



14 January 2014

Subject: Report on Resolution of the Board of Directors Meeting No. 1/2014

Attention: The President,  
The Stock Exchange of Thailand (the "SET")

We, Big C Supercenter Public Company Limited (the "**Company**"), would like to inform you of certain resolutions of the Board of Directors Meeting No. 1/2014 held on 14 January 2014 as follows:

The Board of Directors meeting approved the following:

1. The establishment of an e-commerce business comprising both:
  - the incorporation of a joint investment company called C-Distribution Asia Pte. Ltd. ("**C-Asia**"), by the Company with Cdiscount International BV ("**Cdiscount International**") and Quinam BV ("**Quinam**"), both of which are connected persons of the Company. C-Asia will be the parties' investment vehicle for e-commerce business in the ASEAN region and will provide certain management and headquarter functions and financial support to its operating affiliates to be initially incorporated in Thailand and Vietnam. Please see further details on C-Asia in Attachment 1; and
  - the incorporation, by the Company with C-Asia, of an operating company in Thailand called C Distribution (Thailand) Limited ("**CDT**") to operate the e-commerce business in Thailand. Please see further details on CDT in Attachment 1.

C-Asia and CDT will also be connected persons of the Company.

2. In connection with the incorporation of C-Asia, the entry into a Shareholders' Agreement with respect to C-Asia by the Company with Cdiscount International and Quinam and the provision of a loan by the Company to C-Asia. Details of these transactions are set out in Attachment 2;
3. In connection with the incorporation of CDT, the entry into a Shareholders' Agreement with respect to CDT by the Company with C-Asia, the reimbursement by CDT to the Company of any payment for operating expenses for the e-commerce activity made by the Company and the transfer of e-commerce assets acquired by the Company in advance of the incorporation of CDT; the entry into Service Agreements by the Company with CDT; the sale by the Company of merchandise to CDT and the provision of a loan by the Company to CDT. Details of these transactions are set out in Attachment 3.

Please be informed accordingly.

Sincerely yours,

Ms Rumpa Kumhomreun  
Vice President, Finance and Accounting  
Company Secretary

## Details on C-Asia and CDT

### 1. C Distribution Asia Pte. Ltd. (C-Asia)

<b>Nature of business</b>	Holding company for investment in e-commerce business in the ASEAN region, including providing certain management and headquarter functions and financial support to its operating subsidiaries to be set up, initially, in Thailand and Vietnam.	
<b>Date of first investment by the Company</b>	Within January 2014	
<b>Registered capital</b>	Initial registered capital not exceeding € 4.5 million (or equivalent to approximately Baht 203 million)	
<b>Country of registration</b>	Singapore	
<b>Shareholding structure</b>	1. Big C Supercenter Plc.	40%
	2. Cdiscount International	30%
	3. Quinam	30%
<b>Source of fund for Big C's investment</b>	Cash flows of Big C Supercenter Plc.	

### 2. C Distribution (Thailand) Limited (CDT)

<b>Nature of business</b>	Operate e-commerce business in Thailand	
<b>Date of first investment by the Company</b>	Within January 2014	
<b>Registered capital</b>	Initial registered capital not exceeding Baht 100 million	
<b>Country of registration</b>	Thailand	
<b>Shareholding structure</b>	1. C-Asia	70%
	2. Big C Supercenter Plc.	30%
<b>Source of fund for Big C's investment</b>	Cash flows of Big C Supercenter Plc.	

**Information on Connected Transaction**  
**(The entry into a Shareholders' Agreement with respect to C-Asia**  
**and provision of loan to C-Asia)**

**Of**

**Big C Supercenter Public Company Limited**

Whereas the Board of Directors meeting of Big C Supercenter Public Company Limited (the "**Company**") No. 1/2014, held on 14 January 2014, approved the entry into a Shareholders' Agreement by the Company with Cdiscount International BV ("**Cdiscount International**") and Quinam BV ("**Quinam**") with respect to the incorporation of C Distribution Asia Pte. Ltd. ("**C-Asia**") and the provision of loan to C-Asia, set out below are the information about these transactions.

**1 Date of transaction**

- 1.1 The Shareholders' Agreement is expected to be executed within January 2014.
- 1.2 The loan facility is expected to be made available by the Company to C-Asia from January 2014 and provided when C-Asia's operation requires funding.

**2 Relevant parties**

**2.1** With respect to the Shareholders' Agreement

- (i) Big C Supercenter Public Company Limited
- (ii) Cdiscount International
- (iii) Quinam

**2.2** With respect to the loan

- (i) Big C Supercenter Public Company Limited
- (ii) C-Asia

**3 General nature of the transaction**

- 3.1 The Company will enter into a shareholders' agreement setting out the terms of the parties' investments in C-Asia which will be the investment vehicle of the parties for e-commerce business in the ASEAN region and provide certain management and headquarter functions and financial support to its operating subsidiaries to be initially incorporated in Thailand and Vietnam.
- 3.2 In the event that C-Asia requires additional funding for its operation, the Company may provide a shareholders' loan to C-Asia pro rata to the Company's shareholding in C-Asia. The interest rate will be determined based on the costs of funds of the Company plus margin.

#### **4 Total value and basis for determining the total value of the transaction**

- 4.1** The initial investment by the Company in C-Asia will not exceed € 1.8 million (or equivalent to approximately Baht 81 million).

The size of this transaction will not exceed 1.07% of the net tangible assets of the Company and its subsidiaries based on the latest reviewed financial statements as of 30 September 2013, which is greater than 0.03% but less than 3.00%.

- 4.2** The loan which may be provided by the Company to C-Asia will represent the amount of the shareholders' loan pro rata to the Company's shareholding in C-Asia and will not exceed Baht 90 million.

According to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, Re: Rules on Connected Transaction and the Notification of the SET, Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction 2003 (B.E. 2546), the Company has the duty to disclose this information to the SET and must seek approval to enter into these transactions from the Company's Board of Directors.

#### **5 Connected person and conflict of interest**

- 5.1** Cdiscount International and Quinam have a common indirect major shareholder with the Company, i.e. Groupe Casino, and are therefore connected persons of the Company.

- 5.2** C-Asia will have a common indirect major shareholder with the Company, i.e. Groupe Casino, and therefore will be a connected person of the Company.

#### **6 Source of fund**

The Company's investment in C-Asia and any loan provided to C-Asia will be financed from the Company's cash flows.

#### **7 Opinion of Board of Directors of the decision to enter into the transaction**

The Company's Board of Directors had the opinion that the entry into these transactions is justified and will benefit the Company and resolved to approve the entry into such transactions. The following directors did not vote at the Board of Directors meeting due to their positions as directors of the companies which are parent companies of the parties to the transaction with the Company:

<b>Name</b>	<b>Big C Supercenter Pcl</b>	<b>Other position</b>
Mr Guillaume Humbert	Director	Director of Tonquin BV which is the parent company of Quinam

Mr Hervé Daudin*	Director	Director of Casino Entreprise which is the parent company of Cdiscount International
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\* Given his experiences in e-commerce business, Mr Hervé Daudin was invited to be present at the Board of Directors meeting in order to provide information or answer any questions about the e-commerce business for consideration of the Board of Directors meeting.

**8 Opinion of audit committee and/or director of the Company different from Board of Directors' opinion**

None.

**Information on Connected Transaction**  
**(The entering into a Shareholders' Agreement with respect to CDT**  
**and relevant connected transactions with CDT)**

**Of**

**Big C Supercenter Public Company Limited**

Whereas the Board of Directors meeting of Big C Supercenter Public Company Limited (the "**Company**") No. 1/2014, held on 14 January 2014, approved the entry into a Shareholders' Agreement by the Company with C Distribution Asia Pte. Ltd. ("**C-Asia**") with respect to the incorporation of C Distribution (Thailand) Limited ("**CDT**") and certain transactions between the Company and CDT, set out below are the information about these transactions.

**1 Date of transaction**

- 1.1 The Shareholders' Agreement is expected to be executed within January 2014.
- 1.2 The reimbursement by CDT to the Company of any payment for operating expenses and assets for the e-commerce activity made by the Company in advance of the incorporation of CDT (the "**Reimbursement**") is expected to be carried out within January 2014.
- 1.3 The Service Agreements are expected to be executed within January 2014.
- 1.4 The sale of merchandise is expected to be commencing within January 2014.
- 1.5 The loan facility is expected to be made available by the Company to CDT from January 2014 and provided when CDT's operation requires funding.

**2 Relevant parties**

- 2.1 With respect to the Shareholders' Agreement
  - (i) Big C Supercenter Public Company Limited
  - (ii) C-Asia
- 2.2 With respect to the Reimbursement, the Service Agreements, the sale of merchandise and the loan
  - (i) Big C Supercenter Public Company Limited
  - (ii) CDT

**3 General nature of the transaction**

- 3.1 The Company will enter into a shareholders' agreement setting out the terms of the parties' investments in CDT which will operate the e-commerce business in Thailand.
- 3.2 The Company has made certain payments for operating expenses and acquired certain assets for the e-commerce activity on behalf of CDT in advance of its incorporation. CDT will reimburse these payments to the Company according to the actual advance payments made by the Company. The e-commerce assets acquired by the Company will be transferred to CDT and CDT will pay the Company the costs of such assets.

- 3.3 The Company will provide to CDT certain back office functions to support operations according to the terms of the Service Agreements to be entered into between the Company and CDT, which will have an initial term of one year.
- 3.4 The Company will sell certain merchandise to CDT on the terms which are comparable to those that may be entered into by the Company with unrelated counterparties under similar circumstances.
- 3.5 In the event that CDT requires additional funding for its operation, the Company may provide a shareholders' loan to CDT pro rata to the Company's shareholding in CDT. The interest rate will be determined based on the costs of funds of the Company plus margin.

#### **4 Total value and basis for determining the total value of the transaction**

- 4.1 The initial investment by the Company in CDT will not exceed Baht 30 million.
- 4.2 The reimbursement of payments for operating expenses will be made according to the actual advance payments made by the Company and the payment for the e-commerce assets will be made at the costs of such assets.
- 4.3 The fees payable by CDT to the Company under the Service Agreements will be calculated based on the actual costs of the Company plus a margin.

The size of the transactions in 4.1, 4.2 and 4.3 will not exceed an amount of Baht 120 million or equivalent to 1.58% of the net tangible assets of the Company and its subsidiaries based on the latest reviewed financial statements as of 30 September 2013, which is greater than 0.03% but less than 3.00%.

- 4.4 The sale of merchandise between the Company and CDT will be on the terms which are comparable to those that may be entered into by the Company with unrelated counterparties under similar circumstances.
- 4.5 The loan which may be provided by the Company to CDT will represent the amount of the shareholders' loan pro rata to the Company's shareholding in CDT and will not exceed Baht 90 million.

According to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551, Re: Rules on Connected Transaction and the Notification of the SET, Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transaction 2003 (B.E. 2546), the Company has the duty to disclose this information to the SET and must seek approval to enter into these transactions from the Company's Board of Directors.

#### **5 Connected person and conflict of interest**

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- 5.2 CDT will have a common indirect major shareholder with the Company, i.e. Groupe Casino, and therefore is connected person of the Company.

#### **6 Source of fund**

The Company's investment in CDT and the loan will be financed from the Company's cash flows.

## 7 Opinion of Board of Directors of the decision to enter into the transaction

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## 8 Opinion of audit committee and/or director of the Company different from Board of Directors' opinion

None.

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