

IDR 06/2018

April 20, 2018

Re: Notification of the Resolutions of the Annual General Meeting of Shareholders 2018

CP All Public Company Limited

To: The President

The Stock Exchange of Thailand

The Annual General Meeting of Shareholders 2018 of CP All Public Company Limited (the Company or CPALL) held on April 20, 2018 at 2:00 pm, Meeting Room on 3rd floor, Convention Hall Center, Panyapiwat Institute of Management, 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 2017 held on April 20, 2017.

The Meeting unanimously adopted the minutes of the Annual General Meeting of Shareholders 2017. Shareholders attending to vote on this agenda totaled 6,942,826,752 shares.

Voted	6,942,400,452	shares		
Approved	6,942,400,452	votes or	100.0000	%
Disapproved	0	votes or	0.0000	%
Abstained	426,300	votes		
Voided Ballot	0	votes		

2. Acknowledged the report of the Company's operations for the year 2017.
3. Approved the Statement of Financial Position and Statement of Income for the year ended December 31, 2017.

The Meeting unanimously approved the Statement of Financial Position and Statement of Income for the year ended December 31, 2017. Shareholders attending to vote on this agenda totaled 6,943,200,769 shares.

Voted	6,940,164,069	shares		
Approved	6,940,164,069	votes or	100.0000	%
Disapproved	0	votes or	0.0000	%
Abstained	3,036,700	votes		
Voided Ballot	0	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 2017 at Baht 1.10 (One Baht and Ten Satang) per share to shareholders of 8,983,101,348 shares. Total dividend payment is Baht 9,881,411,482.80 or 59 percent of net profit after tax from separate financial statement. The Company has scheduled the Record Date on April 30, 2018 for determining the rights of shareholders entitled to receive dividend. The dividend payment date will be on May 18, 2018.

The Meeting approved not to appropriate the annual net profit for legal reserve and approved the dividend payment for the year 2017 by majority votes of shareholders who attended the Meeting and cast their votes. Shareholders attending to vote on this agenda totaled 6,943,210,479 shares.

Voted	6,942,910,279	shares		
Approved	6,942,908,279	votes or	99.9999	%
Disapproved	2,000	votes or	0.0001	%
Abstained	300,200	votes		
Voided Ballot	0	votes		

5. Appointed directors replacing those retired by rotation.

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. Mr. Dhanin Chearavanont Director

Shareholders attending to vote on this agenda totaled 6,943,249,001 shares.

Voted	6,779,575,890	shares		
Approved	4,790,983,702	votes or	70.6679	%
Disapproved	1,988,592,188	votes or	29.3321	%
Abstained	163,673,011	votes		
Voided Ballot	100	votes		

2. Mr. Korsak Chairasmisak Director

Shareholders attending to vote on this agenda totaled 6,943,249,001 shares.

Voted	6,517,357,899	shares		
Approved	4,378,274,289	votes or	67.1787	%
Disapproved	2,139,083,610	votes or	32.8213	%
Abstained	425,891,002	votes		

Voided Ballot 100 votes

3. Mr. Soopakij Chearavanont Director

Shareholders attending to vote on this agenda totaled 6,943,249,001 shares.

Voted 6,779,565,890 shares

Approved 5,182,524,657 votes or 76.4433 %

Disapproved 1,597,041,233 votes or 23.5567 %

Abstained 163,673,011 votes

Voided Ballot 10,100 votes

4. Mr. Adirek Sripratak Director

Shareholders attending to vote on this agenda totaled 6,943,249,001 shares.

Voted 6,779,904,990 shares

Approved 6,445,945,023 votes or 95.0743 %

Disapproved 333,959,967 votes or 4.9257 %

Abstained 163,343,911 votes

Voided Ballot 100 votes

5. Mr. Tanin Buranamanit Director

Shareholders attending to vote on this agenda totaled 6,943,249,001 shares.

Voted 6,778,534,190 shares

Approved 6,632,977,260 votes or 97.8527 %

Disapproved 145,556,930 votes or 2.1473 %

Abstained 164,714,711 votes

Voided Ballot 100 votes

6. Approved the remuneration of directors as follows:

6.1 Monthly remuneration Baht/person

1. Independent Director who is the Chairman of the sub-committee 120,000

2. Independent Director who is a member of the sub-committee 100,000

3. Independent Director who is not a member of the sub-committee 80,000

4. Chairman of the Board 120,000

5. Vice Chairman of the Board 100,000

6. Directors 60,000

Remark 1. Independent director who designated as member of the sub-committee includes Audit Committee and/or Corporate Governance Committee and/or Remuneration and Nomination Committee.

2. Independent director who designated as members of sub-committee will receive the compensation only the highest rate.

6.2 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.

In addition to cash remuneration, directors also receive additional remuneration in the form of Directors' and Officers' Liabilities Insurance with sum insured amount of USD 40 million and insurance premium of approximately Baht 1.235 million per year.

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. Shareholders attending to vote on this agenda totaled 6,943,277,301 shares.

Approved	6,769,688,524	votes or	97.4999 %
Disapproved	159,332,193	votes or	2.2948 %
Abstained	302,200	votes or	0.0044 %
Voided Ballot	0	votes or	0.0000 %
Not entitled to vote	13,954,384	votes or	0.2010 %

7. Approved the appointment of auditors: Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, Mr. Veerachai Rattanajaratkul, C.P.A. (Thailand) Registration No. 4323, and Ms. Munchupa Singsuksawat, C.P.A. (Thailand) Registration No. 6112 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2018 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 2018 including annual auditing of the Company's separate and consolidated financial statements and quarterly reviewing of the above mentioned financial statements is Baht 5,413,000 per year, increased by Baht 300,000 or 5.87% from 2017.

The Meeting approved the appointment of auditors and the annual remuneration for audit services in 2018 by majority votes of shareholders who attended the Meeting and cast their votes. Shareholders attending to vote on this agenda totaled 6,943,278,275 shares.

Voted 6,942,570,175 shares

Approved	6,921,882,987	votes or	99.7020 %
Disapproved	20,687,188	votes or	0.2980 %
Abstained	708,100	votes	
Voided Ballot	0	votes	

8. Approved the amendment of the Company’s Articles of Association from 39 articles to 40 articles. To amend the 3rd section: Director, in Article 18 adding clause regarding conducting the meeting through electronic media conference, and the 4th section: Shareholder’s meeting, Article 25 and 26 regarding shareholder’s right to summon the extraordinary meeting of shareholders. In addition, the additional amendment requires the Company to change sequence of Article in the original Articles of Association from Section 4 to Section 7 in Article 25 to Article 39 in order to change sequence of Article in the new Articles of Association accordingly. The Articles of Association that are amended are as follows:

“Article 18 There must be not less than half of the total number of directors attending the board of directors’ meeting to constitute a quorum. In case the chairman of the board is not present or is unable to perform his duty, if there is a vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or if he is unable to perform his duty, the directors who are present at the meeting shall elect one director to be the chairman of the meeting.

Decisions of the board meeting shall be made by majority votes.

Each director shall have one vote except that a director who has an interest in any matter shall not be entitled to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a second casting vote.

The chairman of the board or chairman of the meeting may determine the meeting through electronic media conference by conducting as prescribed by related laws and regulations.”

“Article 25 The board of directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company.

All other meetings of shareholders apart from the above mentioned shall be called extraordinary shareholders’ meetings.

The board of directors may summon an extraordinary meeting of shareholders whenever it deems as appropriate.”

“Article 26 Shareholders who have the shares not less than 10 percent of total number of all issued shares may subscribe their names to send notice requesting the board of directors to

convene an extraordinary meeting of shareholders at any time with specific agendas and reasons for such request in notice. In such case, the board of directors must arrange a meeting of shareholders within 45 days from the date of receipt of the notice.

In event that the board of directors does not arrange the meeting within the said period under that first paragraph, the shareholders, holding shares equivalent to the prescribed amount, may convene such meeting within 45 days from the completion of such period under the first paragraph. In such case, it shall be deem that the board of directors arranges the shareholders meeting and the Company is responsible for expenses arising from such meeting as appropriate.

At any meeting of shareholders which was convened by such shareholders under the second paragraph, if the number of the shareholders present is insufficient to form a quorum as stipulated in Article 28, the shareholders under the second paragraph shall be responsible for expenses incurred for holding the meeting.”

The Meeting approved the amendment of the Company’s Articles of Association by vote of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting; shareholders who are directors were not entitled to vote. Shareholders attending to vote on this agenda totaled 6,943,321,541 shares.

Approved	6,929,668,641	votes or	99.8034 %
Disapproved	13,352,000	votes or	0.1923 %
Abstained	300,900	votes or	0.0043 %
Voided Ballot	0	votes or	0.0000 %

Please be informed accordingly.

Sincerely yours,

Mr. Supot Shitgasornpongse

Company Secretary

Authorized to sign on behalf of the Company