

December 28, 2005

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 6/2005  
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.6/2005 held on December 28, 2005, 2:00-3:30 pm at the True Tower Board Room, 34/F, Ratchadapisek Road, Huai Khwang, Bangkok as the following matters:

1. Approved the appointment of Mr. Komain Bhatarabhirom to be the Company's Board of Director, Independent Director and Chairman of the Audit Committee replacing Lieut. Suchai Jaovisikha, the resigned director.
2. Approved an establishment of a higher education institution to provide undergraduate degree and approved Suksapiwat Co.,Ltd. which CP7-11 holds shares of 99.99% to apply for such related licenses.
3. Approved the offering of financial assistance amounting approximately Baht 100 million to Thai Smart Card Co., Ltd. which requires funding for investment in equipment and working capital for operation in early 2006. The detail is per attached appendix.

Please be informed accordingly.

Sincerely yours,

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

## Appendix

### C.P. Seven Eleven Plc.

#### Disclosure of Connected Transactions Regarding Financial Assistance to Associate Company

The Board of Directors meeting of C.P. Seven Eleven Plc. (“CP7-11”) No. 6/2005, held on November 28, 2005, approved to provide financial assistance to Thai Smart Card Co., Ltd. (“TSC”) on the following details:

1. Date of Transaction

Early 2006

2. Parties Involved

Grantor: CP7-11

Recipient: TSC (an associate of CP7-11)

3. General Characteristics of the Transaction

TSC is a joint venture among CP7-11, banks and other companies with registered and paid-up capital of Baht 395 million as follows:

	<u>No. of shares</u>	<u>%</u>
1. C.P. Seven Eleven Plc.	12,735,000	32.24 %
2. True Corporation Plc.	4,250,000	10.76 %
3. Government Savings Bank	7,900,000	20.00 %
4. Krungthai Card Plc.	3,950,000	10.00 %
5. Krung Thai Bank Plc.	3,950,000	10.00 %
6. Bank of Ayudhya Plc.	3,950,000	10.00 %
7. Siam City Bank Plc.	395,000	1.00 %
8. SVOA Plc.	1,185,000	3.00 %
9. Loxley Plc.	<u>1,185,000</u>	<u>3.00 %</u>
Total	<u>39,500,000</u>	<u>100.00 %</u>

TSC operates the business of payment of goods and services through Smart Purse by applying Smart Card technology which possesses high volume memories of microprocessor chip developing for payment of goods and services instead of cash, for instance.

TSC requires funding for investment in equipment and working capital for operation in early 2006 in the approximate amount of Baht 100 million. Thus, TSC asks for financial assistance of such amount. CP7-11 which holding 32.24% of TSC shares intends to offer financial assistance to TSC as normal business undertaking.

4. Size of Transaction

The size is not more than Baht 100 million.

5. Relationship with Listed Company

True Corporation Plc. (“TRUE”) is holding TSC shares of 10.76% and defined as the major shareholder according to SET definition. TRUE has the same management group as CP7-11 who

are 1. Mr. Dhanin Chearavanont 2. Mr. Soopakij Chearavanont and 3. Mr. Umroong Sanphasitvong. In addition, Mr. Korsak Chairasmisak is an authorized director of both CP7-11 and TSC.

#### 6. Entering connected Transactions

Such act is considered as a connected transaction of a listed company regarding offer of financial assistance according to the SET “Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions”, because the assistance is provided to other company. CP7-11 holds more shares of TSC than other connected persons and transaction size of offering financial assistance is not more than Baht 100 million. Such amount is greater than 0.03% (= Baht 2.41 million) but less than 3% of NTA (= Baht 241.36 million) of CP7-11 latest financial statement (as at September 30, 2005, CP7-11 NTA = Baht 8,045.49 million) deemed as medium connected transaction size. Entering such connected transaction must seek for board of directors’ approval and directors who have interests will not attend the meeting and have no right to vote in the meeting. The Board of Directors’ resolution has to be disclosed and publicized according to the SET disclosure requirement.

#### 7. Source of fund

Cash flow from operations of CP7-11

#### 8. Opinions of the Company’s Audit Committee

The Committee agrees that offering financial assistance of CP7-11 to TSC is based on reasonableness and at the highest benefit to the Company.

#### 9. Opinions of the Company’s Board of Director

The Board of Directors, excluding interested directors, agrees that offering financial assistance of CP7-11 to TSC is based on reasonableness and at the highest benefit of the Company.

The meeting was conducted with thorough consideration for the highest benefit of the Company, as if the act was a non-related transaction. The Board of Directors has appointed Mr. Korsak Chairasmisak and Mr. Umroong Sanphasitvong as authorized persons to determine details, conditions and financial support methodology, to engage in an MOU and/or agreement and/or contracts, and to perform the necessary and reasonable acts concerning such financial assistance. In this meeting agenda, the directors who have interest are 1. Mr. Dhanin Chearavanont 2. Mr. Korsak Chairasmisak 3. Mr. Umroong Sanphasitvong 4. Mr. Narong Chearavanont 5. Mr. Soopakij Chearavanont are not attending and participating the vote.