

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

Big C Supercenter Public Company Limited hereby submits this form F24-1 as at 8 April 2015

The Board of Directors' Meeting of Big C Supercenter Public Company Limited No. 2/2015, held on 8 April 2015 resolved the meeting's resolutions in the following manners:

~~Appointment of the audit committee~~/Renewal for the term of Audit Committee:

Chairman of the audit committee       Member of the audit committee

As follows: Dr. Uttama Savanayana Chairman of the Audit Committee

the ~~appointment~~/renewal of which shall take an effect as of 8 April 2015

Determination/Change in the scope of duties and responsibilities of the Audit Committee with the following details: -No Change -

the determination/change of which shall take an effect as of \_\_\_\_\_ - \_\_\_\_\_

Names of members of the audit committee are as follows:

- |                                     |                            |  |
|-------------------------------------|----------------------------|--|
| 1. Chairman of the Audit Committee  | Dr. Uttama Savanayana      | remaining term in office <u>3</u> year |
| (Coincide with his director's term) |                            |  |
| 2. Member of the Audit Committee    | Mr. Akani Thapthimthong    | remaining term in office <u>1</u> year |
| (Coincide with his director's term) |                            |  |
| 3. Member of the Audit Committee    | Mr. Vachara Tuntariyanond  | remaining term in office <u>1</u> year |
| (Coincide with his director's term) |                            |  |
| Secretary of the Audit Committee    | Ms. Nantavadee Suntibunyut |  |

Enclosed hereto is    -    copies of the certificate and biography of the Audit Committee. The Audit Committee number(s) 1-3 have adequate expertise and experience to review creditability of the financial reports.

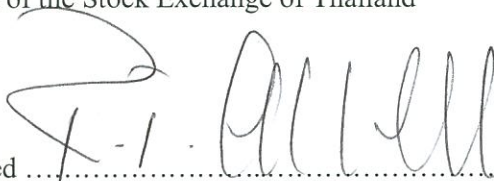
The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

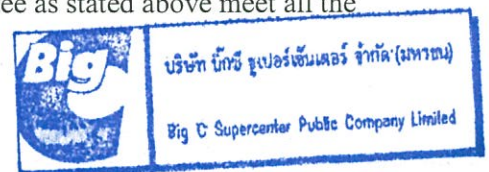
1. To review the Company's financial reports are prepared in accordance with the generally accepted accounting standards and relevant specific laws, including the adequate disclosure of complete, accurate and sufficient information and related party transactions and/or conflicts of interest.
2. To promote the development of financial reporting system so as to be consistent with and meet the requirements of the generally accepted accounting standards.
3. To select the external auditor by considering the independence, competence and experience in performance of duties for appointment, termination and determination of auditor remuneration; and nominate to the Board of Directors for the approval in the Annual General Meeting.
4. To review the external and internal auditors' observations on related party transactions and transactions which may cause a conflict of interest, in compliance with law and regulations of the Stock Exchange of Thailand so as to ensure reasonableness of such transactions and maximum benefit of the Company.
5. To review internal control and internal audit systems and provide recommendations to ensure the appropriateness, effectiveness and efficiency and in accordance with the international standards by considering worthiness and covering all key processes.
6. To oversee the Company's preventive control system to reduce or suspend a loss or waste of the Company's resources for the benefit and enhancement of effectiveness and efficiency in performance of the Company's functions.

7. To jointly consider with the CEO and President the appropriateness of the appointment, transfer, dismissal, performance appraisal and remuneration of the Internal Audit Head. If any opposing view, it shall be considered by the Board of Directors or any person delegated by the Board of Directors. The decision of the Board of Directors or any person delegated by the Board of Directors will be final.
8. To coordinate with the external auditor for independence and fairness of auditing.
9. To review that the Company has established an appropriate risk management system and to provide recommendations to ensure that it is always up-to-date.
10. To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand, and the laws related to the Company's business.
11. To obtain progressed report from management and Company's legal advisor regarding key issues on conforming to the relevant laws and regulations.
12. To review the Audit Committee Charter on an annual basis in order to consider and assess its current assigned roles and responsibilities as well as to propose any required amendments accordingly.
13. To approve the Internal Audit Charter and to regularly review it in an appropriate period determined by the Audit Committee.
14. To approve an annual audit plan and evaluate the performance of the internal audit function.
15. To approve an annual budget and a workforce planning of the internal audit function and present it to the Board of Directors or any person delegated by the Board of Directors for additional comment, if any. Then the approved budget and manpower of the internal audit function shall be submitted to the CEO and President for execution.
16. To have the power, subject to an approval of the Board of Directors or any person delegated by the Board of Directors, to engage any professional advisor to seek independent opinions if it seems necessary at the Company's expense, provided that the engagement shall be in adherence to the Company's procedures and rules on this matter.
17. To have the authority to invite Executives, Management and employees of the Company and related persons to attend a meeting with or to provide information to the Audit Committee. It shall be deemed as the duty of such persons to cooperate with the Audit Committee.
18. To determine the remuneration of secretary to the audit committee and assistant secretary, if any, and propose to the Board of Directors for the approval.
19. To perform other duties as assigned by the Board of Directors of the Company with the consent of the Audit Committee.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed  Director  
( Mr. Robert James Cissell )



Signed  Director  
( Ms. Rumpa Kumhomreun )