



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 029/2016

27 October 2016

Subject: Information Memorandum on Connected Transaction

Attention: President
Stock Exchange of Thailand

We, Big C Supercenter Public Company Limited (the “Company”) would like to inform that our Board of Directors’ Meeting No. 10/2016 held on 27 October 2016, resolved to approve the Company to enter into a short-term loan agreement with Berli Jucker Public Company Limited (“**BJC**”) and/or a company in the BJC Group in the total amount of not exceeding Baht 2,000 million. The Company plans to apply the loan for the repayment of the existing debt to the financial institution (refinance). The repayment period of the loan shall be no longer than one year with the market interest rate no greater than the interest rate applied for the same amount borrowed directly from a financial institution, provided that the total interest payment for the entire repayment term shall be no greater than Baht 60 million a year.

Given that BJC and the company in the BJC Group are the major shareholders of the Company, the proposed transaction is considered a connected transaction with respect to the acceptance of financial assistance in accordance with the Notification of the Capital Market Supervisory Board No. 21/2551, Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand, Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (collectively, the “**Notifications on Connected Transactions**”) with the maximum size of the transaction of approx. 0.3 percent of the net tangible asset value of the Company (Baht 22,519 million) (calculated based on the maximum loan interest to be paid by the Company under the loan agreement of not exceeding Baht 60 million throughout the entire term of the agreement) based on the consolidated reviewed financial statements for the nine-month period ending 30 September 2016. Therefore, the proposed transaction is classified as a connected transaction with the size of exceeding 0.03 percent but not exceeding 3 percent of the net tangible asset value. The Company must seek approval from the Board of Directors in order to enter into the proposed transaction and has the duty to promptly disclose the information of entering into the transaction to the Stock Exchange of Thailand (the “**Stock Exchange**”) and the investors in accordance with the criteria of the Notifications on Connected Transactions.

The Company would like to present the information on the connected transaction as follows:



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1. Transaction Date:

The Company anticipates that it will enter into the Loan Agreement with BJC within December 2016.

2. The Related Parties:

Lender : Berli Jucker Public Company Limited (the “**BJC**”) and/or a company in the BJC Group

Borrower : Big C Supercenter Public Company Limited

Relationship : The Lender is a juristic person in the group of the major shareholders of the Company, holding the Company’s shares in a proportion of 97.9384 percent of the total issued shares.

3. General Description of the Transaction:

Type of Transaction : Connected transaction of providing financial assistance

Credit Amount : Not exceeding Baht 2,000 million

Interest Rate : Market interest rate, which is no greater than the interest rate applied for the same amount borrowed directly from a financial institution, provided that the total interest payment for the entire repayment term shall be no greater than Baht 60 million a year.

4. Total Transaction Price, Transaction Value, and Criteria Used in Determining the Value of the Transaction:

In securing the loan, the consideration that the Company will pay BJC is the interest for the loan at the market interest rate no greater than the interest rate applied for the same amount borrowed directly from a financial institution provided that the total interest payment for the entire repayment term shall be no greater than Baht 60 million a year as detailed in the following calculation:

$$\begin{aligned} \text{Transaction Value} &= (\text{Transaction Price} / \text{Net Tangible Asset Value}^*) \times 100 \\ &= \text{Baht } 60,000,000 / \text{Baht } 22,519,000,000 \\ &= 0.3 \text{ percent} \end{aligned}$$



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(*Remark: The Net Tangible Asset Value shown in the reviewed Consolidated Financial Statements for the nine-month period ending 30 September 2016 was equivalent to Baht 22,519 million.

In this regard, the Company has no other material connected transactions with BJC and/or a company in the BJC Group during the past six months. Consequently, this loan transaction demonstrates the transaction value equivalent to 0.3 percent of the Net Tangible Asset Value of the Company which is higher than 0.03 percent but lower than 3 percent of the Net Tangible Asset Value. As a result, the Company is required to obtain approval for entering into the transaction from its Board of Directors, and is obliged to promptly disclose the information memorandum on the entering into the transaction to the Stock Exchange and the investors pursuant to the criteria under the Notifications on Connected Transactions.

5. Connected Person and its Relationships with the Company:

BJC and/or a company in the BJC Group which will act as the Lenders under the Loan Agreement are juristic persons in the group of the major shareholders of the Company, holding the Company's shares in a proportion of 97.9384 percent of the total issued shares.

6. Characteristics and Scope of Interests of Connected Persons:

The Company will enter into the Loan Agreement to secure a loan from BJC and/or a company in the BJC Group in the total amount of not exceeding Baht 2,000 million. The Company plans to apply the loan for repayment of the existing debt to the financial institution (refinance).

7. Meeting Attendance and Vote Casting of Interested Directors:

The following directors have not attended the meeting and casted the votes on the agenda item to consider and approve this connected transaction, because such directors demonstrate relationships with BJC which may result in their being considered as interested directors in connection with the agenda item to consider the connected transaction:

- (1) Mr. Charoen Sirivadhanabhakdi;
- (2) Khunying Wanna Sirivadhanabhakdi;
- (3) Mr. Chotiphat Bijananda;
- (4) Mr. Sithichai Chaikriangkrai;
- (5) Mrs. Thapanee Techajareonvikul;
- (6) Mr. Aswin Techajareonvikul;
- (7) Mrs. Vipada Duangratana; and
- (8) Miss Sureerat Silpsakulsuk.



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8. Opinion of the Board of Directors on entering into the transaction:

After consideration, Board of Directors' Meeting No.10/2559, convened on 27 October 2016 (excluding the directors with interest) is of the view that entering into the loan transaction is reasonable and will benefit the Company. The interest rate for the loan is not greater than the lending interest rate of a financial institution.

9. Opinion of the Audit Committee and/or directors of the Company which are different from those of the Board of Directors:

The Company convened Audit Committee's Meeting No. 6/2016 on 27 October 2016 in order to consider such transaction prior to the Board of Directors' Meeting. There were no opinions which were different from those of the Board of Directors.

In addition, at the Board of Directors' Meeting No. 10/2016 convened on 27 October 2016, no directors had any opinions which were different from those of the Board of Directors.

Please be informed accordingly.

Sincerely Yours,

Ms. Rumpa Kumhomreun
CFO & Business Controller

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