

AFF005/2006

February 27, 2006

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2006
Dividend Payment and Annual General Meeting No.1/2006
C.P. Seven Eleven Public Company Limited

To: The President
The Stock Exchange of Thailand

The Board of Director Meeting of C.P. Seven Eleven Public Company Limited ("Company") has resolved in the meeting No.1/2006 held on February 27, 2006, 9:00-12:00 pm at the True Tower Board Room, 34/F, Ratchadapisek Road, Huai Khwang, Bangkok as the following matters:

1. Approved financial statement as at December 31, 2005 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2005 at Baht 0.20 per share and special dividend payment at Baht 0.10 per share, a total of Baht 0.30 per share to existing shareholders of 4,423,538,610 and the warrant exercise from ESOP no.3/2006 on March 15, 2006 of not more than 11,765,730 shares. Total dividend payment is not more than Baht 1,330,591,302 or dividend payout of 88 percent. The closing date of register book will be on April 7, 2006 and the dividend will be paid on May 15, 2006. Such dividend payment shall be further proposed to the shareholders' meeting for approval.
3. Approved the establishment of a new company for performing Training Center business with its registered capital of Baht 1million. The Board also approved the Company to wholly invest in this new company.
4. Approved capital increase in Suksapiwat Co., Ltd., a wholly owned subsidiary, from Baht 300 million to Baht 810 million. The proceeds are used for purchasing land and building, building refurbishment, infrastructure, surroundings, educational equipment and working capital for academic institute. The academic institute will be operated by Suksapiwat Co.,Ltd. The Board also approved the Company to increase the investment for the aforementioned amount.
5. Approved the amendment in increasing Objectives of the Memorandum of Association of the Company, Clause 3 for the purpose of business extension. The amendment shall be further proposed to the shareholders' meeting for approval.
6. Approved the appointment of directors replacing those retired by rotation, namely Mr. Dhanin Chearavanont, Mr. Korsak Chairasmisak, Mr. Umroong Sanphasitvong and Mr. Soopakij Chearavanont to be re-appointed for another term. The appointment for each position shall be further proposed to the shareholders' meeting for approval.

7. Approved the remuneration for directors as follows:

	<u>Baht/person/month</u>	<u>No. of person</u>
Chairman of the Audit Committee and Independent Director	100,000	1
Audit Committee and Independent Director	80,000	2
Chairman of the Board	100,000	1
Vice Chairman of the Board	80,000	1
Director	<u>40,000</u>	<u>8</u>
Total	760,000	13

Such remuneration shall be further proposed to the shareholders' meeting for acknowledgement.

8. Approved the appointment of new auditors: Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, Ms. Somboon Supasiripinyo, C.P.A. (Thailand) Registration No. 3731, Ms. Kalyarat Chaivaraphongsa, C.P.A. (Thailand) Registration No. 3460 and Mr. Vairoj Jindamaneepitak, C.P.A. (Thailand) Register No. 3565 as the company's auditors for the year 2006 by stipulating that any of the auditors has authority to audit and express opinion on the Company's financial statements. The remuneration for audit services of Baht 3,800,000 is at the same rate as that of last year and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
9. Acknowledged the resignation of Ms. Rachel Y. Chiang as the Company's Director and approved the appointment of Mr. John S. Lin as a new Director replacing Ms. Rachel Y. Chiang effective on April 1, 2006.
10. Approved the schedule of the Annual General Meeting No.1/2006 to be held on April 28, 2006 at 3:00pm at the conference room 1111A, 11th Floor, C.P. Tower, 313 Silom Road, Silom, Bangrak, Bangkok. The closing date of the share register book for the rights to attend the meeting and receive dividend payment will be on April 7, 2006 at 12:00 noon until the meeting is duly adjourned. The meeting agenda is as follows:
1. To certify the Minute of Extraordinary Meeting of Shareholders No. 1/2005.
 2. To consider the Board of Directors' report regarding the last year operation of the Company.
 3. To consider and approve the Balance Sheet and Income Statement for the year ended December 31, 2005.
 4. To consider and approve an appropriation of profit and approve the dividend payment.

5. To consider and approve the appointment of directors replacing those retired by rotation.
6. To consider and acknowledge the directors' remuneration.
7. To consider and approve the appointment of the Company's auditor and the auditor's remuneration.
8. To consider and approve the amendment of Objectives in the Memorandum of Association, Clause 3.
9. Others (if any).

Please be informed accordingly.

Sincerely yours,

(Mr. Kriengchai Boonpoapichart)
Head of Finance and Investor Relations
Authorized to sign on behalf of the company