



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

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 : 0-1075-36000-63-3

GRC. 010/2016

22 March 2016

Subject: Submission of copy of the Announcement of the Intention of Make the Tender Offer (Form 247-3) of Big C Supercenter Public Company Limited

Attention: The President, The Stock Exchange of Thailand

Enclosure: Copy of the Announcement of the Intention of Make the Tender Offer (Form 247-3) of Big C Supercenter Public Company Limited

We, Big C Supercenter Public Company Limited (the “**Company**”), would like to notify you that the Company has received the Announcement of the Intention of Make the Tender Offer (Form 247-3) from BJC Supercenter Company Limited, Samphunsamer Company Limited and BJC Retail Holding Company Limited as the Intention Announcers, with the following details:

Announcer of Intention:

- (1) BJC Supercenter Company Limited;
- (2) Samphunsamer Company Limited; and
- (3) BJC Retail Holding Company Limited

Expected offering price: THB 250.26 per share. However, The expected Offer Price is THB 252.88 per share which will be reduced by an amount of the dividend payable to all shareholders (at the rate of Baht 2.62) pursuant to the resolution of 2016 Annual General Meeting of BIGC. The expected Tender Offer price after adjusted dividend is THB 250.26 or equivalent to THB 85,569 mm.

Expected date for the official submission of the tender offer: Within 30 March 2016

Number of offered shares: 341,992,400 shares

Name of the tender offer preparers: Krungthai Bank Public Company Limited
KT ZMICO Securities Company Limited
Kasikorn Securities Public Company Limited
Bualuang Securities Public Company Limited
Phatra Securities Public Company Limited

For other significant information, please refer to enclosure for further details.

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 March 2016

Subject: Submission of the Announcement of Intention to Make a Tender Offer
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 (the “**SET**”)
Board of Directors of Big C Supercenter Public Company Limited

Enclosed: Announcement of Intention to Make a Tender Offer (Form 247-3)

Pursuant to the direct and indirect acquisition of 483,077,600 ordinary shares of Big C Supercenter Public Company Limited (the “**Business**”), representing 58.55% of total issued and paid-up shares and total voting rights of the Business, on 21 March 2016 by BJC Supercenter Company Limited and SAMPHUNSAMER Company Limited. As BJC Retail Holding Company Limited will provide a financial support for this Tender Offer, BJC Retail Holding Company Limited, BJC Supercenter Company Limited and SAMPHUNSAMER Company Limited (Collectively, the “**Announcers of Intention**”) are obligated to make a mandatory tender offer for all securities of the Business from all shareholders of the Business consisting of 341,922,400 shares, representing 41.45% of total issued and paid-up shares and total voting rights of the Business.

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**”), would like to submit the Announcement of Intention to Make a Tender Offer (Form 247-3) to the SEC, the SET and the Board of Director of the Business pursuant to 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).

Yours Sincerely,

Tender Offer Preparer

Bualuang Securities Public Company Limited

- Mrs. Yaowadee Nakhata -

(Mrs. Yaowadee Nakhata)

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)

President

- Mrs.Patchanee Limapichat -

(Mrs.Patchanee Limapichat)

Managing Director

Announcement of Intention to Make a Tender Offer

1. Submission date: 22nd March 2016

2. Name(s) of the person(s) announcing the intention to make the tender offer (specify all co-offerors):

2.1 Name BJC Supercenter Company Limited
 Address Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road,
 Phrakanong, Klongtoey, Bangkok 10110, Thailand
 Facsimile No 0-2367-1000

2.1 Name Samphunsamer Company Limited
 Address Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road,
 Phrakanong, Klongtoey, Bangkok 10110, Thailand
 Facsimile No 0-2367-1000

2.1 Name BJC Retail Holding Company Limited
 Address Berli Jucker House, 99 Soi Rubia, Sukhumvit 42 Road,
 Phrakanong, Klongtoey, Bangkok 10110, Thailand
 Facsimile No 0-2367-1000

3. The tender offer is intended for an acquisition of the securities of:

Big C Supercenter Public Company Limited ("BIGC")

4. Details of the securities for which the tender offer is made

() For tender offer of all securities of the business

() For partial tender offer of the business under Chapter 5 of the SEC Notification No. KorChor.
 53/2545.

Type	Issue	Number of offered shares (share/unit)	Percentage of securities to be offered in comparison with		Expected offering price per unit	Offering amount
			Total number of outstanding securities of that class/issue ¹	Total voting rights of the business		
Ordinary shares	-	341,922,400	825,000,000	41.45	250.26 Baht (Please see Remark#1)	Approx. 85,569 Million Baht ¹
Preferred shares	-	-	-	-	-	-
Warrants	-	-	-	-	-	-
Convertible debentures	-	-	-	-	-	-
Other securities (if any)	-	-	-	-	-	-
Total				41.45		Approx. 85,569 Million Baht ¹

¹ In case of shares, regardless of class or issue, the total number of outstanding securities = ordinary shares + preferred shares - shares repurchased by the business (Treasury shares) and are outstanding at the end of a month prior to the month in which the announcement of the intention to make a tender offer is submitted.

Remark: ¹ The expected Offer Price is THB 252.88 per share which will be reduced by an amount of the dividend payable to all shareholders (at the rate of Baht 2.62) pursuant to the resolution of 2016 Annual General Meeting of BIGC. The expected Tender Offer price after adjusted dividend is THB 250.26 or equivalent to THB 85,569 mm.

5. Securities held prior to making the tender offer and securities to be acquired under any other agreements.
(As of the submission date of the announcement of intention)

5.1 Shares

Name	Class of shares	Number of shares	Percentage in comparison with the total number of outstanding shares of the business ²	Percentage in comparison with the total voting rights of the business
I. Person who makes the announcement	Ordinary	264,797,600	32.10	32.10
II. Persons in the same group as the person who makes the announcement	-	-	-	-
III. Related parties under Section 258 of the persons under I and II				
1. Saowanee Holdings Company Limited	Ordinary	218,280,000	26.45	26.45
IV. Other agreements to result in additional acquisition of shares by the persons under I to III	-	-	-	-
	Total	483,077,600	58.55	58.55

5.2 Convertible Securities

(None)

6. Name of the tender offer preparer(s):
 Bualuang Securities Public Company Limited
 Kasikorn Securities Public Company Limited
 Krungthai Bank Public Company Limited
 KT ZMICO Securities Company Limited
 Phatra Securities Public Company Limited

7. Name(s) of other advisor(s) (if any): Weerawong, Chinnavat & Peangpanor Ltd. (Legal Advisor)

8. Expected date for the official submission of the tender offer¹: Within 30th March 2016

9. Essence of the contract/agreement/memorandum of understanding entered into by the person making the announcement of intention prior to making the announcement, for the purpose of substantial trading of securities of the business, regardless of whether or not such contract/agreement/memorandum of understanding is entered into for trading of securities in the tender offer.

9.1 Share sale agreement entered into between TCC Corporation Limited and Geant International BV ("Geant")

9.2 Date of the contract: 5th February 2016

9.3 Related Securities

Class of securities	Issue	Number of securities shares/units	Percentage in comparison with the total number of outstanding securities of such class/issue ²	Percentage in comparison with the total voting rights of the business ³
Ordinary	-	483,077,600 shares (Directly 264,797,600 shares and indirectly 218,280,000 shares)	58.55	58.55
Total			58.55	58.55

9.4 Name of advisor in entering into the contract (if any)

Weerawong, Chinnavat & Peangpanor Ltd. (Legal Advisor)

9.5 Conditions and effective term of the contract and the responsibilities of the contractual parties

TCC Corporation Company Limited ("TCC" or the "Buyer") entered into the Share Sale and Purchase Agreement dated 5 February 2016 ("SPA") with Geant International BV ("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

² The total number of outstanding shares = ordinary shares + preferred shares - shares repurchased by the business and are outstanding at the end of a month prior to the month in which the announcement of intention to make a tender offer is submitted.

¹ Pursuant to Clause 15 of the SEC Notification No. KorChor. 53/2545, a tender offer (Form 247-4) shall be submitted to the SEC Office within seven business days from the submission date of the announcement of intention.

² See Footnote 1

³ Specify the number of voting rights only in cases where the relevant securities are shares.

- 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 of acquiring 264,797,600 shares from Geant and transaction of acquiring Saowanee in which equivalent to 218,280,600 of BIGC shares is not closed by 31 March 2016.

I hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

(Signature) - Mr. Sithichai Chaikriangkrai / Mr. Aswin Techajareonvikul -
(Mr. Sithichai Chaikriangkrai / Mr. Aswin Techajareonvikul)
(BJC Supercenter Company Limited)
Announcer of Intention

(Signature) - Mr. Sithichai Chaikriangkrai / Mr. Aswin Techajareonvikul -
(Mr. Sithichai Chaikriangkrai / Mr. Aswin Techajareonvikul)
(BJC Retail Holding Company Limited)
Announcer of Intention

(Signature) - Mr. Chanvit Prachapipat / Mr. Peerapat Kumpayom -
(Mr. Chanvit Prachapipat / Mr. Peerapat Kumpayom)
(Samphunsamer Company Limited)
Announcer of Intention

I have reviewed the information with due care and hereby certify that the person making the announcement of intention is truly capable of making the tender offer as announced to the public and has duly disclosed complete information.

Tender Offer Preparer

Bualuang Securities Public Company Limited

- Mrs.Yaowadee Nakhata -

(Mrs.Yaowadee Nakhata)

Authorized Director

- Mr.Pichet Sithi-Amnuai -

(Mr.Pichet Sithi-amnuai)

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- *Mr.Krittiya Veeraburus* -

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President

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(Mrs.Patchanee Limapichat)

Managing Director