



บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (สำนักงานใหญ่) (มหาชน)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
โทร. +66 (0) 2655 0666
ทะเบียนนิติบุคคล /เลขประจำตัวผู้เสียอากร :3-63-36000-1075-0

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 : 3-63-36000-1075-0

GRC. 014/2016

22 April 2016

Subject: Notification on Receipt of Additional Information on Tender Offer for the Company's Securities

Attention: The President,
The Stock Exchange of Thailand

Big C Supercenter Public Company Limited (the "Company") would like to inform you that today (22 April 2016) the Company has received the Disclosure of Additional Information on the Tender Offer for the Company's Securities from BJC Retail Holding Company Limited, BJC Supercenter Company Limited and Samphunsamer Company Limited, collectively the "Offerors", as per the attachment.

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

(Translation)

22 April 2016

Subject: Disclosure of Additional Information on the Tender Offer for the Securities of Big C Supercenter Public Company Limited

To: Secretary-General, The Office of The Securities and Exchange Commission (the “SEC”)
President, The Stock Exchange of Thailand
Board of Directors and Securities Holders of Big C Supercenter Public Company Limited

Reference: Tender Offer for the Securities of Big C Supercenter Public Company Limited dated 28 March 2016

BJC Retail Holding Company Limited, BJC Supercenter Company Limited and SAMPHUNSAMER Company Limited (Collectively, the “Offerors”) submitted the Tender Offer for the Securities of Big C Supercenter Public Company Limited (the “Business”) to the SEC on 28 March 2016 for which Bualuang Securities Public Company Limited, Kasikorn Securities Public Company Limited, Krung Thai Bank Public Company Limited, KT ZMICO Securities Company Limited, and Phatra Securities Public Company Limited (Collectively, the “Tender Offer Preparers”) act as tender offer preparers for this matter.

The Offerors and the Tender Offer Preparers would like to disclose additional information with regard to the Tender Offer of the Business as attached with this Letter.

Yours Sincerely,

-Sithichai Chaikriangkrai-

(Sithichai Chaikriangkrai)

Authorized Director

-Aswin Techajareonvikul-

(Aswin Techajareonvikul)

Authorized Director

BJC Retail Holding Company Limited

-Sithichai Chaikriangkrai-

(Sithichai Chaikriangkrai)

Authorized Director

-Aswin Techajareonvikul-

(Aswin Techajareonvikul)

Authorized Director

BJC Supercenter Company Limited

-Chanvit Prachayapipat-

-Peerapat Kumpayorm-

(Chanvit Prachayapipat)

(Peerapat Kumpayorm)

Authorized Director

Authorized Director

SAMPHUNSAMER Company Limited

Tender Offer Preparer

Bualuang Securities Public Company Limited

- Mr.Piya Sosothikul -

(Mr.Piya Sosothikul)

Authorized Director

- Mr.Pichet Sithi-Amnuai -

(Mr.Pichet Sithi-Amnuai)

Authorized Director

Tender Offer Preparer

Kasikorn Securities Public Company Limited

- Mr.Manpong Senanarong -

(Mr.Manpong Senanarong)

Managing Director

Tender Offer Preparer

Krung Thai Bank Public Company Limited

- Mr.Nipat Wattanatittan -

(Mr.Nipat Wattanatittan)

Senior Vice President

Tender Offer Preparer

KT ZMICO Securities Company Limited

- Mr. Chaipatr Srivisarvacha -

(Mr. Chaipatr Srivisarvacha)

Chief Executive Officer

Tender Offer Preparer

Phatra Securities Public Company Limited

- Mr.Krittiya Veeraburus -

(Mr.Krittiya Veeraburus)

Director

- Mr. Supavud Saicheua -

(Mr. Supavud Saicheua)

Director

Additional Information #1 with regard to the tender offer of Big C Supercenter Public Company Limited

Note: Additional information in underlined and the deleted information in strikethrough

1. Additional Information in Part 1; Clause 4 Objectives of the Tender Offer

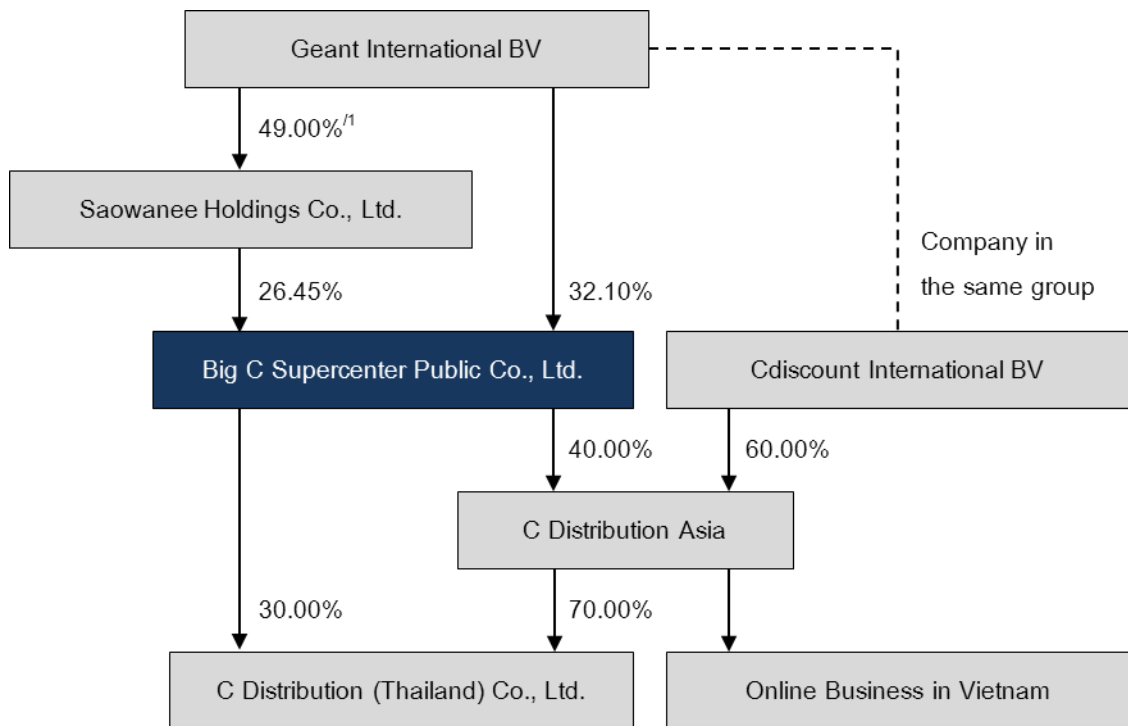
Original

BJCT, which is an indirect subsidiary of Berli Jucker Public Company Limited ("**BJC**"), acquired the Business's shares from Geant International BV ("**Geant**") at the amount of 264,797,600 shares (representing 32.10% of the total issued and paid-up shares of BIGC and 32.10% of the total voting rights of BIGC). Also, Samphunsamer, which is a direct subsidiary of BJCT or an indirect subsidiary of BJC, acquired all shares in Saowanee Holdings Company Limited ("**Saowanee**") (which holds the Business's shares at the amount of 218,280,000 shares, representing 26.45% of the total issued and paid-up shares of BIGC and 26.45% of the total voting rights of BIGC) on 21 March 2016. Therefore, BJCT and Samphunsamer directly and indirectly acquired the Business's shares in total of 483,077,600 shares (representing 58.55% of the total issued and paid-up shares of BIGC and 58.55% of the total voting rights of BIGC). As BJCRH (a direct parent company of BJCT or an indirect parent company of Samphunsamer) will provide a financial support for the Tender Offer, BJCRH, BJCT and Samphunsamer are obligated to make a mandatory tender offer for all securities of the Business in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended).

The Offerors and/or its related companies acquires ordinary shares of BIGC and the related businesses with the objective to penetrate into the modern retail business in Thailand, enhance competitiveness in the retail business, and expand its business operation. Moreover, these will be the supporting factors for the Offerors' business operation in the ASEAN Economic Community ("AEC").

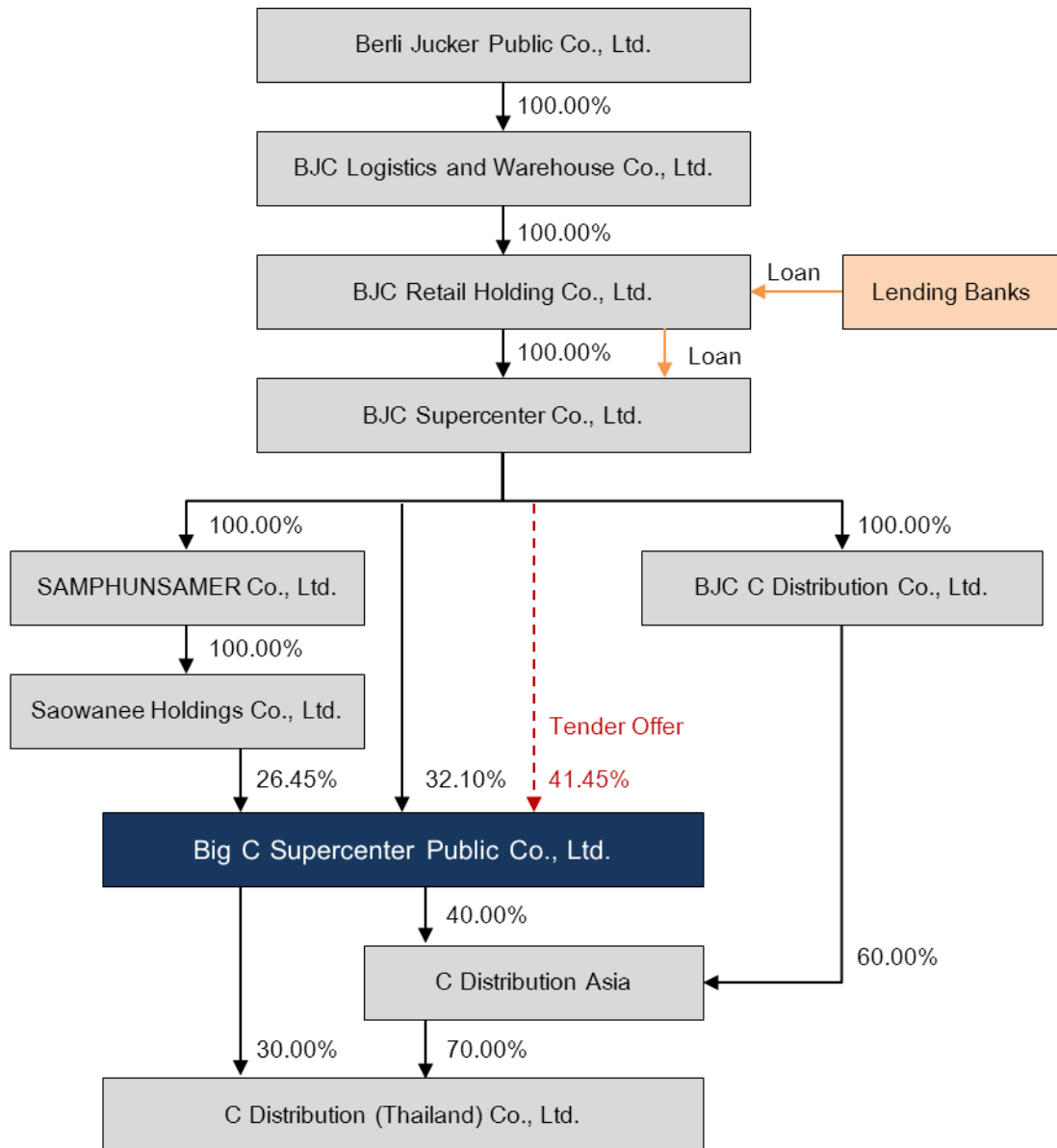
In this regard, please consider diagrams show structure before and after the investment of BJC and/or its subsidiaries ("**BJC Group**") in BIGC and more detail relating to this structure in Part 2 Clause 4.1.1 the Share Sale and Purchase Agreement.

Diagram showing Structure before the Investment of BJC Group in BIGC's Shares



Note: ^{/1} Under the Share Sale and Purchase Agreement, Geant International BV shall procure the total remaining of Saowanee's shares, which held by individuals, to be offered to BJC Group

Diagram showing Structure after the Investment of BJC Group in BIGC's Shares and Source of Funds used in the Tender Offer



In this regard, BJCT is the sole purchaser of all BIGC's shares in the Tender Offer from all the Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, which agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. The implementation of such doing is for an internal management of BJC Group, which mainly aims to benefit BJC's retail business unit.

The purchase price of BIGC's shares specified in the Share Sale and Purchase Agreement and the tender offer price for this Tender Offer are in Thai Baht with a price of THB 252.88 per share (Two Hundred Fifty Two Baht Eighty Eight Satang). Please see additional information in Part 2 Clause 4 Relationship between the Offerors and the Business, Major Shareholders, or Directors of the Business.

Revision

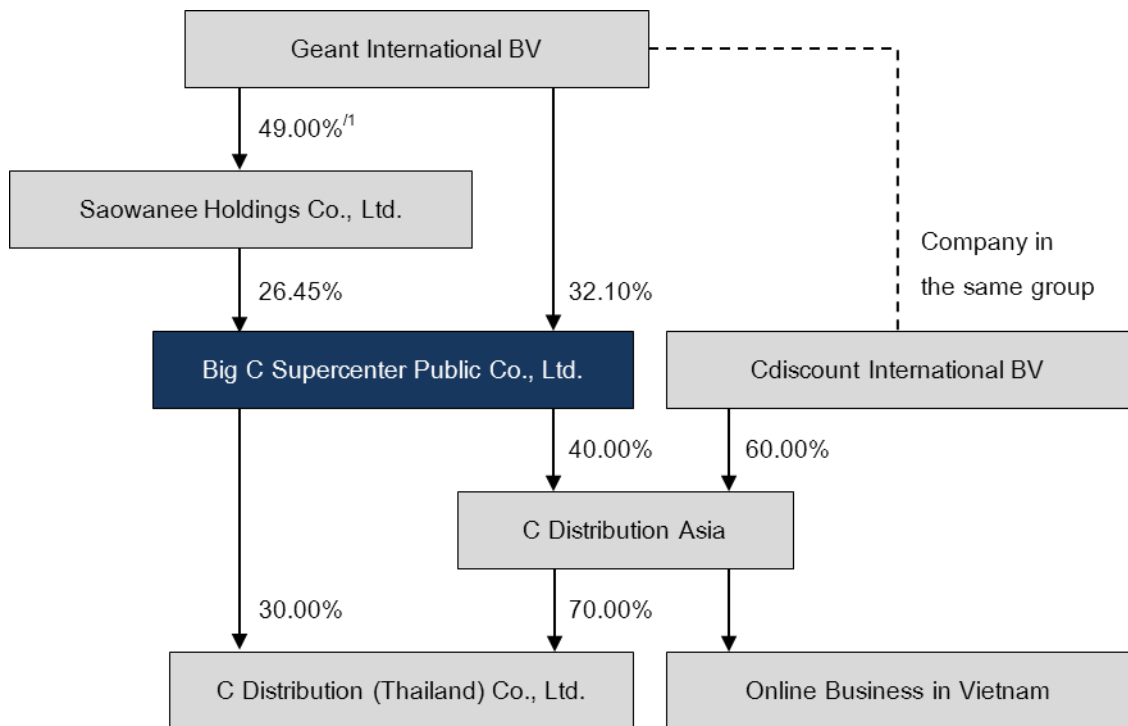
Pursuant to TCC Corporation Co., Ltd. (“TCC”), major shareholder of Berli Jucker Public Company Limited (“BJC”), and on behalf of BJC bid to acquire ordinary shares of BIGC from Casino Guichard - Perrachon SA in which the detail of BIGC Share Sale Agreement dated 5 February 2016 is summarized as part of BJC’s board of directors’ resolutions regarding acquisition of the ordinary shares and the making of a tender offer for the total securities of BIGC and the calling of Extraordinary General Meeting of Shareholders No. 1/2016 and disclosed via the Stock Exchange of Thailand on 12 and 18 February 2016. Subsequently, conditions for the making tender offer of all securities of BIGC which are (1) the Extraordinary General Meeting of Shareholders No. 1/2016 of BJC resolves to approve BJC and/or its subsidiaries to acquire BIGC ordinary shares and (2) BJC and/or its subsidiaries acquire 483,077,600 BIGC ordinary shares (representing 58.55% of the total issued and paid-up shares of BIGC and 58.55% of the total voting rights of BIGC) have been satisfied on 21 March 2016.

As of 21 March 2016, BJCT, which is an indirect subsidiary of ~~Berli Jucker Public Company Limited~~ (“BJC”), acquired the Business’s shares from Geant International BV (“**Geant**”) at the amount of 264,797,600 shares (representing 32.10% of the total issued and paid-up shares of BIGC and 32.10% of the total voting rights of BIGC). Also, Samphunsamer, which is a direct subsidiary of BJCT or an indirect subsidiary of BJC, acquired all shares in Saowanee Holdings Company Limited (“**Saowanee**”) (which holds the Business’s shares at the amount of 218,280,000 shares, representing 26.45% of the total issued and paid-up shares of BIGC and 26.45% of the total voting rights of BIGC) ~~on 21 March 2016~~. Therefore, BJCT and Samphunsamer directly and indirectly acquired the Business’s shares in total of 483,077,600 shares (representing 58.55% of the total issued and paid-up shares of BIGC and 58.55% of the total voting rights of BIGC). As BJCRH (a direct parent company of BJCT or an indirect parent company of Samphunsamer) will provide a financial support for the Tender Offer, BJCRH, BJCT and Samphunsamer are obligated to make a mandatory tender offer for all securities of the Business in accordance with the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended).

The Offerors and/or its related companies acquires ordinary shares of BIGC and the ordinary shares of C-Distribution Asia excluding online business in Vietnam ~~the related businesses~~ with the objective to penetrate into the modern retail business in Thailand, enhance competitiveness in the retail business, and expand its business operation. Moreover, these will be the supporting factors for the Offerors’ business operation in the ASEAN Economic Community (“AEC”).

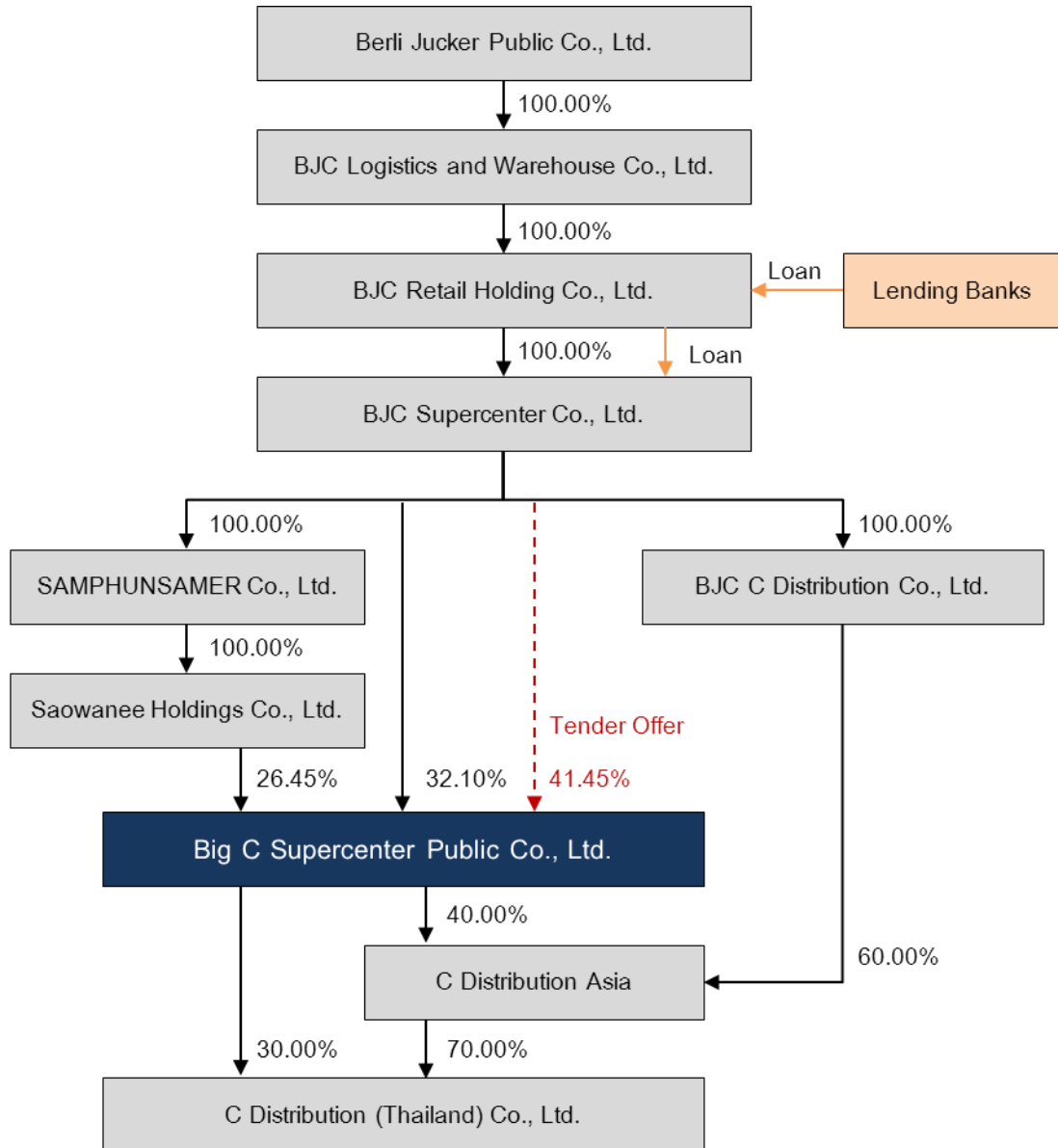
In this regard, please consider diagrams show structure before and after the investment of BJC and/or its subsidiaries (“**BJC Group**”) in BIGC and more detail relating to this structure in Part 2 Clause 4.1.1 the Share Sale and Purchase Agreement.

Diagram showing Structure before the Investment of BJC Group in BIGC's Shares



Note: ^{/1} Under the Share Sale and Purchase Agreement, Geant International BV shall procure the total remaining of Saowanee's shares, which held by individuals, to be offered to BJC Group

Diagram showing Structure after the Investment of BJC Group in BIGC's Shares and Source of Funds used in the Tender Offer



In this regard, BJCRH, BJCT and Samphunsamer as the Offerors agree that BJCT is the sole purchaser of all BIGC's shares in the Tender Offer from all the Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, which agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. The implementation of such doing is for an internal management of BJC Group, which mainly aims to benefit BJC's retail business unit.

The purchase price of BIGC's shares specified in the Share Sale and Purchase Agreement and the tender offer price for this Tender Offer are in Thai Baht with a price of THB 252.88 per share (Two Hundred Fifty Two Baht Eighty Eight Satang). Such tender offer price includes an amount of BIGC's dividend, and will be received by the shareholders pursuant to the resolution of 2016 Annual General

Meeting of Shareholders to be held on 25 April 2016. In this regard, the Board of Directors' Meeting No. 1/2016 held on 9 February 2016 approved the proposal to the 2016 Annual General Meeting of Shareholders consideration and approval of the annual dividend for 2015 operation of BIGC at the amount of THB 2.62 per share (Two Baht Sixty Two Satang). Therefore, if the 2016 Annual General Meeting of Shareholders approves the annual dividend at the stated price, the Tender Offer Price of BIGC will be THB 250.26 per share (Two Hundred Fifty Baht Twenty Six Satang) after reducing the annual dividend. Please see additional information in Part 2 Clause 4 Relationship between the Offerors and the Business, Major Shareholders, or Directors of the Business.

2. Additional Information in Part 1; Clause 5 Type and Amount of the Offered Securities

Original

As at the date of submission of the Tender Offer, the Business has only one class of security, namely ordinary share. The Business has a total of 825,000,000 (Eight Hundred and Twenty Five Million) issued and paid-up ordinary shares. The Offerors directly and indirectly hold 483,077,600 (Four Hundred and Eighty Three Million Seventy Seven Thousand Six Hundred) ordinary shares, representing 58.55% of the total issued and paid-up shares of the Business and 58.55% of the total voting rights of the Business. The Offerors shall make a tender offer for all remaining 341,922,400 (Three Hundred Forty One Million Nine Hundred Twenty Two Thousand Four Hundred) ordinary shares of the Business, representing 41.45% of the total issued and paid-up shares of the Business and 41.45% of the total voting rights of the Business.

Revision

As at the date of submission of the Tender Offer, the Business has only one class of security, namely ordinary share. The Business has a total of 825,000,000 (Eight Hundred and Twenty Five Million) issued and paid-up ordinary shares. On 21 March 2016, the Offerors acquired 264,797,600 ordinary shares of BIGC (representing 32.10% of the total issued and paid-up shares of BIGC and 32.10% of the total voting rights of BIGC) from Geant, and also acquired all 202,000 shares in Saowanee (which holds the Business's shares at the amount of 218,280,000 shares, representing 26.45% of the total issued and paid-up shares of BIGC and 26.45% of the total voting rights of BIGC). As a result, as at the date of submission of the Tender Offer, ~~the~~ Offerors directly and indirectly hold 483,077,600 (Four Hundred and Eighty Three Million Seventy Seven Thousand Six Hundred) ordinary shares, representing 58.55% of the total issued and paid-up shares of the Business and 58.55% of the total voting rights of the Business. The Offerors shall make a tender offer for all remaining 341,922,400 (Three Hundred Forty One Million Nine Hundred Twenty Two Thousand Four Hundred) ordinary shares of the Business, representing 41.45% of the total issued and paid-up shares of the Business and 41.45% of the total voting rights of the Business.

3. Additional Information in Part 1; Clause 6 Offer Price

Original

The offer price of BIGC's share is THB 252.88 (Two Hundred Fifty Two Baht Eighty Eight Satang) per share (the "Offer Price"), which will be reduced by an amount of BIGC's dividend, will be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. In this regard, the Board of Directors' Meeting No. 1/2016 held on 9 February 2016 approved the proposal to the 2016 Annual General Meeting of Shareholders to be held on 28 April 2016 for consideration and approval of the annual dividend for 2015 operation of the Business at the amount of THB 2.62 per share (Two Baht Sixty Two Satang). The Business's Board of Directors' meeting also considered for identifying the shareholders who are eligible to attend and vote at the 2016 Annual General Meeting of Shareholders and identifying the shareholders who are eligible for annual dividend for 2015 operation on 7 April 2016 (Record Date) and closing date of the Share Register Book for gathering the shareholders' names, in accordance with Section 225 of the Securities and Exchange Act B.E. 2535, which is on 8 April 2016. Thereafter, the Board of Directors' Meeting No. 3/2016 held on 22 March 2016 approved to reschedule the date of 2016 Annual General Meeting of Shareholders to be held on 25 April 2016. Therefore, if the 2016 Annual General Meeting of Shareholders approves the annual dividend at the stated price, the Tender Offer Price of BIGC will be THB 250.26 per share (Two Hundred Fifty Baht Twenty Six Satang) after reducing the annual dividend. In this regard, the payment of the dividend of the Business at an amount of THB 2.62 per share as stated above is certain because the Offerors directly and indirectly hold shares in the Business in total of 483,077,600 shares, representing 58.55% of the total voting rights. This represents a majority of the total voting rights of the shareholders attend in the 2016 Annual General Meeting of Shareholders of the Business and right to vote on approving the annual dividend at the stated amount.

In addition, shareholders who accept the Tender Offer (each an "Offeree"), are subject to payment of a brokerage fee of 0.25% of the Offer Price plus value added tax ("VAT") of 7% of the brokerage fee. Therefore, the net price to be received by the Offeree will be THB 252.203546 (Two Hundred Fifty Two Baht Two Zero Three Five Four Six Satang) per share. In this regard, the Offer Price will be reduced by an amount of BIGC's dividend to be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. Therefore, if the Business's Annual General Meeting of Shareholders approves the annual dividend, the net price to be received by the Offeree will be THB 249.5905545 per share (Two Hundred Forty Nine Baht Five Nine Zero Five Five Four Five Satang). Such Offer Price is:

- the final offer which will not be changed (subject to the conditions specified in Clause 8)
- not the final offer and the Offerors may change the Offer Price

Pursuant to the Revenue Code of Thailand, unless specifically exempted under the terms of an applicable double tax treaty, if the Offeree is a foreign juristic person not operating any business in Thailand and residing in a country which does not have a double tax treaty with Thailand or residing in

a country that has a double tax treaty with Thailand but such treaty does not exempt withholding tax on capital gains from the sale of shares in Thailand, such Offeree is subject to a 15% withholding tax on capital gains on sale of securities which is the difference between the Offer Price and the price at which the Offeree originally paid to acquire the tendered shares. The price at which such Offeree originally paid to acquire the tendered shares must be declared to the Tender Offer Agents by completing the Form for Confirmation of Cost of Tendered Securities in Attachment 1 (A-3) for ordinary shares and in Attachment 3 (C-3) for Non-Voting Depository Receipts (“NVDR”).

In the event that any Offeree fails to declare the aforementioned information, the Tender Offer Agents will determine the amount of withholding tax calculated by multiplying the Offer Price by the total number of tendered shares or NVDR of the Business and will deduct the withholding tax accordingly.

Note: An Offeree which is a Thai juristic person will be responsible to withhold 3.00% tax on the brokerage fee and must issue a Withholding Tax Certificate to the Tender Offer Agents.

Revision

The offer price of BIGC’s share is THB 252.88 (Two Hundred Fifty Two Baht Eighty Eight Satang) per share (the “**Offer Price**”), which will be reduced by an amount of BIGC’s dividend, will be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. In this regard, the Board of Directors’ Meeting No. 1/2016 held on 9 February 2016 approved the proposal to the 2016 Annual General Meeting of Shareholders to be held on 28 April 2016 for consideration and approval of the annual dividend for 2015 operation of the Business at the amount of THB 2.62 per share (Two Baht Sixty Two Satang). The Business’s Board of Directors’ meeting also considered for identifying the shareholders who are eligible to attend and vote at the 2016 Annual General Meeting of Shareholders and identifying the shareholders who are eligible for annual dividend for 2015 operation on 7 April 2016 (Record Date) and closing date of the Share Register Book for gathering the shareholders’ names, in accordance with Section 225 of the Securities and Exchange Act B.E. 2535, which is on 8 April 2016. Thereafter, the Board of Directors’ Meeting No. 3/2016 held on 22 March 2016 approved to reschedule the date of 2016 Annual General Meeting of Shareholders to be held on 25 April 2016. Therefore, if the 2016 Annual General Meeting of Shareholders approves the annual dividend at the stated price, the Tender Offer Price of BIGC will be THB 250.26 per share (Two Hundred Fifty Baht Twenty Six Satang) after reducing the annual dividend. In this regard, the payment of the dividend of the Business at an amount of THB 2.62 per share as stated above is certain because the Offerors directly and indirectly hold shares in the Business in total of 483,077,600 shares, representing 58.55% of the total voting rights following the details of BIGC ordinary shares acquisition described in Part 1 Clause 5 Type and Amount of the Offered Securities. This represents a majority of the total voting rights of the shareholders attend in the 2016 Annual General Meeting of Shareholders of the Business and right to vote on approving the annual dividend at the stated amount.

In addition, shareholders who accept the Tender Offer (each an “**Offeree**”), are subject to payment of a brokerage fee of 0.25% of the Offer Price plus value added tax (“**VAT**”) of 7% of the brokerage fee. ~~Therefore, the net price to be received by the Offeree will be THB 252.203546 (Two Hundred Fifty Two~~

~~Baht Two Zero Three Five Four Six Satang) per share. In this regard, the Offer Price will be reduced by an amount of BIGC's dividend to be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders.~~ Therefore, if the Business's Annual General Meeting of Shareholders approves the annual dividend, the net price to be received by the Offeree after reduced by an amount of BIGC's dividend, a brokerage fee, and VAT of the brokerage fee will be THB 249.5905545 per share (Two Hundred Forty Nine Baht Five Nine Zero Five Five Four Five Satang). Such Offer Price is:

- the final offer which will not be changed (subject to the conditions specified in Clause 8)
- not the final offer and the Offerors may change the Offer Price

Pursuant to the Revenue Code of Thailand, unless specifically exempted under the terms of an applicable double tax treaty, if the Offeree is a foreign juristic person not operating any business in Thailand and residing in a country which does not have a double tax treaty with Thailand or residing in a country that has a double tax treaty with Thailand but such treaty does not exempt withholding tax on capital gains from the sale of shares in Thailand, such Offeree is subject to a 15% withholding tax on capital gains on sale of securities which is the difference between the Offer Price and the price at which the Offeree originally paid to acquire the tendered shares. The price at which such Offeree originally paid to acquire the tendered shares must be declared to the Tender Offer Agents by completing the Form for Confirmation of Cost of Tendered Securities in Attachment 1 (A-3) for ordinary shares and in Attachment 3 (C-3) for Non-Voting Depository Receipts ("NVDR").

In the event that any Offeree fails to declare the aforementioned information, the Tender Offer Agents will determine the amount of withholding tax calculated by multiplying the Offer Price by the total number of tendered shares or NVDR of the Business and will deduct the withholding tax accordingly.

Note: An Offeree which is a Thai juristic person will be responsible to withhold 3.00% tax on the brokerage fee and must issue a Withholding Tax Certificate to the Tender Offer Agents.

4. Additional Information in Part 1; Clause 12 Source of Funds for the Tender Offer

Original

The funds required for the Tender Offer for all of the remaining securities of the Business are THB 86,465,336,512 (Eighty Six Billion Four Hundred Sixty Five Million Three Hundred Thirty Six Thousand Five Hundred and Twelve Baht) or THB 85,569,499,824 (Eighty Five Billion Five Hundred Sixty Nine Million Four Hundred Ninety Nine Thousand Eight Hundred and Twenty Four Baht) after deduction of the annual dividend of THB 2.62 per share if the 2016 Annual General Meeting of Shareholders of the Business approves the annual dividend at the stated price.

BJCT, one of the Offerors, will be the sole purchaser of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and

Samphunsamer, please refer to Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer.

BJCT will settle the Tender Offer consideration from credit facility which BJCRH received and BJCRH (holding 100.00% of total issued and paid-up shares of BJCT) granted an intercompany loan to BJCT to finance the Tender Offer.

In this regard, the aforementioned financing structure is in accordance with financial management policy and business operation of each business units under BJC's governance. BJC has a plan to establish Treasury Center that is operated, including acquiring financial support, by a holding company of each business units. For BJC's retail business unit, BJC plans to use BJCRH as a holding company for retail business relating to BIGC. Therefore, BJCRH is the borrower of the credit facility for the Tender Offer.

On 21 March 2016, Krung Thai Bank Public Company Limited, an agent for the lending banks of BJCRH, issued a confirmation letter stating that there is a sufficient credit facility to cover the full amount required for the Tender Offer. Each lender will proportionately participate based on their commitment stated in the loan agreement; therefore, if shareholders of the Business submit Tender Offer acceptance is less than 41.45% of total issued and paid-up shares of the Business, the drawdown amount from each lender will decrease accordingly. The proportion of loan lent by banks will remain as proportion agreed in the loan agreement. Please see more details in Part 2 Clause 5.2 Sources of funds used by the Tender Offeror for the Tender Offer, Attachment 5 Financial Support Letter from the Agent for the Lenders and Attachment 9 Letter of Guarantee of Intercompany Loan from BJC Retail Holding Company Limited

Table showing Commitment of all Lending Banks to BJCRH for the Tender Offer

List of Lending Banks	Commitment	
	THB mm	Percentage
1. Bangkok Bank Public Company Limited	10,000	11.36
2. KASIKORNBANK Public Company Limited	27,000	30.68
3. Kiatnakin Bank Public Company Limited	5,000	5.68
4. Krung Thai Bank Public Company Limited	24,000	27.27
5. The Siam Commercial Bank Public Company Limited	15,000	17.05
6. TISCO Bank Public Company Limited	2,000	2.27
7. TMB Bank Public Company Limited	5,000	5.68
Total	88,000	100.00

The Tender Offer Preparers have verified that the source of funds of the Offerors is sufficient to conduct this Tender Offer.

Revision

The funds required for the Tender Offer for all of the remaining securities of the Business are THB 86,465,336,512 (Eighty Six Billion Four Hundred Sixty Five Million Three Hundred Thirty Six Thousand Five Hundred and Twelve Baht) in which calculated from the tender offer price of BIGC's ordinary shares at THB 252.88 (Two Hundred Fifty Two Baht Eighty Eight Satang) per share. However, the funds required for the Tender Offer will be reduced in accordance with the tender offer price which will be reduced by an amount of BIGC's dividend to be received by the shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders following the details described in Part 1 Clause 6 Offer Price. ~~or THB 85,569,499,824 (Eighty Five Billion Five Hundred Sixty Nine Million Four Hundred Ninety Nine Thousand Eight Hundred and Twenty Four Baht) after deduction of the annual dividend of THB 2.62 per share if the 2016 Annual General Meeting of Shareholders of the Business approves the annual dividend at the stated price.~~

BJCT, one of the Offerors, will be the sole purchaser of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, please refer to Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer.

BJCT will settle the Tender Offer consideration from credit facility which BJCRH received and BJCRH (holding 100.00% of total issued and paid-up shares of BJCT) granted an intercompany loan to BJCT to finance the Tender Offer.

In this regard, the aforementioned financing structure is in accordance with financial management policy and business operation of each business units under BJC's governance. BJC has a plan to establish Treasury Center that is operated, including acquiring financial support, by a holding company of each business units. For BJC's retail business unit, BJC plans to use BJCRH as a holding company for retail business relating to BIGC. Therefore, BJCRH is the borrower of the credit facility for the Tender Offer.

On 21 March 2016, Krung Thai Bank Public Company Limited, an agent for the lending banks of BJCRH, issued a confirmation letter stating that there is a sufficient credit facility to cover the full amount required for the Tender Offer. Each lender will proportionately participate based on their commitment stated in the loan agreement; therefore, if shareholders of the Business submit Tender Offer acceptance is less than 41.45% of total issued and paid-up shares of the Business, the drawdown amount from each lender will decrease accordingly. The proportion of loan lent by banks will remain as proportion agreed in the loan agreement. Please see more details in Part 2 Clause 5.2 Sources of funds used by the Tender Offeror for the Tender Offer, Attachment 5 Financial Support Letter from the Agent for the Lenders and Attachment 9 Letter of Guarantee of Intercompany Loan from BJC Retail Holding Company Limited

Table showing Commitment of all Lending Banks to BJCRH for the Tender Offer

List of Lending Banks	Commitment	
	THB mm	Percentage
1. Bangkok Bank Public Company Limited	10,000	11.36
2. KASIKORNBANK Public Company Limited	27,000	30.68
3. Kiatnakin Bank Public Company Limited	5,000	5.68
4. Krung Thai Bank Public Company Limited	24,000	27.27
5. The Siam Commercial Bank Public Company Limited	15,000	17.05
6. TISCO Bank Public Company Limited	2,000	2.27
7. TMB Bank Public Company Limited	5,000	5.68
Total	88,000	100.00

The Tender Offer Preparers have verified that the source of funds of the Offerors is sufficient to conduct this Tender Offer.

5. Additional Information in Part 2; Clause 1.1 General Information

Original

Name	SAMPHUNSAMER Company Limited
Address	99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110
Telephone No.	-
Facsimile No	0-2367-1000
Company Registration No.	0125556016606

Name	BJC Supercenter Company Limited
Address	99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110
Telephone No.	-
Facsimile No	0-2367-1000
Company Registration No.	0105556112427

Name	BJC Retail Holding Company Limited
Address	99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110

Telephone No.	-
Facsimile No	0-2367-1000
Company Registration No.	0105555133242

The Offerors have appointed BJC Supercenter Company Limited to be the sole purchaser of all BIG'sC shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, which can be referred to in Attachment 10. As a result, BJCT is obligated to make a payment for the Tender Offer.

Revision

Name	SAMPHUNSAMER Company Limited
Address	99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110
Telephone No.	-
Facsimile No	0-2367-1000
Company Registration No.	0125556016606

Name	BJC Supercenter Company Limited
Address	99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110
Telephone No.	-
Facsimile No	0-2367-1000
Company Registration No.	0105556112427

Name	BJC Retail Holding Company Limited
Address	99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110
Telephone No.	-
Facsimile No	0-2367-1000
Company Registration No.	0105555133242

The Offerors have appointed BJC Supercenter Company Limited to be the sole purchaser of all BIGC's shares tendered from all Offerees, in accordance with the Memorandum of Understanding regarding the Tender Offer of all Securities in Big C Supercenter Public Company Limited dated 22 March 2016, agreed among BJCT, BJCRH and Samphunsamer, which can be referred to in Attachment 10. As a

result, BJCT is obligated to make a payment for the Tender Offer, and will be the entity that holds BIGC's shares obtained from this Tender Offer.

6. Additional Information in Part 2; Clause 1.2 (1.4) Business Information and Other Information

Original

The shareholder that has significant influence over the policy-making, management, or operation of the Offerors

(1.4) Berli Jucker Public Company Limited, an indirect shareholder of the Offerors

BJC is a manufacturer and distributor of consumer products used in everyday life. BJC has a production facility base in Thailand as well as overseas. BJC has 4 main business areas which can be categorized into;

- **Packaging Business:** manufactures, markets, and distributes packaging products including glass containers, aluminum cans, and rigid plastic containers
- **Consumer Products and Services Business:** manufactures, markets, and distributes consumer products including snack foods, beverage, confectionery, milk products, tofu, personal care products (soaps, shampoos, cosmetics), household products (tissue papers, cleaning products), as well as markets and distributes house brand products and products under contracted brands. In addition, it also provides customs clearing, warehousing, transportation, and distribution services
- **Healthcare and Technical Supply Chain Businesses:** imports and distributes healthcare and technical products comprising industrial chemicals, food ingredients, pharmaceuticals, imaging products, and hospital supplies, as well as, designs, supplies, and assemblies automation and control systems, industrial equipment, logistics and warehouse equipment, and galvanized steel towers for power transmission lines
- **Other Businesses:**
 - International Businesses: provides supporting services in expanding business internationally focusing mainly on AEC countries
 - Retail Businesses: imports, markets, and distributes books and magazines, stationery and office supplies, and electronic products, as well as operates health and beauty retail stores
 - Other Businesses: provides information technology services including Commercial Data Center, Management and Storage Service for the companies in the group as well as external customers

Revision

The shareholder that has significant influence over the policy-making, management, or operation of the Offerors

(1.4) Berli Jucker Public Company Limited, an indirect shareholder of the Offerors

BJC is a manufacturer and distributor of consumer products used in everyday life. BJC has a production facility base in Thailand as well as overseas. BJC has 4 main business areas which can be categorized into;

- **Packaging Business:** manufactures, markets, and distributes packaging products including glass containers, aluminum cans, and rigid plastic containers
- **Consumer Products and Services Business:** manufactures, markets, and distributes consumer products including snack foods, beverage, confectionery, milk products, tofu, personal care products (soaps, shampoos, cosmetics), household products (tissue papers, cleaning products), as well as markets and distributes house brand products and products under contracted brands. In addition, it also provides customs clearing, warehousing, transportation, and distribution services
- **Healthcare and Technical Supply Chain Businesses:** imports and distributes healthcare and technical products comprising industrial chemicals, food ingredients, pharmaceuticals, imaging products, and hospital supplies, as well as, designs, supplies, and assemblies automation and control systems, industrial equipment, logistics and warehouse equipment, and galvanized steel towers for power transmission lines
- **Other Businesses:**
 - International Businesses: provides supporting services in expanding business internationally focusing mainly on AEC countries
 - Retail Businesses: imports, markets, and distributes books and magazines, stationery and office supplies, and electronic products, as well as operates health and beauty retail stores
 - Other Businesses: provides information technology services including Commercial Data Center, Management and Storage Service for the companies in the group as well as external customers

As of 31 December 2015, the proportion of revenue of each business segment can be summarized as below.

<u>Unit: THB mm</u>	<u>For the Year Ended 31 December 2015</u>	
	<u>Revenue</u>	<u>Percentage</u>
<u>Packaging Business</u>	<u>17,914</u>	<u>40</u>
<u>Consumer Products and Services</u>	<u>16,584</u>	<u>37</u>

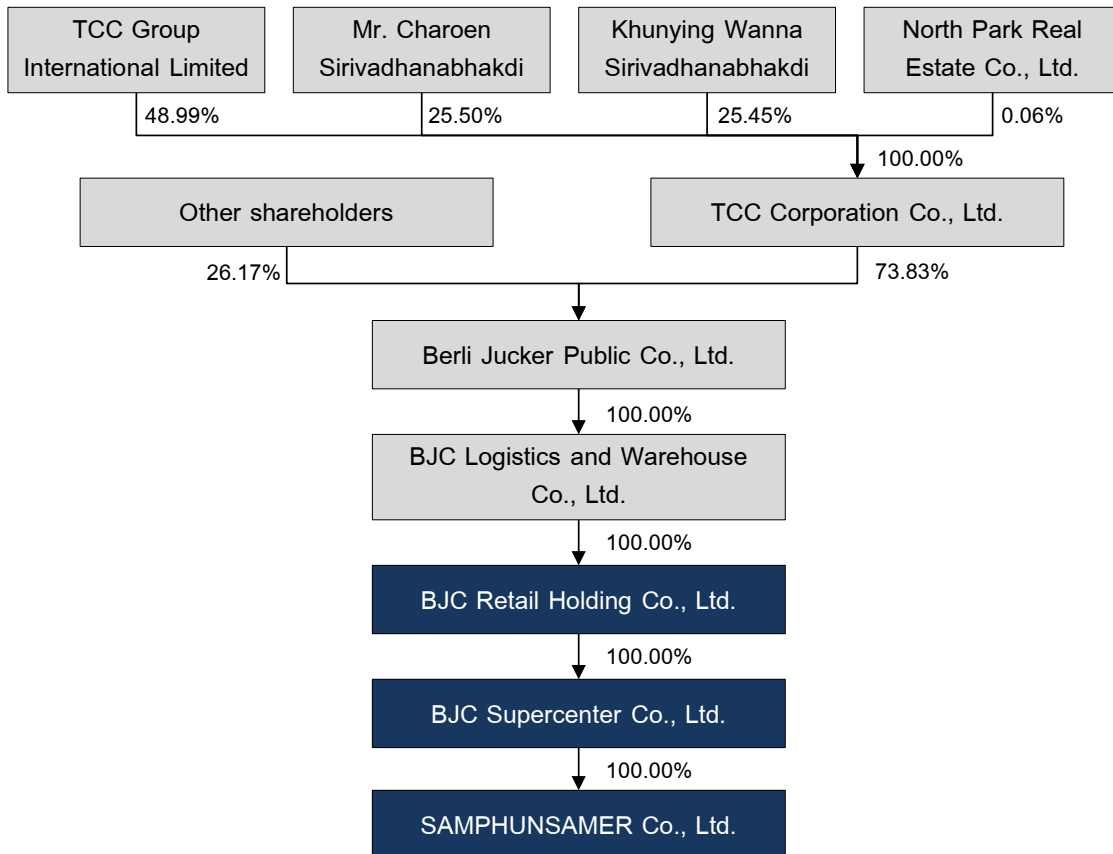
<u>Unit: THB mm</u>	For the Year Ended 31 December 2015	
	<u>Revenue</u>	<u>Percentage</u>
<u>Business</u>		
<u>Healthcare and Technical Supply</u>		
<u>Chain Businesses</u>	<u>7,254</u>	<u>16</u>
<u>Other Businesses</u>	<u>2,757</u>	<u>6</u>
<u>Total</u>	<u>44,509</u>	<u>100</u>

7. Additional Information in Part 2; Clause 1.2 (3) Business Information and Other Information

Original

List of top ten shareholders

Shareholding Structure of the Offerors



Source: Latest shareholders' list of each company

(3.1) List of top three shareholders of SAMPHUNSAMER Company Limited as of 29 February 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	BJC Supercenter Company Limited	399,998	100.00	100.00
2	BJC Retail Holding Company Limited	1	0.00	0.00
3	BJC C Distribution Company Limited	1	0.00	0.00
Total		400,000	100.00	100.00

(3.2) List of top three shareholders of BJC Supercenter Company Limited as of 29 February 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	BJC Retail Holding Company Limited	399,998	100.00	100.00
2	SAMPHUNSAMER Company Limited	1	0.00	0.00
3	BJC C Distribution Company Limited	1	0.00	0.00
Total		400,000	100.00	100.00

(3.3) List of top three shareholders of BJC Retail Holding Company Limited as of 29 February 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	BJC Logistics and Warehouse Company Limited	399,998	100.00	100.00
2	BJC Consumer Company Limited	1	0.00	0.00
3	Berli Jucker Logistics Company Limited	1	0.00	0.00
Total		400,000	100.00	100.00

(3.4) List of top three shareholders of BJC Logistics and Warehouse Company Limited as of 30 April 2015

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	Berli Jucker Public Company Limited	161,099,998	100.00	100.00
2	BJC Healthcare Company Limited	1	0.00	0.00
3	Berli Jucker Foods Company Limited	1	0.00	0.00
Total		161,100,000	100.00	100.00

(3.5) List of top ten shareholders of Berli Jucker Public Company Limited as of 9 March 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	TCC Corporation Company Limited	1,175,584,220	73.83	73.83
2	DBS Bank Ltd	85,651,600	5.38	5.38
3	Bualuang LTF	45,341,200	2.85	2.85
4	Bualuang Long-Term Equity Fund 75/25	33,974,600	2.13	2.13
5	Social Security Office	17,554,700	1.10	1.10
6	Bualuang Flexible RMF	16,515,700	1.04	1.04
7	EGAT Employee Provident Fund, registered by Bualuang Securities	10,488,600	0.66	0.66
8	Bualuang Top Ten Open-end Fund	10,488,400	0.66	0.66
9	Thai NVDR Company Limited	9,864,305	0.62	0.62
10	Bualuang Equity RMF	8,621,900	0.54	0.54
Total		1,414,085,225	88.81	88.81

(3.6) List of top four shareholders of TCC Corporation Company Limited as of 31 December 2015

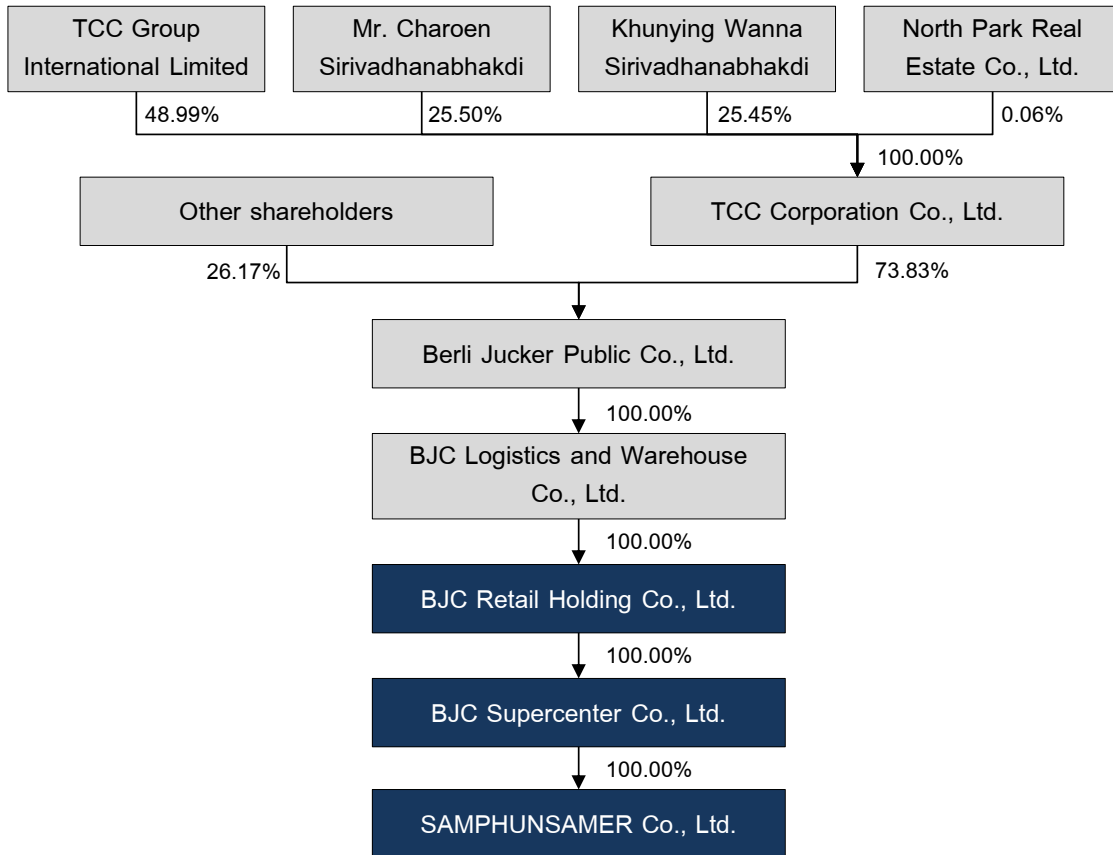
	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	TCC Group International Limited	489,906,880	48.99	48.99
2	Mr. Charoen Sirivadhanabhakdi	254,951,450	25.50	25.50

3	Khunying Wanna Sirivadhanabhakdi	254,574,750	25.45	25.45
4	North Park Real Estate Company Limited	566,920	0.06	0.06
Total		1,000,000,000	100.00	100.00

Revision

List of top ten shareholders

Shareholding Structure of the Offerors



Source: Latest shareholders' list of each company

(3.1) List of top three shareholders of SAMPHUNSAMER Company Limited as of 29 February 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	BJC Supercenter Company Limited	399,998	100.00	100.00
2	BJC Retail Holding Company Limited	1	0.00	0.00
3	BJC C Distribution Company Limited	1	0.00	0.00
Total		400,000	100.00	100.00

(3.2) List of top three shareholders of BJC Supercenter Company Limited as of 29 February 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	BJC Retail Holding Company Limited	399,998	100.00	100.00
2	SAMPHUNSAMER Company Limited	1	0.00	0.00
3	BJC C Distribution Company Limited	1	0.00	0.00
Total		400,000	100.00	100.00

(3.3) List of top three shareholders of BJC Retail Holding Company Limited as of 29 February 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	BJC Logistics and Warehouse Company Limited	399,998	100.00	100.00
2	BJC Consumer Company Limited	1	0.00	0.00
3	Berli Jucker Logistics Company Limited	1	0.00	0.00
Total		400,000	100.00	100.00

(3.4) List of top three shareholders of BJC Logistics and Warehouse Company Limited as of 30 April 2015

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	Berli Jucker Public Company Limited	161,099,998	100.00	100.00
2	BJC Healthcare Company Limited	1	0.00	0.00
3	Berli Jucker Foods Company Limited	1	0.00	0.00
Total		161,100,000	100.00	100.00

(3.5) List of top ten shareholders of Berli Jucker Public Company Limited as of 9 March 2016

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	TCC Corporation Company Limited	1,175,584,220	73.83	73.83
2	DBS Bank Ltd	85,651,600	5.38	5.38
3	Bualuang LTF	45,341,200	2.85	2.85
4	Bualuang Long-Term Equity Fund 75/25	33,974,600	2.13	2.13
5	Social Security Office	17,554,700	1.10	1.10
6	Bualuang Flexible RMF	16,515,700	1.04	1.04
7	EGAT Employee Provident Fund, registered by Bualuang Securities	10,488,600	0.66	0.66
8	Bualuang Top Ten Open-end Fund	10,488,400	0.66	0.66
9	Thai NVDR Company Limited	9,864,305	0.62	0.62
10	Bualuang Equity RMF	8,621,900	0.54	0.54
Total		1,414,085,225	88.81	88.81

(3.6) List of top four shareholders of TCC Corporation Company Limited as of 31 December 2015

	Name	Number of Shares	Percentage of paid up shares	Percentage of total voting rights
1	TCC Group International Limited ¹	489,906,880	48.99	48.99
2	Mr. Charoen Sirivadhanabhakdi	254,951,450	25.50	25.50

3	Khunying Wanna Sirivadhanabhakdi	254,574,750	25.45	25.45
4	North Park Real Estate Company Limited ¹	566,920	0.06	0.06
Total		1,000,000,000	100.00	100.00

Note: Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi are the ultimate shareholders and have the ultimate control of TCC Group International Limited and North Park Real Estate Company Limited. Each of them holds approximately half of the total issued shares capital of the aforementioned companies (Source: TCC Corporation Co., Ltd.)

8. Additional Information in Part 2; Clause 2 The Tender Offer Preparer Information

Original

Name	Krungthai Bank Public Company Limited
Address	35 Sukhumvit Road, Klong Toey, Wattana, Bangkok 10110
Telephone No.	0-2255-2222
Facsimile No.	0-2255-9391-3

Name	Kasikorn Securities Public Company Limited
Address	1 st , 3 rd , 10 th , and 19 th Floor, KASIKORNBANK Building, 400/22 Phahon Yothin Road, Samsen-Nai, Phaya Thai, Bangkok 10400
Telephone No.	0-2696-0000
Facsimile No.	0-2696-0099

Name	KT ZMICO Securities Company Limited
Address	8 th , 15 th - 17 th , 19 th , 21 st Floor, Liberty Square Bldg., 287 Silom Road, Bangrak, Bangkok 10500
Telephone No.	0-2695-5000
Facsimile No.	0-2695-5173

Name	Bualuang Securities Public Company Limited
Address	29 th Floor, Silom Complex Off.Bldg., 191 Silom Road, Bangrak, Bangkok 10500
Telephone No.	0-2618-1141, 0-2618-1147 or 0-2618-1143
Facsimile No.	0-2618-1120

Name	Phatra Securities Public Company Limited
Address	6 th , 8 th - 11 st Floor, Muang Thai Phatra Office Tower 1, 252/6 Ratchadapisek Road, Huaykwang, Bangkok 10310

Telephone No.	0-2305-9000
Facsimile No.	0-2305-9535

Revision

Name	Krungthai Bank Public Company Limited
Address	35 Sukhumvit Road, Klong Toey, Wattana, Bangkok 10110
Telephone No.	0-2255-2222
Facsimile No.	0-2255-9391-3

Name	Kasikorn Securities Public Company Limited
Address	<u>Operation Department</u> 1 st , 3 rd , 10 th , and 19 th Floor, KASIKORNBANK Building, 400/22 Phahon Yothin Road, Samsen-Nai, Phaya Thai, Bangkok 10400
Telephone No.	0-2696-0000 <u>0-2696-0123, 0-2696-0089, or 0-2696-0121</u>
Facsimile No.	0-2696-0099 <u>0-2696-0146</u>

Name	KT ZMICO Securities Company Limited
Address	<u>Operation Service Department</u> 8 th , 15 th , 17 th , 19 th , 21 st Floor, Liberty Square Bldg., 287 Silom Road, Bangrak, Bangkok 10500
Telephone No.	0-2695-5000 <u>0-2695-5043, 0-2695-5036, or 0-2695-5056</u>
Facsimile No.	0-2695-5173 <u>0-2695-5840</u>

Name	Bualuang Securities Public Company Limited
Address	<u>Operation Department</u> 29 th Floor, Silom Complex Off.Bldg., 191 Silom Road, Bangrak, Bangkok 10500
Telephone No.	0-2618-1141, 0-2618-1147 or 0-2618-1143
Facsimile No.	0-2618-1120

Name	Phatra Securities Public Company Limited
Address	<u>Operations Department</u> 6 th , 8 th , 11 th , 14 th , 17 th , 20 th , 23 rd , 26 th , 29 th , 32 nd , 35 th , 38 th , 41 st Floor, Muang Thai Phatra Office Tower 1, 252/6 Ratchadapisek Road, Huaykwang, Bangkok 10310
Telephone No.	0-2305-9000 <u>extension 9390, 9391, 9381, or 9396</u>
Facsimile No.	0-2305-9535 <u>0-2693-2627</u>

9. Additional Information in Part 2; Clause 4 (4.1.5) Relationship between the Offerors and the Businesses, Major Shareholders or Directors of the Business

Original

TCC Corporation Company Limited (“**TCC**” or the “**Buyer**”) entered into the Share Sale and Purchase Agreement dated 5 February 2016 (“**SPA**”) with Geant. Key terms and conditions of the SPA, including obligations of each party are as follows:

- (1) To acquire 264,797,600 shares of the issued share capital of BIG C from Geant
- (2) To acquire 202,000 shares, representing 100%, of the issued share capital of Saowanee Holdings Company Limited
 - Saowanee, a Thai-incorporated company, holds 218,280,000 shares of BIGC
- (3) The purchase price of BIGC share was agreed upon at THB 252.88 per share (inclusive of dividend per share, therefore in the event that Geant receives or entitles to receive the 2015 annual dividend payment of THB 2.62 per share from BIGC, subject to the shareholders’ approvals at the 2016 Annual General Meeting, such dividend shall be deducted from the purchase price per share)
- (4) The total purchase price of BIGC shares shall not exceed THB 122,160,663,488 in which the Buyer and the Seller have specifically agreed that the payment will be settled in EUR currency (at the specified exchange rate). In addition, the SPA also imposes the obligation of the Buyer to make a payment to the Seller for the amount equals to the remaining “Net Cash”, which equals to THB 2,146,932,131, (calculated from the amount of current assets less current liabilities) of Saowanee at the closing date. Under the SPA, this amount shall be paid in EUR currency at the exchange rate as at the date upon receipt of the notification of the remaining “Net Cash” amount by the Seller.
- (5) To propose a Tender Offer for the remaining 391,922,400 shares of BIGC, representing 41.45% of the issued share capital of BIGC) with the purchase price not exceeding the agreed upon price between TCC and Geant. TCC or its affiliates has an obligation to purchase all remaining shares of BIGC as per the Securities Exchange Commission (“**SEC**”) No. TorChor 12/2011 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the acquisition of 264,797,600 and 218,280,000 shares of BIGC from Geant and indirectly through the acquisition of Saowanee, respectively, TCC or its affiliates will own greater than 50% of the issued share capital of BIGC, and, as a result, is obligated to propose a Tender Offer for the remaining shares of BIGC as per the SEC regulation mentioned above. In the event that the purchase price for the Tender Offer exceeds the agreed upon purchase price between TCC and Geant, TCC or its affiliates will compensate a corresponding price difference to Geant accordingly.
- (6) To acquire 2,700,000 shares of C-Distribution Asia Pte Ltd. (“**C-Distribution Asia**”), representing 60% of the issued share capital of C-Distribution from Cdiscount International BV, an affiliated company of Geant, in the total amount of THB 856,000,014.74. The payment of such amount shall

be settled in EUR currency. In addition, according SPA, Buyer must repay the debt obligation that C-Distribution Asia Pte Ltd owe Geant at the completion of the transaction, which equals EUR 6,244,706.34.

- (7) Without prejudice to its obligation to purchase, TCC or its affiliates agreed to pay USD 600 mm fee if the transaction is not closed by 31 March 2016.

Revision

TCC Corporation Company Limited (“**TCC**” or the “**Buyer**”) entered into the Share Sale and Purchase Agreement dated 5 February 2016 (“**SPA**”) with Geant. Key terms and conditions of the SPA, including obligations of each party are as follows:

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- (2) To acquire 202,000 shares, representing 100%, of the issued share capital of Saowanee Holdings Company Limited
 - Saowanee, a Thai-incorporated company, holds 218,280,000 shares of BIGC
- (3) The purchase price of BIGC share was agreed upon at THB 252.88 per share (inclusive of dividend per share, therefore in the event that Geant receives or entitles to receive the 2015 annual dividend payment of THB 2.62 per share from BIGC, subject to the shareholders' approvals at the 2016 Annual General Meeting, such dividend shall be deducted from the purchase price per share)
- (4) The total purchase price of BIGC shares shall not exceed THB 122,160,663,488 in which the Buyer and the Seller have specifically agreed that the payment will be settled in EUR currency (at the specified exchange rate). In addition, the SPA also imposes the obligation of the Buyer to make a payment to the Seller for the amount equals to the remaining “Net Cash”, which equals to THB 2,146,932,131, (calculated from the amount of current assets less current liabilities) of Saowanee at the closing date. Under the SPA, this amount shall be paid in EUR currency at the exchange rate as at the date upon receipt of the notification of the remaining “Net Cash” amount by the Seller.
- (5) To propose a Tender Offer for the remaining 391,922,400 shares of BIGC, representing 41.45% of the issued share capital of BIGC) with the purchase price not exceeding the agreed upon price between TCC and Geant. TCC or its affiliates has an obligation to purchase all remaining shares of BIGC as per the Securities Exchange Commission (“**SEC**”) No. TorChor 12/2011 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the acquisition of 264,797,600 and 218,280,000 shares of BIGC from Geant and indirectly through the acquisition of Saowanee, respectively, TCC or its affiliates will own greater than 50% of the issued share capital of BIGC, and, as a result, is obligated to propose a Tender Offer for the remaining shares of BIGC as per the SEC regulation mentioned above. In the event that the purchase price for the Tender Offer exceeds the agreed upon purchase price between TCC and Geant, TCC or its affiliates will compensate a corresponding price difference to Geant accordingly.

- (6) To acquire 2,700,000 shares of C-Distribution Asia Pte Ltd. (“**C-Distribution Asia**”), representing 60% of the issued share capital of C-Distribution from Cdiscount International BV, an affiliated company of Geant, in the total amount of THB 856,000,014.74. The payment of such amount shall be settled in EUR currency. In addition, according SPA, Buyer must repay the debt obligation that C-Distribution Asia Pte Ltd owe Geant at the completion of the transaction, which equals EUR 6,244,706.34.
- (7) Without prejudice to its obligation to purchase, TCC or its affiliates agreed to pay USD 600 mm fee if the transaction is not closed by 31 March 2016.

BJC shareholders had already approved the shares acquisition of BIGC on 21 March 2016. On that same day, BJCT acquired 264,797,600 shares of BIGC from Geant and Samphunsamer acquired 218,280,200 shares of BIGC from Saowanee (through a 100% acquisition of Saowanee).

10. Additional Information in Part 2; Clause 4 (4.4) Relationship between the Offerors and the Businesses, Major Shareholders or Directors of the Business

Original

Apart from the aforementioned contract, BJC Group is one of the suppliers of BIGC. BJC Group has transactions which are normal business transactions and are done on an arm’s length basis. The outstanding amount of the related transactions is;

Unit: THB	For the Year Ended 31 December		
	2013	2014	2015
Purchase of products and services	189,817,651	305,898,696	259,451,185
Sales of products and services	872,641,835	883,306,623	799,545,441
Account Receivable	220,181,794	182,133,335	168,804,235
Account Payable	26,628,695	32,734,827	27,358,006

Source: BJC Group

Revision

Apart from the aforementioned contract, BJC Group is one of the suppliers of BIGC and is one of the purchasers of advertising and media space from BIGC. On the other hand, BIGC is also one of the omni-channel retailers for BJC Group. BJC Group has transactions which are normal business transactions and are done on an arm’s length basis. The outstanding amount of the related transactions is;

Unit: THB	For the Year Ended 31 December		
	2013	2014	2015
Purchase of products and services			
- <u>Consumer Products and Services Business</u>	<u>181,016,961</u>	<u>293,305,351</u>	<u>245,136,090</u>
- <u>Healthcare and Technical Supply Chain Businesses</u>	<u>8,800,690</u>	<u>12,593,345</u>	<u>14,315,095</u>
Sales of products and services			
- <u>Consumer Products and Services Business</u>	<u>843,414,162</u>	<u>851,112,342</u>	<u>781,717,504</u>
- <u>Healthcare and Technical Supply Chain Businesses</u>	<u>23,782,066</u>	<u>22,733,675</u>	<u>14,254,885</u>
- <u>Other Businesses</u>	<u>5,445,607</u>	<u>9,460,606</u>	<u>3,573,052</u>
Account Receivable	220,181,794	182,133,335	168,804,235
Account Payable	26,628,695	32,734,827	27,358,006

Source: BJC Group

11. Additional Information in Part 2; Clause 5 (5.3) Other Information for the Securities Holders' Decision Making

Original

The Offerors have no intention to either sell or transfer a significant amount of the issued share capital of BIGC both currently held and to be acquired from this Tender Offer to any person within 12 months from the end of Offer Period, except the case that (i) there is a change in the shareholding structure of BIGC, under which case the Offerors may consider and implement the sale or transfer of the issued share capital of BIGC by the Offerors to major shareholders or persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) or (ii) the Offerors is obliged to comply with the law and regulations in force at that time.

However, the Offerors and BJC shall continuously consider the level of investment and shareholding in BIGC along with BIGC's and BJC's business plan, funds requirement, liquidity, and financial position in order to ensure that both companies have sufficient funding and liquidity to continue their operation and expand their businesses in the future.

Under the current business plan, BJC and the Offerors have an intention to remain a major shareholder in BIGC within 12 months from the end of Offer Period.

Revision

The Offerors have no intention to either sell or transfer a significant amount of the issued share capital of BIGC both currently held and to be acquired from this Tender Offer to any person outside the group

of the Offerors within 12 months from the end of Offer Period, except the case that (i) there is a change in the shareholding structure of BIGC, under which case the Offerors may consider and implement the sale or transfer of the issued share capital of BIGC by the Offerors to major shareholders or persons under Section 258 of the Securities and Exchange Act B.E. 2532 (1992) or (ii) the Offerors is obliged to comply with the law and regulations in force at that time.

However, the Offerors and BJC shall continuously consider the level of investment and shareholding in BIGC along with BIGC's and BJC's business plan, funds requirement, liquidity, and financial position in order to ensure that both companies have sufficient funding and liquidity to continue their operation and expand their businesses in the future.

Under the current business plan, BJC and the Offerors have an intention to remain a major shareholder in BIGC within 12 months from the end of Offer Period.

12. Additional information in Part 3; Clause 1.2 General Business Operation

Original

Hypermarket Retailing Business

BIGC is principally engaged in the hypermarket business. BIGC's multiple store formats can be classified into eight categories as follows:

Brand	Store Format and Target Market
Big C Supercenter	A hypermarket targeting mid-to-low income customer segments offering maximum value through combination of low prices, wide selection of goods and services, and clean and efficient shopping environment.
Big C Extra	A hypermarket targeting mid-to-high income customer segments offering wider range of premium fresh and dry food items, as well as wide selection of imported products, technology gadgets, wine and many more "extra" products.
Big C Jumbo	A new hybrid hypermarket/wholesale store targeting wholesale and retail customers as well as big families. BIGC also has two Big C Jumbo Stations implanted to its hypermarkets in Pattaya and Ayutthaya with targeting HoReCa (Hotel, Restaurant, and Catering) customers.
Big C Market	A supermarket format, targeting the mid to low income customer segment. These stores differ from more traditional supermarkets by concentrating mainly on food and by offering wide range of products from fresh food to electronics.
Mini Big C	A proximity store format targeting mid to low income customer segment. Since 2012 BIGC has opened Mini Big C stores in Bangchak service stations.
Pure	A drugstore format offering pharmaceutical, health, beauty and wellness products. While most of the current Pure drugstores are implanted into Big C hypermarkets and Big C Markets, BIGC has also opened few standalone stores.

Brand	Store Format and Target Market
Big C Shopping Online	A fully-integrated online shopping platform that offers low-price and high demand items to customers with digital lifestyle through online shopping site, smart phone mobile application, and QR code scanning.
Cdiscount.co.th	A new pure e-commerce platform BIGC launched in partnership with Cdiscount on 28 February 2014. The non-food offering of Cdiscount complements BIGC's existing online channel "Big C Shopping Online", which mainly focuses on online grocery.

Property Rental at BIGC's Shopping Mall Business

BIGC's tenants mix can be classified into five categories, based on lease terms and types of business, as follows:

Type of Tenants	Description
Junior Anchor	Consisting of large-scale tenants such as home improvement stores, cinemas and IT mall, junior anchor tenants help satisfy customers' need beyond Big C's product and service offerings. This type of tenants plays an important role in drawing additional traffic to BIGC stores and making its shopping centers a one-stop shopping destination for customers.
Commercial Retail Unit	Consisting of mainly well-known brand name apparels, restaurants, cafes, banks and major chains, Commercial retail unit tenants help enhancing image, attractiveness and product varieties of Big C shopping centers.
Food Court	All Big C shopping malls feature food courts where customers can find a variety of quality food and beverages at low prices.
Big Bazaar	Big Bazaar tenants are small stores that sell a wide range of items including fashion, accessories, local products, toys etc.
Casual Leasing	A variety of small kiosks with ever-changing and in-demand products located both inside and outside store building helps adding fun and excitement to our customers' shopping experience.

Revision

Hypermarket Retailing Business

BIGC is principally engaged in the hypermarket business. BIGC's multiple store formats can be classified into eight categories as follows:

Brand	Store Format and Target Market
Big C Supercenter	A hypermarket targeting mid-to-low income customer segments offering maximum value through combination of low prices, wide selection of goods and services, and clean and efficient shopping environment.

Brand	Store Format and Target Market
Big C Extra	A hypermarket targeting mid-to-high income customer segments offering wider range of premium fresh and dry food items, as well as wide selection of imported products, technology gadgets, wine and many more “extra” products.
Big C Jumbo	A new hybrid hypermarket/wholesale store targeting wholesale and retail customers as well as big families. BIGC also has two Big C Jumbo Stations implanted to its hypermarkets in Pattaya and Ayutthaya with targeting HoReCa (Hotel, Restaurant, and Catering) customers.
Big C Market	A supermarket format, targeting the mid to low income customer segment. These stores differ from more traditional supermarkets by concentrating mainly on food and by offering wide range of products from fresh food to electronics.
Mini Big C	A proximity store format targeting mid to low income customer segment. Since 2012 BIGC has opened Mini Big C stores in Bangchak service stations.
Pure	A drugstore format offering pharmaceutical, health, beauty and wellness products. While most of the current Pure drugstores are implanted into Big C hypermarkets and Big C Markets, BIGC has also opened few standalone stores.
Big C Shopping Online	A fully-integrated online shopping platform that offers low-price and high demand items to customers with digital lifestyle through online shopping site, smart phone mobile application, and QR code scanning.
Cdiscount.co.th	A new pure e-commerce platform BIGC launched in partnership with Cdiscount on 28 February 2014. The non-food offering of Cdiscount complements BIGC's existing online channel “Big C Shopping Online”, which mainly focuses on online grocery.

Property Rental at BIGC’s Shopping Mall Business

BIGC's tenants mix can be classified into five categories, based on lease terms and types of business, as follows:

Type of Tenants	Description
Junior Anchor	Consisting of large-scale tenants such as home improvement stores, cinemas and IT mall, junior anchor tenants help satisfy customers’ need beyond Big C’s product and service offerings. This type of tenants plays an important role in drawing additional traffic to BIGC stores and making its shopping centers a one-stop shopping destination for customers.
Commercial Retail Unit	Consisting of mainly well-known brand name apparels, restaurants, cafes, banks and major chains, Commercial retail unit tenants help enhancing image, attractiveness and product varieties of Big C shopping centers.
Food Court	All Big C shopping malls feature food courts where customers can find a variety of quality food and beverages at low prices.

Type of Tenants	Description
Big Bazaar	Big Bazaar tenants are small stores that sell a wide range of items including fashion, accessories, local products, toys etc.
Casual Leasing	A variety of small kiosks with ever-changing and in-demand products located both inside and outside store building helps adding fun and excitement to our customers' shopping experience.

As of 31 December 2015, the Business group revenue breakdown is as follows:

<u>Unit: THB mm</u>	<u>As of 31 December 2015</u>	
	<u>Revenue</u>	<u>Percentage</u>
<u>Hypermarket</u>	<u>115,566</u>	<u>86</u>
<u>Small Store Format</u>	<u>13,356</u>	<u>10</u>
<u>Report Grouping Differences and Other Adjustments</u>	<u>4,787</u>	<u>4</u>
<u>Total</u>	<u>133,709</u>	<u>100</u>

Remark: Total Revenue including sales, rental and service income, and other income.

"Hypermarket" segment includes Big C Supercenter, Big C Extra, and Big C Jumbo.

"Small Store Format" includes Big C Market, Mini Big C, and Pure.

Cdiscount is consolidated under equity method (it's in line "Share of loss from investment in associates")

Original

As of 31 December 2015, legal entities of which the Business owns at least 10.00 percent shares are as follows:

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
Direct Subsidiaries				
Chiangmai Big C (2001) Co., Ltd.	100.00	300.00	300.00	Dormant
Central Superstore Ltd.	100.00	1,300.00	1,220.00	Rental of immovable assets and holding company
Theparak Big C Ltd.	100.00	80.00	80.00	
Chiangrai Big C Ltd.	100.00	180.00	180.00	Rental of immovable assets
Surat Big C Ltd.	100.00	200.00	140.00	Rental of immovable assets
Big C Distribution Co., Ltd.	100.00	1.00	1.00	Dormant
Gen Car Ltd.	39.00	10,000.00	8,950.00	Rental of immovable

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
				assets
Phitsanulok Big C 2015Ltd. (formerly known as "SSCP (Thailand) Ltd.")	100.00	5,462.00	5,462.00	Retail business and holding company
Big C Supercenter (Lao) Co., Ltd. (Incorporated in Lao)	100.00	157.00	31.00	Retail and wholesale business (not yet commence operation)
Indirect Subsidiaries				
Central Pattaya Co., Ltd.	100.00	80.00	80.00	Rental of immovable assets
Udon Big C Co., Ltd.	100.00	850.00	737.95	Rental of immovable assets
Inthanon Land Co., Ltd.	100.00	841.00	841.00	Rental of immovable assets
Big C Fairy Ltd.	96.82	440.00	440.00	Retail
Pharam II Big C Co., Ltd.	99.99	5.00	5.00	Rental of immovable assets
Phitsanulok Big C Ltd.	100.00	1,050.00	1,050.00	Retail and rental of immovable assets
Cen Car Ltd.	61.00	10,000.00	8,950.00	Rental of immovable assets

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
Associates				
C Distribution (Thailand)Ltd.	30.00	100.00	100.00	E-commerce
C-Distribution Asia Pte. Ltd. (Incorporated in Singapore)	40.00	4.50 EUR mm	4.50 EUR mm	E-commerce

Revision

As of 31 December 2015, legal entities of which the Business owns at least 10.00 percent shares are as follows:

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
Direct Subsidiaries				
Chiangmai Big C (2001) Co., Ltd. (formerly known as "O-Chong Co., Ltd.")	100.00	300.00	300.00	<u>Operate in retail business in Chiangmai (currently is the BIGC Chiangmai branch) BIGC purchased and ceased all of its operation in 2005 and transfer all of its retail business to BIGC</u>
Central Superstore Ltd.	100.00	1,300.00	1,220.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Central Superstore Ltd. to operate its retail and shopping mall businesses for Chaegwattana and Nakhon Pathom branches and office building for Wongsawang branch.</u>
Theparak Big C Ltd.	100.00	80.00	80.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Theparak Big C Ltd. to operate its retail and shopping mall businesses for Bang Phli branch</u>
Chiangrai Big C Ltd.	100.00	180.00	180.00	<u>Rental of land and immovable assets.</u>

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
				<u>Currently, BIGC is renting land and immovable assets from Chiangrai Big C Ltd. to operate its retail and shopping mall businesses for Chiangrai branch.</u>
Surat Big C Ltd.	100.00	200.00	140.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Surat Big C Ltd. to operate its retail and shopping mall businesses for Surat Thani branch.</u>
Big C Distribution Co., Ltd.	100.00	1.00	1.00	<u>Distribution center for all of BIGC branches. In 1998, Big C Distribution Co., Ltd. transfer all of its business to BIGC and ceased all of its business operation.</u>
Gen Car Ltd.	39.00	10,000.00	8,950.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Gen Car Ltd. to operate its retail and shopping mall businesses for all of the former Carrefour branches.</u>
Phitsanulok Big C 2015 Ltd.	100.00	5,462.00	5,462.00	<u>Manage Phitsanulok</u>

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
(formerly known as “SSCP (Thailand) Ltd.”)				<u>branch specifically in the purchase and sales for the retail business and food center; currently renting the immovable assets from Phitsanulok Big C Co., Ltd.</u>
Big C Supercenter (Lao) Co., Ltd. (Incorporated in Lao)	100.00	157.00	31.00	<u>Retail and wholesale business (currently not yet commence operation)</u>
Indirect Subsidiaries				
Central Pattaya Co., Ltd.	100.00	80.00	80.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land (rental rights) and immovable assets from Central Pattaya Co., Ltd. to operate its retail and shopping mall businesses for the North Pattaya branch.</u>
Udon Big C Co., Ltd.	100.00	850.00	737.95	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Udon Big C Co., Ltd. to operate its retail and shopping mall businesses for the Udonthani branch.</u>
Inthanon Land Co., Ltd.	100.00	841.00	841.00	<u>Rental of land and immovable assets. Currently, BIGC is</u>

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
				<u>renting land and immovable assets from Inthanon Co., Ltd. to operate its retail and shopping mall businesses for the Chiangmai branch</u>
Big C Fairy Ltd.	96.82	440.00	440.00	<u>Leaser of land and immovable assets for Khon Kaen branch and operate the retail and shopping mall businesses for the Khon Kaen branch.</u>
Pharam II Big C Co., Ltd.	99.99	5.00	5.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Pharam II Big C Co., Ltd. (Pharam II Big C Co., Ltd. has the rental right) to operate its retail and shopping mall businesses for the Pharam II branch</u>
Phitsanulok Big C Ltd.	100.00	1,050.00	1,050.00	<u>Rental of land and immovable assets. Currently, Phitsanulok Big C 2015 Ltd. is renting immovable assets and/or the rental right from Phitsanulok Big C Ltd. to operate its retail business and food center and manage the</u>

Company	Percentage of Ownership Interest	Registered Capital (THB mm)	Paid-up Capital (THB mm)	Type of Business
				<u>shopping mall business for the Phitsanulok branch</u>
Cen Car Ltd.	61.00	10,000.00	8,950.00	<u>Rental of land and immovable assets. Currently, BIGC is renting land and immovable assets from Cen Car Ltd. to operate its retail and shopping mall businesses for all of the former Carrefour branches.</u>
Associates				
C Distribution (Thailand) Ltd.	30.00	100.00	100.00	<u>Retail business through online distribution channel (E-Commerce) under the name Cdiscount with BIGC products and other products provided by Cdiscount and to act as the platform for retailers to distribute and sale of products (Marketplace).</u>
C-Distribution Asia Pte. Ltd. (Incorporated in Singapore)	40.00	4.50 EUR mm	4.50 EUR mm	<u>Operate as an investment company in other company(ies) (Holding Company)</u>

13. Additional information in Part 3; Clause 1.5 The Board of Director as of Tender Offering date and potential structure after making Tender Offer

Original

The Board of Directors as of 9 February 2016 (prior to the purchase of the Business shares by the Offerors)

Name of Directors	Position
1. Mr. AkaniThapthimthong	Chairman / Independent Director / Audit Committee
2. Mr. Robert James Cissell	CEO& President /Managing Director / Director
3. Mr. PraphanEamrunroj	Director
4. Miss RumpaKumhomreun	Director
5. Mr. Philippe Alarcon	Director
6. Mr. Guillaume Humbert	Director
7. Mrs. Josseline De Clausade	Director
8. Mrs. Diane Coliche	Director
9. Mr. HerveDaudin	Director
10. Mr. Gabriel Naouri	Director
11. Mr. Stephen Joseph Camilleri	Director
12. Mr. Sun Vitthespongse	Independent Director /Chairman of the Audit Committee
13. Mr. VacharaTuntariyanond	Independent Director / Audit Committee
14. Mr.KijjaPattamasattayasonthi	Independent Director
15. Miss SuvabhaCharoenying	Independent Director

The Board of Directors as of 22 March 2016 (pursuant to the purchase of the Business shares by the Offerors)

Name of Directors	Position
1. Mr. Charoen Sirivadhanabhakdi	Chairman / Director
2. Khunying Wanna Sirivadhanabhakdi	Director
3. Mr. Chotiphat Bijananda	Director
4. Mr. Sithichai Chaikriangkrai	Director
5. Mr. Weerawong Chittmittrapap	Director
6. Mrs. Thapanee Techajareonvikul	Director
7. Mr. Aswin Techajareonvikul	Director
8. Mr. Robert James Cissell	Director
9. Miss Rumpa Kumhomreun	Director
10. Mr. Stephen Joseph Camilleri	Director
11. Miss Suvabha Charoenying	Independent Director ¹
12. Mr. VacharaTuntariyanond	Independent Director ¹

Note: Pursuant the Tender Offer, the Offerors may change the Board of Directors for the appropriateness; if there are any changes aforementioned, the Offerors will comply with the laws and other regulations that are relevant and effective at that time.

¹ The existing directors of the Business with office term that shall be expired on the date of the 2016 Annual General Meeting which will be scheduled on 25 April 2016.

The nominated directors for the appointment to replace those directors whose office terms are expired or the directors that resigned before the end of their terms on the date of the 2016 Annual General Meeting. In such meeting, there shall be consideration and the appointment of the audit committee, and the directors in the list below;

Name of Directors	Position
Miss Potjaneer Thanavarant	Independent Director
Pol Gen Aek Angsanant	Independent Director
Lt Gen Thanadol Surarak	Independent Director

Revision

The Board of Directors as of 9 February 2016 (prior to the purchase of the Business shares by the Offerors)

Name of Directors	Position
1. Mr. AkaniThapthimthong	Chairman / Independent Director / Audit Committee
2. Mr. Robert James Cissell	CEO& President /Managing Director / Director
3. Mr. Praphan Eamrungraj	Director
4. Miss Rumpa Kumhomreun	Director
5. Mr. Philippe Alarcon	Director
6. Mr. Guillaume Humbert	Director
7. Mrs. Josseline De Clausade	Director
8. Mrs. Diane Coliche	Director
9. Mr. HerveDaudin	Director
10. Mr. Gabriel Naouri	Director
11. Mr. Stephen Joseph Camilleri	Director
12. Mr. Sun Vithespongse	Independent Director /Chairman of the Audit Committee
13. Mr. Vachara Tuntariyanond	Independent Director / Audit Committee
14. Mr. Kijja Pattamasattayasonthi	Independent Director
15. Miss Suvabha Charoenying	Independent Director

The Board of Directors as of 22 March 2016 (pursuant to the purchase of the Business shares by the Offerors)

Name of Directors	Position
1. Mr. Charoen Sirivadhanabhakdi	Chairman / Director
2. Khunying Wanna Sirivadhanabhakdi	<u>Vice Chairman / Director</u>
3. Mr. Chotiphat Bijananda	Director
4. Mr. Sithichai Chaikriangkrai	Director
5. Mr. Weerawong Chittmitrapap	Director
6. Mrs. Thapanee Techajareonvikul	Director
7. Mr. Aswin Techajareonvikul	Director
8. Mr. Robert James Cissell	Director
9. Miss Rumpa Kumhomreun	Director
10. Mr. Stephen Joseph Camilleri	Director
11. Miss Suvabha Charoenying ¹	Independent Director/ <u>Audit Committee</u>
12. Mr. VacharaTuntariyanond ¹	Independent Director / <u>Chairman of the Audit Committee</u>

Note: Pursuant the Tender Offer, the Offerors may change the Board of Directors for the appropriateness; if there are any changes aforementioned, the Offerors will comply with the laws and other regulations that are relevant and effective at that time.

¹ The existing directors of the Business with office term that shall be expired on the date of the 2016 Annual General Meeting which will be scheduled on 25 April 2016.

In accordance to the Public Limited Company Act, B.E. 2535 (include the amended), the Business Article of Association and at every annual ordinary meeting of shareholders, one-third of the number of directors of the Business shall vacate office due to the expiration of the term. Furthermore, the Board of Directors structure prior to the Offerer to hold stakes of the Business, there are totaled of five Directors that shall be vacated at the 2016 Annual General Meeting, which is to be held on 25 April 2016, including (1) Mr. Akani Thapthimthong (2) Mr. Praphan Eamrunroj (3) Mrs. Diane Coliche (4) Mr. Vachara Tuntariyanond (5) Miss Suvabha Charoenying

In addition, pursuant to the Offerer to hold stake of the Business and the Business Board of Directors (the new list of the Board of Directors as detailed on the table of the Board of Directors as of 22 March 2016 as stated above) shall have the following changes as follow:

<u>Name of Directors who will be due to retired by rotation</u>	<u>Change</u>	<u>Current Status</u>
1. <u>Mr. Akani Thapthimthong</u>	<u>Vacate from the Board of Directors on 21 March 2016</u>	<u>Board of Director seat available before due to retired by rotation</u>
2. <u>Mr. Praphan Eamrunroj</u>	<u>Vacate from the Board of Directors on 21 March 2016</u>	<u>Board of Director seat available before due to retired by rotation</u>

3. <u>Mrs. Diane Coliche</u>	<u>Vacate from the Board of Directors on 21 March 2016</u>	<u>Board of Director seat available before due to retired by rotation</u>
4. <u>Mr. Vachara Tuntariyanond</u>	<u>Continue to act as the Director</u>	<u>Board of Director term will be due to retired by rotation on the annual ordinary meeting of shareholders for the year 2016 (as originally scheduled)</u>
5. <u>Miss Suvabha Charoenying</u>	<u>Continue to act as the Director</u>	<u>Board of Director term will be due to retired by rotation on the annual ordinary meeting of shareholders for the year 2016 (as originally scheduled)</u>

In addition from the information above, the nominated persons at the 2016 Annual General Meeting for the appointment to replace those directors whose office terms are due to retired by rotation or the directors that resigned before the due to retired by rotation are detailed as follow:

<u>Vacant Position / Due to Retired by Rotation</u>	<u>Nominated Persons</u>
1. <u>Vacant Position from Mr. Akani Thapthimthong</u>	<u>Propose the appointment of the following persons to replace the Available Board of Directors Seats before due to retired by rotation:</u>
2. <u>Vacant Position from Mr. Praphan Eamrungraj</u>	1. <u>Miss Potjaneer Thanavarani</u>
3. <u>Vacant Position from Mrs. Diane Coliche</u>	2. <u>Pol Gen Aek Angsanant</u>
	3. <u>Lt Gen Thanadol Surarak</u>
4. <u>Due to Retired Term Position from Mr. Vachara Tuntariyanond</u>	<u>Propose to re-elect Mr. Vachara Tuntariyanond to act as a independent director for another term</u>
5. <u>Due to Retired Term Position from Miss Suvabha Charoenying</u>	<u>Propose to re-elect Miss Suvabha Charoenying to act as a independent director for another term</u>

14. Additional information in Part 3; Clause 2.2 Policies and plans of business operations

Original

The Offerors and BJC, which is the shareholder that has significant influence over the policy-making, management, or operation of the Offerors, do not have policy to make any material changes to its core

business within 12 months after the end of the Offer Period and intend to focus and operate the business as before.

However, if necessary, the Offerors may adjust the business plan or in case there is any major change in financial performance, the business environment or any other events, the Offerors may take them into their consideration and revise or restructure the Business's policy, organization, human resource and capital structure including disposed operating assets of the Business to improve the Business's operation and financial performance and to avoid any material effects that may impact the operations as well as to increase its efficiency and competitiveness in the future.

In case that the Offerors decides to make any material changes different from what has been stated in the Tender Offer documents, the Offerors shall obtain relevant approvals by the Board of Director's meeting and/or shareholders' meeting as to the article of association, laws and regulations of the SEC and the SET.

Dividend Policy

The Offerors and BJC do not have plan or policy to change the objectives of the Business significantly within 12 months after the end of the Offer Period. Previously, the Business paid dividend annually and the average dividend payout for the year 2013-2015 is in-line with the dividend policy which is determined at not less than 30 percent of net profit of the Business pursuant to the applicable legal reserve.

Nevertheless, if necessary or if there is any significant changes in the financial performance, the business environment, or any other events, the Offerors may adjust the dividend policy of the Business in the future for optimal financial status and performance or increase in efficiency and competitive advantages. Besides, in case that the Business has excess financial liquidity and no investment plan, the Offerors may propose to the Board of Director's meeting and/or shareholders' meeting of the Business to consider the annual or interim dividend payout from retained earnings, on the case by case basis.

Revision

The Offerors and BJC, which is the shareholder that has significant influence over the policy-making, management, or operation of the Offerors, do not have policy to make any material changes to its core business within 12 months after the end of the Offer Period and intend to focus and operate the retail and property rental at shopping mall businesses as before.

However, if necessary, the Offerors may adjust the business plan or in case there is any major change in financial performance, the business environment or any other events, the Offerors may take them into their consideration and revise or restructure the Business's policy, organization, human resource and capital structure (including disposed operating assets of the Business) suitable to the Business's operation and financial performance and to avoid any material effects that may impact the operations as well as to increase its efficiency and competitiveness in the future.

In case that the Offerors decides to make any material changes different from what has been stated in the Tender Offer documents, the Offerors shall obtain relevant approvals by the Board of Director's meeting and/or shareholders' meeting as to the article of association, laws and regulations of the SEC and the SET.

Dividend Policy

The Offerors and BJC do not have plan or policy to change the objectives of the Business significantly within 12 months after the end of the Offer Period. Previously, the Business paid dividend annually and the average dividend payout for the year 2013-2015 is in-line with the dividend policy which is determined at not less than 30 percent of net profit of the Business pursuant to the applicable legal reserve.

Nevertheless, if necessary or if there is any significant changes in the financial performance, the business environment, or any other events, the Offerors may adjust the dividend policy of the Business in the future for optimal financial status and performance or increase in efficiency and competitive advantages. Besides, in case that the Business has excess financial liquidity and no investment plan, the Offerors may propose to the Board of Director's meeting and/or shareholders' meeting of the Business to consider the annual or interim dividend payout from retained earnings, on the case by case basis.

15. Additional information in Part 4; Clause 7.1 Methods of the offer price determination

Original

The tender offer price of THB 252.88 (Two hundred and fifty two THB and eighty eight Satang) per share is the price at which the Offerors acquired 483,077,600 ordinary shares of the Company for the total of not more than THB 122,160,663,488 (at the exchange rate as of 5 February 2016, the execution date of BIGC Share Sale and Purchase Agreement) to be paid in Euro.

Nevertheless, in order to comply with the ordinary share payment, condition the tender offer price may be reduced by an amount of BIGC's dividend payment may be received by the Shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. In this regards, the Board of Directors' Meeting No.1/2016 held on 9 February 2016 approved the proposal to 2016 Annual General Meeting of Shareholders to be held on 28 April 2016 for consideration and approval of the annual dividend for 2015 operation of the Business at the amount of THB 2.62 (Two THB and sixty two satang) per share. The BIGC's Board of Directors' meeting also considered for identifying the shareholders who are eligible to attend and vote at the 2016 Annual General Meeting of Shareholders and identifying the shareholders who are eligible for annual dividend for 2015 operation on 7 April 2016 (Record Date) and closing date of the Share Register Book for gathering the Shareholders' names in accordance with Section 225 of the Securities and Exchange Act B.E. 2535, which is on 8 April 2016. Thereafter, the Board of Directors' Meeting No. 3/2016 held on 22 March 2016 approved to reschedule

the date of 2016 Annual General Meeting of Shareholders to be held on 25 April 2016. Therefore, in the event that 2016 Annual General Meeting of Shareholders approved the dividend payment at the amount stated above. The tender offer price after the deduction of dividend payment will be THB 250.26 (Two hundred and fifty THB twenty six satang) per share.

Revision

The tender offer price of THB 252.88 (Two hundred and fifty two THB and eighty eight Satang) per share is the price at which the Offerors acquired 483,077,600 ordinary shares of the Company for the total of not more than THB 122,160,663,488 (at the exchange rate as of 5 February 2016, the execution date of BIGC Share Sale and Purchase Agreement) to be paid in Euro. The tender offer price is in compliance with regulation regarding the tender offer price in the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 re Rules, Conditions, and Procedures for the Acquisition of Securities for the Business Takeovers, which states as follows:

In the case that the offeror or any related party specified in Section 258 acquires common share or preferred share of the Company during the period of 90 days prior to the date on which the offer document is submitted to the SEC, the tender offer price of acquired share of such class must not lower than the highest price of the follows:

1. The acquisition cost of a controlling interest over such business through other entity(ies); and
2. The highest price paid for shares of such class which have been acquired by the offeror, or any related party specified in Section 258, during the period of 90 days prior to the date on which the offer document is submitted to the SEC

The acquisition cost of a controlling interest through Saowanee is THB252.88 (Two hundred and fifty two THB and eighty eight Satang) per share and the highest price paid for common shares which have been acquired by the Offerors during the period of 90 days prior to the date on which the offer document is submitted to the SEC is THB252.88 (Two hundred and fifty two THB and eighty eight Satang) per share

Nevertheless, in order to comply with the ordinary share payment, condition the tender offer price may be reduced by an amount of BIGC's dividend payment may be received by the Shareholders pursuant to the resolution of 2016 Annual General Meeting of Shareholders. In this regards, the Board of Directors' Meeting No.1/2016 held on 9 February 2016 approved the proposal to 2016 Annual General Meeting of Shareholders to be held on 28 April 2016 for consideration and approval of the annual dividend for 2015 operation of the Business at the amount of THB 2.62 (Two THB and sixty two satang) per share. The BIGC's Board of Directors' meeting also considered for identifying the shareholders who are eligible to attend and vote at the 2016 Annual General Meeting of Shareholders and identifying the shareholders who are eligible for annual dividend for 2015 operation on 7 April 2016 (Record Date) and closing date of the Share Register Book for gathering the Shareholders' names in

accordance with Section 225 of the Securities and Exchange Act B.E. 2535, which is on 8 April 2016. Thereafter, the Board of Directors' Meeting No. 3/2016 held on 22 March 2016 approved to reschedule the date of 2016 Annual General Meeting of Shareholders to be held on 25 April 2016. Therefore, in the event that 2016 Annual General Meeting of Shareholders approved the dividend payment at the amount stated above. The tender offer price after the deduction of dividend payment will be THB 250.26 (Two hundred and fifty THB twenty six satang) per share.