

AFF 020/2006

August 11, 2006

Re : Notification of the Resolutions of the Board of Directors' Meeting No. 3/2006
C.P. Seven Eleven Public Company Limited

To : The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of C.P. Seven Eleven Public Company Limited (the Company) has resolved in the meeting No.3/2006 held on August 11, 2006, 2:00-5:00 pm at the True Tower Board Room, 34/F, Ratchadapisek Road, Huai Khwang, Bangkok and the significant resolutions are as follows :

1. Approved for interim financial statement for the quarter ended June 30, 2006.
2. Acknowledged C.P. Seven Eleven Public Company Limited (CP7-11) to engage Freewill Solution Company Limited (FS) as a connected person to develop a Business Solution Model (BSM). Transaction size is Baht 4.0 million and the details are appeared in Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transaction enclosed herewith in appendix 1.
3. Acknowledged the establishment of a new company, Panyatara Company Limited, with registered capital of Baht 1.0 million. Panyatara operates the training center business as enclosed herewith in appendix 2.

Please be informed accordingly.

Sincerely yours,

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

Appendix 1

C.P. Seven Eleven Public Company Limited Disclosure on the connected transaction regarding Business Solution Model engagement.

The Board of Director Meeting of C.P. Seven Eleven Public Company Limited has resolved in the meeting No.3/2006 held on August 11, 2006 that C.P. Seven Eleven Public Company Limited (CP7-11) agreed to engage Freewill Solution Company Limited (FS) as a developer to conduct roadmap and convey project management method to CP7-11 employees for the achievement of operation under BSM. The Company, therefore, would like to disclose information of the connected transaction as follows:

Date of transaction:	Within August 2006
Related parties	
Service Recipient:	C.P. Seven Eleven Public Company Limited
Service Provider:	Freewill Solution Company Limited
Engagement Term:	August 2006 - November 2006
Size of transaction:	Baht 4,000,000 (excluding VAT)
Relationship with the Company:	Major shareholder of FS is Charoen Pokphand Group Company Limited (indirect shareholding via Asia Freewill Company Limited of 37.36 percent) who is the same major shareholder as CP7-11.
Details of transaction:	FS offers strategically important technical and professional service solutions to selected industries such as securities, insurance, retail, manufacturing and telecommunication. CP7-11 engaged FS to create Business Solution Management (BSM), the integration of long term corporate planning consistent with vision, mission and strategy by focusing on customer's needs and determining business process corresponding to the Company's direction every 5 to 7 years. The deliverables are comprised of business roadmap management and project management methodology development.

Entering connected transactions:

Such act is considered as medium-sized of a supporting normal business transaction with general trading conditions which its compensation cannot be calculated from assets or underlying value. The act is considered as a connected transaction of a listed company according to the SET Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions by the value of transaction greater than 0.03% (or Baht 2.429 million) but not more than 3% of NTA (or Baht 242.90 million) as at the Company's latest financial statement June 30, 2006. Entering such connected transaction must be disclosed and publicized according to the SET disclosure requirement but does not require the Board of Directors' approval.

Opinion of audit committee:

The audit committee agreed that FS is an expert in their fields of such model and business development with its high creditworthiness and reliability. Thus, entering into the connected transaction of CP7-11 and FS in engagement of Business Solution Model was reasonable and for the best benefit to the Company.

Opinion of the Board of Directors:

The Board of Directors agreed that the connected transaction of CP7-11 and FS in engagement of Business Solution Model was reasonable and for the best benefit to the Company.

The meeting was conducted with thorough consideration and acknowledged such connected transaction between CP7-11 and FS that it is done for the best benefit to the Company as if the act was a non-related transaction.

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

Appendix 2

C.P. Seven Eleven Public Company Limited Disclosure on the establishment of a subsidiary

C.P. Seven Eleven Public Company Limited (CP7-11) would like to report the establishment of a subsidiary as to comply with the notification of the Stock Exchange of Thailand regarding the information disclosure as following details :-

- | | |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name of the new company | Panyatara Company Limited |
| 2. Nature of business | Training Center |
| 3. Registered capital | Baht 1 million,
divided into 100,000 ordinary shares at a
par value of Baht 10 each. |
| 4. Proportion and investment value | CP7-11 invested in 99,994 ordinary shares,
representing 99.9 percent of the total
shares to be issued and paid-up capital of
Panyatara Company Limited at Baht 10 per
share, totaling Baht 999,400. |
| 5. Source of fund | Operating cash flow of CP7-11. |

The aforementioned transaction size is not classified as any transaction class under the Notification of the Stock Exchange of Thailand regarding Rules, Procedures and Disclosure of Acquisition and Disposition of Assets of Listed Company. Nevertheless, the Company is required to disclose the aforementioned information to the Stock Exchange of Thailand as per the Notification of the Stock Exchange of Thailand regarding Rules, Conditions and Procedures of information disclosure and Practices of Listed Company.

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