



บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (มหาชน) (สำนักงานใหญ่)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
โทร. +66 (0) 2655 0666
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 030/2016

(Translation)

14 December 2016

Subject: Joint Venture in New Business by Subsidiary

Attention: President
Stock Exchange of Thailand

Big C Supercenter Public Company Limited (the “**Company**”) would like to inform you that Board of Directors Meeting No. 11/2016, which was convened on 14 December 2016, has resolved to approve for the Company to invest in the service business operation in connection with non-life insurance and life insurance by entering into the Joint Venture Agreement (the “**JVA**”) with Numsubpattana 4 Co., Ltd. (“**Numsup**”) as the joint investor through the holding of shares in a joint venture company which is a subsidiary of the Company namely, Big C Services Co., Ltd. (“**Big C Services**”). The subject matters relating to the transaction are as follows:

- (1) **Joint Venture Percentage** After the joint venture, the Company will hold 51 percent and Numsup will hold 49 percent of the shares in Big C Services.
- (2) **Investment Value** Not exceeding THB 100 million (the Company’s portion is equivalent to not exceeding THB 51 million in accordance with its shareholding)
- (3) **Scope of Business of the Joint Venture** Engaging in the service business in connection with non-life insurance and life insurance, including but not limited to, the business of an insurance broker of non-life insurance and life insurance by establishing a branch office in the rental space within Big C hypermarket stores for the purpose of the provision of insurance products to the customers.



บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (มหาชน) (สำนักงานใหญ่)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
โทร. +66 (0) 2655 0666
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

In this regard, the operation of an insurance broker of non-life insurance and life insurance must be approved by the Office of Insurance Commission (the “OIC”).

(4) Business Support from the Parties

The Company will provide Big C Services the support of the rental space in BIG C hypermarket stores, and allow the use of the Big C brand and database.

Numsup will provide support on information and insurance know-how from leading non-life insurance and/or life insurance companies.

(5) Operation Preparation and Commencement

It is anticipated that the business will be in operation by the second or third quarter of 2017.

(6) Benefits from the Joint Venture

The Company will obtain a direct benefit from the rental fee for the spaces provided in BIG C hypermarket stores as branch offices, and from the royalties fee of brand usage, etc.

Big C Services will obtain benefits from the commission as the insurance broker, and other marketing fees.

In this regard, the joint venture with Numsup by entering into the JVA constitutes an entering into a transaction with the connected person of the Company, as Numsup is an entity in the TCC Group which is an indirect major shareholder of the Company holding approximately 74.3 percent of the total issued shares in BJC. Nevertheless, the entering into of the JVA and all future transactions which will be entered into in accordance with the conditions under the JVA are reasonable and would not cause any transfer of benefits as the Company is not obliged to make any payment or returns to Numsup except for the business support to Big C Services in accordance with the JVA which is considered as a provision of business support to our own subsidiary. In addition, in the case of others entering into a transaction relating to the joint venture business such as, the rental of space in Big C hypermarket stores, the rental will be charged based on the market price or the price which can be calculated from the assets or reference value, and on arm’s



บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (มหาชน) (สำนักงานใหญ่)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงจุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
โทร. +66 (0) 2655 0666
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

length conditions. The said principles have been already approved by the Audit Committee and the Board of Directors.

Please be informed accordingly.

Sincerely yours,

(Miss Rumpa Kumhomreun)

Chief Financial Officer & Business Controller

In case of any questions, please contact:

Secretariat Section.

Governance, Risk Management and Compliance Department

Telephone: 02 655 0666, Extension: 7369, 7159