

(F10-6) (after the resolutions of Board of Directors has been obtained)

Form of Report on Delisting of Shares
Big C Supercenter Public Company Limited
12 May 2017

Attn: President
The Stock Exchange of Thailand

The Board of Directors Meeting of Big C Supercenter Public Company Limited (the “**Company**”) No. 3/2017, held on 12 May 2017 at [•] hrs. has passed resolutions to approve the delisting of the Company’s securities from the Stock Exchange of Thailand (the “**SET**”). The details are as followed:

1. Type of Securities of the Company

1.1 Ordinary/Preference shares

- 1.1.1 In the amount of 825,000,000 shares at the par value of Baht 10 per share, totaling Baht 8,250,000,000
- 1.1.2 Becoming listed securities on the SET since 3 January 1992
- 1.1.3 The latest trading price: Baht 233 per share on 12 May 2017

1.2 Debentures (**Please see details in attachment 1**)

- 1.2.1 In the amount of _____ debentures at the face value of Baht _____ each, totaling Baht _____, debentures had been redeemed in an amount of _____ debentures and there are _____ outstanding debentures.
- 1.2.2 Interest rate _____ Conditions of payment of interest _____
- 1.2.3 Offered to _____, with a maturity of _____ years. Redemption date on _____
- 1.2.4 Becoming listed securities on the Stock Exchange from _____
- 1.2.5 The latest trading price: Baht _____ per debenture on _____

1.3 Warrants

- 1.3.1 In the amount of _____ units of Baht _____ each, totaling Baht _____ warrants had been exercised and there are _____ outstanding warrants.
- 1.3.2 _____ warrants may be exercised to subscribe for _____ shares at Baht _____ per share. Conditions for exercise of warrants _____
- 1.3.3 Offered to _____ on _____ with a term of _____ years. Last exercise date _____
- 1.3.4 Becoming listed securities on the Stock Exchange on _____
- 1.3.5 Latest trading price: Baht _____ per warrant on _____

1.4 Other types of securities (please specify): - None -

2. Date of presentation to make recommendations concerning delisting of shares

The Presentation will be held on 16 June 2017, 14.00 hrs., at Meeting room 1201-1202, 12th Floor, Berli Jucker Building, No. 99, Soi Rubia, Sukhumvit 42 Road, Phra Khanong Subdistrict, Khlong Toei District, Bangkok

3. Date of shareholders meeting for delisting of shares

The Extraordinary General Meeting of Shareholders No.1/2017 will be held on 16 June 2017 at 14.00 hrs., at Meeting room 1201-1202, 12th Floor, Berli Jucker Building, No. 99, Soi Rubia, Sukhumvit 42 Road, Phra Khanong Subdistrict, Khlong Toei District, Bangkok which

- the closing date of shareholders' register book for determination of shareholders who are entitled to attend the Meeting is on until the end of the Meeting.
- the Record Date for determination of shareholders who are entitled to attend the Meeting is on 26 May 2017 and the date for collecting shareholders names under Section 225 of the Securities and Exchange Act is on 29 May 2017 (next business day after the Record Date).

4. Reasons and facts concerning the delisting of shares

Reference is made to the proposal provided by the Group of Berli Jucker Public Company Limited, a major shareholder of the Company ("BJC"), holding approximately 97.94 percent of the total issued shares of the Company through BJC Supercenter Co., Ltd. and Saowanee Holdings Co., Ltd. BJC is desirous to delist the Company's securities from being the listed securities on the SET in order to resolve the issue with respect to and alleviate the 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 SET. 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.

5. The general offer to purchase shares and other securities convertible into shares of the Company from the shareholders and holders of securities

- 5.1 The offeror or group of offerors and relationship with the Company:
BJC and/or any subsidiaries in the group of BJC (any or jointly) as to be further notified.
- 5.2 Offer price of securities:
Baht 225.00 per ordinary share/~~unit~~
- 5.3 Name of financial advisor of the offeror
Siam Commercial Bank Public Company Limited.
- 5.4 Name of independent financial advisor
Maybank Kim Eng Securities (Thailand) Plc.

6. Shareholders Distribution as at 3 March 2017

6.1 Top ten major shareholders

Name	Nationality	Occupation	No. of Shares Held	Shareholding Percentage
1. BJC Supercenter Co., Ltd.	Thai	-	589,711,813	71.48
2. Saowanee Holdings Co., Ltd.	Thai	-	218,280,000	26.46
3. Aberdeen Growth Fund	-	-	2,451,100	0.30
4. Aberdeen Long Term Equity Fund	-	-	2,293,400	0.28
5. Thai Nvdr Co., Ltd.	-	-	1,615,679	0.20
6. Aberdeen Small Cap Fund	-	-	1,451,400	0.18
7. Bnp Paribas Securities Services, London Branch	-	-	1,262,700	0.15
8. Aberdeen Smart Capital - Retirement Mutual Fund	-	-	1,136,600	0.14
9. Bnp Paribas Securities Services Singapore Branch	-	-	841,200	0.10
10. Hsbc Bank Plc-West Yorkshire Pension Fund 4th Floor Britannia House Hall Ings Bradford Bd1 1hx	-	-	550,000	0.07

6.2 Number of shareholders

- All of shares in the Company are held by 2,298 persons, in an amount of 825,000,000 shares
- Number of minority shareholders who hold not more than 0.5 percent of the total paid-up capital but not less than one board lot: 1,663 persons, aggregately holding 17,001,827 shares, representing 2.0608 percent of the total issued shares.

7. Board of Directors of the Company as at 12 May 2017

Name	Position	Shareholding Percentage
Mr. Charoen Sirivadhanabhakdi	Chairman of The Board of Directors	0%
Khunying Wanna Sirivadhanabhakdi	Director	0%
Ms.Potjaneer Thanavarant	Independent Director and Chairman of the Audit Committee	0%
Police General Aek Angsanant	Independent Director	0%
General Nivat Meenayotin	Independent Director and Audit Committee	0%
Mr.Vachara Tuntariyanond	Independent Director and Audit Committee	0%
Ms. Suvabha Charoenying	Independent Director	0%
Mr. Sithichai Chaikriangkrai	Director	0%
Mr. Weerawong Chittmitrapap	Director	0%

Name	Position	Shareholding Percentage
Mr. Chotiphat Bijananda	Director	0%
Mrs. Thapanee Techajareonvikul	Director	0%
Ms. Sureerat Silpsakulsuk	Director	0%
Mr. Aswin Techajareonvikul	Chief Executive Officer and President	0%
Mrs. Vipada Duangratana	Independent Director	0%
Miss Rumpa Kumhomreun	Director	0%

We confirm that the information contained in this report is accurate and complete in all respects.

Signature _____ Authorized director
(Ms. Rumpa Kumhomreun)

Director

Signature _____ Authorized director
(Mr. Aswin Techajareonvikul)

Director

Signature _____ Authorized director
(_____)
