



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

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 : 0-1075-36000-63-3

GRC. 005/2015

8 April 2015

Subject: Report on resolutions of the Annual General Meeting of the Shareholders for the year 2015

Attention: The President,
The Stock Exchange of Thailand

We, Big C Supercenter Public Company Limited (the “**Company**”), would like to inform you of the resolutions of the Annual General Meeting year 2015 held on April 8, 2015 at 2:00 p.m. at Arnoma Grand, 3rd Floor, Arnoma Hotel, No. 99 Ratchadamri Road, Lumpini Sub-district, Pathumwan District, Bangkok. At the quorum counting, there were 889 persons and proxies attending the meeting holding a total of 605,105,808 shares or 73.3462% of the total 825,000,000 issued shares of the Company. Thus there was a quorum for the meeting. The meeting has passed the following resolutions:

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for Year 2014, held on 8 April 2014

Resolution The Shareholders concurred with Board’s proposal, passing resolution by unanimous vote of shareholders who attended and cast their votes as follows:

Approved	605,157,321 Votes	equivalent to 100.0000%
Disapproved	0 Votes	equivalent to 0.0000%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	0 Votes	not included in the voting base

Agenda 2 To consider and acknowledge the Company’s operational results ended 31 December 2014

Resolution The Shareholders acknowledged the Board of Directors report Company’s the Company’s operational results ended 31 December 2014
(Agenda 2 is for acknowledgement. There was no voting.)

Agenda 3 To consider and approve the audited Balance Sheets and Profit and Loss Statements for the fiscal year ended 31 December 2014

Resolution The Shareholders concurred with Board’s proposal, passing resolution by a majority vote of shareholders who attended and cast their votes as follows:

Approved	614,339,514 Votes	equivalent to 99.9999%
Disapproved	1 Votes	equivalent to 0.0000%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	120,200 Votes	not included in the voting base

Agenda 4 To consider and approve the annual distribution of profits and dividend payment for fiscal year 2014

Resolution The Shareholders concurred with Board's proposal, passing resolution for the approval of the annual distribution of cash dividends, by paying cash dividends to the eligible holders of ordinary shares at the rate of 2.62 baht per share, totaling 2,161,500,000 baht, being 30 per cent of net profit after deduction of legal reserve of the stand-alone financial statement, in accordance with the Company's dividend policy. Record Date for identifying shareholders eligible for dividend is Tuesday, 21 April 2015. Book closing date for collecting shareholders names under Section 225 of the Securities and Exchange Act, B.E 2535 (Amended B.E. 2551) is Wednesday, 22 April 2015. (Therefore, ex-dividend date is Friday, 17 April 2015.) Dividend Payment Date is Wednesday, 7 May 2015. Resolution was passed by unanimous vote of shareholders who attended and cast their votes as follows:

Approved	614,459,715 Votes	equivalent to 100.0000%
Disapproved	0 Votes	equivalent to 0.0000%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	0 Votes	not included in the voting base

In this regard, shareholders paying personal income tax shall be entitled to a tax credit for the received dividend in accordance with Section 47 bis of the Revenue Code of Thailand as follows:

- The dividend of Baht 0.36 per share, paid from the net profit with 25% Corporate Income Tax, can be credited at 25/75.
- The dividend of Baht 2.26 per share, paid from the net profit with 30% Corporate Income Tax, can be credited at 30/70.

$$\left(\text{or } \frac{0.36 \times \text{number of share}}{25/75} + \frac{2.26 \times \text{number of share}}{30/70} \right)$$

Agenda 5 To consider and approve the appointment of directors retiring by rotation and a new director

Resolution The Shareholders concurred with Board's proposal, passing resolution by a majority vote of shareholders who attended the meeting as follows:

5.1 Mr. Philippe Alarcon was re-elected as an a Non-Executive Director

Approved	613,573,478 Votes	equivalent to 99.8557%
Disapproved	876,237 Votes	equivalent to 0.1426%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	10,000 Votes	equivalent to 0.0016%

5.2 Miss Rumpa Kumhomreun was re-elected as an Executive Director

Approved	608,688,964 Votes	equivalent to 99.0608%
Disapproved	5,770,751 Votes	equivalent to 0.9391%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	0 Votes	equivalent to 0.0000%

5.3 Dr. Uttama Sawanayana was re-elected as an Independent Director

Approved	614,459,714 Votes	equivalent to 99.9999%
Disapproved	1 Votes	equivalent to 0.0000%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	0 Votes	equivalent to 0.0000%

5.4 Mrs. Josseline de Clausade was re-elected as a Non-Executive Director

Approved	613,573,478 Votes	equivalent to 99.8557%
Disapproved	876,237 Votes	equivalent to 0.1426%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	10,000 Votes	equivalent to 0.0016%

5.5 Mr. Stephen Joseph Camilleri was elected as a new Executive Director

Approved	614,449,078 Votes	equivalent to 99.9982%
Disapproved	637 Votes	equivalent to 0.0001%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	10,000 Votes	equivalent to 0.0016%

Agenda 6 To consider and approve directors' remunerations for the year 2015 with following details

	Position	2015	
		Retainer Fee (Baht / Person / Year)	Meeting Allowance (Baht / Person / Meeting)
Board of Directors	Chairman who is an independent director	600,000	38,500
	Independent Director (4 persons)	500,000	38,500
	Non-Independent Director (10 persons)	198,000	38,500
Audit Committee	Chairman	225,000	30,000
	Member	200,000	25,000
Corporate Governance Committee	Chairman (1 person)	-	30,000
	Member (2 persons)	-	25,000
	Members who are employees (2 persons)	-	10,000
Reimbursement of travelling expense for Chairman of the Board only, on actual basis but not exceeding baht 1,000,000 per year			

Resolution The Shareholders concurred with Board's proposal, passing resolution by votes more than two-third of shareholders who attended the Meeting as follows:

Approved	612,368,689 Votes	equivalent to 99.6596%
Disapproved	2,080,926 Votes	equivalent to 0.3386%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	10,100 Votes	equivalent to 0.0016%

Agenda 7 To consider and approve the appointment of auditors and audit fees for 2015

Resolution The Shareholders concurred with Board's proposal, approved the appointment of auditors from EY Office Limited; Mr. Wichart Lokatekrawee or Miss Siriwan Suratepin or Mrs. Sarinda Hirunprasurtwutti to be the auditors of the Company; Mrs. Sarinda Hirunprasurtwutti or Mr. Wichart Lokatekrawee or Ms. Siriwan Suratepin to be the auditors of 14 subsidiaries for the fiscal year starting 1 January 2015 and ending 31 December 2015 with the audit fees at 5,252,000 baht (Five million two hundred fifty two thousand baht) for the Company, and 2,241,000 Baht (Two million two hundred forty one thousand Baht) for 14 subsidiaries, or totalling 7,493,000 Baht (Seven million four hundred ninety three thousand Baht). Resolution was passed by unanimous vote of shareholders who attended and cast their votes as follows:

Approved	614,459,615 Votes	equivalent to 100.0000%
Disapproved	0 Votes	equivalent to 0.0000%
Invalid	0 Votes	equivalent to 0.0000%
Abstained	100 Votes	not included in the voting base

In the case that the above auditors are unable to perform their duties for the Company and its subsidiaries, EY Office may provide other qualified auditors to perform the duties instead. However, if they are unable to do so, the shareholders should authorize the Board of Directors to seek for supplemental audit firm, provided that the supplemental auditor shall also be qualified according to SEC regulation with the audit fee within this proposed amount, so that the Board does not have to call for a shareholders meeting for this purpose. But the Company shall notify the shareholders for acknowledgement at the next shareholders meeting.

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