

(Translation)

14 June 2016

Re: Notice of Extraordinary General Meeting of Shareholders No. 2/2016

To: Shareholders of
Berli Jucker Public Company Limited

Reference is made to Board of Directors' Meeting No. 6/2016 of Berli Jucker Public Company Limited (the "**Company**") held on 25 May 2016, which resolved to approve the convening of Extraordinary General Meeting of Shareholders No. 2/2016 on Wednesday, 29 June 2016, at 1500 hrs., at Meeting Room 1201 - 1202, 12th Floor, Berli Jucker House, No. 99 Soi Rubia, Sukhumvit 42 Road, Phra Khanong Subdistrict, Khlong Toei District, Bangkok 10110, to consider the following agenda items:

Agenda Item 1: To approve the Minutes of Annual General Meeting of Shareholders No. 1/2016 convened on 26 April 2016

Facts and rationale: The Annual General Meeting of Shareholders No. 1/2016 was held on 26 April 2016, and a Copy of the Minutes of such Meeting was submitted to the Stock Exchange of Thailand (the "**Stock Exchange**") and the Ministry of Commerce as required by law and posted on the Company's website (Enclosure 1).

Board's opinion: The Board of Directors was of the opinion that the Minutes were completely and correctly recorded in accordance with the resolutions passed by the shareholders' meeting, and shareholders should adopt the Minutes of the Annual General Meeting of Shareholders No.1/2016 as proposed.

Agenda Item 2: To approve the decrease in the registered capital by Baht 360,434,444, from the existing registered capital of Baht 2,014,389,444, to Baht 1,653,955,000, by cancelling 360,434,444 unissued shares, at the par value of Baht 1.00 per share, and to approve the amendment to Clause 4 of the Memorandum of Association (Registered Capital) in order to be in line with the capital decrease

Facts and rationale: In connection with the Company's intention to increase its registered capital in the following Agenda Item 3, Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) provides that the company may increase the amount of its registered capital by issuing new shares after all the shares have been completely sold and paid-up in full.

Consequently, in order to comply with the law, it is proposed that the shareholders' meeting approve the decrease in the registered capital of the Company from Baht 2,014,389,444, to Baht 1,653,955,000 by cancelling 360,434,444 unissued

shares, at the par value of Baht 1 per share (excluding the shares which have been allocated to accommodate the exercise of the warrants to purchase the shares of the Company issued to the executives and employees and/or subsidiaries of the Company under the Employee Stock Option Program).

In addition, in order to be in line with the capital decrease, the Company is required to amend Clause 4 of the Memorandum of Association (Registered Capital) by replacing the existing term with the following:

“Clause 4. Registered capital 1,653,955,000 Baht (one billion, six hundred fifty-three million, nine hundred fifty-five thousand Baht)

Divided into 1,653,955,000 shares (one billion, six hundred fifty-three million, nine hundred fifty-five thousand shares)

Value per share 1 Baht (one Baht)

Categorized into:

Ordinary shares 1,653,955,000 shares (one billion, six hundred fifty-three million, nine hundred fifty-five thousand shares)

Preference shares — shares (—)”

In this regard, it is proposed that the shareholders’ meeting approve the authorization of the person delegated by the Board of Directors who has the duty to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, to amend the terms in the Memorandum of Association in accordance with the registrar’s order.

Board’s opinion: The Board of Directors deemed it appropriate to propose that the shareholders’ meeting approve the decrease in the registered capital by Baht 360,434,444, from the existing registered capital of Baht 2,014,389,444, to Baht 1,653,955,000, by cancelling 360,434,444 unissued shares (excluding the shares which have been allocated to accommodate the exercise of the warrants to purchase the

shares of the Company issued to the executives and employees and/or subsidiaries of the Company under the Employee Stock Option Program), as well as approve the amendment to Clause 4 of the Memorandum of Association (Registered Capital) in order to be in line with the capital decrease, as proposed.

Remark: The resolution on this agenda item shall be passed by the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and being eligible to vote.

Agenda Item 3: To approve the increase in the registered capital of the Company by Baht 2,400,000,000, from the existing registered capital of Baht 1,653,955,000, to Baht 4,053,955,000, by issuing 2,400,000,000 newly-issued ordinary shares, at the par value of Baht 1.00 per share, and to approve the amendment to Clause 4 of the Memorandum of Association (Registered Capital) in order to be in line with the capital increase

Facts and rationale: In connection with the plans for capital restructuring and the repayment of loans secured from financial institutions received by the Group of Company to acquire the business of Big C Supercenter Public Company Limited (“**BIGC**”), as well as the capital utilization plan, for the business operation, and/or business expansion, and/or as a revolving capital of the Company, the Company is desirous to increase its registered capital by Baht 2,400,000,000, from the existing registered capital of Baht 1,653,955,000, to Baht 4,053,955,000, by issuing 2,400,000,000 newly-issued ordinary shares, at the par value of Baht 1.00 per share, in order to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to the specific investors (Private Placement).

In addition, in order to be in line with the capital increase, the Company is required to amend Clause 4 of the Memorandum of Association (Registered Capital) by replacing the existing term with the following:

“Clause 4. Registered capital	4,053,955,000 Baht	(four billion, fifty-three million, nine hundred fifty-five thousand Baht)
Divided into	4,053,955,000 shares	(four billion, fifty-three million, nine hundred fifty-five thousand shares)

Value per share	1 Baht (one Baht)
Categorized into:	
Ordinary shares	4,053,955,000 shares (four billion, fifty-three million, nine hundred fifty-five thousand shares)
Preference shares	— shares (—)”

In this regard, it is proposed that the shareholders’ meeting approve the authorization of the person delegated by the Board of Directors who has the duty to register the amendment of the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, to amend the terms in the Memorandum of Association in accordance with the registrar’s order.

Board’s opinion: The Board of Directors deemed it appropriate to propose that the shareholders’ meeting approve the increase in the registered capital of the Company by Baht 2,400,000,000, from the existing registered capital of Baht 1,653,955,000, to Baht 4,053,955,000, by issuing 2,400,000,000 newly-issued ordinary shares, at the par value of Baht 1.00 per share, in order to accommodate the allocation of the newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and to the specific investors (Private Placement), and to approve the amendment to Clause 4 of the Memorandum of Association (Registered Capital) in order to be in line with the capital increase, as proposed.

Remark: The resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and being eligible to vote.

Agenda Item 4: To approve the allocation of the 2,400,000,000 newly-issued ordinary shares to the specific investors (Private Placement) and the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering)

Facts and rationale: With respect to the increase of registered capital in the above Agenda Item 3, it is proposed the Meeting to approve the allocation of the 2,400,000,000 newly-issued ordinary shares, with a par value of Baht 1 per share, as per details as follows:

- 1) The allocation of not exceeding 800,000,000 newly-issued ordinary shares to specific investors (Private Placement) who are not connected persons of the

Company. The Board of Directors is authorized to determine the offering price in accordance with the following conditions:

- (a) The offering price shall be the best market price according to the market condition during the offering period, i.e. the price shall not be lower than the weighted average of the shares trading on the Stock Exchange of Thailand (the "Stock Exchange") for 7 but not more than 15 consecutive trading days (Market Price). In this regard, the Company may determine the discount on the offering price but shall not be more than 10.0 percent of such Market Price, or not lower than the price which is determined by the book building method surveyed by the securities company in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558, Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors; and
- (b) Such price shall be the offering price not lower than which is offered to the existing shareholders proportionate to their respective shareholdings (Rights Offering) on the first offering (Baht 35 per share) and shall be a reasonable price when considering to benefits, interest and any impact to the existing shareholders of the Company.

The additional details of which are set out in the Capital Increase Report Form (F 53-4) (Enclosure 2) and Information Memorandum on the Allocation of the Newly-issued Ordinary Shares to the Specific Investors (Private Placement) (Enclosure 3).

The issuance and offering of the newly issued shares to the specific investors is subject to the approval from the Securities and Exchange Commission ("SEC").

- 2) The allocation of the remaining newly-issued ordinary shares (not exceeding 1,600,000,000 shares) to the existing shareholders proportionate to their respective shareholdings (Rights Offering). In this regard, the Company determined the allocation ratio as one existing share to one newly-issued share (Currently, the number of issued shares of the Company are 1,592,221,000

shares), at the offering price of Baht 35 per share, which is the price discounted from the closing price of the Company's shares trading on the Stock Exchange as at 25 May 2016 which is the date on which the Board of Directors resolved to approve of this matter (the closing price as at 25 May 2016 was equivalent to Baht 37.75, therefore, such offering price of Baht 35 per share is a price that can be calculated as the discount of 7.28 percent of the closing price); and the subscription period of the first offering is 13, 14, 15, 20, and 21 July 2016 (a total of 5 business days). In this regard, 9 June 2016 was scheduled as the date to record the names of the shareholders who are entitled to subscribe for the newly-issued shares proportionate to their respective shareholdings (Record Date) under this Clause 2); and 10 June 2016 was scheduled as the date to close the share register to list the names of the shareholders (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

- 3) In the case of the newly-issued ordinary shares remaining from the allocation to the specific investors under Clause 1) and/or the newly-issued ordinary shares remaining from the allocation to the existing shareholders proportionate to their respective shareholding under Clause 2), the Company may again allocate all or part of the remaining newly-issued ordinary shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering). In this regard, in this second Rights Offering, the Company will determine all details relating to the offering, for example, allocation ratio, offering price, subscription date, Record Date, etc. in accordance with the details and conditions which shall be further determined by the Board of Directors and again informed to the shareholders in advance.

However, the offering price shall be determined by the Board of Directors or any person designed by the Board of Directors which shall not lower than the offering price to the existing shareholders in proportionate of their shareholding in the first offering under Clause 2) and shall not exceeding the offering price to the Private Placement under Clause 1).

In this Rights Offering, TCC Corporation Co., Ltd. (“TCC Corporation”), a major shareholder of the Company declared its intention to subscribe for the newly-issued ordinary shares proportionate to its shareholding proportion. If there is any remaining shares from each subscription, TCC Corporation may subscribe for the newly-issued shares in excess of its shareholding proportion until no shares remain following the allocation, which will depend upon the necessity of the utilizing of the Company’s capital. However, if such over-subscription of newly-issued ordinary shares by TCC Corporation results in its shareholding triggering the requirement to make a tender offer for the entire remaining securities of the business pursuant to the notification of the Capital Market Supervisory Board on business takeovers, TCC Corporation will subscribe for the newly-issued ordinary shares in excess of its shareholding if they are granted a waiver from making a tender offer for the entire remaining securities of the business for business takeovers from the SEC Office.

Moreover, it was proposed that the Board of Directors or Mr. Aswin Techajareonvikul Chief Executive Officer and President, as a person designed by the Board of Directors has the authority to determine and/or make changes to other details relating to the allocation of the newly-issued shares to the specific investors in accordance with Clause 1) and/or the existing shareholders proportionate to their respective shareholdings (Rights Offering) in accordance with Clause 2) and 3), subject to the relevant rules and laws, which shall include but not be limited to the following: (1) to consider and determine whether the newly-issued ordinary shares shall be one or from time to time allocation, the offering period, allocation ratio, offering price (for the allocation of shares under Clause 1) and/or Clause 3)), date for listing the names of the existing shareholders having the right to subscribe for and be allocated the newly-issued ordinary shares under the Rights Offering (Record Date) (for the allocation of shares under Clause 3)), payment for shares, and other details and conditions relating to the allocation; (2) to appoint the financial advisors, enter into negotiations, agreements, and execute relevant documentation and agreements relating to the allocation, and to undertake any act in connection with the allocation; and (3) to sign application forms for permission, relaxation, and evidence necessary for and relevant to the allocation, as well as to coordinate with and apply for permission for approval, relaxation, and necessary and relevant evidence

from the relevant government agencies or relevant agencies, and to list the newly-issued ordinary shares on the Stock Exchange, and any take other action as it deems necessary and appropriate for the purpose of the allocation.

In this regard, the list of information in the notice of the shareholders' meeting for seeking approval of the issuance and offering of securities in accordance with to the Capital Market Supervisory Board No. Tor Chor. 73/2558 are enclosed in the Information Memorandum on the Allocation of the Newly-issued Ordinary Shares to the Specific Investors (Private Placement) (Enclosure 3).

Board's opinion: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocation of the 2,400,000,000 newly-issued ordinary shares, with a par value of Baht 1 per share as proposed.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and being eligible to vote.

Agenda Item 5: To approve the issuance and offering for sale of the debentures in the amount of not exceeding Baht 130,000 million or in the equivalent amount in another currency

Facts and rationale: In connection with the Company's intention to utilize the proceeds derived from the issuance and offering for sale of the debentures to repay the existing loans, and/or in the business operation, and/or business expansion, and/or as a revolving capital of the Company, or for any other purposes as the Board of Directors may deem appropriate, it is proposed that the shareholders' meeting approve the issuance and offering for sale of the debentures in the amount of not exceeding Baht 130,000 million or in the equivalent amount in another currency. In this regard, the total value of the debentures and the loans of the Company Group at the certain time, shall not exceed Baht 130,000 million, excluding the existing debentures and other existing credit facilities granted to the Company Group, which is not related to the credit facilities used for the acquisition of BIGC Supercenter Public Company Limited's shares and other related businesses).

Objectives:	To utilize the proceeds derived from the issuance and offering for sale of the debentures to repay the existing debts, and/or to use as the revolving capital of the Company, and/or to use for business expansion, or for other purposes as the Board of Directors may deem appropriate.
Type:	All types and forms of debentures, whether entered in a named certificate or not entered in a named certificate, with or without securities as a guarantee or guarantor, with or without a debenture holder representative, subordinated or unsubordinated, depending on the market conditions at the time of the issuance and offering for sale in each occasion, and other relevant factors.
Currency:	Thai Baht and/or in the equivalent amount in other currency
Total Value:	<p>Not exceeding Baht 130,000 million or in the equivalent amount in another currency.</p> <p>In this regard, the Company is able to issue and offer for sale additional debentures to replace the existing debentures which have been redeemed in a total of not exceeding such amount. At a certain time, the value of the debentures which have been issued and sold but are yet to be redeemed, shall not exceed the said amount (revolving basis).</p>
Offering for sale:	All debentures shall be offered for sale on one or more occasion, in one or more series. The offering for sale may be made to the general investors (public offering), and/or institutional investors, and major investors, and/or the qualified investors as defined under the relevant notifications of the Office of the Securities and Exchange Commission. The offering for sale can be made within the country and/or overseas, in accordance with the criteria stipulated under the relevant notifications of the Securities

	and Exchange Commission, and/or the Capital Market Supervisory Board, or subject to the relevant notifications, ministerial regulations, other rules and laws, which are in effect at the time of the issuance and offering for sale of the debentures.
Interest rate:	<p>Subject to the market conditions at the time of the issuance and offering for sale of the debentures and other relevant factors.</p> <p>In this regard, the interest rate shall be subject to the relevant notifications of the Securities and Exchange Commission, and/or the Office of the Securities and Exchange Commission, and/or other notifications or regulations, which are in effect at the time of the issuance and offering for sale of the debentures.</p>
Terms of debentures:	Subject to the market conditions at the time of the issuance and offering for sale of the debentures, and other relevant factors.
Premature redemption:	The debenture holders may or may not have the right to redeem the debentures before their maturity date, and the Company may or may not have the right to call for redemption of debentures before their maturity date, depending on the terms and conditions of each issuance.
Authority to determine other details:	<p>The Board of Directors or any person delegated by the Board of Directors shall be authorized to:</p> <ol style="list-style-type: none"> 1) determine details relevant to the debentures, including type, name, interest rate, term, appointment of debenture holder representative, and any other details relating to the offering for sale, including but not limited to procedures and period for offering for sale and allocation of debentures; 2) appoint a financial advisor, and/or

	<p>underwriter, and/or credit rating institution to rate the securities issuer, and/or securities, and/or any other person in the case where it is necessary to appoint such parties in accordance with the relevant rules and regulations or any other cases as deemed appropriate;</p> <p>3) contact, negotiate, enter into, or amend any agreement and or documentation, including provide information, submit documentary evidence with the Office of the Securities and Exchange Commission, and/or any agency relevant to the issuance and offering for sale of the debentures, as well as to undertake any act relevant to or necessary for the issuance and offering for sale of the debentures, in all respects, as deemed appropriate.</p>
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Board's opinion: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the issuance and offering for sale of the debentures in the amount of not exceeding Baht 130,000 million or in the equivalent amount in another currency, as proposed. In this regard, the total value of the debentures and the loans to be secured Company Group at any given time, shall not exceed Baht 130,000 million, excluding the existing debentures and other existing credit facilities granted to the Company Group, which is not related to the credit facilities used for the acquisition of BIGC Supercenter Public Company Limited's shares and other related businesses).

Remark: The resolution on this agenda item shall be passed by the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and being eligible to vote.

Agenda Item 6: To approve the amendment to the objectives of the Company and the amendment to Clause 3 of the Memorandum of Association (Objectives)

Facts and rationale: In connection with the Company's policy to expand its business in order to operate its international business headquarters, it is proposed that the shareholders' meeting

approves the amendment to Clauses 5, 9, 20 of, the additional of an objective to the Company's objectives, resulting in a total of 21 clauses, in order to cover the future business expansion, and for the Company's objectives to be in compliance with the rules on the registration of a company at the Office of the Central Company and Partnership, the details of which are as follows:

Clauses 5, 9, and 20 of the objectives shall be amended to read as follows:

- (5) To buy, procure, obtain, lease, hire-purchase, own, occupy, develop, use, accept pledge over (without accepting deposit of monies or accepting monies from the public and utilizing such monies), and otherwise manage any property, including its interests; to sell, transfer, give, lease, mortgage, pledge, exchange, and otherwise dispose any property;
- (9) To engage in the business of transporting passengers and cargo on land, by sea and air, both domestically and internationally;
- (20) To engage in the business of rendering counsel and giving advice, as well as undertaking management with respect to administration, commercial activities, wholesaling and retail businesses, industrial activities, including issues relating to manufacturing, marketing, and distribution, procuring raw materials and parts, product and research development, technical support, human resources and trainings, finance, economic analysis and research, and credit facility management and control.

Clause 21 which will be added shall be read as follows:

- (21) To engage in the business of financial management, including the finance management of treasury centers, borrowing and lending to affiliated enterprises.

In addition, in order to be in line with the amendment to the Company's objectives as detailed above, it is proposed that the shareholders' meeting approve the amendment to Clause 3 of the Memorandum of Association, provided that the 20 objectives shall be amended to 21 objectives, and shall be read as follows:

"Clause 3. The Company has 21 objectives, which appear in Form BorMorJor. 002 attached."

In this regard, upon registering the amendment to the Company's objectives at the Department of the Business Development, Ministry of Commerce, it is deemed appropriate to propose that the shareholders' meeting approve the authorization of the person delegated by the Board of Directors or the authorized directors, to amend and add wordings in the objectives so proposed in order to be in line with the registrar's order, without affecting the essence of this amendment.

Board's opinion: The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the amendment to the objectives of the Company and the amendment to Clause 3 of the Memorandum of Association (Objectives), as proposed.

Remark: The resolution on this agenda item shall be passed by the votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and being eligible to vote.

Agenda Item 7: Other matters (if any)

The Company hereby informs you that 9 June 2016 is scheduled as the date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 2/2016 and the shareholders who are entitled to subscribe for the newly-issued ordinary shares proportionate to their respective shareholdings for the first offering (Record Date), and 10 June 2016 is scheduled as the date to close the share register to list the names of the shareholders (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992). Nevertheless, the determination of rights to subscribe for and receive the allocation of the newly-issued ordinary shares, and the subscription period are still uncertain and subject to the approval of the meeting of shareholders.

The shareholders are cordially invited to attend the Meeting on the date, and at the time and venue specified hereunder. In the event that a shareholder wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, please execute and affix the signature in the proxy form attached herewith, and submit the form to the Company Secretary prior to the commencement of the Meeting.

Sincerely yours,

Berli Jucker Public Company Limited

- Signature-

Sujittra Vichayasuek
Company Secretary

- Enclosures:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No.1/2016 held on 26 April 2016
 2. Capital Increase Report Form (F 53-4)
 3. Information Memorandum on the Allocation of the Newly-issued Ordinary Shares to the Specific Investors (Private Placement)
 4. Guidelines for the proxy forms, registration for the meeting, documentation and evidence required to be presented on the date of the meeting, and procedures on voting at the meeting
 5. Profiles of independent directors available to be appointed as proxies
 6. Procedures on attending the meeting
 7. Articles of Association on the shareholders' meeting
 8. Proxy Forms in the form as prescribed by the notification of the Department of Business Development (No. 5)
 9. Map of Berli Jucker Public Company Limited