

Invitation to the Annual General Meeting of Shareholders
for the Year 2018

BIG CAMERA CORPORATION PUBLIC COMPANY LIMITED

(-Translation-)

March 9, 2018

Subject : Invitation to Annual General Meeting of Shareholders for the Year 2018

To : Shareholders of BIG Camera Corporation Public Company Limited

Enclosures :

1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders
2. Annual Report , together with the Financial Statements of the Company for the year ended 31 December 2017 in CD-ROM
3. Definition and qualification of Independent Directors
4. Registration Form
5. Proxy Form A and Proxy Form B (Proxy Form C is available for download from the Company's website at www.bigcamera.co.th)
6. Documents or evidences required for attending the Meeting
7. The Articles of Association of the Company relating to Shareholders' Meeting
8. Profile of the Independent Director who is proposed to be a proxy of shareholders in case of proxy granting
9. Details of Directors who retire by rotation
10. Comparison of the existing Articles of Association and the amendment (Supporting Document for Agenda 8)
11. Procedure to attend the Meeting
12. Map of the Meeting's venue

The Board of Directors' meeting No. 1/2018 of BIG Camera Corporation Public Company Limited ("Company") held on 20th February 2018 adopted a resolution to call for the Annual General Meeting of Shareholders for the Year 2018 to be held on Wednesday 11th April 2018 at 14.00 hrs., at The Chatrium Ballroom 4th Floor, Chatrium Hotel Riverside Bangkok, 28 Charoenkrung Soi 70, Bangkoklame, Bangkok 10120 to consider the following agendas:

Agenda 1 Adoption of the minutes of 2017 Annual General Meeting of Shareholders

Fact and reasons: The Company Secretary took the minutes of the 2017 Annual General Meeting of Shareholders , which was held on 11th April 2017. The Company Secretary submitted mentioned Minutes of

the Meeting to the Stock Exchange of Thailand (“SET”) within 14 days and to the Ministry of Commerce as required by laws. A copy of the Minutes was attached to this meeting invitation. (Enclosure no.1)

Board’s opinion: The Minutes was taken accurately according to the resolutions of the Meeting. The shareholders are recommended to adopt the Minutes of the 2017 Annual General Meeting of Shareholders.

Pursuant to the law, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 2 Acknowledgement of the Company’s Operation result for the year 2017

Fact and reasons: The Company prepared the report of the Company’s business operation for the year 2017 ended 31st December 2017. Details of which are appeared in the 2017 Annual Report, which was delivered to the shareholders, together with this meeting invitation. (Enclosure no.2)

Board’s opinion: After due consideration, the Board of Directors endorsed the correctness and adequacy of the reports. The shareholders are recommend to acknowledge the Company’s business operation for the year 2017.

This matter is for the Shareholders’ information and acknowledgement without voting to pass a resolution.

Agenda 3 Approval on the Financial Statements for the year ended 31st December 2017 together with the Auditor Report

Fact and reasons: The Company prepared the Financial Statements for the year ended 31st December 2017 and auditor report which were audited and certified by the auditor of the Company, EY Office Limited, and reviewed by the Audit Committee. Details of which are appeared in the Annual Report submitted together with this meeting invitation. (Enclosure no.2)

Board’s opinion: The shareholders are recommended to approve the Financial Statements for the year ended 31st December 2017 which were audited and certified by the auditor of the Company and reviewed by the Audit Committee.

Pursuant to the law, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 4 Approval on allocation of net profit for the Year as ended 31st December 2017 and dividend payment

Fact and reasons: Pursuant to Chapter 6 Article 49 of the Company's Articles of Association, the Company must reserve fund stipulated by law at least 5% of its net income after reduction of loss carry forward until this legal reserve equal to at least 10% of its registered capital. In addition, the Company has dividend policy to pay dividend from its profit not less than 50% of the net profit remained after reduction of all kinds of reserve fund stipulated by law and the Company.

According to the 2017 operating results of the Company, the Company has net profit of 777,783,665 Baht. The Company has its budgeting for working capital and investing in 2018 equal to 340 Million Baht. The Board of Directors' Meeting no.1/2018 held on 20th February 2018, endorsed the dividend payment for the operating results of the fiscal year 2017 to all shareholders at 0.13 Baht per share. The total amount to be paid is 458,754,244 Baht or 58.98% of the net profit, which in line with the Company's dividend payment policy. There was no additional appropriation as the Company legal reserve has already met the requirement of the law.

Board's opinion: The shareholders are recommended to approve the declaration of dividend payment for the operating results of the fiscal year 2017 ended 31st December 2017 at 0.13 Baht per share, the total amount to be paid is 458,754,244 Baht to the shareholders whose names are appeared in the share register book on 20th April 2018 (Record Date) and there will be no additional appropriation as the Company legal reserve has met the requirement of the law. In this regard, dividend will be paid on 9th May 2018.

Pursuant to the law, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 5 Approval on the appointment of the auditor for the Year 2018 and determination of the remuneration

Fact and reasons: In order to ensure compliance with Section 120 of the Public Company Act B.E.2535 with regard to the appointment of auditor and determination of auditor remuneration by the Meeting of Shareholder every year.

The Audit Committee had selected the auditor of the Company and its subsidiary for the year 2018 by considered the freedom, qualification, experience, knowledge, continuity and efficiency including the

appropriate audit fee then proposed to the Board of Directors to propose to the Meeting of Shareholders to appoint the EY Office Limited as the auditor of the Company and its subsidiary for the year 2018 as listed below;

1. Mr. Preecha Arunnara Certified Public Accountant No. 5800 or
2. Ms. Supanee Triyanantakul Certified Public Accountant No. 4498 or
3. Ms. Watoo Kayankannavee Certified Public Accountant No. 5423

any of these auditors shall be appointed as the Company and its subsidiary's auditor and the auditor remuneration for the year 2018 shall be determined at the amount of 3,200,000 Baht, which is 700,000 Baht higher than the previous year. (The auditor remuneration is exclusive of other fees (Non-audit fee) if any, which will be billed per actual i.e. traveling expenses) details as follow;

2018 (proposed year)				
Company	Quarterly Review	Year End Review	Information Systems Review	Total
Big Camera Corporation PLC.	1,080,000.00	1,460,000.00	250,000.00	2,790,000.00
Image Solution Plus Co., Ltd.	60,000.00	350,000.00	-	410,000.00
Total	1,140,000.00	1,810,000.00	250,000.00	3,200,000.00

In this regard, such auditors of EY Office Limited are qualified and have no relationship with or any interests with the Company, its subsidiary, executives, major shareholders, or any persons related to such parties and therefore; the auditors show independence in auditing and rendering opinions on financial statements.

Board's opinion: The Board of Directors concurred the endorsement of the Audit Committee to propose to the Meeting of Shareholders to appoint either Mr. Preecha Arunnara, Certified Public Accountant No. 5800 or Ms. Supanee Triyanantakul, Certified Public Accountant No. 4498 or Ms. Watoo Kayankannavee, Certified Public Accountant No. 5423 from EY Office Limited to be the auditors of the Company and its subsidiary for the year 2018 and to determine the auditor remuneration of 3,200,000 Baht. In the event that the auditors mentioned above are unable to perform their duties, EY Office Limited is authorized to assign

another of its auditors to perform the audit and express opinion on the Company's and its subsidiary financial statements in place of them.

Pursuant to the law, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 6 Approval on the election of the directors in replacement of the directors who retire by rotation

Fact and reasons: Pursuant to Chapter 4 Article 22 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third (1/3) of the total number of directors shall retire by rotation. If the number of vacated directors does not reach the exact one-third (1/3), the number nearest to one-third (1/3) shall be subject to the above retirement. A retiring director may be eligible for re-election.

In 2018, 3 directors shall retire, which are;

- | | | |
|------------------|------------------|---|
| 1. Mr. Atit | Chunhachatrachai | Director |
| 2. Dr. Suvit | Thaniyavarn | Independent Director/ Chairman of the Audit Committee |
| 3. Mrs. Haruthai | Sukying | Independent Director/ Audit Committee |

Since the Company made an announcement to invite the shareholders to propose the names of qualified candidates for the positions of the directors in the 2018 Annual General Meeting of Shareholders via the Company's website and SET's channel from 5th December 2017 to 15th January 2018. However, no such proposals were made.

The details of each retired director and definition as well as qualifications of Independent Director are shown in Enclosure no.9 and Enclosure no.3 respectively.

Board's opinion: The Board of Directors conducted its review of screened process under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors and had duly performed their duties well. In addition, the Board of Directors has considered and ensured that the 3 directors are completely qualified as directors, have knowledge, competence, experience which shall be beneficial to the Company's business operation. Accordingly, the Board of Directors excluding the directors who are proposed for re-election, agreed to propose the shareholders to re-elect the of the 3 retired directors are Mr. Atit Chunhachatrachai , who has been a director of the Company since April 2014 until now for 4 consecutive years, Dr. Suvit Thaniyavarn, who has been an independent director of the Company since June

2014 until now for consecutive 3 years 9 months and Mrs. Haruthai Sukying, who has been an independent director of the Company since June 2014 until now for consecutive 3 years 9 months for another term.

Pursuant to the law, this matter requires an affirmative resolution passed by a majority of the total number of votes of the Shareholders who attend the meeting and cast their votes.

Agenda 7 To determine the director remuneration for the year 2018

Fact and reasons: The Board of Directors has considered the director remuneration for the year 2018 by taking into account the benchmark rates of peers in the industry, and the Company's business expansion, the performance of the Company and its subsidiary, as well as scope and responsibility of each committee and agreed to propose the shareholders to approve the director remuneration at the aggregate amount of not more than 2,000,000 Baht, which is increase 500,000 Baht from previous year. The meeting allowance remains the same as follow;

Detail of Remuneration	2018 (propose year)	2017
	Meeting allowance/person/time	Meeting allowance/person/time
Chairman of the Board of Directors	22,000 Baht	22,000 Baht
Chairman of the Audit Committee	22,000 Baht	22,000 Baht
Director	15,000 Baht	15,000 Baht
Audit Committee	15,000 Baht	15,000 Baht

Board's opinion: The Board of Directors agreed to propose such to the Meeting of Shareholders for consideration and approval for the director remuneration of the year 2018 at the aggregate amount not to exceed 2,000,000 Baht.

This matter requires an affirmative resolution of not less than two-third (2/3) of the total number of votes of the Shareholders attending the meeting and are entitled to vote.

Agenda 8 Approval on the amendment of the Articles of Association of the Company

Agenda 8.1 Approval on the amendment of the Articles of Association of the Company in Chapter 4
Article 29

Fact and reasons: The Board of Directors meeting no.1/20108 held on 20th February 2018 approved the amendment of the Article of Association of the Company in Chapter 4 Article 29 in regard to the Board Conferencing via Electronic Means in order to increase flexibility of business operations of the Company. The details of the amendment of the Article of Association are appeared in Enclosure no.10.

Board's opinion: The Board of Directors agreed to propose such to the Meeting of Shareholders for consideration and approval for the amendment of the Article of Association in Chapter 4 Article 29.

This matter requires an affirmative resolution of not less than three-fourth (3/4) of the total number of votes of the Shareholders attending the meeting and are entitled to vote.

Agenda 8.2 Approval on the amendment of the Articles of Association of the Company in Chapter 5
Article 35

Fact and reasons: The Board of Directors meeting no.1/20108 held on 20th February 2018 approved the amendment of the Article of Association of the Company in Chapter 5 Article 35 Chapter 5 Article 35 to be in line with Section 100 of the Public Limited Companies Act B.E.2535, which is amended according to the Order of the Head of the National Council for Peace and Order No.21/2560 Re: Additional Amendment to the Law for Business Facilitation. The details of the amendment of the Article of Association are appeared in Enclosure 10.

Board's opinion: The Board of Directors agreed to propose such to the Meeting of Shareholders for consideration and approval for the amendment of the Article of Association in Article 35 Chapter 5.

This matter requires an affirmative resolution of not less than three-fourth (3/4) of the total number of votes of the Shareholders attending the meeting and are entitled to vote.

Agenda 9 To consider any other business (if any)

Board's opinion: There will be no further proposed agenda to the Meeting of Shareholders and no voting for resolution in this agenda in order to give the shareholders an opportunity to make enquiries to the Board of Directors (if any).

The shareholders of BIG Camera Corporation Public Company Limited are cordially invited to participate in the meeting on the date, time and place stated above. If any shareholder wishes to appoint another person to attend the meeting and vote as his or her proxy, please assign the representative who is legal age. Also, kindly fill in and execute only either Proxy form A or form B (Enclosure no.5) or form C and submit it to the Company before attending the meeting. The Proxy Form C is only for the shareholder who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, can be download from the Company's website at www.bigcamera.co.th under Investor Relations.

Any shareholder may appoint an independent director as his/her proxy to attend the meeting and vote on his/her behalf. The profile of independent director who is proposed to be a proxy of shareholders in case of proxy granting are attached hereto in the Enclosure 8.

The Company determined the shareholders' names who have the right to attend the Meeting on 7th March 2018 (Record Date).

Yours sincerely,

(-Signature-)

(Mr. Chan Thienkanjanawong)

Chairman