



บริษัท บีซี ซูเปอร์เซ็นเตอร์ จำกัด (มหาชน) (สำนักงานใหญ่)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
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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

(Translation)

12 May 2017

Subject: Delisting of the Company's securities from being the listed securities on the Stock Exchange of Thailand, and calling for Extraordinary General Meeting of Shareholders No. 1/2017

Attention: President
Stock Exchange of Thailand

Enclosure: Share Delisting Report Form (F 10-6), dated 12 May 2017

Big C Supercenter Public Company Limited (the "**Company**") would like to inform you of the resolutions passed by the Board of Directors' Meeting No. 3/2017, convened on 12 May 2017, as follows:

1. The Board of Directors approved to propose to the shareholders meeting to consider and approve the delisting of the Company's securities from being the listed securities on the Stock Exchange of Thailand (the "**Stock Exchange**") in accordance with the proposal provided by the Group Company of Berli Jucker Public Company Limited ("**Berli Jucker Group Company**"), a group of major shareholder holding approximately 97.94 percent of the total issued shares of the Company through BJC Supercenter Co., Ltd. and Saowanee Holdings Co., Ltd., which is desirous to delist the Company's securities from being the listed securities on the Stock Exchange in order to resolve the issue with respect to and alleviate the listing fees to be incurred as a result of the incompliance of the free float requirement under the rules on qualifications on maintaining the status as a listed company on the Stock Exchange of Thailand. In this regard, Berli Jucker Group Company has commenced this process after the 12-month period following the expiration of the previous tender offer for the securities of the Company has lapsed.

In the case where the shareholders meeting of the Company resolves to approve the delisting of the Company's securities from being the listed securities on the Stock Exchange, and the application for delisting is approved and/or granted waiver from the Stock Exchange and the relevant agencies or authorities (if any), Berli Jucker Group Company shall ensure that there is an offeror for delisting tender offer of the Company's securities, at the price of THB 225.00 per share (which will be proceeded after the Company's payment of 2016 annual dividend in accordance with the resolution of the 2017 Annual General Meeting of Shareholders of the Company held on 24 April 2017 has already been made) in which is the price not lower than the highest price calculated based on the criteria specified under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers (the "**Notification TorChor. 12/2554**").

In addition, the Board of Directors considered and approved to authorize Mrs. Vipada Duangratana and/or Miss Sureerat Silpsakulsuk, directors of the Company, and/or the person delegated by Mrs. Vipada Duangratana and/or Miss Sureerat Silpsakulsuk to consider and determine the details and/or undertake any act relating to the delisting of the Company's



(Translation)

securities from being the listed securities on the Stock Exchange, including the following actions for the purposes of facilitation and in the best interests of the Company:

- (a) To deal with, coordinate, and carry out relevant actions with the regulatory authorities or agencies as required by law, as well as to carry out any action under the rules, conditions, and details as required by the relevant law and regulations, opinions, or guidelines of such agencies;
 - (b) To carry out any actions relating and/or continuous to the delisting of the Company's securities from being the listed securities on the Stock Exchange;
 - (c) To appoint, change, or remove one or more sub-grantees with respect to the aforesaid actions as deemed appropriate, as well as to allow the sub-grantees to delegate one or any level of sub-grantees within the authority provided for in the power of attorney.
2. The Board of Directors, as deemed appropriate by the independent directors having no interest, approved the appointment of Maybank Kim Eng Securities (Thailand) Plc. as the independent financial advisor to perform the duties on providing opinions and clarification to the shareholders in support of the consideration on the delisting of the Company's securities from being the listed securities on the Stock Exchange.
3. The Board of Directors approved the scheduling of Extraordinary General Meeting of Shareholders No. 1/2017 on 16 June 2017, at 14.00 hrs, at the Meeting Room No. 1201-1202, 12th Floor, Berli Jucker Building, No. 99, Soi Rubia, Sukhumvit 42 Road, Phra Khanong Subdistrict, Khlong Toei District, Bangkok to consider the following agenda item:

- Agenda Item 1: To endorse the Minutes of the 2017 Annual General Meeting of Shareholders held on 24 April 2017
- Agenda Item 2: To acknowledge the opinions on the delisting of the Company's securities from being the listed securities on the Stock Exchange of Thailand, and the offer provided by the Offeror, as well as other relevant information
- Agenda Item 3: To approve the delisting of the Company's securities from being the listed securities on the Stock Exchange of Thailand
- Agenda Item 4: Other matters (if any)



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In this regard, the date of 26 May 2017 is scheduled as the date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2017 (Record Date); and the date of 29 May 2017 is scheduled as the date to list the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2017 in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

Please be informed accordingly.

Sincerely yours,

Big C Supercenter Public Company Limited

Ms. Rumpa Kumhomreun