



บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (สำนักงานใหญ่) (มหาชน)  
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี  
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ทะเบียนนิติบุคคล / เลขประจำตัวผู้เสียอากร :3-63-36000-1075-0

Big C Supercenter Public Company Limited (Head Office)  
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Pathumwan District, Bangkok 10330  
Tel. +66 (0) 2655 0666  
Company Registration Number / Tax ID : 3-63-36000-1075-0

GRC. 003/2015

12 February 2015

Subject: Related party transactions on provision of shareholder loans to affiliates on percentage of shareholding

Attention: The President,  
The Stock Exchange of Thailand

We, Big C Supercenter Public Company Limited (the “Company”), would like to inform you of the resolutions of the Board of Directors Meeting No.1/2015 held on 12 February 2015 as follows.

The Board of Directors’ Meeting approved the provision of loans by the Company to C-Distribution Asia Pte. Ltd. (“C-Asia”) and C Distribution (Thailand) Limited (“CDT”), which are related parties of the Company. Details of the loan which may be granted to C-Asia and CDT are set out in Attachment 1.

Please be informed accordingly.

Sincerely Yours,

Ms. Rumpa Kumhomreun  
CFO & Vice President, Finance and Accounting

In case of inquiry, please contact:  
Secretariat Section,  
Governance, Risk Management and Compliance Department  
Tel.02 655 0666 ext 7369, 7159

**Information on Connected Transaction**  
**(The provision of loans to C-Asia and CDT)**  
**Of**  
**Big C Supercenter Public Company Limited**

Whereas the Board of Directors' Meeting of Big C Supercenter Public Company Limited (the "Company") No. 1/2015, held on 12 February 2015, approved the provision of additional loans to C Distribution Asia Pte. Ltd. ("C-Asia") and C Distribution (Thailand) Limited ("CDT"), set out below is the information about these transactions.

**1 Date of transaction**

The loan facility is expected to be made available by the Company to C-Asia and CDT from 12 February 2015 onwards and provided when the operation of C-Asia or CDT, as the case may be, requires funding.

**2 Relevant parties**

2.1 With respect to the loan provided by the Company to C-Asia

- (i) Big C Supercenter Public Company Limited; and
- (ii) C Distribution Asia Pte. Ltd.

2.2 With respect to the loan provided by the Company to CDT

- (i) Big C Supercenter Public Company Limited; and
- (ii) C Distribution (Thailand) Limited.

**3 General nature of the transaction**

In the event that C-Asia or CDT requires additional funding for its operation, the Company may provide a shareholders' loan to C-Asia or CDT, as the case may be, pro rata to the Company's shareholding in C-Asia or CDT, as the case may be. 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 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 (currently 40%) and will not exceed Baht 50 million.

4.2 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 (currently 30%) and will not exceed Baht 130 million.

The combined size of both transactions above is more than Baht 100 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 C-Asia has a common indirect major shareholder with the Company, i.e. Groupe Casino, and therefore will be a connected person of the Company.

5.2 CDT has 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 loan provided to C-Asia and CDT 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 attend and vote the resolution on this transaction at the Board of Directors meeting due to their positions:

<b>Name</b>	<b>Big C Supercenter Pcl</b>	<b>Other position</b>
Mr. Robert James Cissell	Director	Director of CDT and C-Asia
Ms. Rumpa Kumhomreun	Director	Director of C-Asia
Mr Hervé Daudin	Director	Director of C-Asia

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

None