



(Translation)

บริษัท บิ๊กซี ซูเปอร์เซ็นเตอร์ จำกัด (มหาชน) (สำนักงานใหญ่)
เลขที่ 97/11 ชั้น 6 ถนนราชดำริห์ แขวงลุมพินี
เขตปทุมวัน กรุงเทพฯ 10330
โทร. +66 (0) 2655 0666
ทะเบียนนิติบุคคล/เลขประจำตัวผู้เสียอากร : 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. 015/2015

25 April 2016

Subject: Report on resolutions of 2016 Annual General Meeting of Shareholders

Attention: The President,
The Stock Exchange of Thailand

We, Big C Supercenter Public Company Limited (the “Company”), would like to inform you of the resolutions of the 2016 Annual General Meeting of Shareholders (the “Meeting”) held on 25 April 2016 at 1500 hrs., at the Grand Ballroom, 3rd Floor, The Okura Prestige Bangkok, Park Ventures Ecoplex, 57 Wireless Road, Lumpini, Pathumwan, Bangkok. At the commencement of the Meeting, there were 585 persons and proxies attending the meeting holding a total of 737,815,206 shares or 89.4321% of the total 825,000,000 issued shares of the Company. The Meeting, then, considered and resolved the following agenda items:

Agenda Item 1: To consider and adopt the Minutes of the 2015 Annual General Meeting of Shareholders, held on 8 April 2015

Resolution: The Meeting, by the shareholders attending the Meeting and casting votes, unanimously resolved to adopt the Minutes of the 2015 Annual General Meeting of Shareholders held on 8 April 2015.

The details of the votes are as follows:

Attending	618 shareholders	equivalent to	737,889,881 votes
Approved	737,889,881 Votes	equivalent to	100.0000%
Disapproved	0 Votes	equivalent to	0.0000%
Abstained	0 Votes	equivalent to	-
Invalid	0 Votes	equivalent to	0.0000%

Agenda Item 2: To acknowledge the Company’s operating results ending 31 December 2015

Resolution: The Meeting acknowledged the Company’s operating results ending 31 December 2015.

(This agenda item is for acknowledgement. There was no voting.)

(Translation)

Agenda Item 3: To consider and approve the balance sheets and profit and loss statements for the fiscal year ending 31 December 2015, audited by the independent auditor

Resolution: The Meeting, by the shareholders attending the Meeting and casting votes, unanimously resolved to approve the balance sheets and profit and loss statements for the fiscal year ending 31 December 2015, which have been audited by the independent auditor.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	700,382,263 Votes	equivalent to	100.0000%
Disapproved	0 Votes	equivalent to	0.0000%
Abstained	37,770,210 Votes	equivalent to	-
Invalid	0 Votes	equivalent to	0.0000%

Agenda Item 4: To consider and approve the allocation of profit and payment of dividends

Resolution: The Meeting, by the shareholders attending the Meeting and casting votes, unanimously resolved to approve the declaration of dividends for the year 2015 in cash at the rate of Baht 2.62 per share, amounting to Baht 2,161,500,000, as proposed.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	700,532,759 Votes	equivalent to	100.0000%
Disapproved	0 Votes	equivalent to	0.0000%
Abstained	37,619,714 Votes	equivalent to	-
Invalid	0 Votes	equivalent to	0.0000%

Agenda Item 5: To consider and approve the appointment of the directors to replace the directors who will retire by rotation

Resolution: 5.1 The Meeting, by the majority votes of shareholders attending the Meeting, resolved to approve that **Mr. Vachara Tuntariyanond** be re-appointed as an Independent Director for another term.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	700,009,655 Votes	equivalent to	94.8326%
Disapproved	523,102 Votes	equivalent to	0.0708%
Abstained	37,619,716 Votes	equivalent to	5.0964%
Invalid	0 Votes	equivalent to	0.0000%

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- 5.2 The Meeting, by the majority votes of shareholders attending the Meeting, resolved to approve that **Miss Suvabha Charoenying** be re-appointed as an Independent Director for another term.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	700,486,263 Votes	equivalent to	94.8972%
Disapproved	0 Votes	equivalent to	0.0000%
Abstained	37,666,210 Votes	equivalent to	5.1027%
Invalid	0 Votes	equivalent to	0.0000%

- 5.3 The Meeting, by the majority votes of shareholders attending the Meeting, resolved to approve that **Miss Potjane Thanavaranit** be appointed as a new Independent Director.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	688,350,624 Votes	equivalent to	93.2531%
Disapproved	11,550,733 Votes	equivalent to	1.5648%
Abstained	38,251,116 Votes	equivalent to	5.1820%
Invalid	0 Votes	equivalent to	0.0000%

- 5.4 The Meeting, by the majority votes of shareholders attending the Meeting, resolved to approve that **Police General Aek Angsanonont** be appointed as a new Independent Director.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	699,853,761 Votes	equivalent to	94.8115%
Disapproved	2,500 Votes	equivalent to	0.0003%
Abstained	38,296,212 Votes	equivalent to	5.1881%
Invalid	0 Votes	equivalent to	0.0000%

- 5.5 The Meeting, by the majority votes of shareholders attending the Meeting, resolved to approve that **Lieutenant General Thanadol Surarak** be appointed as a new Independent Director.

The details of the votes are as follows:

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Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	699,853,261 Votes	equivalent to	94.8114%
Disapproved	48,096 Votes	equivalent to	0.0065%
Abstained	38,251,116 Votes	equivalent to	5.1820%
Invalid	0 Votes	equivalent to	0.0000%

Agenda Item 6: To consider and approve directors' remunerations for the year 2016

The directors' remuneration for the year 2016 is proposed in accordance with the following table:

Board/Committee	Position	2016 Remuneration (Baht/Person/Year)
Board of Directors	Chairman	600,000
	Member - Independent Director	500,000
	Member - Non-independent Director	198,000
Audit Committee	Chairman - Independent Director	225,000
	Member - Independent Director	200,000
Corporate Governance Committee		-None-

Other benefits:

- **Monetary benefit:** Only the Chairman of the Board may reimburse travelling expenses as per actual outlay but not more than Baht 1,000,000 per year.
- **Non-monetary benefit:** -None-

The meeting allowance for the year 2016 is proposed in accordance with the following table:

Board/Committee	Position	2016 Meeting Allowance (Baht/Person/Meeting)
Board of Directors	Chairman	38,500
	Member - Independent Director	38,500
	Member - Non-independent Director	38,500
Audit Committee	Chairman	30,000
	Member - Independent Director	25,000
Corporate Governance Committee	Chairman	30,000
	Member - Independent Director	25,000
	Member - Employee	10,000

(Translation)

Resolution: The Meeting resolved to approve that the directors' remuneration for the year 2016 be at the same rates as 2015 with the votes of more than two-thirds of the total votes of the shareholders attending the Meeting as proposed in the tables above.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	700,484,863 Votes	equivalent to	94.8970%
Disapproved	46,496 Votes	equivalent to	0.0062%
Abstained	37,621,114 Votes	equivalent to	5.0966%
Invalid	0 Votes	equivalent to	0.0000%

Agenda Item 7: To consider and approve the appointment of auditors and audit fee

Resolution: The Meeting, by the shareholders attending the Meeting and casting votes, unanimously resolved to appoint the auditors and fix the auditors' remuneration for the year 2016 as proposed.

In the case that the above auditors are unable to perform their duties for the Company and its subsidiaries, EY Office shall arrange for its other auditors of similar qualifications to perform the duties instead. However, if EY Office is unable to do so, the Meeting is hereby proposed to authorize the Board of Directors to arrange for licensed auditors from other audit firms, provided that they must be qualified in accordance with the relevant notification of the Securities and Exchange Commission and the audit fee must not be greater than the amount proposed in the Meeting in order that the Board of Directors shall not be required to first seek approval from the shareholders for this purpose. In this regard, the Company shall inform the shareholders of such appointment at the subsequent shareholders' meeting.

The details of the votes are as follows:

Attending	684 shareholders	equivalent to	738,152,473 votes
Approved	699,901,359 Votes	equivalent to	100.0000%
Disapproved	0 Votes	equivalent to	0.0000%
Abstained	38,251,114 Votes	-	
Invalid	0 Votes	equivalent to	0.0000%

The auditors and audit fee for year 2016 proposed by the Board of Directors are as follows:

- (1) The following auditors from EY Office Limited are proposed to be the auditors of the Company and its subsidiaries for the fiscal year starting 1 January 2016 and ending 31 December 2016:

(Translation)

For the Company:

1. Miss Siriwan Suratepin, Certified Public Accountant No. 4604;
and/or
2. Miss Kamolthip Lertwitworathep Certified Public Accountant No. 4377;
and/or
3. Mrs. Sarinda Hirunprasurtwuitti, Certified Public Accountant No. 4799.

For the 14 subsidiaries of the Company:

1. Miss Siriwan Suratepin, Certified Public Accountant No. 4604;
and/or
2. Miss Kamolthip Lertwitworathep Certified Public Accountant No. 4377;
and/or
3. Mrs. Sarinda Hirunprasurtwuitti, Certified Public Accountant No. 4799.

- (2) The audit fee for the Company is fixed at Baht 5,252,000 (five million, two hundred fifty-two thousand baht only) and the audit fee for its 14 subsidiaries is fixed at Baht 2,241,000 (two million, two hundred forty-one thousand baht only), totaling Baht 7,493,000 (seven million, four hundred ninety-three thousand baht only).

Agenda Item 8: To consider other business (if any)

None

Useful information in relation to cash dividends for the year 2015

- 1) The date on which the names of the shareholders who are entitled to dividends are recorded (Record Date) is 7 April 2016.
- 2) The book closing date for collecting the names of the shareholders who are entitled to dividends is 8 April 2016.
- 3) The dividend payment date is 23 May 2016.
- 4) The shareholders who are natural persons are entitled to a tax credit at the rate of 30/70 for dividends in accordance with the criteria in Section 47 bis of the Revenue Code.

(Translation)

Please be informed accordingly.

Sincerely Yours,

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

For any inquiries, please contact:
Corporate Secretary Unit, Corporate Governance Department
Tel. 02 655 0666 ext. 7369, 7159