

AFF003/2009

February 26, 2009

Re: Notification of the Resolutions of the Board of Directors' Meeting No. 1/2009
Dividend Payment for the year 2008 and Annual General Meeting No. 1/2009
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. 1/2009 held on February 26, 2009, 2:00-5:00 pm at the True Tower Board Room, 34th Floor, True Tower, 18 Ratchadapisek Road, Huai Khwang, Bangkok and the significant resolutions are as follows:

1. Approved financial statement for the year 2008 ended December 31, 2008 and further proposed such statement to the shareholders' meeting for approval.
2. Approved the dividend payment for the fiscal year of 2008 at Baht 0.60 per share to shareholders of 4,493,148,024 shares. Total dividend payment is Baht 2,695,888,814 or dividend payout of 72 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 attend the Annual General Meeting No. 1/2009 and receive dividend payment will be on March 16, 2009, and the date on March 17, 2009 will be the book closing date on 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 15, 2009. Such dividend payment shall be further proposed to the shareholders' meeting for approval.
3. Approved the appointment of Mr. Suphachai Phisitvanich as an independent director replacing Mr. John Sian-Zu Lin whom had resigned on November 1, 2007.
4. Approved the appointment of directors replacing whom retired by rotation, namely, Mr. Dhanin Chearavanont, Mr. Korsak Chairasmisak, Mr. Umroong Sanphasitvong and Mr. Soophakij Chearavanont. The appointment for each position shall be further proposed to the shareholders' meeting for approval.

5. Approved the remuneration for directors as follows:

5.1 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 |
|---|----------------|
| Chairman of the Audit Committee and Independent Director | 100,000 |
| Audit Committee and Independent Directors | 80,000 |
| Chairman of the Board | 100,000 |
| Vice Chairman of the Board | 80,000 |
| Directors | <u>40,000</u> |
| Total | <u>720,000</u> |

5.2 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.

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

6. 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 2009 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 4,100,000 and the appointment with its audit fees shall be further proposed to the shareholders' meeting for approval.
7. Approved the schedule of the Annual General Meeting No. 1/2009 to be held on Thursday, April 23, 2009 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. 1/2009 and receive dividend payment will be on March 16, 2009, and the date on March 17, 2009 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. 1/2008.
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, 2008.
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. To acknowledge the progress of the connected transaction concerning the acquisition and disposition of assets regarding the supercenter business abroad of the Company and its subsidiaries.
9. Others (if any)

Please be informed accordingly.

Sincerely yours,

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

