

9 March 2011

Subject: Report on Resolution of the Board of Directors' Meeting No. 2/2011  
Attention: The President,  
The Stock Exchange of Thailand (the "SET")

We, Big C Supercenter Public Company Limited (the "Company"), would like to inform you of the resolution of the Board of Directors' Meeting No. 2/2011 held on March 9, 2011 at 10:00 A.M., as follows:

**1. Financial Statements**

Approved the Financial Statements for the year ended December 31, 2010. The Financial Statements have been reviewed by the Audit Committee and audited by the certified public accountant.

**2. Dividend Payment**

Approved dividend payment for the operating period year 2010 and to seek an approval of the annual general meeting of shareholders for payment of dividend for the year 2010. The dividend will be at the rate of 56% of the net profit (of the company only) after deduction of the legal reserve, allocation of profit and legal reserve for the year 2010 as follows:

Net Profit	2,807,391,798	Baht
Legal Reserve:	17,400,000	Baht
Net profit after legal reserve	2,789,991,798	Baht
Number of share	801,386,574	Share
Dividend payment	1.96	Baht (per share)
Total dividend payment:	1,570,717,685	Baht

**3. Remuneration of Directors and other Committee**

Approved the proposal of the Good Corporate Governance Committee and to seek an approval of the annual general meeting of shareholders for the remuneration of Board of Director, Audit Committee and Good Corporate Governance Committee for the year 2011. The total remuneration will be paid within the maximum amount of Baht 8,850,000 which covers the total number of meetings of Board of Directors where the same remuneration rate of 2010 per position is applied. An addition is proposed for annual remuneration for the Secretary of the Audit Committee with details as follows:

**(1) Annual allowance of Honorary Chairman:**

<b>Annual allowance of Honorary Chairman</b>	<b>Year 2011 (Year proposed)</b>	<b>Year 2010</b>	<b>Year 2009</b>
Annual Allowance	(Same as last year) Baht 100,000 per year	Baht 100,000 per year	Baht 50,000 per year

## (2) Annual allowance and meeting allowance of Board of Directors

Detail of Remuneration	Year 2011 (Year proposed)	Year 2010/Year 2009
<b>Remuneration of Board of Director</b>		
Annual allowance <ul style="list-style-type: none"> <li>• Chairman</li> <li>• Director</li> <li>• Secretary</li> <li>• Assistant Secretary</li> </ul>	(Same as last year) <ul style="list-style-type: none"> <li>• Baht 71,500 per quarter</li> <li>• Baht 49,500 per quarter</li> <li>• Baht 25,000 per month</li> <li>• Baht 5,000 per month</li> </ul>	<ul style="list-style-type: none"> <li>• Baht 71,500 per quarter</li> <li>• Baht 49,500 per quarter</li> <li>• Baht 25,000 per month</li> <li>• Baht 5,000 per month</li> </ul>
Traveling expense for Chairman only : not exceeding Baht 1,000,000 a year		
Meeting allowance * (5 times a year) <ul style="list-style-type: none"> <li>• Chairman</li> <li>• Director</li> </ul> * Only those present at the meeting	(Same as last year) <ul style="list-style-type: none"> <li>• Baht 38,500 per meeting</li> <li>• Baht 38,500 per meeting</li> </ul>	<ul style="list-style-type: none"> <li>• Baht 38,500 per meeting</li> <li>• Baht 38,500 per meeting</li> </ul>

## (3) Annual allowance and meeting allowance of Sub-Committee appointed by the Company's Board of Director

## (3.1) Audit Committee

Detail of Remuneration	Year 2011 (Year proposed)	Year 2010/ 2009
<b>Remuneration of Sub-Committee</b>		
Annual allowance (payable twice a year) <ul style="list-style-type: none"> <li>• Chairman</li> <li>• Member</li> <li>• Secretary</li> </ul>	<ul style="list-style-type: none"> <li>• Baht 68,000 per time</li> <li>• Baht 60,000 per time</li> <li>• Baht 40,000 per time</li> </ul>	<ul style="list-style-type: none"> <li>• Baht 68,000 per time</li> <li>• Baht 60,000 per time</li> </ul>
Meeting allowance * (6 times a year) <ul style="list-style-type: none"> <li>• Chairman</li> <li>• Member</li> </ul> * Only those present at the meeting	(Same as last year) <ul style="list-style-type: none"> <li>• Baht 24,000 per meeting</li> <li>• Baht 20,000 per meeting</li> </ul>	<ul style="list-style-type: none"> <li>• Baht 24,000 per meeting</li> <li>• Baht 20,000 per meeting</li> </ul>



The new directors retain such position only for the remaining term of office of the resigned directors. The appointment is effective on March 9, 2011 onwards.

#### **7. Change of authorization**

Approved the proposal of the Good Corporate Governance Committee for the change of name and authority of the authorized directors empower to sign on behalf of the Company shall be read as follow:

“Names and number of directors empowered to sign on behalf of the Company are any one director of Group 1 signs jointly with any one director of Group 2 and affixes with the Company’s seal. Group 1 directors consist of the following persons: Mr. STRASSER Arnaud Daniel Charles Walter Joachim, Mr. Jacques Dominique Ehrmann, Mr. Ulisses Kameyama and Mr. Yves Bernard Braibant. Group 2 directors consist of Mr. Suthichart Chirathivat, Mr. Praphan Eamrunroj and Mr. Sudhitham Chirathivat.”

#### **8. Record Date**

Approved the Record Date for determining list of shareholders who are entitled to attend the annual general meeting for the year 2011 and to receive the dividend on **April 7, 2011** and approved the closing date of the Company Share Register Book for gathering shareholder’s name under the Section 225 of the Securities and Exchange Act on **April 8, 2011**.

#### **9. Date, Time and Place for Annual General Shareholders’ Meeting and Agendas**

Approved the date, time and place for the Annual General Shareholders’ Meeting for the year 2011 to be held on **April 27, 2011 at 2:00 p.m., at Arnoma Hotel, 3<sup>rd</sup> Floor, Arnoma I Room**, No.99 Rajdamri road, Lumpini Sub-District, Pathumwan District, Bangkok, to consider and approve the following agendas:

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| Agenda 1 | To approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2011  |
| Agenda 2 | To acknowledge and approve Annual Report and the Financial Statements of the Company for the Year ended December 31, 2010 audited by the auditor |
| Agenda 3 | To consider and approve the allocation of profit, payment of dividend and legal reserve for the year 2010  |
| Agenda 4 | To consider and approve the election of directors in place of those retiring from office by rotation and appointment of new director             |
| Agenda 5 | To Consider and fix the remuneration of Board of Director, Audit Committee and Good Corporate Governance Committee for the year 2011             |
| Agenda 6 | To consider and approve the appointment of auditors of the Company and the whole group and fix his/her remuneration for year 2011                |
| Agenda 7 | To consider and approve the revenue recognition for the cancellation of the Dividend   |
| Agenda 8 | Other business (if any)  |

The summarized timetable is shown below:

<b>Schedules for the Annual General Meeting of shareholders</b>	<b>Date</b>
To determine list of shareholders who are entitled <b>to attend the annual general meeting (Record date)</b>	<b>7 April 2011</b>
To determine list of shareholders who are entitled <b>to receive the dividend (Record date)</b>	<b>7 April 2011</b>
To gather shareholder's name under the Section 225 of the Securities and Exchange Act by closing the Company Share Register Book	<b>8 April 2011</b>
The Annual General Shareholders' Meeting for Year 2011	<b>27 April 2011</b>
<b>Dividend Payment</b>	<b>27 May 2011</b>

The Company will post the invitation letter to attend the company shareholders meeting and the supporting documents on the website [www.bigc.co.th](http://www.bigc.co.th), 30 days in advance before the meeting.

Please be informed accordingly.

Sincerely Yours,

Ms. Rumpa Kumhomreun  
Vice President, Finance and Accounting  
Company Secretary