

(Translation)

Minutes of the Annual General Meeting of the Shareholders for the Year
2015 of Big Camera Corporation Public Company Limited

Date, Time and Venue of the Meeting

The Annual General Meeting of the Shareholders for the Year 2015 (the “Meeting”) was held on Monday, April 27, 2015, at 2.00 p.m., at the River Room, Chatrium Hotel Riverside Bangkok, No. 28 Charoenkrung Soi 70, Wat Phrayakrai sub-district, Bangkoklame, Bangkok.

Directors in Attendance

- | | | |
|---|------------------|-----------------------------|
| 1. Mr. Chan | Thienkanjanawong | Chairman |
| 2. Mrs. Wankamol | Thienkanjanawong | Director |
| 3. Mr. Thanasit | Thienkanjanawong | Director |
| 4. Mr. Chitchai | Thienkanjanawong | Director |
| 5. Mr. Porameth | Chantanakomes | Independent Director |
| 6. Dr. Suwit | Thaniyavan | Chairman of Audit Committee |
| 7. Ph.D., Prof. Phumthan Rangkakulnuwat | | Audit Committee |

Directors not in Attendance

- | | | |
|------------------|------------------|-----------------|
| 1. Mr. Thaveesak | Vayakornvichitr | Director |
| 2. Mr. Atit | Chunhachatrachai | Director |
| 3. Mrs. Haruthai | Sukying | Audit Committee |

Management Participating

- | | | |
|----------------|----------------|-------------------------|
| 1. Ms. Chutima | Klongpratippol | Chief Financial Officer |
|----------------|----------------|-------------------------|

Financial Advisor from Absolute Advisory Company Limited

- | | |
|----------------|------------|
| 1. Mr. Paiboon | Nonchasiri |
|----------------|------------|

Legal Consultant from DN36 Limited

- | | |
|----------------|-------------|
| 1. Mr. Neramit | Tongpromsuk |
|----------------|-------------|

Auditor from the EY Office Limited

- | | |
|-----------------|---------------|
| 1. Mr. Supachai | Phanyawattano |
| 2. Mr. Preecha | Arunnara |

Commencement of the Meeting at 2:00 pm.

The meeting moderator notified the preliminary information of Big Camera Corporation Public Company Limited (the “Company”) to the Meeting as follows:

Registered capital	882,219,700 Baht
Paid-up capital	882,219,700 Baht
Divided into	3,528,878,800 Shares
With the par value of	0.25 Baht

In the Meeting today, there were 37 shareholders presented in persons and 22 by proxies, totaling of 57 shareholders representing 2,687,613,690 shares accounting for 76.1606% of the Company’s total issued shares. The quorum of the Meeting was thus constituted. By the Company’s Articles of Association, the specification on the quorum regarding the shareholders’ meeting stated that the number of shareholders and proxy of shareholders (if any) to attend the meeting shall not be less than 25 people or not less than half of the total shareholders. And the total shares are to be not less than one-third of the total issued shares of the Company in order to complete the quorum.

The meeting moderator additionally notified on the vote counting of shareholders to cast the vote in each agenda as follows:

In an ordinary event, an agenda item shall be passed by the majority vote of the shareholders who attend the Meeting and cast their votes. In the case of an equality of votes, the Chairman of the Meeting shall have an additional vote as a casting vote in agenda 1, agenda 3 until agenda 6. An exception is made for the agenda 7 which concerning the remuneration of directors, wherein a resolution will require at least two-thirds of all votes from shareholders who are in attendance at the Meeting.

To count the votes in approval for each agenda item, the Company will deduct the total votes cast as disapproval and abstention from the total votes of shareholders in attendance at the Meeting.

In case of voting in agenda 6 To consider and approve re-appointment of Directors who retire by rotation for another term

- The shareholders who have authorized other people by Proxy Form B or authorized the Directors to vote, and determined that the proxies will vote according to the shareholders’ intentions or proxies’ intentions, the Company will count the votes according to the shareholders’ intentions or proxies’ intentions
- The Company will propose that the Meeting consider the appointment of each director, and shareholders can vote to approve, disapprove, or abstain. The staff will collect the ballots disapproving or abstaining of each director first, and then collect the ballots of those that approve.

1. If any shareholder wishes to leave the Meeting before the Meeting is adjourned or is not present in the meeting room during any agenda item, such shareholder can exercise his/her rights by submitting the voting ballot to the staff of the Company in advance before he/she leaves the meeting room
2. The total number of votes the shareholders cast on each agenda item may not be consistent, as there are shareholders and proxies entering the meeting room from time to time. Therefore, the number of persons attending the Meeting for each agenda item may change.
3. There must be neutral persons to witness the vote-counting process thus 2 volunteered shareholders are invited to witness the vote-counting at this Meeting.
4. Before voting on each agenda item, the Chairman shall give the shareholders and proxies an opportunity to ask questions and render their opinions concerning such agenda items as the Chairman deems appropriate. Any shareholder or proxy who wishes to ask questions shall declare his/her name and surname before asking every question or rendering an opinion.

Mr. Chan Thienkanjanawong, the Chairman of the Meeting, then declared the Annual General Meeting of Shareholders for the Year 2015 of Big Camera Corporation Public Company Limited. The Chairman then assigned Mr. Thanasit Thienkanjanawong, the Managing Director of the Company, to conduct the Meeting according to the following agendas.

Agenda 1 To consider and approve the Minutes of Extraordinary General Meeting of Shareholders No.1/2014

Mr. Thanasit proposed the Meeting to consider and approve the Minutes of Extraordinary General Meeting of Shareholders No.1/2014, held on December 26, 2014, which had been distributed together with the invitation letter for this Meeting to all shareholders. Mr. Thanasit viewed that if there was no one objecting or requesting to revise the minutes, then would like to request the resolution from the Meeting.

This agenda item must be approved with the majority of the total number of votes of the shareholders attending the Meeting and having vote;

Resolution The Meeting has resolution to approve the Meeting of Shareholders No.1/2014, held on December 26, 2014 by consensus vote as follows;

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,696,868,454	100
Disapproved	0	0

Remark There were 20 new shareholders attended during this agenda, the number of share 9,254,764 shares. Total number of shareholders attended was 77 persons representing

2,696,868,454 shares

Agenda 2 To acknowledge the report of the Board of Directors on the Company's business operation in 2014

Mr. Thanasit explained to the Meeting about the overall business situation and the Company's business performance for the year 2014. There were no questions from the shareholders. The Meeting duly acknowledged the Board of Directors' Report of year 2014 operations.

Agenda 3 To consider and approve the Financial Statements for the year ended 31st December 2014

Proceeded from agenda 2, Mr. Thanasit reported the company's business operation in 2014 and proposed the shareholders to consider and approve the Financial Statements for the year ended 31st December 2014 which was approved by auditors.

Mr. Thanasit viewed that if there was no additional question on this agenda, then would like to request the resolution from the Meeting.

This agenda item must be approved with the majority of the total number of votes of the shareholders attending the Meeting and having vote;

Resolution The Meeting has resolution to approve the Financial Statements for the year ended 31st December 2014 by consensus vote as follows;

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,696,911,464	100
Disapproved	1,200	0
Abstained	0	0

Remark There were 7 new shareholders attended during this agenda, the number of share 44,210 shares. Total number of shareholders attended was 84 persons representing 2,696,912,664 shares

Agenda 4 To consider and approve not to allot of net profit for the Year as ended December 31, 2014 and non-dividend payment

Mr. Thanasit proposed the shareholders to consider and approve not to allot of net profit for the Year as ended December 31, 2014 and non-dividend payment. Pursuant to Article 48 (6) of the Company's Articles of Association, Company must pay dividend from its profit and no dividend shall be paid if the Company still incurs retained loss, due to the Baht 144 Million retained loss incurred for the year as ended December 31, 2014.

Mr. Thanasit viewed that if there was no additional question on this agenda, then he would like to request the resolution from the Meeting.

This agenda item must be approved with the majority of the total number of votes of the shareholders attending the Meeting and having vote;

Resolution The Meeting has resolution to approve not to allot of net profit for the Year as ended December 31, 2014 and non-dividend payment.

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,696,781,464	99.0051
Disapproved	11,200	0.0004
Abstained	120,000	0.0044

Agenda 5 To consider and approve to appoint Certified Auditor and audit fee for the Year 2015

Mr. Thanasit informed to shareholders that the board of directors has considered auditor from experience, standard, efficiency, expertise, independence and appropriate audit fee. Then the board of directors proposed to appoint the EY Office Limited as the auditor of the Company for the financial year 2015, and should be appointed following persons as the auditors of the Company:

1. Mr. Supachai Phanyawattano C.P.A. Registration No. 3930 and/or
2. Miss Waraporn Prapasirikul C.P.A. Registration No. 4579 and/or
3. Miss Chonlaros Suntiasvaraporn C.P.A. Registration No. 4523

The proposed audit fee for year 2015 equals to 2,745,000 baht. (The audit fee excludes other out-of-pocket expenses that may additionally be incurred)

Mr. Thanasit viewed that if there was no additional question on this agenda, then would like to request the resolution from the Meeting.

This agenda item must be approved with the majority of the total number of votes of the shareholders attending the Meeting and having vote;

Resolution The Meeting has resolution to appoint Mr. Supachai Phanyawattano C.P.A. Registration No. 3930 and/or Miss Waraporn Prapasirikul C.P.A. Registration No. 4579 and/or Miss Chonlaros Suntiasvaraporn C.P.A. Registration No. 4523 of EY Office Limited as the auditor of the Company for the financial year 2015 and determined audit fee equals to 2,745,000 baht. In the event those auditors are unable to perform their duties, EY office limited is authorized to assign and replace the other ACP auditors to perform the audit works and express their opinion on the financial statements of the Company and its subsidiaries.

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,696,911,464	100
Disapproved	1,200	0
Abstained	0	0

Agenda 6 To consider and approve re-appointment of Directors who retire by rotation for another term

In this Annual General Meeting of Shareholders, there were 4 directors whose term ends by rotation.

1. Mr. Porameth Chantanakomes Independent Director
2. Ph.D. Suvit Thaniyavarn Independent Director/ Chairman of Audit Committee
3. Ph.D., Prof. Phoomthan Rangkakulnuwat Independent Director/ Audit Committee
4. Mrs. Haruthai Sukying Independent Director/ Audit Committee

This agenda item must be approved with the majority of the total number of votes of the shareholders attending the Meeting and having vote;

Resolution The Meeting has resolution to re-appoint the directors who retire by rotation for another term as follows;

6.1 Mr. Porameth Chantanakomes Independent Director

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,697,041,564	99.9955
Disapproved	1,200	0
Abstained	120,000	0.0044

6.2 Ph.D. Suvit Thaniyavarn Independent Director / Chairman of Audit Committee

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,697,041,564	99.9955
Disapproved	1,200	0
Abstained	120,000	0.0044

6.3 Ph.D., Prof. Phoomthan Rangkakulnuwat Independent Director / Audit Committee

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,697,041,564	99.9955
Disapproved	1,200	0
Abstained	120,000	0.0044

6.4 Mrs. Haruthai Sukying Independent Director/ Audit Committee

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,697,041,564	99.9955
Disapproved	1,200	0
Abstained	120,000	0.0044

Remark There were 2 new shareholders attended during this agenda, the number of share 250,100 shares. Total number of shareholders attended was 86 persons representing 2,697,162,764 shares

Agenda 7 To determine the Board of Directors' remuneration for the year 2015

Mr. Thanasit proposed to the Meeting of shareholders for the approval of the Directors' remuneration as follows:

- Chairman of the Board of Directors attending the meeting at the rate Baht 19,500/meeting
- Director attending the meeting at the rate Baht 13,000/meeting
- Chairman of the Audit Committee attending the meeting at the rate Baht 19,500/meeting
- Audit Committee attending the meeting at the rate Baht 13,000/meeting

Mr. Thanasit viewed that if there was no additional question on this agenda, then would like to request the resolution from the Meeting.

Mr. Viwat, shareholder, asked

"How many percent does the remuneration increase from last year?"

Mr. Thanasit Thienkanjanawong, Managing Director replied

"The Board of Directors proposed to increase remuneration by 30%"

The shareholder asked

“Year 2013, the Company had total revenue of Baht 2.7 billion, Net profit of Baht 162 million and management expense of Baht 120 million. For the year 2014, the total revenue was approximately Baht 3 billion, Net profit decreased to approximately Baht 130 million and management expense increased to Baht 140 million. It is showed that the management does not perform a good performance and it is not appropriate to increase the director’s remuneration by 30%. And what is about the sales forecast for the year 2015?”

Mr. Thanasit Thienkanjanawong, Managing Director replied

“As aforementioned in agenda 2 that the Company is the holding company which solely invests in Big Camera Co., Ltd. (“Big Camera”) As such, the business performance of Big Camera shall reflect that of the Company. Big Camera’s operation continues contributing profit every year. However, the decrease in 2014’s profit resulted from the impairment of Goodwill from the business conglomeration which will once reflect in the year such transaction occurred. Regardless such impairment as accounting figures, Big Camera’s operation exhibited growth in performance.

The Company’s Board of Directors determined to operate the Company in order to generate continuous growth and profitability. Such adjustment in remuneration is then reasonable and shall then propose to the shareholders’ approval.

In 2015, the revenue is expected to be Baht 3,800 million and the Company’s Board of Directors will attempt to increase the profit for the year.

Ms. Piyada Pipitwanitchthum, shareholder asked

“Please clarify the reason of increasing remuneration by 30% and will it be increased in next year?”

Mr. Thanasit Thienkanjanawong, Managing Director replied

“The remuneration of the Company’s Board of Directors is still low comparatively to the average remuneration of the companies in commercial sector. Also for the year 2014, the Board of Directors have been working hard for the Company during the crisis until the Company survives from such crisis and is able to resume the stock trading in SET. As such, the Board of Directors is proposing the Meeting to approve on the Board of Directors’ remuneration for the year 2015 as proposed.

Mr. Thanasit viewed that if there was no additional question on this agenda, then he would like to request the resolution from the Meeting.

This agenda item must be approved with the votes of not less than two-third of the total votes of the shareholders attending the Meeting and having right to vote;

Resolution The Meeting has resolution to approval of the Directors’ remuneration as proposed

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having right to vote
Approved	2,697,038,464	99.9954
Disapproved	1,200	0
Abstained	113,200	0.0046

Remark There was 1 new shareholder attended during this agenda, the number of share 100 shares.
Total number of shareholders attended was 87 persons representing 2,697,162,864 shares.

Agenda 8 To consider any other business (if any)

Ms. Piyada Pipitwanitchthum, shareholder, asked

"Please explain the business competition, the Company's market share, and business trends and suggest providing comparing data of the director's remuneration for the next time."

Mr. Thanasit Thienkanjanawong, Managing Director replied

"Thank you Ms. Piyada for the suggestion. We will improve our presentation next time. As aforesaid in agenda 2, for those companies which could not adapt to the current economic situation and changes in consumer behavior, such companies' performance will negatively be affected. Big Camera has been continuously changing the business strategies and with the management's vision that the photography is still one of the favorite activities in daily life, Big Camera will accordingly adapt to serve what consumers want.

And according to the information retrieved from Ministry of Commerce in 2013, Big Camera's sales revenue has shown approximately 50% of total sales revenue of major players in industry. And we expect more market share this year."

Mrs. Rattana varinkrit, representative of Thai Investors Association asked

- "1. The Company does not attend anti-corruption campaign and what is the policy.*
- 2. Sales forecast for this year comparing to competitors and next to 2 or 3 years*
- 3. How long will it take for the Company to clear the accumulated losses?"*

Mr. Thanasit Thienkanjanawong, Managing Director replied

"1. Though the Company has not attended the Anti-Corruption campaign, the Company's Board of Directors and management have been working with transparent policy. The Company and its subsidiary have adopted Corporate Governance Policy and applied since 2014.

2. The Company's performance has shown continuous growth from the last year and is expected to grow in this year.

3. The Company's Board of Directors are considering the accumulated losses and how to manage it with the timely manner and timeframe."

None of agenda was raised. Mr. Thanasit closed the Meeting at 3.30 p.m.

The moderator thanked to all shareholder to attend the Meeting

After closed the Meeting, there was 89 shareholders and proxy representing 2,697,162,864 shares

- Mr. Chan Thienkanjanawong -

Mr. Chan Thienkanjanawong

Chairman of the Board of Directors

- Ms. Parisara Thienkanjanawong -

Ms. Parisara Thienkanjanawong

Assistant to Company Secretary / Minute taker