

AFF018/2008

August 13, 2008

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 5/2008
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. 5/2008 held on August 13, 2008 at 2.00 pm – 5.00 pm, at the True Tower Board Room, Ratchadapisek Road, Huai Khwang, Bangkok and the significant resolutions are as follows:

1. Approved for interim financial statement for the period ended June 30, 2008.
2. Approved the appointment of the Company's Corporate Secretary, namely, Mr. Supot Shitgasornpongse.
3. Approved the entering into the connected transaction of the receipt of financial assistance of Shanghai Lotus Supermarket Chain Store Co., Ltd. (SLSC), the Company's subsidiary, from CPALL according to its share ownership. Financial assistance is in the form of issuing Letter of Undertaking (LOU) or any documents acceptable by banks to commercial banks who provide credit facilities to SLSC in the total amount of USD 59.3 million (approximately Baht 2,002 million) to be in line with the extension period of disposition of Supercenter business in abroad according to the EGM of shareholders no.1/2007 dated June 27, 2007. The transaction is expected to be completed by December 31, 2008. The details regarding Disclosure of Information and Act of Listed Companies concerning the Connected Transaction are attached in Appendix 1.
4. Approved the compensation charge of SLSC in obtaining financial assistance from Charoen Pokphand Group Co., Ltd., Chia Tai International Finance Co., Ltd., Shanghai Tiantai Leasing Co., Ltd., Dignity Group Ltd. and Chia Tai Land Co., Ltd. considered as connected persons. Transaction size is approximate Baht 94.9 million and the details regarding Disclosure of Information and Act of Listed Companies concerning the Connected Transaction are attached in Appendix 1.

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
CP ALL Public Company Limited
Disclosure of Connected Transaction Regarding the Receipt of Financial Assistance
of a Subsidiary

The Board of Directors' Meeting of CP ALL Plc. (CPALL or the Company) No.5/2008, held on August 13, 2008 has resolved in the meeting regarding the receipt of financial assistance of Shanghai Lotus Supermarket Chain Store (SLSC), CPALL's subsidiary from the Company, Charoen Pokphand Group Co., Ltd. (CPG), Chia Tai International Finance Co., Ltd. (CTIF), Shanghai Tiantai Leasing Co., Ltd. (Tiantai), Dignity Group Ltd. (Dignity) and Chia Tai Land Co., Ltd. (Chia Tai Land).

SLSC operates the supercenter business in the PRC and requires funding for working capital. Thus, SLSC has received financial assistance from CPALL and the other connected companies on the following details:

1. Financial assistance offered by CPALL

1.1 Transaction date

Mid year 2008 to end of year 2008

1.2 Parties involved

Receive financial assistance: SLSC (a subsidiary of CPALL)

Offer financial assistance: CPALL

1.3 General characteristic of the transaction

CPALL, holding SLSC shares of 29.7% indirectly, intends to offer a proportional financial assistance to SLSC in the form of issuing Letter of Undertaking (LOU) or any documents acceptable by banks to commercial banks who provide credit facilities to SLSC. CPALL will charge SLSC compensation from issuing such document at the reference rate of issuing such document by commercial banks and under normal business undertaking with the maximum charge of 2% for annum.

1.4 Value of transaction

CPALL offers a financial assistance to SLSC amounting to approximately USD 59.3 million (approximately Baht 2,002 million) as CPALL's own interest in SLSC.

1.5 Relationship with listed company

CPALL and SLSC have the same major shareholder and same juristic person (as defined by the SET regulations) who is CPG, in which Mr. Dhanin Chearavanont and his related parties are major shareholders.

1.6 Entering connected transaction

CPALL's assistance is provided to a non-exempted subsidiary. CPALL holds shares in SLSC of less proportion than the aforementioned connected persons and the offered amount is more than Baht 100 million. Such act requires the Board of Directors' and shareholders' approval and the resolution has to be disclosed according to the SET disclosure requirement. Since the financial assistance is proportionate by CPALL equitable share ownership in SLSC and the compensation is charged under normal business undertaking, the act is waived from shareholders' approval.

2. Financial assistance receipt from CPG, CTIF, Tiantai, Dignity and Chia Tai Land

2.1 Transaction date

Mid year 2008 to end of year 2008

2.2 Parties involved

Receive financial assistance: SLSC

Offer financial assistance:

- | | |
|------------------|---------------------------------------|
| 1) CPG | Major shareholder of CPALL |
| 2) CTIF | CPG holds shares of 92.3% indirectly |
| 3) Tiantai | CPG holds shares of 75% indirectly |
| 4) Dignity | CPG holds shares of 10.38% indirectly |
| 5) Chia Tai Land | CPG holds shares of 83.15% indirectly |

2.3 General characteristic of the transaction

CPG

CPG, holding SLSC shares of 46% indirectly, intends to offer financial assistance to SLSC in the form of issuing Letter of Undertaking (LOU) or any documents acceptable by banks to commercial banks who provide credit facilities to SLSC at a greater proportion than CPG's own interest in SLSC in the amount approximately USD 153.7 million (approximately Baht 5,188 million). CPG will charge SLSC compensation from issuing such document at the reference rate of issuing such document by commercial banks and under normal business undertaking with the maximum charge of 2% per annum as the same rate of CPALL

CTIF

CTIF, operates financial institution business in the PRC and has CPG as a major indirect shareholder, intends to offer financial assistance to SLSC in the form of loan guarantee to a local bank who provides credit facilities to SLSC in the amount approximately RMB 130 million (approximately Baht 642 million). CTIF will charge SLSC compensation at the maximum rate of 2% per annum according to the reference rate charged by commercial banks in the PRC and under normal business undertaking.

Tiantai, Dignity and Chia Tai Land

Tiantai, Dignity and Chia Tai Land, who are connected parties operating businesses in the PRC, intend to offer short-term clean loan in the amount of RMB 32, 13, 200 million (approximately Baht 158, 64, 987 million respectively) and loan interest will be charged based on MLR announced by the People's Bank of China in the amount approximately RMB 0.63, 0.24, 3.93 million respectively or in the total amount of RMB 4.80 million (approximately Baht 23.7 million).

2.4 Value of transaction

The transaction value SLSC compensating to the connected parties is on the following details;

Offering Parties	Form of Assistance	Compensation Amount	
		Million	Million Baht
1. CPG	LOU or any documents*	USD 1.80	60.8
2. CTIF	Loan guarantee	RMB 2.10	10.4
3. Tiantai	Short-term loan	RMB 0.63	3.1
4. Dignity	Short-term loan	RMB 0.24	1.2
5. Chia Tai Land	Short-term loan	RMB 3.93	19.4
	Total		94.9

*Any documents acceptable by banks who provide credit facilities to SLSC

2.5 Relationship with listed company

CPALL, CTIF, Tiantai, Dignity and Chia Tai Land have the same major shareholder (as defined by the SET regulations) who is CPG, in which Mr. Dhanin Chearavanont and his related parties are major shareholders.

2.6 Entering connected transaction

The act that SLSC has received financial assistance from CPG, CTIF, Tiantai, Dignity and Chia Tai Land is considered as a connected transaction of a listed company regarding obtaining of financial assistance according to the SET “Disclosure of Information and Acts of Listed Companies Concerning the Connected Transactions”, because SLSC, CPALL’s subsidiary, obtains financial assistance from connected persons. Transaction size is greater than 0.03% (or Baht 2.41 million) but not more than 3% of NTA (or Baht 241 million) of CPALL’s consolidated financial statement as at June 30, 2008. Such transaction size is entitled to seek for the Board of Directors’ approval and the resolution must be disclosed to the SET.

3. Opinions of the Company’s Audit Committee

The Committee agrees that offering financial assistance of CPALL to SLSC and compensation charge from the receipt of financial assistance of SLSC paid to CPG, CTIF, Tiantai, Dignity and Chia Tai Land are based on fair rationale and at the best interest of the Company.

4. Opinions of the Company’s Board of Directors

The Board of Directors, excluding interested directors, agrees that offering financial assistance to SLSC and compensation charge from the receipt of financial assistance of SLSC paid to CPG, CTIF, Tiantai, Dignity and Chia Tai Land are based on fair rationale and at the best interest of the Company.

The meeting was conducted with thorough consideration for the best interest of the Company, as if the act was a non-related transaction. In this meeting agenda, the directors who have interest and considered as connected persons are: 1. Mr. Dhanin Chearavanont 2. Mr. Korsak Chairasmisak 3. Mr. Prasert Jarupanich 4. Mr. Umroong Sanphasitvong 5. Mr. Narong Chearavanont and 6. Mr. Soopakij Chearavanont not attending and participation the vote.