

IDR04/2014

April 24, 2014

Re: Notification of the Resolutions of the Annual General Meeting of Shareholders 2014
CP All Public Company Limited

To: The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders 2014 of CP All Public Company Limited (the Company or CPALL) held on April 24, 2014 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 Extraordinary Meeting of Shareholders No. 2/2013 held on September 19, 2013.

The Meeting adopted the minutes of the Extraordinary Meeting of Shareholders No. 2/2013 by shareholders attending to vote on this agenda totaled 7,153,569,474 shares.

Abstained	4,655,600	shares		
Voted	7,148,913,874	shares		
Approved	7,148,913,774	votes or	99.99	%
Disapproved	100	votes or	0.01	%

2. Acknowledged the report of the Company's operations for the year 2013.
3. Approved the Balance Sheet and Income Statement for the year ended December 31, 2013.

The Meeting approved the Balance Sheet and Income Statement for the year ended December 31, 2013 by majority votes of shareholders who attended the Meeting and cast their votes. Shareholders attending to vote on this agenda totaled 7,159,691,542 shares.

Abstained	4,594,700	shares		
Voted	7,155,096,842	shares		
Approved	7,155,096,742	votes or	99.99	%
Disapproved	100	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 2013 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 79 percent of net profit after tax from separate financial statement. The Company has scheduled the Record Date on May 6, 2014 for determining the rights of shareholders entitled to receive dividend and scheduled the date of closing share register book on May 7, 2014 for collecting shareholders' names as specified under Section 225 of the Securities and Exchange Act. The dividend will be paid on May 20, 2014.

The Meeting approved not to appropriate the annual net profit for legal reserve and approved the dividend payment for the year 2013 by majority votes of shareholders who attended the Meeting and cast their votes, all together 7,159,806,939 votes.

Abstained	4,594,700	shares		
Voted	7,155,212,239	shares		
Approved	7,155,212,139	votes or	99.99	%
Disapproved	100	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. Mr. Prasert Jarupanich	Director			
Shareholders attending to vote on this agenda totaled	7,159,833,135	shares.		
Abstained	8,712,900	shares		
Voted	7,151,120,235	shares		
Approved	5,063,409,762	votes or	70.81	%
Disapproved	2,087,710,473	votes or	29.19	%

2. Mr. Narong Chearavanont	Director			
Shareholders attending to vote on this agenda totaled	7,159,840,409	shares.		
Abstained	4,596,800	shares		
Voted	7,155,243,609	shares		
Approved	6,807,066,949	votes or	95.13	%
Disapproved	348,176,660	votes or	4.87	%

3. Mr. Pittaya Jearavisitkul	Director			
Shareholders attending to vote on this agenda totaled	7,159,840,541	shares.		
Abstained	10,561,800	shares		
Voted	7,149,278,741	shares		
Approved	5,846,699,434	votes or	81.78	%
Disapproved	1,302,579,307	votes or	18.22	%

4. Mr. Piyawat Titasattavorakul	Director			
Shareholders attending to vote on this agenda totaled	7,159,844,941	shares.		
Abstained	10,560,600	shares		
Voted	7,149,284,341	shares		
Approved	5,846,705,034	votes or	81.78	%
Disapproved	1,302,579,307	votes or	18.22	%

5. Mr. Umroong Sanphasitvong	Director			
Shareholders attending to vote on this agenda totaled	7,159,926,842	shares.		
Abstained	10,561,800	shares		
Voted	7,149,365,042	shares		
Approved	5,847,688,435	votes or	81.79	%
Disapproved	1,301,676,607	votes or	18.21	%

6. Approved the remuneration of directors as follows:

6.1 Monthly remuneration

	Baht/person
Chairman of the Audit Committee and Independent Director	100,000
Audit Committee and Independent Director	90,000
Independent Director	60,000
Chairman	100,000
Vice Chairman	90,000
Director	40,000

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 7,160,754,272 shares.

Not entitled to vote	11,055,017	shares or	0.15 %
Entitled to vote	7,149,699,255	shares	
Approved	7,060,765,161	votes or	98.60 %
Disapproved	84,336,794	votes or	1.18 %
Abstained	4,597,300	votes or	0.07 %

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 2014 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 2014 of Baht 4,600,000 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 2014 by majority votes of shareholders who attended the Meeting and cast their votes. Shareholders attending to vote on this agenda totaled 7,161,846,168 shares.

Abstained	4,595,300	shares	
Voted	7,157,250,868	shares	
Approved	7,144,052,668	votes or	99.82 %
Disapproved	13,198,200	votes or	0.18 %

8. Approved the issuance and offering debentures up to Baht 90,000 million in order to repay loans and/or to be used as working capital. The amount of issued debenture this time aggregated with the amount of issued debentures approved by the Extraordinary Meeting of Shareholders No. 2/2013 held on September 19, 2013 of up to Baht 90,000 million, the total amount of issued debentures will not exceed Baht 180,000 million. In case that the issued debentures are called and/or redeemed which result in a lower outstanding amount of the debentures, the

Company can reissue the debentures under the aforementioned condition. In addition, the Board of Directors' Meeting has authorized Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong, Directors, 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.

The Meeting approved the issuance and offering of the debentures and authorized Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong, Directors, 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 by vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and are entitled to vote totaled 7,161,884,385 shares.

Not entitled to vote	0	shares or	-	%
Entitled to vote	7,161,884,385	shares		
Approved	6,953,875,773	votes or	97.10	%
Disapproved	203,415,812	votes or	2.84	%
Abstained	4,592,800	votes or	0.06	%

Please be informed accordingly.

Sincerely yours,

(Mr. Kriengchai Boonpoapichart)
Vice President
Authorized to sign on behalf of the Company