

Annual Report
and CSR Report

2016





พระยศ
ทรงพระเจริญ

Contents

◆ Business Review

- 1 Financial highlights
- 2 Message from the Chairman of the Board of Director
- 4 Message form the Chief Executive and President
- 6 Board of Directors
- 8 Leadership Team
- 11 Vision, Mission and Strategic
- 12 Shareholding Structure
- 14 Nature of Business
- 20 Competitive Situation
- 22 Major Change and Development

◆ Board, Committees and Governance

- 24 Organization Chart
- 25 Management Structure
- 40 Experience of Board and Leadership
- 60 Audit Committee
- 68 Corporate Governance
- 84 Risk Management
- 88 Corporate Social Responsibility

◆ Financial statements

- 111 Report of the Board of Directors' Responsibilities for Financial Reports
- 112 Report of Independent Auditors
- 115 Financial Statements
- 125 Notes to Consolidated Financial Statements
- 181 Management's Discussion and Analysis

◆ General and Other Important Information

- 192 Related Party Transactions
- 201 Content Index per form 56-2
- 202 General Information and Reference

Financial Highlights

Income statement

(Unit : Million Baht)	2016	2015	2014
Sales	107,240	119,620	121,845
Cost of sales and service	91,541	103,174	103,620
Gross profit	15,699	16,446	18,225
Rental, service and other income	13,679	14,089	13,550
Profit before finance cost and income tax expenses	8,195	9,201	9,871
Profit attributable to equity holders of the company	6,409	6,898	7,235

Statement of financial position

(Unit : Million Baht)	2016	2015	2014
Total assets	93,645	92,862	100,574
Total liabilities	43,310	46,191	58,427
Total shareholders' equity	50,335	46,671	42,147

Financial ratios

	2016	2015	2014
Gross profit margin (Percent)	14.6	13.7	15.0
Net profit margin (Percent)	5.9	5.8	5.9
Earnings per share (Baht)	7.77	8.36	8.77

Number of stores opened

97

Total number of stores open on 31 Dec 2016

797

Number of completed renovations

34

Total number of shopping malls

184

Number of staff completing customer service training¹

c.40,000

Total space (Sales area + Rental area)

1,899,000 sqm

¹ Including outsourced staff

Find out more at
www.bigc.co.th





Message from the Chairman of the Board of Directors



Mr. Charoen Sirivadhanabhakdi
Chairman of the Board of Directors

Today marks a momentous occasion as it is from this day forth that we may proclaim with great confidence that Big C Supercenter Public Company Limited (Big C) is a “truly Thai” retail business, providing immense opportunities to all business segments in our country, and representing a veritable driving force for our national economy. Thus in this same spirit, Berli Jucker Public Company Limited (BJC) may also take pride in being a driving force for the Thai economy, striding with fortitude, hand in hand with its management team and its highly capable employees towards a prosperous future. At BJC, we regard all our executives and employees as members of the BJC family, whom we shall never abandon nor desert, and together we will strive towards making BJC a vertically integrated manufacturer covering upstream, midstream and downstream businesses – a success assured by our integration with Big C, a leading quality retailer with a strong reputation for value, and a retailer that has consistently championed its customers’ interests. This business integration will multiply our retail capability and strengthen our business foundations, allowing Big C to walk forward gracefully onto the stage of the Thai retail industry.

I would like to extend my heartfelt gratitude to our customers, who have contributed to the robust and stable position in which we find our business today. In return, we pledge to dedicate our utmost efforts to bring simple happiness, by delivering quality products at the affordable prices, and by offering fresh produce in a clean and pleasant shopping environment. Thus, we are confident in our ability to constantly impress our customers, instilling them with happiness on every occasion, and truly meriting our motto



“ At Big C, we always have our customers at heart ”

We continue to manage Big C under the good corporate governance principles, with integrity, transparency; we also show a commitment to honoring our social and environmental responsibilities. We endorse local community development initiatives and support projects that benefit agricultural communities. We promote education and “quality of life” (QOL) development through various projects, with the aim to create benefit to our communities and to our country as whole, leading to the sustainable development and long-term welfare of Thailand.

I would like to thank all our shareholders, customers, and partners for their support and contributions to Big C. My gratitude also goes out to our executives and all our employees for their dedication and hard work, which has enabled Big C to constantly improve and develop, to become a worthy competitor of foreign brands, to become a local retailer which Thais may be proud of, and furthermore to strengthen Thai products, allowing our business operations to be truly aligned with the vision, direction and dreams that we set forth to achieve together.



Message from the Chief Executive Officer and President



Mr. Aswin Techajareonvikul
Chief Executive Officer and President

Dear Shareholders,

Big C Supercenter PCL (Big C) has been serving Thai customers for more than 23 years through its various retail formats and dual retail-property model, while at the same time playing a pivotal role in developing countless communities across Thailand. In 2016 Big C became, once again, a truly Thai company, and as the Chief Executive Officer and the President of Big C, I am honored to be a part of one of the nation's leading organizations.

Big C is proud to be a Thai retailer that has always strived hand in hand with Thai society, emphasizing its Thai character, and always having its customers' interests at heart. In this same spirit I myself and our team are firmly committed to maintaining the high standards of service which our customers deserve. In these past years, competition in the retail industry has become fiercer and very intense yet Big C has continued to stand strong and proud. I am therefore highly confident that we will be able to continue to deliver high standards and to strengthen our organization, all in the hope of gratifying the wishes of our customers. It is upon this task that our organization should pay utmost attention to its own members, for an organization can only thrive if its people thrive.

Another dream which we have envisaged for Big C is for our stores to become a center for the local community - a dream which by necessity must stem from the local population and from our own Big C family, whether that may be the local store operations team, store managers, district managers, Merchandise team, Accounting, Finance or even Human Resource. For the responsibility also lies within the organization to work together and help Big C cultivate stronger relations with the local community and to become "the heart of the community" in the years to come.

Big C has paved the way for many business opportunities, and with our stable shareholders acting as a supporting foundation, the organization has been able to contribute in various ways to the national interest. Together with our shareholders we support Big C's efforts to accomplish its business goals, in tandem with the good corporate governance principles: which is conducting business based on fairness and justice. Our goal is to foster deep trust in the organization and allow Big C to grow together with its customers, because ultimately our success is interwoven with the happiness and success of our customers.

I, the management committee and employees would like to thank all our shareholders, customers, business partners, and employees for entrusting us with their goodwill and confidence, and for supporting our business operations. We are ready to stride forward to deliver the significant returns, to the best of our ability, while always conducting business in a manner that is honest, productive and meriting praise as "a model organization" contributing to the national interest."



Board of Directors



1 Mr. Charoen Sirivadhanabhakdi

- Chairman of the Board
- Non-Executive Director

2 Khunying Wanna Sirivadhanabhakdi

- Vice Chairman of the Board
- Non-Executive Director

3 Ms. Potjanee Thanavaranit

- Independent Director
- Chairman of the Audit Committee

4 Police General Aek Angsanant

- Independent Director
- Chairman of the Corporate Governance Committee

5 Mr. Chotiphat Bijananda

- Non-Executive Director
- Chairman of the Risk Management Committee

6 General Thanadol Surarak

- Independent Director
- Audit Committee member
- (Resigned on 9 January 2017)

7 Mr. Vachara Tuntariyanond

- Independent Director
- Audit Committee member
- Corporate Governance Committee member

8 Ms. Suvabha Charoenying

- Independent Director
- Corporate Governance Committee member

9 Mr. Aswin Techajareonvikul

- Executive Director
- Chairman of the Executive Committee
- Chairman of the Corporate Social Responsibility Committee
- Risk Management Committee member



10 Mrs. Thapanee Techajareonvikul

- Non-Executive Director
- Corporate Governance Committee member
- Executive Committee member

11 Mr. Sithichai Chaikriangkrai

- Non-Executive Director
- Corporate Governance Committee member
- Executive Committee member
- Risk Management Committee member

12 Mrs. Vipada Duangratana

- Executive Director
- Executive Committee member
- Risk Management Committee member
- Corporate Social Responsibility Committee member

13 Ms. Rumpa Kumhomreun

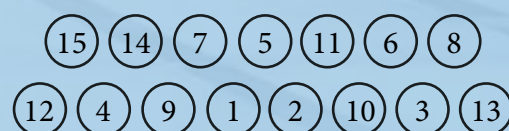
- Executive Director
- Executive Committee member
- Risk Management Committee member
- Corporate Social Responsibility Committee member

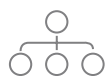
14 Mr. Weerawong Chittmittrapap

- Non-Executive Director

15 Ms. Sureerat Silpsakulsuk

- Non-Executive Director





Leadership Team



1. Mr. Aswin Techajareonvikul
CEO & President



2. Mrs. Vipada Duangratana
Deputy Chief
Executive Officer



3. Mr. Gary Hardy
Chief Operating Officer,
Retail



4. Mr. Yotin Thavikulwat
Chief Operating Officer,
Property Development



5. Ms. Rumpa Kumhomreun
Chief Financial Officer &
Business Controller



6. Mr. Teera Werathamsathit
Vice President,
Human Resources



7. Dr. Bundit Rungcharoenporn
Vice President, Management
Information System



8. Mr. Bruno Jouselin
Vice President, Operations



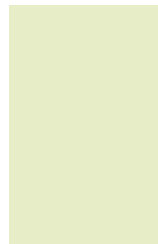
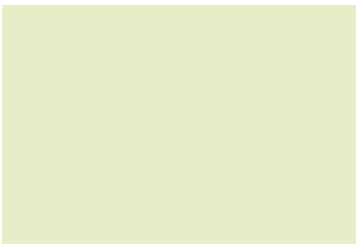
9. Mr. Daniel Peter Lysenko
Vice President,
Merchandise Hardlines &
Homelines



10. Dr. Songsak Wijathammarit
Vice President, Strategic
Operation HR Development



11. Ms. Sujittra Vichayasuek
Vice President,
Cost Optimization &
Procurement



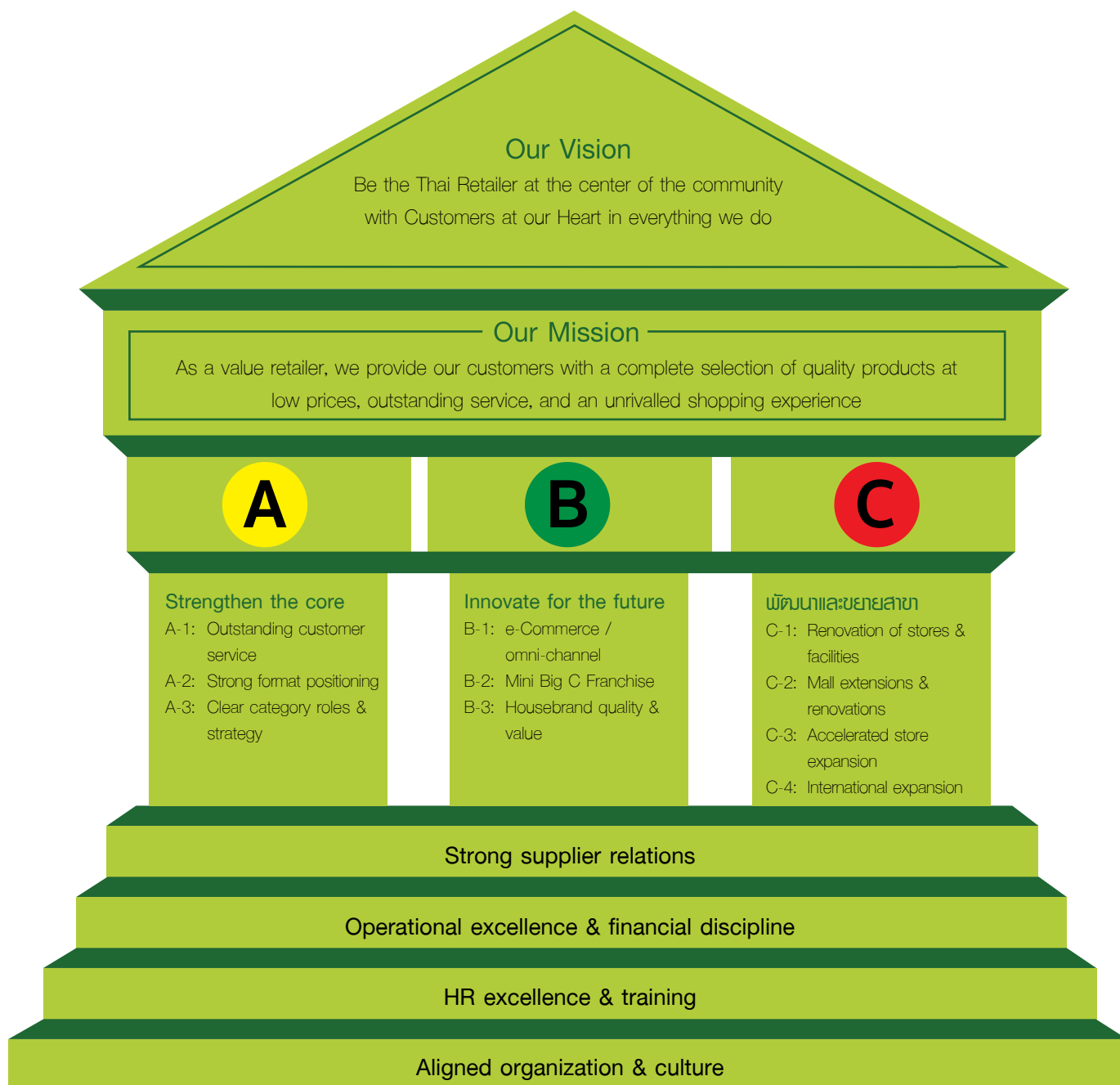
Big C

Thai retailer with customers at our



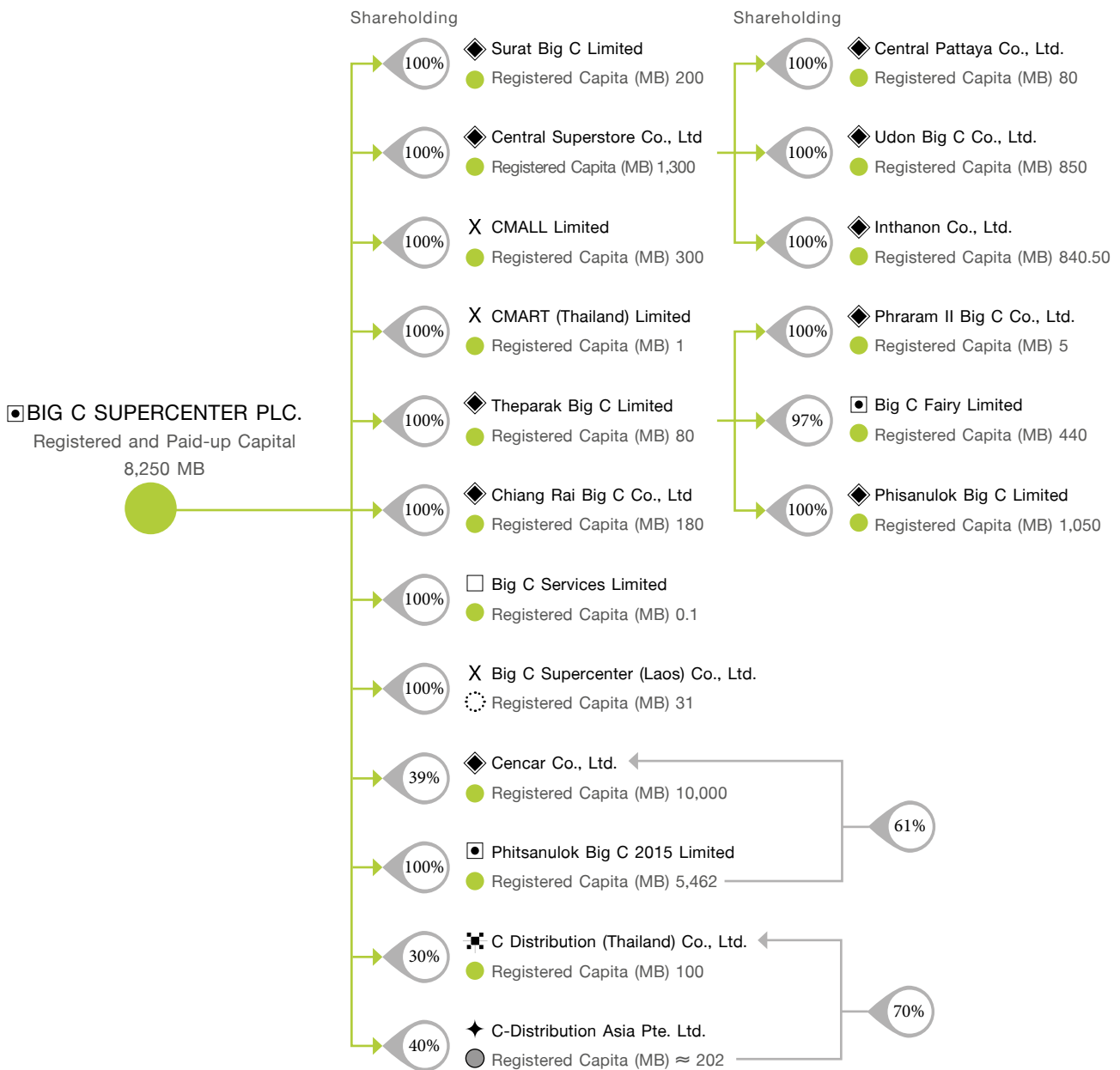


Vision, Mission & Strategic Direction 2017-2021





Shareholding Structure



Nature of business and address of subsidiaries and affiliates

1. Nature of Business

- ◆ Real Estate
- ◆ Holding Company
- Hypermarket
- ✱ Shopping-online in Thailand
- X Dormant / Not started operation yet
- General Services

2. Address of subsidiaries and affiliates

- 97/11, 6/F Rajdamri Road, Lumpini, Pathumwan, Bangkok
- Laos, PDR
- Singapore

Policy on business segmentation

Big C is operated under strong dual retail-property business model. Below you can find a list of companies where Big C holds more than 10% of the issued shares:

➤ Subsidiaries:

1. Most of subsidiaries conduct real estate business (Big C conducts its business on such properties)
2. Big C Fairy Co., Ltd. and Phitsanulok Big C 2015 Limited, conduct hypermarket business.
3. Big C Services Limited provides business activities in relation to life and non-life insurance.
4. CMALL Limited (changed name form Chiang Mai Big C (2001) Co., Ltd.) and CMART (Thailand) Limited (changed name form Big C Distribution Co., Ltd.) have stopped their operations.
5. Big C Supercenter (Laos) Co., Ltd. has not yet started its operations.

➤ Affiliates:

1. C Distribution (Thailand) Ltd. conducts business of shopping online under the name CMART (changed name form Cdiscount).
2. C-Distribution Asia Pte. Ltd. conducts holding business as an investment vehicle for e-commerce business in Thailand and Vietnam.

Relationship with Business of Major Shareholder

At present, major shareholders of the Company is Berli Jucker Public Limited Company (BJC) - a leading firm for packaging, health care products and manufacturing and distribution of consumer products. It is expected that, after the acquisition by BJC, the Company will receive many advantages such as use the manufacturing base of BJC, for instance, to procure tissue paper from BJC's factory in order to feed the Company's house brand which targets consumers that select quality products at affordable price. To enhance efficiency and to reduce cost of supplying construction equipment and tools based on expertise of BJC and related companies, as well as procurement of contractors. The integration logistics and resources, including distribution center and logistics system with purpose to enhance efficiency of product distribution and to reduce the cost for a long term, to access properties of BJC and related companies, which will subsequently lead to our store expansion in domestic and overseas market.

The Company adheres with good corporate governance principles. Business consideration aims at best interest for both the Company and for all shareholders. In this regard, the Company strictly follows SEC regulation in relation to related party transactions with major shareholder.



Nature of business

We are an omni-channel retailer operating throughout Thailand with a fully integrated network of physical and online store formats. Our stores offer a complete selection of everyday products at low prices, an outstanding service, and a fun shopping experience to all consumer segments and their shopping needs from stock-up to convenience shopping. Our strong dual retail-property model helps us to provide our customers a one-stop-shopping destination as our shopping mall tenants complement our store offering. Rental income from our tenants also provides stability to our income.

Operations:

Store formats. Our multiple store formats enable us to be of service whenever and wherever customers do their shopping. Whether it is a major weekly shopping trip or a walk to the neighborhood store for top-up or convenience shopping, our physical and online store network provides nationwide customer reach and offers the same maximum value for money and outstanding service to customers regardless of which store format they do their shopping in.

➤ Big C Supercenter

is a hypermarket targeting mid-to-low income customer segments offering maximum value through the combination of low prices, a wide selection of goods and services, a clean and efficient shopping environment, and outstanding service. At the end of 2016, we have 116 Big C Supercenter stores located throughout Thailand.

➤ Big C Extra

is a hypermarket targeting mid-to-high income customer segments offering a wider range of premium fresh and dry food items, as well as a wide selection of imported products, technology gadgets, wine and many more “extra” products and services on top of a complete Big C Supercenter assortment – while keeping Big C’s signature low prices. At the end of 2016, we have 15 Big C Extra stores located in Bangkok and large cities.

➤ Big C Market

is our supermarket format, targeting the mid to low income customer segment. The relatively smaller size of Big C Market stores enables us to penetrate areas that are not in the main district of a province. The format is designed to be the largest modern retailer in its catchment area. These stores differ from more traditional supermarkets concentrating mainly on food, by offering a wide range of products from fresh food to electronics. At the end of 2016, we had 59 Big C Market stores in Greater Bangkok and up country locations.

➤ Mini Big C

is a proximity/convenience store format targeting mid to low income customer segments. Proximity type Mini Big C stores carry a larger assortment than typical convenient stores and offer selected promotional items as in our hypermarkets – making it an ideal place for top-up shopping. Our convenience type Mini Big C stores offer an assortment geared towards convenience shopping and are mostly located at gasoline stations. During 2016 we extended our Mini Big C network to include Shell, Caltex, and Esso gasoline stations. We also made Mini Big C format available as franchise store and received very positive feedback from our franchisees. At the end of 2016, we had total of 465 Mini Big C stores, including 190 stores located at gasoline stations, and 37 franchise stores.



Big C Supercenter

➤ Online formats

While ecommerce is still relatively new in the Thai retail landscape and still represents only a small portion of the total retail sales, we believe that it is only a matter of time before it gains popularity and we consider it important for us to be part of this development. To us, our online offer is also an essential part of our omni-channel strategy, integrating our physical and online stores, and we believe that our physical store network offers us advantages over pure ecommerce businesses in serving customers. Our online customers can pick up their orders from our stores nationwide, offering additional convenience to our customers who can combine their order pick-up with their daily / weekly shopping routine. More and more customers make use of the additional convenience of the “click-and-collect” option instead of having to wait at home for their deliveries to arrive. We currently have two online store formats:

● Big C Shopping Online

is the extension of our physical Big C stores, providing our existing customers an additional channel to shop with us by offering familiar Big C ranges at same prices and promotions as our physical stores, and utilizing our hypermarket store network for order fulfillment and offering an order pick-up option. At the end of 2016, Big C Shopping Online offered c.20,000 SKUs to our online customers.

● CMART

is our exciting pure-play ecommerce platform that was created in 2016 when we rebranded Cdiscount.co.th. CMART targets all customer segments including customers who do not normally shop at our physical stores. CMART offers a wider range of products which you would not necessarily find in physical stores, and our market place offers a platform for selected partners, including Big C shopping mall tenants, to sell their products through CMART. At the end of 2016 we, together with our over 600 partners, offered c.130,000 SKUs to our CMART customers.

➤ Pure

is a drugstore format offering pharmaceutical, health, beauty and wellness products. Most of the current Pure drugstores are implanted into Big C hypermarkets and Big C Markets. At the end of 2016 we had a total of 142 Pure drugstores.



Big C Market



Mini Big C



Pure

Dual retail-property model.

Our shopping malls have a vital role to play in making our stores a “one-stop shopping destination” for our customers. The wide-ranging services and products offered by vendors and tenants at our rental space, inside and outside a store, not only draw customer traffic to stores but also provide rental income which is an important part of our revenues. Our tenants complement our store offering and can range from cinemas to kiosks and from home improvement stores to food vendors. They also offer various other services to our customers, such as official documentation services at Amphor Yim (Smiling Government District) stations, Immigration Service Centers at Big C Supercenter Don Mueang and Ratburana branches, and the Department of Consular Affairs Passport Office at our Big C Suwintawong store.

Our tenants mix consists of five categories, based on lease terms and types of business:

Commercial Retail Unit ➤ Consisting of mainly well-known brand name apparels, restaurants, cafes, banks and major chains, commercial retail unit tenants help enhance image, attractiveness and product varieties of Big C shopping centers.

Junior Anchor ➤ Consisting of large-scale tenants such as home improvement stores, cinemas, fitness centers, IT mall, and even Government Passport Office. Junior anchor tenants help satisfy customers’ needs beyond Big C’s product and service offerings. This type of tenants plays an important role in drawing additional traffic to our stores and making our shopping centers a one-stop shopping destination for customers.

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 buildings helps add fun and excitement to our customers’ shopping experience.

The size of our shopping malls varies depending on store format and location. During 2016, we added 10 shopping malls to our portfolio with a total space of approximately 49,000 sqm. At the end of the year we had 184 shopping malls with a total space of approximately 834,000 sqm.

Store renovations.

Renovations play a crucial role in maintaining our successful dual retail-property model, and ensuring that our stores offer our customers good modern facilities. We divide our renovations into three categories; extensions, right-sizing, and store improvement renovations. While our store improvement renovations mainly aim to update the look and feel of our properties by paying particular attention to car parking areas, restrooms, and employee facilities, our extension and right-sizing renovations aim to maximize our hypermarket’s productivity and introduce a refreshed shopping mall experience through enlarged mall footprints and a more attractive tenant mix to our customers. Through extension and right-sizing renovations we can increase the store’s productivity by analyzing the store layout and redefining the ratio of space dedicated between retail and rental area – thus optimizing sales density and rental income. In addition, our extension renovations will add significant new space to our rental area. During 2016 we completed a total of 8 extensions, 3 right-sizing renovations, and 23 store improvement renovations.

Marketing

Thai retailer with customers at our heart. “**Thainess**” has been in our DNA since the beginning, and it is very important for us to be the heart of the communities we operate in. Our stores are part of the daily lives of millions of Thais, offering them a one-stop-shopping destination and numerous services. In addition we encourage our stores to take actively part in local community activities and celebrations of local traditions. We also support local communities by promoting local products as Big C continues its direct purchase of agricultural produce within an extensive network of Thai farmers covering locally grown fruits and vegetables as well as meat and seafood.

Price leadership

has been our longstanding philosophy for over 20 years, and we are committed to delivering maximum savings to our customers via low price items. We are proud to be Thailand’s low-price leader and we continue working hard to be able to maintain this position. In early 2016 we further reinforced our price leadership position as we launched our “Price Commitment” with 5 key pillars:

- 1) **Price guaranteed promotions.** We guarantee that our promotional prices are the lowest. If our competitor promotes same item with cheaper price during our promotional period, we will lower our price.
- 2) **Promotional products always in stock.** We guarantee that our customers can purchase our promotional items. If an item is out-of-stock, we will issue a voucher which allows our customers to purchase the item with promotional price at a later date.
- 3) **5,000 items cheaper than last year.** We guarantee that we will always have at least 5,000 items with lower price than previous year.
- 4) **Always correct price tag.** We guarantee that our price tags are correct, “what you see, is what you pay”.
- 5) **Instant Coupons.** We allow certain category and product coupons to be used immediately with the current purchase.



Customer service

We started a major push to further improve our customer service levels during 2016 by significantly increasing staff training. All our store managers and employees completed customer service training during the year. We have also started listening more to what our customers have to say to us, putting increased focus on taking into account their comments, suggestions, and wishes to further improve our stores and services.

Big Card

our customer loyalty program, reached 8.9 million members in 2016. Big Card members enjoy instant cash coupons without having to wait for coupons or collect and redeem points. Since 2012 Big C has also teamed up with EYC, a world-leading analytical and customer centric technology company, to understand our loyal customers even better and to be able to offer individual customers exactly what they need.



Supply Chain

Products from over 3,800 suppliers make their way to Big C stores nationwide either through one of our distribution centers or through direct delivery to store. We currently have four distribution centers, two owned and operated by Big C (our Mini Big C DC at Thanyaburi and our Fresh Food DC at Ladkrabang) and two outsourced facilities (an Ambient Stocking DC at Wang Noi and a Cross Docking DC at Bang Plee). Our distribution centers make use of advanced technologies such as pick-to-light and voice-picking systems, improving our distribution centers operating efficiency and pick accuracy. During the year we continued our work on increasing the centralization of deliveries through our distribution centers. Higher centralization levels allow us to reduce our supply chain costs by optimizing costs at distribution centers and being able to offer higher service levels to our stores.

Products and Services

Products. We are determined to offer our customers a “Complete selection of everyday products at low prices” and our expert merchandise teams continuously search and expand our network to acquire quality products from over 3,800 domestic and international suppliers to fulfill the needs and preferences of all customer segments. As a result, Big C carries in total over 150,000 SKUs – c.97% of which are sourced locally - with prices ranging from opening price point to premium high-end items in every product category ranging from food to non-food products. Our merchandise is divided into the following categories:

- **Fresh food:** Meat, seafood, fresh fruits and vegetables, ready-to-eat and ready-to-cook meals, frozen food, baked goods, and various herbs and spices
- **Dry food:** Seasonings and condiments, beverages, snack foods, personal items, household chemicals, and pet food and accessories
- **Soft line:** Clothing and accessories
- **Hard line:** Wide range of electrical appliances including white goods, kitchen appliances, home entertainment equipment, automobile and motorcycle accessories, and home improvement and maintenance tools and supplies.
- **Home line:** Home decor and accessories, furniture, kitchenware, plastic storage items and utensils, decorative items, sporting goods, and toys.



Big C – Big Service

We use the strength of our store network across Thailand to capture customers' demand and offer special services to customers making it a one-stop destination. Through **“Big C Big Service,”** we offer for our over 500,000 customers visiting our stores daily services that provide convenience such as bill payment service, mobile phone- and online game top-up, international money transfer and e-Filing and e-Tax Payment services. During 2016 we started to cooperate with Southeast Insurance and Finance Group, and at the end of the year we had 59 hypermarkets offering life and non-life insurances through our **“Big C Care You”** counters. We have also teamed-up with the Ministry of Public Health, provincial health care offices and other related foundations to regularly provide free basic medical check-ups such as diabetes check-up and dental check-up including blood donation points and some specific vaccination service at selected stores.



Store Compliance

We comply with environmental laws. During the past 3 years, there has been no adverse legal dispute or lawsuit on environmental issue against the Company. blood donation points and some specific vaccination service at selected stores.

Structure of Revenues

The main sources of our revenues are retail sales, and rental and service income which we receive from our shopping mall tenants. The main components in our Other Revenues are brochure advertising income and in-store media concessions. In Year 2014, 2015, and 2016 in comparison, our 3 categories of revenues are shown below. We comply with environmental laws. During the past 3 years, there has been no adverse legal dispute or lawsuit on environmental issue against the Company. blood donation points and some specific vaccination service at selected stores.

	2014		2015		2016	
(Unit : Million Baht)	Value	%	Value	%	Value	%
Sales	121,845	90.0	119,620	89.5	107,240	88.7
Rental and Service Income	9,385	6.9	9,787	7.3	10,101	8.4
Other Revenues	4,165	3.1	4,302	3.2	3,577	2.9
Total Revenues	135,395	100	133,709	100	120,918	100



Competitive situation

Competitive situation in 2016

➤ Thai retail market

After a sluggish 2015, the year 2016 saw a moderate growth recovery for the Thai economy. The recovery was largely driven by government spending through various stimulus measures and a growing tourism sector. On the other hand, sustaining high household debt levels and various external factors during the year continued to keep consumer confidence at a low level. Also during the latter part of the year, the government's crackdown on "zero-dollar" tours and increased visa-on-arrival fees for certain nationalities a slowdown in growth of tourist arrivals. The passing of His Majesty King Bhumibol Adulyadej on 13th of October and the following nationwide mourning also contributed to a temporary consumption slowdown during the last quarter of the year. However, in the longer term Thailand still offers modern retailers plenty of room to grow as traditional trade still holds approximately half of the total retail sales. Thai customers' changing lifestyles and growing urban population offer modern retailers growth opportunities: as people have less time for shopping and higher expectations, the convenience and quality of service modern retailers are offering make them more attractive to the modern consumer.

➤ Continued expansion through all formats

Our expansion continued in all store formats during 2016 as we added a total of 97 stores and 9 town centers to our network. These include 6 hypermarkets (4 new stores and 2 MM Mega Market stores we acquired) and 4 Big C Market stores which all but one had town centers complementing their retail offer, 83 Mini Big C, out of which 37 were franchise stores, (closed 9 Mini Big C during the year) and 4 Pure drugstores (closed 25 Pure drugstores during the year). We also ramped up our store renovations with 8 extension renovations, 3 right-sizing renovations, and 23 store improvement renovations completed during the year.

➤ Our core store formats and competitive situation

The overall competitive landscape in the Thai retail business remains intense. There are currently three main players in the Thai retail market including Big C, Tesco Lotus and CP All / Makro, with all of them having multiple store formats and a nationwide network. In the hypermarket segment our acquisition of Carrefour Thailand operations at the beginning of 2011 significantly increased our exposure to large cities and tourist destinations and their more resilient spending, particularly in the hypermarket segment. Our multi-format strategy is also gaining momentum with good progress in Mini Big C proximity/convenience format as our store network reached 465 stores, including 37 franchise stores, by the end of the year.

➤ Hypermarket segment

In 2016 we continued our hypermarket expansion by opening 4 new Big C hypermarkets, and acquiring 2 MM Mega Market stores which are going to be rebranded to Big C Supercenters during 2017. This brought the total number of Big C hypermarkets to 131 (including 15 Big C Extra, and 116 Big C Supercenter stores) at the end of the year. In hypermarket segment we are directly competing with Tesco Lotus and have some overlap in our offering with Cash & Carry operator Siam Makro, and in certain non-food categories our offer overlaps with specialized retailers such as DIY stores and electronics stores. During the year Tesco Lotus opened 12 new hypermarket stores, increasing their network to total of 182 stores (including Tesco Lotus, Tesco Lotus Extra, and Tesco Department Stores). Siam Makro continued its aggressive expansion program in 2016 with 16 new stores opened, bringing their total number of stores to 112 (including 88 Makro, 19 Makro Food Service and 5 Siam Frozen Stores) at the end of the year.

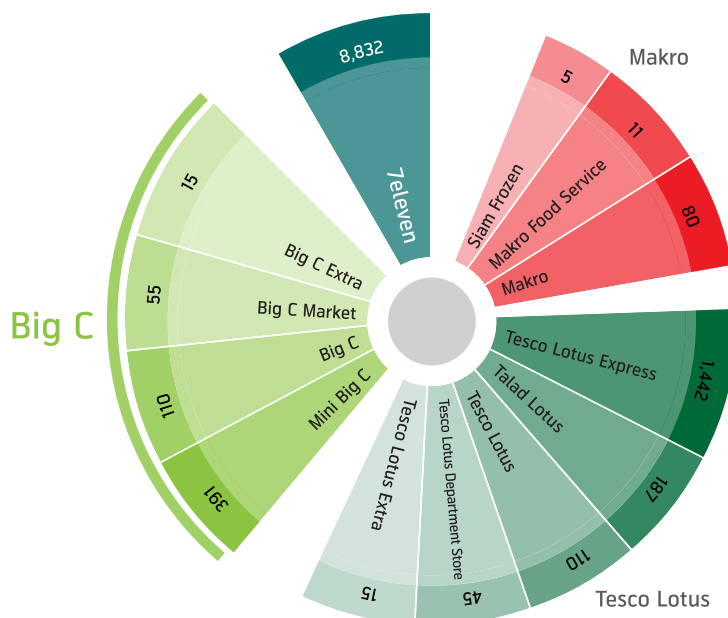
➤ Supermarket segment

Thailand's supermarket segment has many players including Big C, Tesco Lotus, Tops, MaxValu, Home Freshmart, Villa Market and Foodland. Our Big C Market supermarkets are aimed to serve customers in selected urban locations and smaller towns in upcountry where they are offering a wide range of products from food to non-food items. In 2016, Big C opened 4 new Big C Market stores, increasing the total number of stores to 59 at the end of the year. Meanwhile Tesco Lotus opened 5 new and closed 1 Tesco Lotus Talad stores, bringing the total number of stores to 191. Tops currently have a total of 136 stores in the supermarket category.

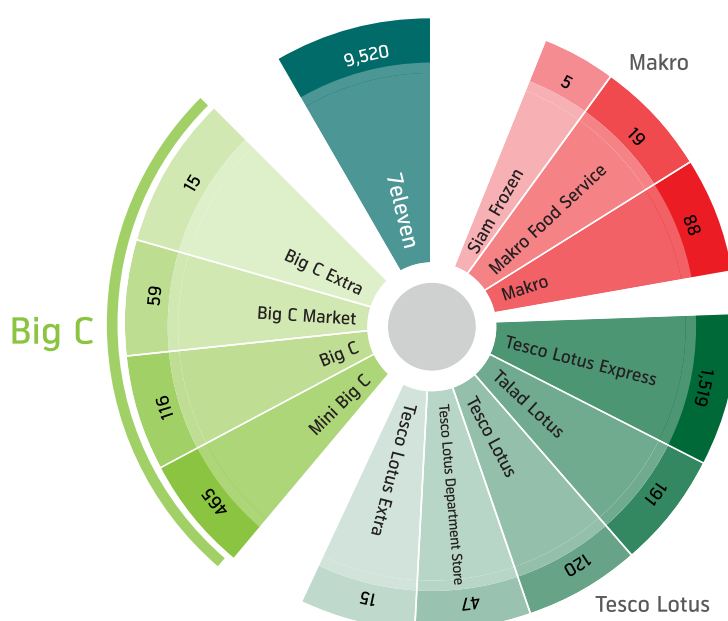
➤ Small store segment

There are two main store types in this segment, convenience stores and proximity stores. The main proximity type store operators in Thailand are Mini Big C, Tesco Lotus Express, Tops Daily and MaxValu Tanjai, while the main convenience type store operators are CPALL, FamilyMart, Lawson108, and Big C. Big C added a total of 74 net openings (including 37 franchise stores) during 2016 bringing the total number of Mini Big C's to 465 stores (including 37 franchise stores) at the end of the year. We are very excited about the opportunities we see in the proximity/convenience sector and believe that our Mini Big C format is ready for a significant ramp-up in expansion starting from 2017. Tesco Lotus opened 78 and closed 1 Tesco Express stores during the year bringing the total number of stores to 1,519 at the end of the year. In the convenience store segment CP All with their 9,520 7eleven stores is the clear leader, and FamilyMart is number two with 1,138 stores at the end of the year.

● End of Dec 2015



● End of Dec 2016





Major Changes and Developments

1994

- First Big C Supercenter opened on Chaengwattana road in Bangkok. This store is our original hypermarket, following successful dual retail-property model and targeting mid- to low-income customer group.



1999

- Formed a business alliance with Casino Group, a leading French retailer and one of the world's foremost food retailers, benefiting Big C from sharing of knowledge and expertise of Casino Group from multiple store formats and distribution channels in various countries.



2002

- Founded Big C Foundation, aiming to provide educational opportunities to under privileged children. Since its inauguration Big C Foundation has contributed over 350 million Baht to support and promote youth education by constructing 44 school buildings for underprivileged schools across Thailand, granting over 42,000 scholarships to students nationwide and constructing youth development facilities such as libraries, basketball courts and community hospitals.



2011

- Acquired Carrefour's Thailand operations (43 stores) gaining access to Bangkok city center locations and many tourist destinations. The acquisition also enlarged Big C's target customer profile to include mid- to high-income segment in selected stores.
- Introduced two new large format stores: Big C Extra concept for ex-Carrefour premium stores targeting mid to high income customers; and Big C Jumbo targeting professional customers such as hotels, restaurants and caterers (HORECA), as well as large families.



2012

- Entered into a strategic partnership with Bangchak Petroleum to set up Mini Big C proximity stores in Bangchak service stations.
- Executed a successful private placement of 23.6 million shares and used proceeds to partially repay the debt we took to acquire Carrefour Thailand operations.



2013

- Reached a respectable age of 20 years, exhibiting the resilience of our successful dual retail-property model as Big C has thrived through various ups and downs over the years.
- As part of our 20th anniversary celebrations we launched a bottom-up Corporate Social Responsibility program that brings the local community to work with the store in the area to develop projects that best suit their interest.



2014

- As a part of our complete supply chain overhaul, we opened two new distribution centers during the year, providing us more efficiency and capacity for expansion in future.
- Accelerated our e-commerce business development by launching Cdiscount.co.th, pure e-commerce player, in partnership with Cdiscount International.



Cdiscount
www.cdiscount.co.th



2015

- Completed our major supply chain overhaul by opening new state-of-the-art Fresh Food distribution center in Ladkrabang.
- Our omni-channel integration progressed further with joint promotion campaigns between our physical and online stores and opening more online order pick up points to our stores.
- Launched various exciting partnership developments with Thailand Post and Happy Fresh.



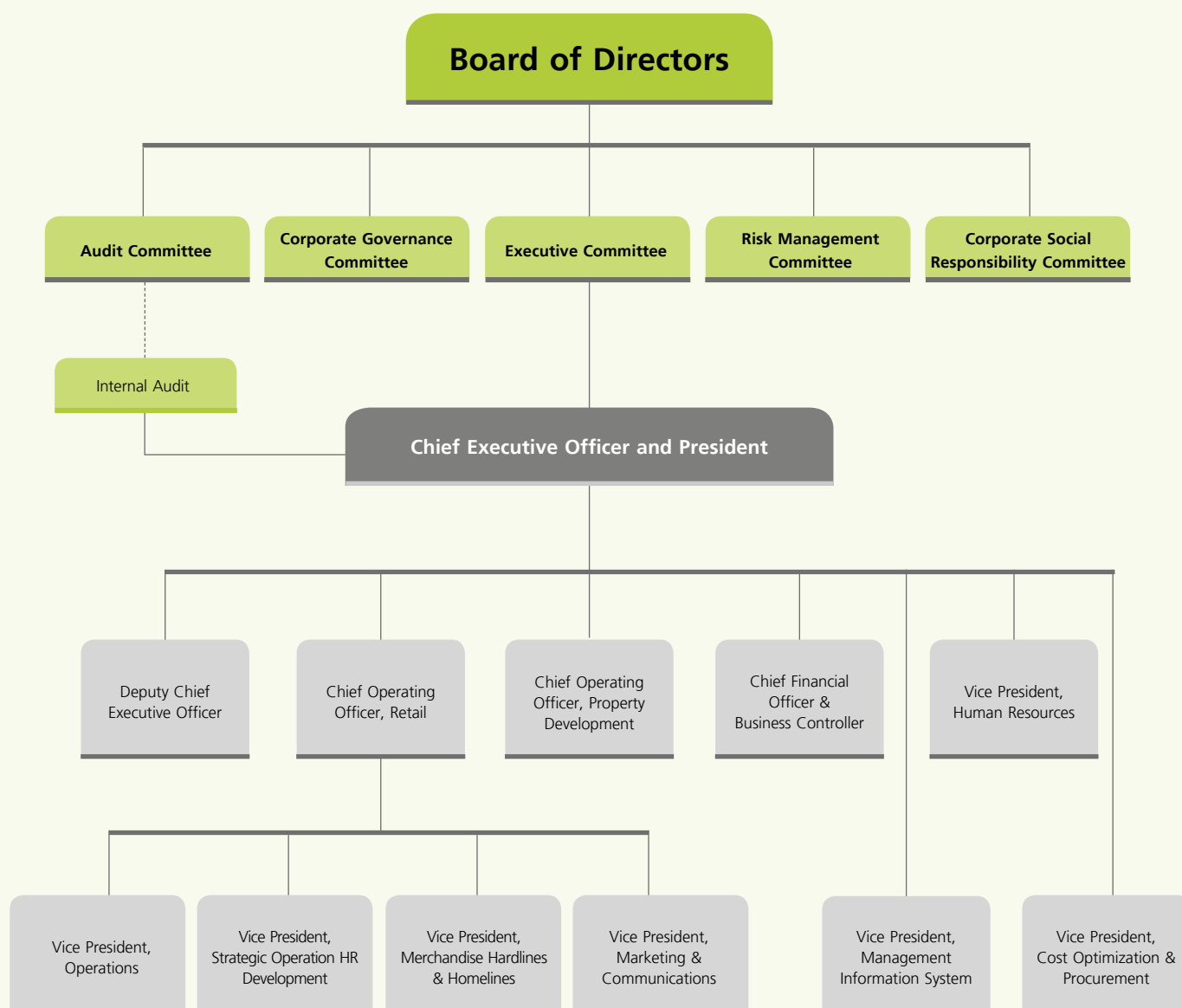
2016

- Berli Jucker Public Company Limited, one of Thailand's leading commercial conglomerates, acquired Casino Group's stake in Big C Supercenter, and subsequently after completing tender offer, BJC shareholdings increased to 97.94% of Big C's shares.
- Continued ramping-up our expansion and store renovations during the year, and building up the pipeline for further expansion in 2017
- Launched first Mini Big C franchise stores, and extended Mini Big C store network to Shell, Caltex, and Esso gasoline stations.
- Rebranded Cdiscount.co.th into Cmart.co.th and completely revamped our Big C Shopping Online website.
- Started implementing organizational changes to become the "Thai retailer who has customer in our heart".





Organization Chart



Note: Organization Chart disclosure on definition of “Executive” is per SEC



Management Structure

Board of Directors

SubCommittee:

1. Audit Committee
2. Corporate Governance Committee
3. Risk Management Committee
4. Corporate Social Responsibility Committee
5. Executive Committee

Executive Committee

Board of Directors:

As of 31 December 2016, the Board consists of 15 members:

1) 7 Non-Executive Directors;

among them, 5 are independent directors or 1/3 of Board composition.

2) 3 Executive Directors

The Chairman of the Board is not the CEO & President, to ensure good corporate governance between the Board of Directors and Management.

Name - Surname	Position	Binding Signatories	Date of appointment	Meeting attended (No. of meeting)
1. Mr. Charoen Sirivadhanabhakdi	Chairman of the Board / Non-Executive Director	Group 1	22 Mar 2016	8 (8)
2. Khunying Wanna Sirivadhanabhakdi	Vice Chairman of the Board / Non-Executive Director	Group 1	22 Mar 2016	8 (8)
3. Ms. Potjanee Thanavarani	Independent Director	-	25 Apr 2016	7 (7)
4. Police General Aek Angsanonont	Independent Director	-	25 Apr 2016	5 (7)
5. General Thanadol Surarak ²	Independent Director	-	25 Apr 2016	6 (7)
6. Mr. Vachara Tuntariyanond	Independent Director	-	24 Apr 2013	11 (11)
7. Ms. Suvabha Charoenying	Independent Director	-	4 Nov 2015	10 (11)
8. Mr. Sithichai Chaikriangkrai	Non-Executive Director	Group 2	22 Mar 2016	9 (9)
9. Mr. Weerawong Chittmittrapap	Non-Executive Director	-	22 Mar 2016	6 (9)
10. Mr. Chotiphat Bijananda	Non-Executive Director	Group 2	22 Mar 2016	7 (9)
11. Ms. Thapanee Techajareonvikul	Non-Executive Director	Group 1	22 Mar 2016	7 (8)
12. Ms. Sureerat Silpsakulsuk	Non-Executive Director	Group 2	25 Aug 2016	2 (2)
13. Mr. Aswin Techajareonvikul	Executive Director / CEO & President	Group 1	22 Mar 2016	9 (9)
14. Mrs. Vipada Duangratana	Executive Director	Group 2	26 May 2016	5 (5)
15. Ms. Rumpa Kumhomreun	Executive Director	Group 2	30 Apr 2012	11 (11)

Name - Surname	Position	Binding Signatories	Date of appointment	Meeting attended (No. of meeting)
Changes during the year				
1. Mr. Akani Thapthimthong (22 Mar 2016)	Chairman of the Board / Independent Director	-	28 Apr 2010	2 (2)
2. Mr. Sun Vithespongse (22 Mar 2016)	Independent Director	-	4 Nov 2015	2 (2)
3. Mr. Kijja Pattamasattayasonthi (22 Mar 2016)	Independent Director	-	8 Apr 2014	1 (2)
4. Praphan Eamrungraj (22 Mar 2016)	Non-Executive Director	-	28 Apr 2010	2 (2)
5. Dr. Herve Daudin (22 Mar 2016)	Non-Executive Director	-	24 Jul 2013	1 (2)
6. Mr. Philippe Alarcon (22 Mar 2016)	Non-Executive Director	-	30 April 2012	2 (2)
7. Mr. Gabriel Naouri (22 Mar 2016)	Non-Executive Director	-	8 April 2014	1 (2)
8. Mr. Guillaume Pierre Antoine Marin Humbert (22 Mar 2016)	Non-Executive Director	-	20 Oct 2010	0 (2)
9. Ms. Josseline De Clausade (22 Mar 2016)	Non-Executive Director	-	10 April 2013	2 (2)
10. Ms. Diane Coliche (22 Mar 2016)	Non-Executive Director	-	10 April 2013	1 (2)
11. Mr. Robert James Cissell (28 Jun 2016)	Executive Director	Group 2	5 Nov 2014	6 (6)
12. Mr. James Alfred Scott (22 Aug 2016)	Executive Director	Group 2	6 Jul 2016	0 (1)
13. Mr. Stephen Joseph Camilleri (23 May 2016)	Executive Director	Group 2	8 Apr 2015	5 (5)

Ms. Rumpa Kumhomreun, CFO & Business Controller, is the Company Secretary.

- Remark:**
1. Binding signatories are the joint signatures of one member of Group 1 and one member of Group 2, together with affixation of the Company's seal.
 2. General Thanadol Surarak resigned from the Company's Director on 9 January 2017. The Board of Directors appointed General Nivat Meenayotin to be an Independent Director and Audit Committee Member on 15 February 2017 in the Board of Director Meeting No.1/2017.
 3. Certain directors were unable to attend certain meetings due to their overseas travelling. However, they informed the company prior to the meeting;

Term of Directors

In general each director sits on the Board for 3 years, subject to Article 18 – “One-third of the entire board must retire at every Annual General Meeting”. If the total number of board members cannot be divided into one-third exactly, then the number of board retirement should be the closest number to one-third. The retiring director may be reelected.

The powers and duties of the Company's Board of Directors

1. To oversee the Company's business management and operations.
2. To supervise and perform the duties to be in accordance with the law, objectives, and the Article of Association of the Company as well as the resolution of the shareholders' meeting.
3. To determine policy, direction, vision, mission for the Company (including annual review thereof) and to supervise Management to effectively and efficiently perform their duties according to the policies in order to create best interest to the Company and shareholders

Board of Directors Meetings

Quarterly meeting schedules are notified to Board members at the beginning of the year. In 2016, there were extraordinary meeting 7 times, total meeting was 11 times. Meeting agenda was jointly reviewed by the Chairman of the Board and CEO. Board received invitation with clear agenda items and reading materials 7 days before the meeting except the extraordinary meeting was exigent which was unable to pass reading material in advance as required. In this case, all directors acknowledged an exigencies and did not resist if any sensitive information. Directors may make inquiry to Company Secretary or Director of Governance and Compliance Department.

Independent Directors

The Corporate Governance Committee has the role in reviewing and identifying qualification of independent directors and proposes to the Board for approval. Currently, a qualification of independent directors regarding maximum shareholding in the Company is more stringent than requirement of the SEC and SET, i.e.

1. Holding shares not exceeding 0.5 percent of the total number of voting rights of the company,

its parent company, subsidiary, affiliate or major shareholder or controlling person, including the shares held by related persons of the independent director;

2. Neither being nor used to be an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of assignment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, or child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary;
4. Neither having nor used to have a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of assignment.

The term ‘business relationship’ above shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or its counterparty being subject to indebtedness payable to the other party in the amount of three per cent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market

Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor having been an auditor of the company, its parent company, subsidiary, affiliate major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary, affiliate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of assignment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary, affiliate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of assignment;
7. Not being a director who has been appointed as a representative of the company's director, major shareholder or shareholders who are related to the company's major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the company or its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary;
9. Not having any characteristics which make him incapable of expressing independent opinions with regard to the company's business affairs.

The Company Secretary

Ms. Rumpa Kumhomreun holds the position of the Company Secretary, together with the Executive

Director and VP- Accounting & Finance (CFO). She has held the Company Secretary position since she was appointed to it by the Board in 2008, with expertise and experience in accounting. The Company Secretary ensured that the Board and Executives are advised on necessary laws and regulations for the Company's benefits. She also supervised on activities of the Board and coordinated with Management for implementing the board resolutions, including the meeting of directors and shareholders and the preparation and maintenance of director records, invitations to meetings, minutes of meetings, annual reports, conflict of interest report of the directors and/or executives, etc. The company secretary also monitors and gives advice to the Company and the Board in pursuant to relevant laws and regulations. (Biography of Ms. Rumpa Kumhomreun is in the section "Qualifications of Directors and Executives").

The company secretary received IOD training on Director Certification Program (DCP), class 169, year 2013 and DAP Class Big C / 2015.

Subcommittees

The Board of Directors established 5 sub-committees; the Audit Committee, the Corporate Governance Committee, the Risk Management Committee, the Corporate Social Responsibility Committee and the Executive Committee.

1. The Audit Committee

As of 31 December 2016, the Audit Committee comprised of 3 members as follow. Term of each member is aligned with the applicable term of his/her directorship (generally 3 years – see details under "Term of the Company's Board of Directors"). Every member of the Audit Committee is qualified under the requirements of SEC and SET. One member possesses expertise and experience in Accounting. Responsibility of the Audit Committee is prescribed in the Audit Committee Charter, covering areas beyond the recommendation of SET. The Charter requires at least 5 meetings per annum.

Name	Position	Meeting attended (no. of meeting)
1. Ms. Potjanee Thanavarant	Chairman	3 (3)
2. Mr. Vachara Tuntariyanond	Member	1 (3)
3. General Thanadol Surarak ²	Member	7 (7)

Ms. Nantavadee Suntibunyut, Director of Internal Audit, is the Secretary to the Audit Committee.

Remark:

1. All 3 members have adequate expertise and experience to review creditability of the financial reports.
2. General Thanadol Surarak, Independent Director and Audit Committee Member has resigned on 9 January 2017.

Duties and Responsibilities

The Audit Committee has power and responsibilities as follows:

1. To review the Company's financial reports are prepared in accordance with the generally accepted accounting standards and relevant specific laws, including the adequate disclosure of complete, accurate and sufficient information and related party transactions and/or conflicts of interest.
2. To promote the development of financial reporting system so as to be consistent with and meet the requirements of the generally accepted accounting standards.
3. To select the external auditor by considering the independence, competence and experience in performance of duties for appointment, termination and determination of auditor remuneration; and nominate to the Board of Directors for the approval in the Annual General Meeting.
4. To review the external and internal auditors' observations on related party transactions and transactions which may cause a conflict of interest, in compliance with law and regulations of the Stock Exchange of Thailand so as to ensure reasonableness of such transactions and maximum benefit of the Company.
5. To review internal control and internal audit systems and provide recommendations to ensure the appropriateness, effectiveness and efficiency and in accordance with the international standards by considering worthiness and covering all key processes.
6. To oversee the Company's preventive control system to reduce or suspend a loss or waste of the Company's resources for the benefit and enhancement of effectiveness and efficiency in performance of the Company's functions.
7. To jointly consider with the CEO and President the appropriateness of the appointment, transfer, dismissal, performance appraisal and remuneration of the Internal Audit Head. If any opposing view, it shall be considered by the Board of Directors or any person delegated by the Board of Directors. The decision of the Board of Directors or any person delegated by the Board of Directors will be final.
8. To coordinate with the external auditor for independence and fairness of auditing.
9. To review that the Company has established an appropriate risk management system and to provide recommendations to ensure that it is always up-to-date.
10. To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand, and the laws related to the Company's business.
11. To obtain progressed report from management and Company's legal advisor regarding key issues on conforming to the relevant laws and regulations.
12. To review the Audit Committee Charter on an annual basis in order to consider and assess its current assigned roles and responsibilities as well as to propose any required amendments accordingly.
13. To approve the Internal Audit Charter and to regularly review it in an appropriate period determined by the Audit Committee.
14. To approve an annual audit plan and evaluate the performance of the internal audit function.
15. To approve an annual budget and a workforce planning of the internal audit function and present it to the Board of Directors or any person delegated by the Board of Directors for additional comment, if any. Then the approved budget and manpower of the internal audit function shall be submitted to the CEO and President for execution.
16. To have the power, subject to an approval of the Board of Directors or any person delegated by the Board of Directors, to engage any professional advisor to seek independent opinions if it seems necessary at the Company's expense, provided that the engagement shall be in

adherence to the Company's procedures and rules on this matter.

17. To have the authority to invite Executives, Management and employees of the Company and related persons to attend a meeting with or to provide information to the Audit Committee. It shall be deemed as the duty of such persons to cooperate with the Audit Committee.
18. To determine the remuneration of secretary to the audit committee and assistant secretary, if any, and propose to the Board of Directors for the approval.
19. To perform other duties as assigned by the Board of Directors of the Company with the consent of the Audit Committee.

2. The Corporate Governance Committee

As of 31 December 2016, the Corporate Governance Committee comprised of 5 members as follow. Term of each member is aligned with the applicable term of his/her directorship (generally 3 years – see details under “Term of the Company's Board of Directors”). Chairman and majority of the CG Committee members are independent directors, possessing expertise and experience in corporate governance matters. Responsibility of the CG Committee is prescribed in the CG Committee Charter, with the responsibility in supporting the development in 3 main areas, i.e., corporate governance in accordance with the framework approved by the Board of Directors, framework for nomination and remuneration of directors and CEO & President. In 2016, the CG Committee convened 8 meetings (the Charter required at least 4 meetings per annum as necessary and appropriate), to sufficiently cover and perform its duties identified in the Charter. Meetings engaged with experts or persons related to meeting agenda in order to effectively discuss and render recommendation to the Company.

Name	Position	Meeting attended (no. of meeting)
1. Police General Aek Angsanant	Chairman	6 (7)
2. Mr. Vachara Tuntariyanond	Member	7 (8)
3. Ms. Suvabha Charoenying	Member	7 (8)
4. Mr. Sithichai Chaikriangkrai	Member	7 (7)
5. Ms. Thapanee Techajareonvikul	Member	5 (7)

Ms. Thapanee Techajareonvikul, Non-Executive Director, is the Secretary to the CG Committee.

Ms. Rumpa Kumhomreun, CFO & Business Controller, is the Assistant to the Secretary.

Duties and Responsibilities

1. To recommend guidelines and policies concerning corporate governance to the Company's Board of Directors in accordance with generally accepted principles of good corporate governance, including transparency, accountability and verifiability.
2. To review the good corporate governance policies of the Company at least every 2 years and make recommendations to the Board as deemed appropriate.
3. Giving advice on the number of company directors based on the size, business type and other element of the organization, as well as adjusting that number in line with changing circumstances. The Board of Directors must comprise specialists in areas related to the company's operations who also have experience in other subjects.
4. To make recommendations on the criteria and qualifications for membership of the Board and screen the qualifications for candidates for election to the Board.
5. Considering and determining requirements, and approving management, employment, appointment and promotion plans, as well as succession plans for the CEO position (referring to Duties of HR Administration, or DOA – HR, which are approved case by case by the company's Board of Directors).
6. To make recommendations on remuneration of the Board and subcommittees to the Board of Directors.
7. Considering and determining requirements, and approving annual remuneration and increase annual salary for the CEO position (referring to Duties of HR Administration, or DOA – HR, which are approved case by case by the company's Board of Directors).

8. Giving advice when the company offers newly issued securities in order to motivate directors and employees. The Committee then proposes the issuance at the meeting of Board of Directors and/or that of shareholders for approval.
9. To be entitled to hire external expert to act as advisor and to participate in the meeting of the Committee, under approval of the Board of Directors or a person designated by the Board of Directors.
10. To perform any other duties related to corporate governance as assigned by the Board of Directors.

3. Risk Management Committee (RMC)

The Risk Management Committee comprised of representatives from the Non-Executive Directors and Executives, in order to ensure effective risk management. As of 31 December 2016, the RMC has 7 members as follow, from functions responsible for implementation of mitigation against corporate risks of that year. The review of members will be in parallel with annual assessment of corporate risks, which will take place at the end of each calendar year. Responsibilities of the RMC are defined in the RMC Charter, with at least 1 meeting per quarter.

Name	Position
1. Mr. Chotiphat Bijananda	Chairman
2. Mr. Aswin Techajareonvikul	Member
3. Mr. Sithichai Chaikriangkrai	Member
4. Mrs. Vipada Duangratana	Member
5. Ms. Rumpa Kumhomreun	Member/ Chief Risk Officer
6. Mr. Gary Hardy	Member
7. Ms. Christelle Genevieve Christiane Youx Dufour	Member

Ms. Nantavadee Suntibunyut, Director of Internal Audit, is the Secretary to the RMC.

Duties and Responsibilities

1. To comply with law and regulation of SET and SEC relating to risk management function.
2. To consider key corporate risks and establish risk management policy which can analyze, evaluate, and follow up the efficiency of risk management process, as well as propose to Board of Director (BOD) to acknowledge.
3. To review the adequacy and efficiency of risk management policy and prepare report of risk management committee to propose to the Management Meeting as seen appropriate or requested by BOD.
4. To determine the strategies which apply for risk management to comply with the Company's Risk Management policy, which is approved by BOD Meeting. Analysis, evaluation, and follow up the compliance with the Company's Risk Management policy.
5. To monitor and support Enterprise Wide Risk Management to be successful by emphasis on promotion of risk awareness to the Management and staff.
6. To perform other duties that pertain to risk management as assigned by BOD Meeting with consent of RMC

4. Corporate Social Responsibility Committee

The CSR Committee comprised of representatives from the Executive Committee. As of 31 December 2016, the CSR Committee has 5 members as follow, from functions responsible for driving the implementation of CSR activities in the focus areas. The review of members will be in parallel with the review of key plan. Responsibilities of the CSR are defined in the CSR Charter, with minimum quarterly meeting. The CSR Committee is supported by the CSR Working team. (Details are available under section CSR Report.)

Name	Position	Meeting attended (no. of meeting)
1. Mr. Aswin Techajareonvikul	Chairman	9 (9)
2. Mrs. Vipada Duangratana	Member	7 (7)
3. Ms. Rumpa Kumhomreun	Member	9 (9)
4. Mr. Gary Hardy	Member	9 (9)
5. Mr. Yotin Thavikulwat	Member	9 (9)

Duties and Responsibilities

To establish and review corporate social responsibility policies and programs, including annual budgets and implementation thereof in accordance with CSR guideline of the SET and/or international standards, and perform any other duties related to corporate social responsibility as assigned by the Board of Directors.

5. Executive Committee

As of 31 December 2016, the Executive Committee consists of 10 members as follow. The Committee is in charge of business operations in accordance with the company's operating plans and objectives. Its duties and responsibilities are clearly specified.

Name	Position	Meeting attended (no. of meeting)
1. Mr. Aswin Techajareonvikul	Chairman	9 (9)
2. Ms. Thapanee Techajareonvikul	Member	8 (9)
3. Mr. Sithichai Chaikriangkrai	Member	7 (9)
4. Mrs. Vipada Duangratana	Member	7 (9)
5. Ms. Rumpa Kumhomreun	Member	9 (9)
6. Mr. Gary Hardy	Member	5 (5)
7. Mr. Teera Werathamsathit	Member	8 (9)
8. Dr. Oliver Johannes Gottschall	Member	0 (1)
9. Ms. Christelle Genevieve Christiane Youx Dufour	Member	8 (9)
10. Ms. Sujittra Vichayasuek	Member	5 (5)

Ms. Christelle Genevieve Christiane Youx Dufour, Executive Vice President – Group Portfolio Management Division, is the Secretary to the EXCOM.

Duties and Responsibilities

- 1) Studying and determining the company's policies and operation strategy, which will later be proposed to the company's Board of Directors.
- 2) Overseeing business operations in accordance with the plans and targets, which are approved by the company's Board of Directors, as well as reviewing the company's expenses, revenues and operating results.
- 3) Appointing a person/persons to be in charge of financial transactions with financial institutions and provide signature in financial documents. The person's name will later be proposed to the company's Board of Directors for approval.
- 4) Finance
 - 4.1) In charge of contractual authorization and a list of contractual obligations, which will later be proposed to the company's Board of Directors.
 - 4.2) The Executive Committee is in charge of all forms of financial transactions engaging commercial banks and financial institutions as the Committee sees right. The Committee's decision must aim at protecting the company's benefits and remain within the annual budget, which is approved by the Board of Directors.

The mentioned "all forms of financial transactions" hereby include account administration, liquidity management, loan application, foreign currency exchange, risk management, any affairs involving financial instruments, and other affairs as the Executive Committee sees right. These activities must not exceed the 10 billion baht budget as approved by the Board of Directors. The Executive Committee also signs important agreements and documents.

After completing any of the transactions as specified in 4.2, the Executive Committee must notify the Board of Directors at the next Board meeting. However, for any transactions involving derivatives, the Executive Committee must provide immediate notification once the transaction is proceeded or completed. For borrowing transactions, notification must be made for every 1 billion baht of new debt.

- 5) Determining HR administration duties that are beyond the Corporate Governance Committee's responsibilities.

The HR administration duties include employee recruitment, appointment, relocation, penalty, dismissing, remuneration, salary structure, bonus, compensation, benefits and other wages, as well as work expenditure coverage. They also include establishing the department's management structure; determining costs, levels and positions, evaluation, promotion, succession, holiday, leaves, work hours; and determining and approving travel allowance. In addition, the duties involve training and development programs, and implementation of other rules and regulations related to HR management.

- 6) Authorize a person/persons to make decision on expenditure and investment costs, which must be

within the annual budget as agreed by the Board of Directors.

- 7) Appointing a person/persons to be in charge of new branch opening and registration of juristic affairs that involve the Department of Lands, including purchase registration, leasing agreements, the land servitude and the combination/separation of title deeds of that land in question.
- 8) Overseeing negotiations with business partners and important business decisions, and coordinating with group companies. The Committee must also report such move to the Board of Directors.
- 9) Performing other duties as assigned. The Executive Committee is authorized to appoint attorneys and/or to give the Chief Executive or any other persons the authority in operation management. The authorized individual will perform his/her duties within the Executive Committee's power.

List of executives

As of 31 December 2016, the Company had 11 Executives under definition of SEC, as follow:

Name - Surname	Position
1. Mr. Aswin Techajareonvikul	CEO & President
2. Mrs. Vipada Duangratana	Deputy Chief Executive Officer
3. Mr. Gary Hardy	Chief Operating Officer, Retail
4. Mr. Yotin Thavikulwat	Chief Operating Officer, Property Development
5. Ms. Rumpa Kumhomreun	Chief Financial Officer & Business Controller
6. Mr. Teera Werathamsathit	Vice President, Human Resources
7. Dr. Bundit Rungcharoenporn	Vice President, Management Information System
8. Mr. Bruno Jousselin	Vice President, Operations
9. Mr. Daniel Peter Lysenko	Vice President, Merchandise Hardlines & Homelines
10. Dr. Songsak Wijaithammarit	Vice President, Strategic Operation HR Development
11. Ms. Sujittra Vichayasuek	Vice President, Cost Optimization & Procurement

The powers, duties and responsibilities of the CEO & President

The Chief Executive Officer and President are responsible for supervising the operations of the Company that are in accordance with the specified objectives and strategies in line with the related legal framework and within the scope of power assigned by the Board of Directors. The CEO & President will present the strategic plan to the Board of Directors for approval.

Report of Conflict of Interest and Shareholding by Directors and Executives

The Company sets clear guidelines for reporting the conflict of interest and shareholding for the board and executives. (Details are available in the section CG matters at Big C.)

Summary of changes in Big C's shareholding by Directors and Executives as of 31 December 2016.

Shareholding below represents the aggregate number of shares held by spouse, minor child, and people under Section 258 of the SEC Act B.E. 2535.

Name-Surname	Shareholding		Change of Shares during year Increased (Decreased)
	31 Dec 2015	31 Dec 2016	
Shareholding by Directors			
1. Mr. Charoen Sirivadhanabhakdi	-None-	-None-	-None-
2. Khunying Wanna Sirivadhanabhakdi	-None-	-None-	-None-
3. Ms. Potjanee Thanavaranit	-None-	-None-	-None-
4. Police General Aek Angsananont	-None-	-None-	-None-
5. General Thanadol Surarak ²	-None-	-None-	-None-
6. Mr. Vachara Tuntariyanond	-None-	-None-	-None-
7. Ms. Suvabha Charoenying	-None-	-None-	-None-
8. Mr. Sithichai Chaikriangkrai	-None-	-None-	-None-
9. Mr. Weerawong Chittmittrapap	-None-	-None-	-None-
10. Mr. Chotiphat Bijananda	-None-	-None-	-None-
11. Ms. Thapanee Techajareonvikul	-None-	-None-	-None-
12. Ms. Sureerat Silpsakulsuk	-None-	-None-	-None-
13. Mr. Aswin Techajareonvikul (Executive Director)	-None-	-None-	-None-
14. Mrs. Vipada Duangratana (Executive Director)	-None-	-None-	-None-
15. Ms. Rumpa Kumhomreun (Executive Director)	-None-	-None-	-None-
Shareholding by Executives			
16. Mr. Gary Hardy	-None-	-None-	-None-
17. Mr. Yotin Thavikulwat	-None-	-None-	-None-
18. Mr. Teera Werathamsathit	-None-	-None-	-None-
19. Dr. Bundit Rungcharoenporn	-None-	-None-	-None-
20. Mr. Bruno Jouselin	-None-	-None-	-None-
21. Mr. Daniel Peter Lysenko	-None-	-None-	-None-
22. Dr. Songsak Wijaithammarit	-None-	-None-	-None-
23. Ms. Sujittra Vichayasuek	-None-	-None-	-None-

Directors and Executives remuneration

The Directors remuneration

The Board of Directors delegated the Corporate Governance Committee to make recommendation on remuneration of the Board and Subcommittees in order to propose to the Shareholders for approval as required by law. Proposal was in line with the best practice guideline for the Nomination and Remuneration Committee of the SET. Proposed remunerations were categorized into two groups; retainer fees and meeting fees, taking into account the comparison between businesses in same industry, size of the company, average remuneration from the survey by IOD, scope of responsibilities of the board and subcommittees. The proposal will be made to the Board, then to the Annual Shareholders Meeting. Proposal is made on a yearly basis.

Director remunerations for the year 2016

Committee	Position	Retainer Fee (Baht/person/year)
Board of Directors	Chairman who is an independent director	600,000
	Independent Director	500,000
	Non-Independent Director	198,000
Audit Committee	Chairman	225,000
	Member	200,000
Corporate Governance Committee		-None-

Reimbursement of travelling expense for Chairman of the Board only, on actual basis but not exceeding baht 1,000,000 per year

Committee	Position	Meeting Fee (Baht/person/year)
Board of Directors	Chairman who is an independent director	38,500
	Independent Director	38,500
	Non-Independent Director	38,500
Audit Committee	Chairman	30,000
	Member	25,000
Corporate Governance Committee	Chairman	30,000
	Member	25,000
	Members who are employees	10,000

Summary of remuneration received by each Director for the year 2016

● Monetary remuneration (Retainer and Meeting Fees)

Name	Position	Board of Directors ¹	Audit Committee	Corporate Governance Committee	Total
1. Mr. Charoen Sirivadhanabhakdi ²	Chairman of the Board, Non-Executive Director	-	-	-	-
2. Khunying Wanna Sirivadhanabhakdi ²	Vice Chairman of the Board, Non-Executive Director	-	-	-	-
3. Ms. Potjanee Thanavarant	Independent Director, Chairman of Audit Committee	650,033	238,970	-	889,003
4. Police General Aek Angsanant	Independent Director, Chairman of Corporate Governance Committee	573,033	-	180,000	753,033
5. General Thanadol Surarak	Independent Director, Audit Committee member	611,533	157,418	-	768,951
6. Mr. Vachara Tuntariyanond	Independent Director, Audit Committee member, Corporate Governance Committee member	911,137	387,885	180,000	1,479,022
7. Ms. Suvabha Charoenying	Independent Director, Corporate Governance Committee member	872,637	73,077	175,000	1,120,714
8. Mr. Sithichai Chaikriangkrai	Non-Executive Director, Corporate Governance Committee member	538,940	-	175,000	713,940
9. Mr. Weerawong Chittmitrapap	Non-Executive Director	384,940	-	-	384,940
10. Mr. Chotiphat Bijananda ²	Non-Executive Director	-	-	-	-
11. Ms. Thapanee Techajareonvikul ²	Non-Executive Director, Corporate Governance Committee member	-	-	-	-
12. Ms. Sureerat Silpsakulsuk	Non-Executive Director	146,408	-	-	146,408
13. Mr. Aswin Techajareonvikul ²	Executive Director	-	-	-	-
14. Mrs. Vipada Duangratana	Executive Director	349,582	-	-	349,582
15. Ms. Rumpa Kumhomreun	Executive Director	621,500	-	10,000	631,500

Remuneration of directors changed during the year

1. Mr. Akani Thapthimthong	Chairman of the Board, Independent Director, Audit Committee member	212,165	95,055	-	307,220
2. Mr. Sun Vithespongse	Independent Director, Chairman of Audit Committee	189,637	110,687	-	300,324
3. Mr. Kijja Pattamasattayasonthi	Independent Director, Corporate Governance Committee member	151,137	-	25,000	176,137

Remuneration of directors changed during the year (Continuous)					
Name	Position	Board of Directors ¹	Audit Committee	Corporate Governance Committee	Total
4. Praphan Eamrungrroj	Non-Executive Director	121,604	-	-	121,604
5. Dr. Herve Daudin	Non-Executive Director	83,104	-	-	83,104
6. Mr. Philippe Alarcon	Non-Executive Director	121,604	-	-	121,604
7. Mr. Gabriel Naouri	Non-Executive Director	83,104	-	-	83,104
8. Mr. Guillaume Pierre Antoine Marin Humbert	Non-Executive Director	44,604	-	-	44,604
9. Ms. Josseline De Clausade	Non-Executive Director	121,604	-	-	121,604
10. Ms. Diane Coliche	Non-Executive Director	83,104	-	-	83,104
11. Mr. Robert James Cissell	Executive Director	328,912	-	-	328,912
12. Mr. James Alfred Scott	Executive Director	25,826	-	-	25,826
13. Mr. Stephen Joseph Camilleri	Executive Director	270,830	-	-	270,830
Total		7,496,978	1,063,092	745,000	9,305,070

Remark:

1. Retainer Fees are paid to the Board of Directors and the Audit Committee
2. Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr. Chotiphat Bijananda, Mrs. Thapanee Techajareonvikul and Mr. Aswin Techajareonvikul have waived their right to accept the remuneration and meeting allowance.

● Other forms of remuneration to the Board of Directors

There was no other form of remuneration to the Board, except the Chairman of the Board who is entitled to the reimbursement of travelling allowance in amount up to Baht 1 million per year.

However, Mr. Charoen Sirivadhanabhakdi, Chairman of the Board of Directors, has also waived his right to reimburse travelling expenses as per actual outlay.

The Executive Remuneration

Remuneration of Top Management

Policy for remuneration of top management is fair and reasonable, in line with international practice, with both fixed and variable income. For example, base remuneration takes into consideration of local and international benchmark, company's size, scope of responsibility, year of service, and variable pay takes into consideration of company's performance and results, both of which are in line with international practice. The Corporate Governance Committee was assigned by the Board to review framework of the top management's remuneration to be in line with standards and to be reasonable. The Executive Committee ensured compliance of such framework.

With careful consideration by the Corporate Governance Committee, the company's Board of Directors approved CEO's compensation and pay rise for 2017. Berli Jucker Public Company Limited (parent company with indirect shareholding of 97.94%), in accordance with its policies, agreed to appoint the CEO of Big C Supercenter Public Company Limited. The CEO will work without remuneration, but there will be management fees paid by the company.

Total remuneration of the Executive Committee:

Remuneration	Year 2015		Year 2016	
	People	Amount (million baht)	People	Amount (million baht)
Salary, Bonus and other welfare	16*	253.33	21*	558.62
Contribution to Provident Fund		4.84		4.78
Total		258.17		563.40

Remark * including change of Executives during year

Personnel as of 31 December 2016

Personnel	In 2014	In 2015	In 2016
Employees at Stores and DC	25,000	24,750	27,845
Employees at Head Office	1,466	1,352	1,549
Total	26,466*	26,102*	29,394
Salary (Million Baht)	6,776	6,651	7,029

(Salary, wage, bonus, contribution to social security and provident fund)

Employee benefits

Employees compensation and benefits are aligned with performance of the Company and performance of individual employees, i.e., competitive, fair, flexible and lean. The Company adopted Performance Development Plan (PDP) which comprises of evaluation of key performance indicator (KPI), competency, and development plan.

1. Short term employee benefit

This includes salaries, wages, bonuses, contributions to the social security fund and provident fund and other welfares, such as medical expense, health check, life insurance, etc.

2. Post-employment benefits

Provident Fund

The Company participated in a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund

monthly at the rate of 5.5 percent of monthly salary. The fund, managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules.

Total contributions by the Company for the year 2016 is approximately Baht 163 million (2015: Baht 152 million).

Severance Payment

The Company has obligations in respect of the severance payments under labor law, where it shall pay to the employees upon termination. This is deemed post-employment benefit.

Human Resources Development

The Company continues to develop human resources in order to increase their potential and work efficiency, and align with our objectives, policies and direction. We are also building awareness amongst our associates of the importance of being a good corporate citizen. In 2016, the following activities were organized to develop our human resources:

- Cultivate and Promote Employees' Potential: Training programs are arranged in order to cultivate and promote the potential of employees at all levels. These programs are aimed at boosting leadership ability, improving work process, promoting work efficiencies, and providing knowledge and skills in specific areas to establish foundation for future growth.
- Create Career Growth: Regular promotions in line with the career development roadmap parallel with effective talent management.
- Succession Plan: Executing Big C's personnel management strategy by identifying key positions and persons in all Big C sectors. This is a way to prepare individuals for succession.
- Organization of Training Courses to Educate Staff about Effective Work: Creating the environment that inspires all forms of learning and development among employees in all sectors, including the headquarters and branches. Classroom-based courses are arranged together with real-life lessons at work locations. Knowledge is shared and obtained via several channels.
- Listen to all opinions for Sustainable Development of Organization: All employees are encouraged to give opinions and express ideas via e-mail to the HR department or the customer service center. They are also encouraged to come up with new ideas aiming at improving Big C's customer service even further.

Company's Securities and shareholders

Registered Capital and Paid up Capital

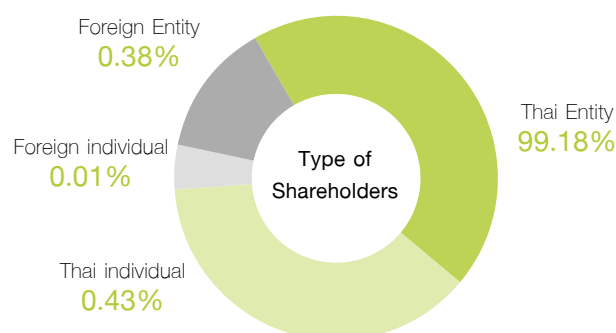
As of 31 December 2016, the Company's registered capital is Baht 8,250,000,000 same as the paid-up capital of Baht 8,250,000,000, comprised of 825,000,000 ordinary shares, with a par value of Baht 10 per share. The Company is listed at the Stock Exchange of Thailand.

Major of shareholders as of 25 May 2016

No.	Name	Shares	Percent
1.	BJC Supercenter Co., Ltd. ⁽¹⁾	589,711,813	71.480
2.	Saowanee Holdings Limited ⁽¹⁾	218,280,000	26.458
	Total	807,991,813	97.938

Remark:

- ⁽¹⁾ Shareholders having influence on management policy of the Company including by nominating persons as directors.
- Free float is 2.06%
- Major of shareholders Information above will be updated after XM and available on the Company's website (www.bigc.co.th) from 10 April 2017 onwards



As of 25 May 2016, there were 2,061 shareholders.

No. of share	No. of shareholder	% of shareholders
1 - 100,000	2,037	0.37%
100,001 – 1,000,000	16	0.46%
1,000,001 – 8,500,000	6	1.23%
8,500,000 ขึ้นไป	2	97.94%
Total	2,061	100%

Other type of securities - None

Dividend Policy

Dividend Policy for the Company

The Company has a policy to pay dividends at the rate not less than 30 per cent of annual stand-alone net profit after deduction of legal reserve. The Company regularly pays dividend in line with this policy.

Dividend Policy for subsidiaries

The Company holds more than 90% of the shares of its subsidiaries. It therefore has a policy to pay the dividends at maximum rate possible in order to allow Big C to fully realize revenue from its subsidiary.

Annual Dividend Payments over the last 3 years

	2014	2015	2016 ² (Proposed)
Dividend Payment (Baht / Share)	2.62	2.62	1.90
Dividend Amount (Baht)	2,161,500,000	2,161,500,000	5,213,454,946
Dividend Payout Ratio (percent)	30	33	30
Legal Reserve (Baht) ¹	None	None	None
Number of Shares	825,000,000	825,000,000	825,000,000

Remark:

- ¹ In 2011, the legal reserve met legal requirement, i.e., ten (10) percent of the Company's registered capital.
- ² Subject to approval of AGM 2017 to be held on 24 April 2017



Experience of Board

01

Mr. Charoen Sirivadhanabhakdi

Chairman of the Board

Non-Executive Director

Age: 72 years

Date of First Director's Appointment: 22 March 2016

Educational Qualifications:

- Honorary Doctoral Degree in Buddhism (Social work), Mahachulalongkornrajavidyalaya
- Honorary Doctoral Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Honorary Doctoral Degree in Hospitality Industry and Tourism, Christian University of Thailand
- Honorary Doctoral Degree in Sciences and Food Technology, Rajamangala University of Technology Lanna
- Honorary Doctoral Degree in International Business Administration, University of the Thai Chamber of Commerce
- Honorary Doctoral Degree in Management, Rajamangala University of Technology Suvarnabhumi
- Honorary Doctoral Degree of Philosophy in Business Administration, Mae Fah Luang University
- Honorary Doctoral Degree in Business Administration, Eastern Asia University
- Honorary Doctoral Degree in Management, Huachiew Chalermprakiet University
- Honorary Doctoral Degree in Industrial Technology, Chandrakasem Rajabhat University
- Honorary Doctoral Degree in Agricultural Business Administration, Maejo Institute of Agricultural Technology

Training with Thai IOD:

- Directors Accreditation Program (DAP) Class BJC/2004

Working Experiences:

Mar 2016 – Present	Chairman, Big C Supercenter Public Company Limited
2015 – Present	Chairman, Asset World Co., Ltd.
Oct 2013 – Present	Chairman of the Board of Directors, Frasers Centrepoint Limited (Listed Company in Singapore Exchange)
Feb 2013 – Present	Chairman of the Board of Directors, Fraser and Neave, Limited (Listed Company in Singapore Exchange)
2011 – Present	Chairman, TCC Trade and Convention Center Company Limited
2006 – Present	Chairman, Siriwana Company Limited
2006 – Present	Chairman, Planteon Company Limited
2006 – Present	Chairman Cristalla Company Limited
2004 – Present	Chairman, Red Bull Distillery Group of Companies

2003 – Present	Chairman / Executive Chairman, Thai Beverage Public Company Limited (Listed Company in Singapore Exchange)
2002 – Present	Chairman, North Park Golf and Sport Club Company Limited
2002 – Present	Chairman, TCC Land Company Limited
2001 – Present	Chairman and Chairman of the Executive Board, Berli Jucker Public Company Limited
2001 – Present	Chairman, Beer Thai (1991) Public Company Limited
1988 – Present	Chairman, Southeast Group Company Limited
1985 – Present	Chairman, TCC Corporation Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 4 Companies
 - 1) Chairman / Executive Chairman, Thai Beverage Public Company Limited (Listed Company in Singapore Exchange)
 - 2) Chairman of the Board of Directors, Frasers Centrepoint Limited (Listed Company in Singapore Exchange)
 - 3) Chairman of the Board of Directors, Fraser and Neave, Limited (Listed Company in Singapore Exchange)
 - 4) Chairman and Chairman of the Executive Board, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** Total of 11 Companies
 - 1) Chairman, Asset World Co., Ltd.
 - 2) Chairman, TCC Trade and Convention Center Company Limited
 - 3) Chairman, Siriwana Company Limited
 - 4) Chairman, Planteon Company Limited
 - 5) Chairman Cristalla Company Limited
 - 6) Chairman, Red Bull Distillery Group of Companies
 - 7) Chairman, North Park Golf and Sport Club Company Limited
 - 8) Chairman, TCC Land Company Limited
 - 9) Chairman, Beer Thai (1991) Public Company Limited
 - 10) Chairman, Southeast Group Company Limited
 - 11) Chairman, TCC Corporation Limited
- **Legal Entitles that may pose conflict of interests:** Chairman, TCC Corporation Limited

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company:

- Spouse of Khunying Wanna Sirivadhanabhakdi
- Father of Mrs. Thapanee Techajareonvikul

02

Khunying Wanna Sirivadhanabhakdi

Vice Chairman of the Board
Non-Executive Director

Age: 73 years

Date of First Director's Appointment: 22 March 2016

Educational Qualifications:

- Honorary Doctoral Degree (Management), Mahidol University
- Honorary Doctorate of Philosophy (Business Administration), University of Phayao
- Honorary Doctoral Degree from the Faculty of Business Administration and Information Technology, Rajamangala University of Technology Tawan-ok
- Honorary Doctor of Philosophy in Social Sciences, Mae Fah Luang University
- Honorary Doctoral Degree in Business Administration, Chiang Mai University
- Honorary Doctoral Degree in Agricultural Business Administration, Maejo Institute of Agricultural Technology
- Honorary Doctoral Degree in Bio-technology, Ramkhamhaeng University

Training with Thai IOD:

- Directors Accreditation Program (DAP) Class BJC/2004

Working Experiences:

Mar 2016 – Present	Vice Chairman, Big C Supercenter Public Company Limited
2015 – Present	Vice Chairman, Asset World Company Limited
Jan 2014 – Present	Vice Chairman of the Board of Directors, Frasers Centrepoint Limited (Listed Company in Singapore Exchange)
Feb 2013 – Present	Vice Chairman of the Board of Directors, Fraser and Neave, Limited (Listed Company in Singapore Exchange)
2011 – Present	Vice Chairman of Executive Board, TCC Trade and Convention Center Company Limited
2006 – Present	Vice Chairman, Siriwana Company Limited
2006 – Present	Vice Chairman, Planteon Company Limited
2006 – Present	Vice Chairman of Executive Board, Cristalla Company Limited
2004 – Present	Chairman, Beer Thip Brewery (1991) Co., Ltd.
2004 – Present	Chairman, Sangsom Group of Companies
2003 – Present	Vice Chairman / 1st Executive Vice Chairman, Thai Beverage Public Company Limited (Listed Company in Singapore Exchange)
2002 – Present	Vice Chairman, TCC Land Company Limited

2002 – Present	Vice Chairman of Executive Board, North Park Golf and Sport Club Company Limited
2001 – Present	Vice Chairman, Berli Jucker Public Company Limited
1988 – Present	Vice Chairman, Southeast Group Company Limited
1985 – Present	Vice Chairman, TCC Corporation Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 4 Companies
 - 1) Vice Chairman / 1st Executive Vice Chairman, Thai Beverage Public Company Limited (Listed Company in Singapore Exchange)
 - 2) Vice Chairman of the Board of Directors, Frasers Centrepoint Limited (Listed Company in Singapore Exchange)
 - 3) Vice Chairman of the Board of Directors, Fraser and Neave, Limited (Listed Company in Singapore Exchange)
 - 4) Vice Chairman, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** Total 11 Institutions
 - 1) Vice Chairman, Asset World Co., Ltd.
 - 2) Vice Chairman of Executive Board, TCC Trade and Convention Center Company Limited
 - 3) Vice Chairman, Siriwana Company Limited
 - 4) Vice Chairman, Planteon Company Limited
 - 5) Vice Chairman of Executive Board, Cristalla Company Limited
 - 6) Chairman, Sangsom Group of Companies
 - 7) Vice Chairman, TCC Land Company Limited
 - 8) Vice Chairman of Executive Board, North Park Golf and Sport Club Company Limited
 - 9) Chairman, Beer Thip Brewery (1991) Co., Ltd.
 - 10) Vice Chairman, Southeast Group Company Limited
 - 11) Vice Chairman, TCC Corporation Limited
- **Legal Entitles that may pose conflict of interests:**
Vice Chairman, TCC Corporation Limited

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company:

- Spouse of Mr. Charoen Sirivadhanabhakdi
- Mother of Mrs. Thapanee Techajareonvikul

03

Ms. Potjanee Thanavarani
Independent Director
Chairman of the Audit Committee

Age: 70 years

Date of First Director's Appointment: 25 April 2013

Educational Qualifications:

- Master of Business Administration, Syracuse University, New York, U.S.A
- Bachelor of Accountancy, Chulalongkorn University
- Bachelor of Accountancy, Chulalongkorn University
- Certificate of Advanced Management Program, Australian Management College, Australia
- Certificate of Executive Development Program Class 18, Office of the Civil Service Commission
- National Defence College, Class 42
- Certificate of Top Executive Program Class 8, Capital Market Academy
- Certificate of Top Executive Program in Commerce and Trade Class 3, Commerce Academy
- Advance Security Management Program Class 2, The National Defence College of Thailand

Training with Thai IOD:

- IT Governance Program (ITG) Class 2/2016
- Director Certification Program Update (DCPU) Class 1/2014
- Anti-Corruption for Executive Program (ACEP) Class 7/2013
- Advanced Audit Committee Program (AACP) Class 10/2013
- Financial Institutions Governance Program (FGP) Class 2/2011
- Audit Committee Program (ACP) Class 32/2010
- The Role of Compensation Committee Program (RCC) Class 4/2007
- The Role of Chairman Program (RCP) Class 13/2006
- Directors Certificate Program (DCP) Class 17/2002

Working Experiences:

May 2016 – Present	Chairman of the Audit Committee, Big C Supercenter Public Company Limited
Apr 2016 – Present	Independent Director, Big C Supercenter Public Company Limited
2012 – Present	Chairman of Audit Committee, Bank of Ayudhya Public Company Limited
2010 – Present	Independent Director and Audit Committee Member, Bank of Ayudhya Public Company Limited
2014 – Present	Chairman of Remuneration Committee and Chairman of the Good Governance Committee, Oishi Group Public Company Limited
2009 – Present	Independent Director and Audit Committee Member, Oishi Group Public Company Limited
2007 – Present	Independent Director and Director of the Audit Committee, Bangkok Insurance Public Company Limited
2014 – Present	Audit Committee Member, Thai Reinsurance Public Company Limited

2007 – Present	Independent Director, Thai Reinsurance Public Company Limited
2012 – 2014	Director of the Nomination and Remuneration Committee, Thai Reinsurance Public Company Limited
2007 – Present	Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, Univentures Public Company Limited
Jun 2009 – Mar 2016	Independent Director, Berli Jucker Public Company Limited
2007 – Present	Qualified Member of the Committee, The Federation of the Insurance Organization
2006 – Present	Member of Council of State, Office of the Council of State
2014 – 2015	Member of the National Reform Council, National Reform Council
2008 – 2013	Chairman of the Public Sector Audit and Evaluation Committee, Ministry of Commerce
2010 – 2013	Director, BJC Logistics and Warehouse Company Limited
2007 – 2012	Director and Treasurer, Bhumirajanakarindra Kidney Institute foundation

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 5 Companies
 - 1) Independent Director and Chairman of Audit Committee, Bank of Ayudhya Public Company Limited
 - 2) Independent Director, Audit Committee Member and Chairman of Remuneration Committee and Chairman of Corporate Governance Committee, Oishi Group Public Company Limited
 - 3) Independent Director and Audit Committee Member, Bangkok Insurance Public Company Limited
 - 4) Independent Director and Audit Committee Member, Thai Reinsurance Public Company Limited
 - 5) Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Remuneration and Nomination Committee, Univentures Public Company Limited
- **In Other Non-listed Company:** Total of 2 Company
 - 1) Qualified member of the Committee, The Federation of the Insurance Organization
 - 2) Member of Council of State, Office of the Council of State

• **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None



04

Police General Aek Angsanant

Independent Director

Chairman of the Corporate Governance Committee

Age: 60 years

Date of First Director's Appointment: 25 April 2013

Educational Qualifications:

- The Executive Program in Energy Literacy for a Sustainable Future, Class 1, Thailand Energy Academy (TEA)
- Top Executive Program in Commerce and Trade (TEPCoT), Class 3, University of the Thai Chamber of Commerce
- Capital Market Academy Leader Program, Class 7, Capital Market Academy
- The Program for Senior Executives on Justice Administration Batch 8, National Justice Academy, Judicial Training Institute
- Politics and Governance in Democratic Systems for Executives, Class 7, King Prajadhipok's Institute
- National Defense Course, Class 4414, National Defense College
- Bachelor of Law (First Class Honor), Ramkhamhaeng University
- Barrister, Institute of Legal Education, Thai Bar Association
- Bachelor of Law (First Class Honor), Ramkhamhaeng University

Training with Thai IOD:

- Directors Certification Program (DCP) Class 111/2008

Working Experiences:

May 2016 – Present	Chairman of the Corporate Governance Committee, Big C Supercenter Public Company Limited
Apr 2016 – Present	Director, Big C Supercenter Public Company Limited
Oct 2015 – Present	Member of the National Legislative Assembly
Jul 2014 – Present	President of the Board of Directors, Bangkok Mass Transit Authority
Oct 2015 – Oct 2016	Permanent Secretary, The Prime Minister's Office
Oct 2012 – Nov 2015	Deputy Commissioner General, Royal Thai Police
2008	Member, Legal Charge Settlement Committee, The Customs Department
2015	President, Nuannoradit Alumni Association
2008	Property Management Committee Member, The Thai Red Cross Society
2014	Committee Member, Royal Police Cadet Academy Association
2011	Board Member, Police General Hospital Foundation

2016	Councilor of State
2008	Board Member, Metropolitan Waterworks Authority
2009	Board Member, Dhanarak Asset Development Co., Ltd.
2009 – 2010	Board Member, Office of Small and Medium Enterprises Promotion Committee
2010	Secretary-General, The Royal Thai Police Association
2010	Member, Police Reform Committee
2004	Royal Court Security Police (Special Shift)

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** None
- **In Other Non-listed Company:** Total 2 Institutions
 - 1) Permanent Secretary, The Prime Minister's Office
 - 2) Deputy Commissioner General, Royal Thai Police
- **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None

05

Mr. Chotiphat Bijananda

Non-Executive Director

Chairman of the Risk Management Committee

Age: 53 years

Date of First Director's Appointment: 22 March 2016

Educational Qualifications:

- MBA, Finance – University of Missouri, USA

Training with Thai IOD:

- Directors Certification Program (DCP) Class 155/2012

Working Experiences:

May 2016 – Present	Chairman of the Risk Management Committee, Big C Supercenter Public Company Limited
Mar 2016 – Present	Director, Big C Supercenter Public Company Limited
2013 – Present	Director, Frasers Centrepoint Ltd.
2013 – Present	Director, Golden Land Property Development Public Company Limited
2011 – Present	Vice Chairman of the Board of Director No.2, Sermasuk Public Company Limited
2008 – Present	Chairman of Executive Board, Southeast Insurance Public Company Limited
2008 – Present	Chairman of Executive Board, Southeast Life Insurance Public Company Limited
2008 – Present	Chairman of Executive Board, Southeast Capital Co., Ltd.
2008 – Present	President, Southeast Group Company Limited
2008 – Present	Director, TCC Technology Company Limited
2007 – Present	Advisor, TCC Holding Co., Ltd.

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 2 Companies
 - 1) Director, Golden Land Property Development Public Company Limited
 - 2) Vice Chairman of the Board of Director No.2, Sermasuk Public Company Limited
- **In Other Non-listed Company:** Total of 6 Companies
 - 1) Director, Frasers Centrepoint Ltd.
 - 2) Chairman of Executive Board, Southeast Insurance Public Company Limited
 - 3) Chairman of Executive Board, Southeast Life Insurance Public Company Limited
 - 4) Chairman of Executive Board, Southeast Capital Co., Ltd.
 - 5) President, Southeast Group Company Limited
 - 6) Director, TCC Technology Company Limited
- **Legal Entitles that may pose conflict of interests:** None
- **% Shareholding in the Company (direct and indirect):** None
- **Family relationship with executive or major shareholders of the Company:** None



General Thanadol Surarak

Independent Director

Audit Committee Member

Age: 59 years

Date of First Director's Appointment: 25 April 2016

Qualifications:

- Thailand National Defence College # 53
- Main Curriculum, Generation 66, Command and General Staff College
- Officer Advance Course, Corps of Engineer, Generation 27th, Engineer College
- Mine in Warfare Course, Corps of Engineer, Generation 10th, Engineer College
- Officer Basic Course, Corps of Engineer, Generation 48th, Engineer College
- Chulachomkloa Royal Military Academy, Generation 26
- Armed Forces Academies Preparatory School, Generation 15

Training with Thai IOD: None

Working Experiences:

2015	Chief of Engineer Department
2011	Commander of Engineer Corps Division
2007	Deputy Chief of Post Engineer
2002	Commanding Officer of Corps Engineer Regiment 1, King's (Royal) Guard (Queen's Guard)
1992	Commanding Officer of Corps Engineer Battalion 52, Corps engineer Division 1, King's (Royal) Guard (Queen's Guard)
2016	Served at Internal Security Operations Command Region 4, Front Position: Director of Construction and Road Improvement Project in the southern border provinces (phase 2). Task Corps Engineer Force
2014	Served at Internal Security Operations Command Region 4, Front Position: Deputy Director of Construction and Road Improvement Project in the southern border provinces, Task Corps Engineer Force
2012	Commander of the Corps Engineer in southern borders, Internal Security Operations Command Region 4, Front
2011	Commander of the Task Corps Engineer Force, Internal Security Operations Command Region 4, Front

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** None
- **In Other Non-listed Company:** None
- **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None

07

Mr. Vachara Tuntariyanond

Independent Director

Audit Committee Member

Corporate Governance Committee Member

Age: 58 years

Date of First Director's Appointment: 25 April 2013

Educational Qualifications:

- Master of Science In Management Administration, Northrop University, California, USA

Training with Thai IOD:

- Corporate Governance for Capital Market Intermediaries (CGI) Class 6/2015
- Monitoring the System of Internal Control and Risk Management (MIR) Class 13/2012
- Audit Committee and Continuing Development Program (ACP) Class 41/2012
- Monitoring the Quality of Financial Reporting (MFR) Class 16/2012
- Monitoring the Internal Audit Function (MIA) Class 13/2012
- Monitoring Fraud Risk Management (MFM) Class 8/2012
- Director Certification Program (DCP) Class 94/2007

Working Experiences:

2016 – Present	Independent Director and Audit Committee Member, M Pictures Entertainment Public Company Limited
2016 - Present	Independent Director, Chairman of the Audit Committee, International Research Corporation Public Company Limited
2015 – Present	Corporate Governance Committee Member, Big C Supercenter Public Company Limited
2013 – Present	Independent Director and Audit Committee Member, Big C Supercenter Public Company Limited
2013 – Present	Chairman of the Board and Independent Director, Eastern Polymer Group Public Company Limited
2013 – Present	Chairman of the Board and Risk Management Committee Member, Krunghthai Asset Management Public Company Limited
2010 – Present	Advisor, Fiscal Policy Office, Ministry of Finance
2008 – Present	Advisor, Nation Power Supply Public Company Limited
2007 – Present	Advisor, ACE CAPITAL Company Limited
2006 – Present	Advisor, Double A (1991) Public Company Limited

Mar – Oct 2016	Chairman of the Board and Independent, Nation Multimedia Group Public Company Limited
Feb – Mar 2016	Advisor to the Minister, Ministry of Information and Communication Technology
2013 – 2015	Director and Risk Management Committee, National Credit Bureau Company Limited
2010 – 2013	Member of the Board and Chairman of the Board of Executive Directors, MFC Asset Management Public Company Limited
2010 – 2011	Advisor to the Board of Director, Port Authority of Thailand
2009 – 2015	Member of the Board, Government Savings Bank
2008 – 2009	Member of the Board and Deputy, Government Housing Bank
2007 – 2008	Chairman of the Board of Directors, Bangkok Metropolitan Administration Office of Pawnshop
2001 – 2004	Member of the Board of Directors, Thai Oil Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 4 Companies
 - 1) Independent Director and Audit Committee Member, M Pictures Entertainment Public Company Limited
 - 2) Independent Director, Chairman of the Audit Committee, International Research Corporation Public Company Limited
 - 3) Chairman of the Board and Independent Director, Eastern Polymer Group Public Company Limited
 - 4) Chairman of the Board and Risk Management Committee Member, Krunghthai Asset Management Public Company Limited

- **Other Non-listed Company:** None

- **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None



Ms. Suvabha Charoenying

Independent Director

Corporate Governance Committee member

Age: 53 years

Date of First Director's Appointment: 4 November 2015

Educational Qualifications:

- Certified Financial planner (CFP) (2013), Thai Financial Planners Association
- Certificate of TLCA Leadership Development Program, IMD Lausanne, Switzerland
- Certificate of Capital Market Academy, Batch 1
- Certificate of Families in Business from Generation to Generation, Harvard Business School
- Certificate of Capital Market Academy: Greater Mekong Sub-region, Batch 2
- Master of Business Administration, Finance and Marketing, Assumption University, Bangkok, Thailand
- Bachelor of Business Administration, Finance and Banking, Assumption University, Bangkok, Thailand

Training with Thai IOD:

- Fellow member of IOD, 2000
- Director Certification Program (DCP), Class 1/2000
- Finance for Non-Finance Directors (FND), Class 1/2003
- DCP Refresher (DCP-Re), Class 1/2005
- Successful Formulation & Execution of Strategy (SFE), Class 6/2010
- Audit Committee Program (ACP), Class 35/2011
- The Executive Director Course (EDC), 1/2012
- Financial Institutions Governance Program (FGP), 5/2012
- Train the Trainer (TOT), 1/2013
- Corporate Governance for Capital Market Intermediaries (CGI), Class 0/2014 (class for IOD trainers)
- Boardroom Success through Financing and Investment (BFI), Class 0/2016

Working Experiences:

2015 – Present	Independent Director and Corporate Governance Committee member, Big C Supercenter Public Company Limited
2015 – Present	Director, Humanica Limited
2016 – Present	Director, Minor International Public Company Limited
2001 – Present	Director and Executive Director, Thanachart Securities Public Company Limited

2015 – 2016	Director, T.K.S. Technologies Public Company Limited
2001 – 2015	Managing Director, Thanachart Securities Plc.
1996 – 2001	CEO, Schroder Asset Management Ltd.

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 2 Companies
 - 1) Director, Big C Supercenter Public Company Limited
 - 2) Director, Minor International Public Company Limited
- **In Other Non-listed Company:** Total of 1 Company
 - 1) Director, Humanica Limited
 - 2) Director and Executive Director, Thanachart Securities Public Company Limited

• **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None

9

Mr. Aswin Techajareonvikul

Executive Director

Chairman of the Executive Committee, Chairman of the Corporate Social Responsibility Committee
Risk Management Committee member

Age: 40 years

Date of First Director's Appointment: 22 March 2016

Educational Qualifications:

- Honorary Degree of Doctor of Business Administration in Management, Nakhon Phanom University, Thailand
- Honorary Degree of Doctor of Philosophy in General Management, Ramkhamhaeng University, Thailand
- Honorary Degree of Doctor of Philosophy in Business Administration, Western University, Thailand
- Master of Public Administration, Harvard University, U.S.A.
- Master of Business Administration, Massachusetts Institute of Technology, U.S.A
- Bachelor of Engineering, Chulalongkorn University, Thailand
- BhumipalungPhandin for Top Executive Program 3/2014, Chulalongkorn University
- Executive Training Class 4/2014, Thailand Energy Academy
- Program for Executives on Justice Administration, Class 4/2013, Training and Development Institute Office of the Attorney General
- Associate Judge Program, Class 10/2013, Central Intellectual Property and International Trade Court
- Top Executive Program in Commerce and Trade (TEPCoT) Class 6 Commerce Academy
- Program for Senior Executive on Justice Administration Class 16/2011 – 2012, Judicial Training Institute
- Capital Market Academy Leader Program 6 (CMA6), Capital Market Academy (CMA)
- Director Diploma Examination, Australian Institute of Company Director

Training with Thai IOD:

- Role of the Chairman Program (RCP) Class 21/2009
- Director Certification Program (DCP) Class 95/2007

Working Experiences:

Sep 2016 – Present Chief Executive Officer and President, Big C Supercenter Public Company Limited

May 2016 – Present Chairman of the Executive Committee, Chairman of the Corporate Social Responsibility Committee and Risk Management Committee Member, Big C Supercenter Public Company Limited

Mar 2016 – Present Director, Big C Supercenter Public Company Limited

Jun 2015 – Present President, Chief Executive Officer and President, T.C.C. Intertrade Company Limited

Jun 2014 – Present Chief Executive Officer and President, TCC Logistics and Warehouse Company Limited

Oct 2012 – Present Director, TCC Corporation Company Limited

Aug 2012 – Present Chief Executive Officer and President, Berli Jucker Public Company Limited

Jan 2008 – July 2012 President, Berli Jucker Public Company Limited

Nov 2007 – Present Chairman of the Risk Management Committee, Berli Jucker Public Company Limited

Apr 2007 – Present Director and Executive Director, Berli Jucker Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 1 Company
 - 1) Director, Executive Director, Chairman of the Risk Management Committee and Chief Executive Officer and President, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** Total of 3 Companies
 - 1) President, Chief Executive Officer and President, T.C.C. Intertrade Company Limited
 - 2) Chief Executive Officer and President, TCC Logistics and Warehouse Company Limited
 - 3) Director, TCC Corporation Company Limited
- **Legal Entitles that may pose conflict of interests:** Director, TCC Corporation Company Limited

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company:

- Souse of Mrs. Thapanee Techajareonvikul



Mrs. Thapanee Techajareonvikul

Non-Executive Director

Corporate Governance Committee Member

Executive Committee Member

Age: 40 years

Date of First Director's Appointment: 22 March 2016

Educational Qualifications:

- Master of Business Administration, Harvard University, U.S.A.
- Bachelor of Sciences in Economics, Massachusetts Institute of Technology (MIT), U.S.A.

Training with Thai IOD:

- Director Certification Program (DCP) Class 46/2004
- Directors Accreditation Program (DAP) Class 10/2004
- Finance for Non-Finance Directors (FND) Class 10/2004

Working Experiences:

Jan 2017 - Present	Senior Executive Vice President - Chief Executive Officer & President Office
Jan 2017 - Present	Director, TCC Intertrade Company Limited
May 2016 - Present	Corporate Governance Committee Member and Executive Committee Member, Big C Supercenter Public Company Limited
Apr 2016 - Present	Director, Plantheon Company Limited
Mar 2016 - Present	Director, Big C Supercenter Public Company Limited
Mar 2016 - Present	Director, BJC Distribution Company Limited
Jan 2016 - 31 Dec 2016	Chief Officer – Chairman Office, Berli Jucker Public Company Limited
May 2015 - Present	Director, TCC Holdings (2519) Company Limited
Feb 2012 - Present	Nomination and Remuneration Committee Member, Berli Jucker Public Company Limited
Aug 2009 - Present	Director, T.C.C. Technology Company Limited
Jan 2008 - Present	Secretary to Nomination and Remuneration Committee, Berli Jucker Public Company Limited
Jan 2008 - Dec 2015	Senior Executive Vice President, Berli Jucker Public Company Limited
Aug 2007 - Dec 2007	Executive Vice President, Berli Jucker Public Company Limited
Aug 2004 - Present	Director, TCC Corporation Company Limited
Nov 2003 - Present	Director and Executive Director, Berli Jucker Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 1 Company
 - 1) Director, Member and Secretary to Nomination and Remuneration Committee, Executive Director and Chief Officer – Chairman Office, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** Total of 6 Companies
 - 1) Director, TCC Intertrade Company Limited
 - 2) Director, Plantheon Company Limited
 - 3) Director, BJC Distribution Company Limited
 - 4) Director, TCC Holdings (2519) Company Limited
 - 5) Director, T.C.C. Technology Company Limited
 - 6) Director, TCC Corporation Limited
- **Legal Entitles that may pose conflict of interests:**
Director, TCC Corporation Limited

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company:

- Daughter of Mr. Charoen Sirivadhanabhakdi and Mrs. Thapanee Techajareonvikul
- Souse of Mr. Aswin Techajareonvikul

11

Mr. Sithichai Chaikriangkrai

Non-Executive Director,
Corporate Governance Committee Member,
Executive Committee member, Risk Management Committee member

Age: 61 years

Date of First Director's Appointment: 22 March 2016

Educational Qualifications:

- Mini Master of Business Administration, Leadership Management, Kasetsart University
- Diploma in Computer Management, Chulalongkorn University
- Bachelor's degree of Accountancy (First Class Honours), Thammasat University

Training with Thai IOD:

- DCP Refresher Course (DCP-Re) Class 2/2006
- Director Certification Program (DCP) Class 26/2003

Working Experiences:

May 2016 – Present Corporate Governance Committee Member, Executive Committee member and Risk Management Committee member, Big C Supercenter Public Company Limited

Mar 2016 – Present Director, Big C Supercenter Public Company Limited

Aug 2013 – Present Director Frasers Centrepont Limited

Feb 2013 – Present Director Frasers and Neave Limited

Dec 2012 – Present Director and Executive Committee Member, Golden Land Property Development Public Company Limited

Oct 2011 – Present Director and Vice Chairman of the Executive Board No.2, Sermasuk Public Company Limited

May 2010 – Present Director and Executive Vice President, Thai Beverage Public Company Limited

Sep 2007 – Present Director, Eastern Seaboard Industrial Estate (Rayong) Company Limited

Jul 2007 – Present Director and Executive Director, Univentures Public Company Limited

May 2007 – Present Director and Executive Director, Siam Food Products Public Company Limited

Jan 2006 – Present Director and Vice Chairman of Executive Committee, Oishi Group Public Company Limited

Mar 2004 – Present Director and Executive Vice Chairman of Executive Board, Beer Thip Brewery (1991) Company Limited

Dec 2001 – Present Director, Executive Director and Risk Management Committee Member, Berli Jucker Public Company Limited

Oct 2003 – May 2010 Director and Senior Vice President, Thai Beverage Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 9 Companies
 - 1) Director Frasers Centrepont Limited (Listed Company in Singapore Exchange)
 - 2) Director Frasers and Neave Limited (Listed Company in Singapore Exchange)
 - 3) Director and Executive Committee Member, Golden Land Property Development Public Company Limited
 - 4) Director and Vice Chairman of the Executive Board No.2, Sermasuk Public Company Limited
 - 5) Director and Executive Vice President, Thai Beverage Public Company Limited (Listed Company in Singapore Exchange)
 - 6) Director and Executive Director, Univentures Public Company Limited
 - 7) Director, Executive Director and Risk Management Committee Member, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** Total of 2 Companies
 - 1) Director, Eastern Seaboard Industrial Estate (Rayong) Company Limited
 - 2) Director and Executive Vice Chairman of Executive Board, Beer Thip Brewery (1991) Company Limited
- **Legal Entitles that may pose conflict of interests:** None
- **% Shareholding in the Company (direct and indirect):** None
- **Family relationship with executive or major shareholders of the Company:** None

12

Mrs. Vipada Duangratana

Executive Director

Executive Committee Member, Risk Management Committee Member

Corporate Social Responsibility Committee Member

Age: 62 years

Date of First Director's Appointment: 26 May 2016

Educational Qualifications:

- Bachelor of Commerce (Management) Chulalongkorn University

Training with Thai IOD:

- Directors Accreditation Program (DAP) Class 132/2016

Working Experiences:

Nov 2016 – Present Deputy Chief Executive Officer, Big C Supercenter Public Company Limited

May 2016 – Present Director, Executive Committee member, Risk Management Committee Member and Corporate Social Responsibility Committee member, Big C Supercenter Public Company Limited

Jan 2016 – Present President of Consumer Supply Chain, Berli Jucker Public Company Limited

2014 – 2015 Executive Vice President of Consumer Supply Chain, Berli Jucker Public Company Limited

2013 – Present

Risk Management Committee Member, Berli Jucker Public Company Limited

2013 – 2014

Executive Vice President of Packaging Supply Chain, Berli Jucker Public Company Limited

2010 – 2012

Senior Vice President of Packaging Products Division, Berli Jucker Public Company Limited

2009 – 2010

Vice President of Packaging Products Division, Berli Jucker Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 1 Company

1) Risk Management Committee Member and President of Consumer Supply Chain, Berli Jucker Public Company Limited

- **In Other Non-listed Company:** None

- **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None

13

Ms. Rumpa Kumhomreun

Executive Director

Executive Committee Member, Risk Management Committee Member

Corporate Social Responsibility Committee Member

Age: 56 years

Date of First Director's Appointment: 30 April 2012

Educational Qualifications:

- Master of Business Administration, Thammasart University
- Bachelor of Accounting, Kasetsart University
- Certified Public Accountant, Thailand

Training with Thai IOD:

- Director Certification Program (DCP), Class 169/2013
- Directors Accreditation Program (DAP), Class C/2015

Working Experiences:

1994 – 1995 Accounting Director, Seagate Technology (Thailand) Company Limited

1990 – 1994 Accounting Manager, National Starch & Chemical (Thailand) Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** None

- **In Other Non-listed Company:** None

- **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None

14

Mr. Weerawong Chittmittrapap

Non-Executive Director

Age: 59 years**Date of First Director's Appointment:** 22 March 2016**Educational Qualifications:**

- Master in Law, LLM, University of Pennsylvania, U.S.A.
- Thai Barrister-at-Law and the first Thai Lawyer to be admitted to the New York State Bar
- Bachelor of Law, Chulalongkorn University (Outstanding Alumnus 2013, Faculty of Law, Chulalongkorn University)
- Capital Market Academy Leader Program 12 (CMA 12), Capital Market Academy

Training with Thai IOD:

- Director Certification Program (DCP) Class 0/2000

Working Experiences:

Mar 2016 – Present	Director, Big C Supercenter Public Company Limited
Aug 2014 – Present	Director and Member of Nomination and Remuneration Committee, Siam Commercial Bank Public Company Limited
Aug 2014 – Present	Independent Director and Chairman of Audit Committee, Thai Airways International Public Company Limited
2013 – Present	Director, Frasers Centrepoint Limited
2011 – Present	Independent Director and Chairman of Nominating, Compensation and Corporate Governance Committee (NCCG), SCB Life Assurance Public Company Limited
2008 – Present	Director, National Power Supply Public Company Limited
2001 – Present	Director, Berli Jucker Public Company Limited
2001 – 21 Mar 2016	Independent Director and Audit Committee member, Berli Jucker Public Company Limited
1996 – Present	Lawyer, Weerawong, Chinnavat & Peangpanor Limited
Jul 2014 – Sep 2015	Nomination Committee member and Chairman of the Compensation, Thai Airways International Public Company Limited

2012 – 2014	Director, Fraser and Neave Limited
2012 – 2014	Director and Audit Committee member, Golden Land Property Development Public Company Limited
2008 – 2014	Chairman, Weerawong, Chinnavat & Peangpanor Limited
2009 – 2013	Director, Minor International Public Company Limited
2007 – 2011	Director and Audit Committee member, Siam Food Products Public Company Limited
2006 – 2014	Director and Audit Committee member, GMM Grammy Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 4 Companies
 - 1) Director and Member of Nomination and Remuneration Committee, Siam Commercial Bank Public Company Limited
 - 2) Independent Director and Chairman of Audit Committee, Thai Airways International Public Company Limited
 - 3) Director, Frasers Centrepoint Limited (Listed Company in Singapore Exchange)
 - 4) Director, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** Total of 2 Companies
 - 1) Independent Director and Chairman of Nominating, Compensation and Corporate Governance Committee (NCCG), SCB Life Assurance Public Company Limited
 - 2) Director, National Power Supply Public Company Limited

• **Legal Entitles that may pose conflict of interests:** None• **% Shareholding in the Company (direct and indirect):** None• **Family relationship with executive or major shareholders of the Company:** None



Ms. Sureerat Silpsakulsuk
Non-Executive Director

Age: 56 years

Date of First Director's Appointment: 25 August 2016

Educational Qualifications:

- Master of Business Administration (MBA), Assumption University of Thailand
- Bachelor of Business Administration (BBA), Chulalongkorn University

Training with Thai IOD:

- Directors Accreditation Program (DAP) Class 134/2017

Working Experiences:

Aug 2016 – Present	Director, Big C Supercenter Public Company Limited
May 2016 – Dec 2016	Executive Committee member, Big C Supercenter Public Company Limited
Jan 2016 – Present	Senior Executive Vice President of Group Finance & Accounting Division, Berli Jucker Public Company Limited
Apr 2015 – Dec 2015	Executive Vice President of Group Accounting Division
Apr 2013 – Present	Risk Management Committee member, Berli Jucker Public Company Limited
Feb 2013 – Mar 2015	Senior Vice President of Group Accounting Division, Berli Jucker Public Company Limited
Nov 2008 – Jan 2013	Vice President of Finance & Accounting Department, Berli Jucker Public Company Limited

Acting as directors / Executive in other Companies:

- **In Other Listed Company:** Total of 1 Company
 - 1) Risk Management Committee Member and Senior Executive Vice President of Group Finance & Accounting Division, Berli Jucker Public Company Limited
- **In Other Non-listed Company:** None
- **Legal Entitles that may pose conflict of interests:** None

% Shareholding in the Company (direct and indirect): None

Family relationship with executive or major shareholders of the Company: None



Experience of Leadership Team

01

Mr. Aswin Techajareonvikul

Chief Executive Officer and President

* Detailed appear on Page 48

02

Mrs. Vipada Duangratana

Deputy Chief Executive Officer

* Detailed appear on Page 51

03

Ms. Rumpa Kumhomreun

Chief Financial Officer & Business Controller

Company's Secretary

* Detailed appear on Page 51

04

Mr. Gary Hardy

Chief Operating Officer, Retail
Executive Committee Member
Risk Management Committee Member
Corporate Social Responsibility Committee
Member

Age: 50 years old

Education:

- Bachelor Degree in Retail Diploma, Sunderland University

Past Experiences:

Aug 2016 – Present	Executive Committee Member Big C Supercenter Public Company Limited
Aug 2016 – Present	Chief Operating Officer, Retail Big C Supercenter Public Company Limited
May 2016 – Present	Risk Management Committee Member and Corporate Social Responsibility Committee Member, Big C Supercenter Public Company Limited
Nov 2014 – Aug 2016	Vice President, Operations, Big C Supercenter Public Company Limited
2011 - 2014	Operations Director, Siam Makro
2009 - 2011	General Manager, Coles, Western Australia
2005 - 2009	Retail Operations Manager, Walmart, London

Relationship with BOD or Executives : None

% Shareholding in the Company (direct and indirect) : None

05

Mr. Yotin Thavikulwat

Chief Operating Officer,
Property Development
Corporate Social Responsibility Committee
Member

Age: 48 years old

Education:

- Master of International Business, American Graduate
School of International Management
- Bachelor of Marketing, Assumption University

Past Experiences:

May 2016 – Present	Corporate Social Responsibility Committee Member, Big C Supercenter Public Company Limited
Aug 2016 – Present	Chief Operating Officer, Property Development, Big C Supercenter Public Company Limited
Oct 2013 – Aug 2016	Vice President, Properties Big C Supercenter Public Company Limited
2011 - 2013	Director of Mall and Media, Tesco Lotus Thailand
2009 - 2011	Mall Leasing Director, south China region Tesco Property China Ltd, Guangzhou, China

Relationship with BOD or Executives: None

% Shareholding in the Company (direct and indirect): None

06

Mr. Teera WerathamsathitVice President, Human Resources
Executive Committee Member

Age: 55 years old

Education:

- M.A (Public Administration), Thammasat University
- M.A (Public Administration), Chulalongkorn University
- Graduate Diploma in Human Resource Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Certificate in Strategic Human Resource Management, Harvard University, USA

Past Experiences:

May 2016 – Present	Executive Committee Member, Big C Supercenter Public Company Limited
May 2016 – Present	Vice President, Human Resources, Big C Supercenter Public Company Limited
Jan 2016 – Present	Senior Executive Vice President of Group Human Resources & Administration Division, Berli Jucker Public Company Limited
Jan 2012 – Present	Risk Management Committee Member, Berli Jucker Public Company Limited
Apr 2015 – Dec 2015	Executive Vice President of Group Human Resource Division, Berli Jucker Public Company Limited
Feb 2010 – Mar 2015	Senior Vice President of Group Human Resource, Berli Jucker Public Company Limited
Jun 2007 – Jan 2010	Managing Director, APM Consulting Company Limited

Relationship with BOD or Executives: None**% Shareholding in the Company (direct and indirect): None**

07

Dr. Bundit RungcharoenpornVice President, Management
Information System

Age: 47 years old

Education:

- Doctoral, IT, Kasetsart University
- Master of Business Administration, Kasetsart University
- Bachelor of Electrical Engineering & Computer Science, University of California, Berkeley, CA, USA

Past Experiences:

Jan 2016 – Present	Vice President, Management Information System, Big C Supercenter Public Company Limited
2007 – 2015	Executive Vice President, Regional Container Lines Public Company Limited
2004 – 2007	Managing Consultant, IBM Consulting (Thailand)
1999 – 2004	General Manager, Tesco Lotus (Thailand)
1996 – 1999	Senior Technical Consultant Computer Associated (Singapore)
1994– 1996	Design Engineer Advance Micro Device Ltd.

Relationship with BOD or Executives: None**% Shareholding in the Company (direct and indirect): None**



Mr. Bruno Jousselin

Vice President, Operations

Age: 49 years old

Education:

- Bachelor of Business Administration, Marketing and Management, IDRAC Business school, Paris, France

Past Experiences:

- Director, Hard Goods Business Model Development, Carrefour Group, Paris, France

Relationship with BOD or Executives: None

% Shareholding in the Company (direct and indirect): None



Mr. Daniel Peter Lysenko

Vice President, Merchandise Hardlines & Homelines

Age: 43 years old

Education:

- Master of Business Administration, University of Virginia
- Master of Accounting & Bachelors of Accounting, Brigham Young University

Past Experiences:

2013 – 2015 Board of Director and CEO, Coutour, LLC
 2012 – 2013 Director World Wide Reseller OPS., Apple Inc.
 2009 – 2012 Vice President, Walmart China

Relationship with BOD or Executives: None

% Shareholding in the Company (direct and indirect): None

10

Dr. Songsak WijaitthammaritVice President, Strategic Operation
HR Development

Age: 48 years old

Education:

- Doctor of Business Administration Rangsit University
- Master of Public Administration, National Institute of Development Administration
- Bachelor of Law, Thammasat University

Past Experience:

Aug 2016 – Present	Vice President, Strategic Operations HR Development, Big C Supercenter Public Company Limited
2011 – 2016	Assistant Vice President, Store Operations, Big C Supercenter Public Company Limited
2004 – 2011	Director, Store Operations Big C Supercenter Public Company Limited
1997 – 2004	District Manager Big C Supercenter Public Company Limited
1996 – 1997	Store General Manager Big C Supercenter Public Company Limited

Relationship with BOD or Executives: None**% Shareholding in the Company (direct and indirect): None**

11

Ms. Sujittra VichayasuekVice President, Cost Optimization &
Procurement

Age: 54 years old

Education:

- Master Degree of Business Administration, Sasri Graduate Institute of Business Administration of Chulalongkorn University
- Master Degree of Business Administration, University of Southern Queensland, Australia
- Bachelor Degree of Accounting, Assumption University

Past Experience:

Aug 2016 – Present	Vice President, Cost Optimization & Procurement, Big C Supercenter Public Company Limited
Feb 2016 – Jul 2016	EVP Legal, Berli Jucker Plc.
Feb 2015 – Jul 2016	Company Secretary, Berli Jucker Plc.
Oct 2014 – Jul 2016	EVP Group Audit, Berli Jucker Plc.
Jan – Sep 2014	SVP – FAD Retail Business Group, Berli Jucker Plc.
Jan – Dec 2013	SVP – Portfolio Management Division, Berli Jucker Plc.
Jan 2011 – December 2012	VP – FAD Packaging Supply Chain, Berli Jucker Plc.
Aug 2008 – Dec 2011	VP-FAD Healthcare Supply Chain, Berli Jucker Plc.
Jul 2004 – Jul 2008	Finance & Accounting Director, Thai Glass Industries Plc.

Relationship with BOD or Executives: None**% Shareholding in the Company (direct and indirect): None**

Big C Supercenter Plc. Directors of subsidiaries and affiliates

As of 31 December 2016

Big C Supercenter Plc. Directors of subsidiaries and affiliates As of 31 December 2016		Subsidiaries																	Affiliates
		Surat Big C Limited	Central Superstore Co., Ltd.	CMALL Limited	CMART (Thailand) Limited	Theparak Big C Limited	Chiang Rai Big C Co., Ltd.	Phitsanulok Big C 2015 Limited	Cencar Co., Ltd.	Central Pattaya Co., Ltd.	Pharam II Big C Co., Ltd.	Udon Big C Co., Ltd.	Inthanon Land Co., Ltd.	Big C Fairy Limited.	Phisanulok Big C Limited	Big C Services Limited	Big C Supercenter (Laos) Co., Ltd.	C Distribution (Thailand) Co., Ltd.	C-Distribution Asia Pte. Ltd.
Board of Directors																			
1. Mr. Charoen Sirivadhanabhakdi	◆																		
2. Khunying Wanna Sirivadhanabhakdi	◆																		
3. Ms. Potjanee Thanavaranit	◆																		
4. Police General Aek Angsananont	◆																		
5. General Thanadol Surarak *	◆																		
6. Mr. Vachara Tuntariyanond	◆																		
7. Ms. Suvabha Charoenying	◆																		
8. Mr. Sithichai Chaikriangkrai	◆															◆		◆	◆
9. Mr. Weerawong Chittmittrapap	◆																		
10. Mr. Chotiphat Bijananda	◆																		
11. Ms. Thapanee Techajareonvikul	◆																	◆	◆
12. Ms. Sureerat Silpsakulsuk	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆
13. Mr. Aswin Techajareonvikul	●															◆		◆	◆
14. Mrs. Vipada Duangratana	●	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆			◆	◆
15. Ms. Rumpa Kumhomreun	●	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆	◆		◆	◆
Executive **																			
1. Mr. Gary Hardy																			
2. Mr. Yotin Thavikulwat		◆	◆			◆	◆		◆	◆	◆	◆	◆		◆		◆		
3. Mr. Teera Werathamsathit																			
4. Dr. Bundit Rungcharoenporn																			
5. Mr. Bruno Jousselin																			
6. Mr. Daniel Peter Lysenko																			
7. Dr. Songsak Wijaihammarit																			
8. Ms. Sujittra Vichayasuek																			

◆ = Chairman of the Board ◆ = Director ● = Executive Director

Note: * General Thanadol Surarak, Director of the company has resigned on 9 January 2017.

** Definition of "Executive" is per SEC Announcement



Message from the Audit Committee

To the Shareholders of Big C Supercenter Public Company Limited

The Audit Committee of Big C Supercenter Public Company Limited is composed of three independent directors with combined skills and expertise in accounting, finance, and business administration. Its members include:

- | | |
|------------------------------|-----------------------------------|
| 1. Ms. Potjanee Thanavaranit | Chairman of the Audit Committee * |
| 2. Mr. Vachara Tuntariyanond | Audit Committee member |
| 3. General Thanadol Surarak | Audit Committee member* |

(*Changes were made in 2016. Mr. Sun Vithespongse, then the Chairman of the Audit Committee; and Mr. Akani Thapthimthong, then a Committee Member, resigned on 22 March, 2016. On 25 April, 2016, the company's committee appointed at its meeting Ms. Potjanee Thanavaranit as the Chairman of the Audit Committee and General Thanadol Surarak as an Audit Committee member).

The Audit Committee operates independently and performs its duties and responsibilities as assigned by the Board of Directors and all members possess adequate qualifications as required by the Audit Committee Charter and the regulations of the Securities and Exchange Commission, Thailand (SEC) and the Stock Exchange of Thailand (SET). The Audit Committee Charter can be viewed on the website: www.bigc.co.th

In 2016, the Audit Committee convened 7 meetings, which were attended by auditors, internal auditors and executives from various functions, namely Accounting and Finance, Management Information System, Legal Department, and Governance, as relevant to each meeting's agenda. The Audit Committee reports on its performance to the Board of Directors on a quarterly basis. Significant activities are summarized as follows:

● Review of the Company's Financial Statements

The Audit Committee reviewed the quarterly and annual separate and consolidated financial statements of the Company and its subsidiaries for 2016 after they had been reviewed and audited by the external auditor as well as the disclosure in the notes to financial statements. As part of the review, Accounting and Finance Executives and external auditors were invited to provide the explanations to the Audit Committee prior to the reports being concurred and submitted to the Board of Directors for approval.

In addition, the Audit Committee held a meeting with the external auditors without the presence of the Management for the independent discussion on important issues concerning the preparation of financial statements and any points of concern arising from their internal control reviews, as well as any actions considered 'suspicious' according to the Section 89/25 of the Securities and Exchange Act B.E. 2535 as amended by the Securities and Exchange Act (No. 4) B.E. 2551. In 2016, the external auditors were not aware of any material issues or indications of suspicious incidents.

The Audit Committee concluded that the internal control systems over financial reporting process were appropriate to ensure that the financial statements were prepared in accordance with the Generally Accepted Accounting Principles (GAAPs) and fairly presented the Company's financial position and performance in all material respects. Information was sufficiently disclosed in a timely manner for the benefit of shareholders, investors and financial statement users.

● **Review of Related Party Transactions or Transactions with Potential Conflict of Interest**

The Audit Committee reviewed related party transactions or any transactions that potentially conflicts the Company's interests to ensure that the Company's operations are rational and at an arm's length basis, aligned with regular commercial conditions including in compliance with the requirement of SEC. The review was also aimed at ensuring that the operations are conducted for the company's maximum benefits.

The Audit Committee concluded that those reviewed transactions were in accordance with the normal course of business and carried out with regular commercial conditions and reasonable price, just like other transactions involving people in general, for the best benefit to the Company. In addition, the Company made adequate disclosure as required by the Securities and Exchange Commission and the Stock Exchange of Thailand.

● **Review of the Company's Internal Control System and Internal Audit System**

The Audit Committee reviewed the results of the internal control assessment; both in terms of the operational system and information technology system, which were reported by the internal and external auditors, and no major internal control deficiencies were identified. The Audit Committee also reviewed the evaluation results for the Company's internal control system prepared by the management using the SEC's evaluation form which was aligned with the Committee of Sponsoring Organizations of the Treadway Commission (COSO 2013 – Internal Control Integrated Framework)'s guidelines.

The Audit Committee concludes that the Company's internal control system is adequate and appropriate for the Company's business operations.

Regarding the internal audit, the Audit Committee was responsible for overseeing the Internal Audit Department and approved the annual risk-based audit plan, the annual budget and the adequacy of manpower. The Audit Committee also acknowledged the progress report on Internal Audit Department's performance on a quarterly basis.

With regard to audit development to be in line with the international standards for the Professional Practice of Internal Auditing, the Audit Committee supported internal auditor to regularly attend training programs in respect of its personnel development and undergo professional certificate examinations.

The Audit Committee concluded that the internal audit processes had been operating appropriately and internal auditors were encouraged to continuously develop skills and knowledge that enabled them to efficiently and effectively work in accordance with international standards.

● **Review of the Company's Risk Management**

The Company's Board of Directors established the Risk Management Committee to be responsible for overseeing the Company's risk management.

Internal and external risk factors have been identified and assessed for their impacts and likelihoods, risk mitigation plans were developed, implemented and regularly monitored to ensure those risks were mitigated down to the acceptable level. Key risk indicators were set to monitor changing factors and enhance the effectiveness and timeliness of the risk responses. The Risk Management team regularly follows-up and reports the progress of risk management activities to the Risk Management Committee on a quarterly basis.

The Audit Committee, at its meeting with representatives from the Company's Risk Management Committee, reviewed the Company's risk management process and key risks that would have impacts on the Company's operations. The Audit Committee concluded that the risk management system of the Company was appropriate and sufficient for its operations in order to improve various measures to respond to the current changing situation.

● **Review of the Company's Corporate Governance**

The Audit Committee held a meeting with Director of Governance, who represented the Corporate Governance Committee, to review the Company's Corporate Governance to ensure that the Company has appropriate and effective corporate governance framework which is aligned with best practice guideline. According to the 2016 Corporate Governance Report of Thai Listed Companies, the Company's corporate governance was identified as "very good."

The Company has developed a Whistleblower System to enable employees, customers and stakeholders to report on suspect of fraud or misconduct or any practices that breach business ethics. The Corporate Ethics Committee is in charge of the complaint consideration process to ensure appropriation, justice and transparency.

The Audit Committee concluded that the Company's corporate governance process is appropriate and effective to ensure operation efficiency and confidence among all stakeholders.

● **Review of the Company's Compliance with Securities and Exchange Commission Laws, the Stock Exchange of Thailand's Requirements and Applicable Laws**

The Audit Committee reviewed the Company's compliance with Securities and Exchange Commission laws, the Stock Exchange of Thailand's requirements and laws pertaining to the Company's business operations, as well as the requirements and encumbrances which might have ensued as a result of contracts entered with third parties, and other claims. In this regard, the Audit Committee deliberated on any such matters in conjunction with the Legal Director and the Director of Corporate Governance, who reported as well as provided explanations and answers pertaining to the relevant aforementioned legal issues. They also followed up on law amendments or impositions in regard to the Company's operations.

The Audit Committee is of the opinion that the Company has adopted a clear policy in compliance with Securities and Exchange Commission (SEC) laws, the Stock Exchange of Thailand's requirements, law pertaining to the Company's business operations. In 2016, no violation of laws and regulations was found.

● **Selection and Appointment of External Auditor**

The Audit Committee considered the nomination and appointment of external auditors pursuant to the Company's criteria in 2017, taking into account its independence, skills, competencies, knowledge, expertise, experience, and the competitiveness of the audit fee as well as 5-year auditor rotation required by the notification of the Capital Market Supervisory Board.

The Audit Committee concludes that auditors from Deloitte Touche Tohmatsu Jaiyos Co. Ltd provide satisfactory independence, expertise and experience. Therefore, the Committee proposed at the meeting of shareholders the appointment of Deloitte Touche Tohmatsu Jaiyos Co. Ltd. Dr. Kiatniyom Kuntisook, CPA (Thailand) License No. 4800; Mr. Permsak Wongpatcharakorn, CPA (Thailand) License No. 3427; or Dr. Supamit Techamontreekul, CPA (Thailand) License No. 3356; or Mr. Wanlop Vilaivaravit, License No. 6797 from Deloitte Touche Tohmatsu Jaiyos Co., Ltd. as the Company's auditors for year 2017.


● Overall View on the Audit Committee's Performance

The Audit Committee reviews the Audit Committee Charter annually to ensure it is in line with best practices prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission. The Audit Committee also conducted an annual self-assessment as a group by using the Audit Committee's self-assessment form which aligned with guidelines of SEC and SET.

In conclusion, the 2016 assessment resulted that the Audit Committee has fulfilled the duties entrusted by the Company's Board of Directors and specified by the Audit Committee Charter.

15 February, 2017

On behalf of the Audit Committee



Ms. Potjanee Thanavarani
Chairman of the Audit Committee

Internal Control

The Company recognizes importance of internal control system. The Company, therefore, has continually improved its internal control system to enhance its effectiveness and efficiency with emphases on: the adequacy and suitability taking into account the associated risks; the proper, transparent and auditable business management and work performance. This is to reasonably assure the Company's achievement of its set targets. The Audit Committee has been entrusted with the responsibility to review the Company's internal control system provided by the management to see if it is suitable and efficient, based on the results of the auditing exercise conducted by the Internal Audit Department and the external auditor's opinion on the Company's internal control system. This is to ensure that the Company's internal control system is suitable, adequate, and extensive with coverage in all respects, including the management control, operational control, financial and accounting control, and legal compliance.

Assessment of the Company's internal control system has been conducted according to the Adequacy Assessment Form for Internal Control System in accordance with the Form of the Securities and Exchange Commission, which is in line with the internal control framework of the Committee of Sponsoring Organization of the Treadway Commission (or COSO 2013). The assessment was made on the aspects categorized by the components of the internal control as follows:

1. The Environment of the Control

The Company encourages good control environment by setting the vision, mission and organizational value, with an aim to propel a sustainable growth and top-notch operational performance of the organization, having in place clear short-term and long-term business operation targets and strategies that have been approved by the Board of Directors. The operational performance has been measured periodically, using the Balanced Scorecard and the Key Performance Indicators (KPIs), to monitor the business operation performance, comparing them with the set targets. The Company is prepared to adjust its business plans and strategies according to the current circumstance and consistently changing associated risks.

The Company has established the suitable organizational structure, line of control, and relationship between the intra-company units that are conducive to effective business operations. The suitable delegation of power and responsibility has been implemented.

The Company has in place the policies, rules, procedures and instructional manuals for the work performance of the operational units in all functions, including, for example, finance, procurement, human resources, and administrative work units. Those policies, rules, procedures and manuals have been communicated to, and recognized by, all employees. Non-compliant employees could be subjected to disciplinary punishments. Improvement of the aforesaid policies, rules, procedures and manuals has been made from time to time to maintain their suitability.

With respect to the personnel—the Company's most important resource, the Company has in place the job descriptions for all job positions, standardized assessment of employees' work performance and fair, clear and reasonable compensation schemes with the relevant internal and external factors are factored in. Trainings have been organized to improve employees' knowledge, skills and ability suitable for the employees' respective existing tasks and for the employees to be prepared for future changes. Various trainings are also made available electronically on-line continuously for employees' self-learning according to their preference to accomplish their respective career goals.

The Company has in place the policies on the occupational health, safety and working environment, which are in compliance with the applicable laws, to enhance the efficiency and effectiveness of the work safety management.

The Company has established the Code of Conduct, which has been acknowledged in writing by all employees, including those at the management level. Copies of the Code of Conduct have been distributed to all employees and directors for their use as guidelines in performing their jobs with honesty, integrity, transparency and ethic.

The Company has the rules in dealing with all business counterparties fairly and indiscriminately in accordance with the customary business practice. The Company's procurement staff and suppliers as well as other

business counterparties are bound by the confidentiality agreement/policy to determinedly do the business with accountability and fair to all stakeholders, based on the believe that sustainable growth of the Company should goes hand-in-hand with the growth and development of all stakeholders.

The Corporate Governance Committee was established and entrusted with the supervisory task to assure that the Company's business operations are conducted in compliance with the good governance policy, placing importance on honesty and business ethic. Channels are made available for expression of opinions and suggestions in connection with the service provision, for "whistle blowing" in connection with violation of law or business ethic, or suspicious dishonest or illegitimate behavior of employees, officers and other interested parties. These include raising incorrect financial reports, defective internal control system via ordinary mail, telephone, facsimile, e-mail, and internet to the website of the Company.

2. Risk Assessment and Management

The Risk Management Committee was established and entrusted with the responsibility to set policy framework and directions for the systematic risk management and handling. The Company's Risk Management Policy and Guidelines set the steps to be taken to identify risk indicators and risk factors, both inside and outside of the Company. Risk assessment is conducted on two aspects in order to determine the risk level (high, medium or low) as follows: the impact magnitude (both quantitative and qualitative) to assess how much damage could be done; and the occurrence probability (or likelihood). The assessment results are compared with the Risk Appetite to determine which are acceptable, and which are not. For the risks identified as needed to be more intensively controlled, the respective 'risk treatment plans' for those risks will be made, which include the key risk indicators for use by the risk managers to monitor the results of risk management and to make the risk management progress report to the Risk Management Committee, and further report to the Corporate Governance Committee and the Board of Directors, consecutively.

Importance is placed on preparation for the dynamic circumstance influenced or affected by the economic and political situations, the changes in laws, natural disasters, and environmental and safety regulations. The Company has in place the Business Continuity Plan

(BCP) and Disaster Recovery Plan (DRP) to cope with the potential risks and critical situations, to assure the Company's uninterrupted business operations, and to mitigate damage and adverse effects suffered.

Risk Management

The Company adopted Enterprise Risk Management as a tool to handle with uncertainty that may have impact on business goals which the Risk Management Policy was already set up, together with the regular updates and promote Risk Management Process to entire Company to ensure that the Company can accomplish its goals, to deal with the changes and risks that may occur immediately and to create more shareholders and stakeholders confidence.

Board of Directors approved Risk Management Policy and authorized Risk Management Committee for this responsibility. Also note that the Company's executives have to do the Risk Assessment on yearly basis which cover Operational risk, Financial Risk, Strategic Risk, Compliance Risk and Fraud Risk. Risk Manager will be a coordinator who analyzes and evaluates the results whether particular risk is at acceptable level or not. Risk Manager is required to report and provide the solution (if any) to Risk Management Committee for consideration and then to propose to Board of Directors.

(Further information is available under section Risk Management and Risk Factor.)

3. Controlling Activities

Controlling activities have been implemented. The areas covered include major operations which are material in carrying on the business, including those related to the critical information systems. The control activities are mainly of preventive nature to ensure that the risk management method or the control activities are pragmatic, realistically help prevent or minimize exposure to the risks that potentially causes damage to the business operations. In addition, the policies, rules and controlling activities are reviewed and revised periodically to make them suitable for the changing situations and associated risk profiles. The control activities are summarized as follows:

➤ The framework of the delegation of approving power to the managements at different cascading levels is clearly set in writing, and is reviewed and revised to maximize its suitability according to the change of organizational structure, while maintaining good check-and-balance mechanism and flexibility in business operations and internal control.

➤ Job segregation principle is adhered to in defining the responsibilities of the authorized approvers, transaction recording staff, information processing staff, and asset keeping staff to constitute the cross-checking and balancing of power mechanisms. Appropriate power distribution has been implemented to promote work performance flexibility. Staff rotation policy has been adopted and implemented appropriately in terms of suitable job positions and timing.

➤ In the case of activities classified as connected transactions or activities that potentially give rise to conflict of interest, tight measures in the form of policies and practicing rules which require that approvals must be obtained from the designated authorized persons. The approval process must be in line with the requirements of The Stock Exchange of Thailand and the Securities and Exchange Commission and for the best interest of the Company. To uphold this principle, the authorized approvers are barred from participating in the approval granting process if they have interest in the proposed activities in question. Each interested director and interested management is required to file within the prescribed time period a report of her/his relevant interest as well as the relevant interest of her/his 'related persons.' Such report must be made in the prescribed form, which the reported information also include the equity interest in the Company.

➤ Information Security Policy and Manual were made and communicated via the Company's intranet and were sent by e-mail directly to each employee. This is to promote employees awareness of information security. Security standards were set to control access to the information and utilization of information. Information has been classified, and the access to the classified information has been appropriately controlled. Computer data traffic information has been recorded according to the applicable regulations of the Information Technology and Communication Ministry. The Company accomplished the successful completion of its ISO 27001 Project in the context of Data Centre, being granted with the ISO 27001 Certificate on 15th March 2012.

➤ The Legal Department and Corporate Governance Department have been entrusted with the responsibility to ensure full law compliant operations of the Company's business. This is to minimize exposure to the non-compliance risk. To accomplish this objective, the Company has in place various law compliance measures or process, e.g. compilation and development of law compliance database, development of law compliance management system and warning system to prevent untimely actions that need to be taken within the time period, and organization of trainings and provision of advices for staff of all units within the Company.

4. Information and Communication

The Company has continuously developed and improved its information system and provided channels for efficient intra-company communication with systematic data processing which is accurate, reliable, operates in a timely and suitable manner to accommodate the users' demand for the purposes of work execution and analytical usage. As a result, important information needed for decision-making by the Board of Directors and Management can be made available adequately well in advance. For example, the materials and information necessary for Board of Directors meetings can be provided to the Board members not less than 7 days before the meeting, giving them ample time for preparation and being ready for the meeting and making the decisions. In addition, the questions, discussion, debate, observations, and decisions on the matters raised for consideration at the meetings can be completely recorded in detail.

The supporting information and documents for account book recording and financial statements preparing and other important documents are kept and retained in an organized fashion and for the period of time as required by law. The Company has never received comment from the auditor about any deficiency in document keeping. The Audit Committee has reviewed the audited quarterly and yearly financial statements of the Company, and has discussed with the management and the auditor the significant information in the Notes to the Financial Statements, e.g. the accounting policy, assessment and judgment process used in preparing the financial statements. The Audit Committee was of the opinion that the financial statements have been prepared in accordance with the generally accepted accounting principles,

containing accurate, complete, and reliable information. The adopted accounting policies were reasonable. The information disclosure was sufficient, timely and beneficial to the shareholders, investors and other financial statements users.

Intra-company communication via e-mails and intranet has been used to communicate to employees the information about the Company's policies, rules and orders. Internal meetings at all levels of the organization are held and exploited as communication channel for employees to express their opinions to develop work operations and improve work system efficiency. Company's website is available for employees and outside stakeholders as channel of communication with the Company.

5. Monitoring

The Company has in place the work operation monitoring and assessment processes. The set KPIs are used to measure the performance and the results thereof are reported to the Management and Board of Directors regularly. If the performance results negatively deviate from the plan or targets, analyses are conducted to identify the cause(s) and rectification measures must be established and implemented to solve the problem within the reasonable time fixed.

Monitoring activities were organized and implemented by a separately different work unit to continuously monitor and assess the internal control system. The continuous monitoring and assessment activities are set as routine works in the course of the Company's business operations to enable the Company to be responsive to the changing situations, whereas the monitoring and assessment by a separately different work unit, under the Internal Audit Department, is set to assess the adequacy and effectiveness of the internal control system for the important administration and operation processes, in accordance with the annual audit plan approved by the Audit Committee. The monitoring and assessment results are reported to the Audit Committee on a quarterly basis. The follow up conduct to measure the progress of work process improvement according to the recommendations stated in the audit report.

At the Board of Directors Meeting No. 11/2016, held on 14 December 2016, the meeting approved, as recommended by the Audit Committee, the

summarized opinion on the adequacy of the internal control system. That is to say: the Company's internal control system was designed and implemented with adequacy and suitability for the business operations without material deficiency; the Company's financial reports were prepared in accordance with the generally accepted accounting standards with adequate information disclosure; the Company's business operations have been conducted in compliance with the Securities and Exchange Act and other applicable laws.

Heads of Internal Audit and Compliance

Miss Nantavadee Suntibunyut is the Director of Internal Audit Department and Secretary to the Audit Committee since 2000. She has intensive experience in the Company's audit over 15 years. She has developed her expertise through training in related topics. The Audit Committee has reviewed adequacy of the resource of internal audit team and supported the internal audit in continuous development of expertise. The Audit Committee also supervised the appointment, rotation, removal or evaluation of performance of the head of internal audit in accordance with the AC Charter. Compliance with SET/SEC regulations of the Company and the Board of Directors and corporate level risks are under responsibility of Mrs. Phatchada Muenthong, Director of Governance, Risk Management and Compliance Department.

Details of Heads of Internal Audit and Compliance

1. Heads of Internal Audit :

Ms. Nantavadee Suntibunyut

► **Education:**

Master of Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University

► **Experiences:**

- Accounting Director Inoue Rubber (Thailand) Plc.
- Internal Audit Director Big C Supercenter Plc.

2. Head of Compliance:

Mrs. Phatchada Muenthong

► **Education:**

- Master of Comparative Law, Michigan University, USA
- LL.M, Chulalongkorn University

► **Experiences:**

- Attorney-at-law, Tilleke & Gibbins Law Firm
- Corporate Legal and Compliance / Company Secretary, Siam City Cement Plc.



Message from the Corporate Governance Committee

Dear Shareholder,

The Corporate Governance Committee is a sub-committee with the Chairperson and members of the majority as independent directors. The Committee, as assigned by the Company's Board of Directors and stated in the charter, is in charge of three areas: providing advices for the Company's Board of Directors about corporate governance practices and policies to ensure the compliance with corporate governance principles, providing advices in regard to compensations for the Company's Board of Directors and sub-committees, and providing advices about the criteria and required qualifications of directors and top executives.

In 2016, the Corporate Governance Committee was once again proud of the Company's ultimate determination in continued substantial corporate governance. We produced concrete performances last year which were accepted by external parties. According to Thai Institute of Directors Association (IOD)'s Corporate Governance Report of Thai Listed Companies, our organization secured the "EXCELLENT" level of scores, while the Annual General Meeting Evaluation by the Thai Investors Association named us as "EXCELLENT SAMPLE COMPANY" for the second consecutive year. On behalf of the Corporate Governance Committee, I'd like to take this opportunity to express my gratitude to all of the Company's executives and employees for their execution of good corporate governance in business operations.

Below is the Corporate Governance Committee's reports on the meaningful organizational progression, in terms of corporate governance, which should be acknowledged by our shareholders, whereas the practices of good corporate governance principles for listed companies as suggested by the Stock Exchange of Thailand are detailed in the following page.

- 1) The Company makes important progression and establishes sample practices, based on the suitability for the organization, while revisions are made on a regular basis. Among the key revisions are the revisions of corporate governance execution and Business Ethics, which provides basic practice guidelines for the Company's directors, executives and employees.
- 2) The directors are determined to create the type of organizational culture that promotes corporate governance, under which the Company's employees are given messages, trained and shown role-plays about the Company's Code of Conduct so that they learn how to take these organizational ethics into consideration and have a clear idea of what should and shouldn't be done in particular situations. At the same time, the management can work on raising awareness of issues concerning being good members of the Company and society.

In 2016, the Corporate Governance Committee arranged eight meetings in order to address responsibilities and duties as stated in the charter and conduct its own self-evaluation. The evaluation suggests that the Corporate Governance Committee was satisfied with its operation, which is in line with the good corporate governance principles for companies listed in the Stock Exchange of Thailand and with the charter. The reports were already submitted to the Company's Board of Directors.

In conclusion, the Corporate Governance Committee is happy that the Company is highly ambitious to improve, promote and apply good, standard corporate governance principles to its management. The Company also strictly complies with these principles in order to win all stakeholders' trust, confidence and acceptance, as well as secure satisfactory evaluation from these stakeholders, who are independent corporate governance agencies and whose work involves operations of companies listed in the Stock Exchange of Thailand. The Corporate Governance Committee firmly believes that the Company's good corporate governance, organizational culture and strong core values will drive us to grow sustainably into the future.

Police General Aek Angsanant
Chairman of the Corporate Governance Committee

Corporate Governance: It matters at Big C

The Company recognizes and emphasizes the importance of good corporate governance to ensure that our operations are ethical, responsible, transparent, verifiable, honoring shareholders' equality, holding responsibility for all groups of stakeholders and providing support for operations in order that our targets and visions are achieved. Our corporate governance is reviewed annually. In 2016, the Committee reviewed the Business Ethics by referring to corporate governance principles and good practices as suggested by both the organization (in order to generate cooperation and business improvement) and the Stock Exchange of Thailand. (For detailed information on good corporate governance principles and the Business Ethics, please visit the "Investor Relation" column on the Company's website www.bigc.co.th.)

Corporate Governance of its Subsidiaries and Affiliates: Subsidiaries use same policy and governing as Big C. For affiliates, we send representatives on the basis of pro rata of shareholding as board members of the affiliated company who can jointly make key decisions.

Summary of Corporate Governance under the CG Best Practice is following:

➤ Category I: Shareholders' Rights

The following principles are set to protect and facilitate the exercise of shareholders' rights

- A) Big C protects basic shareholders' rights as follows:
 - 1. Right to secure ownership registration
 - 2. Right to convey or transfer shares
 - 3. Right to share the profits of the corporation
 - 4. Right to obtain relevant and material information on the corporation on a timely and regular basis
 - 5. Right to participate and vote in general shareholders' meetings
 - 6. Right to elect and remove members of the board
- B) Big C Shareholders have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as:
 - 1. Amendments to the statutes, or articles of association or similar governing documents of the company
 - 2. The authorization of additional shares
 - 3. Extraordinary transactions, including the transfer of all or substantially all assets, which in effect result in the sale of the Company.
- C) Big C Shareholders have the opportunity to participate effectively and vote in general shareholder meetings and are informed of the rules, including voting procedures that govern general shareholders' meetings:
 - 1. Big C Shareholders are provided with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.
 - 2. Big C Shareholders can ask the Board questions, including those related to the annual external audit, to add more items onto the agenda of general meetings, and to propose amendments to Articles on Association of the Company.
 - 3. Big C supports effective shareholder participation in making key corporate governance decisions, such as the nomination and election of board members. Shareholders are able to make their views on the remuneration policy known to board members. The subject of equity in compensations for board members shall be subject to shareholders' approval.

4. Big C Shareholders shall be treated equally and given equal opportunities to vote either in person or by proxy.
- D) Any shareholders' agreement that enables certain shareholders to obtain a degree of control disproportionate to their equity ownership will be disclosed in the Annual Report.
- E) Markets for corporate control should be allowed to function in an efficient and transparent manner.
1. The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur with transparency and under fair conditions that protect the rights of all shareholders according to their share classification.
 2. Anti-takeover devices should not be used to shield management and the board from accountability.
- F) Big C shall facilitate the exercise of ownership rights by all shareholders.
- G) Big C shall not cause any obstacle for shareholders to consult with each other on issues concerning their basic rights as shareholders.

Examples of our implementation of the principles outlined above:

1. The Company has appointed TSD as the Company's share registrar
2. The Company proposed dividend on a regular basis and in line with the dividend payment policy
3. The Company provided sufficient information on a timely basis. Shareholders can access the Company's information through the Company's investor relations website. The Company gathered beneficial information for shareholders and investors and updated them on a regular basis.
4. The Company provided shareholders with a clear AGM agenda in accordance with the law and in line with best practice guidelines in keeping agendas for directors' appointments and remunerations separated.
5. The Company promoted shareholders' right to participate in the AGM as follows:

AGM 2016		Shareholders' privileges in relation to the meeting
Shareholders were given opportunities to propose an agenda, nominate directors or ask questions prior to the meeting.	29 September to 31 December 2015	More than 3 months
Date and venue of the meeting	Monday, 25 April 2016, at The Okura Prestige Bangkok	<ul style="list-style-type: none"> • Easy to access, with many modes of public transportation (by bus or BTS etc.); • Used recorded dates to identify shareholders who could attend the meeting.
Registration starts	12 a.m.	<ul style="list-style-type: none"> • 3 hours before the meeting commenced
Meeting started	3 p.m.	<ul style="list-style-type: none"> • Used barcode for e-registration and e-voting; • Dispatched staff to check and facilitate registration documents; • Institutional investors could register early.

Published details about the meeting on the company's website under "investor relations"	4 April 2016	21 Days prior to the meeting
Sent meeting details by post	15 April 2016	<ul style="list-style-type: none"> • 9 Days prior to the meeting, available both in Thai and English; • Clear agenda, such as separation between directors' election and directors' remunerations; • Each agenda has clear purposes, e.g., for information or for consideration. The Board's opinion is also clearly presented; Documentation required at the meeting, meeting regulations and voting requirement are specified; • All types of proxy are included in the announcement of the meeting
Advertisement in newspapers	18-20 April 2016	
Submitted shareholders' resolutions to SET	25 April 2016	
Published minutes of the meeting on the Company's website, under "investor relations"	9 May 2016	Within 14 days after the meeting

6. Transparency and governance of the AGM proceedings

- (1) Before the meeting started, the Chairman of the Meeting assigned a person to introduce the Board, executives, external auditor, legal advisor who supervised the vote counting process and provided explanation (if any) to the meeting. Shareholders at the AGM were briefed on meeting regulations which include voting procedure, void ballot criteria, ballot collection, vote counting and announcement and required votes for each agenda according to the Company's Articles of Association.
- (2) During the meeting, shareholders could share opinion or make inquiries on each agenda. An Interpreter (from Thai to English) was hired for foreign shareholders. Key questions and responses were recorded in the minutes of meeting.
- (3) All decisions were based on one share - one vote principle. Ballots were used for every agenda under consideration. Particularly the election of directors, voting was proceeded on an individual basis. The Company could not use cumulative voting, as it is obliged to comply with the Company's Articles of Association. Ballots for all votes were collected for the election of directors (for, against, and abstention).
- (4) Shareholders considered remunerations for the Board and subcommittees. The subcommittees included the Audit Committee and the Corporate Governance Committee.
- (5) No surprising agenda. At each AGM, the board does not add any new agenda for consideration other than that identified in the Invitation Letter.
- (6) There were no obstacles for shareholders to exchange information regarding their fundamental rights.

As a result of our continuous improvement on meeting arrangements, in 2016, Big C received 5TIA score (excellent level for the 2nd consecutive years) from the Thai Investors Association.

Category II: The Equitable Treatment of Shareholders

Following principles are set with the objective to ensure the equitable treatment of all shareholders, including minority and foreign shareholders:

- A) All Big C shareholders in the same class of shares will be treated equally.
 - 1. Each ordinary share carries 1 vote and receives dividend in the same ratio.
 - 2. Votes may be cast by custodians or nominees in a manner agreed upon with the owner of the shares.
 - 3. Processes and procedures for general Big C shareholder meetings should be conducted with equitable treatment of all shareholders. Company procedures should not make it unduly difficult or expensive to cast votes and there should be no cross border voting.
- B) Big C has a policy against insider trading and abusive self-dealing. Breach of such policy shall be subject to serious consequences management or termination of employment
- C) Big C requires the board and executives to disclose their conflict of interest, whether direct or indirect, in accordance with the announcement made by the Board of Directors regarding Guidelines on Report of Director's and Executive's Interest.

Examples of our implementation of the principles outlined above:

1. **All shares are equal.** All shares of Big C carry the same rights, one share one vote. We contacted institutions acting as custodians for shareholders to encourage Big C's shareholders to exercise their rights without setting a voting procedure that would be inconvenient or incur unnecessary expenses to them.
2. **Limit financial assistance to related parties.** The Company only provided shareholders' loans to subsidiaries and affiliates on pro-rata of its shareholding, under review and approval of the Audit Committee and the Board of Directors. Financial assistance focuses on Big C's businesses or investments. The Company made complete disclosure and did not provide other financial assistances.
3. **Multiple Communication Channels.** Shareholders have equal access to many communication channels, e.g., via the Company's website, or SET Disclosure.
4. **Ensuring Equal Treatment of Shareholders** in key areas as follows:
 1. **Related Party Transactions (RPT).**

RPT may allow special benefits to related parties, if it was considered unfair or if legal requirements are not followed. The Company has a guideline to ensure that RPT which has influence over Management's decision is justified and in accordance with laws

Internal Control and Procedure for RPT

Approval requirement. RPT shall follow legal or SET requirements regarding the review of the Audit Committee and approval of the Board or Shareholders (as required).

Monitoring Process. The external auditor reported RPT to the Audit Committee on a quarterly basis, allowing the Audit Committee an opportunity to monitor whether entering into RPT was fair and in accordance with appropriate pricing policy, comparable to transaction with other parties, without transferring benefit to the related parties. The Audit Committee shall further present its conclusion to the Board of Directors.

Consideration by the Management: There are transactions which are legally allowed if righteously carried out, as well as connected transactions of general business operations and connected transactions that support general business operations. These transactions are

processed in line with normal commercial considerations and/or market prices in the same manner as what should be done by a reasonable person to the other party in the agreement of similar situation. Negotiations advance without the influence as a president, executive or an involving party as specified by the laws. Such considerations are approved by the Board of Directors, who in 2016 reviewed those considerations as part of its duties. The Board of Directors considers the revision of operations as its responsibility in order to ensure good corporate governance.

Ensure complete disclosure. The Company fully disclosed transactions with related parties in accordance with SET regulations and best IOD's practices (Summary of Related Parties' Transactions is under the section "General and Other Important Information").

2. Insider Trading

Internal Control and Procedure to Prevent Insider Trading

- The Code of Conduct guidelines include the prohibition of the use of internal information for personal gain. Each Executive's employment contains the obligation to keep data confidential. Yearly signing of the same obligation is conducted. Employees are aware that a breach of such obligations may lead to disciplinary actions or termination of employment (for the case of severe act).
- Blackout periods were notified to Directors, Executives and relevant employees to suspend the trade of Company's share during a period of 1 month before the financial statements are disclosed.
- The Board of Directors and Executives added an advance reporting responsibility for the case of acquisition and disposal of the company's shares (at least 1 day in advance).
- The Board of Directors and Executives were required to report any changes of the Company's stock trading to the Security Exchange Commission in compliance with Section 59 of the Stock Exchange of Thailand Act (No.3) B.E. 2535 within 3 business days from the date of purchase, sale, transfer, or receipt to the Company Secretary. The Company Secretary shall prepare a summary report for the Board meeting as a standing agenda.



Category III: Role of Stakeholders

The following principles are set to ensure that Big C recognizes stakeholders' rights established by law or through mutual agreements. We deem stakeholders as a key driving force for wealth, jobs, and sustainability for Big C.

- A) Big C shall identify and respect stakeholders' rights.
- B) Big C shall develop performance-enhancing mechanisms through employee engagement .
- C) Big C shall identify channels for stakeholders to access relevant, sufficient and reliable information to increase their participation in the corporate governance process.
- D) Stakeholders, including individual employees and their representative bodies, can freely communicate their concerns about illegal or unethical practices to the Company and their rights will not be compromised for this.
- E) The corporate governance framework aligns with process regarding insolvency and enforcement of creditors' rights.

Examples of our implementation of the principles outlined above:

The Company identified stakeholders according to its corporate governance and took the following steps.

- **Employees:** The Company treated employees in a fair and just manner and provided appropriate compensation similar to other industries in accordance with employees' knowledge, performance, skills, and nature of work, with fair and appropriate welfare, such as provident fund, medical allowance and annual health checkup. The Company continuously promotes people's development and respects human rights, especially in relation to the conditions of employment and policies on employees' occupational health and safety. (More information is available in Management Structure section titled "Employee Benefits" in the CSR Report.)
- **Business partners:** The Company has transparent procedures for bidding, negotiating and selecting suppliers, vendors, and service providers. The Company treats all business partners fairly and equally. Bidding of key items will be considered by a cross-functional committee.
- **Creditors:** The Company strictly adhered to fair treatment of creditors, in a responsible and transparent manner, especially regarding collateral, capital management and repayment. The Company will not hide information or facts which will cause damages to creditors. In the case that the Company cannot fulfill contractual obligation, the Company will notify and consult with creditors in order to jointly seek remedies.
- **Customers:** The Company cares and is responsible for its customers. We serve customers with good quality products and services. The Call Center receives complaints from customers and communicates with related functions in order to find resolutions. In addition, customers' safety is one of our priorities.
- **Competitors:** The Company conducted its operations within the appropriate framework for fair competition among competitors, and did not utilize any unfair tactics against them. The Company adhered to the principles that support free and fair trade.
- **Community:** The Company has implemented its CSR policy and acts as a role model in participating, supporting and facilitating sustainable development, including social and environmental development. We effectively and efficiently use natural resources or equipment by taking into account the environmental impact and energy conservation. We have also organized activities to develop society and environment in various forms and raised awareness of corporate social responsibility by effectively communicating with employees through proper channels. (More information is available in the CSR Report.)
- **Society and Governmental Agencies:** The Company maintains good relationships with governmental agencies and provides them with appropriate collaboration. The Company doesn't infringe upon intellectual property rights. We conducted fraud risk assessment and reviewed fraud risk management policy and procedure, and provided channels for making complaints. We reviewed our investigation procedure and protection of confidentiality and made improvement thereof. The Board and employees were informed of these campaigns through various activities in order to create joint collaboration in anti-fraud endeavor.

In addition, the Company promotes good corporate governance through the following implementations:

- **No infringement of Intellectual Properties Rights.** As commitment no. 5, in the revised Code of Conduct, all personnel are required to sign the acknowledgement of responsibility for safeguarding and preserving Big C's assets and not disclosing confidential information nor using insider information for personal gain, to protect the owner of intellectual properties. For example, the Company uses only authorized computer software. All computer applications have to be approved and installed by Management of Information System (MIS) personnel.

- **Anticorruption.** The Company has evaluation and supervision procedures in order to track and prevent risks in accordance with good corporate governance principles.
- **Contact Channels for All Stakeholders.** The Company provides channels to lodge complaints on management issues, fraud or misconduct. Investigation and appropriate process of reporting to the Management, the Audit Committee and the Board of Directors are in place. During the investigation process, confidential information and whistleblowers' identities are protected. (More information is available in the CSR Report.)
- **Material Dispute with Stakeholders.** In 2016, the Company did not have any material dispute with any stakeholders.

(More information is available in the CSR Report.)

Category IV: Disclosure and Transparency

The following principles are set to ensure that timely and accurate disclosure is made on all matters regarding the corporation, including the financial situation, performance, ownership, and governance of the Company.

- A) Disclosure of Big C shall include, but not be limited to, information about:
 1. The financial and operating results of the company
 2. Company objectives
 3. Major share ownership and voting rights
 4. Remuneration policy for members of the board and key executives, and information about board members, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board
 5. Related parties' transactions
 6. Foreseeable risk factors
 7. Issues regarding employees and other stakeholders
 8. Governance structures and policies, in particular, the content of any corporate governance, code or policy and the process by which it is implemented.
- B) Information about Big C is prepared and disclosed in accordance with accounting, financial, and non-financial disclosure standards.
- C) An annual audit is conducted by an independent and qualified auditor to provide an objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all aspects.
- D) Big C ensures that external auditors are accountable to the shareholders and owe a duty to the Company to exercise due professional care in the conduct of the audit.
- E) Big C shall have channels for disseminating information that provides users with equal, timely and cost efficient access to relevant information.
- F) Big C shall have a guideline that addresses and promotes the provision of advice by analysts, brokers, rating agencies and other relevant parties to investors, by providing their contact details on the Company's investor relations website. This allows investors to easily establish their direct contacts with relevant parties. Big C, however, does not provide investors with individual analysts' reports in order to avoid appearing to be endorsing their opinions.

Examples of our implementation or the principles outlined above:

In implementing the above principles, the Company places importance on accurate, complete and timely disclosure of both financial and non-financial data, such as the Company's profile, financial statements, operations updates, shareholding, corporate governance, and corporate social responsibility updates, etc. This is in line with the principle of good corporate governance. The Company provided stakeholders with many convenient channels for disclosure.

1. Disclosure Channels include:

- (1) The Stock Exchange of Thailand's website (www.set.or.th)
- (2) The Company's website (www.bigc.co.th), which is available both in Thai and English. Information therein has been regularly updated.
- (3) Annual Report (Form 56-2)
- (4) Annual Registration Statement (Form 56-1), with complete information per disclosure requirement.

2. **Audit of Financial Statements.** The Company hires independent and qualified external auditors, who conduct their audit work with diligence and care, especially regarding the responsibility for shareholders. They met the Management on important issues in order to ensure that information available to them is corresponding to both the actual practice and the Management's understanding. For example, they have joined hands with the Management to look into possible fraud incidents. This is to assure the Board of Directors and shareholders that the Company's financial statements present accurate financial status of the Company on all aspects. (More information is available in the Report prepared by the Audit Committee for the Shareholders.)

3. Relationship with Investors

The Company has set up a department dedicated to investor relations, which is tasked with facilitating, coordinating and disclosing information to investors. This includes presenting operational results and holding analysts' meetings, hosting company visits, and meeting investors both in Thailand and abroad. The Company also provides financial information and other useful information on the Company's website (www.bigc.co.th), under the investor relations page, which is an effective and free means to access information. Interested persons can subscribe to the email news function that alerts subscribers when Big C has made SET Disclosures, via the Company's website at www.bigc.co.th > investor relations > information request > email news service.

Corporate Governance of Investor Relations: Our practice of Investor Relations adopted IR – Code of Conduct of the Stock Exchange of Thailand as its principle, to ensure that shareholders are treated equally and prevent insider trading.

Shareholders or interested persons can contact the Company through following channels:

Contact Person for General Stakeholders Ms. Rumpa Kumhomreun, Chief Financial Officer & Business Controller Telephone: 02 655 0666, extension 4062 Email : kurumpa@bigc.co.th	Contact Person for the Media Mrs. Jareeviboon Boonchanakosol, Senior Manager, Public Affairs and Corporate Communications Department Telephone: 02 655 0666, extension 4441 Email : bojareeviboon@bigc.co.th
Contact person for Investors Mr. Rami Piirainen, CFA Director of Investor Relations Telephone: 02 655 0666, extension 7416 Email : pirami@bigc.co.th	Customer Call Center Telephone 1756 Our Call Center also provides effective service in terms of responding to any inquiries or complaints from customers, suppliers, employees, and any interested persons. The complaint reporting process is monitored by the Management on a regular basis, in order to ensure ethical conduct and customer satisfaction.

Category of Information for Stakeholders

Periodic Report: For example, Quarterly Financial Results and MD&A have been disclosed on the SET website instantaneously.

Non Periodic Report: We follow disclosure guidelines and ensure that our shareholders and members of the public have received equal access to information. In 2016, we reported 31 items of non-periodic reports on the SET website.

Presentation to Investors: The Company holds quarterly presentations for investors to give them an opportunity to learn more about the Company's business and ask related questions. In these presentations joined by high-ranking Company Executives, the Company announces its quarterly performance and operational developments. The presentation slides are uploaded onto Company's website.

Shareholders' Meeting: Every year, an Annual General Meeting of Shareholders is organized to give shareholders an opportunity to obtain relevant information, offer opinions, ask questions, and vote on important matters. We encouraged the shareholders to share their opinion in accordance with good corporate governance principles.

Company Visits: The Company offers an opportunity for institutional investors and analysts to request a meeting with the Company's Management to learn about the Company, its performance, and trends. In 2016, we hosted 40 visits by investors and analysts.

International Road Shows and Conferences: The Company conducts road shows and participates in conferences held overseas to meet with foreign institutional investors who are interested to learn more about the Company. In 2016, the Company conducted 2 road shows in Hong Kong, and Singapore. The Company also participated in 2 conferences held in Singapore.

Local Road Shows and Conferences

The Company chooses to attend a number of conferences to meet with institutional investors one-on-one or in small group meetings. In 2016, the Company attended 2 conferences held in Bangkok.

Conference Calls: The Company makes conference calls with foreign institutional investors and analysts to give them a chance to learn more about the Company and its business. In 2016, we conducted 20 conference calls with institutional investors and analysts.

Summary of Information Disclosure through Various Channels in 2016

Channel	Volume (Times)
Direct	
• Presentations to Investors	4
• Company Visits	40
• Road Shows and Conferences	2
• Conference Calls	20
• Shareholders' Meeting	1
Indirect	
• Company's website www.bigg.co.th	57
• SET website	43

Measuring Investor Relations

The Company sets certain KPI targets to measure investor relations activities during the year. These targets include reaching out to international institutional investors through international road shows as well as local investors through local conferences, improving corporate access by actively staying in touch with analysts covering the Company and facilitating meetings between Senior Executives and investors or analysts when possible. In 2016, we met or exceeded all these targets as we executed our road show schedule as planned, and attended local conferences when possible.

➤ Category V: The Board of Directors' Responsibilities

The following principles are set to ensure that the Board effectively carries out its task of overseeing the Company's strategic guidance and the Management's conducts, and that the Board is accountable for the Company and its shareholders.

- A) Big C's Board Members shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and its shareholders.
- B) Big C's Board Members shall treat all shareholders fairly.
- C) Big C's Board Members shall apply high ethical standards, with the interests of the stakeholders being prioritized.
- D) Big C's Board Members supervises the Management in fulfilling certain key functions, including:
 1. Reviewing and guiding corporate strategies, major action plans the risk policy, annual budgets and business plans; setting performance objectives; monitoring corporate performance; and overseeing major capital expenditures, acquisitions and divestitures.
 2. Monitoring the effectiveness of the Company's governance practices and making changes if necessary.
 3. Selecting, compensating, monitoring and, when necessary, replacing key Executives and overseeing succession planning.
 4. Aligning key Executives' remuneration with the longer term interests of the company and its shareholders.
 5. Ensuring a formal and transparent board nomination and election process.
 6. Monitoring and managing potential conflicts of interest of the Management, Board Members and Shareholders, including the misuse of corporate assets and irregularities in related parties' transactions.

7. Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, the systems for risk management, financial and operational control, and compliance with the law and relevant standards.
 8. Overseeing the process of disclosure and communications.
- E)** Big C's Board of Directors is able to exercise objective independent judgment on corporate affairs.
1. The Board should consider assigning tasks where there is a potential conflict of interests to a sufficient number of non-executive board members capable of exercising independent judgment. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related parties' transactions, nomination of board members and board remunerations.
 2. When committees of the board are established, their mandates, composition and working procedures should be well defined and disclosed by the Board.
 3. Board Members should be able to commit themselves to their responsibilities.
- F)** Big C's Board of Directors has access to accurate, relevant and up to date information.

Examples of our implementation of the principles outlined above:

1. Principles for a Director's Performance: Directors perform their duties based upon the following principles:

- Principles of good faith, due care, and for the best interest of the Company and its shareholders, through careful review of agenda and proposal that the Company distributes 7 days prior to the meeting. However, there can be ad hoc meetings when a notice cannot be distributed 7 days in advance. All directors acknowledge such emergency and make no opposition.
- Principle of fair and equitable treatment of shareholders
- Principle of good governance, taking into consideration of stakeholders' interest, as appears on the policy statement on the Company's Corporate Governance which we use as a guideline.
- No member of the Board or Executive was an employee or partner of the Company's audit firm.

2. Structure of the Board

Apart from the Board of Directors and the Executive Committee, the Board has established 4 subcommittees, i.e., the Audit Committee, the Corporate Governance Committee, the Risk Management Committee, and the Corporate Social Responsibilities Committee. (Details are available in the "Management Structure" section.) Subcommittees prepared performance reports according to their Charters, which clearly identify the assigned responsibilities. The Board will discuss upon comments or recommendations proposed by the subcommittees.

3. Nomination of Directors and Top Management

Nomination of Directors

The Corporate Governance Committee, acting in accordance with its Charter, shall make recommendations on criteria and qualifications of directors and a preliminary review of the candidates nominated for directorship.

Source of Information

The Company provides an opportunity to directors, the Management or consultant to propose any qualified persons, in addition to a search from the SEC's Director Pool database, and from the list of experts in various professions.

In addition, the Company provides them with an opportunity to propose candidates for a period of 3 months (October to December) before it holds the Board meeting to consider qualifications of the candidates and then proposes the list to the shareholders for their consideration and votes for the Company's directors. In 2016, there was no candidate from the minority shareholders.

Procedure for Selecting Candidates

The Company focuses on the diversity of our human resources, such as the diversity in their professions, expertise and genders, aiming at holistic balance of the Board's structure and effectiveness of the Board's performance.

As part of the nomination process, the Company prepared a skill matrix of the Board and sub-committees for their identification of the necessary skills that are currently missing. All of the 15 board members specialize in various areas, such as accounting, finance, law and corporate governance. They also have expertise and experience in retail and property industries, which are the company's core businesses.

Procedure for the Appointment of Directors

Routine re-election of the same director as part of the rotation. Re-elections take place at annual general shareholders meetings, i.e.

1. One share equals one vote.
2. Casting votes for one nomination at a time
3. The appointment of each director requires the majority votes of shareholders who attend the meeting and cast their votes.

Appointment of a new director for an interim position

The Board will consider and appoint a qualified person who does not have untrustworthy characteristics in accordance with the SEC regulations at the next board meeting, unless the interim position is valid for less than 2 months. The replacing director shall take the remaining term of the replaced director. In this regard, the appointment of interim directors shall be made by no less than three quarters of the remaining directors.

Nomination of Top Management

A candidate shall be qualified and suitable for the Company, taking into account his/her knowledge, competence, expertise and experiences that are beneficial to the Company's operations, including a good understanding of the Company's business with characteristics specified by the SEC and SET regulations.

4. Overseeing business performance on a regular basis

5. The Company's Board of Directors reviews good corporate governance principles and the Business Ethics and provides a written revision on an annual basis.

On the Corporate Governance Policy Statement: As a leading Retail Operator in Thailand, our good governance approach shall encompass the following elements:

- accountability
- transparency
- responsibility
- equality
- community support
- ethics

Code of Conduct

On 15 August 2016, the Board of Directors approved the review of the Code of Conduct and approved 11 commitments as the new Code of Conduct as follows:

Commitment No. 1: Integrity and Transparency	Commitment No. 7: Prevention of Insider Trading
Commitment No. 2: Compliance with Relevant Laws and Regulations	Commitment No. 8: Fair Competition
Commitment No. 3: Anti-Fraud and Anti-Corruption	Commitment No. 9: Political Neutrality
Commitment No. 4: Conflict of Interest Management	Commitment No. 10: Being a responsible Company (CSR)
Commitment No. 5: Preservation of Big C's Assets	
Commitment No. 6: Personal and Business Information Protection	Commitment No. 11: Media or Public Disclosure

All board members, executives and associates signed the pledge as a commitment to adhere to the Code of Conduct. A breach of the Code of Conduct may lead to a disciplinary action, from giving notices to the termination of employment (in case of severe acts).

The company puts a continuous effort in raising awareness among all stakeholders of the importance of good corporate governance, so we can create and maintain our good corporate culture and value. Awareness activities in 2015 include:

- Communication of the Code of Conduct Guidebook throughout the company: The Guidebook includes practical Dos and Don'ts.
- Every associate was trained on the Code of Conduct, either face-to-face or via e-learning program on the Big C Academy's online platform. The assessment includes the awareness of fraud and corruption.
- Other communication channels include posters, desktop wallpapers, newsletters, etc.

6. On 14 December, 2016, the Company's Board of Directors reviewed the Company's vision, missions and strategy. (Details are under the topic "Vision, Missions and Strategy")

7. Report on Conflict of Interest:

- The first report from the date of appointment as Director or Executive
- The report on data change should be made within 30 days from the date of the change.
- Submit an annual report on a yearly basis; even in the case of no data change.
- Directors and Executives' report on conflict of interest is a standing agenda of the Board Meeting. Conflict of Interest includes holding of the Company's shares and other conflicts due to the interest derived from one's family member's business relations with the Company
- At the Board Meeting, a director with conflict of interest shall report to the Chairman of the Meeting and preclude him/herself from attending and voting for the agenda he/she has a conflict of interest.
- The Company requires all business partners to declare their conflict of interest regarding their relationship with the Company, Directors or Executives of the Company

8. Establishment of Internal Control System: to ensure that the Company's operations are in compliance with laws and regulations, with effective monitoring system A timely warning should be provided in case of noncompliance, and at the same time operational flexibility should be retained. The Board assigned the Audit Committee to assess the effectiveness and efficiency of the internal control system and report its findings to the Board for further review.

9. Establishment of Risk Management Policy and Framework: as well as regular monitoring of the effectiveness of the Company's risk management. The Board assigned the Risk Management Committee (RMC) with an annual company-wide risk assessment that covers operations, finance, strategy, legal compliance and risk from fraud and corruption. The RMC reports the Board on its monitoring results for further review.

10. Directorship Policy for top management: The Board allows the top Management to sit in the Board of other companies. This is provided that Big C has investment therein, the directorship is of benefit to the company and the additional directorship does not impair his current responsibilities.

11) Development of Director's Capability

Induction Program for New directors

On 26 May, 2016, the Company arranged the orientation for all new directors to address its operations and distribute the reports of meetings of the Company's Board of Directors and shareholders in the previous year in order that these new directors would learn about important decisions made in the previous year, Code of Conduct, Company's organization, business overview, information about each director's legal responsibilities under the SEC Act and Public Companies Act, including specific legal requirements for the Company's business. The package also includes directors' manual published by the SET. Document files were created and distributed to the new directors for revision and future reference.

Support for the Development of Directors and Executives

The Company arranges coordination and encourages its directors, executives and secretaries to attend training sessions and seminars on related issues on a regular basis, especially training sessions by the Thai Institute of Directors and seminars on directors' duties and responsibilities in order that they understand their roles and can apply those lessons into real-life practices, as following:

- 13 of our 15 directors, or 86.67% of the total number of directors, attended the Thai Institute of Directors' training programs.
- Director trainings in 2016:

Director	Position	Course
1. Ms.Potjanee Thanavaranit	Independent Director	IT Governance Program (ITG) Class 2/2016
2. Ms. Suvabha Charoenying	Independent Director	Boardroom Success through Financing and Investment (BFI), Class 0/2016
3. Mrs. Vipada Duangratana	Executive Director	Directors Accreditation Program (DAP) Class 132/2016
4. Ms. Rumpa Kumhomreun	Executive Director	The UK Experience on Implementing the Enhanced Auditor Reporting

12. Internal Audit and Compliance Units – Gate Keepers

The Company established an internal audit function, with Miss Nantavadee Suntibunyut as head of Internal Audit, to ensure that the Company complies with regulations and to provide relevant knowledge to employees. The Human Resources Division has a dedicated unit to monitor compliance with working regulations. The Governance, Risk Management and Compliance unit is responsible for the Company and the Board's compliance with the SET/SEC regulations and monitoring corporate risk, with Mrs. Phatchada Muenthong as the head of the unit.

13. Succession Plan

The Company has succession plans in place for key positions to ensure continuity of the Business and achievement of the Company's objectives.

14. Performance evaluation of the Board and Subcommittees,

i.e., the Audit Committee, the Corporate Governance Committee, the Risk Management Committee and the Corporate Social Responsibilities Committee conduct self-assessment every year. The evaluation form is based upon the SET's recommended form, which was adjusted to suit the Company's operations and align with their duties under the Charter. The evaluation form covers four areas; (1) structure and composition (2) meetings (3) roles and responsibilities (4) self-development. The objective of the evaluation is to review their performance, and address obstacles. The evaluation results are reported to the Board. In summary, the Board and all of the subcommittees are satisfied with their performance and each subcommittee effectively performed their duties and contributed to the Company's success and stakeholders' benefits as planned. (More information is in the report provided each subcommittee.)

Room for Improvement

The Corporate Governance Committee has reviewed the gap analysis report against the Principles of Good Corporate Governance 2012 for Listed Companies of the SET and the principles used for the survey under the CGR by the Thai Institute of Directors Association, and prepared the CG Road Map 2016-2017 for the Board of Directors' approval.

In 2016, the Company implemented a number of new good governance activities, which helped the Company retain the "EXCELLENT" level for the second consecutive year, according to the Corporate Governance Report of Thai Listed Companies for 2016. However, some principles that the Company failed to comply with are as follows:

1. Size of the Board: According to the recommended principle, a board should comprise qualified members with expertise and experiences that are sufficient for effective management. The recommended number of members is between 5-12, depending upon size, type and complexity of the company.

The Company's Board of Directors comprises 15 members. An election of directors is organized following the resolutions of a shareholders' meeting, in accordance with the law, the Company's Article of Association, the SEC requirements, and suitable for the Company's business.

2. Meeting invitations should be sent to shareholders at least 21 days prior to the meeting.

In April, the Company made a change in major shareholders, which required a complicated process. The meeting invitation was sent to shareholders only nine days in advance. However, in 2017, with our due consideration for shareholders, the Company plans to send a meeting invitation to shareholders at least 21 days prior to the meeting, same as we have been practicing.



Message from the Risk Management Committee

Dear Shareholders

Big C Supercenter Public Company Limited places importance on the risk management and its continuous development, by applying guidance of the Committee of Sponsoring Organizations of the Treadway Commission - Enterprise Risk Management (COSO-ERM) as the major principle. The Risk Management Committee is composed of qualified professionals with experience and expertise in risk management in line with the responsibilities and accountabilities assigned by the Board of Directors. The company emphasizes on developing effective risk management practices across the company and promotes risk management as a part of corporate culture. This can create value added for the company.

The company recognizes the importance of risk management in business operations, and believes that risk management is a crucial tool that allows the company to cope with uncertainties which are affected to the company. The company has continually conducted an annual risk assessment, monitor and follow up risk events that may happen to the company throughout the year 2016, the main activities related to risk management are summarized as follows;

1. Restructure of the Risk Management Committee

During the year, the company has decided to restructure of the Risk Management Committee to align with organization and management structure in order to increase consistency and supporting the flexibility of business operation.

2. Amendment of the Charter of the Risk Management Committee

The company has amended the Charter of the Risk Management Committee in order to update it in line with the current environment and situation of the company, and conform to the group of company.

3. Identifying risks

The company has arranged a workshop to identify corporate risks of the year 2016, that may affect the achievement of company's goal and objectives, including the uncertain situations from both of internal and external factors. The company has identified risks cover four risk aspects which are: strategic risk, operational risk, compliance risk, and financial risk. The risk assessment methodology has been established as a common standard and being applied to the entire company by evaluating the effectiveness of the existing control, and preparation of risk map which shown the relation between impact and occurrence in each risk, as well as prioritize the residual risks as a corporate risks.

4. Corporate Risk Management

The company has determined the appropriate risk mitigation strategy to manage a specific risk, if risk owners find that a residual risk remains higher than the company's designed acceptable level. The risk owners or relevant parties shall prepare risk treatment plans to ensure that all risks will be managed and controlled properly. In addition, the Key Risk Indicator (KRI) has been developed as a tool to measure the activity that may raise risk to the company. KRIs are also an early warning which will help the company to see the red flags, find the root causes, and resolve the issue in timely manner.

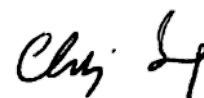
5. Monitoring Risk Management activities

The company has continually kept monitoring the progress of the designed risk treatment plans by using the reports from related departments. Furthermore, The company has tracked the result of KRIs on monthly basis, in order to know the events that may increase trend of risk, and implement the preventing or corrective action in timely manner. If the result of KRIs shown higher than acceptable level, it is required to define the additional risk treatment plans and monitor closely.

6. Preparation of Risk Register

The company has regularly recorded the events that may impact to the business operations in a risk register. The risk register is statistic information, helps to analyse the event which maybe significant risk, and able to prepare risk treatment plan in case of that risk event reoccur.

As mentioned above, the company believes that risk management process have been maintained systematically and can be carefully followed up. Thus, this will further help the company to accomplish its set objectives in accordance with the set business plan. Also, this can create value added for the company and contribute to shareholders and stakeholders.



Mr. Chotiphat Bijananda
Chairman of the Risk Management Committee

Risk Management and Risk Factors

➤ Risk Management

The company recognizes risks that may impact to business operation including risks from internal and external factors. The company carefully considers all risk factors related to business, and also identifies treatment and protection plans which cover and relate to key business activities in order to manage and reduce risks in acceptable level.

Furthermore, the company also identifies key risk indicators, reporting and monitoring processes. The company has the Risk Management Committee (RMC) who provides the guideline of recommendations or policies on corporate risk management in order to ensure that the company's risk management is conducted properly.

➤ Risk Factors

In 2016, Thailand experiences economic slowdown while government expenditure remains as a major driving force. However, slowdown in tourism sector which include foreign and domestic tourists, causes reverse impact to the private consumption, especially in the areas related to tourism industry. Nevertheless, as mentioned above, the company has adopted the corporate risk management policies in order to minimize risks that may impact the business operation and stakeholders, by conducting risk assessment and preparing risk treatment plans. From the risk management process as mentioned above, it can help company to achieve targets and strategic objectives. The key risk factors for year 2016 are summarized as follows;

- **The risk of not being able to achieve the profit targets.**

The company may have risks from business operation, one of them is unable to achieved profit as targets which may caused from both external factors, such as economic downturn, and also internal factors, such as high cost management and uncontrollable operating expenses.

➤ Guidelines for Risk Management:

The company strictly monitors the company's performance by determination of key risk indicators (KRIs). The top management gives direction and closely monitors on a regular basis in order to resolve the problems in timely manner and get support from relevant departments. Moreover, the company also identifies additional risk treatment plans. For example, the company reduces products sale which generated low profit margin, focus on products sale which generate high profit margin, monitor the products that cost price is increased and products which loss from promotion launching, and increase capability of merchandise buyers by providing training courses.

- **Risks from leakage of confidential information**

The company may have risk from confidential information leakage due to the technology is fast developing. Most information is created and sent via electronic mail, these may lead to risk of cybercrimes or information leakage. Particular leakage of confidential information may impact on company's financial status and reputation.

➤ Guidelines for Risk Management:

The company determines the KRIs to monitor database security and implements various programs under this risk area, such as, review of Information Security Management System, review of Data Recovery Plan for our IT infrastructure.

The company conducts risk assessment on data security of key systems, as well as applying international standard such as Payment Card Industry - Data Security Standard (PCI-DSS), Information Security Management System (ISO 27001). In 2016, the company has already received Information Management System (ISO 27001) certificate. Furthermore, the internal communication

and training activities are held on a regular basis. The data classification project has continued from the previous year to scope down list of users with access to sensitive information or to critical database.

● Risks from changes of consumers' behavior

The company may have risk from change of customer behavior which comes from external factors. The external factors that could have an impact on consumers' purchasing behavior include the increase of store formats that become our indirect competitors, impact from economy on customer confidence (economic climate which influences customers' spending mood in each period), customers' sophistication as they can access to various communication channels, and the fast changing shopping channels such as online or mobile shopping.

➤ Guidelines for risk management:

The company puts efforts in utilizing our marketing data for marketing strategy which emphasizes on providing valued products and complete services that meet customers' needs. In addition, the company provides on-line sale channel in response to the change of consumers' lifestyle, serving a more convenient shopping channel under a reasonable price.

Focusing on customers by delivering good quality products and services under a reasonable price, in 2016, the major marketing programs are summarized below;

- Launching the Everyday Low Price (EDLP) campaign for fresh food to ensure that customers will get fresh foods at a reasonable price. In addition, price of selected items are reduced during holiday, so customers can buy products at lower prices.

Providing information to customers through different channels such as newspaper, television, radio, including giving discount coupons. Currently, the discount coupons are focused on targeted customers and communicated via SMS.

● Risks from loans liabilities

End of 2016, the company has long-term loan equivalent to 6,300 million baht, and short-term loan equivalent to 10,495 baht, which is in a low level when compared with shareholders' interest. Therefore, risk level in this area is low.

➤ Guideline for risk management:

The company prepares a register to control and ensure the loan repayment is proceeded completely, accurately and on time.

● Risks from interest rate

The company acquires loans from financial institution and affiliated company. Loans from financial institution may lead to interest rate risk when interest rate fluctuates. However, the interest rate in 2016 did not fluctuate much and was within the budget. Therefore, risk level in this area is low.

➤ Guideline for risk management:

The company closely monitors trend of interest rate in the market. In case of economic conditions fluctuate, the company may consider purchasing the interest hedge as it deems fit.

● Risk from currency exchange rate

The company imports products from foreign countries that relate to currency exchange rate risk. However, import activity is a small proportion of total sales of the company. Therefore, risk level in this area is low.

➤ Risk Management:

The company closely monitors trend of currency exchange rate. If the currency exchange rate is highly fluctuating, the company may consider to use financial instrument as it deems fit.

Even the company is confronted with mentioned risks, the company believes that the Corporate risk management policy and procedure, monitoring processes, and continuous reviewing of risk treatment plans progress, as well as preparation of report to the respective executives will help the company to maintain and reduce risk impacts to be low level, to achieve the company's objectives and to create added value to shareholders, customers and employees whom considered as a core composition of the entire organization.



Corporate Social Responsibility Report for 2016

Overview

This report is a collection of the company's activities from 1 January to 31 December, 2016. Using the Thaipat Institute's integrated corporate social responsibility report (ICSR) as the model, it is made to disclose the company's management of economic, social and environmental sustainability where this area involves the stakeholders.

For more information of related policies and activities, please visit www.bigc.co.th > Investor Relations > Corporate Social Responsibility

The Company's Report on the continuous progress

Committed employer	Promote	workplace diversity
	Support	employees' career growth
	Promote	health and safety
Responsible retailer	Act	in the interest of consumers' health
	Encourage	environmentally-friendly consumption
Environmentally-proactive Group	Increase	energy efficiency
	Reduce	waste management
	Promote	biodiversity
	Reduce	greenhouse gas emissions
Local Corporate Citizen	Develop	foundation programs
	Develop	solidarity partnerships
	Multiply	solidarity proximity actions
Trusted partner	Strengthen	ethical social compliance
	Support	local production channels
	Promote	the CSR initiatives of SMEs

Corporate governance in business operation

The role of the Board of Directors

The company's Board of Directors assigns the Corporate Social Responsibility (CSR) Committee to consider CSR policies, activities and budgets, and track the progression of CSR operations. These duties are stated in the related charter. (For more information, please refer to the CSR Committee's management structure and statements.)

Corporate Governance

Assigned by the Board of Directors, the Corporate Governance Committee advises the Board on corporate governance policies and guidelines so that the management is in accordance with the generally accepted corporate governance, transparency and reliability standards. (Please refer to the corporate governance report for more information.)

Anti-Corruption

The company has implemented management measures to fight against risks of wrongdoings and corruption. We welcome notification of suspicious acts and work on the development of related practical guidelines, including receiving complaints, considering and tracking them, and improving the work in several areas. The knowledge earned is improved and, through department representatives, applied to practices in other departments. We also continue working on corruption prevention. (For more information, please refer to Risk Management and Risk Factors > Risks of Wrongdoings and Corruption, or visit the company's website on www.bigg.co.th > Investor Relations > Anti-corruption)

If you discover any evidences of corruption acts or wrongdoings, please contact us via one of these methods.



Phone call to the Customer Service Center at 1756 ext. 8



E-mail to the secretary of the Corporate Ethics Committee at tell@bigc.co.th



Post mail to The Director of Corporate Governance 97/11, 6th Floor, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 or



leave your message on www.bigg.co.th>Investor Relations>Submit Evidence

Committee employer

Promote
workplace diversity

Support
employees' career
growth

Promote
health and safety



➤ Promoting workplace diversity

We encourage organizational equality and diversity. The company's human resource policy strengthens Big C's position as a company everyone wants to join. Here at Big C, individuals must prove their full talent and potential in order that they can grow together with us.

In 2016, Big C maintained its healthy relationship with many educational institutions and participated in several career exhibitions so as to reach out to people with different special needs and expand professional opportunities for them. We employ and give them opportunities to grow alongside us. This fine relationship has raised the efficiency of our recruitment process. We now attract and select candidates with diverse backgrounds, such as new graduates, experienced individuals, specialists and talented disabled ones to join us.

Promoting employment opportunities for people with disabilities

Big C works on boosting its image as a model organization in terms of employing people with disabilities individuals. We also pay attention on comfort, pleasant living and quality services for customers with disabilities as we aim at providing the best services to our customers with disabilities.

In addition to our successful unification of employees with disabilities, we are proud to be the first and the only retailer to meet – and even exceed the legally required ration of disabled employment for a fifth consecutive year.

In 2016, Big C hired 388 employees with disabilities, who could be categorized into five – with physical disability, 176 people (45.36%) with hearing impairment, 23 people (5.92%) with visual impairment, 10 people (2.27%) with mental or behavioral disorders and 1 (0.26%) with learning disability.

Big C pays attention on employees with disabilities' career improvement and advancement. We support and promote talented, potential ones. Last year, 28 employees with disabilities worked in senior positions, 12 worked as department heads and 2 as section chief /assistant manager.

▶ Supporting employees' career growth

We attribute our continued success to full potential performed by all Big C individuals. We provide particular support for employees' advancement in their relative careers according to their preferences and skills, and provide several learning and development programs, including skill sharpening and lessons necessary for their relative career paths, in order that they can work happily and achieve their work goals with efficiency. We continue improving the work environment in order to provide the workplace that encourages learning and work efficiency, as we want the employees to feel valued and accepted by their coworkers.



Providing internal career opportunities for employees

In 2016, Big C continued its promotion policy by encouraging comprehensive improvement of potential employees in all of the company's business sectors so that they could climb to higher positions in the organization.

To support employees' career development and advancement, we have launched the Career Development program, which is aimed at encouraging employees to understand their true value so that they can make their own self-improvement plans to achieve their professional growth.

In 2016, 31.69% (or 8,826 employees) of the company's gross employees, both on permanent and temporary bases, were promoted.

Supporting and promoting potential employees for sustainable growth

In 2016, the company arranged the Path to Career Advancement program along with the Management of Potential Store Employee Project. Thanks to these programs, Big C managed to select individuals with high potential and outstanding talents for further complete and comprehensive improvement and training. They are expected to provide quick and efficient support for store operations in the future.

Preparing leaders for the future

With our continued work on the quality leaders, we arrange leadership development programs from supervisors to executives, as we prepare them for the future. Last year, Big C and Mahidol University signed an MOU to launch a joint initiative program called "The Executive Degree in Leadership Program" which was aimed at building and preparing future leaders. Held for the fourth time, the program welcomed more than 100 store managers.

With emphasis on building healthy relationships among the company's leaders, Big C organizes activities for executives under the "One Team One Goal" program. These activities are aimed at giving leading individuals learning opportunities and also opportunities to exchange their stories and harmonize in order that they would lead the organization to achieve its goals together.

At Big C, we support the development of employees of all levels as we want them to grow together with us

Big C is determined to improve and develop its employees of all levels so that they can grow alongside the company. To build the foundation for future growth, we run training plans, such as those involving leadership skills, improve work processes and efficiencies, and provide the employees with knowledge in relation to their relative work fields. Under the “Training Roadmap,” Big C developed 19 new training modules last year for employees at head office. These lessons were aimed at developing its human resource in five areas: strategy, communication, people, performance and process. Big C is also determined to create happy learning environment by providing ‘knowledge sharing’ and ‘field study’ sessions, which are aimed at boosting the employees understanding about field operations. We arrange field activities in order to promote leadership, teamwork and cross-department relationships (team bonding).

For store operations, we train store managers and service-related department leaders, who will pass on the knowledge and improve Big C’s services that will reach customers’ hearts. At Big C, we aim at improving the “Touch Point,” which means proving customers with new shopping experience at any Big C stores.

We continue working on developing branch officers in leadership, services and work knowledge. We have 50 training programs covering all business formats around the country.

Investing in succession planning program and continued support and develop for potential employees

The Strategic Workforce Planning Management Strategy is a Big C’s key strategy in developing our people. The main purpose is to attract, develop and retain the most potentials employees to take on roles and responsibilities that will be key to Big C’s future expansion and success.

In 2016, Big C reorganized its management structure to be in accordance with BJC’s main operating strategy. In response to the Big C’s core strategy, Human Resources department developed its Strategic Workforce Planning Management plan and began the

selection process of potential employees under the same criteria. We came up with new required qualifications and criteria in selection for employees who had potential to succeed to positions. Together with all departments, the company made plans in regard to key positions and their potential successors. We identified 73 potential individuals, of whom 33 were in executive positions and 40 in management ones. Then, we would make growth and development plans to prepare them for future leading roles at Big C.

We listen to employees’ voices and encourage openness culture

Big C always listens to our employees as part of our mission to improve working environment. In the first quarter of 2016, we held workshop activities for executives and employees of all departments in order to determine the solutions to improve our company under BJC’s umbrella. As a result, we have improved employees’ benefits and activities such as special discounts for purchases at Big C, activities to strengthen relationships among employees, and the improvement of store and environment in order to better serve customers and respond to employees’ needs.

We also promoted our “Big C Big Idea” program by encouraging employees to express their opinions on customer satisfaction improvement according to our vision “Thai retailer with customers at heart.” We received 1,189 suggestions on how to improve our customer service. We continue encouraging employees to voice their idea through many programs.

Promoting Health and Safety

With our care about safety, occupational health and workplace environment, Big C has been running active measures to raise safety awareness among employees in a bid to reduce accidents that employees and customers may experience. Aiming at “zero accident,” the company arranges educational activities, while electronic tools are utilized to record and report accidents that happen in the retailer’s branches. As a result, accident causes can be analyzed and prevention of future incidents can be imposed immediately. Thanks to the company’s continuous active measures, the number of accidents plunged 20% year on year in 2016, winning itself the “Outstanding Award” in the “Safety, Occupational Health and Workplace Environment” category for the

13th consecutive year, the longest haul among enterprises. To prepare itself for any emergencies both at its head office and stores and ensure business continuity and normal operations in case of emergency, Big C, as required by the safety law, has published a manual in regard to operating safety and security, which acts as the safety & security guidelines for employees. The company has also established a safety training center and a fire fighting and prevention training center, which is the first fire prevention-related training center in the retail industry that is capable of providing fire prevention and extinguishing training sessions to cover all business sectors. These include the head office, hypermarkets, markets, Mini Big C and distribution centers. Training

sessions are conducted by a team of specialists in line with relative business characteristics.

Promoting healthy labor relations and creating happy workplace environment

In 2016, Big C arranged a number of labor-relation activities in order to boost healthy relationships among employees. Those activities were aimed at showing how we cared for our employees and worked on providing pleasant workplace environment for them. They proved successful as they gave employees continued morale boost and received impressive receptions from them. With these, Big C was awarded the “Outstanding Award” in Employee Relations and Benefits” in 2016.



Summary of activities conducted in 2016 as a responsible employer

Promoting

workplace diversity

We were committed to measures to promote diversity in the workplace and passed on these employment measures to external and internal individuals.

We provided employment opportunities for the people with disabilities as detailed below:

- We had long-term policies to employ people with disabilities.
- We had clear and concrete policies to support employment of people with disabilities.
- We developed e-Learning programs for employees with hearing impairment.
- We arranged a workshop called “Different bodies, the same mind” for the second time in order to boost disabled employees’ work efficiencies.
- We provided facilities necessary for employees with disabilities at the workplace.
- We supported disabled employees’ career advancement and promotions.



We encouraged organizational equality and diversity as detailed below:

- We encouraged equal career opportunities for internal and external candidates.
- We encouraged and provided training opportunities for students and young people.
- We became Thailand’s first retailer to install vision and sign language translation machines for employees and customers with hearing disability.



We promoted employment equality for male and female individuals and made succession plans for executive and management positions based on equality.

We supported the underprivileged with employment opportunities.

We provided the opportunity to underprivileged residents in the neighborhoods near Big C stores



We provided training opportunities for students as detailed below:

- We organized work-related training programs for students to prepare them for real work life. (In 2016, our training programs welcomed 694 student trainees)
- In 2016, our dual vocational training (DVT) Program provided professional training opportunities for 19 dual vocational education students. It was aimed at producing a new generation of individuals for the retail industry.

We listened to every single opinion.

We paid attention to every voice of our employees. Through e-mail to the store human resource department and head office and phone calls to the Big C Call Center at 1756, they were encouraged to offer suggestions, compliments, criticism and ideas for the company.

Supporting employees' career growth

We evaluated work potential and provided career development program as detailed below:

- We launched the Career Development program and the Management of Potential Employees project in all of our hypermarkets on a long-term basis.
- We developed a selection and development program targeting highly potential individuals who are stationed at 120 hypermarkets and 1 Big C Market.
- We ran a successful retaining and development program targeting highly potential individuals. (We achieved the 92.5% target of retaining and developing highly potential individuals in all business sectors.)
- We made and executed succession plans for executive and management positions.
- We ran a successful internal career opportunity program. The success was reflected in our internal promotions and career path program. In 2016, 31.69% (or 8,826 employees) of the company's gross employees were promoted, which exceeded our target. (In 2015, our promotion goal was 12.14% of the total employees).
- We continuously developed the orientation and leadership programs in accordance with the company's core values.

We developed and expanded the "The Executive Degree in Leadership Program". We continuously launched and executed leadership programs that would suit all levels of employees in all business units as detailed below:



● One Team One

Big C is determined to improve and develop its employees of all levels so that they can grow alongside the company. To build the foundation for future growth, we run training plans, such as those involving leadership skills, improve work processes and efficiencies, and provide the employees with knowledge in relation to their relative work fields. Under the “Training Roadmap,” Big C developed 19 new training modules last year for employees at head office. These lessons were aimed at developing its human resource in five areas: strategy, communication, people, performance and process. Big C is also determined to create happy learning environment by providing ‘knowledge sharing’ and ‘field study’ sessions, which are aimed at boosting the employees understanding about field operations. We arrange field activities in order to promote leadership, teamwork and cross-department relationships (team bonding).



We were determined to create workplace that promotes learning environment for every employee as detailed below:

- We developed and conducted new employee orientation.
- We made a learning manual for new employees called “Success Passport,” which contains integrated training programs that would suit all business units at Big C.
- Each and every employee at Big C participated in more than 30 hours of training, which means our training goal was achieved.
- We developed basis work programs and manuals in order to build the right foundation of knowledge in line with Big C’s standards.



Promoting health and safety

● We improved infrastructure and facilities, including the improvement of toilets, first aid room, canteen and lockers, and so on in order to provide hygienic workplace for employees.



● We raised awareness of safety, occupational health and workplace environment through several communication channels and activities, including safety posters, the Safety Programs for store employees, and store visits to ensure that solutions were jointly made.

● Under the Crisis Plan, we rehearsed practices of 16 emergency plans so that each store would have effective control over unexpected situations. Advanced fire training sessions were provided for store firemen.



- We provided training sessions about work safety and security for all levels of employees in a bid to reduce accidents from work. In 2016, 120 generations of employees, or a total of 5,372 individuals, participated in our safety training sessions, which were held under legal requirements.



- We organized annual activities in relation to safety and occupational health, such as the Safety Week project, fire fighting and fire evacuation drill, and the Week of Zero Accident.



- We raised awareness of safety out of office hours, including safe driving, drug-free workplace and anti-smoking campaigns.



- We had clear and concrete plans about work safety. We provided protection equipment suitable and specific for each work characteristic.



- In 2016, Big C was awarded the “Outstanding Award” in Employee Relations and Benefits.” Among 16 Big C hypermarkets, three won the award for the 10th consecutive year, four for the 5th consecutive year, and nine between the 1st and 5th consecutive years.



- Big C showed its engagement for employees who had worked at the company for 5 and 10 years with memorial pins, which were given to those who completed 5 years or 10 years of service at Big C in 2016.



- In honor of late King Bhumibol Adulyadej and to bid farewell to 2016, Big C arranged a charity with its employees, who would bring their used items to sell at discounted prices. Games and activities were arranged and free food was given to entertain employees as part of the New Year celebration. These activities raised 257,302.25 baht, which would go to help children with multiple disabilities.



- Big C employees with hearing impairment took part in the “ASEAN Deaf Football Championship.” Big C handed THB10,000 and a certificate to thank and support Komkrit Wongsra, a hearing impaired employee stationed at Big C Samut Prakan, as he represented Thailand in the first ASEAN Deaf Football Championship, which took place in Kuala Lumpur, Malaysia, during 4-10 December, 2016. Thailand won the championship.



- The Big C Big Idea program encourages employees to submit their ideas aimed at improving Big C operations. It allows employees to propose their ideas aimed at maximizing the efficiency of work process and the quality of products and services for customers. Big C aims at becoming the “Thai retailer with customers at heart.”



- To carry on a spectacular Buddhist tradition, Big C arranged Kathina last year. Executives and staff at the head office and stores participated in three Kathina ceremonies: the Royal Kathin ceremony at Wat Baromwong Isra Wararam Temple in Ayutthaya, the Kathin ceremony at Wat Khlong Phra Ram in Samut Prakan, and the Kathin ceremony at Wat Prathat Doi Wao in Chiang Rai.



- Big C arranged the annual sports day at its stores in order to raise harmony and encourage staffers to exercise and relax after work.



- Big C provided free food under the Free Rice program, birthday parties for employees, and a 10% discount for employees shopping at Big C every month in order to help them share expenditure loads and boost their morale.



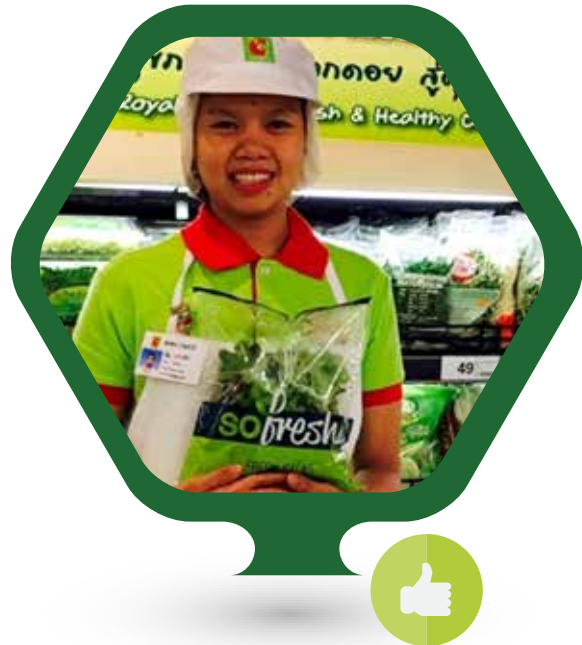
- Every month, Big C arranged the Birthday Day party for employees who had birthdays in the month. This was aimed at creating strong bonds between staff and the company, just like one big family.



Responsible retailer

Act
in the interest of
consumers' health

Encourage
environment-friendly
consumption.



As the “Thai retailer with customers at heart,” Big C works with determination on maximizing safety for customers. For more than a decade, we have continuously carefully chosen healthy, environment-friendly products to deliver to consumers more than 10 years. We select safe goods with high quality, audit suppliers and distributors, check products' quality and pesticide contamination, all based on European standards. Our ready to eat food is made with a focus on consumers' health; we do not use monosodium glutamate and reduced the amount of salt, sugar and oil in order to provide consumers with healthier food. If any substandard and unsafe issues are raised, we can effectively suspend the sales and recall the product. We open channels that allow customers to suggest their opinions so that we can work consistently to improve the company's operations.

In addition to those attempts, Big C helps consumers reduce their living costs. The company works with Government agencies, such as the Ministry of Commerce's Department of Internal Trade of Thailand, on the control over living costs so as to provide consumers with products at reasonable prices through the following programs:

- Special discounts to help lower consumers' living costs.
- The “Blue Flag” low price program at our food court.
- The “Back to School” program to help reduce parents' expenses.
- We joined the Ministry of Agriculture and Cooperatives' living cost reduction program as a 2017 New Year gift for consumers by selling milk and dairy products - fresh and processed - at special prices.





Summary of activities conducted in 2016 as a responsible retailer:

Act

in the interest of consumers' health

1. Product quality control

- Qualified products must prove consistency in safety, fine quality, and accurate amount/volumes & weights. Product labels must provide complete legally-required information. Officially certified products were also available at our outlets.



- Annual audit of existing and potential partner.

The company strictly abided in certification of origin policies and arranged annual audit partner before products are release to our stores.

The qualifying process also applied to the company's existing suppliers. Before they began production products under the "Big C" and "Happy Baht" brands, the manufacturers are audited their production facilities, which must meet Big C's standard requirements. Then, they would be able to kick off the production and trade process with Big C. The qualifying process was aimed at ensuring that products of these two brands met legal requirements and international standards.

- Consistent product quality test on a regular basis.

The company ran quality testing of Big C and Happy Baht products that were made by our suppliers in order to ensure that products under these two brands met standard quality and volume/amount requirements.



- Pesticide contamination test in fruit and vegetables and other contaminants, such as sodium hydrosulfite, salicylic acid and formalin. We ran daily random sampling, and test by certified laboratory with the Ministry of Public Health's Department of Medical Sciences. Unsafe products would be rejected, and Supplier would be punished. They must prove that their products are improved & Safe, so they will be allowed to deliver their supplies again.



- Good Manufacturing Practices (GMP)

Big C had been working with determination as we wanted to apply GMP certification from the Food and Drug Administration. Twice a year, we sent a team of specialists to audit the hygiene and food safety at each and every store based on European Retail Audit Standard (RAS).



- Improvement of nutrition in products.

The company had clear policies in the improvement of nutrition in products to ensure safe consumption. We reduced, changed or even eliminated certain unhealthy ingredients, such as monosodium glutamate, sugar, salt and trans fat.

We improved our recipes and eliminated monosodium glutamate in our ready to eat food. We planned to decrease the amount of salt, sugar and fat in future products, as well.



2. Receiving complaints.

The company paid attention to customers' complaints, and we held responsibility in correcting errors and improving our products and services. Information inquiry, complaints and compliments can be submitted to us at:

- Customer Service Center at 1756
- The Big C website "<http://www.bigc.co.th/th/contact>"
- Any Big C stores
- The "BigCBigService" Facebook page

3. Product withdrawals

In case an existing product was suspected or found unsafe, the company, with its advanced management procedure, would issue an electronic order to recall the product in question. As soon as the order was issued, store would not be able to sell the withdrawn item. Big C also had a quick and effective method to recall unsafe products from their shelves.

4. The sourcing for products and services.

The company was always aware of its key role in the delivery of products and services that would help improve the safety and hygiene of customers and communities. Our QC team used "f-pads" to check products quality that were supplied to us. More than 2,000 items would be shown in our system, and the inspection standard requirements would be displayed as well. These requirements were reviewed and

updated on a regular basis to ensure the improved safety and required quality & standards of goods that was delivered to our fresh food distribution center. This program facilitated us for the suppliers' product delivery and rejected records and would then help improve the efficiencies of our suppliers.



Encourage

environment-friendly consumption.

1. Raw materials

- Genetically modified engineered products were prohibited to use in the brands Big C and Happy Baht.
- We maintained our policy to prevent experiments on animals.
- We maintained our policy not to sell meat of sharks and endangered aquatic species.
- We support products and raw materials, including plants, food and organic crops, that were GMP certified.



2. Creation of long-term relationships with small enterprises.

- We trained fresh food operators about hygienic production and agricultural practices.
- We provided our suppliers with basic courses on organic food.
- We conducted hygienic standard inspection on 40 fresh food potential suppliers in 2016.

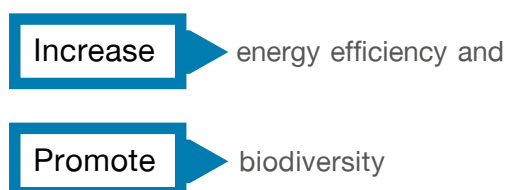
Environmentally - Proactive Company



Big C maintains its continued emphasis on environmental protection as reflected through the company's proactive practices to preserve the environment. We work to improve the efficiency of the organization's energy consumption, reduce waste & reuse trashes, boost biodiversity and lower the amount of greenhouse gas.



Summary of activities conducted in 2016 as an environmentally-proactive company



- “Change to Save: We all can do it”

Big C signed an MOU to take part in “Change to Save: We all can do it”, the campaign aimed at encouraging consumers to choose electrical devices and appliances of high quality, which would help save the nation's energy. General Anantaporn Kanjanarat, Energy Minister, presided at the MOU signing ceremony, which took place at the Ministry of Energy.

- Installation of new chillers. Chillers which had been used for a long time were replaced with new ones of better energy efficiency at eight Big C hypermarkets. Glass doors were also installed at 45 Big C branches to keep the chillers and freezers cool, which, as a result, would reduce energy consumption.
- Use of energy-efficient LED lightbulbs in the sales area of 48 hypermarkets and 22 markets of Big C. We also changed the lightbulbs in the plaza area in 66 Big C hypermarkets.

Reduce**waste management**

Among agencies and related individuals, we promoted consumption that did no harm to the earth and its natural resources. We launched a “reuse” program and applied natural decomposition technology.

- The Green Roof Project

The Green Roof Project, which was launched under the collaboration of Big C, Tetra Pack, the Princess Pa Foundation and Fiber Pattana, welcomed a new partner – 360TV, a TV program on Channel 3. Together, we encouraged consumers to help us produce roofs from used drinks cartons. The roofs would be donated to the poor and those who encounter natural disasters in several areas around the country.

At the moment, Big C prepares 129 locations nationwide for the donation of used milk cartons. Last year, more than 3,070 roof sheets were produced from these cartons, winning Big C an honorary shield as a sponsor of the Thai Red Cross Society’s Princess Pa Foundation. Big C received the shield from Her Royal Highness Princess Soamsavali at the TV 360 exhibition, which took place at BITEC Bang-na Exhibition Center.

- The use of biodegradable plastic in our fresh food and fruit departments. We also placed boxes for shoppers to donate used batteries, which would be reused.
- The campaign to use one bag for a number of items to reduce the use of plastic bags.

**Reduce****greenhouse gas emission**

- Effective management of logistics networks

Thanks to the development of Big C’s distribution center network in 2015 and distribution center management by the retailer’s internal units, the number of delivery trips from the distribution center in Bangna to Big C hypermarket and market outlets around the country declined 11% per outlet on average, although the number of outlets jumped 5.6% from that in 2015, or an increase of 10 outlets. Meanwhile, the Thanyaburi distribution center, which distributes products to Mini Big C branches, reported a 5% decrease in average delivery trips per branch, despite an increase of 83 branches, or a jump by 21%.

- Installation of solar power generating systems on roofs

In a bid to reduce greenhouse gas and support the Government’s clean energy consumption project, Big C initiated the installation of solar power generating systems. We awarded Impact Solar for a BOOT (Build-Operate-Own_Transfer) project and plan to run the first system in 2017. This is expected to reduce power consumption from the Provincial Electricity Authority by 12%, from total store energy consumption.

Local Corporate Citizen



Big C is committed to be more than just a retailer. We wish to be in the heart of the community under our vision “Thai Retailer with Customers at Heart”. Following activities are our involvement with communities, both around stores, regular customers, and related stakeholders such as local administrative organizations and government offices.



Summary of activities conducted in 2016 as a good corporate citizen

Develop foundation programs

Education development activities

Hoping to give the dream, happiness and smile to the Thai society, Big C has initiated several education development projects since 2002. In 2016, Big C arranged a number of activities as detailed below:

1. Children's Day 2016: Big C provided 10,000 Bath for 10 branches to support their activity organization to celebrate Children's Day, or a total budget of THB100,000. The branches were Saphan Kwai, Bang Yai, Rayong, Srakaew, Nakhon Sawan, Hat Yai, Phuket, Samui, Ratchadamri and Rama II.



Develop → solidarity partnerships and

Multiply → solidarity proximity actions

Community Development:

- 4th Year Project on Big C Joining Hands for Better Community.

The project was conducted as part of the Bottom-Up CSR program. Together with the Ministry of Interior, Big C branches sent their people to meet local residents in order to figure out what programs the organizations could arrange to be beneficial for them. Then, 10 programs were selected by the committee for public voting. People could cast their votes via the project's Facebook page, and five winning programs each received THB300,000 of financial support from Big C. The selected programs in 2016 were:

- The Raft Building for Ecotourism Program in Namrab Village, Trang.
- The Big C Network Unite for Beautiful Canals and Clean Waters Program in Maha Sarakham.
- The Sustainable Lunch Program in Chumphon.
- The building of the learning center as part of the Plant Genetic Conservation Project Under The Royal Initiative of Her Royal Highness Princess Maha Chakri Sirindhorn in Phitsanulok.
- The local learning center for professional training in Bo Saen Sub District, Phang-nga.

- Project of The Marketplace at the Heart of the Community

For 23 years, Big C has never stopped caring for its neighboring communities around the country. To reinforce that commitment, Big C launched the Community and Farmer's Number One Retailer Project "Marketplace at the Heart of the Community" in a bid to bring smiles and happiness to Thai communities around the country. Big C's volunteering staff, who actually are members of families living in communities surrounding Big C outlets, together with local villagers, joined hands in the renovation of educational institutes, religious centers, medical units and public spaces in their relative areas. Big C also sets aside spaces in its outlets for farmers to sell their crops directly to consumers. In conclusion, the retailer has improved the lives of more than 40,000 local residents.

- Refurbishment of the playground and library of Boonrawd Child Care Center in Bang Na District, Bangkok.
- Donation of automated external defibrillators to Bang Phli Hospital in Samut Prakan.
- Building a house for poor disabled girl, Wanna Saiwan, in Loei.
- Domestic farming for lunch at Ban Phanao School in Nakhon Ratchasima.
- Refurbishment of a community cemetery in Pattani.
- Farmers' Green Market in Buriram
- The Food Safety Chiang Rai Model project in Chiang Rai.



- The Big C Food Bank Project

The Big C Food Bank Project is made available with the cooperation of four Big C Extra stores near the slum child care centers; namely Big C Extra Rama 4, Ladphrao 2, Phetchakasem 2 and Onnuch. Quality fresh food, dry food and dairy products have been provided for four slum child care centers depending on each centers' convenience and food management plan. These centers were Baan Som Wai in Klong Toey community, Baan Sri-Nagarindra in Nong Kham garbage dump, Baan Sua Yai, in Pracha-u-thit community and Baan Hang Kwam Wang in On Nut garbage dump, under the Royal Patronage of HRH Princess Galyani Vadhana Krom Luang Naradhiwas Rajanagarindra. The project confirms Big C status of the Marketplace at the Heart of the Community, in which our social responsibility focus will be on education development, health promotion, environmental development and community development This Big C Food Bank project was commenced since May 2015 and will last for a year. With the project, Big C expects to improve life quality of about 500 children.



Make the greatest offerings with necessities contributed by Big C consumers

- Fine festivals, traditions and cultures are important parts of Thai communities. To help pass on religious rituals and celebrate the Buddhist Lent Festival, Big C made massive offerings to poor temples across four regions around the country. These activities have always received fine responses. In 2016, Big C encouraged people to join its offering ceremony. They donated candles, lightbulbs and consumption essentials, which, through Big C, were given to four poor bordering temples in four regions around Thailand – Chantaburi, Lampang, Khon Kaen and Ranong. Shoppers donated more than 10,000 candles and lightbulbs and 1,200 packages of consumption essentials altogether, reflecting Thais' respect and faith in Buddhism since ancient time.



- Enhances better access to government services via Ampher Yim Activity

Big C joins hands with the Ministry of Interior to set up comprehensive district-based public services at 15 Big C's stores in order to facilitate official registration work around the country.

- Big C's Smile District provides marriage registration service on Valentine's Day in order to strengthen family relations.

Big C actively plays a role in local communities' big events, including the marriage ceremony. Every year, a large number of couples around Thailand register for marriage certificates or hold wedding ceremonies on Valentine's Day – the day of love. Under collaboration with Smile District service locations and the Interior Ministry's Department Of Provincial Administration, Big C is the world's only retailer to provide marriage registration service in a department store. Since its inception in 2009, the service has been gaining an increasing amount of popularity every year.



- Support Local Traditions

Conservation of local activities and traditions is among key factors to strengthen local communities. Realizing its importance, Big C supports and takes part in more than 300 local traditions every year.



- Support Government Campaigns

Big C provides continued support for state organizations' public services. For example, it installed multi-functional machines to provide official services, which give the public a fast, effective, equal access to state information and services.



- Health promotion

Big C is aware that the good health of local residents plays a role in strengthening society, so it arranges a number of activities aiming at promoting health both directly and indirectly as detailed below:

- Blood Donation

Big C joins hands with the Thai Red Cross Society's National Blood Center to arrange blood donation programs at the retailer's outlets nationwide, so Big C staff and general people can easily participate in the blood drive.

- Primary Health-Check

Under the cooperation with the Bangkok Metropolitan Administration's Department of Health, Big C arranges health checkup programs for its customers and general people every week at its five outlets. These health checkup programs vary in every month. The participating outlets are:

1. Big C Ratchadamri
2. Big C Rom Klao
3. Big C Rama 2
4. Big C Extra Phetkasem 2.
5. Big C Extra Onnuch

- World Milk Day Activity 4th

Milk gives health benefits. To celebrate World Milk Day, Big C and Foremost organized WOLRD MILK DAY for the fourth year at Big C Ratchadapisek. The event provided more than 45 milliliters of 100% cow milk to more than 23.5 million families and donated milk to Border Patrol Police Schools.





- Big C gives “hearts” to children “

As the “Thai retailer with customers at heart,” Big C Super Center - the retailer in the Berli Jucker Group - and the Cardiac Children Foundation of Thailand under the Royal Patronage of H.R.H. Princess Galayani Vadhana Krom Luang Naradhiwas Rajanagarinda, together with two artists - Boyd Kosiyabong and Saharat Sangkapricha – organized the “Big C Gives Hearts to Children” project, which was aimed to raise funds for the “1,800 Children Heart Surgery Project” in dedication to The Celebration on the Occasion of His Majesty the King’s 90th Birthday Anniversary in 2017 to support surgeries for children with heart diseases.

- Allocation of spaces in 98 Big C’s stores nationwide for rice farmers

To help Thai farmers, Big C allocates spaces in 98 Big C Supercenter outlets across the country for the sale of rice, so that consumers can buy rice directly from farmers. Since its launch on 9 November, 2016, at Big C Chachoengsao, the program has received impressive responses from consumers.



- Big C and Thailand’s number 1 goalkeeper fulfill the dream and boost the potential of young Thai footballers

As the “**Thai retailer with customers at heart,**” Big C launched this activity with ambition to give social benefits to the Thai society. We inspire young people, ignite their dreams and motivate them to follow the dreams, be it football or ordinary good deeds. Not only do we want them to become successful, but we also want them to be quality citizens in the society.



Trusted partner



Big C acts as the middleman between the manufacturers/distributors and consumers, so the company emphasizes the cooperation with its suppliers in long-term CSR ambitions. We believe that when the company's business partners share the same understanding and operations, we will achieve the goal of becoming communities' number one retailer on a sustainable basis.

Big C works with local manufacturers and buys agricultural crops directly from farmers, which is part of the company's Big C Quality Line program (BQL). Products under this program are labeled with BQL, which is noticeable for shoppers. At the moment, there have more than 100 items of fruits and vegetables under BQL.

The company is ambitiously working on the combination of economic development attempts and the attempt to improve communities in which we involve, particularly in regard to human rights. These are our minimal operating commitment. In a bid to create the same understanding and practices, in 2016 we arranged internal training sessions to more than 700 employees whose responsibilities were communicating with suppliers.



Summary of activities conducted in 2016 as a trusted partner.

Strengthen ethical social compliance

1. We determined the morality of partners' employment.

We provided training sessions on the moral ethics of partners' employment for every partner that makes or sells products under the brand "Big C" and own house brands. We also arranged internal training sessions to more than 700 employees of related departments.

2. We sent out messages on fight against corruption.

Every year, all employees, including newly employed staff, must study and review the practice and ethical guidelines for business operations. Then, they must provide their signatures as commitment that those practices and ethics are acknowledged and will be conducted.

3. We followed up and evaluated partners' practices of the employment ethical requirements.

We made data bases, evaluated risks, identified risky partners and products, and began our inspection on suppliers of the products in question.

4. We promoted long-term relationships with partners.

We supported palm oil which was manufactured with sustainable methods in the areas without forest encroachment. (We studied the source of palm oil at refineries and crude palm oil mills.). Together with The Forest Trust (TFT) and our partners, we studied the locations of crude palm oil mills in order to evaluate risks if palms were harvested from encroached forests.

Support

local production channels



Her Royal Highness Princess Maha Chakri Sirindhorn presided over the Official Opening Ceremony of Phufa shop at Big C Rajdamri welcomed by Mr. Aswin Techajareonvikul, CEO and President, of Big C Supercenter PCL and Mrs. Thapanee Techajareonvikul, Director of Big C Supercenter PCL

Community development through HRH Princess Maha Chakri Sirindhorn's initiatives.

It was a great honor that HRH Princess Maha Chakri Sirindhorn gave her permission to Big C to officially open the Phufa Shop at Big C Ratchadamri in 2016 following one at Big C Extra Rama IV, or a total of two shops. The move was aimed at giving sustainable growth opportunity to communities that distribute their products at the shop. HRH Princess Maha Chakri Sirindhorn presided over the opening ceremony, which gave Big C great joy and pride.

- Projects to boost career opportunities and improve the quality of lives of the residents in the community surrounding the Phufa Development Center. HRH Princess Maha Chakri Sirindhorn ordered the opening of the Phufa Development Center, which will provide development models and pass on knowledge about development according to her ambitions to the locals in Bo Kluea District and Chaloem Phra Kiat District in Nan. The center is aimed to improve the quality of lives on a sustainable basis and encourage self-reliance in order to prevent effects on the natural balance. In the big picture, this will lead to country development. Based on its mission to boost local residents' career opportunities and increase incomes, the Phufa Development Center acts as the center of agriculture-related career promotion and also the promotion of careers outside agriculture that are still relate to natural resources and local wisdom. However, the center faced one key problem - a lack of channels where the center's products would be distributed. Big C became the only retailer to bring in the Center's products a long way from Nan to put up for sale at the Ratchadamri and Rama IV outlets as an attempt to improve people's living and restore local resources and environment. This is what we consider as the real, concrete way to promote quality of lives on a sustainable basis.



Promote

the CSR initiatives of SMEs

We promoted long-term relations with SMEs

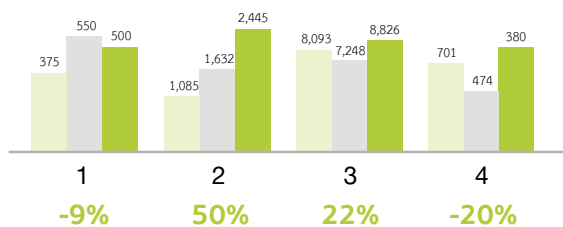
- We arranged training sessions for fresh food business operators on production hygiene, cultivation in accordance with fine, appropriate agricultural methods, and basic knowledge about micro-organism.
- We consistently evaluated the practices of our fresh food partners so actions would be taken accordingly for improvement and development.





Key Performance Indicators for CSR Implementation

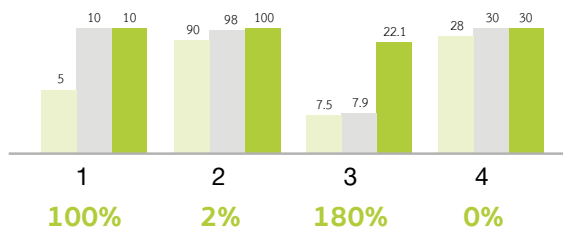
Committed employer



1. Staff with disabilities*
2. Total learning Hours ('000)
3. Number of internal promotions
4. Total number of accidents (case)

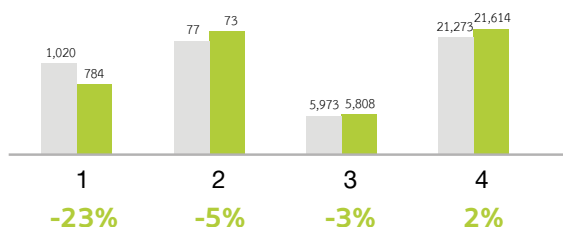
*This figure includes 112 staff with disabilities not directly employed by Big C (concession).

Responsible retailer



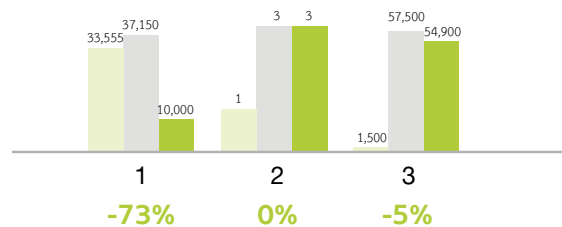
1. Number of organic private label products
2. Number of national brand organic products
3. Revenue from organic products (THB million)
4. Number of fresh food key suppliers audit

Environmentally-proactive company



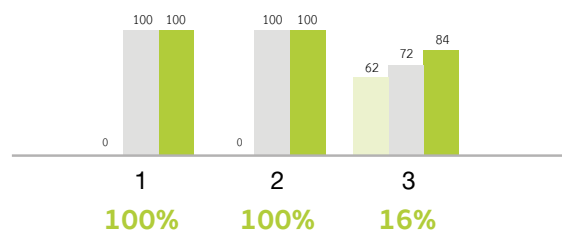
1. Avg. number of trips/store/year for hypermarket (Trip)
2. Avg. number of trips/store/year for Mini Big C (Trip)
3. Avg. Electricity consumption/store/year of Hypermarket ('000 kw)
4. Total recycled cardboard (tons)

Local corporate citizen



1. Number of children benefiting from Big C Thai Foundation activities
2. Total Food donated through CSR activities (tons)
3. Number of beneficiaries from CSR projects

Trusted partner



1. Private label suppliers attended Supplier Ethical Charter Training (%)
2. Buyers attended Supplier Ethical Charter Training (%)
3. Number of textile suppliers with renowned national brands

Remark: 2014 2015 2016



Financial Statements

Responsibility of the Board of Directors to the Financial Statements

The Board of Directors of Big C Supercenter Public Company Limited (“the Company”) is responsible for the consolidated financial statements of the Company and its subsidiaries as well as financial information as presented in the annual report. The financial statements are prepared in conformity with generally accepted accounting standards which are appropriately applied on a consistent basis. Conservation judgment and best estimate are adopted in this preparation. In addition, all important information is adequately disclosed in the notes to the financial statements.

The Board of Directors has set up and maintained an effective internal control to reasonably ensure that all accounting records are accurate, complete and sufficient to secure its assets. Moreover, all possible weakness could be found to prevent fraud or material unusual transactions.

The Board of Directors has appointed the audit committee which comprises independent directors, to control the quality of the financial report and internal control system. The opinion of the audit committee on this matter has already been presented in the audit committee report. The Board of Directors is of an opinion that internal control systems of the Company are in the satisfactory and sufficient level to reasonably build the confidence in the reliability of the consolidated financial statements of the Company and its subsidiaries as of 31 December 2016.

Mr. Charoen Sirivadhanabhakdi
Chairman of the Board

Mr. Aswin Techajareonvikul
CEO & President

Independent Auditor's Report

To the Shareholders of Big C Supercenter Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Big C Supercenter Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2016, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Big C Supercenter Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Big C Supercenter Public Company Limited and its subsidiaries and of Big C Supercenter Public Company Limited as at 31 December 2016, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the

performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below:

Recognition of supplier income

The Group receive significant amount of sales promotion, margin protection and rebates from suppliers and recognise these as a reduction in cost of sales and inventory. The significant accounting policy on supplier income is set out in note 4.1. The amount of supplier income is significant and requires a detailed understanding of the contractual arrangements and the source of data to apply the arrangements to. Therefore, there are risk with respect to amount and timing of the recognition of supplier income.

I evaluated the supplier income recognition by assessing and testing their internal controls with respect to the supplier income cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I applied a sampling method to select supplier income transactions occurring during the year and near the end of accounting period to examine the supporting documents, and I also reviewed credit notes issued after year-end. I circularised, on a sampling basis, request for confirmation of supplier receivable balances at the year-end, whereby for confirmation request that no reply had been received, I had performed alternative procedures. In addition, I performed analytical procedures on disaggregated data to detect possible irregularities in supplier income transactions throughout the year, particularly for accounting entries made through journal vouchers.

Store assets impairment review

As described in Note 15 to the financial statements, the Group held approximately Baht 26,634 million (the Company only: Baht 20,443 million) of property, plant and equipment as at 31 December 2016 and had operated certain stores with net operating loss. There is a risk relating to the amount of impairment loss on property, plant, and equipment. In determining the store impairment, management had to exercise judgement with respect

to its projection of future operating performance, using data from the internal forecasts and as such relies upon the management's assumptions such as the estimates of future trading performance. As a result of the management's impairment review, an impairment of approximately Baht 123 million (the Company only: Baht 103 million) was recognised as expenses during the year.

I assessed the store impairment provision by examining property, plant and equipment for indication of impairment and considering the economic performance of store assets and management's plan to discontinue stores. I also understood management's projection of future store operating performance and challenged the key assumptions utilised in the management's projection with reference to historical trading performance and our understanding of strategic initiatives by meeting with senior trading executives. In addition, I assessed the key assumptions including the approach used by the independent property valuer in calculating the fair value of store assets, based on the understanding I gained of the process by which the figures were arrived at and by comparison of the assumptions with internal and external sources of information.

Collectability of insurance claim receivable - Political unrest event

As discussed in Note 18.1 to the financial statements, due to the political unrest in 2010, one store of the Company was set on fire and the damages from the fire incident were estimated to be approximately Baht 1,478 million. Subsequently, in 2010 and 2011, the Company received cash recovery from insurance companies totaling Baht 1,063 million (or 72% of total insurance claim). As at 31 December 2016, there is an outstanding insurance claim receivable from the insurance company of approximately Baht 415 million (the Company only: Baht 415 million). The Group had sued the insurance company to pay the outstanding insurance claim. The outcome of the lawsuit is still to be determined by the court of law. The collectability of the insurance claim receivable requires the management to exercise considerable judgement in determining the recoverable amount.

I examined by obtaining management representation that the management is virtually certain of collecting claim receivable in full amount, and requesting external legal counsel to advise on the case details, status and legal opinion on the possible effect of the litigation on the Group.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to us after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and

performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mrs. Sarinda Hirunprasurtwutti.



Sarinda Hirunprasurtwutti

Certified Public Accountant (Thailand) No. 4799

EY Office Limited

Bangkok: 15 February 2017

Big C Supercenter Public Company Limited and its subsidiaries
Statement of financial position
As at 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Assets					
Current assets					
Cash and cash equivalents	6	2,397,533,292	2,431,799,211	2,245,548,773	2,336,180,568
Trade and other receivables	7, 11	414,712,596	769,184,552	800,751,433	1,046,195,725
Supplier and tenant receivables	8, 11	1,252,957,439	835,580,826	1,293,070,791	805,876,315
Inventories	9	12,131,152,409	10,918,346,961	11,933,696,407	10,753,792,504
Other current assets	10	1,125,207,170	995,631,067	989,708,085	905,810,117
Total current assets		17,321,562,906	15,950,542,617	17,262,775,489	15,847,855,229
Non-current assets					
Loan to subsidiaries companies	11	-	-	351,000,000	-
Loan to associate companies	11	-	351,000,000	-	351,000,000
Investments in subsidiaries	12	-	-	42,142,477,424	42,031,809,554
Investments in associates	13	-	-	-	110,567,900
Investment properties	14	16,126,388,624	16,003,142,993	10,859,688,634	9,784,872,223
Property, plant and equipment	15	26,634,070,934	27,035,904,531	20,442,599,573	21,010,032,233
Goodwill	12.3	26,722,032,240	26,722,032,240	-	-
Leasehold rights	16	5,101,748,555	5,117,233,377	3,462,123,132	3,322,415,666
Other intangible assets	17	194,240,528	146,194,023	177,869,865	146,069,469
Deferred tax assets	29.3	724,722,730	709,372,092	548,606,832	511,711,443
Other non-current assets	18	820,516,312	826,348,921	791,663,369	793,731,416
Total non-current assets		76,323,719,923	76,911,228,177	78,776,028,829	78,062,209,904
Total assets		93,645,282,829	92,861,770,794	96,038,804,318	93,910,065,133

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2016

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2016	2015	2016	2015
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	19	6,555,000,000	-	6,495,000,000	-
Trade and other payables	11, 20	20,469,647,208	26,610,208,988	21,066,443,551	27,125,755,890
Current portion of unearned leasehold rights		41,509,440	45,196,474	25,770,607	29,404,773
Current portion of long-term loans from financial institutions	21	3,300,000,000	5,675,000,000	3,300,000,000	5,675,000,000
Short-term loan from parent company	11	2,000,000,000	-	2,000,000,000	-
Short-term loans from subsidiary companies	11	-	-	5,738,605,790	3,543,102,747
Income tax payable		92,320,289	183,004,244	-	80,081,510
Short-term provisions		64,988,756	48,227,622	24,189,344	23,041,680
Other current liabilities	22	2,199,937,864	2,257,051,249	1,920,183,690	1,988,417,982
Total current liabilities		34,723,403,557	34,818,688,577	40,570,192,982	38,464,804,582
Non-current liabilities					
Unearned leasehold rights - net					
of current portion		415,483,728	411,900,239	152,191,507	133,866,049
Long-term loans from subsidiary company	11	-	-	1,746,200,000	1,746,200,000
Long-term loans from related company	11	228,434,085	-	-	-
Long-term loans from financial institutions - net					
of current portion	21	3,000,000,000	6,300,000,000	3,000,000,000	6,300,000,000
Liabilities under a finance lease agreement - net					
of current portion	23	214,882,297	226,602,118	214,882,297	226,602,118
Provision for long-term employee benefits	24	667,169,734	547,105,213	651,206,772	534,325,542
Deferred tax liabilities	29.3	1,580,704,322	1,621,853,149	559,550,263	581,472,738
Other non-current liabilities	25	2,479,830,546	2,264,868,833	2,360,905,742	2,139,947,746
Total non-current liabilities		8,586,504,712	11,372,329,552	8,684,936,581	11,662,414,193
Total liabilities		43,309,908,269	46,191,018,129	49,255,129,563	50,127,218,775

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Statement of financial position (continued)
As at 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Shareholders' equity					
Share capital					
Registered					
825,000,000 ordinary shares of Baht 10 each		8,250,000,000	8,250,000,000	8,250,000,000	8,250,000,000
Issued and fully paid up					
825,000,000 ordinary shares of Baht 10 each		8,250,000,000	8,250,000,000	8,250,000,000	8,250,000,000
Share premium		5,955,654,575	5,955,654,575	5,955,654,575	5,955,654,575
Retained earnings					
Appropriated - statutory reserve	26	901,959,479	901,959,479	825,000,000	825,000,000
Unappropriated		35,984,040,863	31,788,277,392	31,753,020,180	28,752,191,783
		36,886,000,342	32,690,236,871	32,578,020,180	29,577,191,783
Other components of shareholders' equity		(538,911,930)	(235,753,698)	-	-
Equity attributable to owners of the Company		50,552,742,987	46,660,137,748	46,783,674,755	43,782,846,358
Non-controlling interests of the subsidiaries		(217,368,427)	10,614,917	-	-
Total shareholders' equity		50,335,374,560	46,670,752,665	46,783,674,755	43,782,846,358
Total liabilities and shareholders' equity		93,645,282,829	92,861,770,794	96,038,804,318	93,910,065,133

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries

Income statement

For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Revenues					
Sales		107,239,559,831	119,620,106,931	106,665,207,383	118,895,804,267
Rental and service income		10,101,294,538	9,787,081,878	9,698,702,540	9,403,705,279
Dividend income	12.1	-	-	-	1,224,958,652
Other income	27	3,577,598,255	4,301,923,041	3,615,734,914	4,144,694,500
Total revenues		120,918,452,624	133,709,111,850	119,979,644,837	133,669,162,698
Expenses	28				
Cost of sales and service		91,540,608,185	103,173,989,424	91,346,729,233	102,933,569,884
Selling and services expenses		18,762,417,059	18,877,124,250	19,392,640,962	19,568,007,946
Administrative expenses		2,420,177,830	2,457,451,687	2,339,761,828	2,424,296,812
Total expenses		112,723,203,074	124,508,565,361	113,079,132,023	124,925,874,642
Profit before finance cost and income tax expenses		8,195,249,550	9,200,546,489	6,900,512,814	8,743,288,056
Finance cost		(491,493,581)	(677,431,380)	(673,014,571)	(834,849,948)
Profit before income tax expenses		7,703,755,969	8,523,115,109	6,227,498,243	7,908,438,108
Income tax expenses	29	(1,331,628,181)	(1,621,220,905)	(1,014,043,297)	(1,292,919,900)
Profit for the year		6,372,127,788	6,901,894,204	5,213,454,946	6,615,518,208
Profit attributable to:					
Equity holders of the Company		6,408,664,729	6,897,593,225	5,213,454,946	6,615,518,208
Non-controlling interests of the subsidiaries		(36,536,941)	4,300,979		
		6,372,127,788	6,901,894,204		
Earnings per share	30				
Basic earnings per share					
Profit attributable to equity holders of the Company		7.77	8.36	6.32	8.02
Weighted average number of ordinary shares (Shares)		825,000,000	825,000,000	825,000,000	825,000,000

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Statement of comprehensive income
For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Profit for the year		<u>6,372,127,788</u>	<u>6,901,894,204</u>	<u>5,213,454,946</u>	<u>6,615,518,208</u>
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss	24	(64,455,924)	(39,707,709)	(63,908,186)	(38,779,237)
Less: Income tax effect		<u>13,054,666</u>	<u>7,911,542</u>	<u>12,781,637</u>	<u>7,725,848</u>
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		(51,401,258)	(31,796,167)	(51,126,549)	(31,053,389)
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>					
Exchange differences on translation of financial statement in foreign currency		<u>(5,534,118)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive income for the year		<u>(56,935,376)</u>	<u>(31,796,167)</u>	<u>(51,126,549)</u>	<u>(31,053,389)</u>
Total comprehensive income for the year		<u>6,315,192,412</u>	<u>6,870,098,037</u>	<u>5,162,328,397</u>	<u>6,584,464,819</u>
Total comprehensive income attributable to:					
Equity holders of the Company		6,351,729,353	6,865,797,058	<u>5,162,328,397</u>	<u>6,584,464,819</u>
Non-controlling interests of the subsidiaries		<u>(36,536,941)</u>	<u>4,300,979</u>		
		<u>6,315,192,412</u>	<u>6,870,098,037</u>		

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2016

Consolidated financial statements													(Unit: Baht)
Equity attributable to the Company's shareholders													
Other components of shareholders' equity													
Other comprehensive income													

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (continued)
For the year ended 31 December 2016

(Unit: Baht)

	Separate financial statements					Total shareholders' equity
	Issued and paid-up share capital	Share premium	Retained earnings			
Note			Appropriated	Unappropriated		
Balance as at 1 January 2015	8,250,000,000	5,955,654,575	825,000,000	24,329,226,964		39,359,881,539
Profit for the year	-	-	-	6,615,518,208		6,615,518,208
Other comprehensive income for the year	-	-	-	(31,053,389)		(31,053,389)
Total comprehensive income for the year	-	-	-	6,584,464,819		6,584,464,819
Dividend paid	-	-	-	(2,161,500,000)		(2,161,500,000)
Balance as at 31 December 2015	<u>8,250,000,000</u>	<u>5,955,654,575</u>	<u>825,000,000</u>	<u>28,752,191,783</u>		<u>43,782,846,358</u>
Balance as at 1 January 2016	8,250,000,000	5,955,654,575	825,000,000	28,752,191,783		43,782,846,358
Profit for the year	-	-	-	5,213,454,946		5,213,454,946
Other comprehensive income for the year	-	-	-	(51,126,549)		(51,126,549)
Total comprehensive income for the year	-	-	-	5,162,328,397		5,162,328,397
Dividend paid	-	-	-	(2,161,500,000)		(2,161,500,000)
Balance as at 31 December 2016	<u>8,250,000,000</u>	<u>5,955,654,575</u>	<u>825,000,000</u>	<u>31,753,020,180</u>		<u>46,783,674,755</u>

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Cash flows statement
For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Cash flows from operating activities					
Profit before tax		7,703,755,969	8,523,115,109	6,227,498,243	7,908,438,108
Adjustments to reconcile profit before tax to					
net cash provided by (paid from) operating activities:					
Depreciation and amortisation		3,859,627,487	3,773,280,115	2,913,608,536	2,809,555,356
Unearned leasehold rights recognised during the year		(49,488,030)	(47,067,736)	(33,693,194)	(35,479,011)
Allowance for doubtful debt (reversal)		(30,492,338)	(19,292,681)	(30,319,773)	7,986,102
Reduction of inventory to net realisable value		41,246,712	44,897,173	43,859,798	43,780,755
Provision for contingent liabilities (reversal)		16,761,134	1,863,657	1,147,664	(194,675)
Provision for long-term employee benefits		72,234,148	73,636,407	70,425,424	72,475,311
Unrealised (gain) loss on exchange		(9,038,533)	(12,424,861)	831,933	(12,424,861)
Loss (gain) on disposals/written off of property, plant and equipment and investment properties		70,847,805	(133,484,606)	72,449,042	7,045,696
Allowance for impairment of property, plant and equipment, leasehold rights and other intangible assets		95,994,885	25,450,382	70,682,593	32,610,000
Loss on written-off of intangible assets		53,673	2,849,824	-	2,849,824
Dividend income from subsidiaries	12.1	-	-	-	(1,224,958,652)
Interest income		(5,318,622)	(22,061,401)	(14,929,841)	(20,831,628)
Interest expenses		470,775,633	656,981,380	652,509,777	814,399,948
Profit from operating activities before changes in operating assets and liabilities		12,236,959,923	12,867,742,762	9,974,070,202	10,405,252,273

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Cash flows statement (continued)
For the year ended 31 December 2016

(Unit: Baht)

(Cont. Data)					
		Consolidated financial statements		Separate financial statements	
	Note	2016	2015	2016	2015
Cash flows from operating activities (continued)					
Operating assets (increase) decrease					
Trade and other receivable		351,782,642	(8,504,513)	232,578,523	(19,118,976)
Supplier and tenant receivables		(371,908,230)	1,961,461,356	(443,681,146)	1,940,144,595
Inventories		(1,210,653,313)	589,118,527	(1,223,763,701)	589,565,456
Other current assets		(100,515,294)	(87,051,727)	(87,932,408)	(68,926,068)
Other non-current assets		8,099,334	(21,862,948)	165,278	(20,338,594)
Operating liabilities increase (decrease)					
Trade and other payables		(6,702,391,169)	(1,810,251,743)	(6,565,484,506)	(2,217,240,882)
Other current liabilities		(69,572,317)	171,964,694	(68,738,657)	119,703,631
Other non-current liabilities		282,346,198	369,357,409	287,342,482	120,832,763
Cash flows from operating activities		4,424,147,774	14,031,973,817	2,104,556,067	10,849,874,198
Cash paid for interest expenses		(475,312,934)	(860,537,713)	(583,942,778)	(954,345,619)
Cash paid for employee benefits		(18,040,390)	(19,951,940)	(17,452,380)	(18,734,220)
Cash paid for income tax		(1,467,380,415)	(1,764,308,442)	(1,140,161,034)	(1,476,588,295)
Net cash flows from operating activities		2,463,414,035	11,387,175,722	362,999,875	8,400,206,064
Cash flows from investing activities					
Increase in loans to subsidiary companies		-	-	(351,000,000)	-
Decrease (increase) in loan to associate companies		-	(267,000,000)	351,000,000	(267,000,000)
Decrease (increase) in investments in subsidiary	12.1	-	(170,000,000)	(99,970)	1,406
Proceeds from disposal of property, plant and equipment and investment properties		6,776,973	22,561,212	4,897,456	3,255,731
Acquisition of property, plant and equipment and investment properties		(2,915,977,694)	(4,461,120,736)	(2,907,935,166)	(4,445,155,439)
Increase in leasehold rights		(364,085,611)	(690,884,488)	(355,775,800)	(233,255,731)
Increase in other intangible assets		(54,918,524)	(32,825,892)	(54,340,024)	(32,825,892)
Cash received from interest income		7,906,501	23,512,302	16,834,247	22,305,749
Dividend income from subsidiaries		-	-	-	1,224,958,652
Net cash flows used in investing activities		(3,320,298,355)	(5,575,757,602)	(3,296,419,257)	(3,727,715,524)

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries
Cash flows statement (continued)
For the year ended 31 December 2016

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Cash flows from financing activities					
Increase in short-term loan from parent company		2,000,000,000	-	2,000,000,000	-
Increase in short-term loans from subsidiary companies		-	-	2,195,503,043	1,111,792,174
Repayment of liabilities under a finance lease agreement		(11,215,456)	(9,781,641)	(11,215,456)	(9,781,641)
Increase (decrease) in short-term loans from financial institutions		6,555,000,000	(6,000,000,000)	6,495,000,000	(6,000,000,000)
Repayment of long-term loans from financial institutions		(5,675,000,000)	(6,675,000,000)	(5,675,000,000)	(6,675,000,000)
Dividend paid		(2,161,500,000)	(2,158,024,505)	(2,161,500,000)	(2,158,024,505)
Dividend paid to non-controlling interest of the subsidiaries		(4,284,288)	(14,440,247)	-	-
Net cash flows from (used in) financing activities		703,000,256	(14,857,246,393)	2,842,787,587	(13,731,013,972)
Net decrease in cash and cash equivalents		(153,884,064)	(9,045,828,273)	(90,631,795)	(9,058,523,432)
Cash and cash equivalents at beginning of year		2,431,799,211	11,477,627,484	2,336,180,568	11,394,704,000
Cash and cash equivalents from business combination under common control	12.2	119,618,145	-	-	-
Cash and cash equivalents at end of year		2,397,533,292	2,431,799,211	2,245,548,773	2,336,180,568
Supplemental cash flow information:					
Non cash items:					
Unpaid acquisition of property, plant and equipment and investment properties		645,978,557	225,906,008	642,519,867	221,944,386
Proceed from disposal of property, plant and equipment and investment properties for which no cash has been received		-	164,282,625	-	-

The accompanying notes are an integral part of the financial statements.

Big C Supercenter Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2016

1. General information

Big C Supercenter Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the hypermarket business. The registered address of the Company is at 97/11, 6th Floor, Rajadamri Road, Lumpini, Pathumwan, Bangkok.

As at 31 December 2016, the Company and its subsidiaries operate 761 stores (the Company only: 757 stores) (2015: 734 stores and the Company only: 730 stores).

Change in major shareholder of the Company

On 21 March 2016, Géant International B.V. (incorporated in France and being the group of Casino, Guichard-Perrachon), which was a former major shareholder of the Company, completed the sale of the 483,077,600 shares that it held in the Company both directly and indirectly, representing 58.55% of the total issued share capital of the Company, to BJC Supercenter Company Limited and Samphunsamer Company Limited, indirect subsidiaries of Berli Jucker Public Company Limited, at a price of Baht 252.88 per share. As a result, Berli Jucker Public Company Limited has had control over the Company via its indirect holdings through these two subsidiaries since that date.

In addition, on 21 March 2016, Cdiscount International BV (a company in the same group as Géant International B.V.) sold its shareholdings in C-Distribution Asia Pte Ltd. to another indirect subsidiary of Berli Jucker Public Company Limited giving Berli Jucker Public Company Limited control over C-Distribution Asia Pte Ltd. (including its subsidiary, C Distribution (Thailand) Ltd.) via the subsidiary since that date. As a result, the Company has control over the business plans and policies of C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. through their board of directors, without any change in the Company’s shareholding percentage in those companies.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547 and their presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements. The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Big C Supercenter Public Company Limited (“the Company”), and the following subsidiary companies (“the subsidiaries”):

Subsidiaries which were directly held by the Company

Company's name	Nature of business	Country of incorporation	Registered share capital		Percentage of shareholding	
			2016 Million Baht	2015 Million Baht	2016 Percent	2015 Percent
Cmall Limited (formerly known as "Chiengmai Big C (2001) Co., Ltd.")	Dormant	Thailand	300	300	100.00	100.00
Central Superstore Ltd.	Rental of immovable assets and holding company	Thailand	1,300	1,300	100.00	100.00
Theparak Big C Ltd.	Rental of immovable assets and holding company	Thailand	80	80	100.00	100.00
Chiengrai Big C Ltd.	Rental of immovable assets	Thailand	180	180	100.00	100.00
Surat Big C Ltd.	Rental of immovable assets	Thailand	200	200	100.00	100.00
Cmart (Thailand) Limited (formerly known as "Big C Distribution Co., Ltd.")	Dormant	Thailand	1	1	100.00	100.00
Cencar Ltd.	Rental of immovable assets	Thailand	10,000	10,000	39.00	39.00
Phitsanulok Big C 2015 Ltd.	Retail business and holding company	Thailand	5,462	5,462	100.00	100.00
Big C Services Ltd.	Operational supporting activities in relation to life and non-life insurance services (not yet commence operation)	Thailand	0.1	-	100.00	-
Big C Supercenter (Lao) Co., Ltd.	Retail and wholesale business (not yet commence operation)	Lao People's Democratic Republic	157	157	100.00	100.00
C Distribution (Thailand) Ltd.	E-Commerce	Thailand	100	-	30.00	-
C-Distribution Asia Pte Ltd.	E-Commerce	Singapore	Euro 4.5 million	-	40.00	-

Indirect subsidiaries which were held by the Company's subsidiaries

Company's name	Nature of business	Country of incorporation	Registered share capital		Percentage of shareholding	
			<u>2016</u> Million Baht	<u>2015</u> Million Baht	<u>2016</u> Percent	<u>2015</u> Percent
<u>Investment through Central Superstore Ltd.</u>						
Central Pattaya Co., Ltd.	Rental of immovable assets	Thailand	80	80	100.00	100.00
Udon Big C Co., Ltd.	Rental of immovable assets	Thailand	850	850	100.00	100.00
Inthanon Land Co., Ltd.	Rental of immovable assets	Thailand	841	841	100.00	100.00
<u>Investment through Theparak Big C Ltd.</u>						
Big C Fairy Limited	Retail	Thailand	440	440	96.82	96.82
Pharam II Big C Co., Ltd.	Rental of immovable assets	Thailand	5	5	99.99	99.99
Pitsanulok Big C Ltd.	Retail and rental of immovable assets	Thailand	1,050	1,050	100.00	100.00
<u>Investment through Phitsanulok Big C 2015 Ltd.</u>						
Cencar Ltd.	Rental of immovable assets	Thailand	10,000	10,000	61.00	61.00
<u>Investment through C-Distribution Asia Pte Ltd.</u>						
C Distribution (Thailand) Ltd.	E-Commerce	Thailand	100	-	28.00	-

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

The consolidated statement of financial position as at 31 December 2016 had therefore incorporated the statements of financial position of C Distribution (Thailand) Ltd. and C-Asia Pte. Ltd., and the consolidated statements of income and comprehensive income for the year then ended had included the operating results of these subsidiaries since the date that the Company has controls.

- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary company are translated to Baht using the exchange rate prevailing on the end of reporting period.

The financial statements of Big C Supercenter (Lao) Co., Ltd., whose total assets included in the consolidated statement of financial position as at 31 December 2016 and 2015 amounted to approximately Baht 38 million and Baht 37 million, respectively (or 0.04% and 0.04% of the consolidated respective assets), and the financial statements of C-Distribution Asia Pte Ltd., whose total assets included in the consolidated statement of financial position as at 31 December 2016 amounted to approximately Baht 563 million (or 0.60 % of the consolidated assets) and net profit from operation for the year ended 31 December 2016 of approximately Baht 15 million (or 0.24% of the consolidated net profit), were management accounts which had not been audited by the auditor of these subsidiaries.

- f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.
- g) For the books of account, upon acquisition of additional shares of subsidiaries (repurchase shares from minority interest), the excess of cost of the investment at the acquisition date over the fair value of the net asset has been presented as other components of shareholders' equity in statement of changes in shareholder's equity under "Difference resulting from additional purchase of investments in the subsidiaries at a price higher than the net book value".
- h) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

- 2.3 The separate financial statements, which present investments in subsidiaries and associates under the cost method, have been prepared solely for the benefit of the public.

3. New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Company and subsidiaries have adopted the revised (revised 2015) and new financial reporting standards and accounting treatment guidance issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2016. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and

provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

b) Financial reporting standard that will become effective in the future

During the current year, the Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations (revised 2016) and new accounting treatment guidance which is effective for fiscal years beginning on or after 1 January 2017. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards.

The management of the Company and its subsidiaries believe that the revised financial reporting standards and interpretations and new accounting treatment guidance will not have any significant impact on the financial statements when they are initially applied. However, one standard involves changes to key principles, which are summarised below.

TAS 27 (revised 2016) Separate Financial Statements

This revised standard provides an additional option to account for investments in subsidiaries, joint ventures and associates in separate financial statements under the equity method, as described in TAS 28 (revised 2016) Investments in Associates and Joint Ventures. The entity is to also apply the same accounting treatment for each category of investment. If an entity elects to account for such investments using the equity method in the separate financial statements, it has to adjust the transaction retrospectively.

This standard will not have any significant impact on the Company and its subsidiaries' financial statements because the management has decided to continue accounting for such investments under the cost method in the separate financial statements.

4. Significant accounting policies

4.1 Revenue recognition

Sales of goods

Sales of goods are recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Sales of goods - Customer loyalty programmes

The Company and its subsidiaries operate a loyalty programme which allows customers to accumulate points when they purchase products in the Company's and its subsidiaries' retail stores. The points can then be redeemed for discounted goods in the future.

Certain sales consideration is allocated to the points issued, at their fair value. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed and the Company and its subsidiaries fulfill their obligations to supply the awards.

Rental and service income

Rental and service income are recognised proportionately over the term of the lease and service agreements.

Supplier income

The Company and its subsidiaries have agreements with suppliers as normal business practice, for volume-related allowances, sale promotion campaign and marketing allowances, and brochure advertising income are received. Supplier income is recognised when all obligations are met and can be measured reliably based on the terms of the contract as a credit in cost of sales as a reduction in cost of sales and inventory. Uncollected amount are presented in the statements of financial position as supplier receivables or otherwise are offset with supplier payables depending on the condition in the contracts.

Interest income

Interest income is recognised on an accrual basis based on the effective interest rate.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Trade accounts receivable, supplier receivable and tenant receivable and allowance for doubtful accounts

Trade accounts receivable, supplier receivable and tenant receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in the collection of receivables. The allowance is generally based on collection experiences and analysis of debt aging.

4.4 Inventories

Inventories are valued at the lower of cost on an average method and net realisable value. Costs of inventories are presented net of cash receipts from suppliers which are related to the purchase of inventories.

4.5 Investments

Investments in subsidiaries are accounted for in the separate financial statements using cost method.

Investments in associates are accounted for in the consolidated financial statements using the equity method and in the separate financial statements using the cost method.

4.6 Investment properties and depreciation

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives within 20 - 30 years or lease period. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

The fair value of investment properties are disclosed in the notes to the financial statements.

4.7 Property, plant and equipment and depreciation

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment (if any). Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Land improvements	• 5 - 30 years
Leasehold improvements	• 5 years or lease period (maximum of 30 years)
Freehold and leasehold building and improvements	• 5 years and 30 years or lease period (maximum of 30 years)
Furniture, fixtures and office equipment	• 3 - 30 years
Utility systems	• 5 - 20 years or lease period (maximum of 20 years)
Vehicles	• 5 years

Depreciation is included in determining income.

No depreciation is provided for land and construction in progress and project under development.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.8 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other case are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

The useful lives of intangible assets is 5 years.

4.9 Business combinations and goodwill

Business combinations are accounted for using the acquisition method with the cost of the acquisition being the fair value at the acquisition date of consideration transferred, and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest, if any, in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets.

Acquisition-related cost are accounted for as expenses in the periods in which the costs are incurred and the services are received.

Goodwill is initially recorded at cost, which equal to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is subsequently carried at cost less any accumulated impairment losses with impairment being tested annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.10 Related party transactions

Related parties comprise individuals or enterprises that control or are controlled by the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company and its subsidiaries that gives them significant influence over the Company and its subsidiaries, key management personnel, directors and officers with authority in the planning and direction of the Company and its subsidiaries' operations.

4.11 Long-term leases

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in other long-term payables, while the interest element is charged to profit or loss over the lease period. The property, plant or equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period. Lease of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight line basis over the lease term.

4.12 Leasehold rights

Leasehold rights are stated at cost less accumulated amortisation and allowance for loss on impairment (if any).

Leasehold rights are amortised on the straight-line basis over the lease period.

4.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company and its subsidiaries also carry out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Company and its subsidiaries could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company and its subsidiaries estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.

4.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Company, its subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised as expenses when incurred.

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income or loss.

4.16 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.17 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred tax is provided on temporary differences between their carrying amounts at the end of each reporting period and the tax bases of assets and liabilities by using the tax rates enacted at the end of the reporting period.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences and carry forward of unused tax losses, to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences, and the carry forward of unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it incurred during the measurement period or in profit or loss.

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on category of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect amounts reported in the financial statements and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

5.1 Allowance for diminution in value of inventory

The determination of allowance for diminution in the value of inventory, requires management to make judgements and estimates. The allowance for decline in net realisable value is estimated based on the selling price expected in the ordinary course of business; and provision for obsolete, slow-moving and deteriorated inventories, is estimated based on the approximate useful life of each type of inventory.

5.2 Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

5.3 Investment property, property, plant and equipment and depreciation

In determining depreciation of investment property, property, plant and equipment, the management is required to make estimates of the useful lives and residual values of the investment property, property, plant and equipment and to review estimate/useful lives and residual values when there are any changes.

In addition, the management is required to review investment property, property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgement regarding forecast of future revenues and expenses relating to the assets subject to the review.

In determining the fair value disclosure of investment property, the management used the income approach supported by current and previous valuations by an independent appraiser. The key assumptions used in estimating the fair value are described in Note 14.

5.4 Goodwill and intangible assets

The initial recognition and measurement of goodwill and other intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

5.5 Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimated future taxable profits.

5.6 Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

5.7 Recognition and derecognition of assets and liabilities

In considering whether to recognise or to derecognise assets or liabilities, the management is required to make judgement whether significant risk and rewards of those assets or liabilities have been transferred, based on their best knowledge of the current events and arrangements.

5.8 Consolidation of subsidiaries that the Company holds less than half of shares

The management of the Company determined that the Company has control over certain subsidiary even though the Company had voting rights and shares less than half. This is because the Company has the ability to direct the significant activities. As a result, certain subsidiary of the Company has to be included in the consolidated financial statements from the date on which the Company assumed control.

6. Cash and cash equivalents

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Cash	1,995,885	2,040,383	1,955,702	1,998,866
Bank deposits	<u>401,648</u>	<u>391,416</u>	<u>289,847</u>	<u>337,315</u>
Total	<u>2,397,533</u>	<u>2,431,799</u>	<u>2,245,549</u>	<u>2,336,181</u>

As at 31 December 2016, bank deposits in saving accounts carried interests between 0.10 and 0.75 percent per annum (2015: between 0.15 and 1.00 percent per annum).

7. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
<u>Trade and other receivables - related parties</u>				
<u>(Note 11)</u>				
<u>Trade accounts receivable</u>				
Aged on the basis of due date				
Not yet due	2,120	4,701	319,042	393,174
Past due				
Up to 3 months	28	842	1,322	8,571
3 - 6 months	2	-	1	26
6 - 12 months	-	-	1	-
Total trade accounts receivable - related parties	<u>2,150</u>	<u>5,543</u>	<u>320,366</u>	<u>401,771</u>
<u>Other receivable</u>				
Aged on the basis of due date				
Not yet due	40,836	100,141	115,274	147,395
Past due				
Up to 3 months	-	6,733	1,931	6,732
3 - 6 months	-	-	1,549	-
6 - 12 months	-	-	10	-
Total other receivable - related parties	<u>40,836</u>	<u>106,874</u>	<u>118,764</u>	<u>154,127</u>
Total trade and other receivables - related parties	<u>42,986</u>	<u>112,417</u>	<u>439,130</u>	<u>555,898</u>
<u>Trade and other receivables - unrelated parties</u>				
Aged on the basis of due date				
Not yet due	285,775	588,443	276,559	421,980
Past due				
Up to 3 months	52,292	59,340	51,234	59,333
3 - 6 months	43,575	8,723	43,575	8,723
6 - 12 months	2,197	80	2,197	80
Over 12 months	643	1,224	643	1,224
Total	<u>384,482</u>	<u>657,810</u>	<u>374,208</u>	<u>491,340</u>
Less: Allowance for doubtful debts	<u>(12,755)</u>	<u>(1,042)</u>	<u>(12,587)</u>	<u>(1,042)</u>
Total trade accounts receivable - unrelated parties	<u>371,727</u>	<u>656,768</u>	<u>361,621</u>	<u>490,298</u>
Total trade and other receivables	<u>414,713</u>	<u>769,185</u>	<u>800,751</u>	<u>1,046,196</u>

8. Supplier receivables and tenant receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
<u>Supplier and tenant receivables - related companies</u>				
<u>(Note 11)</u>				
Aged on the basis of due date				
Not yet due	58,508	-	121,505	-
Past due				
Up to 3 months	6,483	-	19,075	-
3 - 6 months	60	-	11,238	-
Total supplier and tenant receivables - related companies	65,051	-	151,818	-
<u>Supplier and tenant receivables - unrelated companies</u>				
Aged on the basis of due date				
Not yet due	1,103,308	776,578	1,057,510	748,562
Past due				
Up to 3 months	101,601	92,438	100,982	91,794
3 - 6 months	12,510	38,252	12,508	37,879
6 - 12 months	4,481	7,086	4,473	6,529
Over 12 months	11,948	11,022	6,075	4,920
Total	1,233,848	925,376	1,181,548	889,684
Less: Allowance for doubtful debts	(45,942)	(89,795)	(40,295)	(83,808)
Total supplier and tenant receivables - unrelated companies	1,187,906	835,581	1,141,253	805,876
Total supplier and tenant receivables - net	1,252,957	835,581	1,293,071	805,876

In 2016, the Company sold accounts receivables of approximately Baht 1,100 million (2015: Baht 2,150 million) at a discount to a financial institution without recourse. The Company derecognised such accounts receivables from the financial statements.

9. Inventories

(Unit: Thousand Baht)

		Consolidated financial statements					
		Cost		Reduce cost to net		Inventories - net	
				realisable value			
		2016	2015	2016	2015	2016	2015
Finished goods	12,439,950	11,251,819	(527,299)	(481,090)	11,912,651	10,770,729	
Goods in transit	218,501	147,618	-	-	218,501	147,618	
Total	12,658,451	11,399,437	(527,299)	(481,090)	12,131,152	10,918,347	

(Unit: Thousand Baht)

(Unit: Thousand Baht)

		Separate financial statements				
		Cost		Reduce cost to net		Inventories - net
				realisable value		
		2016	2015	2016	2015	2016
Finished goods	12,240,986	11,081,050	(515,665)	(471,805)	11,725,321	10,609,245
Goods in transit	208,375	144,548	-	-	208,375	144,548
Total	<u>12,449,361</u>	<u>11,225,598</u>	<u>(515,665)</u>	<u>(471,805)</u>	<u>11,933,696</u>	<u>10,753,793</u>

10. Other current assets

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
VAT and withholding tax refundable	852,054	748,544	797,118	745,992
Prepaid rental	209,136	187,992	133,848	100,974
Prepaid insurance	34,158	1,376	33,382	1,375
Others	29,859	57,719	25,361	57,469
Total other current assets	<u>1,125,207</u>	<u>995,631</u>	<u>989,709</u>	<u>905,810</u>

11. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties. Pricing policy is summarised below:

1. Sales and cost of goods transactions, the prices will be based on the agreed prices between the parties.
2. Rental, service, utility income and expenses will be based on the contract prices between the parties and according to market price.
3. Management fee income and expenses, and inventory management fee income, and other income and expenses will be based on the agreed prices between the parties and/or market price.
4. Interest rate of inter-company loan will be based on the interest rate close to those charged by commercial bank to normal customer.
5. Dividend income is recognised when declared.
6. Asset insurance expense, the prices will be based on the agreed prices between the parties and according to market price
7. Sales of assets will be based on the contract prices between the parties.

As discussed in Note 1 to the financial statements regarding the change in major shareholder of the Company, resulting in the end of related party transactions with the former major shareholders since 20 March 2016. The financial statements for the year ended 31 December 2016 have therefore presented business transactions with the former major shareholder up to 20 March 2016. The Company and subsidiaries presented the business transactions with Berli Jucker Public Company Limited, the current major shareholder, as related party transactions in the interim financial statements since 21 March 2016. In addition, as discusses in Note 12 to the financial statements regarding to the change in the Company's investment status from associates to subsidiaries, the Company therefore presented the business transactions with C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. as subsidiaries since 21 March 2016.

Significant transactions between the Company and its subsidiaries and related companies are summarised below:

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
<u>New major shareholder:</u>				
<u>Transactions with parent company of the group</u>				
Sales of goods	2	-	2	-
Other income	67	-	67	-
Purchases of goods	514	-	514	-
Purchases of assets	9	-	9	-
Management fee expense	4	-	4	-
<u>Transactions with parent company</u>				
Interest expenses	1	-	1	-
<u>Transactions with subsidiary companies (eliminated from the consolidated financial statements)</u>				
Sales of goods	-	-	1,833	2,025
Inventory management income	-	-	16	21
Rental and service income	-	-	107	102
Interest income	-	-	11	-
Dividend income (Note 12.1)	-	-	-	1,225
Management fee income	-	-	64	61
Purchases of goods	-	-	44	43
Rental and service expenses	-	-	2,503	2,502
Interest expenses	-	-	188	157
<u>Transactions with associated companies</u>				
Sales of goods	20	69	20	69
Management fee income	2	18	2	18
Place service income	1	2	1	2
Interest income	3	8	3	8

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
<u>Transactions with related companies (related by common shareholders)</u>				
<u>New major shareholder:</u>				
Sales of goods	1	-	1	-
Rental and service income	36	-	33	-
Utility income	17	-	16	-
Other income	111	-	111	-
Purchases of goods	1,789	-	1,789	-
Purchases of assets	264	-	264	-
Interest expenses	7	-	-	-
Asset insurance expenses	123	-	121	-
Rental and service expenses	14	-	14	-
Utility expenses	7	-	7	-
Management fee expenses	3	-	3	-
<u>Former major shareholder:</u>				
Sales of goods	-	1	-	1
Other income	6	21	6	21
Management fee income	-	1	-	1
Purchases of goods	22	114	22	114
Management fee expenses	63	247	63	247
Other expenses	4	37	4	37
Expenses paid by related parties	36	149	36	149
Income received by related parties	17	72	17	72

As at 31 December 2016 and 2015, those balances of the accounts are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Trade and other receivables - related parties (Note 7)				
Parent company of the group	680	-	680	-
Subsidiary companies	-	-	396,586	443,481
Associated company	-	23,146	-	23,146
Related companies (related by common shareholders)	42,306	89,271	41,864	89,271
Total trade and other receivables - related parties	<u>42,986</u>	<u>112,417</u>	<u>439,130</u>	<u>555,898</u>
Supplier and tenant receivables - related parties (Note 8)				
Parent company of the group	25,742	-	25,742	-
Subsidiary companies	-	-	87,435	-
Related companies (related by common shareholders)	39,309	-	38,641	-
Total supplier receivables and tenant receivables - related parties	<u>65,051</u>	<u>-</u>	<u>151,818</u>	<u>-</u>
Trade and other payables - related parties (Note 20)				
Parent company of the group	218,171	-	218,155	-
Parent company	529	-	529	-
Subsidiary companies	-	-	889,233	783,853
Associated company	-	3,445	-	3,445
Related companies (related by common shareholders)	674,262	235,512	671,253	235,513
Total trade and other payables - related parties	<u>892,962</u>	<u>238,957</u>	<u>1,779,170</u>	<u>1,022,811</u>

Loans to subsidiary and associated companies and loans from parent, subsidiary and related companies

As at 31 December 2016 and 2015, the balance of loans to subsidiary and associated companies and loans from parent, subsidiary and related companies and their movement are as follows:

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at	Movement		Balance as at
	31 December	during the year		31 December
	2015	Increase	Decrease	2016
Loans to subsidiary companies				
C Distribution (Thailand) Ltd.	-	211,000	-	211,000
C-Distribution Asia Pte Ltd.	-	140,000	-	140,000
Total loan to subsidiary companies	-	351,000	-	351,000

(Unit: Thousand Baht)

	Consolidated and separate financial statements			
	Balance as at	Movement		Balance as at
	31 December	during the year		31 December
	2015	Increase	Decrease	2016
Loans to associated companies				
C Distribution (Thailand) Ltd.	211,000	-	(211,000)	-
C-Distribution Asia Pte Ltd.	140,000	-	(140,000)	-
Total loan to associated companies	351,000	-	(351,000)	-
Short-term loan from parent company				
BJC Supercenter Company Limited	-	2,000,000	-	2,000,000
Total short-term loan from parent company	-	2,000,000	-	2,000,000

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at	Movement		Balance as at
	31 December	during the year		31 December
	2015	Increase	Decrease	2016
Short-term loans from subsidiary companies				
Central Superstore Ltd.	262,860	748,000	(119,561)	891,299
Surat Big C Ltd.	31,517	34,800	(4,793)	61,524
Theparak Big C Ltd.	549,783	817,900	(555,913)	811,770
Chiengrai Big C Ltd.	141,652	57,000	(8,558)	190,094
Cmart (Thailand) Ltd. (formerly known as "Big C Distribution Co., Ltd.")	2,417	-	-	2,417
Cmall Ltd. (formerly known as "Chiengmai Big C (2001) Co., Ltd.")	306,874	11,100	(6,472)	311,502
Cencar Ltd.	1,800,000	1,717,000	(347,000)	3,170,000
Phitsanulok Big C 2015 Ltd.	448,000	-	(148,000)	300,000
Total short-term loans from subsidiary companies	3,543,103	3,385,800	(1,190,297)	5,738,606
Long-term loans from subsidiary company				
Phitsanulok Big C 2015 Ltd.	1,746,200	-	-	1,746,200
Total long-term loans from subsidiary company	1,746,200	-	-	1,746,200

(Unit: Thousand Baht)

	Consolidated financial statements			
	Balance as at	Movement		Balance as at
	31 December	during the year		31 December
	2015	Increase	Decrease	2016
Long term loans from related company				
BJC C Distribution Company Limited	-	3,760,901	(3,532,467)	228,434
Total long-term loans from related company	-	3,760,901	(3,532,467)	228,434

Directors and management's benefits

During the year ended 31 December 2016 and 2015, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Short-term employee benefits	1,164	827	1,155	827
Post-employment benefits	38	60	38	60
Total	1,202	887	1,193	887

12. Investments in subsidiaries

12.1 Details of investments in subsidiaries as presented in separate financial statements as at

31 December 2016 and 2015 are as follows:

Company's name	Separate financial statements							
	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2016	2015	2016	2015	2016	2015	2016	2015
	Million Baht	Million Baht	%	%	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht
Local subsidiaries								
Cmall Limited (formerly known as "Chiangmai Big C (2001) Co., Ltd.")	300	300	100.00	100.00	190,979	190,979	-	9,480
Central Superstore Ltd.	1,220	1,220	100.00	100.00	1,301,998	1,301,998	-	285,236
Theparak Big C Ltd.	80	80	100.00	100.00	380,137	380,137	-	349,999
Chiangrai Big C Ltd.	180	180	100.00	100.00	284,995	284,995	-	39,960
Surat Big C Ltd.	140	140	100.00	100.00	140,301	140,301	-	23,711
Cmart (Thailand) Limited (formerly known as "Big C Distribution Co., Ltd.")	1	1	100.00	100.00	1,001	1,001	-	-
Cencar Ltd.	8,950	8,950	39.00*	39.00*	13,370,949	13,370,949	-	361,452
Phitsanulok Big C 2015 Ltd.	5,462	5,462	100.00	100.00	26,330,108	26,330,108	-	155,121
C Distribution (Thailand) Ltd.	100	-	30.00**	-	30,000	-	-	-
Big C Services Ltd.	0.1	-	100.00	-	100	-	-	-
Foreign subsidiaries								
Big C Supercenter (Lao) Company Limited	USD 1 million	USD 1 million	100.00	100.00	31,342	31,342	-	-
C-Distribution Asia Pte Ltd.	Euro 4.5 million	-	40.00	-	80,567	-	-	-
Total investment in subsidiary companies					42,142,477	42,031,810	-	1,224,959

* These shareholding percentage are directly held by the Company while the remaining portions are held by Phitsanulok Big C 2015 Ltd.

** The shareholding percentage is directly held by the Company while the remaining portion is held by C-Distribution Asia Pte Ltd.

During the year 2015

- a) In February 2015, a subsidiary, Theparak Big C Ltd., purchased 8 million ordinary shares in Pitsanulok Big C Ltd., another subsidiary of the Company, from two shareholders for Baht 170 million. The purchase of the shares caused the Company's percentage of shareholding in the subsidiary to increase from 92.38 percent to 100 percent. The Company and subsidiaries recorded the excess of the purchase price over the net book value of the subsidiary company in other components of shareholders' equity in the consolidated statement of changes in shareholders' equity for the year ended 31 December 2015.

During the year 2016

- b) On 9 August 2016, the Extraordinary General Meeting of the shareholders of Big C Distribution Co., Ltd.'s had passed a resolution to approve the change in its name to "Cmart (Thailand) Limited" and had registered the change in the name with the Ministry of Commerce on 15 August 2016. In addition, on 9 August 2016, the Extraordinary General Meeting of the shareholders of Chiangmai Big C (2001) Co., Ltd.'s had passed a resolution to approve the change in its name to "Cmall Limited" and had registered the change in the name with the Ministry of Commerce on 16 August 2016.
- c) On 27 October 2016, the Company's Board of Directors' meeting passed a resolution to establish a new subsidiary, Big C Services Ltd., for operational supporting activities in relation to life and non-life insurance services. The subsidiary was registered with the Ministry of Commerce on 13 December 2016 and have a registered share capital of Baht 100,000 which was wholly owned by the Company. During the year 2016, Big C Services Co., Ltd. has not yet commenced its operation.
- d) On 14 December 2016, the Company's Board of Directors' meeting passed a resolution to enter into the Joint Venture Agreement with Numsubpattana 4 Co., Ltd., a related company. The Company and such related company will jointly invest in Big C Services Ltd. at an amount not in excess of Baht 100 million or equivalent with the shareholding percentage of 51:49 percent respectively. As at 31 December 2016, the joint venture has not yet commenced.
- e) On 14 December 2016, the Company's Board of Directors' meeting passed a resolution to restructure the shareholding in C Distribution (Thailand) Limited. After the restructure, the shareholding percentage directly held by the Company will increase from 30 percent to 58 percent while the remaining portion are held by BJC C Distribution Company Limited instead C Distribution Asia Pte Ltd. As at 31 December 2016, the restructure of the shareholding has not yet commenced.

12.2 Business combination under common control

As mentioned in the Note 1 to the financial statements there was a change in the Company's major shareholder. As a result the Company has control over C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. since 21 March 2016 through their board of directors. The status of C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. has therefore been changed from associated companies to subsidiary companies.

C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. are under a common ultimate controlling shareholder. As the new ultimate major shareholder had control over the Company before and after changing the board of directors of the Company. Therefore, the consolidated financial statements have been prepared on the basis of a business combination involving an entity under common control. Accordingly, the business combination has been accounted for by the Company in a manner similar to a pooling of interests.

Assets and liabilities of the two companies acquired by the Company have been included in consolidated financial statements accounted for at book values at date of business combination under common control. The net deficit arising from business combination under common control of approximately Baht 306 million was shown as other components of shareholders' equity in the consolidated statements of change in shareholder's equity for the year ended 31 December 2016.

Statements of financial position of the two companies as at the combination date were as follows:

	(Unit: Thousand Baht)
Trade and other receivables	(11,027)
Supplier receivables and tenant receivables	(1,615)
Inventories	(43,399)
Other current assets	(33,096)
Property, plant and equipment (Note 15)	(12,779)
Other intangible assets (Note 17)	(17,539)
Other non-current assets	(4,169)
Trade and other payables	129,286
Income tax payable	1,623
Other current liabilities	6,420
Long-term loans from related company	589,284
Provision for long-term employee benefits (Note 24)	1,415
Total shareholders' equity	<u>(484,786)</u>
Cash and cash equivalents from business combination under common control	<u>119,618</u>

Shareholders' equity of the two companies as at the combination date were shown under shareholders' equity in the consolidated statements of change in shareholders' equity as follows:

	(Unit: Thousand Baht)
Deficit arising from business combination under common control	(305,576)
Exchange differences on translation of financial statement in foreign currency	7,952
Non-controlling interests of the subsidiary	<u>(187,162)</u>
Total	<u>(484,786)</u>

12.3 Goodwill

Goodwill mainly consists of goodwill on the share purchase agreement for acquiring shares of Cencar Limited, Nava Nakarintr Limited and SSCP (Thailand) Ltd. (changed name to "Phitsanulok Big C 2015 Ltd.") in 2010. Goodwill of approximately Baht 26,361 million comprises the value of expected synergies and cost saving arising from the acquisition and other benefits from combining the acquirer's and acquiree's business.

13. Investments in associates

13.1 The status of C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. was changed from associated companies to subsidiary companies on 21 March 2016 as mentioned in Note 1 and Note 12.2 to the financial statements.

Detail of investments in associates as presented in the consolidated and separate financial statements as at 31 December 2015 are as follows:

(Unit: Thousand Baht)					
				Consolidated	Separate
				financial	financial
				statements	statements
Company's name	Country of incorporation	Paid up capital	Shareholding percentage	Carrying	Carrying
				amount based	amount based
				on equity	on cost method
			(%)	method	
Local associate					
C Distribution (Thailand) Limited	Thailand	Baht 100 million	30*	-	30,000
Foreign associate					
C-Distribution Asia Pte. Ltd.	Singapore	Euro 4.5 million	40	-	80,568
Total investments in associates				-	110,568

* The shareholding percentage is directly held by the Company while the remaining portion is held by C-Distribution Asia Pte. Ltd.

13.2 Summarised financial information of associates

Financial information of the associated companies as at 31 December 2015 is summarised below.

(Unit: Million Baht)

Company's name	Paid-up capital	Total assets	Total liabilities	Total revenues	Profit (loss)
				for the year	for the year
C Distribution (Thailand) Limited	100	478	891	508	(304)
C-Distribution Asia Pte. Ltd.	Euro 4.5 million	564	388	37	4

14. Investment properties

The net book value of investment properties as at 31 December 2016 and 2015, which are land and building held for rent, is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
31 December 2016		
Cost	29,033,396	17,128,966
Less: Accumulated depreciation	(12,907,007)	(6,269,277)
Net book value	<u>16,126,389</u>	<u>10,859,689</u>
31 December 2015		
Cost	28,636,211	15,283,759
Less: Accumulated depreciation	(12,633,068)	(5,498,887)
Net book value	<u>16,003,143</u>	<u>9,784,872</u>

A reconciliation of the net book value of investment properties for the years 2016 and 2015 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Net book value at beginning of year	16,003,143	16,187,612	9,784,872	9,600,041
Acquisitions	322,191	136,387	321,729	135,407
Transfer from property, plant and equipment	673,966	580,895	1,309,533	569,230
Disposals/written-off - net book value	(708)	(23,709)	(598)	(599)
Depreciation charged	(872,203)	(878,042)	(555,847)	(519,207)
Net book value at end of year	<u>16,126,389</u>	<u>16,003,143</u>	<u>10,859,689</u>	<u>9,784,872</u>

The fair value of the investment properties (including leasehold rights of investment properties) of the Company and its subsidiaries as at 31 December 2016 and 2015 were approximately Baht 69,601 million and Baht 59,272 million, respectively (The Company only: Baht 42,396 million (2015: Baht 35,491 million)) compared to net book value of the investment properties (including leasehold rights of investment properties) of the Company and its subsidiaries as at 31 December 2016 and 2015 of Baht 17,877 million and Baht 17,873 million, respectively (The Company only: Baht 12,020 million (2015: Baht 10,918 million)). Such net book value of leasehold rights of investment properties were included in “Leasehold rights” in the statement of financial position.

The fair value of the investment properties of which valuation were previously performed by an accredited independent valuer has been determined based on former valuation and updated with the level of net operating income and update of market conditions given by the internal appraiser. The fair value of the investment properties opened during the fiscal year 2016 has been determined by an accredited independent appraiser based on income approach. The key assumptions used in the valuation include yield rate, inflation rate, projected rent increases and vacancy rates, as well as other forecast parameters such as the duration of the leases. The appraisal relies on the theoretical hypothesis where the investment properties will be separated from the retail stores to value them as if they were fully independent.

As at 31 December 2016, certain investment property items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 3,079 million (2015: Baht 2,914 million) (The Company only: Baht 1,042 million (2015: Baht 851 million)).

As at 31 December 2016, the Company and two subsidiaries have land with easement to other companies for passageway, pathway, road, tunnel of approximately 7 rai 72 sq.wah (2015: 5 rai 81.3 sq.wah) since 1997, 2000 and 2015 without finite term. Their carrying value amounted to approximately Baht 70 million (2015: Baht 58 million).

15. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements								
	Land	Land improvements	Leasehold improvements	Freehold and leasehold building and improvements	Furniture, fixture and office equipment	Utility systems	Vehicles	Construction in progress and projects under development	Total
Cost values:									
31 December 2014	6,035,136	371,706	3,051,768	17,289,067	14,079,399	11,653,877	593	735,653	53,217,199
Acquisition	224,106	1,252	112,320	35,186	890,721	153,725	-	2,716,110	4,133,420
Transfer construction in progress	73,399	80,472	72,932	899,524	342,336	558,695	-	(2,027,358)	-
Transfer to investment properties	(110,901)	(5,268)	-	(154,000)	-	(91,022)	-	(335,047)	(696,238)
Transfer to intangible assets	-	-	-	-	-	-	-	(14,850)	(14,850)
Transfer to other assets	-	-	-	-	-	-	-	(2,805)	(2,805)
Disposals/ Written off	(19,664)	-	(5,457)	(1,425)	(425,773)	(13,721)	(66)	(408)	(466,514)
31 December 2015	6,202,076	448,162	3,231,563	18,068,352	14,886,683	12,261,554	527	1,071,295	56,170,212
Acquisition	107,166	8,573	213,940	109,208	723,503	280,140	-	1,571,330	3,013,860
Acquisitions through business combination (Note 12.2)	-	-	730	-	18,348	3,809	-	-	22,887
Transfer construction in progress	-	66,177	346,819	408,442	190,832	457,496	-	(1,469,766)	-
Transfer from (to) investment properties	(9,433)	(14,313)	-	638,012	-	165,194	-	(877,101)	(97,641)
Reclassification	-	-	(1,078)	(804)	1,882	-	-	-	-
Transfer to intangible assets	-	-	-	-	-	-	-	(41,752)	(41,752)
Disposals/ Written off	-	-	(13,386)	(6,475)	(572,643)	(40,960)	-	(32,767)	(666,231)
31 December 2016	6,299,809	508,599	3,778,588	19,216,735	15,248,605	13,127,233	527	221,239	58,401,335

(Unit: Thousand Baht)

	Consolidated financial statements								
	Land	Land improvements	Leasehold improvements	Freehold and leasehold building and improvements	Furniture, fixture and office equipment	Utility systems	Vehicles	Construction in progress and projects under development	Total
<u>Accumulated depreciation:</u>									
31 December 2014	-	136,256	1,494,584	7,528,186	10,975,744	6,928,333	394	-	27,063,497
Depreciation for the year	-	10,150	153,481	604,991	1,137,426	578,047	101	-	2,484,196
Transfer to investment properties	-	(1,794)	-	(67,786)	-	(45,763)	-	-	(115,343)
Reclassification	-	-	-	-	(17)	17	-	-	-
Depreciation on disposals/ Written off	-	-	(1,598)	(605)	(422,554)	(12,058)	(48)	-	(436,863)
31 December 2015	-	144,612	1,646,467	8,064,786	11,690,599	7,448,576	447	-	28,995,487
Depreciation for the year	-	11,425	172,398	658,857	1,118,042	589,276	79	-	2,550,077
Acquisitions through business combination (Note 12.2)	-	-	182	-	8,876	1,050	-	-	10,108
Transfer to investment properties	-	(6,103)	-	335,014	-	247,414	-	-	576,325
Reclassification	-	-	51	(53)	3	(1)	-	-	-
Depreciation on disposals/ Written off	-	-	(3,073)	(2,727)	(556,229)	(27,285)	-	-	(589,314)
31 December 2016	-	149,934	1,816,025	9,055,877	12,261,291	8,259,030	526	-	31,542,683

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land	Land improvements	Leasehold improvements	Freehold and leasehold building and improvements	Furniture, fixture and office equipment	Utility systems	Construction in progress and projects under development
							Total
<u>Allowance for impairment loss:</u>							
31 December 2014	63,000	-	-	48,000	-	-	111,000
Increase during the year	-	-	11,810	-	9,200	11,600	32,610
Decrease during the year	-	-	-	(4,790)	-	-	(4,790)
31 December 2015	63,000	-	11,810	43,210	9,200	11,600	138,820
Increase during the year	-	-	45,606	15,549	30,668	31,321	123,144
Decrease during the year	-	-	(11,810)	(4,773)	(9,200)	(11,600)	(37,383)
Reclassification	-	-	26,802	(26,802)	-	-	-
31 December 2016	63,000	-	72,408	27,184	30,668	31,321	224,581
<u>Net book value:</u>							
31 December 2015	6,139,076	303,550	1,573,286	9,960,356	3,186,884	4,801,378	27,035,905
31 December 2016	6,236,809	358,665	1,890,155	10,133,674	2,956,646	4,836,882	26,634,071
<u>Depreciation for the year:</u>							
2015 (Baht 116 million included in cost of sales and service, and the remaining balance in selling and services expenses, and administrative expenses)							2,484,196
2016 (Baht 138 million included in cost of sales and service, and the remaining balance in selling and services expenses, and administrative expenses)							2,550,077

(Unit: Thousand Baht)

	Separate financial statements								
	Land	Land improvements	Leasehold improvements	Freehold and leasehold building and improvements	Furniture, fixture and office equipment	Utility systems	Vehicles	Construction in progress and projects under development	Total
Cost values:									
31 December 2014	3,990,897	347,783	2,683,569	9,968,752	10,549,519	7,751,240	540	735,653	36,027,953
Acquisitions	224,105	1,252	112,320	35,186	885,453	151,727	-	2,712,369	4,122,412
Transfer construction in progress	73,399	80,472	72,932	899,525	342,336	556,359	-	(2,025,023)	-
Transfer to investment properties	(108,092)	(5,251)	-	(126,396)	-	(77,135)	-	(333,984)	(650,858)
Transfer to intangible assets	-	-	-	-	-	-	-	(14,850)	(14,850)
Transfer to other assets	-	-	-	-	-	-	-	(2,805)	(2,805)
Disposals/ Written off	-	-	(5,457)	(1,425)	(201,866)	(8,711)	(66)	(407)	(217,932)
31 December 2015	4,180,309	424,256	2,863,364	10,775,642	11,575,442	8,373,480	474	1,070,953	39,263,920
Acquisitions	107,087	8,573	213,940	109,207	721,321	279,729	-	1,566,925	3,006,782
Transfer construction in progress	-	66,177	346,819	408,442	190,832	456,031	-	(1,468,301)	-
Transfer to investment properties	(201,288)	(16,124)	-	(265,482)	-	(174,070)	-	(875,119)	(1,532,083)
Reclassification	-	-	(1,078)	1,078	-	-	-	-	-
Transfer to intangible assets	-	-	-	-	-	-	-	(40,452)	(40,452)
Disposals/ Written off	-	-	(13,386)	(6,475)	(268,103)	(28,035)	-	(32,767)	(348,766)
31 December 2016	4,086,108	482,882	3,409,659	11,022,412	12,219,492	8,907,135	474	221,239	40,349,401

(Unit: Thousand Baht)

	Separate financial statements								
	Land	Land improvements	Leasehold improvements	Freehold and leasehold building and improvements	Furniture, fixture and office equipment	Utility systems	Vehicles	Construction in progress and projects under development	Total
Accumulated depreciation:									
31 December 2014	-	113,465	1,311,317	3,665,656	7,631,550	3,698,407	360	-	16,420,755
Depreciation for the year	-	9,779	135,504	343,893	1,056,803	481,310	91	-	2,027,380
Transfer to investment properties	-	(1,778)	-	(45,946)	-	(33,904)	-	-	(81,628)
Reclassification	-	-	-	-	(17)	17	-	-	-
Depreciation on disposals/ Written off	-	-	(1,598)	(605)	(198,768)	(7,210)	(48)	-	(208,229)
31 December 2015	-	121,466	1,445,223	3,962,998	8,489,568	4,138,620	403	-	18,158,278
Depreciation for the year	-	11,347	154,810	359,901	1,057,146	493,642	70	-	2,076,916
Transfer to investment properties	-	(7,493)	-	(120,866)	-	(94,191)	-	-	(222,550)
Reclassification	-	-	51	(53)	3	(1)	-	-	-
Depreciation on disposals/ Written off	-	-	(3,073)	(2,727)	(251,707)	(14,511)	-	-	(272,018)
31 December 2016	-	125,320	1,597,011	4,199,253	9,295,010	4,523,559	473	-	19,740,626

As at 31 December 2016, the Company had a building acquired under a finance lease agreement with net book value of approximately Baht 223 million (2015: 233 million).

As at 31 December 2016, certain plant and equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 14,511 million (The Company only: Baht 9,026 million) (2015: Baht 13,182 million and the Company only: Baht 8,048 million).

16. Leasehold rights

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
As at 31 December 2016:		
Cost	10,156,511	6,006,300
<u>Less:</u> Accumulated amortisation	(5,017,688)	(2,544,177)
Allowance for impairment	(37,074)	-
Net book value	<u>5,101,749</u>	<u>3,462,123</u>
As at 31 December 2015:		
Cost	9,795,223	5,651,269
<u>Less:</u> Accumulated amortisation	(4,651,033)	(2,328,853)
Allowance for impairment	(26,957)	-
Net book value	<u>5,117,233</u>	<u>3,322,416</u>

A reconciliation of the net book value of leasehold rights for the years 2016 and 2015 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Net book value at beginning of year	5,117,233	4,778,781	3,322,416	3,298,320
Acquisitions	364,086	690,884	355,776	233,256
Amortisation charged	(369,453)	(354,801)	(216,069)	(209,160)
Increase in allowance for impairment	(12,487)	-	-	-
Decrease in allowance for impairment	2,370	2,369	-	-
Net book value at end of year	<u>5,101,749</u>	<u>5,117,233</u>	<u>3,462,123</u>	<u>3,322,416</u>

17. Other intangible assets

Other intangible assets which are computer software are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
As at 31 December 2016:		
Cost	756,620	731,222
Less: Accumulated amortisation	(562,262)	(553,235)
Allowance for impairment	(117)	(117)
Net book value	<u>194,241</u>	<u>177,870</u>
As at 31 December 2015:		
Cost	639,839	637,730
Less: Accumulated amortisation	(493,645)	(491,661)
Net book value	<u>146,194</u>	<u>146,069</u>

A reconciliation of the net book value of intangible assets for the years 2016 and 2015 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Net book value at beginning of year	146,194	153,987	146,069	153,802
Acquisitions	54,919	32,826	54,340	32,826
Acquisitions through business combination (Note 12.2)	17,539	-	-	-
Transfer of construction in progress from property, plant and equipment	41,752	14,850	40,452	14,850
Write-off - net book value	(54)	(2,850)	-	(2,850)
Amortisation charged	(65,992)	(52,619)	(62,874)	(52,559)
Increase in allowance for impairment	(117)	-	(117)	-
Net book value at end of year	<u>194,241</u>	<u>146,194</u>	<u>177,870</u>	<u>146,069</u>

As at 31 December 2016, certain intangible assets have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 408 million (2015: Baht 368 million) (The Company only: Baht 406 million (2015: Baht 366 million)).

18. Other non-current assets

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Insurance claim receivable (Note 18.1)	415,257	415,257	415,257	415,257
Rental guarantee	197,887	181,540	190,289	176,290
Prepaid services	174,206	186,358	153,290	159,248
Deposits	10,489	20,128	10,151	19,871
Others	22,677	23,066	22,677	23,066
Total other non-current assets	820,516	826,349	791,664	793,732

18.1 Insurance claim receivable - Political unrest event

Due to the political unrest in Bangkok during April to May 2010, one store of the Company had faced a negative impact as a result of the fire incident on 19 May 2010. The damages from the fire incident are estimated to be approximately Baht 1,478 million which consist of damages to fixed assets of Baht 946 million (net from unclaimed portion), damage to inventory of Baht 96 million, business interruption loss of Baht 352 million and other damages of Baht 84 million. For all of the above stated damages, the management is virtually certain that there is insurance recovery for all of the losses and had therefore recorded the insurance recovery income in the financial statements in the same period.

During the year 2010 and 2011, the Company received cash recovery for the insurance claim totally approximately Baht 1,063 million. The Company recorded such advance as a reduction from insurance claim receivable.

As at 31 December 2016, insurance claim receivable from the political unrest event in the consolidated and separate financial statements was approximately Baht 415 million (2015: Baht 415 million).

19. Short-term loans from financial institutions

As at 31 December 2016, the Company and a subsidiary had issued short-term promissory notes of Baht 6,555 million (31 December 2015: Nil) (The Company only: Baht 6,495 million (31 December 2015: Nil)) to three local financial institutions (The Company only: two local financial institutions) with interest at market rates and a maturity on 24 February 2017 and payable on call.

20. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Related parties (Note 11)				
Trade payable	600,236	13,640	600,104	13,640
Payables from bill payment service	46	-	46	-
Other payables and accrued expenses	292,680	225,317	1,179,020	1,009,171
Total	892,962	238,957	1,779,170	1,022,811
Unrelated parties				
Trade payable	16,120,917	22,787,187	16,004,805	22,632,080
Payables from bill payment service	103,563	70,107	103,563	70,107
Other payables and accrued expenses	3,352,205	3,513,958	3,178,906	3,400,758
Total	19,576,685	26,371,252	19,287,274	26,102,945
Total trade and other payables	20,469,647	26,610,209	21,066,444	27,125,756

As at 31 December 2016, the Company netted approximately Baht 2,251 million (2015: Baht 1,709 million) of trade payables against supplier receivables. Such supplier receivables are from supplier income and comply with the condition in the contracts.

21. Long-term loans from financial institutions

(Unit: Thousand Baht)

	Consolidated and separate financial statements	
	2016	2015
Long-term loans from financial institutions	6,300,000	11,975,000
Less: Current portion	(3,300,000)	(5,675,000)
Long-term loans, net of current portion	3,000,000	6,300,000

On 28 June 2012, the Company had entered into two long-term loan agreements for the purpose of refinancing the short-term loan for funding the business acquisition in 2011. The detail of the loan agreements are as follows:

- a) A loan agreement with three local financial institutions for total credit facilities of Baht 27,000 million for the period of 2-7 years. The loan carries interest at THBFIX 3 months or 6 months or BIBOR 3 months plus margin per annum. Repayment is to be made by a mixture of amortisation of annual installment, revolving promissory notes and full repayment at maturity.

In 2012, the Company drew down Baht 19,000 million and repaid Baht 1,000 million. In 2013, the Company repaid another Baht 1,000 million.

Subsequently, on 27 December 2013, the Company refinanced a partial facility and extended maturity date by entering into a supplement and amendment of existing long-term loan agreement with two local financial institutions. Under this agreement, there was a repayment of Baht 4,000 million. The Company repaid another Baht 1,000 million in 2014, Baht 3,000 million in 2015 and Baht 5,000 in 2016. As at 31 December 2016, the balance of long-term loan was Baht 4,000 million (31 December 2015: Baht 9,000 million).

- b) A loan agreement with a local financial institution for credit facility of Baht 5,000 million for the period of 5 years. The loan carries interest at THBFIX 6 months plus margin per annum. Repayment is to be made in annual installments of Baht 675 million commencing from January 2013 to July 2017 and the remaining balance will be repayment in the final installment. The Company drew down the full amount in 2012. As at 31 December 2016, the balance of long-term loan was Baht 2,300 million (31 December 2015: Baht 2,975 million).

The above long-term loan agreements are unsecured. Under the terms of the agreements, the Company must comply with certain conditions and restrictions stipulated in the agreements i.e. to maintain net debt to EBITDA ratio and to maintain net debt to equity ratio at the rate prescribed in the agreements.

Movements in long-term loans from financial institutions during years 2016 and 2015 are summarised below.

	(Unit: Thousand Baht)
	Consolidated and separate financial statements
Balance as at 31 December 2014	18,650,000
Less: Repayment during year	(6,675,000)
Balance as at 31 December 2015	11,975,000
Less: Repayment during year	(5,675,000)
Balance as at 31 December 2016	6,300,000

22. Other current liabilities

(Unit: Thousand Baht)				
	Consolidated financial statements		Separate financial Statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Vat payable	820,560	945,400	782,715	900,069
Accrued property tax	718,712	643,121	481,297	426,714
Deferred income	237,460	264,315	229,362	254,338
Gift vouchers liabilities	238,780	208,585	238,779	208,584
Accrued withholding tax	95,824	132,674	91,838	127,066
Current portion of liabilities under a finance lease agreement (Note 23)	11,720	11,215	11,720	11,215
Others	76,882	51,741	84,473	60,432
Total other current liabilities	<u>2,199,938</u>	<u>2,257,051</u>	<u>1,920,184</u>	<u>1,988,418</u>

23. Liabilities under a finance lease agreement

(Unit: Thousand Baht)		
	Consolidated and separate financial statements	
	<u>2016</u>	<u>2015</u>
Liabilities under a finance lease agreement	288,123	309,593
Less : Deferred interest expenses	<u>(61,521)</u>	<u>(71,776)</u>
Total	226,602	237,817
Less : Portion due within one year (Note 22)	<u>(11,720)</u>	<u>(11,215)</u>
Liabilities under a finance lease agreement - net of current portion	<u>214,882</u>	<u>226,602</u>

The Company has entered into finance lease agreements with a company for rental of a department store for use in its operation, whereby it is committed to pay monthly rental at a fixed rental rate and at a percentage of sales and sublease revenue of the Company. The term of the agreement is 28 years.

Future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Million Baht)

	As at 31 December 2016			
	Less than	Over 5		Total
	1 year	1-5 years	years	
Future minimum lease payments	22	100	166	288
Deferred interest expenses	(10)	(33)	(18)	(61)
Present value of future minimum lease payments	12	67	148	227

(Unit: Million Baht)

	As at 31 December 2015			
	Less than	Over 5		Total
	1 year	1-5 years	years	
Future minimum lease payments	21	94	195	310
Deferred interest expenses	(10)	(35)	(27)	(72)
Present value of future minimum lease payments	11	59	168	238

24. Provision for long-term employee benefits

Provision for long-term employee benefits as at 31 December 2016 and 2015, which is compensations on employees' retirement, was as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Provision for long-term employee benefits at beginning of year	547,105	453,713	534,325	441,805
Included in profit or loss:				
Current service cost	56,261	57,085	54,857	56,338
Interest cost	15,973	16,551	15,569	16,137
Included in other comprehensive income:				
Actuarial loss arising from				
Financial assumptions changes	43,534	37,396	42,620	36,658
Experience adjustments	20,922	2,312	21,288	2,121
Acquisitions through business combination (Note 12.2)	1,415	-	-	-
Benefits paid during the year	(18,040)	(19,952)	(17,452)	(18,734)
Provision for long-term employee benefits at end of year	<u>667,170</u>	<u>547,105</u>	<u>651,207</u>	<u>534,325</u>

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Cost of sales and service	1,754	484	1,754	484
Selling and service expenses and administrative expenses	<u>70,480</u>	<u>73,152</u>	<u>68,672</u>	<u>71,991</u>
Total expenses recognised in profit or loss	<u>72,234</u>	<u>73,636</u>	<u>70,426</u>	<u>72,475</u>

The Company and its subsidiaries expect to pay Baht 35 million of long-term employee benefits during the next year (Separate financial statements: Baht 34 million) (2015: Baht 34 million, separate financial statements: Baht 33 million).

As at 31 December 2016, the weighted average duration of the liabilities for long-term employee benefit is 14 years (Separate financial statements: 14 years) (2015: 15 years, separate financial statements: 15 years).

Principal actuarial assumptions at the reporting date are as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
	% p.a.	% p.a.	% p.a.	% p.a.
Discount rate	2.4	3.1	2.4	3.1
Future salary increase rate	3.5 - 10	3.5 - 10	3.5 - 10	3.5 - 10
Turnover rate	0 - 35	0 - 35	0 - 35	0 - 35

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2016 are summarised below:

	Consolidated		Separate	
	financial statements		financial statements	
	Increase 0.50%	Decrease 0.50%	Increase 0.50%	Decrease 0.50%
Discount rate	(33)	35	(32)	35
Salary increase rate	35	(32)	34	(32)
Turnover rate	(35)	19	(34)	19

25. Other non-current liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Deposits for rental and others	2,398,954	2,185,719	2,280,029	2,060,798
Retention payables	80,876	79,150	80,876	79,150
Total other non-current liabilities	<u>2,479,830</u>	<u>2,264,869</u>	<u>2,360,905</u>	<u>2,139,948</u>

26. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net income after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

27. Other income

Other income mainly consists of advertising income which is charged to suppliers for the advertisements placed in the Company and its subsidiaries' brochures, service income arising from concession fee for in-store media, gain (loss) from disposals of property, plant and equipment and investment properties and interest income.

28. Expense by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
Purchase of goods	89,322,440	99,018,802	89,185,494	98,792,456
Change in finished goods	(1,212,805)	634,016	(1,179,903)	633,346
Salaries and wages and other employee benefits	7,431,475	7,171,341	7,302,960	7,076,528
Utilities expenses	3,401,575	3,545,009	3,314,729	3,434,791
Depreciation expense	3,422,280	3,362,238	2,632,763	2,546,587
Inventory management	1,874,415	1,875,135	1,857,752	1,853,412
Professional and management fee	1,178,649	1,440,663	1,164,486	1,436,879
Rental and service expenses	3,201,958	2,990,831	5,090,013	4,931,029
Amortisation expenses	437,348	411,042	280,846	262,968
Other expenses	3,665,868	4,059,488	3,429,992	3,957,879
Total expenses	112,723,203	124,508,565	113,079,132	124,925,875

29. Income tax

29.1 Income tax expenses for the years ended 31 December 2016 and 2015 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Current income tax				
Current income tax charge	1,388,412	1,571,845	1,073,256	1,225,797
Adjustments in respect of income tax of previous year	(13,339)	(24,810)	(13,176)	(24,337)
Deferred tax:				
Relating origination and reversal of temporary differences	(43,445)	74,186	(46,037)	91,460
Income tax expense reported in the income statement	<u>1,331,628</u>	<u>1,621,221</u>	<u>1,014,043</u>	<u>1,292,920</u>

29.2 Reconciliation between of accounting profit and income tax expenses for the years ended 31 December 2016 and 2015 is shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Accounting profit before tax	<u>7,703,756</u>	<u>8,523,115</u>	<u>6,227,498</u>	<u>7,908,438</u>
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by income tax rate	1,540,751	1,704,623	1,245,500	1,581,688
Recognition loss carry forward	-	(38,016)	-	-
Unused tax losses	23,647	-	-	-
Non-taxable items	18,067	4,132	18,041	4,031
Adjustment in respect of income tax of previous year	(13,339)	(24,810)	(13,176)	(24,337)
Tax effect of non-taxable income	(14,958)	-	(14,958)	(244,992)
Tax effect of deductible items	(119,581)	(23,018)	(119,485)	(22,800)
Deferred tax adjustment	(101,879)	-	(101,879)	-
Others	(1,080)	(1,690)	-	(670)
Income tax expenses reported in the income statement	<u>1,331,628</u>	<u>1,621,221</u>	<u>1,014,043</u>	<u>1,292,920</u>

29.3 As at 31 December 2016 and 2015, the components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Deferred tax assets				
Allowance for doubtful debts	12,003	18,257	10,995	17,060
Allowance for diminution in value of inventory	104,277	96,218	103,133	94,361
Allowance for impairment of assets	56,048	39,679	33,259	19,122
Provision for suppliers' discounts	183,737	190,752	182,022	187,689
Provision for long-term employee benefits	131,846	109,421	130,241	106,865
Fair value adjustment of subsidiary's assets regarding business combination	76,334	83,186	-	-
Short-term provisions	12,998	9,646	4,838	4,608
Provision for customer loyalty program	2,380	4,825	2,380	4,825
Effect from long-term lease agreement	44,633	35,699	36,418	29,618
Liabilities under financial lease agreement	45,320	47,563	45,321	47,563
Cumulative loss carried forward	55,147	74,126	-	-
Total	724,723	709,372	548,607	511,711
Deferred tax liabilities				
Fair value adjustment of subsidiary's assets regarding business combination	(638,714)	(676,826)	-	-
Change in useful lives of assets	(831,073)	(730,316)	(448,633)	(366,762)
Insurance claim receivable	(66,256)	(168,135)	(66,256)	(168,135)
Assets under financial lease agreement	(44,661)	(46,576)	(44,661)	(46,576)
Total	(1,580,704)	(1,621,853)	(559,550)	(581,473)
Net	(855,981)	(912,481)	(10,943)	(69,762)

As at 31 December 2016, the subsidiary has unused tax losses of approximately Baht 715 million that will expire by 2017 and 2021 (2015: Baht 79 million) in which deferred tax assets have not been recognised as the subsidiary believes that future taxable profits may not be sufficient to allow the utilisation of the unused tax losses.

30. Earnings per share

Basic earnings per share are calculated by dividing the net income for the year of the equity holders of the Company (excluded other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

31. Dividends

Dividends	Approved by	Total dividends (Thousand Baht)	Dividend per	
			share (Baht)	Paid on
Dividends from 2014 income	Annual General Meeting of the shareholders on 8 April 2015			
		2,161,500	2.62	May 2015
Total for 2015		<u>2,161,500</u>		
Dividends from 2015 income	Annual General Meeting of the shareholders on 25 April 2016			
		2,161,500	2.62	May 2016
Total for 2016		<u>2,161,500</u>		

32. Provident fund

The Company, its subsidiaries and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company, its subsidiaries and employees contribute to the fund monthly at the rate of 3 and 5.5 percent of salary. The fund, which is managed by Kasikorn Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. Total contributions by the Company and its subsidiaries for the year 2016 amounted to approximately Baht 164 million (2015: Baht 152 million) and Baht 160 million for the Company (2015: Baht 150 million).))

33. Financial information by segment

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Company's Chief Executive Officer.

For management purposes, the Company and its subsidiaries are organised as business units based on their store formats and have two reportable segments as follows:

- 1) Hypermarket segment comprises large stores operated under Big C Supercenter, Big C Extra and Big C Jumbo trade names.
- 2) Small store segment consists of supermarkets operated under the name Big C Markets, community shops operated under the name Mini Big C and drugstores operated under the name Pure.

The Company and its subsidiaries have aggregated the retail and property business in their respective stores according to the above store formats as they share the same group of customers and are located in the same location. In addition, they also have similar economic characteristics that the chief operating decision maker makes a decision pertaining to investment and resources allocation and monitors performance of each store format by considering together the retail and property business.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements. However, the Company and its subsidiaries' financing activities (including finance costs and finance income), income taxes, other income and expenses are managed on a group basis and are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit information regarding the Company and its subsidiaries' operating segments for the years ended 31 December 2016 and 2015, respectively.

(Unit: Thousand Baht)						
For the year ended 31 December 2016						
	Hypermarket	Small store format	Others	Total segments	Report grouping differences and other adjustments	Consolidated
Revenue						
External customers	101,436,724	15,057,268	137,361	116,631,353	4,287,100	120,918,453
Results						
Segment profit (loss)	8,363,758	(84,675)	(83,833)	8,195,250	-	8,195,250
Finance cost						(491,494)
Income tax expenses						(1,331,628)
Profit for the year						<u>6,372,128</u>
Depreciation and amortisation	3,318,714	532,868	8,046	3,859,628	-	3,859,628

(Unit: Thousand Baht)						
For the year ended 31 December 2015						
	Hypermarket	Small store format	Total segments	Report grouping differences and other adjustments	Consolidated	
Revenue						
External customers	115,708,305	13,355,667	129,063,972	4,645,140	133,709,112	
Results						
Segment profit (loss)	9,323,130	(122,584)	9,200,546	-	9,200,546	
Finance cost						(677,431)
Income tax expenses						(1,621,221)
Profit for the year						<u>6,901,894</u>
Depreciation and amortisation	3,239,253	534,027	3,773,280	-	3,773,280	

The following table presents main assets consisting of investment property and property, plant and equipment of the operating segments:

(Unit: Thousand Baht)

	Hypermarket	Small store format	Total segments	Unallocated assets	Consolidated
Main assets as at					
31 December 2016	36,278,143	3,445,300	39,723,443	3,037,016	42,760,459
Main assets as at					
31 December 2015	36,123,780	3,607,198	39,730,978	3,308,070	43,039,048

Geographic information

The Company and its subsidiaries are operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable.

Major customers

For the year 2016 and 2015, the Company and its subsidiaries have no major customer with revenue of 10 percent or more of an entity's revenues.

34. Commitments and contingent liabilities

Commitments and contingent liabilities as at 31 December 2016 are summarised as follows:

34.1 Capital commitment

The Company and its subsidiaries were committed to obligations under agreements with several companies for the construction of office buildings, department stores and distribution center totaling approximately Baht 530 million (2015: Baht 871 million). (The Company only: Baht 530 million (2015: Baht 871 million)).

34.2 Operating lease commitments

- a) The Company and its subsidiaries entered into land lease, building lease and sub-lease agreements and service agreements with individuals, and other companies for the construction of office buildings and stores for periods ranging from one year to thirty years.

The future minimum lease payments required under non-cancellable lease agreements were as follows.

(Unit: Million Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Payable within:				
Less than 1 year	817	737	2,734	2,683
1 to 5 years	2,368	2,368	1,292	1,277
More than 5 years	5,818	6,014	3,287	3,210
	<u>9,003</u>	<u>9,119</u>	<u>7,313</u>	<u>7,170</u>

In addition, the service agreements relating to land lease, building lease and sub-lease agreements that the future minimum lease payments required under non-cancellable agreements were as follows:

(Unit: Million Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2016</u>	<u>2015</u>	<u>2016</u>	<u>2015</u>
Payable within:				
Less than 1 year	328	218	310	199
1 to 5 years	958	740	741	526
More than 5 years	1,395	1,415	862	816
	<u>2,681</u>	<u>2,373</u>	<u>1,913</u>	<u>1,541</u>

Under certain lease and sub-lease agreements, the Company and its subsidiaries have commitments to make rental or additional rental payment, at a percentage of sales and sublease revenue of the Company and its subsidiaries.

As at 31 December 2016, the Company and its subsidiaries have subleased part of the space under non-cancellable agreements and expects to receive sublease payments of approximately Baht 1,164 million (2015: Baht 1,260 million) (The Company only: Baht 48 million (2015: Baht 62 million)).

The above lease agreements stipulated certain covenants which the Company and its subsidiaries must comply.

- b) A subsidiary company entered into the land lease contract with a company. This agreement generally covers a period of 21 years, commencing from 17 July 2005. In consideration thereof, the Company and its subsidiaries agree to pay annual rental fee under the calculation by using initial land cost multiply by average Minimum Loan Rate of commercial banks.
- c) The Company entered into a Memorandum of Understanding to lease the shopping center with a company in Lao People's Democratic Republic for a period of twenty years, commencing from the soft opening of the mall and for another twenty years. The Company agrees to pay rental fees revenue sharing at the rate based on net sales.

- d) The Company entered into property rental and service agreements with related companies for a period of three years and will be extended for further terms. The rental and services are to be paid at the rates under the agreements.
- e) The Company and its subsidiaries entered into property rental and service agreements with related companies for a period of one to three years and will be extended for further terms. The related companies agree to pay rental and service fee at the rate under the agreements.

34.3 Long-term service commitment

The Company entered into a logistics and distribution services agreement with a company resulting in a commitment to pay for the service fee based on total operating expense and management fee at a rate stipulated in the agreement.

34.4 Guarantees

The Company and its subsidiaries had outstanding guarantees of approximately Baht 682 million (2015: Baht 1,332 million) (The Company only: Baht 665 million) (2015: Baht 1,317 million) as issued by the banks on behalf of the Company and its subsidiaries for the government agencies in respect of guarantee for electricity usage and others as required in the normal course of business.

34.5 Uncalled portion of investments

The Company and its subsidiaries have outstanding commitment in respect of uncalled portion of investment in subsidiaries of approximately Baht 1,301 million and USD 4 million (2015: Baht 1,301 million and USD 4 million) (The Company only: Baht 559 million and USD 4 million (2015: Baht 559 million and USD 4 million)).

34.6 Litigation

The Company and its subsidiaries have been sued by other entities as co-defendant for breach of contracts, penalty claim and other cases in which the cases are currently being considered by the Civil Court. Furthermore, the Company and its subsidiaries have been sued by certain individuals. The management believes that the Company and its subsidiaries will receive favorable ruling for the cases. However, for prudent reason the Company and its subsidiaries have set up certain provision for litigation in its accounts.

35. Fair value hierarchy

As at 31 December 2016, the Company and its subsidiaries had the assets that were disclosed at fair value using levels of inputs as follows:

(Unit: Million Baht)		
	Consolidated financial statements	Separate financial statements
	Level 3	Level 3
Assets for which fair value are disclosed		
Investment property and leasehold rights	69,601	42,396

36. Financial instruments

36.1 Financial risk management

The Company and its subsidiary companies' financial instruments, as defined under Thai Accounting Standard No. 107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, trade accounts receivable, supplier receivables and tenant, loans to associate companies, accounts payable and loans from subsidiary companies. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiary companies are exposed to credit risk primarily with respect to trade accounts receivable, supplier receivables and tenant and loans to associate companies. They manage the risk by adopting appropriate credit control policies and procedures and therefore do not expect to incur material financial losses. In addition, they do not have high concentration of credit risk since they have a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of receivables, supplier receivables and tenant, and loans to associate companies, stated in the statement of financial position.

Interest rate risk

The Company and its subsidiary companies are exposed to interest rate risk related primarily to their cash and cash equivalents, trade accounts receivable, supplier receivables and tenant, loans to associate companies, accounts payable, loans from subsidiary companies, and loans from financial institutions.

Significant financial assets and liabilities classified by type of interest rates are summarised in the table below.

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2016				
	Fixed interest				Effective interest rate
	rate over 5 years	Floating interest rate	Non-interest bearing	Total	
					(% p.a.)
Financial assets					
Cash and cash equivalent	-	75	2,323	2,398	0.10 - 0.75
Trade and other receivables	-	-	415	415	-
Supplier receivables and tenant receivables	-	-	1,253	1,253	-
	-	75	3,991	4,066	
Financial liabilities					
Short-term loans from financial institutions	-	6,555	-	6,555	Market rates
Trade and other payables	-	-	20,470	20,470	-
Short-term loans from parent company	-	2,000	-	2,000	1.93
Long-term loans from related company	-	228	-	228	Interest rate cost plus margin
Long-term loans from financial institutions	-	6,300	-	6,300	THBFIX 6 months plus margin
Liabilities under finance lease agreement	227	-	-	227	4.41
	227	15,083	20,470	35,780	

(Unit: Million Baht)

Consolidated financial statements					
As at 31 December 2015					
	Fixed interest rate over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% p.a.)
Financial assets					
Cash and cash equivalent	-	157	2,275	2,432	0.15 - 1.00
Trade and other receivables	-	-	769	769	-
Supplier receivables and tenant receivables	-	-	836	836	-
Loan to associated companies	-	351	-	351	Interest rate cost plus margin
	-	508	3,880	4,388	
Financial liabilities					
Trade and other payables	-	-	26,610	26,610	-
Long-term loans from financial institutions	-	11,975	-	11,975	THBFIX 6 months plus margin
Liabilities under finance lease agreement	238	-	-	238	4.41
	238	11,975	26,610	38,823	

(Unit: Million Baht)

Separate financial statements					
As at 31 December 2016					
	Fixed interest rate over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% p.a.)
Financial assets					
Cash and cash equivalent	-	6	2,240	2,246	0.10 - 0.75
Trade and other receivables	-	-	801	801	-
Supplier receivables and tenant receivables	-	-	1,293	1,293	-
Loan to subsidiary companies	-	351	-	351	Interest rate cost plus margin
	-	357	4,334	4,691	
Financial liabilities					
Short-term loans from financial institutions	-	6,495	-	6,495	Market rates
Trade and other payables	-	-	21,066	21,066	-
Short-term loans from parent company	-	2,000	-	2,000	1.93
Short-term loans from subsidiary companies	-	5,739	-	5,739	2.83 - 3.17
Long-term loans from subsidiary company	-	1,746	-	1,746	Maximum long- term interest rate of the Company
Long-term loans from financial institutions	-	6,300	-	6,300	THBFIX 6 months plus margin
Liabilities under finance lease agreement	227	-	-	227	4.41
	227	22,280	21,066	43,573	

(Unit: Million Baht)

	Separate financial statements				
	As at 31 December 2015				
	Fixed interest rate over 5 years	Floating interest rate	Non-interest bearing	Total	Effective interest rate (% p.a.)
Financial assets					
Cash and cash equivalent	-	115	2,221	2,336	0.15 - 1.00
Trade and other receivables	-	-	1,046	1,046	-
Supplier receivables and tenant receivables	-	-	806	806	-
Loan to associated companies	-	351	-	351	Interest rate cost plus margin
	-	466	4,073	4,539	
Financial liabilities					
Trade and other payables	-	-	27,126	27,126	-
Short-term loans from subsidiary companies	-	3,543	-	3,543	3.34 - 3.52
Long-term loans from subsidiary company	-	1,746	-	1,746	Maximum long- term interest rate of the Company
Long-term loans from financial institutions	-	11,975	-	11,975	THBFIX 6 months plus margin
Liabilities under finance lease agreement	238	-	-	238	4.41
	238	17,264	27,126	44,628	

Foreign currency risk

The Company and its subsidiaries have exposure in foreign currency rates related to revenues and administrative expenses from/to the related parties that are denominated in foreign currency.

As at 31 December 2016, The Company and its subsidiaries had the following financial assets and financial liabilities denominated in foreign currency that have not been hedged.

(Unit: Thousand)

Foreign currency	Consolidated financial statements				Average exchange rate	
	Financial assets		Financial liabilities		as at 31 December	
	2016	2015	2016	2015	2016	2015
					(Baht per foreign currency)	
US Dollar	133	241	-	-	35.8307	36.0886
Euro	1,088	1,830	1,253	4,316	37.7577	39.4388

(Unit: Thousand)

Foreign currency	Separate financial statements				Average exchange rate	
	Financial assets		Financial liabilities		as at 31 December	
	2016	2015	2016	2015	2016	2015
	(Baht per foreign currency)					
US Dollar	133	241	-	-	35.8307	36.0886
Euro	1,088	1,830	1,093	4,316	37.7577	39.4388

36.2 Fair values of financial instruments

Since the majority of the Company and its subsidiary companies financial instruments are short-term in nature or bear floating interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial positions.

37. Capital management

The primary objectives of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2016, the Group's debt-to-equity ratio was 0.86:1 (2015: 0.99:1) and the Company's was 1.05:1 (2015: 1.14:1).

38. Events after the reporting period

On 15 February 2017, the Board of Directors' meeting passed a resolution to approve a dividend for 2016 of Baht 1.90 per share, or a total sum of approximately Baht 1,568 million. The dividend will be paid to the shareholders on 23 May 2017 and will be recorded in the second quarter of 2017. The dividend payment is subject to the approval of the Annual General Meeting of the Shareholders.

39. Reclassification

Certain amounts in the financial statements for the year ended 31 December 2015 have been reclassified to conform to the current period's classification with no effect to previously reported profit or shareholders' equity. The reclassifications are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	As reclassified	As previously reported	As reclassified	As previously reported
Cash and cash equivalents	2,431,799	2,367,840	2,336,181	2,275,319
Trade and other receivables	769,185	240,030	1,046,196	679,353
Supplier receivables and tenant receivables	835,581	3,138,098	805,876	2,941,812
Trade and other payables	26,610,209	28,319,612	27,125,756	28,833,987

40. Approval of financial statements

The financial statements were authorised for issuance by the authorised directors on 15 February 2017.



Management's Discussion and Analysis

General

Business environment

After a sluggish 2015, the year 2016 saw a moderate growth recovery for the Thai economy. The recovery was largely driven by government spending through various stimulus measures and growing tourism sector. On the other hand, sustaining high household debt levels and various external factors during the year continued to keep consumer confidence at a low level. Also during the latter part of the year, the government's crackdown on "zero-dollar" tours and increased visa-on-arrival fees for certain nationalities led to a slowdown in growth of tourist arrivals. The passing of His Majesty King Bhumibol Adulyadej on 13th of October and the following nationwide mourning also contributed to a temporary consumption slowdown during the last quarter of the year. However the successful government stimulus measure to allow an income tax deduction of up to THB 15,000 on goods bought between 14th - 31st December boosted December consumption and consumer confidence index which ended the year at 73.7 points, up from 72.3 points in November.

Operations

During the year we continued our efforts to be the Thai Retailer with Customers at Our Heart by expanding our store network, improving our existing assets, maintaining our price leadership position, and increasing our involvement with local communities. Our main actions and achievements during the year were:

► **Omni-channel model and strong dual retail-property model:** During the year we continued expanding our store network in all formats by adding 6 hypermarkets, 4 Big C Markets, and 83 Mini Big C (out of which 37 were franchise stores and closed 9 company-owned stores) as planned. We also continued improving our Mini Big C offer, and introduced Mini Big C as a franchise model. We also continued strengthening our existing store network by increasing store renovations as we completed 8 extension renovations, 3 right-sizing renovations, and 23 store improvement renovations.

► **Price leadership:** We maintained our price leadership position in a competitive market place by concentrating on driving value for customers. We re-launched our price commitment with a new slogan "**Extremely cheap to the max**" and introduced our new brand ambassador Khun "**Kong**" Saharat Sangkapricha. Since the re-launch in late March we received strong responses from our customers with strong campaign recognition, heavy media coverage, and high impact on social media. After discontinuing our unprofitable sales practices during second half of the year, we also increased our investment in fresh food prices and offer, with encouraging initial results.

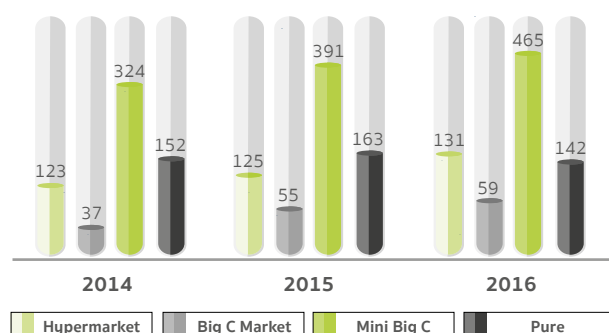
► **Community focus:** We reorganized our store operations teams into four regions and increased differentiation of our tourist stores with specialized assortment. Our stores are "empowered" to adjust their assortment to regional culture and tastes to better serve our customers' tastes and preferences. We have continued buying directly from local farmers to support their communities and have provided space in our stores for local farmers to sell their products. For example, 99 Big C hypermarkets have space for local rice farmers to sell their rice directly to our customers. We also have allocated budget to stores so they can participate in local community activities.

Business of Big C

Over the years we have evolved from being a hypermarket operator into an omni-channel retailer with strong dual retail-property model. This allows us to serve our customers through our various and connected store formats - physical stores as well as online offerings - while our town center tenants complement our store offerings and provide stability to our income. Our stores serve customers from all income groups. We are considered the price leader in Thailand and continually control our costs and improve our operational efficiencies. This enables us to be the price leader while still sustaining our profitability.

► **Retail:** Even though the hypermarket format continues to be our main source of retail sales, we operate various other connected store formats including Big C Market supermarkets, Mini Big C proximity stores, online offering, and various specialty stores such as Pure drugstores. Our store expansion continued during the year in all formats with the opening of 4 hypermarkets and acquisition of 2 MM Mega Market stores, 4 Big C Market stores, 83 Mini Big C stores (including 37 franchise stores and closed 9 company-owned stores), and 4 Pure drugstores (closed 25 Pure during the year). This compares to our 2015 expansion of 2 hypermarkets, 18 Big C Market stores, 67 Mini Big C stores, and 14 Pure drugstores, and our 2014 expansion of 4 hypermarkets, 7 Big C Market stores, 46 Mini Big C stores, and 20 Pure drugstores. At the end of 2016 our store network consisted of 131 large format stores (Big C Supercenter, and Big C Extra), 59 Big C Market, 465 Mini Big C (including 37 franchise stores), and 142 Pure Drugstores.

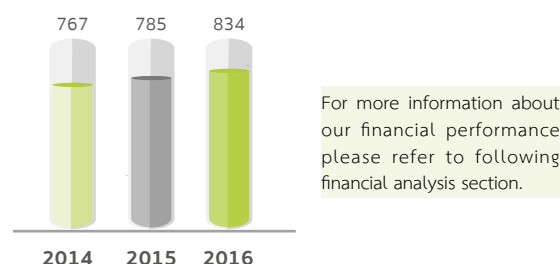
Number of stores at the end of year



► **Rental:** Big C operates a strong dual retail-property model. Our tenants complement our store offering, and rental income offers stability to our revenue as the majority of tenants pay fixed rents. Rental areas at our Hypermarkets and Big C Market stores are our main sources of rental income while other formats such as Mini Big C have very limited rental income contribution. During the year all new hypermarket and Big C Market stores had rental areas and at the end of the year the total rental area reached c.834,000 sqm, up from c.785,000 sqm in 2015, and c.767,000 sqm in 2014.

Rental Area

Hypermarket and Big C Market in thousand sqm



Outlook for 2017

We believe this year the Thai economy will continue growing more or less along the same moderate gains posted in 2016. The main challenges facing the Thai economy in 2017 are most likely external factors such as low economic growth of Thailand's trading partners, and increasing global political uncertainties and their potential impact to trade. Also many local challenges that impact consumer confidence still remain -- ranging from high household debt levels to relatively low agricultural prices. Tourist arrivals will also likely continue to be impacted by the government's crackdown on "zero dollar tours". In this environment we will keep customers at our heart, striving to provide improved customer experience through excellent service and good facilities, and of course maintaining our price leadership. This year we are also significantly ramping up our hypermarket and Mini Big C store expansion, and continuing renovations of our existing assets with plans for 8 extension, 4 right-sizing, and 42 store improvement renovations.

Financial Analysis

We are pleased to report the results of Big C and our subsidiaries ("the Company") for the full year 2016 that have been examined by our auditors and have received unqualified opinion which means that in the auditor's opinion they present fairly the financial position of the Company. Please note that our consolidated financial statements include the financial statements of Big C Supercenter Public Company Limited, and the various subsidiary companies¹. The Company did not adopt

¹ For complete list of subsidiaries included in consolidated financial statements please refer to Note 2.2 in Notes to Financial Statements, and for subsidiaries that the Company has less than half of shares, please refer to Note 5.8 in Notes to Financial Statement.

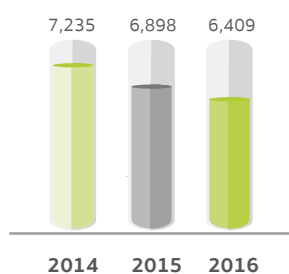
any new accounting policies during the year. Please refer to Note 4 in Notes to Financial Statements for more information regarding our significant accounting policies, and to Note 4.7 to find more information about useful lives.

Income Statement

The operating results of the Company for the year ended 2016 reflected the operating profit of THB 8,195 million, a decline of THB 1,006 million or 10.9% over the same period in 2015. When compared to same period in 2014, this performance represents a decrease of THB 1,676 million or 17.0%. Net profit attributable to equity holders of the Company for the year amounted to THB 6,409 million, compared to a net profit of THB 6,898 million over the same period in 2015, which represents a decrease of THB 489 million, or 7.1%. When compared to the same period in 2014, this performance represents a decrease of THB 826 million or 11.4%. Big C's 2016 net income was adversely impacted by certain reverse income items related to service income. One-off items during 2015 also caused a high base for year-on-year comparison as we for example sold land and reversed long outstanding account payables. Excluding these one-off items Big C's Recurring Net Income for FY2016 was THB 6,616 million, an increase of 3.4% year-on-year. Our fresh-food sales performance was strong during the year as we increased our focus and investment on this ever important category. Meanwhile our rental and service performance continued its resilient and steady performance. We were able to reduce our costs during the year due to change of major shareholder, for example switching our insurance provider gave us significant savings on insurance premium. This led to lower SG&A costs, although the decline was not yet sufficient to offset the sales decline. This year's performance is based on the following items:

Net Income

(After minority interest, in THB million)

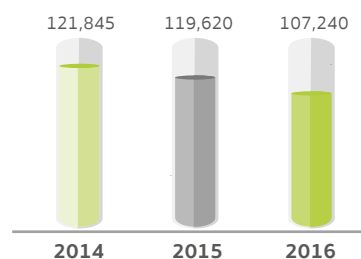


1. Net Sales

Net sales in 2016 amounted to THB 107,240 million, which represented a decrease of THB 12,381 million, or 10.3% over the same period in 2015. When compared to 2014 the decrease was THB 14,605 million or 12.0%. Retail sales decline in 2016 was mainly driven by declining same-store-sales evolution as our dry-food segment was impacted by our decision to discontinue unprofitable sales practices, and continued challenging non-food segment sales dragged down our full year 2016 like-for-like performance to -12.8%.

Retail Sales

(In THB million)

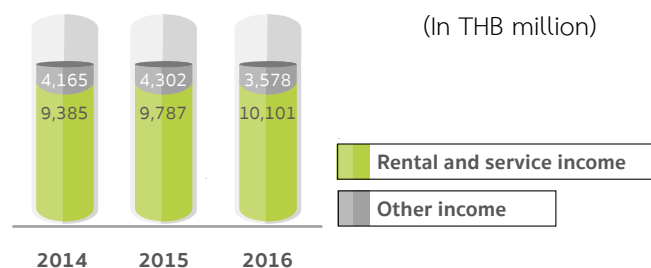


2. Rental and Service Income from tenants

Rental and Service Income from tenants amounted to THB 10,101 million in 2016 which represented an increase of THB 314 million or 3.2% over the same period in 2015. When compared to 2014 the increase is THB 716 million or 7.6%. This increase was mainly the result of successful management of lettable space, additional lettable space from new store openings and extension and right-sizing renovations, and the sustained high occupancy rate.

Rental and Other Income

(In THB million)



3. Other Income

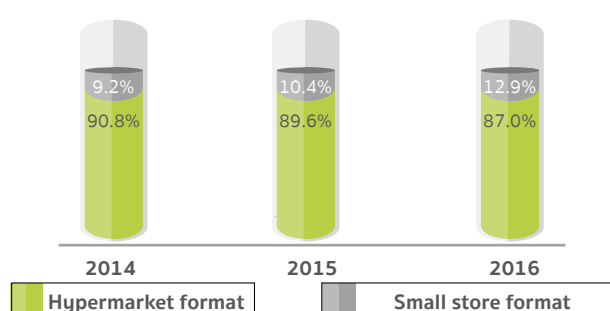
Other Income includes various income such as advertising income from suppliers for the advertisements placed in the Company's brochures, in store media concessions from allocating space in stores for third party to manage advertising, cash discounts received from suppliers, compensation income, after sale service income, gain or loss from disposals of property, plant and equipment and investment property, and interest income. In 2016, other income amounted to THB 3,578 million in 2016. This represented a decrease of THB 724 million or 16.8% over the same period in 2015. This decline was mainly due to declining service income from in store media concession. When compared to 2014 the decrease is THB 587 million or 14.1%.

4. Segment performance

Starting from 2013 the Company has been reporting its segment performance. Operating segment information is reported in a manner consistent with our internal reports that are regularly reviewed by our Chief Executive Officer in order to make decisions about the allocation of resources to the segment and assess its performance. For management purposes, the Company is organized as business units based on its store formats and has two reportable segments: 1) Hypermarket segment which include Big C Supercenter, and Big C Extra stores, and 2) Small store segment including Big C Market, Mini Big C and Pure drugstores.

During 2016 large store segment contributed THB 101,437 million or 87.0% of total segment revenues, down from 89.6% in 2015 and 90.8% in 2014. Small store segments contribution to total revenues grew to THB 15,057 million or 12.9% in 2016 from 10.4% in 2015 and 9.2% in 2014. The growth in small store segment is due to a continued expansion particularly in Big C Market and Mini Big C formats with opening of 4 Big C Market and 83 Mini Big C (closed 9 stores) in 2016 and 18 Big C Market and 67 Mini Big C in 2015.

Total segment revenues



5. Gross Profit

Gross Profit in 2016 stood at THB 15,699 million, a decrease of THB 747 million or 4.5% over the same period in 2015. When compared to 2014 the decrease is THB 2,526 million or 13.9%. This decline was mainly driven by our decision to discontinue unprofitable sales practices in mid-2016, which caused a steep decline to our dry-food sales during second half of 2016. However our gross profit margin increased from 13.8% in first half of the year to 15.7% in second half of the year, and while the increase was not yet sufficient to offset the sales decline, we believe the change will provide us a more sustainable way to trade in future. Sluggish economic recovery also continued impacting non-food sales.

6. Selling and Administration Expenses

Selling and Administration Expenses amounted to THB 21,182 million in 2016 which represented a decrease of THB 152 million or 0.7% over the same period in 2015 despite our continued expansion. The decrease is mainly due to savings related to synergies with our new major shareholder for example switching our insurance providers gave us significant savings on insurance premiums. When compared to 2014 the Selling and Administration Expenses decreased by THB 611 million or 2.8%.

7. Finance cost

Finance cost for 2016 amounted to THB 491 million which represented a decrease of THB 186 million or 27.4% over the same period in 2015. When compared to 2014 the decrease was THB 375 million or 43.2%. This decrease is mainly driven by debt repayments as we repaid THB 5,675 million of long term loans during 2016, and THB 6,675 million of long term loans during 2015, and due to the current low interest rate environment as all our debts bear floating interest rates.

8. Corporate income tax

The Company's corporate income tax for 2016 amounted to THB 1,332 million, a decrease of THB 289 million or 17.8% over the same period in 2015. This decrease is mainly driven by decreasing revenues and lower effective tax rate of 17.3% in 2016, while 2015 effective tax rate was 19.0%. The lower effective tax rate in 2016 was mainly driven by the reversal of previously booked "Deferred tax liability" arising mainly from insurance income recovery from property damage, and from the

Thai Government's Investment Incentive program, allowing tax benefits from certain investments made between November 2015 to December 2017. When compared to 2014 the income tax decreased by THB 424 million or 24.1%.

Statement of Financial Position

► Total Assets:

As of December 31, 2016, the Company had total assets of THB 93,645 million, representing an increase of THB 783 million or 0.8% when compared to the year 2015 and a decrease of THB 9,133 million or 8.9% when compared to year 2014. The slight increase was mainly due to increased level of inventories as we work to ensure better overall stock availabilities in stores, and increased supplier and tenant receivables.

► Total Liabilities:

As of December 31, 2016, the Company had total liabilities of THB 43,310 million at the end of December 2016, representing a decrease of THB 2,881 million or 6.2% compared to 2015, and a decrease of THB 17,322 million or 28.6% when compared to 2014. This decrease was mainly driven by decreased trade and other payable, and due to continued long term debt repayments as we repaid THB 5,675 million of long term loans during 2016, and THB 6,675 million of long term loans during 2015. The total trade accounts and other payables decreased by THB 6,141 million or 23.1% from the same period in 2015, and decreased by THB 8,394 million or 29.1% from the year 2014. Deferred tax liabilities decreased slightly by THB 41 million or 2.5% from 2015 and increased by THB 45 million or 2.9% from 2014.

► Cash Flow:

Big C's Net Cash Flows from Operating Activities amounted to THB 2,463 million for 2016, representing a decrease of THB 8,924 million or 78.4% from 2015. This decrease was driven by a change in operating assets and liabilities as our inventory and supplier and tenant receivables increased and our trade and other payables decreased. When compared with 2014 Net Cash Flows from Operating Activities decreased by THB 9,184 million or 78.9%. For the year 2016 Big C's Net Cash Flows Used in Investing Activities reached THB 3,320 million, representing a decrease of THB 2,255 million or 40.5% from 2015. This decrease was mainly driven by lower acquisition of property, plant and

equipment as in 2015 we completed our new fresh food distribution center. When compared with 2014 Net Cash Flows Used in Investing Activities decreased by THB 290 million or 8.0%. For the year 2016 Big C's Net Cash Flows from Financing Activities amounted to THB 703 million for the year, representing an increase of THB 15,560 million from 2015, and an increase of THB 4,501 million from 2014. This increase was mainly driven by increases in short-term loans from financial institutions and short-term loan from parent company during 2016.

Selected Financial Ratios

	2016	2015	2014
Average inventory days	46	40	37
Average account payable days	93	98	98
Average account receivable days	2	1	1
Current ratio	0.5	0.5	0.7
Debt to equity ratio	0.3	0.3	0.6
Operating cash flow ratio	0.1	0.3	0.3
Interest coverage	16.7	13.6	11.4
Total liabilities to shareholder equity	0.9	1.0	1.4
Gross profit margin	14.6%	13.7%	15.0%
Operating profit margin	7.6%	7.7%	8.2%
Net profit margin	5.9%	5.8%	5.9%
Return on equity	13.2%	15.5%	18.3%
Return on assets	6.9%	7.1%	7.2%
Total assets turnover	1.1	1.4	1.2
Earnings per share	7.77	8.36	8.77
Dividend per share	2.62	2.62	2.62
Net book value per share	61.0	56.6	51.1

► Average inventory days and account payable days:

The effective working capital management is important for the Company and in 2016 its average account payable days were 93 days, which compares to 98 days in 2015 and 98 days in 2014. Over the same time period the average inventory days have increased to 46 days in 2015 from 40 days in 2014 and 37 days in 2014. The increase of inventory days in 2016 is due to company's decision to improve overall product availability for our customers and especially to build stock for end of the year high season to secure availability of products to our customers.

► **Current ratio and debt-to-equity ratio:**

The Company has been gradually reducing its gearing over the years since the acquisition of the Carrefour's Thailand operations. In 2016 the Company's current ratio was 0.5 times as of 31 December 2016, in line with 0.5 times in 2015 and decrease from 0.7 in 2014. This decrease in current ratio is due to long term debt repayments during 2016 and 2015, which in turn led to lower cash and cash equivalents at the end of 2016 and 2015 when compared to 2014. However the Company's debt-to-equity ratio (using interest bearing debt) has been reducing over the years, reaching 0.3 times at the end of 2016 and 2015, down from 0.6 times in 2014. This is due to the continued gradual debt repayment over the years. Also the Company's interest coverage ratio shows that we can comfortably cover our interest expenses from our operating profit as the ratio has been steadily increasing, reaching 16.7 times at the end of 2016, up from 13.6 times in 2015, and 11.4 times in 2014 due to reduced debt levels and low interest rate environment.

► **Total liabilities to shareholders equity:**

As of 31 December 2016, the capital structure of the Company was composed of total liabilities in the amount of THB 43,310 million and total shareholders' equity of THB 50,335 million. The ratio of total liabilities to shareholders equity was 0.9 times at the end of 2016, down from 1.0 times in 2015, and 1.4 times in 2014. The decrease is largely due to a decrease in trade and other payables and from the continued repayment of the loan used to acquire Carrefour Thailand operations in 2011.

► **Profitability ratios:**

Our gross profit margin increased to 14.6% in 2016, representing an increase of 89 basis points from 2015 and a decrease of 32 basis points from 2014. The year-on-year increase from 2015 was driven by our decision to discontinue unprofitable sales practices during the second half of the year, and due to lower supply chain cost. The Company's operating profit margin reached 7.6% for 2016, representing a slight decrease of - 5 basis points over the last year and a decrease of 55 basis points from 2014. At the bottom line our lower finance costs due to continued debt repayments and low interest rate environment, and lower effective tax rate helped to improve our net income margin which reached 5.9%, representing an increase of 17 basis points from 5.8% reached in 2015, and 1 basis points

from 5.9% reached in 2014.

► **Return on equity and return on assets:**

The Company's shareholders' equity has grown over the years due to increased retained earnings, and it amounted to THB 50,335 million at the end of December 2016, up from THB 46,671 million in 2015 and THB 42,147 million in 2014. This together with slightly declining net income reaching THB 6,409 million for 2016, down from THB 6,898 million in 2015 and THB 7,235 million in 2014 has led to a declining trend of return of equity as we recorded 13.2% in 2016, down from 15.5% in 2015 and 18.3% in 2014. However return on assets was relatively less impact as we recorded 6.9% in 2016 down from 7.1% in 2015 and 7.4% in 2014.

► **Earnings and book value per share:**

The Company's earnings per share performance was impacted during the year due to abovementioned strategic shift in focus, which impacted sales and other income level during the year. While total expenses also declined it was not enough to offset the bottom line impact for the year. Consequently for 2016 the Company's earnings per share declined to THB 7.77 per share for 2016, down from THB 8.36 per share in 2015, and THB 8.77 per share in 2014. However at the same time the Company's net book value per share has been increasing over the same period due to increasing shareholders equity from retained earnings, and it reached THB 61.0 per share in 2016, up from THB 56.6 per share in 2015 and THB 51.1 per share in 2014.

Management of the Company's assets

► **Account Receivables:**

The Company values its receivables at the net realizable value and the allowance for doubtful accounts is provided for the estimated losses that may be incurred in the collection of receivables. This allowance is generally based on collection experiences and debt aging analysis. In order to control the level of outstanding account receivables the Company actively collects and monitors the account receivable level and as a normal course of business may from time-to-time sell its accounts receivables at a discount to a financial institution without recourse. If the Company sells its account receivables it will derecognize such accounts receivables from the financial statements.

At the end of December 2016 the Company's trade and other receivables were THB 415 million, a decrease of THB 354 million or 46.1% over the same period in 2015, mainly due to our in-store media contract. While the Company's supplier and tenant receivables were THB 1,253 million, an increase of THB 417 million or 50% over the same period in 2015. During 2016 the Company sold THB 1,100 million of its accounts receivables to financial institutions, this compares to THB 2,150 million worth of account receivables sold to them during 2015. This also explains the year-on-year increase of the supplier and tenant receivables at the end of 2016.

► **Inventory management:**

The Company values its inventories at the lower of cost using average method or net realizable value method. Costs of inventories are presented net of cash receipts from suppliers which are related to the purchase of inventories. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business; and provision for obsolete, slow-moving and deteriorated inventories, is estimated based on the approximate useful life of each type of inventory. The reduction of inventory to net realizable value was THB 46 million in 2016, THB 45 million in 2015, just slightly higher due to obsolete inventory, damage, and shrinkage.

At the end of December 2016 the Company's inventories were THB 12,131 million, an increase of THB 1,213 million or 11.1% over the same period in 2015 and an increase of THB 579 million or 5.0% over the same period in 2014. The increasing inventory level is driven by our decision to ensure better availability, especially during year end high season.

► **Investment properties:**

As the Company is operated under a dual retail-property model its larger stores are divided into retail sales area and rental area which it rents out to its tenants. Investment properties include rental areas in these stores. They are measured initially at cost, including transaction costs, and in following years at cost less accumulated depreciation and allowance for loss on impairment if there is any. The depreciation of investment properties is on a straight-line basis over their estimated useful lives.

At the end of December 2016 the Company's investment properties were THB 16,126 million, an increase of THB 123 million or 0.8% over the same period in 2015 and a decrease of THB 61 million or 0.4% from 2014.

As the book value of our investment properties can differ from their fair value, the Company discloses once a year their estimated fair value. The estimated fair value of investment properties as 31 December 2016 was THB 69,601 million, up 10,329 million or 17.4% from 2015.

► **Investments in subsidiaries:**

As part of the Company's normal operation it has certain investments in its various subsidiaries. However these investments don't effect the consolidated financial statements as they are presented in separate financial statements. Details can be found in note 12.1. At the end of December 2016 the Company's total investments in subsidiary companies amounted to THB 42,142 million, representing only a slight increase of THB 111 million or 0.3% from 2015 and 2014.

► **Investments in associates:**

The status of C-Distribution Asia Pte Ltd. and C Distribution (Thailand) Ltd. was changed from associated companies to subsidiary companies on 21 March 2016 as mentioned in Note 12.2 to the financial statements.

► **Property, plant and equipment:**

In property, plant and equipment the Company states land at cost, while building and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets. Depreciation of plant and equipment is done on a straight-line basis over their estimated useful lives. For land and construction in progress and as well as projects under development there is no depreciation. To determine the depreciation of plant and equipment, the Company has to make estimates of their useful lives and residual values, and to review these estimates when any changes occur. On a periodical basis the Company reviews property, plant and equipment for impairment and records impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires the Company to make estimates regarding forecasted future revenues and expenses. Any gain or loss arising from disposal of an asset is included in the profit or loss when the asset is derecognized.

At the end of December 2016 the Company's property, plant and equipment were THB 26,634 million, a decrease of THB 402 million or 1.5% from 2015 and increase of THB 591 million or 2.3% from 2014. The slight year-on-year decrease is due to depreciation being higher than acquisition of properties, plant, and equipment during the year.

► **Goodwill:**

Goodwill is initially recorded at cost, which equal to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognized as gain in profit or loss. Goodwill is subsequently carried at cost less any accumulated impairment

losses with impairment being tested annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognized in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

At the end of December 2016 the Company's Goodwill was THB 26,722 million, stable from 2015 and 2014.

► **Leasehold rights:**

Leasehold rights relate to our properties where the Company leases the land or property for its stores from a third party. Leasehold rights are stated at cost less accumulated amortization and allowance for loss on impairment (if any). Leasehold rights are amortized on a straight-line basis over the lease period. During 2016 the Company acquired THB 364 million worth of new leasehold rights, this compares to THB 691 million in 2015 and THB 52 million in 2014. At the end of December 2016 the Company's Leasehold rights were THB 5,102 million, a decrease of THB 15 million or 0.3%

from 2015 and increase of THB 323 million or 6.8% from 2014 due to continued store expansion.

► **Other intangible assets:**

Other intangible assets are computer software we use in our operations. Intangible assets with finite lives are amortized on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method of such intangible assets are reviewed at least at each financial year end. The amortization expense is charged to profit or loss. The useful lives of intangible assets are 5 years. However, at 31 December 2016, certain intangible assets have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated amortization of those assets amounted to approximately THB 408 million. During 2016 the Company acquired THB 55 million worth of new other intangible assets, this compares to THB 33 million in 2015 and THB 48 million in 2014. At the end of December 2016 the other intangible assets was THB 194 million, an increase of THB 48 million or 32.9% from 2015 and an increase of THB 40 million or 26.2% from 2014 due to investments into the Company's software used in operations.

► **Other current assets:**

Other current assets relate to items such as VAT refundable, prepaid rental, prepaid insurance, and others. At the end of December 2016 the amount of other current assets was THB 1,125 million, an increase of THB 130 million or 13.0% from 2015. The increase was mainly drive by increasing prepaid rental assets and an increase in VAT refundable. VAT and withholding tax refundable.

► **Other non-current assets:**

Other non-current assets relate to items such as insurance claim receivable, prepaid services, rental guarantee, deposits, and others. At the end of December 2016 the amount of other non-current assets was THB 820 million, a slight decrease of THB 6 million or 0.7% from 2015. The decrease was mainly driven by decreased deposits due to one project moving into construction phase.

► **Capital expenditure:**

The Company has strict internal investment criteria. Every new investments projected returns must pass the minimum requirement during due diligence to get approved. The Company also monitors closely that its

investments are delivering at least according to their projected returns. During 2016 the Company's net cash flow used in investing activities was THB 3,320 million which was financed through the Company's internal cash flow and increased short term loans as the Company's net cash flows from operating activities were THB 2,463 million for the same period. The returns on investments in new stores, renovations, and distribution center passed their internal target levels during the year. This year's capital expenditure represents a decrease of THB 2,255 million or 40.5% over the same period in 2015, this decrease was mainly driven by completion of our new fresh food distribution center during 2015. When compared to 2014 this represents a decrease of THB 290 million or 8.0%.

Capital Adequacy

► Capital structure:

The Company's capital structure is solid with low gearing level. At the end of 2016 the Company's net debt amounted to THB 12,912 million which represents an increase of THB 3,131 million or 32.0% from 2015 and a decrease of THB 573 million or 4.3% from 2014. The total interest bearing debt at the end of 2016 amounted to THB 15,310 million, up from THB 12,213 million at the end of 2015 and down from THB 24,898 million at the end of 2014. The year-on-year increase is mainly due to an increase in short term loans. The gearing ratio the Company is following internally is net debt to recurring EBITDA. At the end of December 2016 net debt to recurring EBITDA ratio increased to 1.07 times, up from 0.75 times at the end of 2015 and 0.98 times at the end of 2014, due to increased net debt and lower EBITDA level. The Company believes that its current net debt to recurring EBITDA level, and current total interest bearing debt level provides it flexibility for the future should any additional funding requirements arise.

► Short-term loans from financial institutions:

As at 31 December 2016, the Company's short-term loans from financial institutions were THB 6,555 million. This compares with no outstanding short-term loans as at 31st December 2015 and THB 6,000 million as at 31 December 2014.

► Long-term loans from financial institutions:

short-term loan agreement to acquire the Carrefour Thailand operations. This short-term loan was subsequently refinanced on June 28th 2012 and on December 27th 2013 into various long-term loan tranches with three local financial institutions. From these loans, the following were outstanding during 2016:

- A loan agreement with two local financial institutions with the remaining period of 1 - 3 years. The loan carries interest at THBFIX 3 months or 6 months or BIBOR 3 months plus margin per annum. Repayment is to be made by a mixture of amortization of annual installment, and full repayment at maturity. The balance of this loan as of 31 December 2016 was THB 4,000 million down from THB 9,000 million on 31 December 2015, as the Company repaid THB 5,000 million during 2016.
- A loan agreement with a local financial institution for credit facility of THB 5,000 million with the remaining period until July 2017. The loan carries interest at THBFIX 6 months plus margin per annum. Repayment is to be made in annual installments of THB 675 million commencing from January 2013 to July 2017 and the remaining balance will be repaid with the final installment. As of 31 December 2016, the balance of long-term loan was THB 2,300 million down from THB 2,975 million on 31 December 2015.

All loans are denominated in Thai Baht, with floating interest rates tied to THBFIX 3 months, THBFIX 6 months, or BIBOR 3 months plus margin per annum. All long-term loan agreements are unsecured, and under the terms of the agreements, the Company must comply with the conditions and restrictions stipulated in the agreements i.e. to maintain its net debt to EBITDA ratio and to maintain its net debt to equity ratio.

The Company is aware that certain adverse event could in the future impact the Company's ability to maintain these ratios, for example an event of declining absolute EBITDA amount in a faster pace than debt repayments. However, the Net Debt to EBITDA ratio of 1.07 as at 31st of December 2016 is much below the level required by loan covenants. In addition the Company puts efforts in utilizing its marketing data for its marketing strategy aiming to provide valued products and complete services that meet our customers' needs. We closely monitor and conduct routine cross-functional meetings to help strengthen alignment throughout the Company. The Company also has a good proven discipline to maintain its loan repayment schedule over the years.

As of 31 December 2016, the long-term loans from financial institutions amounted to THB 6,300 million (including a Current portion of THB 3,300 million), down from THB 11,975 million (including current portion of THB 5,675 million) on 31 December 2015, and THB 18,650 million (including current portion of THB 4,675 million) on 31 December 2014. The decrease is due to continued gradual debt repayments the Company has been making over the years.

► Finance lease agreements:

The Company has entered into finance lease agreements with a company for rental of a department store for use in its operation, whereby it is committed to pay monthly rental at a fixed rental rate and at a percentage of sales and sublease revenue of the Company. The term of the agreement is 28 years. At the end of 2016 the liabilities under finance lease agreement amounted to THB 227 million (including a Current portion of THB 12 million), down from THB 238 million (including current portion of THB 11 million) at the end of 2015, and THB 248 million (including current portion of THB 10 million) at the end of 2014. The decrease is due to continued lease payments the Company has been making over the years.

► Commitments and contingent liabilities:

Commitments and contingent liabilities as of 31 December 2016 are summarized as follows:

- Capital commitments: As a part of the Company's operations and expansion it has committed to obligations under agreements with several companies regarding the construction and renovation work. At the end of 2016 these obligations amounted to approximately THB 530 million, down from THB 871 million at the end of 2015, and down from THB 762 million at the end of 2014. The change is due to the construction of Fresh Food DC during 2014 – 2015.
- Operation lease commitment: The Company and its subsidiaries entered into land lease, building lease and sub-lease agreements and service agreements with individuals, and other companies for the construction of office buildings and stores for periods ranging from one year to thirty years.

The future minimum payments required under non-cancellable agreements were as follows.

(Unit: Million THB)			
Consolidated financial statements			
Payable within:	2016	2015	2014
Less than 1 year	1,145	955	903
1 to 5 years	3,326	3,108	2,539
More than 5 years	7,213	7,429	6,214
Total	11,684	11,492	9,656

Under certain lease and sub-lease agreements, the Company and its subsidiaries have commitments to make rental or additional rental payments, at a percentage of sales and sublease revenue of the Company and its subsidiaries.

The financial risks related to financial instruments and risk management are mentioned under section Risk Factors.



Auditor fees

The Audit Committee considered qualifications of auditor firm, taking into consideration its independence, performance skills, competencies, knowledge, expertise, and experience as well as the competitiveness of the audit fee and 5-year rotation as required by law. In 2016, the Audit Committee considered and appointed the auditors from EY Office Limited as pool auditors of the Company and subsidiaries.

(1) Audit Fees for 2016

Company		Auditor	Fees
1	Big C Supercenter Public Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	5,252,000
2	Big C Fairy Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	368,000
3	Phisanulok Big C Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	80,000
4	Central Superstore Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	96,000
5	Chiang Rai Big C Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	80,000
6	Udon Big C Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	80,000
7	Theparak Big C Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	80,000
8	Central Pattaya Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	80,000
9	Surat Big C Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	80,000
10	Inthanon Land Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	64,000
11	Cmall Limited	Mrs. Sarinda Hirunprasurtwutti	56,000
12	Phraram II Big C Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	32,000
13	Cmart (Thailand) Limited	Mrs. Sarinda Hirunprasurtwutti	32,000
14	CenCar Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	800,000
15	Phitsanulok Big C 2015 Co.,Ltd.	Mrs. Sarinda Hirunprasurtwutti	313,000
16	C Distribution (Thailand) Co., Ltd.	Mrs. Sarinda Hirunprasurtwutti	650,000
Total Audit Fees			8,143,000

In 2016, the Company paid audit fees to EY Office Limited, for having Mrs. Sarinda Hirunprasurtwutti, certified no. 4799 reviewed and certified the financial statement of the Company and subsidiaries, with the audit fee of Baht 8,143,000.

(2) Other service fee

The auditor is independent and no conflict of interest. The auditor did not provide other service to the Company.

Summary of Related Party Transactions

Former major shareholder: *

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
1	C-Distribution Asia Pte.Ltd. (C-Asia) On 21 March 2016, there was a change in the Company's major shareholder. Thus the Company has had control over C-Distribution Asia Pte Ltd. and changed from associated company to subsidiary Company. (see Note to financial statements number 1 and 12.2)	E-commerce Business <ul style="list-style-type: none"> Share subscription Shareholder loan Interest income Trade and other receivables 	<ul style="list-style-type: none"> Par value Pro rata for shareholding Cost of fund plus margin comparable to similar business General trading condition 	- - 1 -	81 140 2 2	- - - -
2	C Distribution (Thailand) Limited (CDT) On 21 March 2016, there was a change in the Company's major shareholder. Thus the Company has had control over C Distribution (Thailand) Ltd. and changed from associated company to subsidiary Company. (see Note to financial statements number 1 and 12.2)	E-commerce Business <ul style="list-style-type: none"> Share subscription Shareholder loan Interest income Service fee and office rental Sale & Purchase of Merchandise Trade and other receivables Trade and other payables 	<ul style="list-style-type: none"> Par Value Pro rata for shareholding Cost of fund plus margin comparable to similar business Cost allocation plus certain margin at the rate comparable to similar business Market price General trading conditions General trading conditions 	- - 2 3 20 - -	30 211 6 20 69 21 3	- - - - - - -

* Since 21 March 2016, no longer a related party under accounting standard.

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
3	Cavi Retail Ltd. Subsidiary of Casino Group, a former Major Shareholder of the Company	Income for use of trademark “Big C” in Vietnam <ul style="list-style-type: none"> Royalty fee Trade and other receivables 	<ul style="list-style-type: none"> Negotiated comparable to similar business General trading conditions 	6	21	-
4	EB Services Co., Ltd. Subsidiary of Casino Group, a former major shareholder of the Company	As part of members of AEC, the Company and Vietnam are developing personnel together. Some personnel are exchanged on secondment basis. <ul style="list-style-type: none"> Reimburse advanced payment of personal expense 	<ul style="list-style-type: none"> Actual cost 	10	2	-
5	Casino International SAS subsidiary of Casino Group, a former major shareholder of the Company	Under synergy strategy, subsidiary of Casino Group, sources products with global volume and share benefit with the Company (global sourcing arrangement). The company received benefit as commercial rebate and pays commission fees in exchange. <ul style="list-style-type: none"> Rebate income Commission fee Reimburse advanced payment of personal expense Trade and other receivable Trade and other payable 	<ul style="list-style-type: none"> Market price Negotiated, comparable to similar business Actual cost General trading conditions General trading conditions 	17 5 6 - -	72 21 21 75 22	- - - - -

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
6	Distribution Casino France SAS Subsidiary of Casino Group, a former Major shareholder of the Company	<p>The Company purchased Casino brand private label products as part of its wide range of assortment to serve customer needs.</p> <ul style="list-style-type: none"> • Sale & Purchase of merchandise • Trade and other payable • Reimburse advanced payment of personal expense • Trade and other receivable 	<ul style="list-style-type: none"> • Market price • General trading conditions • Actual cost • General trading conditions 	20 - 2 -	112 12 1 -	- - - -
7	Casino Services SAS Subsidiary of Casino Group, a former major shareholder of the Company	<p>Under synergy strategy, Casino Group provides various kinds of management assistance to the Company</p> <ul style="list-style-type: none"> • Repayment of advance for personal expense and insurance premium • Trade and other payable 	<ul style="list-style-type: none"> • Actual cost • General trading business 	16 -	45 45	- -
8	Geant International B.V. (GIBV) A former major shareholder of the Company	<p>Under synergy strategy, Casino Group provides various kinds of management assistance to the Company. From 1 July 2014 onwards, GIBV provides management Services instead of Casino Services</p> <ul style="list-style-type: none"> • Management support and strategic advisory fee • Reimburse advanced payment of personal expense • Trade and other payable 	<ul style="list-style-type: none"> • Cost plus margin at the rate comparable to similar business • Actual cost • General trading business 	63 288 -	246 - 140	- - -

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
9	Green Yellow (Thailand) Limited Subsidiary of Casino Group, a former major shareholder of the Company	Green Yellow provides energy saving solution advice. It assigned personal for engineering feasibility study for the Company <ul style="list-style-type: none"> • Management fee income • Reimburse advanced payment of personal expense • Trade and other receivable • Management support and strategic advisory fee • Trade and other payable 	<ul style="list-style-type: none"> • Based on the agreed prices between the parties • Actual cost • General trading business • Cost plus margin at the rate comparable to similar business • General trading business 	-	1	-
				-	16	-
				-	4	-
				-	1	-
				-	1	-
10	Groupe Casino Limited Subsidiary of Casino Group, a former major shareholder of the Company	Under synergy strategy, subsidiary of Casino Group sources products and the Company pays commission fee in Exchange. <ul style="list-style-type: none"> • Commission fee • Trade and other receivable 	<ul style="list-style-type: none"> • Negotiated, comparable to similar business • General trading business 	-	16	-
				-	4	-
11	Casino Gulchard-Perrachon An ultimate parent of Casino Group, a former major shareholder of the Company	Under synergy strategy, Casino Group provides various kinds of management assistance to the Company <ul style="list-style-type: none"> • Insurance premium • Trade and other payable 	<ul style="list-style-type: none"> • Actual cost • General trading business 	20	104	-
				-	13	-
12	Monoprix S.A. Subsidiary of Casino Group, a former major shareholder of the Company	The Company purchased Monoprix own-brand products to serve customer needs. <ul style="list-style-type: none"> • Purchase of merchandise • Trade and other payable 	<ul style="list-style-type: none"> • Market price • General trading business 	2	3	-
				-	2	-

Summary of Related Party Transactions

New major shareholder:

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
1	BJC Supercenter Company Limited A major shareholder of the Company that it directly held of the Company	Investment <ul style="list-style-type: none"> Short-term loan Interest expenses Trade and other payable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the interest rate close to those charged by commercial bank to normal customer General trading condition 	2,000 1 1	- - -	- - -
2	Berli Jucker Public Company Limited Parent company of the Group (indirect holding through it subsidiary)	<ul style="list-style-type: none"> Sale & Purchase of Merchandise Purchases of assets Rendering of services Management support and strategic advisory fee Trade and other payable Trade and other receivable Supplier and tenant receivable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the agreed prices between the parties Based on the contract prices between the parties and according to market price. Based on the contract prices between the parties and according to market price. General trading condition General trading condition General trading condition 	516 9 67 4 219 1 26	- - - - - -	- - - - - -
3	BJC C Distribution Company Limited Common directors and/or common shareholders	Investment <ul style="list-style-type: none"> Long-term loans Interest expenses Trade and other payable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the interest rate close to those charged by commercial bank to normal customer General trading condition 	228 7 3	- - -	- - -

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
4	Berli Jucker Logistics Limited Common directors and/or common shareholders	Custom clearing, warehousing, transportation And distribution services <ul style="list-style-type: none"> Management support and strategic advisory fee Trade and other payable Trade and other receivable 	<ul style="list-style-type: none"> Based on the contract prices between the parties and according to market price. General trading condition General trading condition 	3 3 1	- - -	- - -
5	TCC Logistics and Warehouse Company Limited Common directors and/or common shareholders	Distribution Business <ul style="list-style-type: none"> Sale & Purchase of Merchandise Purchases of assets Reimburse advanced payment of personal expense Service fee and office rental Trade and other payable Trade and other receivable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the agreed prices between the parties Actual cost Based on the contract prices between the parties and according to market price. General trading condition General trading condition 	169 264 19 12 366 41	- - - - - -	- - - - - -
6	Oishi Group Public Company Limited Common directors and/or common shareholders	Japanese restaurant businesses <ul style="list-style-type: none"> Sale & Purchase of Merchandise Service fee and office rental Rendering of services Trade and other payable Supplier and tenant receivable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the contract prices between the parties and according to market price. Based on the contract prices between the parties and according to market price. General trading condition General trading condition 	19 33 3 17 6	- - - - -	- - - - -

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
7	Oishi Ramen Company Limited Common directors and/or common shareholders	<ul style="list-style-type: none"> Sale of foods & beverages Service fee and office rental Trade and other payable Supplier and tenant receivable 	<ul style="list-style-type: none"> Based on the contract prices between the parties and according to market price. General trading condition General trading condition 	20 2 3	- - -	- - -
8	Taveephol Agriculture Company Limited Common directors and/or common shareholders	<ul style="list-style-type: none"> Agricultural industrial business Sale & Purchase of Merchandise Rendering of services Trade and other payable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the contract prices between the parties and according to market price. General trading condition 	11 1 1	- - -	- - -
9	Thai Dairy Company Limited Common directors and/or common shareholders	<ul style="list-style-type: none"> Manufacture of Fresh Yoghurt and Milk Products Sale & Purchase of Merchandise Rendering of services 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the contract prices between the parties and according to market price. 	15 2	- -	- -
10	Thip Sugar Kamphaengphet Company Limited. Common directors and/or common shareholders	<ul style="list-style-type: none"> Manufacture, sale, export sugar Sale & Purchase of Merchandise Rendering of services Trade and other payable 	<ul style="list-style-type: none"> Based on the agreed prices between the parties Based on the contract prices between the parties and according to market price. General trading condition 	36 1 5	- - -	- - -

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
11	Modern Trade Management Company Limited Common directors and/or common shareholders	Spirits distiller <ul style="list-style-type: none"> • Sale & Purchase of Merchandise • Rendering of services • Trade and other payable • Supplier and tenant receivable 	<ul style="list-style-type: none"> • Based on the agreed prices between the parties • Based on the contract prices between the parties and according to market price. • General trading condition • General trading condition 	1,209 68 202 21	- - - -	- - - -
12	Southeast Insurance Public Company Limited Common directors and/or common shareholders	Insurance businesses <ul style="list-style-type: none"> • Rendering of services • Insurance premium • Trade and other payable • Supplier and tenant receivable 	<ul style="list-style-type: none"> • Based on the contract prices between the parties and according to market price. • Based on the contract prices between the parties and according to market price. • General trading condition • General trading condition 	13 123 5 1	- - - -	- - - -
13	F&N Dairies (Thailand) Company Limited Common directors and/or common shareholders	Manufacture and sale of dairy products and fruit juice <ul style="list-style-type: none"> • Sale & Purchase of Merchandise • Rendering of services • Trade and other payable • Supplier and tenant receivable 	<ul style="list-style-type: none"> • Based on the agreed prices between the parties • Based on the contract prices between the parties and according to market price. • General trading condition • General trading condition 	314 24 63 6	- - - -	- - - -
14	Montana Company Limited Common directors and/or common shareholders	Sales of Pharmaceutical and medical <ul style="list-style-type: none"> • Sale & Purchase of Merchandise • Trade and other payable 	<ul style="list-style-type: none"> • Based on the agreed prices between the parties • General trading condition 	2 1	- -	- -

Item	Company or Individual under RPT definition / Relationship with the Company	Type of Transaction and Benefit to the Company	Condition / Pricing Policy	Transaction value (In Million Baht)		Different opinion of Audit Committee (if any)
				2016	2015	
15	Rubia Industries Limited Common directors and/or common shareholders	Manufacture of soaps, cosmetics and confectioneries • Sale & Purchase of Merchandise • Trade and other payable	<ul style="list-style-type: none"> Based on the agreed prices between the parties General trading condition 	1 1	- -	- -
16	Asia Books Company Limited Common directors and/or common shareholders	Retailer of Books and Magazines • Sale & Purchase of Merchandise • Trade and other payable	<ul style="list-style-type: none"> Based on the agreed prices between the parties General trading condition 	6 6	- -	- -
17	F&N United Company Limited Common directors and/or common shareholders	Manufacture and distribution of icecream • Sale & Purchase of Merchandise • Trade and other payable • Supplier and tenant receivable	<ul style="list-style-type: none"> Based on the agreed prices between the parties General trading condition General trading condition 	4 2 1	- - -	- - -
18	Serm Suk Public Company Limited. Common directors and/or common shareholders	Manufacture and sale of beverage • Sale & Purchase of Merchandise • Trade and other payable	<ul style="list-style-type: none"> Based on the agreed prices between the parties General trading condition 	1 0.01	- -	- -
19	Bang Pa-In Paper Mill Industry Company Limited Common directors and/or common shareholders	Manufacture and sale of paper • Sale & Purchase of Merchandise • Trade and other payable	<ul style="list-style-type: none"> Based on the agreed prices between the parties General trading condition 	2 2	- -	- -
20	Retail World 6 Company Limited Common directors and/or common shareholders	Shopping center • Service fee and office rental • Trade and other payable	<ul style="list-style-type: none"> Based on the contract prices between the parties and according to market price. General trading condition 	9 0.3	- -	- -
21	Thai-Scandic Steel Company Limited Common directors and/or common shareholders	Manufacture of galvanized steel structures • Purchases of assets • Trade and other payable	<ul style="list-style-type: none"> Based on the agreed prices between the parties General trading condition 	4 4	- -	- -



Content Index per form 56-2

Subject	Page
1. Policy and Business Overview	11 - 13
2. Nature of Business	14 - 19
3. Risk Factors	86 - 87
4. General Information and Other Important Information	202
5. Shareholders	39
6. Dividend Policy	39
7. Management Structure	25 - 38
8. Corporate Governance	68 - 83
9. Corporate Social Responsibilities	88 - 110
10. Internal Control and Risk Management	64 - 67, 86 - 87
11. Related Party Transaction	192 - 200
12. Financial Highlights	1
13. Management Discussion and Analysis	181 - 190

Investor can get more information of the Company from 56-1 from at
www.sec.or.th or www.bigc.co.th



General Information and Reference

Big C Supercenter Public Company Limited

Type of Business : Retail
 Head Office : 97/11, 6th Floor, Ratchadamri Road,
 Lumpini Sub-district,
 Pathumwan district,
 Bangkok 10330, Thailand
 Registration No. : 0107536000633
 Telephone : 02-655-0666
 Fax : 02-650-3697
 Website : www.bigg.co.th
 Registered Capital : Baht 8,250,000,000
 Paid-up Capital : Baht 8,250,000,000
 (Comprised of 825,000,000 shares at par value of 10 Baht)

Security Registrar

Shareholders can contact the Registrar at the following address for more information of your shareholding, changes of shareholder information or receiving dividend:

Securities Depository (Thailand) Co., Ltd.

93 Ratchadaphisek Road, Dindaeng Sub-District,
 Dindaeng District, Bangkok 10400
 Tel: 02-009-9000 Fax: 02-009-9991

For more information, shareholders can also apply for membership of the Investor Portal via www.set.or.th. Allowing the Registrar to deposit dividend into your assigned bank account will be more convenient and secured for you. If you wish to apply for e-Dividend, you can contact TSD or your broker.

Starting 1 January 2015, TSD will deliver only 1 set of documentation for AGM and proxy to your Principal Address. For more information, please visit www.set.or.th or call SET Contact Center at 02-009-9999

Auditor

EY Office Ltd.
 33rd Floor, Lake Ratchada Building, 193/136-137
 Ratchadaphisek Road, Khlong Toei Sub-District, Khlong Toei
 District, Bangkok 10110
 Tel: 02-264-0777, 02-661-9190 Fax: 02-264-0789 to 90

Legal Advisor

Weerawong Chinnavat & Peangpanor Limited
 22nd Floor, Mercury Tower, 540 Ploenchit Road,
 Lumpini Sub-District, Pathumwan District,
 Bangkok 10330
 Tel: 02-264-8000 Fax: 02-657-2222

Information Center for Stakeholders

Ms. Rumpa Kumhomreun, CFO & Business Controller
 Mr. Rami Piirainen, CFA, Director of Investor Relations
 Tel: 02-655-0666 ext. 7416 or Email: kurumpa@bigc.co.th
 or pirami@bigc.co.th

Joining hands with shareholders to preserve the environment

To preserve the environment, we have published the Annual Report and Corporate Social Responsibility Report 2016 on the Company's website: www.bigg.co.th. We will send a CD of the Report to each shareholder. Printed copies will be delivered only upon request.

If you wish to receive the Report in print, please contact governance@bigc.co.th or fax: 02-250-5399 or call 02-655-0666 ext. 6871, 7159.

Website

We have published useful information for investors on the Company's website, www.bigg.co.th, on the Investor Relations page. Email alert service can be provided without charge. Our system will automatically send you the Company and SET's online announcements. You can register for the service at www.bigg.co.th > Investor Relations > Information Request > Email News Service

Information Center for Media

Mrs. Jareeviboon Boonchanakosol, Senior Manager, Public Affairs and Corporate Communications Department
 Tel: 02-655-0666 ext. 4441 or bojareeviboon@bigc.co.th

Precaution

Please take into consideration that this report contains forward-looking statements. These statements include descriptions regarding the intent, beliefs or current expectations of the Company or its directors and officers with respect to the results of operations and financial conditions of the Company. Such forward-looking statements do not guarantee future performance and involve risks and uncertainties, and actual results may differ from those in such forward-looking statements. The Company does not undertake to revise any forward-looking statements that may be made from time to time, by or on behalf of the Company.



Big C Thai retailer
with customers
at our heart.



Big C Supercenter Public Company Limited
6th Floor, 97/11 Ratchadamri Road
Lumpini Sub-District, Pathumwan District, Bangkok 10330, Thailand
☎ 02-655-0666
☎ 02-650-3697



www.bigc.co.th