

IDR06/2016

April 21, 2016

Re: Notification of the Resolutions of the Annual General Meeting of Shareholders 2016

CP All Public Company Limited

To: The President

The Stock Exchange of Thailand

The Annual General Meeting of Shareholders 2016 of CP All Public Company Limited (the Company or CPALL) held on April 21, 2016 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 2015 held on April 23, 2015.

The Meeting adopted the minutes of the Annual General Meeting of Shareholders 2015 by shareholders attending to vote on this agenda totaled 6,869,325,285 shares.

Abstained	208,917	shares		
Voted	6,869,116,368	shares		
Approved	6,869,116,368	votes or	100.00	%
Disapproved	0	votes or	0.00	%

2. Acknowledged the report of the Company's operations for the year 2015.
3. Approved the Balance Sheet and Income Statement for the year ended December 31, 2015.

The Meeting approved the Balance Sheet and Income Statement for the year ended December 31, 2015 by majority votes of shareholders who attended the Meeting and cast their votes. Shareholders attending to vote on this agenda totaled 6,876,092,298 shares.

Abstained	2,386,417	shares	
Voted	6,873,705,881	shares	
Approved	6,872,924,481	votes or	99.99 %
Disapproved	781,400	votes or	0.01 %

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 2015 at Baht 0.90 (Ninety Satang) per share to shareholders of 8,983,101,348 shares. Total dividend payment is Baht 8,084,791,213.20 or 71 percent of net profit after tax from separate financial statement. The Company has scheduled the Record Date on May 3, 2016 for determining the rights of shareholders entitled to receive dividend and scheduled the date of closing share register book on May 4, 2016 for collecting shareholders' names as specified under Section 225 of the Securities and Exchange Act. The dividend will be paid on May 19, 2016.

The Meeting approved not to appropriate the annual net profit for legal reserve and approved the dividend payment for the year 2015 by majority votes of shareholders who attended the Meeting and cast their votes, shareholders attending to vote on this agenda totaled 7,168,130,783 shares.

Abstained	159,717	shares	
Voted	7,167,971,066	shares	
Approved	7,167,545,266	votes or	99.99 %
Disapproved	425,800	votes or	0.01 %

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. Prof.Dr. Komain Bhatrabhirom Independent Director
 Shareholders attending to vote on this agenda totaled 7,283,893,269 shares.

Abstained	166,714,267	shares		
Voted	7,117,179,002	shares		
Approved	4,899,332,606	votes or	68.84	%
Disapproved	2,217,846,396	votes or	31.16	%

2. Mr. Pridi Boonyoung Independent Director
 Shareholders attending to vote on this agenda totaled 7,290,538,269 shares.

Abstained	166,720,600	shares		
Voted	7,123,817,669	shares		
Approved	4,925,134,923	votes or	69.14	%
Disapproved	2,198,682,746	votes or	30.86	%

3. Mr. Padoong Techasarintr Independent Director
 Shareholders attending to vote on this agenda totaled 7,287,701,969 shares.

Abstained	167,267,567	shares		
Voted	7,120,434,402	shares		
Approved	4,924,489,256	votes or	69.16	%
Disapproved	2,195,945,146	votes or	30.84	%

4. Police General Phatcharavat Wongsuwan Independent Director
 Shareholders attending to vote on this agenda totaled 7,290,539,269 shares.

Abstained	166,569,432	shares		
Voted	7,123,969,837	shares		
Approved	4,741,527,022	votes or	66.56	%
Disapproved	2,382,442,815	votes or	33.44	%

5. Professor Praasobsook Boondech		Independent Director	
Shareholders attending to vote on this agenda totaled		7,290,539,269 shares.	
Abstained	81,759,142	shares	
Voted	7,208,780,127	shares	
Approved	7,183,355,954	votes or	99.65 %
Disapproved	25,424,173	votes or	0.35 %

6. Approved the remuneration of directors as follows:

6.1 Monthly remuneration	Baht/person
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.

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.

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 7,290,540,636 shares.

Not entitled to vote	11,341,863	shares or	0.16 %
Entitled to vote	7,279,198,773	shares	
Approved	6,734,046,279	votes or	92.37 %
Disapproved	544,863,278	votes or	7.46 %
Abstained	289,216	votes or	0.01 %

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 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 in 2016 of Baht 5,063,000 per year 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 2016 by majority votes of shareholders who attended the Meeting and cast their votes. Shareholders attending to vote on this agenda totaled 7,290,545,436 shares.

Abstained	281,973	shares	
Voted	7,290,263,463	shares	
Approved	7,193,304,965	votes or	98.67 %
Disapproved	96,958,498	votes or	1.33 %

8. Approved the additional of issuance and offering of the bonds up to Baht 15,000 million for bond redemption, refinancing, loan repayment, short term debt redemption, 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 held on April 24, 2014, will be up to Baht 195,000 million.

The Meeting approved the additional of issuance and offering of the bonds up to Baht 15,000 million as well as the authorized directors of the Company, a group of persons, consisting of any of Mr. Korsak Chairasmisak or Mr. Pittaya Jearavisitkul or Mr. Piyawat Titasattavorakul together with any of Mr. Umroong Sanphasitvong or Mr. Taweesak Kaewrathtanapattama ("Authorized Persons") and/or any person(s) appointed by the authorized directors of the Company or the Authorized Persons to perform any action necessary and related for such issuance and offering of the debentures to be in compliance with requirements of the law, including but not limit to considering and determining other conditions and details of the debentures of each issuance (such as the

type of debentures, amount of debentures to be issued, par value, offer price per unit, tenure, interest rate, offering period, type of offering, allocation method, conditions for redemption and other details of the offering), to enter into, certify, amend and execute relevant agreements and documents, to appoint the relevant advisors and persons, to request for approval, to contact, disclose information and submit documents to the relevant authorities and to register the debentures with the Thai Bond Market Association or any other relevant bond markets, as well as to authorize the authorized directors of the Company, the Authorized Persons and/or any person(s) appointed by the authorized directors of the Company or the Authorized Person to appoint any person as their attorney, representative or agent to perform any action as specified above. The affirmative resolution has been passed by vote of not less than three-fourths of the total number of votes of the shareholders who attended the Meeting and entitled to vote. Shareholders attending to vote on this agenda totaled 7,290,551,436 shares.

Not entitled to vote	0	shares or	0.00 %
Entitled to vote	7,290,551,436	shares	
Approved	7,132,937,030	votes or	97.84 %
Disapproved	150,281,989	votes or	2.06 %
Abstained	7,332,417	votes or	0.10 %

9. Acknowledged the progress of elevating the Company's corporate governance

Please be informed accordingly.

Sincerely yours,

(Mr. Kriengchai Boonpoapichart)

Vice President

Authorized to sign on behalf of the Company