



บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (สำนักงานใหญ่) (มหาชน)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
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ทะเบียนนิติบุคคล /เลขประจำตัวผู้เสียอากร :3-63-36000-1075-0

Big C Supercenter Public Company Limited (Head Office)
No. 97/11, 6th Floor, Rajdamri Road, Lumpini Sub-district,
Pathumwan District, Bangkok 10330
Tel. +66 (0) 2655 0666
Company Registration Number / Tax ID : 3-63-36000-1075-0

GRC. 016/2016

3 May 2016

Subject: Notification on Receipt of Additional Information on Tender Offer for the Company's Securities (Second Amendment)

Attention: The President,
The Stock Exchange of Thailand

Big C Supercenter Public Company Limited (the "Company") would like to inform you that today (3 May 2016) the Company has received the Disclosure of Additional Information on the Tender Offer for the Company's Securities from BJC Retail Holding Company Limited, BJC Supercenter Company Limited and Samphunsamer Company Limited, collectively the "Offerors" (Second Amendment), as per the attachment.

Please be informed accordingly.

Sincerely Yours,

Ms. Rumpa Kumhomreun
CFO & Vice President, Finance and Accounting

In case of inquiry, please contact:
Secretariat Section,
Governance, Risk Management and Compliance Department
Tel.02 655 0666 ext 7369, 7159

(Translation)

3 May 2016

Subject: Disclosure of Additional Information on the Tender Offer for the Securities of Big C Supercenter Public Company Limited (Second Amendment)

To: Secretary-General, The Office of The Securities and Exchange Commission (the "SEC")
President, The Stock Exchange of Thailand
Board of Directors and Securities Holders of Big C Supercenter Public Company Limited

Reference: Tender Offer for the Securities of Big C Supercenter Public Company Limited dated 28 March 2016

Disclosure of Additional Information on the Tender Offer for the Securities of Big C Supercenter Public Company Limited (Second Amendment) dated 22 April 2016

BJC Retail Holding Company Limited, BJC Supercenter Company Limited and SAMPHUNSAMER Company Limited (Collectively, the "Offerors") submitted the Tender Offer for the Securities of Big C Supercenter Public Company Limited (the "Business") to the SEC on 28 March 2016 and disclosed additional information on the Tender Offer for the securities of the Business on 22 April 2016 for which Bualuang Securities Public Company Limited, Kasikorn Securities Public Company Limited, Krung Thai Bank Public Company Limited, KT ZMICO Securities Company Limited, and Phatra Securities Public Company Limited (Collectively, the "Tender Offer Preparers") act as tender offer preparers for this matter.

The Offerors and the Tender Offer Preparers would like to disclose additional information with regard to the Tender Offer of the Business as attached with this Letter.

Yours Sincerely,

-Sithichai Chaikriangkrai-

(Sithichai Chaikriangkrai)

Authorized Director

-Aswin Techajareonvikul-

(Aswin Techajareonvikul)

Authorized Director

BJC Retail Holding Company Limited

-Sithichai Chaikriangkrai-

(Sithichai Chaikriangkrai)

Authorized Director

-Aswin Techajareonvikul-

(Aswin Techajareonvikul)

Authorized Director

BJC Supercenter Company Limited

- Sunyaluck Chaikajornwat -

(Sunyaluck Chaikajornwat)

Authorized Director

-Peerapat Kumpayorm-

(Peerapat Kumpayorm)

Authorized Director

SAMPHUNSAMER Company Limited

Tender Offer Preparer

Bualuang Securities Public Company Limited

- Mr.Chong Toh -

(Mr.Chong Toh)

Authorized Director

- Mr.Pichet Sithi-Amnuai -

(Mr.Pichet Sithi-Amnuai)

Authorized Director

Tender Offer Preparer

Kasikorn Securities Public Company Limited

- Mr.Manpong Senanarong -

(Mr.Manpong Senanarong)

Managing Director

Tender Offer Preparer

Krung Thai Bank Public Company Limited

- Mr.Nipat Wattanatittan -

(Mr.Nipat Wattanatittan)

Senior Vice President

Tender Offer Preparer

KT ZMICO Securities Company Limited

- Mr. Chaipatr Srivisarvacha -

(Mr. Chaipatr Srivisarvacha)

Chief Executive Officer

Tender Offer Preparer

Phatra Securities Public Company Limited

- Mr.Krittiya Veeraburus -

(Mr.Krittiya Veeraburus)

Director

- Mrs. Patchanee Limapichat -

(Mrs. Patchanee Limapichat)

Director

Additional Information #2 with regard to the tender offer of Big C Supercenter Public Company Limited

Note: Additional information in underlined and the deleted information in strikethrough

1. Additional Information in Part 1; Clause 4 Objectives of the Tender Offer

Original

In this regard, BJCRH, BJCT and Samphunsamer as the Offerors agree that BJCT is the sole purchaser of all BIGC's shares in the Tender Offer from all the Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, which agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. The implementation of such doing is for an internal management of BJC Group, which mainly aims to benefit BJC's retail business unit.

Revision

In this regard, BJCRH, BJCT and Samphunsamer as the Offerors agree that BJCT is a sole entity holding the sole purchaser of all BIGC's shares tendered in the Tender Offer from all the Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, which agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. The implementation of such doing is for an internal management of BJC Group, which mainly aims to benefit BJC's retail business unit.

2. Additional Information in Part 1; Clause 12 Source of Funds for the Tender Offer

Original

The funds required for the Tender Offer for all of the remaining securities of the Business are THB 86,465,336,512 (Eighty Six Billion Four Hundred Sixty Five Million Three Hundred Thirty Six Thousand Five Hundred and Twelve Baht) in which calculated from the tender offer price of BIGC's ordinary shares at THB 252.88 (Two Hundred Fifty Two Baht Eighty Eight Satang) per share. However, the funds required for the Tender Offer will be reduced in accordance with the tender offer price which will be reduced by an amount of BIGC's dividend to be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders following the details described in Part 1 Clause 6 Offer Price.

BJCT, one of the Offerors, will be the sole purchaser of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer.

Revision

The funds required for the Tender Offer for all of the remaining securities of the Business are THB 86,465,336,512 (Eighty Six Billion Four Hundred Sixty Five Million Three Hundred Thirty Six Thousand Five Hundred and Twelve Baht) in which calculated from the tender offer price of BIGC's ordinary shares at THB 252.88 (Two Hundred Fifty Two Baht Eighty Eight Satang) per share. However, the funds required for the Tender Offer will be reduced in accordance with the tender offer price which will be reduced by an amount of BIGC's dividend to be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders following the details described in Part 1 Clause 6 Offer Price.

BJCT, one of the Offerors, will be a sole entity holding ~~the sole purchaser~~ of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer.

3. Additional Information in Part 2; Clause 1.1 General Information

Original

The Offerors have appointed BJC Supercenter Company Limited to be the sole purchaser of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, which can be referred to in Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer, and will be the entity that holds BIGC's shares obtained from this Tender Offer.

Revision

The Offerors have appointed BJC Supercenter Company Limited to be a sole entity holding ~~the sole purchaser~~ of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, which can be referred to in Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer, and will be the entity that holds BIGC's shares obtained from this Tender Offer.

4. Additional Information in Part 2; Clause 5 (5.2) Sources of funds used by the Offerors for the Tender Offer

Original

In the event that shareholders, who are not the Offerors and persons under Section 258 of the Offeror, tender the entire 341,922,400 shares of BIGC or 41.45% of the issued share capital at the purchase price of THB 252.88 per share or THB 250.26 per share after the deduction of dividend payment of THB 2.62 per share, subject to the shareholders' approvals for the dividend payment as mentioned above, the total purchase price shall be approximately THB 86,465 million or THB 85,569 million after

the deduction of dividend payment. BJC Supercenter Company Limited, the sole purchaser of all BIGC's shares tendered from all Offerees, has already secured financings for this Tender Offer through the use of intercompany loan from BJC Retail Holding Company Limited, a majority shareholder, who has significant influence over the policy-making, management or operation of the Offerors and whom to be included as part of the Offerors. BJC Retail Holding Company Limited had issued Letter of Guarantee for Intercompany Loan, which can be referred to in Attachment 9.

Revision

In the event that shareholders, who are not the Offerors and persons under Section 258 of the Offeror, tender the entire 341,922,400 shares of BIGC or 41.45% of the issued share capital at the purchase price of THB 252.88 per share or THB 250.26 per share after the deduction of dividend payment of THB 2.62 per share, subject to the shareholders' approvals for the dividend payment as mentioned above, the total purchase price shall be approximately THB 86,465 million or THB 85,569 million after the deduction of dividend payment. BJC Supercenter Company Limited, ~~the sole purchaser of a sole entity holding all~~ BIGC's shares tendered from all Offerees, has already secured financings for this Tender Offer through the use of intercompany loan from BJC Retail Holding Company Limited, a majority shareholder, who has significant influence over the policy-making, management or operation of the Offerors and whom to be included as part of the Offerors. BJC Retail Holding Company Limited had issued Letter of Guarantee for Intercompany Loan, which can be referred to in Attachment 9.

5. Additional Information in Part 4; Clause 7.1 Methods of the offer price determination

Original

The tender offer price of THB 252.88 (Two hundred and fifty two THB and eighty eight Satang) per share is the price at which the Offerors acquired 483,077,600 ordinary shares of the Company for the total of not more than THB 122,160,663,488 (at the exchange rate as of 5 February 2016, the execution date of BIGC Share Sale and Purchase Agreement) to be paid in Euro. The tender offer price is in compliance with regulation regarding the tender offer price in the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 re Rules, Conditions, and Procedures for the Acquisition of Securities for the Business Takeovers, which states as follows:

In the case that the offeror or related party specified in Section 258 acquires common share or preferred share of the Company during the period of 90 days prior to the date on which the offer document is submitted to the SEC, the tender offer price of acquired share of such class must not lower than the highest price of the follows:

1. The acquisition cost of a controlling interest over such business through other entity(ies); and
2. The highest price paid for shares of such class which have been acquired by the Offeror, or any related party specified in Section 258, during the period of 90 days prior to the date on which the offer document is submitted to the SEC

The acquisition cost of a controlling interest through Saowanee is THB252.88 (Two hundred and fifty two THB and eighty eight Satang) per share and the highest price paid for common shares which have been acquired by the offerors during the period of 90 days prior to the date on which the offer document is submitted to the SEC is THB252.88 (Two hundred and fifty two THB and eighty eight Satang) per share.

Nevertheless, in order to comply with the ordinary share payment, condition the tender offer price may be reduced by an amount of BIGC's dividend payment may be received by the Shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. In this regards, the Board of Directors' Meeting No.1/2016 held on 9 February 2016 approved the proposal to 2016 Annual General Meeting of Shareholders to be held on 28 April 2016 for consideration and approval of the annual dividend for 2015 operation of the Business at the amount of THB 2.62 (Two THB and sixty two satang) per share. The BIGC's Board of Directors' meeting also considered for identifying the shareholders who are eligible to attend and vote at the 2016 Annual General Meeting of Shareholders and identifying the shareholders who are eligible for annual dividend for 2015 operation on 7 April 2016 (Record Date) and closing date of the Share Register Book for gathering the Shareholders' names in accordance with Section 225 of the Securities and Exchange Act B.E. 2535, which is on 8 April 2016. Thereafter, the Board of Directors' Meeting No. 3/2016 held on 22 March 2016 approved to reschedule the date of 2016 Annual General Meeting of Shareholders to be held on 25 April 2016. Therefore, in the event that 2016 Annual General Meeting of Shareholders approved the dividend payment at the amount stated above. The tender offer price after the deduction of dividend payment will be THB 250.26 (Two hundred and fifty THB twenty six satang) per share.

Revision

The tender offer price of THB 252.88 (Two hundred and fifty two THB and eighty eight Satang) per share is the price at which the Offerors acquired 483,077,600 ordinary shares of the Company for the total of not more than THB 122,160,663,488 (at the exchange rate as of 5 February 2016, the execution date of BIGC Share Sale and Purchase Agreement) to be paid in Euro. The tender offer price is in compliance with regulation regarding the tender offer price in the Notification of the Capital Market Supervisory Board No. Thor.Jor. 12/2554 re Rules, Conditions, and Procedures for the Acquisition of Securities for the Business Takeovers, which states as follows:

In the case that the offeror or related party specified in Section 258 acquires common share or preferred share of the Company during the period of 90 days prior to the date on which the offer document is submitted to the SEC, the tender offer price of acquired share of such class must not lower than the highest price of the follows:

1. The acquisition cost of a controlling interest over such business through other entity(ies); and
2. The highest price paid for shares of such class which have been acquired by the Offeror, or any related party specified in Section 258, during the period of 90 days prior to the date on which the offer document is submitted to the SEC

The acquisition cost of a controlling interest through Saowanee is THB252.88 (Two hundred and fifty two THB and eighty eight Satang) per share and the highest price paid for common shares which have been acquired by the offerors during the period of 90 days prior to the date on which the offer document is submitted to the SEC is THB252.88 (Two hundred and fifty two THB and eighty eight Satang) per share. Please see the table below for the detailed calculation of the tender offer price.

Table show calculation of the tender offer price

<u>Item</u>	<u>Amount</u>
<u>1. Amount used for purchasing all Saowanee shares</u>	<u>THB 57,345.58 mm (a)</u>
<u>2. Net cash in Saowanee ^{/1}</u>	<u>THB 2,146.93 mm (b)</u>
<u>3. Number of BIGC shares held by Saowanee</u>	<u>218,280,000 shares (c)</u>
<u>4. The acquisition cost of a controlling interest over Saowanee</u>	<u>THB 252.88 per share (d) = ((a) - (b)) / (c)</u>
<u>5. Amount used for purchasing BIGC shares from Geant</u>	<u>THB 66,962.02 mm (e)</u>
<u>6. Number of BIGC shares purchased from Geant</u>	<u>264,797,600 shares (f)</u>
<u>7. the highest price paid for shares of such class which have been acquired by the offeror during the period of 90 days prior to the date on which the offer document is submitted to the SEC</u>	<u>THB 252.88 per share (g) = (e) / (f)</u>
<u>8. BIGC shares tender offer price</u>	<u>THB 252.88 per share higher between (d) and (g)</u>

Note: ^{/1} calculated from current assets deducted by current liabilities

Nevertheless, in order to comply with the ordinary share payment, condition the tender offer price may be reduced by an amount of BIGC's dividend payment may be received by the Shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. In this regards, the Board of Directors' Meeting No.1/2016 held on 9 February 2016 approved the proposal to 2016 Annual General Meeting of Shareholders to be held on 28 April 2016 for consideration and approval of the annual dividend for 2015 operation of the Business at the amount of THB 2.62 (Two THB and sixty two satang) per share. The BIGC's Board of Directors' meeting also considered for identifying the shareholders who are eligible to attend and vote at the 2016 Annual General Meeting of Shareholders and identifying the shareholders who are eligible for annual dividend for 2015 operation on 7 April 2016

(Record Date) and closing date of the Share Register Book for gathering the Shareholders' names in accordance with Section 225 of the Securities and Exchange Act B.E. 2535, which is on 8 April 2016. Thereafter, the Board of Directors' Meeting No. 3/2016 held on 22 March 2016 approved to reschedule the date of 2016 Annual General Meeting of Shareholders to be held on 25 April 2016. Therefore, in the event that 2016 Annual General Meeting of Shareholders approved the dividend payment at the amount stated above. The tender offer price after the deduction of dividend payment will be THB 250.26 (Two hundred and fifty THB twenty six satang) per share.