

AFF004/2008

February 28, 2008

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2008
Dividend Payment for the year 2007 and Annual General Meeting No. 1/2008
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. 1/2008 held on February 28, 2008, 3:00-6:00 pm at the True Tower Board Room, Ratchadapisek Road, Huai Khwang, Bangkok and the significant resolutions are as follows:

1. Approved financial statement for the year 2007 ended December 31, 2007 and further proposed such statement to the shareholders' meeting for approval and acknowledged the effect of change in accounting policy. Since January 1, 2007, the Company adopted the change in accounting treatment for its investment in subsidiary and associated companies to record such investment using the cost method instead of the equity method in the separate financial statements. The change in accounting treatment was applied retrospectively and the separate financial statements for year ended 31 December 2006, which are included in the financial statement for the year ended 31 December 2007, for comparative purposes, were restated accordingly.

(in million Baht)	2006
Income Statement	Jan-Dec
For the year ended 31 December 2006	
Net profit before restatement	1,332
Dividend received from subsidiary companies	198
Decrease in share of net profit from investment (equity)	(518)
Increase in share of net loss from investment (equity)	<u>1,203</u>
Net profit after restatement	<u>2,215</u>
Increase in net profit	883
Increase in earning per share (Baht)	0.20

In addition, the change in accounting policy has resulted in a difference of the reported net profits between the separate financial statement for the year ended 31 December 2007 and 2006 after restatement; and the consolidated financial statements for the same period of each year. The difference of each period is reconciled as below:

(in million Baht)	2007	2006
Income Statement		
For the year (Jan – Dec)		
Net profit reported in separate financial statement	2,504	2,215
Dividend received from subsidiary companies	(315)	(198)
Reverse loss from sale of investment in sub. co. (cost)	44	
Profit from sale of investment in sub. co. (equity)	4	
Share of loss from the investment accounted for using the equity method, net	(777)	(685)
Net profit reported in consolidated financial statements	<u>1,460</u>	<u>1,332</u>

However, the change of accounting policy affected only the separate financial statements. It did not have any effect on the consolidated financial statements or business fundamentals.

2. Approved the dividend payment for the fiscal year of 2007 at Baht 0.35 per share to existing shareholders of 4,470,224,988 and the warrant exercise from ESOP no. 7/2008 on March 15, 2008 of not more than 11,521,435 shares. Total dividend payment is not more than Baht 1,568,611,248 or dividend payout of 63 percent on the net profit generated from operations after income tax deduction and statutory reserves of the separate financial statement. The closing date of register book will be on April 4, 2008; however, the rights concerning the Company's dividend payment will be resolved upon shareholders' approval. The dividend will be paid on May 15, 2008. Such dividend payment shall be further proposed to the shareholders' meeting for approval.
3. Approved the appointment of directors replacing whom retired by rotation, namely, Mr. Prasert Jarupanich, Mr. Narong Chearavanont, Mr. Pittaya Jearavisitkul and Mr. Piyawat Titasattavorakul. The appointment for each position shall be further proposed to the shareholders' meeting for approval.
4. Approved the remuneration for directors which is at the same rate with reference to the approval of the Company's Board of Directors' Meeting No. 1/2004 held on April 28, 2004, detailed as follows:

	Baht/person/month	No. of person
Chairman of the Audit Committee and Independent Director	100,000	1
Audit Committee and Independent Directors	80,000	2
Chairman of the Board	100,000	1
Vice Chairman of the Board	80,000	1
Directors	<u>40,000</u>	<u>7</u>
Total	<u>720,000</u>	<u>12</u>

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

5. Approved the appointment of auditors: Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, Ms. Somboon Supasiripinyo, C.P.A. (Thailand) Registration No. 3731, Mr. Vairoj Jindamaneepitak, C.P.A. (Thailand) Registration No. 3565 and Ms. Pantip Gulsantithamrong, C.P.A. (Thailand) Registration No. 4208 as the Company's auditors for the year 2008 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 Baht 4,000,000 and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
6. Approved the schedule of the Annual General Meeting No. 1/2008 to be held on April 24, 2008 at 2:00 pm at the conference room 1111 A, 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 4, 2008 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. 1/2007.
 2. To consider the Board of Directors' report regarding the last year operation of the Company.
 3. To consider and approve Balance Sheet and Income Statement for the year ended December 31, 2007.
 4. To consider and approve the 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 approve the directors' remuneration.
 7. To consider and approve the appointment of the Company's auditor and the auditor's remuneration.
 8. Others (if any)
7. Approved the entering into the connected transaction between C.P. Retailing and Marketing Co., Ltd. (CPRAM), which is the Company's wholly owned subsidiary, and K.S.P. Equipment Co., Ltd. (KSP) regarding the engagement to be a contractor for installing an electric system of the employee dormitory. Transaction size is Baht 17.12 million and the details appeared in Disclosure of Information and Acts of Listed Companies concerning the Connected Transaction enclosed herewith.
8. Acknowledged the entering into the connected transaction of Yangtze Supermarket Investment Co., Ltd. (YSI) regarding the share acquisition of Chia Tai Lotus (Shanghai) Ltd. and Chia Tai Trading (Luoyang) Ltd. from Chia Tai Enterprises International Ltd. (CTEI). YSI will acquire 54 percent of share capital based on book value approach, a total amount of USD 54 in order to facilitate the restructuring process of supercenter business in the PRC.

9. Acknowledged the connected transaction regarding compensation charge from the receipt of financial assistance of Shanghai Lotus Supermarket Chain Store Co., Ltd. (SLS), CPALL's subsidiary, from Dignity Group Ltd. (Dignity), regarded as the connected person. Transaction size is the interest amount of approximately RMB 0.95 million (approximately Baht 4.36 million) per annum in accordance with the approval of the Company's Board of Directors' meeting No. 4/2007 held on October 9, 2007 regarding the connecting transaction of SLS in obtaining financial assistance from Shanghai Zunrong Yingyi Real Estate Management Co., Ltd. (Zunrong) through clean short-term loan. In December 28, 2007, Zunrong has transferred SLS receivables including the original terms, conditions and any claims to Dignity, which is wholly owned by Zunrong.

Please be informed accordingly.

Sincerely yours,

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

CP ALL Public Company Limited
Disclosure of Connected Transaction Regarding the
Engagement of being a Contractor for Installing an Electric System
of the Employee Dormitory of a Subsidiary Company

The Board of Directors' meeting of CP All Plc. (CPALL or the Company) No. 1/2008, held on February 28, 2008 has resolved in the meeting that C.P. Retailing and Marketing Co., Ltd. (CPRAM), the Company's wholly owned subsidiary, agreed to engage K.S.P. Equipment Co., Ltd. (KSP) considered as a connected person to be a contractor for installing an electric system of the an employee dormitory located at Lat Lum Kaeo, Pathum Thani. The Company, therefore, would like to disclose information of the connected transaction as follows:

1. Period of engagement

March 2008 – July 2008

2. Related parties

Employer : CPRAM (CPALL's subsidiary)
Contractor : KSP

3. Detail of transaction

CPRAM, a manufacturer and seller of frozen food and bakery, would like to engage in a contractor for installing an electric system of the employee dormitory. The selection processes of a contractor are summarized as follows:

- CPRAM contacted contractors to enter bidding through E-Auction. Four contractors were qualified and willing to enter bidding.
- After detailed checking and price proposal, CPRAM considered that KSP was the most suitable contractor according to the completion of construction plan and offered the lowest price.

4. Compensation amount

Baht 17.12 million (including VAT 7%)

5. Relationship with the company

Major shareholder of KSP is Charoen Pokphand Group Company Limited (indirect shareholding via Kasetphand Industry Company Limited or holding of 99.74 percent) in which KSP and the Company have a major shareholder and chairman as the same person who is Mr. Dhanin Chearavanont. In addition, the Company and KSP also have Mr. Prasert Jarupanich as the director.

6. Entering connected transaction

Such act is considered as a connected transaction of a listed company according to the SET "Disclosure of Information and Acts of listed Companies Concerning the Connected Transaction". Value of transaction is greater than 0.03 % (or Baht 2.36 million) but not more than 3 % of NTA (or Baht 236.01 million) as at the Company's latest consolidated financial statement December 31, 2007. Entering such connected transaction must seek for the Board of Directors' approval. The Board of Directors' resolution has to be disclosed and publicized according to the SET disclosure requirement.

7. Opinions of the Company's Audit Committee

The Audit Committee agrees that entering into the connected transaction of CPRAM and KSP for installing an electric system of the employee dormitory located at Lat Lum Kaeo, Pathum Thani was reasonable and for the best benefit to the Company.

8. Opinions of the Company's Board of Director

The Board of Directors, excluding interested directors, agrees that entering into the connected transaction of CPRAM and KSP for installing an electric system of the employee dormitory located at Lat Lum Kaeo, Pathum Thani was reasonable and for the best benefit to the Company.