

IDR 02/2017

February 23, 2017

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2017
Schedule for AGM 2017
Cash Dividend Payment
CP All Public Company Limited

To: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of CP All Public Company Limited (CPALL or the Company) has resolved in the meeting No. 1/2017 held on February 23, 2017 at 14:00-17:00 hrs. at the Board Room 1, 34th Floor, True Tower, 18 Ratchadapisek Road, Huai Khwang, Bangkok. The significant resolutions are as follows:

1. Approved financial statement for the year 2016 ended December 31, 2016 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2016 at Baht 1.00 per share to shareholders of 8,983,101,348 shares. Total dividend payment will be Baht 8,983,101,348 or dividend payout of 64 percent of the net profit generated from operations after income tax deduction of the separate financial statement.

The record date to determine names of shareholders who have the right to receive dividend payment will be on May 2, 2017. The share register book closing date for compiling the list of shareholders in accordance with section 225 of the Securities and Exchange Act will be on May 3, 2017. The dividend payment date will be on May 18, 2017. Such dividend payment shall be further proposed to shareholders' meeting for approval.

In addition, shareholders who are ordinary persons shall be entitled to a tax credit according to the Revenue Code, Section 47 Bis. since the dividend payment are

appropriated from the taxable profits of the Company which were subject to corporate income tax rates as follows:

2.1 Amount Baht 0.15073 per share were subject to corporate income tax rate at 25 percent; therefore, the income tax credit for this dividend is equal to the dividend amount multiplied by 25/75

2.2 Amount Baht 0.24113 per share were subject to corporate income tax rate at 23 percent; therefore, the income tax credit for this dividend is equal to the dividend amount multiplied by 23/77

2.3 Amount Baht 0.60814 per share were subject to corporate income tax rate at 20 percent; therefore, the income tax credit for this dividend is equal to the dividend amount multiplied by 20/80

3. Approved the appointment of directors whom retired by rotation to perform duty for another term, namely, 1. Mr. Prasert Jarupanich, 2. Mr. Narong Chearavanont 3. Mr. Pittaya Jearavisitkul, 4. Piyawat Titasattavorakul and 5. Mr. Umroong Sanphasitvong. The appointment for each position shall be further proposed to the shareholders' meeting for approval.

4. Approved the remuneration for directors which shall be further proposed to the shareholders' meeting for approval as follows:

4.1 Monthly remuneration which detailed as below:

	Baht/person/month
Independent Director who is the Chairman of the sub-committee	120,000
Independent Director who is a member of the sub-committee	100,000
Independent Director who is not a member of the sub-committee	80,000
Chairman of the Board	120,000
Vice Chairman of the Board	100,000
Directors	60,000

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1. Independent director who designated as member of the sub-committee, including Audit Committee, Corporate Governance Committee and/or Nomination and Remuneration Committee
 2. Independent director who designated as members of sub-committee will receive the compensation only the highest rate.

4.2 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 including Directors' and Officers' Liabilities Insurance with coverage amount of USD 30 million and insurance premium of approximately Baht 1 million per year.

5. Approved the appointment of Police General Phatcharavat Wongsuwan to assume the position of Mr. Dhanin Chearavanont as Chairman of Nomination and Remuneration Committee.
6. 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 2017 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 is totaled Baht 5,113,000 and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
7. Approved the schedule of the Annual General Meeting of Shareholders for the year 2017 to be held on Thursday, April 20, 2017 at 14:00 hrs. at the conference room, 3rd floor, Convention Hall, Panyapiwat Institute of Management, 85/1 Moo 2, Chaengwattana Road, Bang Tarad, Pakkred, Nonthaburi. The Record Date of share register book for the right to attend the shareholders' meeting will be on March 13, 2017, and the share register book closing date for compiling the list of shareholders in accordance with

section 225 of the Securities and Exchange Act will be on March 14, 2017. The meeting agenda will be as follows:

1. To certify the Minute of the Annual General Meeting of Shareholders 2016
2. To consider the Board of Directors' report regarding operations of the Company in the past year
3. To consider and approve balance sheet and income statement for the year ended December 31, 2016
4. To consider and approve the allocation of profit for legal reserve and the cash dividend payment
5. To consider and approve the appointment of the Company's directors to replace the directors who are retired by rotation
6. To consider and approve the directors' remuneration
7. To consider and approve the appointment of the Company's auditors and fix the auditors' remuneration
8. To acknowledge the progress of elevating the Company's corporate governance
9. Others (if any)

In order to protect the rights and interests of all shareholders in the event that a shareholder can not attend the meeting and wish to appoint a proxy to vote on behalf of he/she. The Board of Directors has appointed Mr. Padoong Techasarintr- independent director, and Mr. Umroong Sanphasitvong and Mr Tanin Buranamanit – director as the company's proxy.

In addition, the Board of Directors' Meeting has authorized Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong to do any acts and things in relation to the convening and holding of the Annual General Meeting of Shareholders for the year 2017, including to amend and/or add to the agenda of the shareholders' meeting, and/or change the timing or place of such meeting, as well as to change the record date and the book closing date on which shareholders lists will be compiled in accordance with section

225 of the Securities and Exchange Act in order to determine names of shareholders who have the rights to attend the shareholders' meeting and to receive the dividends.

Please be informed accordingly.

Sincerely yours,

(Mr. Kriengchai Boonpoapichart)

Vice President

Authorized to sign on behalf of the Company