



No. Nor lor bor 012/2017

Date : March 29, 2017

Subject : Invitation to the Annual General Meeting of Shareholders for year 2017

To : Shareholders

- Enclosures:
1. Barcode registration form (required to bring on the Meeting day)
  2. A copy of the Minutes of the Annual General Meeting of Shareholders for year 2016
  3. Information on proposed directors to be appointed as the directors
  4. The detail of Auditors
  5. Guidelines for Proxy appointment, registration and identification documents required to attend and vote in the Annual General Meeting of Shareholders
  6. The detail of directors (proxy for shareholders)
  7. The Company's Articles of Association, concerning the Shareholders' Meeting
  8. Proxy forms
  9. A map of meeting place
  10. Annual Report for 2016 and Sustainability Report for 2016 (in form of CD – ROM)

Whereas the Board of Directors of CP ALL Public Company Limited had resolved to arrange for the holding of the Annual General Meeting of Shareholders for year 2017 to be held on Thursday, April 20, 2017 at 2:00 p.m., registration time: 12 noon – 2.00 p.m., at the Meeting Room 3<sup>rd</sup> floor, Convention Hall, Panyapiwat Institute of Management, 85/1 Moo 2 Chaengwattana Road, Bang Talad, Pak-Kred, Nonthaburi with the agenda as follows:

**1. To adopt the minutes of the Annual General Meeting of Shareholders for year 2016**

Facts and Reasons

The Annual General Meeting of Shareholders for year 2016 was held on April 21, 2016. The copy of the Minutes of the Meeting is attached herewith (Enclosure no.2). The Company had submitted the Minutes of the Meeting to the Stock Exchange of Thailand since May 3, 2016, and posted them on the Company's website ([www.cpall.co.th](http://www.cpall.co.th)). However, the Company has not received any request to amend the said minutes.

Board's Opinion

After considering the matter, the Board of Directors is of the opinion that the said minutes should be adopted by the Shareholders' Meeting.

**2. To consider the report of the Board of Directors which propose the meeting for reporting the Company's operations for the last year**

Facts and Reasons

The operation results of the Company for the year 2016 were reported in the Annual Report and the Financial Statements of the Company distributed together with this invitation notice (Enclosure no.10, Annual report, in the subject of "Nature of Business" "Management Discussion and Analysis" and "Financial Statements") which could be summarized as follows:



|                         | <u>Stores opened<br/>in year 2016</u> | <u>Total stores as of<br/>December 31, 2016</u> |          |
|-------------------------|---------------------------------------|---|----------|
| Number of stores        |                                       |   |          |
| Classified by location  |                                       |   |          |
| - Bangkok               | 177                                   | 2,734   | branches |
| - Suburb                | 146                                   | 1,511   | branches |
| - Upcountry             | <u>387</u>                            | <u>5,297</u>                                    | branches |
| Total                   | <u>710</u>                            | <u>9,542</u>                                    | branches |
| Classified by ownership |                                       |   |          |
| - Corporate             | 297                                   | 4,205   | branches |
| - Franchise             | 388                                   | 4,645   | branches |
| - Sub Area              | <u>25</u>                             | <u>692</u>                                      | branches |
| Total                   | <u>710</u>                            | <u>9,542</u>                                    | branches |

Financial statements for the year ended December 31, 2016

Million Baht

*Separate :*

|   |         |                                  |
|---|---------|----------------------------------|
| - Total assets  | 280,872 | Increased 6% from previous year  |
| - Shareholders' Equity  | 45,913  | Increased 53% from previous year |
| (Included Subordinated Perpetual Debentures 9,953 Million Baht) |         |                                  |
| - Revenue from sale of goods<br>and rendering of services       | 256,401 | Increased 11% from previous year |
| - Total Income  | 278,246 | Increased 11% from previous year |
| - Net profit  | 14,099  | Increased 24% from previous year |

*Consolidated :*

|   |         |                                  |
|---|---------|----------------------------------|
| - Total assets  | 352,268 | Increased 7% from previous year  |
| - Shareholders' Equity  | 59,603  | Increased 43% from previous year |
| (Included Subordinated Perpetual Debentures 9,953 Million Baht) |         |                                  |
| - Revenue from sale of goods<br>and rendering of services       | 434,712 | Increased 11% from previous year |
| - Total Income  | 451,939 | Increased 11% from previous year |
| - Net profit attributable to equity holders                     | 16,677  | Increased 22% from previous year |

Board's Opinion

The Meeting of Shareholders should acknowledge the operating results of the Company for the year 2016.



**3. To consider and approve the balance sheet and profit and loss account for the year ended December 31, 2016.**

Facts and Reasons

The balance sheet and profit and loss account for the year ended December 31, 2016 which were audited by the auditors are appeared in the audit report of certified public accountant and financial statements enclosed herewith (Enclosure no.10, Annual report : in the subject of "Independent Auditor's Report" and "Financial Statements"). It could be summarized as follows:

| <i>Separate :</i>                                      | <u>Baht</u>     |
|--|-----------------|
| - Total assets   | 280,872,091,889 |
| - Total Equity   | 45,912,656,403  |
| - Revenue from sale of goods and rendering of services | 256,401,027,194 |
| - Total Income   | 278,245,771,115 |
| - Profit for the year                                  | 14,099,057,402  |
| - Basic Earnings per share                             | 1.57            |

*Consolidated :*

|  |                 |
|--|-----------------|
| - Total assets   | 352,268,052,662 |
| - Total Equity   | 59,603,204,117  |
| - Equity attributable to Equity holders of the Company               | 55,196,167,479  |
| - Revenue from sale of goods and rendering of services               | 434,711,870,911 |
| - Total Income   | 451,938,847,778 |
| - Profit for the year  | 16,819,091,963  |
| - Profit for the year, attributable to Equity holders of the company | 16,676,510,405  |
| - Basic earnings per share   | 1.85            |

Board's Opinion

After considering the matter, the Board of Directors is of the opinion that the Meeting of Shareholders should approve the balance sheet and profit and loss account for the year ended December 31, 2016 which was audited by certified public auditor and reviewed & agreed by Audit Committee.

Resolution

*This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.*

**4. To consider and approve an appropriation of profit and approve the dividend payment**

Facts and Reasons

According to the Articles of Association of the Company, Article 37, the Company must appropriate its annual net profit for legal reserve not less than 5% of annual net profit after deduction of brought forward deficit (if any) until this reserve shall be not less than 10% of the Company's registered capital or more.



At the end of year 2016, the Company had registered capital for amount of Baht 8,986,296,048, issued and paid-up share capital of Baht 8,983,101,348 and legal reserve for amount of Baht 900 million or equal to 10% of the Company's registered capital, fully appropriated according to the Articles of Association of the Company, no more additional appropriate for legal reserve from net profit of the year 2016.

The Company has a policy to pay dividend to the shareholders at approximate 50% of net profit from the separate financial statements from operation after deduction of income tax and legal reserve in each year and from the consolidated financial statements in additional consideration.

However, the dividend payment policy may be changed if the board of directors considers the company's financial position, economic situation, the operating result, the ability to repay the principal and interest in accordance with the terms of long-term loan contract including future investment plans and agrees to propose the meeting of shareholders to consider other alternatives.

In addition, the Company is obliged to comply with the terms and conditions of various types of debentures, which are in case the Company defaults on payment of interest or defaults on any payments related to the debentures or postpones interest payments on debenture (as the case may be), the Company will not pay dividends to shareholders.

From the operation result of the year 2016, the Company earned a net profit according to separate financial statements amounting to Baht 14,099,057,402 with Baht 1.57 of earnings per share. The profit attributable to the Equity holders of the Company from consolidated financial statements was Baht 16,676,510,405 with Baht 1.85 of earnings per share. After considering the Company's financial position and the operating result, the Shareholders should consider the payment of dividend for the year 2016.

#### Board's Opinion

After considering the matter, the Board of Directors is of the opinion that the Meeting of Shareholders should approve not to appropriate its annual net profit for legal reserve, due to the Company has legal reserve fully appropriated according to the Articles of Association of the Company.

In addition, the Meeting of Shareholders should approve the dividend payment distributed from the operating results for the year 2016 at Baht 1.00 per share (One Baht) for Shareholders holding 8,983,101,348 shares, total dividend payment in amount of Baht 8,983,101,348 or equal to 64% of net profit after income tax from separate financial statements. The above dividend payment is complied with stipulated dividend payment policy of the Company.

The Company has scheduled the record date on May 2, 2017 to determine the shareholders entitled to receive the dividend. The Shareholders' name shall be collected according to the Section 225 of the Securities and Exchange Act by closing the share registration book on May 3, 2017. The dividend payment shall be made on May 18, 2017. However, the rights concerning the Company's dividend payment will be resolved upon Shareholders' approval.

Moreover, Shareholders who are ordinary person can credit personal income tax of dividend received from the Company according to the Revenue Code, Section 47 Bis. Due to the dividend payment distributed from the profit which the Company paid at a percentage of net profit for corporate income tax as following rates:

1. Dividend 0.15073 Baht/Share, paid 25% of net profit for corporate income tax. Therefore, the income tax credit for this dividend is equal to the number of dividend multiply by 25/75
2. Dividend 0.24113 Baht/Share, paid 23% of net profit for corporate income tax. Therefore, the income tax credit for this dividend is equal to the number of dividend multiply by 23/77
3. Dividend 0.60814 Baht/Share, paid 20% of net profit for corporate income tax. Therefore, the income tax credit for this dividend is equal to the number of dividend multiply by 20/80

#### Statistics of dividend payment

| Details of Dividend Payment   | 2013   | 2014    | 2015   | 2016<br>(proposed year) |
|---|--------|---------|--------|-------------------------|
| 1. Number of shares (Million shares)  | 8,983  | 8,983   | 8,983  | 8,983                   |
| 2. (A) Net profit - Separate Financial Statements<br>(Million Baht)         | 10,260 | *8,686  | 11,376 | 14,099                  |
| 3. Earnings per share – Separate Financial<br>Statements (Baht : share)     | 1.14   | *0.97   | 1.27   | *1.57                   |
| 4. (B) Net profit – Consolidated Financial<br>Statements (Million Baht)     | 10,537 | *10,200 | 13,682 | 16,677                  |
| 5. Earnings per share – Consolidated Financial<br>Statements (Baht : share) | 1.17   | *1.14   | 1.52   | *1.85                   |
| 6. Annual Dividend (Baht : share)   | 0.90   | 0.80    | 0.90   | 1.00                    |
| 7. Total dividend payment (million Baht)                                    | 8,085  | 7,186   | 8,085  | 8,983                   |
| 8. % Dividend payout ratio – Separate Financial<br>Statements (A)           | 79%    | 83%     | 71%    | 64%                     |
| 9. % Dividend payout ratio – Consolidated<br>Financial Statements (B)       | 77%    | 71%     | 59%    | 54%                     |

- Remarks
1. In 2014, restated other comprehensive income.
  2. In 2016, Earnings per share is calculated by deducting cumulative interest payment on subordinated perpetual debentures.

#### Resolution

*This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.*

#### 5. To consider and elect directors to replace the directors who retire by rotation.

##### Facts and Reasons

According to the Public Company Act B.E. 2535 and the Company's Articles of Association, Article 11, stipulated that one-third of directors shall retire by rotation at each General Meeting of Shareholders or, if their number is not a multiple of three, the number nearest to one-third shall



retire from office. The Directors to retire from office in the first and the second years after registration of the Company shall draw lots. In the subsequent years, the Director who are longest in office shall retire. Directors retiring by rotation are eligible for re-election.

The Directors who shall retire by rotation are as follows:

1. Mr. Prasert Jarupanich Director
2. Mr. Narong Chearavanont Director
3. Mr. Pittaya Jearavisitkul Director and Vice Chairman of Executive Committee
4. Mr. Piyawat Titasattavorakul Director and Vice Chairman of Executive Committee
5. Mr. Umroong Sanphasitvong Director, Corporate Governance Committee, Remuneration and Nomination Committee and Member of Executive Committee

In compliance with laws and the Company's Articles of Association, the Meeting of Shareholders should consider and elect directors to replace 5 directors who retire by rotation.

The Company gave the minority shareholders the opportunity to nominate candidates to be considered and elected as the Director during September 22 to December 31, 2016 and disclosed through website of The Stock Exchange of Thailand and published criteria including proposal of the director nomination form on The Company's website to inform shareholders in advance. It appears that, there is no any shareholder nominating candidates to be considered and elected as Director.

#### Board's Opinion

The Board of Directors except Directors retiring by rotation at the Annual General Meeting of Shareholders for year 2017 had considered all nominees including various qualifications from knowledge, experiences and capability from varies occupations, including the performance as a director in the past. The Board of Directors approved the proposal of Remuneration and Nomination Committee and it is of the opinion that the Meeting of Shareholders should re-elect the following five nominees who retire by rotation to be directors of the Company for another term. The information on proposed directors is enclosed herewith. (Enclosure no. 3)

| Proposed directors |                  | Position  | No. of shares As at Dec. 31, 2016 | %of total voting shares |
|--------------------|------------------|---|-----------------------------------|-------------------------|
| 1. Mr. Prasert     | Jarupanich       | Director  | 0                                 | -                       |
| 2. Mr. Narong      | Chearavanont     | Director  | 304,802                           | 0.00339%                |
| 3. Mr. Pittaya     | Jearavisitkul    | Director and Vice Chairman of Executive Committee   | 1,823,301                         | 0.02030%                |
| 4. Mr. Piyawat     | Titasattavorakul | Director and Vice Chairman of Executive Committee   | 136,738                           | 0.00152%                |
| 5. Mr. Umroong     | Sanphasitvong    | Director, Corporate Governance Committee, Remuneration and Nomination Committee and Member of Executive Committee | 0                                 | -                       |

Resolution

*This matter shall be passed by the affirmative resolution of a majority vote with the following rules and procedures:*

- (1) Each shareholder shall have a number of votes equal to one share per one vote.*
- (2) Each shareholder must exercise all the votes he/she has under (1) to appoint an individual or several persons to be director(s) but shall not split his/her votes among any person or group of persons.*
- (3) The persons receiving the highest number of votes in descending order shall be appointed as directors depending on the requirement of directors set at such time. In the event that a number of persons receive an equal number of votes for the last directorship rendering the number of directors more than which is required, the chairman of the meeting shall have a casting vote.*

*For this election, it shall consider and appoint an individual to be director in each position by exercising all votes of each shareholder but not splitting votes. The person receiving the highest number of votes of each position will be appointed as a director of that position.*

**6. To consider and approve the remuneration for directors.**

Facts and Reasons

According to the Company's Articles of Association, Article 24, stipulated that a Director is entitled to have compensation from the Company in the form of salary, reward, meeting allowance, gratuity, bonus or other form of remuneration in accordance with the Articles of Association or as determined or laid down as a rule or fixed from time to time or until further change by the shareholders in meeting and is entitled to allowance and welfare benefits according to the regulation of the Company.

The remuneration for directors approved from the Meeting of Shareholders in year 2016 were as follows:

**1. Monthly Remuneration**

(Baht/person)

| <b>Position</b>  | <b>Salary</b> | <b>Meeting allowance</b> |
|--|---------------|--------------------------|
| 1. Independent Director who is the Chairman of the sub-committee | 120,000       | None                     |
| 2. Independent Director who is the member of the sub-committee   | 100,000       | None                     |
| 3. Independent Director who is not a member of the sub-committee | 80,000        | None                     |
| 4. Chairman  | 120,000       | None                     |
| 5. Vice Chairman   | 100,000       | None                     |
| 6. Director  | 60,000        | None                     |

Remarks : 1. Independent Director who is the member of the sub-committee means audit committee and/or corporate governance committee.

2. Independent Director who is the member in several sub-committees shall receive only the highest rate.



## 2. Bonus

At the rate of 0.50% of the dividend paid to the Shareholders. The Chairman of the Board allocated the appropriate amount of bonus to each director. The total bonus was Baht 40.424 million.

In addition to the directors' remuneration in the form of money, the Company provides other compensation and privilege in the form of Directors' and Officers' Liabilities Insurance with sum insured US Dollar 30 million and premium approximately Baht 1 million per year.

### Board's Opinion

The Board of Directors had an opinion to propose the Annual General Meeting of Shareholders to approve the directors' remuneration on an annual basis, although the criteria and rates of remuneration have not changed since the previous shareholders' meeting was approved. The Board of Directors approved the proposal of Remuneration and Nomination Committee which was carefully considered by taking into account the following matters: conformity with the market in the same industry; former performance, experiences, duties, role and responsibilities, including the business expansion and the Company profit. It is of the opinion that the Meeting of Shareholders should approve the remuneration of directors at the same rate of the Annual General Meeting of Shareholders for year 2016 was approved as follows:

#### 1. Monthly remuneration

| Position   | Salary  | Meeting allowance |
|--|---------|-------------------|
| 1. Independent Director who is the Chairman of the sub-committee | 120,000 | None              |
| 2. Independent Director who is the member of the sub-committee   | 100,000 | None              |
| 3. Independent Director who is not a member of the sub-committee | 80,000  | None              |
| 4. Chairman  | 120,000 | None              |
| 5. Vice Chairman   | 100,000 | None              |
| 6. Director  | 60,000  | None              |

Remarks : 1. Independent Director who is the member of the sub-committee means audit committee and/or corporate governance committee and/or Remuneration and Nomination Committee.

2. Independent Director who is the member in several sub-committees shall receive only the highest rate.

**2. Bonus** at the rate of 0.50% of the dividend paid to the Shareholders. The Chairman of the Board will allocate the appropriate amount of bonus to each director.

In case of the Meeting of Shareholders considered and approved the dividend payment, according to agenda 4, at Baht 1.00 per share, total dividend payment to Shareholders should be Baht 8,983.101 million. The bonus payment to directors in year 2017 would be Baht 44.916 million.



In addition to the directors' remuneration in the form of money, the Company provides other compensation and privilege in the form of Directors' and Officers' Liabilities Insurance with sum insured US Dollar 30 million and premium approximately Baht 1 million per year.

#### Resolution

*This matter shall be passed by the affirmative resolution of vote of not less than two-thirds of the total number of votes of the shareholders who are present at the Meeting. The shareholders who are directors shall not entitle to vote.*

### **7. To consider and appoint the Company's auditors and fix their remuneration.**

#### Facts and Reasons

In the accounting period of 2016, the Company's auditor was Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068 of KPMG Phoomchai Audit Ltd. The total remuneration was Baht 5,063,000 per year for annually auditing the separate financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements. In addition, KPMG Phoomchai Audit Ltd. was also the auditor of 20 Subsidiaries of the Company in Thailand and 3 foreign Subsidiary - Lotus Distribution Investment Limited, Albuera International Limited and Vina Siam Food Company Limited. For other foreign Subsidiary companies - Successor Investments Limited, Successor (China) Investments Limited and Nanjing Zheng Yi Xin Trading Co., Ltd. had paid to KPMG in oversea.

In year 2016, the Company and its subsidiaries had not received any service from KPMG Phoomchai Audit Ltd.

For the accounting period of 2017, the Audit Committee and the management team had considered the matter about the performance, independence of auditor, the remuneration and other factors, then they had an opinion to appoint KPMG Phoomchai Audit Ltd. to be the Company's Auditor, due to their good working record and agreed to increase their remuneration according to more workload.

Moreover, the Office of Securities and Exchange Commission (SEC) had announcement relating to the rotation of auditor of listed companies, if the former auditor has performed his/her duty in reviewing, auditing and expressing his/her opinion on the financial statements of the company in total of 5 consecutive years accounting period, such former auditor might not be re-appointed as the auditor of the Company. The Company may re-appoint such former auditor when it passed at least 2 consecutive years accounting period. The counting of service year of audit will be calculated only the year that he/she signed on the financial statements.

In compliance with laws, the Articles of Association of the Company, Article 33, and the SEC's announcement, the Meeting of Shareholders should consider and appoint the auditor(s) to audit and express an opinion on the financial statements of the Company and should also consider fixing the auditors' remuneration for the year 2017.

#### Board's Opinion

After considering the matter according to the opinion of the Audit Committee, the Board of Directors is of the opinion that the Meeting of Shareholders should appoint



1. Mr. Charoen Phosamritlert C.P.A. (Thailand) Register No. 4068  
(Being the auditor who expressed opinion and signed on the Company's financial statements for years : 2006-2010, totaling 5 years and year 2013-2016)
  2. Mr. Veerachai Ratanajaratkul C.P.A. (Thailand) Register No. 4323 and  
(Being the auditor who expressed opinion and signed on the Company's financial statements for 2 years : 2011-2012)
  3. Mrs. Munchupa Singuksawat C.P.A. (Thailand) Register No. 6112  
(Never been the auditor who sign on the Company's financial statements)
- of KPMG Phoomchai Audit Ltd. as the company's auditors for the year 2017 by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements.

Besides, it was agreed to propose the Meeting of Shareholders to consider and approve the remuneration in services for auditing in year 2017 at totaling Baht 5,113,000 per year for annually auditing the Company' separate financial statements and consolidated financial statements and for quarterly reviewing the above mentioned financial statements, increase of Baht 50,000 or 1% from 2016.

There is no relationship or conflicts of interest among the proposed auditor and the Company and its Subsidiaries, the executives, the major shareholders, or others related to those parties. Therefore, they are independent to review and express an opinion on the Company's financial statements. The detail of auditor is enclosed herewith. (Enclosure no. 4)

Audit Fee: KPMG Phoomchai Audit Ltd.

| (Million Baht)              | 2013  | 2014  | 2015  | 2016  | 2017<br>(proposed year) |
|-----------------------------|-------|-------|-------|-------|-------------------------|
| Total remuneration per year | 4.305 | 4.600 | 4.600 | 5.063 | 5.113                   |
| Other services              | None  | None  | None  | None  | None                    |

\* The above mentioned audit fee are not include miscellaneous related expenses such as document/printing, postage stamp, communication etc. The audit firm will collect such the expenses from the company based on actual payment.

Resolution

*This matter shall be passed by the affirmative resolution of a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.*

**8. To acknowledge the progress of elevating the Company's Corporate Governance.**

Facts and Reasons

In 2016, the Company implemented the following to enhance and improve corporate governance along with international standards in order to build the confidence of shareholders and all stakeholders:

1. Appointed the Corporate Governance Committee to oversee that the Company's Board of Directors, executives and employees perform their duties in compliance with the corporate governance policy, anti-corruption policy and related guidelines, and to report the results to the Board of Directors.
2. Appointed the Remuneration and Nomination Committee to consider compensation criteria and forms of remuneration for directors and high-level executives; and to consider criteria and process in nominating individuals with appropriate qualifications to assume the director position and propose to the Board of Directors for consideration.
3. Appointed the advisor and Corporate Governance Sub-Committee to assist with overseeing corporate governance in various aspects and to report to the Corporate Governance Committee.
4. Important matters relating to corporate governance that the Company has already implemented and is in the process of implementing to improve corporate governance along with international standards include:
  1. Change the corporate governance structure by clearly determining the responsible unit and person, that is, the Risk Management Unit and Compliance Unit performs work under the Risk Management Committee and reports to the Audit Committee.
  2. Improve various corporate governance processes according to the program enhancement of corporate governance including:
    - Set up the charter of the Board of Directors and various sub-committees which are the Board of Directors charter, the Corporate Governance Committee charter, the Remuneration and Nomination Committee charter, the Audit Committee charter, and the Corporate Governance Sub-Committee charter.
    - Revise the corporate governance policy and Business Ethics and Code of Conduct.
    - Set up the corporate governance guidelines for the Board of Directors, executives, employees, supporting units, and the Internal Audit Office.
    - Set up and revise the Internal Audit charter and Internal Audit Handbook, annual internal audit plan, and information technology audit review.
    - Improve corporate governance procedures relating to receiving of complaints.
    - Develop and improve the risk management process such as the Risk Management Handbook, risk management reporting process, and channels for communicating policies.
    - Prepare and revise the Business Continuity Plan (BCP) and the information technology risk management contingency plan.
    - Revise criteria for evaluating KPIs in relation to compliance with corporate governance policy and Business Ethics and Code of Conduct.
    - Appoint the Product Selection Committee and guidelines for product selection in order to prevent conflict of interest.
    - Develop information disclosure process to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, such as preparing the Investor Relations Code of Conduct, preparing the Handbook on Information Disclosure Guidelines and Procedures, and determining the checklist for reviewing the completeness of information disclosure.
    - Set up the policy and guidelines on software asset management.
    - Establish and revise guidelines for IT investment, improvement of IT oversight, and set up the IT governance policy.
    - Develop and train personnel on corporate governance especially laws, guidelines, and Business Ethics and Code of Conduct, that covering conflict of interest, insider trading, risk management and anti-corruption.
5. The anti-corruption has been implemented as follows:



1. The Company applied for membership in the United Nations Global Compact (UNGC).
2. Set up the anti-corruption policy and related guidelines including anti-corruption guidelines, donation for charity guidelines, financial contribution guidelines, and guidelines on giving/accepting gifts, souvenirs and reception.
3. Built awareness of anti-corruption among employees at all levels. Information relating to anti-corruption was also communicated internally as well as to external organizations such as subsidiary companies and suppliers.
4. Trained for new employees, annual training through various courses related to corruption prevention, and training through E-Learning were conducted. Guidelines for monitoring and assessing compliance with anti-corruption policy were established.
5. Determined communication channels for executives, employees and related persons to file complaints or provide tip-offs on corruption or unfair treatment.
6. Established a process to protect whistle blowers and gives importance to keeping the tip-off confidential.
7. Reported the performance results related to anti-corruption to the Board of Directors through the Audit Committee and the Corporate Governance Committee.
8. On December 9, 2016, the Company submitted a self-evaluation tool relating to anti-corruption standards in order to apply to be a certified member of the CAC to the Thai Institute of Directors Association (IOD), which acts as the CAC Secretary.

#### Board's Opinion

The Board of Directors is of the opinion that the progress of elevating the Company's Corporate Governance should be acknowledged by the Shareholders' Meeting.

#### **9. To consider other business (if any).**

The Company had invited all shareholders to propose the meeting agenda in advance on the website of the Company, but the Company has not received any proposed meeting agenda.

According to the law, a request to the Shareholders' Meeting to consider other matter in addition to those specified in the invitation notice can be done if the affirmative resolution of vote is not less than one-thirds of total number of shares sold.

The Company has scheduled the record date on March 13, 2017 to determine the shareholders entitled to attend the Annual General Meeting of Shareholders for year 2017. The Shareholders' name shall be collected according to the Section 225 of the Securities and Exchange Act by closing the share registration book on March 14, 2017.

The Shareholders of CP ALL Public Company Limited are cordially invited to attend the meeting at the date, time and place mentioned above. Shareholders are requested to bring document for attending the Meeting as details appear in Guidelines for Proxy appointment, registration and identification documents required to attend and vote in the General Meeting of Shareholders (Enclosure no. 5). The Company will conduct the meeting in accordance with the Company's Articles of Association enclosed herewith (Enclosure no. 7).

**In order to speed up and facilitate the registration process, the Shareholders and/or the proxies are requested to bring registration form having the barcode (Enclosure no. 1), together with identification documents for meeting attendance, and present them to the registration staff on the Meeting date.**



For Shareholders' right and benefit, in case the shareholders are unable to attend the Meeting but wish to appoint the Company's Director to vote on your behalf, please select the Company's director whose names and detail appeared in "The detail of directors (proxy for shareholders)" enclosed herewith (Enclosure no. 6). The completed and executed proxy should be submitted together with the required documents to **the Company Secretary Office, CP ALL Public Co., Ltd., 16<sup>th</sup> Floor, Tarasathorn Bldg., 119 South Sathorn Road, Kwang Tungmahamek, Khet Sathorn, Bangkok 10120 before April 14, 2017.**

For arrangement a convenient time for the proxy who are the Financial Institute or Mutual Fund or Custodian and have a lot of the completed and executed proxy forms, the sending of such documents to our Company Secretary Office in advance before April 14, 2017 for checking would be highly appreciated.

To obtain highest benefit from the Meeting, and to be valuable data for directors and the Company's management to prepare the answers, the shareholders may forward questions in advance to the Company Secretary via e-mail : [utsanee@cpall.co.th](mailto:utsanee@cpall.co.th) or fax no. 0-2679-0057.

Sincerely yours,

- Korsak Chairasmisak -  
(Mr. Korsak Chairasmisak)  
Vice Chairman

- Remarks:
1. The Company's Annual Report for year 2016 in printed form will be available for Shareholders at the front of the Meeting Room on the date of Annual General Meeting of Shareholders or contact the Company's Investor Relations Office at fax. 0-2679-0050.
  2. The Company does not distribute souvenirs to shareholders to comply with the guideline of the Securities and Exchange Commission, Thailand that asking for listed companies to stop distributing souvenirs to shareholders. However, the Company provides snacks and beverages to the shareholders and proxies attending the meeting.

The Company Secretary  
**CP ALL Public Co., Ltd.**  
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