	<u>597,000</u>	<u>555,000</u>
Total	Baht <u><u>1,859,000</u></u>	<u><u>1,742,000</u></u>

In addition, the same group auditors, PricewaterhouseCoopers ABAS Limited, has been appointed to be the auditor of the subsidiary companies as follows:

		Year 2009	Year 2008
1. Royal Princess Public Company Limited	(A)	250,000	1,080,000
2. Dusit Hotels & Resorts Co., Ltd.	(A)	100,000	406,000
3. Dusit Thani Properties Co., Ltd.		114,000	108,000
4. Devarana Spa Co., Ltd.		95,000	90,000
5. Dusit Executive Development Center Co., Ltd.		92,500	86,000
6. Le Cordon Bleu Dusit Co., Ltd.		169,000	156,000
7. Dusit Worldwide Co., Ltd.	(B)	169,000	112,000
8. Dusit Thai Properties Public Company Limited	(C)	<u>1,230,000</u>	-
Total	Baht	<u><u>2,219,500</u></u>	<u><u>2,038,000</u></u>

Remarks: (A) The audit fee of Royal Princess Plc. and Dusit Hotels & Resorts Co., Ltd. for the year 2009 covering the period of January 1, 2009 to March 31, 2009.
 (B) Dusit Worldwide Co., Ltd. was registered on January 14, 2008. The Company received the audit proposal fee for the year 2008 on October 6, 2008.
 (C) Dusit Thai Properties Public Company Limited was registered on April 1, 2009. The audit fee for the year 2009 covering 9 months ended December 31, 2009.

In addition, the Company engaged PricewaterhouseCoopers FAS Limited to provide consultancy services in centralizing accounting and purchasing operation and risk management with the total fee of Baht 6,200,000 but as of December 31, 2008 the Company had paid this fee for the total amount of Baht 4,700,000. PricewaterhouseCoopers ABAS Limited confirmed that the consultancy services would not cause any affect to its independency of audit service. Philippine Hoteliers, Inc., the Company's subsidiary in the Philippines, will also engage PricewaterhouseCoopers ABAS Limited in the Philippines to provide the audit service for year 2009 as the same as Dusit Thani Public Company Limited, its parent company.

PricewaterhouseCoopers ABAS Limited is the independent firm and has no interest in the Company and the subsidiaries.

Mr. Weerawat Pruksanubal, a shareholder, stated that the auditor remuneration for the year 2009 is higher than the year 2008, but the other company as known will maintain or reduce the audit fee due to economic recession such as the audit fee of Royal Orchid Sheraton Hotel & Towers which will be the same rate as last year.

Mrs. Nattaporn Phan-Udom, Auditor from PricewaterhouseCoopers ABAS Limited, stated that the increase of auditor remuneration due to scope of work is changing such as the incorporation of new company while the standard of the audit will be more strictly in order to the benefit of shareholders. Moreover, each business has different standard in auditing and hotel business has many accounts to audit.

Mr. Chanin Donavanik, Director, stated that due to the number of hotel management increase, therefore work and details will also increase.

Ms. Laksana Nakprasert, a shareholder, stated that in case of economic recession, the auditing work should decrease accordingly.

Mr. Supoj Aueychailertkul, a shareholder, requested that next year the audit fee propose to be considered, the Company should contact more audit firms, not necessary top auditing companies, because the Company has never been disreputable.

Mr. Prasit Piruncharoen, a shareholder, stated that the Company should have bidding for auditor remuneration and the audit term should only be 2 years continuously.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that the Company will change the audit firm every 3 year and this is the 3rd year of PricewaterhouseCoopers ABAS Limited. Next year, the Company will consider the new auditor. If the audit firm is changed so often, the investor may wonder. However, she will try to negotiate with PricewaterhouseCoopers ABAS Limited to reduce this fee.

The Meeting considered and approved by major voting the auditor appointment of Mrs. Anothai Leekitwattana or Miss Nangnoi Charoenthaveesub or Mrs.Nattaporn Phan-Udom or Mrs.Unakorn Phruithithada the auditor from PricewaterhouseCoopers ABAS Limited to be the auditor of Company for the year 2009 with the remuneration not exceeding Baht 1,859,000 as proposed as follows:

Total Attendance	276	Shareholders	Total	73,535,211	shares		
Approved	251	Shareholders	By	73,501,453	votes	Equivalent to	99.96%
Disapproved	23	Shareholders	By	31,258	votes	Equivalent to	0.04%
Abstained	2	Shareholders	By	2,500	votes	Equivalent to	0.00%

8. To consider and approve the amendment the Company's Objectives by wholly canceling the current Objectives and replacing with the new Objectives and also amends Clause 3 of the Memorandum of Association.

The Chairman proposed Mrs. Sinee Thienprasiddhi to report this matter to the Meeting.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that due to the current Objectives of the Company has been enforced since the transformation of the Company to be a public limited company was registered on June 30, 1993 and the Company is currently expanding its businesses in many fields, the Company therefore should amend its Objectives by cancellation of the entire current Objectives and replace with the new Objectives, and also amend Clause 3 of the Memorandum of Association as follows:

"The Company has 63 Objectives, the details of which are appeared in the attached Bor.Mor.Jor. 002".

Section 31 of the Public Limited Companies Act B.E. 2535 stipulates that the company may amend the Objectives of the company only when a resolution has been passed at that meeting of shareholders by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote and shall register the said amendment within fourteen days from the date on which the resolution was passed at the meeting.

The meeting considered and unanimously approved the amendment the Company's Objectives by cancellation of the entire current Objectives and replacing with the new Objectives and also amends Clause 3 of the Memorandum of Association as follows:

Total Attendance	277	Shareholders	Total	73,535,311	shares		
Approved	277	Shareholders	By	73,535,311	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

9. To consider and approve the amendment the Company's Articles of Association by cancellation of the entire current Articles of Association and replace with the new Articles of Association.

The Chairman proposed Mrs. Sinee Thienprasiddhi to report this matter to the Meeting.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that due to the amendment of the Securities and Exchange Act B.E. 2535 in 2008, the Company therefore should amend its Articles of Association, to make it consistent with such amendment, by cancellation of the entire current Articles of Association of the Company and replace with the new Articles of Association.

Section 31 of the Public Limited Companies Act B.E. 2535 stipulates that the company may amend the Articles of Association of the company only when a resolution has been passed at that meeting of shareholders by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote and shall register the said amendment within fourteen days from the date on which the resolution was passed at the meeting.

The meeting considered and unanimously approved the amendment the Company's Articles of Association by cancellation of the entire current Articles of Association and replace with the new Articles of Association as follows:

Total Attendance	278	Shareholders	Total	73,535,312	shares		
Approved	278	Shareholders	By	73,535,312	votes	Equivalent to	100.00%
Disapproved	0	Shareholders	By	0	votes	Equivalent to	0.00%
Abstained	0	Shareholders	By	0	votes	Equivalent to	0.00%

10. To consider other matters (if any)

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that in the Annual Report for the year 2008 in Thai Version which was delivered with Notice of the Annual General Meeting of Shareholders No.16/2009, at Page 4 Management Structure, the name of "Mr. Banterngrat Tuntivit, Advisor" requested to be added in the part of Director name list.

Mr. Chockboon Jitpradubsilp, a shareholder, stated that LCD Projector in the meeting room should be located at the same place for more convenience of sighting and asked how the Company will process for the impact of the Swine Flu which is now spreading in many countries. As Dusit Thani Hua Hin was selected being a meeting venue for ASEAN Summit, whether it would be benefited to the Company.

The Chairman stated that hopefully the Swine Flu will not spread out to Thailand, with reference to the news at presently Mexico is trying to prevent the Swine Flu spreading out from its country.

Mr. Chanin Donavanik, Director, stated that as Dusit Thani Hua Hin was selected being a meeting venue for ASEAN Summit, it was good. However, the situation in Pattaya was impacted to Dusit Thani Pattaya.

Mr. Supoj Aueychailertkul, a shareholder, stated that presently the United State of America announced the Swine Flu as a country crisis, it may be an opportunity for Asian countries attracting tourists travelling in Asia. He also suggested Dusit Thani Hua Hin to improve the communication documents and announcements to be prepared in Thai Version too due to a lot of guests are Thais and free internet service should be also provided for in house guests because the hotels nearby has already provided free of charge for their guests.

Mr. Weerawat Pruksanubal, a shareholder, asked that in 2008 the Company had gained on sale of vacant land in Chiangmai therefore how the Company prepares for the year 2009.

Mr. Chanin Donovanik, Director, stated that for the 1st quarter in 2008, the Company's performance was good, after the political crisis led to the closure of Suvarnabhumi Airport, the Company's performance decline. At present, the Company has tried to find the best way in solving the problems. The budget meetings were arranged many times and the budget amendment was done almost every month. For preparing the budget, the occupancy of each hotel must be considered.

Mr. Wiwat Aramwareekul, a shareholder, stated that he requested the Company in solving the liquidity on share trading. In case the Company has no liquidity on share trading whether the Company should be delisted from the Stock Exchange of Thailand.

The Chairman stated that the Company has no liquidity on share trading because the major shareholders do not trade their shares. Due to presently economic recession, share trading is very difficult.

Mrs. Sinee Thienprasiddhi, Director and Company Secretary, stated that at this moment, the Stock Exchange of Thailand has not yet issued the regulation for the liquidity on share trading but they has the regulation for the free float rate.

As there was no further business, the Chairman said thank to the shareholders for attending the meeting and approving the business transacted as proposed by Board of Directors. The Meeting closed at 3.35 p.m.

Mr. Chatri Sophonpanich	Chairman of the meeting
Mrs. Sinee Thienprasiddhi	Director and Company Secretary
Miss. Amara Kulworasreth	Recorder of Minutes

Curricula Vitae of the persons to be nominated as the Directors in replacement of whose tenure will end.

1. Thanpuying Chanut Piyaoui

Director Type	Director who was considered by the Nomination Committee		
Age	85 Years		
Education	- Honorary Degree of Doctor in Business Administration (NIDA) - Honorary Degree of Doctor in Tourism and Hotel Sri Pathoom University - Honorary Degree of Doctor of Arts in Tourism Industrial Mahidol University - Honorary Degree of Doctor of Business Administration in Hospitality Management Johnson & Wales University Rhode Island, USA.		
Positions in DTC	Honorary Chairperson and Director		
Tenure of being DTC Director	44 Years		
Shareholding in DTC	Group of Thanpuying Chanut Piyaoui holds 49.93%		
Experience	Present	- Honorary Chairperson / Director	
		Executive Committee Advisor	Dusit Thani Plc.
		- Chairperson	Dusit Thai Properties Plc. Philippine Hoteliers, Inc. Piyachan Co., Ltd.
		- Director	The Statesman General Prem Tinsulanonda Foundation
	1966 - 2006	- Chairperson / Managing Director	Dusit Thani Plc.

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

The attendance in the year 2009

- | | | |
|---|-----|-------|
| 1. The Board of Directors Meeting | 5/6 | times |
| 2. The Annual General Meeting of Shareholders | 1/1 | time |

2. Mr. Chatri Sophonpanich

Director Type	Director who was considered by the Nomination Committee		
Age	76 Years		
Education	<ul style="list-style-type: none"> - Diploma in Accountancy, Kwang Tai High Accountancy College, Hong Kong - Certificate from London Regent Street Polytechnic, U.K. - Certificate of Banking from Institute of Bankers, U.K. - Honorary Degree of Doctor of Law Pepperdine University Malibu, California, U.S.A. - Honorary Degree of Doctor of Business Management, De La Salle University, Philippines - Honorary Degree of Business Administration, Thammasat University - Honorary Professor, Shan Tou University, People's Republic of China - Directors Accreditation Program (DAP) 		
Positions in DTC	Chairperson		
Tenure of being DTC Director	5 Years		
Shareholding in DTC	Group of Mr. Chatri Sophonpanich holds 5.14%		
Experience	2005 - Present	- Chairman / Executive Committee Advisor	Dusit Thani Plc.
	1999 - Present	- Chairman	Bangkok Bank Plc.

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

The attendance in the year 2009

- | | | | |
|----|--|-----|-------|
| 1. | The Board of Directors Meeting | 6/6 | times |
| 2. | The Annual General Meeting of Shareholders | 1/1 | time |

3. Professor Hiran Radeesri

Director Type	Director who was considered by the Nomination Committee	
Age	80 Years	
Education	<ul style="list-style-type: none"> - Master of Business Administration (MBA) University Pennsylvania, U.S.A. - Honorary Doctor Degree (Accounting), Thammasart University - Certificate (High Level) of Accounting, Thammasart University - Directors Certificate Program - Fellow Member, A Thai Institute of Directors Association - Diploma, National Defense College, 1981 - Director Training Certificate Yale University, USA. 	
Positions in DTC	Independent Director / Audit Committee Chairman / Compensation Committee Chairman / Nomination Committee Chairman	
Tenure of being DTC Director	11 Years	
Shareholding in DTC	none	
Experience	<p>2003- Present - Chairman Advisory Group Corporate Governance Center Stock Exchange of Thailand</p> <p>2002- Present - Committee Chairman of Auditing Examiner The Revenue Department</p> <p>- Honorable Committee of University Council Thammasart University</p> <p>2000- Present - Director / Audit Committee Thaicom Plc.</p> <p>2000- 2008 - Chairman Thai Institute of Directors Association</p> <p>1999- Present - Director / Audit Committee / Chairman Navakij Insurance Plc.</p> <p>1999- Present - Independent Director / Audit Committee Chairman / Compensation Committee Chairman / Nomination Committee Chairman Dusit Thani Plc.</p>	

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

The attendance in the year 2009

1.	The Board of Directors Meeting	6/6	times
2.	The Audit Committee Meeting	11/11	times
3.	The Compensation Committee Meeting	2/2	times
4.	The Nomination Committee Meeting	4/4	times
5.	The Annual General Meeting of Shareholders	1/1	time

4. Mr. Kenneth Korsirisophon

Director Type	Director who was considered by the Nomination Committee	
Age	39 Years	
Education	Bachelor of Science in Applied Mathematics and Economics Brown University (Magna Cum Laude) U.S.A.	
Positions in DTC	Director	
Tenure of being DTC Director	7 Years	
Shareholding in DTC	Pioneer iNetwork Limited which Mr. Kenneth Korsirisophon is Director holds shares 10.3%	
Experience	2008- Present - Director	Cape Nga Development Ltd.
	2006- Present - Director	Home Inns & Hotel Management Inc.
	2005- Present - President / Managing Principle	Gateway Capital Gateway China Fund I Gateway Capital Real Estate Fund II
	2005- Present - Director	Gaw Capital Partners
	2003- Present - Director	Dusit Thani Plc. Pioneer Hospitality Siam (GBR) Ltd.
	2000- 2006 - Director	Siam Food Products Plc.
	1998- Present - Chairman Managing Director	Mandalay Pioneer (Siam) Ltd. Pioneer Global Group Ltd.
	1998- 2000 - Chairman	Wah Kwong Shipping Holdings Ltd. (HongKong)
	1994- Present - Director	Strand Hotels International Ltd.
	1994- Present - Director	Myanmar Hotel International Pte. Ltd.

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.
3. Presently be the Director of Pioneer Hospitality Siam (GBR) Limited, Strand Hotels International Limited and Myanmar Hotel International Pte. Ltd. which are the same business of the Company.

The attendance in the year 2009

- | | | |
|---|-----|-------|
| 1. The Board of Directors Meeting | 3/6 | times |
| 2. The Annual General Meeting of Shareholders | -/1 | time |

Curricula Vitae of the person who is proposed to be the additional Independent Director.

Name	Mr. Soradis Vinyaratn		
Age	70 Years		
Education	- Bank Management, City of London College of Banking, U.K. - Director Accreditation Program Class CP/2005, Thai Institute of Directors		
Positions in DTC	Proposed to be Independent Director		
Shareholding in DTC	none		
Present Position	- Partner / Managing Director	Sorachaiwiwat Company Limited (Property Development)	
	- Director / Member of Audit Committee	Bumrungrad International Hospital	
Experience	1987 - 1998	Executive Director	The Post Publishing Plc.
	1982 - 2001	Vice Chairman	Siamsinsappattana Company Group (The owner of Landmark Hotel)
	1957 - 1990	Executive Vice President	Bangkok Bank Plc.
Expertise	Marketing and Management		

Forbidden Qualifications

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against the Company during the year.

Definition of Independent Directors

The company provides the definition of Independent Director following to the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows:

1. Shall not hold more than 1% of total shares with voting rights of the company, parent company, subsidiary company, associated company or juristic person that may conflict, including shares held by the connected person.
2. Shall neither be the director involving in the management, staff, employee, consultant who receives regular salary, nor a person having control power over the company, parent company, subsidiary company, associated company, subsidiary company in the same level or a juristic person that may conflict (at present and two years prior to the appointment).
3. Shall neither be a blood relationship nor relationship from registration in the nature of parent, spouse, brother/sister, child including child's spouse with the executives, major shareholders or controlling person or a person who will be nominated to be the executive or the controlling person of the company or subsidiary company.
4. Commercial relationship with the company
 - 4.1 Nature of the relationship
 - 4.1.1 Relationship in the nature of professional service
 - Nature of relationship: auditor and other professional service e.g. legal consultant, financial advisor, and property appraiser.
 - Significant level of non-independence
 - In case of auditor: prohibited in all case
 - In case of other professionals: value of transaction more than Baht 2 million per annum
 - 4.1.2 Commercial and business relationship (shall be applicable with the same rule of the Stock Exchange of Thailand in relation to connected transactions)
 - Nature of relationship: include all business transactions i.e. normal transaction, lease/lease out of immovable property, asset/service related transactions and providing support or receiving the financial assistance transactions.
 - Significant level of non-independence: transaction value in equivalent to or more than THB 20 million or in equivalent to or more than 3% of NTA of the company whichever the amount is lower provided that the consideration of transaction value shall include the transactions occurred during six (6) months prior to the date of transaction at this time.
 - 4.2 In case of relationship in Clause 4.1 with a juristic person, the person who shall be deemed not independent is the major shareholders, director (except independent director and audit committee) and the executive or partner of such juristic person.
 - 4.3 Prohibited duration of relationship under Clause 4.1 and 4.2: at present and 2 year prior to the appointment.
 - 4.4 Exemption: In case of emergency and reasonable manner which is not regular and continual, the independent director / audit committee may have a relationship beyond the significant level prescribed during his position period. However, this exemption is required to be approved by the Board of Directors of the company with the unanimously resolution. Furthermore, the company is required to disclose the foregoing relationship of such director in the filing form for offering to sell

the securities (Filing Form), Annual Disclosing Form (Form 56-1), and Annual Report (Form 56-2) of the company. Subsequently, if the company will nominate such independent director / audit committee to hold his post again, the company shall disclose details of the said relationship in the notice to convene the shareholders meeting in the agenda of appointing the director.

5. Shall not be a director who is appointed as a representative of the director of the company, major shareholders or the shareholders who are the connected person of the company's major shareholders.
6. Shall have no other characteristic in which unable to provide the opinion independently.
7. The independent director who has the qualifications under Clause 1-6 may be assigned by the Board of Directors to make a decision, in business of the company, parent company, subsidiary company, associated company, subsidiary company in the same level or juristic person which may conflict, in terms of collective decision.

Company's Articles of Association relating to the Shareholders Meeting.**CHAPTER 5 MEETING OF SHAREHOLDERS****Clause 28.**

The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four months after the last day of the accounting year of the Company.

The meeting of shareholders other than the one referred to above shall be called Extraordinary Meeting. The board of directors may call an Extraordinary Meeting of shareholders any time the board considers it appropriate to do so, or the shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five persons who hold shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the board of directors to call the Extraordinary Meeting but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall arrange the meeting of shareholders within one month after they received the request from the shareholders.

Clause 29.

In calling a meeting of shareholders, the board of directors shall prepare a written notice indicating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail and in accordance with the ruling published and prescribed by the Capital Market Supervisory Board by clearly indicating whether it is the matter proposed for information, for approval or for consideration including the opinions of the board of directors on the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting and shall also be published in a newspaper, for the period of three consecutive days prior to the meeting not less than three days.

The chairman of the board shall preside over the meeting of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his/her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his/her duty, the shareholders, attending the meeting, shall elect one shareholder, who attends the meeting, to preside over the meeting.

Clause 30.

In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case, such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum, unless otherwise specified by laws.

At any meeting of shareholders, in the case where one hour has reached and passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate to form a quorum as stipulated in paragraph one, if such meeting of shareholders was called upon the shareholder's request, such meeting shall be cancelled, if such meeting of shareholders was not called upon the request of the shareholders, the meeting shall be called once again and the notice to call such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, the quorum is not required.

Clause 31.

When casting the vote, one shareholder shall have one vote.

A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or an important part of the Company's business. The entrustment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - (d) Amending the Memorandum of Association or Articles of Association.
 - (e) Increase or reduction of the Company's capital or issuance of debentures.
 - (f) Amalgamation or dissolution of the Company.

Clause 32.

The Annual General Meeting of Shareholders shall be held to consider the following agenda:

- (1) To consider the director's report in which shows performance of the Company during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the previous accounting year;
- (3) To allocate the profit and reserve fund;
- (4) To appoint director(s) to replace the director who vacates his/her office due to the expiration of the term of office and fix remuneration;
- (5) To appoint an auditor;
- (6) Other matters (if any).

Documents required prior to attending the Meeting, Proxy, Registration and Voting Process.

Registration to attend the Annual General Shareholders Meeting No.17/2010 of Dusit Thani Public Company Limited, will be made by barcode system. **For your convenience, kindly bring Notice to Shareholders, Registration Form and Proxy Form for registration.**

1. Documents Required Prior to Attending the Meeting

For Natural Person

1. Self-Attending

Valid evidence issued by governmental authorities, e.g. the identification card, governmental identification card, driver license or passport, including the evidence of name or last name's change (if any).

2. Proxy

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the Shareholder and the Proxy.
- 2.2 Certified true copy of valid evidence issued by Governmental Authorities of the Shareholder as specified in Item 1.
- 2.3 Valid evidence of the Proxy as specified in Item 1.

For Juristic Person

1. Representative of Shareholder (Authorized Director) Attending the Meeting

- 1.1 Valid evidence of the authorized director(s) issued by governmental authorities similar to those of natural person specified in Item1.
- 1.2 Copy of Shareholder's Letter of Certification certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.

2. Proxy

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
- 2.2 Copy of Shareholder's Certification of Company certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form, issued by governmental authorities.
- 2.4 Certified true copy of valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item1.

3. For Foreign Investor Appointing Custodian In Thailand

- 3.1 All evidences similar to those of the Juristic Person as specified in Items 1 or 2.
- 3.2 In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:
 - 1) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
 - 2) Letter certifying that the Custodian is permitted to engage in the custodian business. In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of natural person) or the authorized representative(s) of the Shareholder (in case of juristic person).

2. Proxy

The Company has provided 2 types of the Proxy Forms of each shareholder in accordance with Regulation of the Department of Business Development, Ministry of Commerce

Re: Form of Proxy (No. 7) B.E. 2550 as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand.

Shareholders can download Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.dusit.com

Shareholder who is not able to attend the Meeting may appoint a person as your Proxy as follows:

- (1) Complete **only one** of above Proxy Forms as follows:
 - 1.1 General Shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholders listed in the share register book as Foreign Investor appointing the Custodian in Thailand can select only one of three Proxy Forms (Form A, Form B or Form C).
- (2) Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
- (3) Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty.
- (4) Submit and return the completed Proxy Form to the Secretary Office by Thursday April 29, 2010 or half an hour before beginning of the Meeting for verification of documents.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

3. Meeting Registration

The commencement for registration to attend the Meeting will be no less than 2 hours before the Meeting or from 8.00 a.m. on Friday April 30, 2010 at Dusit Thani Hall, Dusit Thani Hotel Bangkok, 946 Rama 4, Silom, Bangrak, Bangkok. Please refer to the map attached herewith.

4. Voting

Voting Regulation

General Agenda:

- (1) A voting by show of hand, which one share will count as one vote, will be made in each Agenda where the shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except for the vote by the Custodian).
- (2) In Case of Proxy
 - 2.1 The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the Shareholder.
 - 2.2 In case (i) the Shareholder does not specify the authorization or the authorization is unclear, (ii) the Meeting considers any agenda other than which specified in the Proxy Form, or (iii) there is any change of fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

Election of Director's Agenda:

In accordance with clause 13 of the Company's Articles of Association, the directors shall be elected in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote per one share;
- (2) When electing the directors, the shareholders may exercise all the votes he/she has to elect one or several persons as a director or directors up to the number of the directors to be elected by such meeting, as the shareholders may deem appropriate. In the voting process, either for one or several persons, each candidate whom elected by the shareholders shall receive all the votes such shareholders have as stipulated in (1) and such shareholders shall not allot his/her votes to any person in any number;
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest until up to the number of directors to be elected by such meeting. Where there is an equality of votes cast for candidates in descending order causing the number of directors exceeding the number of directors to be appointed or elected by such meeting, the chairman shall have an additional right as a casting vote;
- (4) A director shall have qualifications and shall not have prohibited characteristics as specified in the law on public limited companies, as well as shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specify in the notification of the Securities and Exchange Commission.

Voting Procedures

The Chairman shall inform the Meeting details of voting procedures as follows:

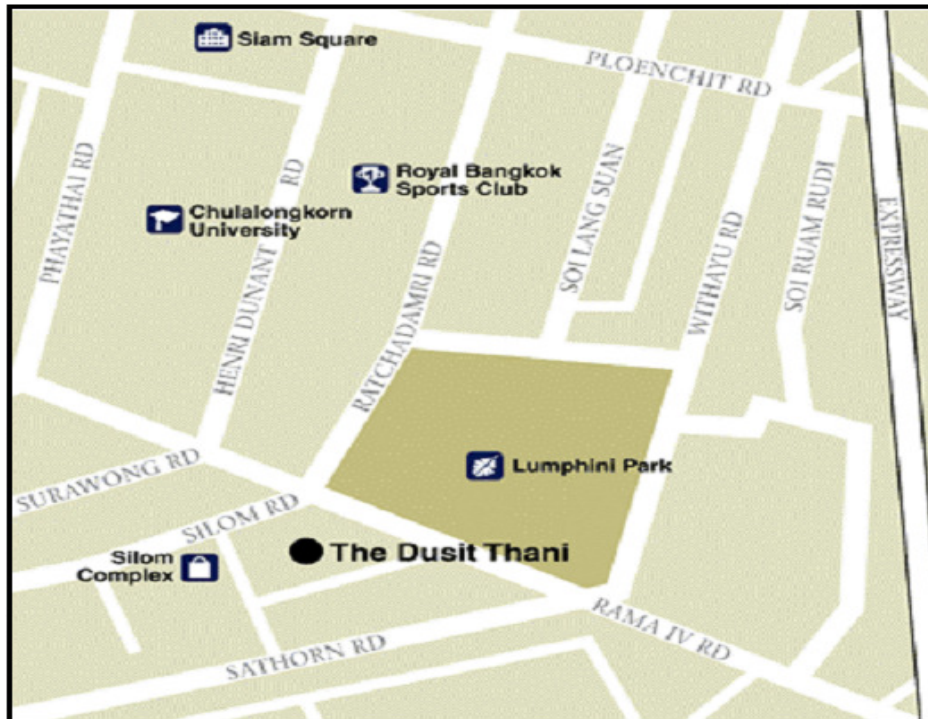
- (1) The Chairman will propose the Meeting to have the vote in each Agenda by asking time by time whether there is any Shareholder approve, disapprove or abstain.
- (2) In voting of each Agenda, if there is no objection or otherwise opinion it shall be deemed approval made by shareholders and proxies attended the meeting. If any person wishes to object or abstain, they shall raise hands and confirm their object or abstain by filling the voting cards, distributed by the company at the time of registration of attendance, and deliver to the company's staff to collect them for its reference. Subsequently, the Chairman of the meeting shall announce the closure of voting cards acceptance and the voting cards shall be counted. After the completion of counting, the Chairman of the meeting shall inform the result of votes to the meeting. It shall be deemed that the shareholders who did not deliver the voting cards prior to the closure of voting cards acceptance, agree with such agenda.

Resolution of the Meeting

- General case: majority vote of the Meeting
- Other case which the laws or the Company's Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting such Agenda.
 - (1) In case a tie of votes, the Chairman of the Meeting shall have a casting vote.
 - (2) Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

Counting and Announcement of the Voting Result

Prior to the commencement of Meeting, the Chairman shall inform the procedures of the counting of the votes to the Meeting. The Company shall count the vote and inform the voting result of all agendas to the Meeting before the Meeting is adjourned.

Map of Dusit Thani Hotel Bangkok

946 Rama IV Road, Silom, Bangrak, Bangkok 10500
Telephone : +66 (0) 2200 9999 Ext. 3061-3

Form A

Proxy

Written at

Date Month Year.....

1. I/We.....Nationality.....
Residing at

2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number ofshares
and having rights to vote equivalent tovotes as follows:
Ordinary share for.....shares and having rights equivalent tovotes
Preferred share for.....shares and having rights equivalent tovotes

3. Hereby authorize:

- (1) Nameage.....
Residing at;or,
(2) Nameage.....
Residing at;or,
(3) Nameage.....
Residing at

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No.17/2010 will be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall, The Dusit Thani Hotel, 946 Rama IV Road, Silom, Bangrak, Bangkok or on any changes in date, time and at other venue.

Any acts performed by said Proxy Holder at the aforementioned meeting shall be deemed as my/our act.

Signed Proxy Grantor
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Remarks:

The shareholder appointing the proxy must authorized only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.

Form B

Proxy

Written at

Date Month Year.....

1. I/We.....Nationality.....

Residing at

2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number ofshares

and having rights to vote equivalent tovotes as follows:

Ordinary share for.....shares and having rights equivalent tovotes

Preferred share for.....shares and having rights equivalent tovotes

3. Hereby authorize:

(4) Nameage.....

Residing at;or,

(5) Nameage.....

Residing at;or,

(6) Nameage.....

Residing at

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No.17/2010 will be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall, The Dusit Thani Hotel, 946 Rama IV Road, Silom, Bangrak, Bangkok or on any changes in date, time and at other venue.

4. I/We hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows;

☐ Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 16/2009.☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.☐ (b) The proxy shall vote in accordance with my/our wish as follows;☐ Approve☐ Disapprove☐ Abstain☐ Agenda 2 To acknowledge and certify the performance of the Company for the year 2009.☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.☐ (b) The proxy shall vote in accordance with my/our wish as follows;☐ Approve☐ Disapprove☐ Abstain

☐ Agenda 3 To consider and approve the Audited Balance Sheets and Statements of Income for the year ended December 31, 2009.

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda 4 To consider and approve the retained earnings appropriation for dividend payment for the year 2009.

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda 5 To appoint the Directors to replace whose tenure will end.

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approval of appointment of the entire Board of Directors.

☐ Approval of the appointment of certain Directors, as follows;

1 Thanpuying Chanut Piyaoui

☐ Approve

☐ Disapprove

☐ Abstain

2 Mr. Chatri Sophonpanich

☐ Approve

☐ Disapprove

☐ Abstain

3 Professor Hiran Radeesri

☐ Approve

☐ Disapprove

☐ Abstain

4 Mr. Kenneth Korsirisophon

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda 6 To appoint the additional Independent Director.

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda 7 To determine the Board of Directors' remuneration for the year 2010.

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

- ☐ Agenda 8 To appoint the auditor and fix the remuneration for the year 2010.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

- ☐ Agenda 9 To consider other matters (if any)
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

5. Voting of proxy holder in any agenda that is not as specified in this proxy shall be consider invalid and not voting as shareholder.
6. In case I/we have not declared a voting intention in any agenda or in any of my /our determination or in case the meeting considers or passes resolution in agenda apart from those agenda specified above. Including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to reasonably consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by proxy holder at the meeting, unless the proxy holder abstain vote according to me/us specified in the proxy.

Signed Proxy Grantor
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Remarks:

1. The shareholder appointing the proxy must authorized only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.
2. In respect of the agenda as to the election of the directors, either the whole set of the directors or only certain member may be voted for.
3. In excess of the agendas stipulated above, additional agendas can be specified in the Attachment to Proxy Form B, as enclosed.

Attachment to Proxy Form B

The proxy as Shareholder of **Dusit Thani Public Company Limited**

In the Annual General Meeting of Shareholders No.17/2010 will be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall, The Dusit Thani Hotel, 946 Rama IV Road, Silom, Bangrak, Bangkok or on any changes in date, time and at other venue.

☐ Agenda.....Subject.....

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda.....Subject.....

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda.....Subject.....

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda.....Subject.....

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda.....Subject.....

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

☐ (b) The proxy shall vote in accordance with my/our wish as follows;

☐ Approve

☐ Disapprove

☐ Abstain

☐ AgendaTo elect Directors to replace whose tenure will end.

Name.....

☐ Approve

☐ Disapprove

☐ Abstain

Name.....

☐ Approve

☐ Disapprove

☐ Abstain

Name.....

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☐ Disapprove

☐ Abstain

Name.....

☐ Approve

☐ Disapprove

☐ Abstain

Form C

Proxy

Written at

Date Month Year

1. I/We.....

Residing at

As custodian for

2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number ofshares
and having rights to vote equivalent tovotes as follows:

Ordinary share for.....shares and having rights equivalent tovotes

Preferred share for.....shares and having rights equivalent tovotes

3. Hereby authorize:

(7) Nameage.....

Residing at;or,

(8) Nameage.....

Residing at;or,

(9) Nameage.....

Residing at

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No.17/2010 will be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall, The Dusit Thani Hotel, 946 Rama IV Road, Silom, Bangrak, Bangkok or on any changes in date, time and at other venue.

4. I/We hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows;

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.☐ (b) The proxy shall vote in accordance with my/our wish as follows;☐ Ordinary share for.....shares and having rights equivalent tovotes☐ Preferred share for.....shares and having rights equivalent tovotes

Total having rights equivalent to votes

5. I/We hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows;

☐ Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 16/2009.☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.☐ (b) The proxy shall vote in accordance with my/our wish as follows;☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes☐ Agenda 2 To acknowledge and certify the performance of the Company for the year 2009.☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.☐ (b) The proxy shall vote in accordance with my/our wish as follows;☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

- ☐ Agenda 3 To consider and approve the Audited Balance Sheets and Statements of Income for the year ended December 31, 2009.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda 4 To consider and approve the retained earnings appropriation for dividend payment for the year 2009.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda 5 To appoint the Directors to replace whose tenure will end.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approval of appointment of the entire Board of Directors.
- ☐ Approval of the appointment of certain Directors, as follows;
- 1 Thanpuying Chanut Piyaoui
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- 2 Mr. Chattri Sophonpanich
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- 3 Professor Hiran Radeesri
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- 4 Mr. Kenneth Korsirisophon
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda 6 To appoint the additional Independent Director.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda 7 To determine the Board of Directors' remuneration for the year 2010.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
- ☐ Agenda 8 To appoint the auditor and fix the remuneration for the year 2010.
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

- ☐ Agenda 9 To consider other matters (if any)
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

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

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

I/We shall be fully liable for any action taken by proxy holder at the meeting, unless the proxy holder abstain vote according to me/us specified in the proxy.

Signed Proxy Grantor
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Remarks:

- Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
- Evidence to be enclosed with the Proxy Form are:
 - Power of Attorney from shareholder authorizes a custodian to sign a Proxy Form on behalf of shareholder.
 - Letter of certification to certify that the signer in the Proxy Form has a permit to act as a custodian.
- The shareholder appointing the proxy must authorized only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.
- In respect of the agenda as to the election of the directors, either the whole set of the directors or only certain member may be voted for.
- In excess of the agendas stipulated above, additional agendas can be specified in the Attachment to Proxy Form C, as enclosed.

Attachment to Proxy Form C

The proxy as Shareholder of **Dusit Thani Public Company Limited**

In the Annual General Meeting of Shareholders No.17/2010 will be held on Friday April 30, 2010 at 10.00 a.m., at Dusit Thani Hall,
The Dusit Thani Hotel, 946 Rama IV Road, Silom, Bangrak, Bangkok or on any changes in date, time and at other venue.

- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes
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☐ AgendaTo elect Directors to replace whose tenure will end.

Name.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name.....

☐ Approve.....votes ☐ Disapprove.....votes ☐ Abstain.....votes

Name.....

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