



16 October 2013

Subject: Notification on appointment of Chairmen of Subcommittees

To: The President
The Stock Exchange of Thailand

We, Big C Supercenter Public Company Limited (**the "Company"**), would like to report resolutions of the Board of Directors Meeting No. 4/2013, held on Wednesday 16 October 2013, at 1.45 p.m., as follow:

1. Appointed Dr. Uttama Savanayana as Chairman of the Audit Committee or AC;
2. Appointed Mr. Rapee Sucharitakul as Chairman of the Corporate Governance Committee or CG Committee;

We attach herewith the required F24-1, for your information. Please be informed accordingly.

Sincerely Yours,

A handwritten signature in black ink, appearing to be "Rumpa Kumhomreun".

Ms. Rumpa Kumhomreun
Vice President, Finance and Accounting
Company Secretary

Company Secretary Section

Governance, Risk Management and Compliance Department

Tel. 02-655-0666 ext 7369 Fax. 02-250-5399

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 October 16, 2013 as follows:

The Board of Directors meeting of Big C Supercenter Public Company Limited No. 4/2013 held on October 16, 2013 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee

Chairman of the audit committee Member of the audit committee

As follows:

- (1) Dr. Uttama Savanayana
- (2)
- (3)
- (4)

, the appointment/renewal of which shall take an effect as of October 16, 2013

~~Determination~~/Change in the scope of duties and responsibilities of the audit committee with the

following details:

The updated scope of duties and responsibilities of the audit committee is shown below

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, the determination/change of which shall take an effect as of October 16, 2013

The audit committee is consisted of:

- 1. Chairman of the audit committee Dr.Uttama Savanayana remaining term in office until AGM 2015
- 2. Member of the audit committee Mr.Vachara Tuntariyanondremaining term in office until AGM 2016
- 3. Member of the audit committee Mr.Akani Thapthimthong remaining term in office until AGM 2016

Secretary of the audit committee ...Ms.Nantavadee Suntibunyut.....

Enclosed hereto is-..... copies of the certificate and biography of the audit committees (number 2 and 3). The audit committee number(s)1-3..... has/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 Director 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, competency and experience in performance of duties for appointment 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, replacements of the Internal Audit Head including an annual performance evaluation. 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 regular updates from management and company legal counsel regarding compliance matters
12. To review and assess the adequacy of the committee charter annually, requesting board approval for proposed changes
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.Yves Bernard Braibant)

(Seal)

Signed Director

(Ms. Rumpa Kumhomreun)