



No. Nor lor bor 097/2013

Date : September 4, 2013

Subject : Invitation to the Extraordinary Meeting of Shareholders No. 2/2013

To : Shareholders

- Enclosures:
1. Barcode registration form (required to bring on the Meeting day)
  2. A copy of the Minutes of the Extraordinary Meeting of Shareholders no. 1/2013.
  3. Guidelines for Proxy appointment, registration and identification documents required to attend and vote in the Extraordinary Meeting of Shareholders
  4. The detail of directors (proxy for shareholders)
  5. The Company's Articles of Association, concerning the Shareholders' Meeting
  6. Proxy Forms A, B and C
  7. A map of meeting place

Whereas the Board of Directors of CP ALL Public Company Limited (the "Company") had resolved to convene the Extraordinary Meeting of Shareholders no. 2/2013 to be held on Thursday, September 19, 2013 at 2:00 p.m., registration time : 12 noon – 2.00 p.m., at the Meeting Room 3rd 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 Extraordinary Meeting of Shareholders no.1/2013.**

Facts and Reasons

The Extraordinary Meeting of Shareholders no.1/2013 was held on June 12, 2013. 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 June 25, 2013 and posted them on the Company's website (www.cpass.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 and approve the issuance and offering of debentures.**

Facts and Reasons

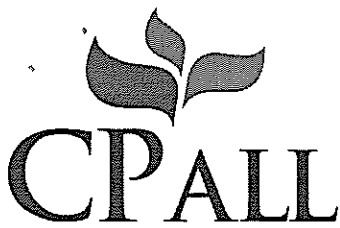
In order to repay short-term loan and to be used as working capital, it is necessary for the Company to raise fund by issuing and offering the debentures which detail as follows:

Type	All types of debentures, specify or not specify the name of debenture holder, secured or unsecured, with trustee or without trustee, subject to market condition at each time of issuing and offering the debentures.
Total amount	Each offering time, Issued size (face value) when aggregated with the amount of all type and kind of issued debentures of the Company (face value) which are not yet redeemed, at any given time, not to exceed Baht 90,000 million or its equivalent in any other currencies.

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บริษัท ซีพี ออลล์ จำกัด (มหาชน) 283 อาคารสีบุญเรือง 1 ถนนสีลม เขตบางรัก กรุงเทพฯ 10500  
CP ALL PUBLIC COMPANY LIMITED 283 Sibunruang 1 Bldg., Silom Rd., Bangrak, Bangkok 10500 Tel : 0 2677 9000





Currency	In Baht and/or any other currencies within total amount
Interest Rate	Subject to market condition at each time of issuing and offering the debentures.
Term	Subject to market condition at each time of issuing and offering the debentures, which the Company may redeem debentures prior to their maturity.
Offering Type	To offer in domestic and/or foreign market to the public and/or specific investors and/or high net worth investors and/or domestic institutional investors and/or foreign institutional investors. The debentures may be offered at once or divided into a series of allotments.

Board's Opinion

After considering the matter, the Board of Directors is of the opinion that the Shareholders' Meeting should approve the issuance and offering of debentures, and should authorize Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong, Directors, to be a group of persons to have the authority to perform any act and thing necessary for and in relation to carrying out the issuance and offering of the debentures in compliance with the applicable law including, but not limited to, the determination of the terms and conditions of debentures to be issued each time, such as face value, offering price, interest rate, allotment method, details of the offering, etc. as well as the entering into any relevant agreement and document, and to submit the application for approval from the relevant authorities, etc.

Resolution

This matter shall be passed by the affirmative resolution of vote of not less than three-fourths of the total number of votes of the shareholders who are present at the meeting and are entitled to vote.

**3. To consider other business (if any).**

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 August 22, 2013 to determine the shareholders entitled to attend the Extraordinary Meeting of Shareholders no. 2/2013. The Shareholders' name shall be collected according to the Section 225 of the Securities and Exchange Act. by closing the share registration book on August 23, 2013.

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 Meeting (Enclosure no. 3). The Company will conduct the meeting in accordance with the Company's Articles of Association enclosed herewith (Enclosure no. 5).

In order to speed up and facilitate the registration process, the Shareholders and/or the proxies are request 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.

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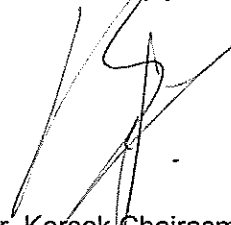


For Shareholders' right and benefit, in case the shareholders are unable to attend the Meeting but wish to appoint the Company's Director to vote on your behalf, please select the Company's director whose names and detail appeared in "The detail of directors (proxy for shareholders)" enclosed herewith (Enclosure no. 4). 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 September 13, 2013.

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 September 13, 2013 for checking would be highly appreciated.

To obtain high 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,



(Mr. Korsak Chairasmisak)  
Vice Chairman

The Company Secretary  
**CP ALL Public Co., Ltd.**  
16<sup>th</sup> Tarasathorn Bldg., 119 South Sathorn,  
Tungmahamek, Sathorn, Bangkok 10120  
Tel. 0-2648-2764-7 Fax. 0-2679-0057