

AFF002/2010

February 18, 2010

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2010  
Dividend Payment for the year 2009 and Annual General Meeting No. 1/2010  
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. 1/2010 held on February 18, 2010, 2:00-5:00 pm at the True Tower Board Room, 34<sup>th</sup> Floor, True Tower, 18 Ratchadapisek Road, Huai Khwang, Bangkok and the significant resolutions are as follows:

1. Approved financial statement for the year 2009 ended December 31, 2009 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2009 at Baht 0.80 per share to shareholders of 4,493,148,024 shares. Total dividend payment is Baht 3,594,518,419.20 or dividend payout of 78 percent on the net profit generated from operations after income tax deduction and statutory reserves of the separate financial statement. The record date of share register book for the right to receive dividend payment will be on April 30, 2010, and the closing date of share register book for dividend payment will be on May 4, 2010, in which shareholders list will be compiled as specified in section 225 of Securities and Exchange Act. However, the rights concerning the Company's dividend payment will be resolved upon shareholders' approval. The dividend will be paid on May 17, 2010. Such dividend payment shall be further proposed to the shareholders' meeting for approval.
3. Approved the amendment in the Company's Memorandum of Association Clause 3 under the Company's objectives. The amendment includes the revised objective in No. 9 and additional objectives in No. 74-76 as follows:  
Revised  
(Previous) 9) Operate the trading business of fresh foods, dry foods, delicatessens, canned foods, food seasonings, beverages, alcoholic drinks, beer, cigarettes and other foodstuff  
(Current) 9) Operate the business of restaurants upon manufacture, import for sale or sell; and trading business of food including lunch boxes, chilled foods, frozen foods, fresh foods, dry foods, delicatessens, canned foods, food seasonings, beverages, alcoholic drinks, beer, cigarettes desserts, ice-creams, bakeries and other foodstuff

Additional

- 74) Operate the service business for managing restaurants, catering and other related business as a whole or in partial
- 75) Operate retail or wholesale business of ready-to-eat products for instant consumption
- 76) Distribute or sell all products including ready-to-eat products at the destination desired by customers
4. Approved the appointment of 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, 4. Mr. Suphachai Phisitvanich and 5. Mr. Adirek Sripratak. The appointment for each position shall be further proposed to the shareholders' meeting for approval.
5. Approved the appointment of independent director and additional director, namely, 1. Pol. Gen. Kowit Wattana as an independent director and 2. Mr. Tanin Buranamanit as a director. The appointment for each position shall be further proposed to the shareholders' meeting for approval. In addition, the amendment of authorized signatories shall be further proposed to the shareholders' meeting for approval as follows:  
"Mr. Korsak Chairasmisak or Mr. Pittaya Jearavisitkul or Mr. Piyawat Titasattavorakul or Mr. Tanin Buranamanit anyone of those four directors jointly signs with anyone of these five directors who are Mr. Soopakij Chearavanont or Mr. Umroong Sanphasitvong or Mr. Narong Chearavanont or Mr Prasert Jarupanich or Mr. Adirek Sripratak with the Company's seal affixed."
6. Approved the remuneration for directors which shall be further proposed to the shareholders' meeting for approval as follows:
- 6.1 Monthly remuneration 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 |
|---|-------------------|
| Chairman of the Audit Committee<br>and Independent Director | 100,000           |
| Audit Committee and Independent Directors                   | 80,000            |
| Independent Director  | 40,000            |
| Chairman of the Board                                       | 100,000           |
| Vice Chairman of the Board                                  | 80,000            |
| Directors   | 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.

7. Approved the appointment of auditors: Mr. Charoen Phosamritlert, C.P.A. (Thailand) Registration No. 4068, Mr. Vairoj Jindamaneepitak, C.P.A. (Thailand) Registration No. 3565 and Ms. Bongkot Amsageam, C.P.A. (Thailand) Registration No. 3684 of KPMG Phoomchai Audit Ltd. as the Company's auditors for the year 2010 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 4,100,000 and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
8. Approved the schedule of the Annual General Meeting No. 1/2010 to be held on Thursday, April 22, 2010 at 2:00 pm at the conference room 1111 AB, 11th Floor, C.P. Tower, 313 Silom Road, Silom, Bangrak, Bangkok. The record date of share register book for the right to attend the Annual General Meeting No. 1/2010 will be on March 10, 2010, and the date on March 11, 2010 will be the book closing date on which shareholders list will be compiled as specified in section 225 of Securities and Exchange Act. The meeting agenda is as follows:
  1. To certify the Minute of the Annual General Meeting of Shareholders No. 1/2009.
  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, 2009.
  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 and the appointment of additional directors.
  6. To consider and approve the amendment of authorized signatories.
  7. To consider and approve the directors' remuneration.
  8. To consider and approve the appointment of the Company's auditor and the auditor's remuneration.
  9. To consider and approve the amendment in the Company's Memorandum of Association under Clause 3 under the Company's objectives
  10. Others (if any)
9. Acknowledged the divestments of CPALL and Lotus Distribution Investment Limited (LDI), a wholly owned subsidiary of CPALL, in Emerald Innovation Management Co., Ltd. (EIM) and the divestment of LDI in Ek Chor Distribution System Co., Ltd. (ECDS) to third party not regarded as a connected person. The divestments were part of the restructuring plan of supercenter business in the PRC. Consequently, EIM, ECDS and Ek Chor Trading (Shanghai) Co., Ltd., a subsidiary of EIM, are no longer the direct and indirect subsidiaries of CPALL.

10. Acknowledged the Board of Directors' meeting resolution of Thai Smart Card Co., Ltd. (TSC), one of CPALL's subsidiaries, upon the cessation of Thai Smart Terminal Co., Ltd., a wholly owned subsidiary of TSC due to its inactive operation.

Please be informed accordingly.

Sincerely yours,

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