

**-Translation-**

**(F10-7) (After receiving approval from the shareholders)**

**Form for Delisting of Shares from the Stock Exchange of Thailand**

Big C Supercenter Public Company Limited

Date 16 June 2017

To Board of Governors  
The Stock Exchange of Thailand

We, Big C Supercenter Public Company Limited (the "Company") would like to submit the form for delisting of shares from being listed securities on the Stock Exchange of Thailand with the following details:

**1. Type of Securities of the Company**

1.1 Ordinary Shares/~~Preferred Shares~~

1.1.1 825,000,000 shares at a par value of THB 10 per share, totaling THB 8,250,000,000

1.1.2 Listed on the Stock Exchange of Thailand since 3 January 1992;

1.1.3 The Latest trading price as of 16 June 2017 is THB 222 per share.

1.2 Debenture/Convertible Debenture

-None-

1.3 Warrants

-None-

1.4 Other types of securities (please specify):

-None-

**2. Approval from the Shareholders' Meeting for Delisting of Shares from the Stock Exchange of Thailand**

The Extraordinary General Meeting of Shareholders No. 1/2017 held on 16 June 2017 has resolved to delist the shares of the Company from being the listed securities from the Stock Exchange of Thailand, with the detail as follows:

2.1 Total number of shareholders 1,992 persons, totaling 825,000,000 shares (according to the latest book closing date of 29 May 2017).

- 2.2 Total number of minority shareholders who held shares of not more than 5 out of 1,000 of the total paid-up capital, which is not lower than 1 trading unit, are 1,375 persons, totaling 17,002,130 shares, representing 2.06 per cent of the paid-up capital (according to the latest book closing as of 29 May 2017).
- 2.3 The number of shareholders who attended the meeting in person 175 persons
- 2.4 The number of shareholders who attended the meeting in person and by proxy 403 persons, totaling 818,930,096 shares, representing 99.2643 per cent of the paid-up capital.
- 2.5 The number of shareholders who approved the delisting of shares from the Stock Exchange of Thailand 378 persons, totaling 818,858,638 shares, representing 99.2555 per cent of the paid-up capital.
- 2.6 The number of shareholders who disapproved the delisting of shares from the Stock Exchange of Thailand 25 persons, totaling 71,458 shares, representing 0.0086 per cent of the paid-up capital.

### **3. Reasons and Facts concerning the Delisting of Shares from the Stock Exchange of Thailand**

The Company received the offer from Berli Jucker Public Company Limited group (the “**BJC Group**” or the “**Offeror**”), a group of major shareholders holding shares of the Company through BJC Supercenter Co., Ltd. and Saowanee Holdings Co., Ltd. in the proportion of approximately 97.94 percent of the total issued shares of the Company, with the intention to delist the Company’s securities from being the listed securities on the Stock Exchange of Thailand (the “**Stock Exchange**”) in order to solve the issue and alleviate the fees to be incurred as a result of the distribution of shareholdings not complying with the free float requirement according to the rule of maintaining the status as a listed company on the Stock Exchange under the Notification of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) (the “**Listing Requirement**”). At present, the Company has the minority shareholders in the proportion of merely 2.06 per cent of the total issued shares of the Company, resulting in the Company’s distribution of shareholdings not complying with the Listing Requirement, which requires that a listed company shall maintain the number of minority shareholders not less than 150 people and such shareholders shall hold shares in aggregate not less than 15 per cent of the paid-up capital of the listed company. Furthermore, at present, BJC Group has no policy to reduce shareholdings proportion in the Company. As a result, the Company is not able to rectify the distribution of shareholdings to be in compliance with the Listing Requirement.

In this regard, the Offeror will make the tender offer to purchase all remaining shares of the Company in order to delist the Company’s securities from being the listed securities from the Stock Exchange after the following condition precedents completely satisfied (the “**Condition Precedents**”) :

- 1) 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
- 2) The delisting of Company’s securities from being the listed securities on the Stock Exchange is approved and/or granted relaxation from the relevant agencies, including the Stock Exchange, financial institutions, and other contractual parties under relevant agreements (as necessary).

Therefore, the Extraordinary General Meeting of Shareholders No. 1/2017 approved the delisting of the Company’s securities from being the listed securities on the Stock Exchange. In this regard, the BJC Group will make a tender offer to purchase all remaining shares of the

Company for the delisting of the Company's securities from the Stock Exchange at the price of THB 225.00 per share, which is not less than the highest price calculated based on the criteria specified in the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 entitled Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers.

**4. The General Offer to Purchase Shares and other securities convertible in Shares of the Company from the Shareholders and Holders of Securities**

4.1 Name of the Offeror or group of the Offeror having with relationship with the Company:

Berli Jucker Public Company Limited ("BJC") and/or subsidiaries in the BJC Group (one or multiple companies combined) which BJC is a group of major shareholders. As of 29 May 2017, BJC holds shares of the Company through BJC Supercenter Co., Ltd. and Saowanee Holdings Co., Ltd. in the proportion approximately 97.94 percent of the total issued shares of the Company.

4.2 Tender offer price (categorized into each type of securities): ordinary shares at THB 225.00 per share.

4.3 Name of the financial advisor: The Siam Commercial Bank Public Company Limited.

4.4 Name of the independent financial advisor: Maybank Kim Eng Securities (Thailand) Public Company Limited.

4.5 Period of tender offer: The tender offer process would be held at the early of July 2017, depending upon satisfaction of the Condition Precedents as specified in Section 3. The period of tender offer shall be 45 working days.

**5. Top ten major shareholders as of the date of shareholders' meeting to resolved to delist the Company's shares from being the listed securities from the Stock Exchange of Thailand (as of 29 May 2017)**

Name	Nationality	Occupation	Number of Shares	Shareholdin (%)
BJC Supercenter Co., Ltd.	Thai	-	589,711,813	71.48
Saowanee Holdings Co., Ltd.	Thai	-	218,280,000	26.46
Aberdeen Growth Fund	-	-	2,313,500	0.28
Aberdeen Long Term Equity Fund	-	-	2,264,600	0.27
Thai NVDR Co., Ltd.	-	-	1,489,219	0.18
Aberdeen Small Cap Fund	-	-	1,451,400	0.18
BNP PARIBAS SECURITIES SERVICES, LONDON BRANCH	-	-	1,262,700	0.15

<b>Name</b>	<b>Nationality</b>	<b>Occupation</b>	<b>Number of Shares</b>	<b>Shareholdin (%)</b>
Aberdeen Smart Capital - Retirement Mutual Fund	-	-	1,072,800	0.13
BNP PARIBAS SECURITIES SERVICES SINGAPORE BRANCH	-	-	781,200	0.09
HSBC BANK PLC-WEST YORKSHIRE PENSION FUND 4TH FLOOR BRITANNIA HOUSE HALL INGS BRADFORD BD1 1HX	-	-	625,000	0.08

**6. Board of Directors of the Company as of 16 June 2017**

<b>Name</b>	<b>Position</b>	<b>Shareholding (%)</b>
1.Mr. Charoen Sirivadhanabhakdi	Chairman of The Board of Directors	-
2.Khunying Wanna Sirivadhanabhakdi	Director	-
3.Ms.Potjanee Thanavarant	Independent Director and Chairman of the Audit Committee	-
4.Police General Aek Angsanant	Independent Director	-
5.General Nivat Meenayotin	Independent Director and Audit Committee	-
6.Mr.Vachara Tuntariyanond	Independent Director and Audit Committee	-
7.Ms. Suvabha Charoenying	Independent Director	-
8.Mr. Sithichai Chaikriangkrai	Director	-
9.Mr. Weerawong Chittmitrapap	Director	-
10.Mr. Chotiphat Bijananda	Director	-
11.Mr. Aswin Techajareonvikul	Chief Executive Officer and President	-
12.Mrs. Thapanee Techajareonvikul	Director	-
13.Mrs. Vipada Duangratana	Independent Director	-
14.Ms. Sureerat Silpsakulsuk	Director	-

We hereby certify that the information in this report is accurate and complete in all respects.

Signature \_\_\_\_\_ Authorized Director  
(Mr. Aswin Techajareonvikul) on behalf of the Company  
Position: Director

Signature \_\_\_\_\_ Authorized Director  
(Mrs. Sureerat Silpsakulsuk) on behalf of the Company  
Position: Director