

AFF010/2010

April 29, 2010

Re: Notification of the Resolutions of the Annual General Meeting of Shareholders
2010
CP ALL Public Company Limited

To: The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders 2010 of CP All Public Company Limited (the Company or CPALL) held on April 28, 2010 at 2:00 pm, Meeting Room on 3rd floor, Convention Hall Center, Panyapiwat Institute of Technology, 85/1 Moo 2, Chaengwattana Rd., Bang Talad, Pak Kret, Nonthaburi has passed the following resolutions:

1. Adopted the minutes of the Annual General Meeting of Shareholders No. 1/2009 held on April 23, 2009.

The Meeting adopted the minutes of the Annual General Meeting of Shareholders No. 1/2009 by vote casting from shareholders who attended the Meeting, all together 3,889,996,174 votes.

Approved	3,889,996,174	votes or	100.00 %
Disapproved	-	votes or	- %
Abstained	9,050,532	votes	

2. Acknowledged the report of the Company's operations for the year 2009.
3. Approved the Balance Sheet and Income Statement for the year ended December 31, 2009.

The Meeting approved the Balance Sheet and Income Statement for the year ended December 31, 2009 by unanimous votes of shareholders who attended the Meeting and cast their votes, all together 3,882,982,474 votes.

Approved	3,882,982,474	votes or	100.00 %
Disapproved	-	votes or	- %
Abstained	16,098,990	votes	

4. Approved not to appropriate the annual net profit for legal reserve due to full appropriation of legal reserve according to the Articles of Association and approved the dividend payment for the year 2009 at Baht 0.80 (Eighty Satang) per share or 78 percent of net profit from separate financial statement after tax to shareholders of 4,493,148,024 shares. Total dividend payment is Baht 3,594,518,419.20. The Company has scheduled the Record Date on May 10, 2010 for determining the rights of shareholders entitled to receive dividend and scheduled the date of closing share register book on May 11, 2010 for collecting shareholders' names as specified under Section 225 of the Securities and Exchange Act. The dividend will be paid on May 24, 2010.

The Meeting approved not to appropriate the annual net profit for legal reserve and approved the dividend payment for the year 2009 by unanimous votes of shareholders who attended the Meeting and cast their votes, all together 3,890,396,720 votes.

Approved	3,890,396,720	votes or	100.00 %
Disapproved	-	votes or	- %
Abstained	8,701,000	votes	

5. Appointed directors replacing those retired by rotation and appointed additional directors.

The Meeting selected the following directors replacing those retired by rotation by majority votes of shareholders who attended the Meeting and cast their votes.

1. Prof. Dr. Komain Bhatarabhirom	Independent Director and Chairman of Audit Committee
All together	3,890,406,428 votes
Approved	3,890,405,328 votes or 99.99 %
Disapproved	1,100 votes or 0.00 %
Abstained	8,701,000 votes
2. Mr. Pridi Boonyoung	Independent Director and Audit Committee
All together	3,890,408,933 votes
Approved	3,856,924,433 votes or 99.14 %
Disapproved	33,484,500 votes or 0.86 %
Abstained	8,706,000 votes
3. Mr. Padoong Techasarintr	Independent Director and Audit Committee
All together	3,890,413,933 votes
Approved	3,856,929,433 votes or 99.14 %
Disapproved	33,484,500 votes or 0.86 %
Abstained	8,701,000 votes
4. Prof. Suphachai Phisitvanich	Independent Director
All together	3,890,424,577 votes
Approved	3,890,402,477 votes or 99.99 %
Disapproved	22,100 votes or 0.00 %
Abstained	8,701,000 votes
5. Mr. Adirek Sripratak	Director
All together	3,876,665,335 votes
Approved	3,303,987,892 votes or 85.23 %
Disapproved	572,677,443 votes or 14.77 %
Abstained	22,498,000 votes

Moreover, the Meeting appointed additional directors by majority votes of shareholders who attended the Meeting and cast their votes.

1. Pol. Gen. Kowit Wattana	Independent Director
All together	3,401,589,324 votes
Approved	3,401,542,581 votes or 99.99 %
Disapproved	46,743 votes or 0.00 %
Abstained	497,574,011 votes

2. Mr. Tanin Buranamanit	Director
All together	3,401,589,324 votes
Approved	3,397,342,224 votes or 99.88 %
Disapproved	4,247,100 votes or 0.12 %
Abstained	497,574,011 votes

6. Approved the amendment of the authorized signatories as follows:
 “Mr. Korsak Chairasmisak or Mr. Pittaya Jearavisitkul or Mr. Piyawat Titasattavorakul or Mr. Tanin Buranamanit, anyone of those four directors jointly signs with anyone of these five directors who are Mr. Soopakij Chearavanont or Mr. Umroong Sanphasitvong or Mr. Narong Chearavanont or Mr Prasert Jarupanich or Mr. Adirek Sripratak with the Company’s seal affixed.”

The Meeting approved the amendment of the authorized signatories in relation to the appointment of new directors by majority votes of shareholders who attended the Meeting and cast their votes, all together 3,890,180,992 votes.

Approved	3,890,179,892 votes or 99.99 %
Disapproved	1,100 votes or 0.00 %
Abstained	8,985,443 votes

7. Approved the remuneration of directors as follows:

7.1 Monthly remuneration which has been unchanged since the approval of the Annual General Meeting of Shareholders No. 1/2004 on April 28, 2004.

	Baht/person/month
Chairman of the Audit Committee and Independent Director	100,000
Audit Committee and Independent Directors	80,000
Independent Directors	40,000
Chairman of the Board	100,000
Vice Chairman of the Board	80,000
Directors	40,000

7.2 Bonus at the rate of 0.50 percent of dividend paid to shareholders in which Chairman will consider and appropriately allocate to each director accordingly.

The Meeting approved the remuneration of directors by vote of not less than two-thirds of the total number of votes of the shareholders who attended the Meeting; shareholders who are directors were not entitled to vote, all together 3,899,166,435 votes.

Approved	3,849,739,211 votes or 98.73 %
Disapproved	33,484,500 votes or 0.86 %
Abstained	8,983,700 votes or 0.23 %
Not entitled to vote	6,959,024 votes or 0.18 %

8. Approved the appointment of auditors: Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, Mr. Vairoj Jindamaneepitak, C.P.A. (Thailand) Registration No. 3565 and Ms. Bongkot Amsageam, C.P.A. (Thailand) Registration No. 3684 of KPMG Phoomchai Audit Ltd. as the Company’s auditors for the year 2010 by stipulating that any of the auditors has authority to audit and express opinion on the Company’s financial statements. The annual remuneration for audit services in 2010 of Baht

4,100,000 includes annual auditing of the Company's separate and consolidated financial statements and quarterly reviewing of the above mentioned financial statements for 3 quarters.

The Meeting approved the appointment of auditors and the annual remuneration for audit services in 2010 by majority votes of shareholders who attended the Meeting and cast their votes, all together 3,890,465,435 votes.

Approved	3,886,777,935 votes or	99.91 %
Disapproved	3,687,500 votes or	0.09 %
Abstained	8,701,000 votes	

9. Approved the amendment in the Company's Memorandum of Association under Clause 3, the Company's objectives in order to support more types of business and trade, which includes revising objectives no. 9 and adding objectives from 73 items to 76 items as follows:

Revised

(Previous) 9) Operate the trading business of fresh foods, dry foods, delicatessens, canned foods, food seasonings, beverages, alcoholic drinks, beer, cigarettes and other foodstuff

(Current) 9) Operate the business of restaurants upon manufacture, import for sale or sell; and trading business of food including lunch boxes, chilled foods, frozen foods, fresh foods, dry foods, delicatessens, canned foods, food seasonings, beverages, alcoholic drinks, beer, cigarettes desserts, ice-creams, bakeries and other foodstuff

Additional

74) Operate the service business for managing restaurants, catering and other related business as a whole or in partial

75) Operate retail or wholesale business of ready-to-eat products for instant consumption

76) Distribute or sell all products including ready-to-eat products at the destination desired by customers

The Meeting approved the amendment in the Company's Memorandum of Association under Clause 3, the Company's objectives by votes of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and are entitled to vote, all together 3,899,166,435 votes.

Approved	3,889,612,435 votes or	99.76 %
Disapproved	570,300 votes or	0.01 %
Abstained	8,983,700 votes or	0.23 %

10. The entering into the connected transactions regarding the assets in relation to the investment in convertible bond of Chia Tai Enterprises International Limited (CTEI) within the third quarter of 2010 as follows:

10.1 Changes of investment from the convertible bond (CB) issued by CTEI, which can be converted into CTEI ordinary shares, held by CPALL and Lotus Distribution Investment Limited (LDI), a subsidiary of CPALL, in a total face value amounted HKD 1,519.9 million into the investment in convertible preferred shares (CPS), which can be converted into CTEI ordinary shares for 3,897,110,334 shares; and

10.2 The entering into put option/call option agreement of CPS issued by CTEI; hereby, CPALL and LDI are granted an option to sell (put option) CPS up to 3,897,110,334 shares (or up to 100% of the total issued CPS held by CPALL and LDI) to Charoen Pokphand Group Company Limited (CPG) or the person designated by CPG; whereof, CPG has designated C.P. Holding (BVI) Investment Company Limited (CPH) as the person to enter into the agreement, within 180 days from the date of transaction with the exercise price of HKD 0.248 per share. The consideration will be in cash amounted not exceeding HKD 966.5 million. Concurrently, CPH is granted an option to buy (call option) CPS up to 1,948,555,167 shares (or up to 50% of the total issued CPS held by CPALL and LDI) from LDI within 180 days from the date of transaction with the exercise price of HKD 0.276 per share. The consideration will be in cash amounted not exceeding HKD 537.8 million.

The Meeting has not approved item no. 10 with approved votes less than three-fourths of the total number of votes of the shareholders who attended the Meeting and are entitled to vote, excluding connected persons and/or shareholders having interests, all together 2,000,051,550 votes.

Approved	1,451,518,519 votes	or	72.57 %
Disapproved	74,691,400 votes	or	3.74 %
Abstained	473,841,631 votes	or	23.69 %
Not entitled to vote	2,041,086,414 votes		

However, after the Annual General Meeting of Shareholders was finished, an institutional foreign fund, one of the Company's shareholders who provided the proxy to the custodian in Thailand to attend the meeting and vote for this agenda, made an inquiry to the Company regarding abstained votes of 23.69 percent. Such fund notified that he voted for this agenda; thus, the Company verified with the custodian and it showed that such custodian gave all votes as abstained which may not correspond to the intention of the fund. The Company currently coordinates with the custodian to verify the fact including other shareholders' proxy vote. Whether there is any progress which might impact a change in voting for this agenda no. 10, the Company will notify immediately to the Stock Exchange of Thailand and shareholders.

Please be informed accordingly.

Sincerely yours,

(Mr. Kriengchai Boonpoapichart)
Head of Finance and Investor Relations
Authorized to sign on behalf of the Company