

IDR 03/2016

February 29, 2016

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 2/2016
Schedule for AGM 2016
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. 2/2016 held on February 29, 2016, at 10:00 a.m. - 12:00 p.m. at the Meeting Room 1, 21st Floor, True Tower, 18 Ratchadapisek Road, Huai Khwang, Bangkok. The significant resolutions are as follows:

1. Approved financial statement for the year 2015 ended December 31, 2015 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2015 at Baht 0.90 per share to shareholders of 8,983,101,348 shares. Total dividend payment will be Baht 8,084,791,213.20 or dividend payout of 71 percent on 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 3, 2016. 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 4, 2016. The dividend payment date will be on May 19, 2016. 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 20 percent corporate income tax; therefore, the income tax credit for this dividend is equal to the dividend amount multiplied by 20/80.

3. Approved the appointment of independent directors whom retired by rotation to perform duty for another term, namely, 1. Prof.Dr. Komain Bhatarabhirom, 2. Mr. Pridi Boonyoung 3. Mr. Padoong Techasarintr, and 4. Police General Phatcharavat Wongsuwan. In addition, the Board of Directors' meeting approved to appoint Professor Praasobsook Boondech for the position of independent director to replace the independent director who passed away and also retired by rotation. 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 and/or Corporate Governance 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.
5. 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 2016 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 5,063,000 and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
6. Approved the additional of issuance and offering of the bonds up to Baht 15,000 million for bond redemption, loan repayment, and/or using as working capital. The bonds to be issued together with the issuance and offering bonds of up to Baht 90,000 million with reference to the approval of the Extraordinary General Meeting of Shareholders No. 2/2013 held on September 19, 2013 and up to Baht 90,000 million with reference to the approval of the Annual General Meeting of Shareholder for the year 2014, will be up to Baht 195,000 million.

In addition, the Board of Directors' Meeting has authorized a group of persons comprising of Mr. Korsak Chairasmisak, or Mr. Pittaya Jearavisitkul, or Mr. Piyawat Titasattavorakul to jointly authorize with Mr. Umroong Sanphasitvong, or Mr. Taweesak Kaewrathtanapattama, two of them to be a group of persons to have the powers to do any acts and things necessary for and in relation to carrying out the issuance and offering of the bonds in compliance with the applicable law including, but not limited to, the determination of the terms and conditions in relation to the issuance and offering of the bonds, for example, the par value, offering price, coupon rate, placement details, the execution of relevant agreements, the submission of the application and other

documents to relevant authorities, etc. which shall be further proposed to the shareholders' meeting for approval.

7. Approved the schedule of the Annual General Meeting of Shareholders for the year 2016 to be held on Thursday, April 21, 2016 at 2:00 p.m. 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 15, 2016, 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 16, 2016. The meeting agenda will be as follows:
 1. To certify the Minute of the Annual General Meeting of Shareholders 2015.
 2. To consider the Board of Directors' report regarding the last year operations of the Company.
 3. To consider and approve balance sheet and income statement for the year ended December 31, 2015.
 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 consider and approve the additional of issuance and offering of the bonds for CPALL Public Company Limited
 9. To acknowledge the progress of elevating the Company's corporate governance
 10. 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 2016, 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