# Invitation to the Annual General Meeting of Shareholders for the Year 2024

# BIG CAMERA CORPORATION PUBLIC COMPANY LIMITED



on Thrusday 25 April, 2024 at 14.00 hrs.,

By broadcasting the signal via Inventech Connect from the meeting room on the 4th floor at Big Camera Corporation Public Company Limited

115,115 / 1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160



#### (-Translation-)

April 3, 2024

Subject: Invitation to Annual General Meeting of Shareholders for the Year 2024

To : Shareholders of BIG Camera Corporation Public Company Limited

Enclosures: 1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders

- 2. Definition and qualification of Independent Directors
- Registration Form and 56-1 One Report, together with the Financial Statements of the Company for the year ended 31<sup>st</sup> December 2023 in QR-Code
- 4. Proxy Form A and Proxy Form B (Proxy Form C is available for download from the Company's website at <a href="https://investor.bigcamera.co.th/">https://investor.bigcamera.co.th/</a>
- 5. Documents or evidences required for attending the Meeting
- 6. The Articles of Association of the Company relating to Shareholders' Meeting
- 7. Profile of the Independent Director who is proposed to be a proxy of shareholders in case of proxy granting
- 8. Details of Directors who retire by rotation
- Procedure to attend the meeting process of registration, vote and the use of electronic conferencing system "Inventech Connect".

The Board of Directors' meeting No. 1/2024 of BIG Camera Corporation Public Company Limited ("Company") held on 23<sup>rd</sup> February 2024 adopted a resolution to call for the Annual General Meeting of Shareholders for the Year 2024 to be held on Thursday 25<sup>th</sup> April 2024 at 14.00 hrs., in the form of a meeting via electronic media (E-Meeting) by broadcasting a video signal via Inventech Connect system from the meeting room on the 4<sup>th</sup> floor of Big Camera Corporation Public Company Limited at 115,115 / 1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160 to consider the following agendas:

# Agenda 1 Adoption of the minutes of 2023 Annual General Meeting of Shareholders

<u>Fact and reasons:</u> The Company Secretary took the minutes of the 2023 Annual General Meeting of Shareholders, which was held on 26<sup>th</sup> April 2023. 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)

<u>Board's opinion:</u> The Minutes was taken accurately according to the resolutions of the Meeting. The shareholders are recommended to adopt the Minutes of the 2023 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 2023

<u>Fact and reasons</u>: The Company prepared the report of the Company's business operation for the year ended 31<sup>st</sup> December 2023. Details of which are appeared in the 2023 56-1 One Report, which was delivered to the shareholders, together with this meeting invitation. (Enclosure no.3)

<u>Board's opinion</u>: After due consideration, the Board of Directors endorsed the correctness and adequacy of the reports. The shareholders are recommended to acknowledge the Company's business operation for the year 2023.

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 2023 together with the Auditor Report

<u>Fact and reasons</u>: The Company prepared the Financial Statements for the year ended 31<sup>st</sup> December 2023 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.3)

Board's opinion: The shareholders are recommended to approve the Financial Statements for the year ended 31<sup>st</sup> December 2023 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 the allocation of profits for the Company's operating results for the year ended December 31<sup>st</sup> ,2023 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. Unless there is a need for a reasonable cause that cannot be



paid in this regard, the payment of dividends shall be based on various factors to consider such as financial status, liquidity, business expansion and other factors Involved in the management of the company the above dividend payment must be approved by the Board of Directors and the shareholders.

According to the 2023 operating results of the Company, the Company has net profit of 58,626,804.27 Baht. The Board of Directors' Meeting no.1/2024 held on 23<sup>rd</sup> February 2024, endorsed the dividend payment for the operating results of the fiscal year 2023 to all shareholders at 0.015 Baht per share. The total amount to be paid is 52,933,182 Baht or 90.29% of the company only 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.

The history of dividend payments for the fiscal year 2022-2023 is as follows.

Details	2022	2023
Value of cash dividend per share (Unit: Baht per share)	0.02	0.015
Total amount paid as dividends to shareholders	70.58	52.93
(Unit: Million Baht)		
Dividend payout ratio to net profit.1	89.08%	90.29%

### Remark:

1. Dividend payout ratio to net profit calculated from the net profit of the separate financial statements after deducting accumulated losses and all other reserve funds.

Board's opinion: The shareholders are recommended to approve the declaration of dividend payment for the operating results of the fiscal year 2023 ended 31<sup>st</sup> December 2023 at 0.015 Baht per share, the total amount to be paid is 52,933,182 Baht to the shareholders whose names are appeared in the share register book on 15<sup>th</sup> March 2024 (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 10<sup>th</sup> May 2024. However, the granting of such rights by the Company is still uncertain as it has to wait for approval from the shareholders' meeting.

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 2024 and determination of the remuneration

<u>Fact and reasons</u>: 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 subsidiaries for the year 2024 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 subsidiaries for the year 2024 as listed below;

- 1. Miss Krongkaew Limkittikul Certified Public Accountant Registration number 5874 (Year 3) and / or
- 2. Ms. Watoo Kayankannavee Certified Public Accountant Registration number 5423 and / or
- 3. Mr. Vatcharin Pasarapongun Certified Public Accountant Registration number 6660

any of these auditors shall be appointed as the company and its subsidiaries's auditor and the auditor remuneration for the year 2024 shall be determined at the amount of 2,960,000 Baht. (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;

2024 (proposed year)					
Company	Quarterly	Year End	Total		
Company	Review	Review	Total		
Big Camera Corporation PLC.	960,000.00	1,440,000.00	2,400,000.00		
Image Solution Plus Co., Ltd.	-	200,000.00	200,000.00		
Piccasus Co., Ltd.	60,000.00	300,000.00	360,000.00		
Total	1,020,000.00	1,940,000.00	2,960,000.00		

The payment history related to the audit for the years 2022-2024 has the following details:

Details	2022	2023	2024
Remuneration	2,650,000	2,960,000.00	2,960,000.00
Other	93,561.94	89,264.00	-
รวม	2,743,561.94	3,049,264.00	2,960,000.00



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 Miss Krongkaew Limkittikul, Certified Public Accountant No. 5874 or Mr. Watoo Kayankannavee, Certified Public Accountant No. 5423 or Mr. Vatcharin Pasarapongun, Certified Public Accountant No. 6660 from EY Office Limited to be the auditors of the Company and its subsidiaries for the year 2024 and to determine the auditor remuneration of 2,960,000 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 subsidiaries 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 2024, 4 directors shall retire, which are;

Mr. Thanasit Thienkanjanawong Director
 Dr. Suwit Thaniyavan Independent Director
 Prof.Dr.Poomthan Rangkakulnuwat Independent Director
 Mrs.Haruthai Sukying Independent Director

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 2024 Annual General Meeting of Shareholders via the Company's website and SET's channel from 15<sup>th</sup> November 2023 to 15<sup>th</sup> February 2024. 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. 8 and Enclosure no. 2 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 4 directors are completely qualified as directors, have knowledge, competence, experience which shall be beneficial to the Company's business operation. In addition, the independent directors who were nominated are independent directors who can express their opinions independently and in accordance with the criteria set by the company, even though the term of office of the independent directors is more than 9 years but all 3 independent directors have good knowledge in business familiar with the organization's culture and with shareholders, the board of directors, executives and therefore has the basics of knows how to perform duties with all parties and benefit the company in terms of operating results and act correctly according to the principles of good corporate governance. 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 4 retired directors are Mr. Thanasit Thienkanjanawong, who has been a Director of the Company since November 2018 until now for 5 years consecutive years, Dr. Suwit Thaniyavan, who has been a Independent Director of the Company since June 2014 until now for 9 years consecutive years, Prof.Dr.Poomthan Rangkakulnuwat who has been a Independent Director of the Company since June 2014 until now for 9 years consecutive years and Mrs.Haruthai Sukying, who has been a Independent Director of the Company since June 2014 until now for 9 years consecutive years 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 2024

Fact and reasons: The Board of Directors has considered the director remuneration for the year 2024 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 same as previous year. The meeting allowance remains the same as follow;

	2024 (propose year)	2023
Detail of Remuneration	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
Other benefits	None	None

<u>Board's opinion</u>: The Board of Directors agreed to propose such to the Meeting of Shareholders for consideration and approval for the director remuneration of the year 2024 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 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 via electronic media on the date, time and place stated above.

Because the situation of the coronavirus (Covid-19) has not been resolved, this is to prevent the spread that continues to exist. The company asks for cooperation from shareholders not to travel to the meeting place. Because the company has awareness and concern for the health of shareholders and taking into account the safety of those who attend the Annual General Meeting, the company will follow the announcement of the Ministry of Information and Communication Technology and establish measures in accordance with the Coronavirus Disease Control (Covid-19) recommendations for the meeting of the Department of Disease Control, Ministry of Public Health in all respects.

The company would like to inform the rules and procedures in electronic meetings via Inventech Connect for all shareholders to acknowledge in general as follows:

If you wish to appoint a proxy to an independent director, the company would like to inform you
that you can give a proxy to the Company's independent directors according to the details of the
Company's independent directors nominated for the shareholders to be considered as proxies,
(Enclosure no.7) to attend the meeting and vote on behalf of the shareholders.



2. If you wish to appoint another person to attend the meeting and vote on your behalf in this meeting. Please give a proxy to a person who has reached the age of majority by filling in the details and signing in the Proxy Form A or Form B (Enclosure No. 4) or Form C, just one of the

forms and submitted to the company before attending the meeting.

(Proxy Form C is used for appointing a custodian in Thailand to be a securities depository and custodian to attend and vote on behalf of foreign investors only. The proxy form C can be

downloaded from the Company's website. <a href="https://investor.bigcamera.co.th/">https://investor.bigcamera.co.th/</a>)

In this regard, the shareholders can send the documents to grant proxy to the Company through the following channels:

1. Electronic mail ir@bigcamera.co.th between 9 - 23 April 2024 and

2. Submit the original proxy form along with a copy of the ID card in April 23, 2024 to

The Office of Company Secretary

Big Camera Corporation Public Company Limited

115,115 / 1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160

3. To attend the meeting, shareholders or proxy may follow the instructions in Enclosure 9.

In this regard, the company provides opportunities for shareholders to submit questions relating to the meeting agenda in advance via Email: <u>ir@bigcamera.co.th</u> or send to Big Camera Corporation Public Company Limited 115,115 / 1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160, in April 23, 2024. The company will raise such questions at the shareholders' meeting and record in the minutes of the meeting.

The Company determined the shareholders' names who have the right to attend the Meeting on 15<sup>th</sup> March 2024. (Record Date)

Yours sincerely,

(Mr. Chan Thienkanjanawong)

Chairman



Enclosure no.1

(FOR TRANSLATION PURPOSE ONLY, THAI LANGUAGE TEXT WILL BE FOR OFFICIAL USE)

# Minutes of the Annual General Meeting of Shareholders for the Year 2023

of

# Big Camera Corporation Public Company Limited

# Date, Time and Venue of the Meeting

The Annual General Meeting of Shareholders for the Year 2023 (the "Meeting was held on Wednesday 26<sup>th</sup>April 2023 at 14.00 PM., by broadcasting the signal via Inventech Connect from the meeting room on the 1<sup>st</sup> floor at Big Camera Corporation Public Company Limited No. 115,115/1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160

# **Directors in Attendance**

1.	Mr. Chan	Thienkanjanawong	Chairman (Chairman of the Meeting)
2.	Mrs. Wankamon	Thienkanjanawong	Director
3.	Mr.Thanasit	Thienkanjanawong	Director
4.	Mr. Atit	Chunhachatrachai	Director
5.	Dr. Suwit	Thaniyavan	Independent Director and Chairman of Audit Committee
6.	Prof.Dr.Poomthan	Rangkakulnuwat	Independent Director and Audit Committee

The Company has 7 directors and there are 7 directors attending the meeting or equivalent to 100% of the Board.

Independent Director and Audit Committee

# **Participating**

7. Mrs.Haruthai

1.	Ms. Chutima	Klongprateepphol	Chief Financial Officer
2.	Ms. Piyaporn	Sripornsawan	Legal Advisor and Company Secretary

# Auditor from EY Office Limited

1. Miss Krongkaew Limkittikul

# Commencement of the Meeting at 14:00 pm.

Sukying

Dr.Niwan Tueanjaiya (the "meeting moderator") notified the preliminary information of Big Camera Corporation Public Company Limited (the "Company") to the Meeting as follows:



Registered capital	352,877,880	Baht
Paid-up capital	352,877,880	Baht
Divided into	3,528,878,800	Shares
With the par value of	0.10	Baht

The meeting moderator informs about the meeting that The company will proceed to collect, use and disclose personal information including still images voices and video of all attendees for recording and preparation of meeting minutes management of the meeting, etc. and would like to clarify the method and criteria for the meeting as follows:

- To vote at the meeting Shareholders will have votes equal to the number of shares they hold. and proxies, 1 share equals 1 vote.
- 1 shareholder has the right to vote for agree, disagree, or abstain one way only. Except for custodian shareholders who can split their votes.
- For Agenda 7 the appointment of directors to replace those retiring by rotation and Agenda 8 the appointment of new directors will use the method of election on an individual basis to comply with good corporate governance principles.

The meeting moderator additionally notified on the voting procedures and the counting of votes as follows:

- 1. The meeting will consider the matters in order of the agenda specified in the meeting invitation letter, by presenting information in each agenda and giving shareholders an opportunity to ask questions before voting and will notify the result of the vote to the meeting when the votes are counted in that agenda finish in order.
- 2. Vote let the shareholders choose the agenda they want to vote. Then press the "Vote" button, the system will display all 3 voting channels, namely Agree, Disagree and Abstain.

If shareholders do not vote. The system will calculate your vote plus the approval vote. However, Shareholders can change their voting until the voting is closed.

For shareholders or many proxies, the system will display all names of proxies by voting separately for each user account.

If wishing to cancel the vote, press the "Cancel Vote" button for any shareholder who has not voted within the specified time. The company will assume that the shareholder agrees with that agenda and voting can be edited until there is a notice to close voting for that agenda. The Company gives voting time of 1 minute and when the voting results for each agenda are closed the result of that agenda will be announced to the meeting later.



- 3. In the case of shareholders accepting proxies from many shareholders press to select the menu "Account" and click on the "Change Account" button to access other shareholders' accounts. The system will not remove votes from the meeting base.
- 4. The votes of the number of shareholders in each agenda may not be equal because the shareholders and proxies gradually entered the meeting room therefore, the number of attendees in each agenda may not be equal.
- 5. Shareholders who make a proxy for others to attend the meeting and is a voting form according to the wishes of the shareholders. The Company used the votes of agreeing, disagreeing or abstaining according to the wishes of the shareholders. It has already been included in the registration for voting according to the agenda.
- 6. The counting of votes for each agenda is as follows: Agenda 1, Agenda 3, Agenda 4, Agenda 5, Agenda 7 and Agenda 8 by majority votes of the shareholders who attend the meeting and cast their votes. Agenda 6 must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and have the right to vote and Agenda 9 must be approved by a vote of not less than thirds-fourths of the total number of votes of the shareholders attending the meeting and have the right to vote. However, in the event that there is no objection opinion or leave a comment otherwise shall be deemed that the meeting approves or unanimously approved.
- 7. In case a shareholder wishes to leave the meeting before closing the voting for any agenda Shareholders' votes will not be counted as a quorum for such agenda and the votes will not be counted immediately in the remaining agenda. However, leaving the quorum in any agenda will not disqualify the shareholders' rights or proxies to return to the meeting and vote on the next agenda in the system.
- 8. Asking questions or expressing opinions in the meeting room

Before voting on each agenda the company will give the meeting participants an opportunity to ask questions or express opinions on issues related to that agenda as appropriate by selecting the agenda that would like to ask questions or express opinions then press the "Question" button, which can be asked in 2 ways:

- Inquire through messages, you can type your desired inquiry then press the button "Send Question" whereby the company will answer questions in the meeting room on the agenda related to that question. However, if there are many questions sent in the company reserves the right to consider selecting questions as appropriate or
- Inquire via video and audio (vdo conference), you can pressing the button "Inquire via video and audio", then press "OK" to confirm the reservation. Once authorized by the staff, turn on your camera and microphone the attendees must inform their first and last names and status as a



shareholder or proxy before asking questions every time for the company to be able to accurately and completely record in the minutes of the meeting.

In the event that shareholders have questions or comments beyond the agenda under consideration please ask or express opinions on other agenda items at the end of the meeting and kindly request the shareholders to comment or inquire more concisely and refrain from asking questions or expressing opinions on duplicate issues to give an opportunity other shareholders have exercised their rights as well. Therefore, the shareholders are kindly requested to cooperate in order for the meeting to go well and to manage the meeting within the specified time.

The company reserves the right to cut off the picture and sound of shareholders who ask questions or make impolite comments or defame others or violating any laws Including infringement of the rights of others or disturbing the meeting or causing trouble to other attendees.

- 9. In the event that there are questions related to that agenda has been sent into the system a lot, in order to maintain the duration of the meeting disturb shareholders to ask questions via messages for the staff to answer questions or bring your questions to answer at the end of the meeting or bring it to answer on the company's website.
- 10. In case of shareholders having problems accessing the meeting system or voting system Please study and follow the instructions given together with the meeting invitation letter. Or select the "Help" menu in the system, you can contact Inventech Call Center staff from phone numbers and Line Official.
- 11. If there is a system failure during the meeting shareholders will receive an email to return to the meeting through the backup system.

In the meeting today, there were 8 shareholders presented in persons and 28 by proxies, totaling of 36 shareholders representing 2,514, 867,852 shares or accounting for 71.2653 % 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.

For transparency and to comply properly in accordance with the laws and company regulations at this shareholders' meeting, the company invited representatives from auditors from EY Office Co., Ltd. and legal advisor attended this meeting as well.

Before entering the meeting, the meeting moderator introduced the board of directors and the advisors of the companies participating in this meeting.

The meeting moderator opened the Annual General Meeting of Shareholders for the year 2023 of Big



Camera Corporation Public Company Limited to consider various matters according to the agendas, the details are as follows.

# Agenda 1 Adoption of the minutes of the 2022 Annual General Meeting of Shareholders

The meeting moderator proposed the meeting to adopt the Minutes of Annual General Meeting of Shareholders for the year 2022, held on April 26<sup>th</sup>, 2022, which had been distributed together with the invitation letter for this meeting to all shareholders. If there was no one objecting or requesting to revise the minutes, then would like to request the resolution from the meeting.

This agenda required a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

RESOLVED The Minutes of the 2022 Annual General Meeting of Shareholders, held on April 26th, 2022 be and hereby adopted with the following votes;

Approved	2,514,867,852 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent

#### Agenda 2 Acknowledgement of the Company's operation result of the year 2022

The company attaches great importance to the anti-corruption measures policy. The Audit Committee is able to freely express opinions and the Company also provides various channels for employees to report fraudulent information. The company also encourages independent directors to attend training courses to increase knowledge at all times and the company has set policies regarding anti-corruption as follows;

- 1) Directors, management, staff and employees of the company are prohibited Acts that are related to all forms of corruption. For direct or indirect benefits to oneself, family, friends, and acquaintances, whether they are the recipient, the giver or the person offering the bribe both in monetary or not in cash either to public or private agencies in which the company has run business or contact.
- 2) Public relations to create knowledge understanding with relevant parties of the company failure to comply will result in disciplinary action. Which will depend on the facts and the surrounding circumstances.
- 3) The company has no policy to reduce the position. Punish or negatively affect employees who refuse corruption even though that action will make the company lost any business opportunity.
- 4) Regularly review the compliance with the anti-corruption policy. Including reviewing the guidelines and operation requirements to be in line with business changes.



In 2022, the company has implemented the policies as well and will be developed even further in the future.

Mr. Thanasit Thienkanjanawong , the Director, clarify the company's operation result of the year ended 31<sup>st</sup> December 2022, as follows;

First of all, I would like to start updating the number of branches that have been available in the past year. Since the outbreak of the Coronavirus 2019 (COVID-19) in 2020 and 2021 is the year that the company has reduced the number of branches quite a lot due to the impact of sales during the COVID-19 situation, but it can be seen that in the past year, the number of camera store branches was relatively stable at about 150 branches from the past, there were about 200 branches. It can be seen that after 3 years, the company has closed many branches, from the year 2021, it can be seen that the company's sales are the lowest ever due to various conditions, but in 2022, the company has grown quite well as a result, the number of branches was close to that of the previous year. It can be seen that in the past year, the company's sales grew more than 40% from the number of existing branches. Therefore, the Company thinks that the number of branches at present is quite reasonable covering 68 provinces out of 77 provinces in Thailand, the company's branch expansion is in line with the expansion of department stores. In the past, from the COVID 19 situation, there was no department store expansion as a result, there is no branch expansion of the company as well.

In 2021, it was the period when the company's sales were the lowest with total sales of about 2,000 million baht. In the past year, you can see that the economy began to recover, tourism began to return to normal, people began to return to spend, resulting in the company's sales increasing from the previous year, about 40% is about 2,800 million baht, which the company has forecasted that this year, the company's sales should grow from the previous year about 20-25%.

Due to the past COVID-19 situation, it has greatly affected the company's operations, which from the growth of the past year, the company believes that growth is still limited because the economic recovery is not yet complete. Although the activities are unlocked and the marketing activities are fully organized, the company still faces a shortage of products as mentioned earlier in the past year that in terms of chip set devices, various types of devices are still unable to return to production to fully meet the needs of consumers, which cameras and imaging equipment are all made up of components of this chip set device resulted in the last year the number of products that were sold in the market was limited, but this year with the marketing activities that we can fully organize Including the company expects that in the third quarter of this year, various photographic



products will be produced more to fully meet the needs of consumers. The company therefore believes that in the second half of this year, the company's sales will return 100%.

In terms of digital camera products, the consumer group has begun to change. That is to say, before the outbreak of COVID-19, consumers tended to use cameras for travel photography, but since the outbreak of COVID-19, consumers have used cameras for work photography, going live to sell products and making content to produce various online media resulted in the demand for this type of product quite high in the past as well. But nowadays, this consumer group is already quite saturated because it has been growing for 2-3 years, but the travel consumer has started to come back and start shooting travel vlogs. There has been more growth in the online market due to the recent COVID-19 situation, consumers are all forced to change their online trading behavior. Therefore, the company has changed to focus on all online sales, but when the situation began to improve, the company has set up a new system to develop offline sales. The behavior of consumers in choosing to buy digital cameras are all preferring to buy online rather than offline, resulting in the company still focusing on selling offline rather than online. The online market has not grown as expected by the company. In the past year, the company's sales through online channels were less than 15% and the company predicted that in 2023, the online market should have sales less than 10% of the company's total sales. Therefore, the company has put in place other strategies to replace the online market.

This year, the company has improved all 4 parts together to generate sales growth, namely

- 1. Store upgrade & renovations in 2023: In the past year, the opening of the Company's branches may not be as large as it should be as the department stores did not expand more than before, but this year the Company plans to expand about 3-4 branches resulting from the expansion of department stores and there is also a plan to renovate about 15 branches to attract more customers than before.
- 2. Products sourcing and adding product mixes: In the past, the company has always followed up on consumer behavior. Therefore, it has developed and improved, including the selection of products to meet the needs of consumers. In the past year, the company has added products such as gadgets, drones, as well as various Action Cameras to meet the needs of consumers and subsidiaries. Piccasus has been recruiting new products to meet the needs of consumers.
- 3. Increase average price and ticket size: In the past, there was a shortage of chipset products, which are essential components of camera equipment, resulting in a very low production capacity of cameras when the number of chipsets was low, resulting in the production of cameras as a starting point. Most of them will be



used to produce expensive cameras, resulting in a higher number of camera prices as well, and the consumer group in the initial camera market began to disappear, but this year the chipset problem began to disappear. Manufacturers are starting to return to producing more entry-level cameras. The company expects that the consumer market for entry-level cameras will return, and in the high-end segment, the company will release more to meet the needs of consumers in accordance with the manufacturer's schematics.

4. Focus on hybrid, not pure online, channel to improve sales and average GP: The company mainly focuses on offline distribution channels, but the company does not abandon online distribution channels. Nowadays, as I have informed before, the market share of the online market is likely to be less than 10% because most consumers buy products through online channels from various promotions. In which this promotion is one of the expenses, the company therefore focuses on 2 channels, namely offline and online. to meet the needs of consumers in all channels.

From the foregoing, the company has expected that the sales situation of the company will be better according to the strategy that the company has laid out.

### Questions from shareholders

Q: How many full-time officers in each branch? because I used to visit one of the branches didn't find that there was an officer at the shop and tried to call the number provided, didn't accept it, sat and waited for about 20-30 minutes, noticed that there were foreign customers who stopped by to look at the products and stood waiting to ask the officer, finally couldn't wait and walked away. What policy does the company think has to make the store service satisfactory to customers? Including branch staff to maximize benefits for the company?

#### - Mr.Thanasit Thienkanjanawong Managing Director

The company pays attention to customer service, with each branch having enough employees to serve customers. If it is a branch located in the center of the city, there will usually be about 3-4 employees, but the branch upcountry or branches with not very high sales, there will be about 2-3 salespeople per branch, or in some cases, you may meet during the shift of employees or during the time when the employees are on leave, it may be as a result, the number of employees left is only 1 person, insufficient for service. Including during the past COVID-19 situation, there may be some interruptions in the service of employees, but the company is not indifferent and will use the aforementioned problems to develop and



improve the service of the company. If the shareholders have additional information, you can inform the company in order to improve and develop the service to be better than before.

**RESOLVED** This Agenda was the report of the operation result for acknowledgement. Therefore, there was no voting.

# Agenda 3 Approval on the Financial Statements for the year ended 31st December 2022 together with the Auditor Report

The moderator informed proceeded from agenda 2, the company has clarified the company's business operation in 2022. Then proposed the shareholders to consider and approve the Financial Statements for the year ended 31<sup>st</sup> December 2022 which has been certified by the auditor of EY Office Company Limited and approved by the audit committee. Therefore, propose to the general meeting of shareholders to approve.

This agenda required a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

RESOLVED Approved the Financial Statements for the year ended 31<sup>st</sup> December 2022 by the unanimous votes as follows;

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# Agenda 4 Approval the allocation of profits for the Company's operating results for the year ended December 31<sup>st</sup>, 2022 and dividend payment.

The meeting moderator informed the Company's Articles of Association, Chapter 6, Article 49, the company must allocate a portion of its annual net profit to a reserve not less than 5 (five) percent of the annual net profit less the accumulated loss brought forward (if any) until this reserve. The amount of not less than 10 (ten) percent of the registered capital and the dividend payment policy of the company is that the company has a policy to pay dividends to shareholders at the rate of not less than 50 percent of the net profit after deduction of reserves. All other things, unless it is necessary and justifiable reason that cannot be paid. In this regard, the payment of dividends shall Into consideration such as financial status, liquidity, business expansion and other



factors involved in the management of the company. The above dividend payment must be approved by the Board of Directors and approval from the shareholders.

According to the 2022 operating results of the Company, the Company has net profit of 79,232,877 Baht. The Board of Directors' Meeting no.1/2023 held on 21st February 2023, endorsed the dividend payment for the operating results of the fiscal year 2022 to all shareholders at 0.02 Baht per share. The total amount to be paid is 70,577,576 Baht or 89.08% of the company only net profit, The company has fixed the names of shareholders who are entitled to receive dividends on March 15, 2023 (Record Date) and there will be no additional allocation because the company's statutory reserves are in compliance with legal requirements. The dividend will be paid on May 10, 2023.

This agenda required a majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

RESOLVED Approved the allocation of profits for the Company's operating results for the year ended

December 31<sup>st</sup>, 2022 and dividend payment by the unanimous votes as follows;

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# Agenda 5 Approval on the appointment of the auditor for the Year 2023 and determination of the remuneration

The meeting moderator proposed to the meeting for the approval on the appointment of the auditor for the Year 2023 and determination of the remuneration. 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 2023 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 2023 as listed below;

1. Miss Krongkaew Limkittikul Certified Public Accountant Registration number 5874 and / or

2. Ms. Watoo Kayankannavee Certified Public Accountant Registration number 5423 and / or

3. Mr. Vatcharin Pasarapongun Certified Public Accountant Registration number 6660



Any of these auditors shall be appointed as the Company and its subsidiary's auditor and the auditor remuneration for the year 2023 shall be determined at the amount of 2,960,000 Baht, which increased by 250,000 baht from last year. (The auditor remuneration is exclusive of other fees (Non-audit fee) if any, which will be billed per actual i.e. traveling expenses)

### Questions from shareholders

Q: What criteria does EY Office Limited use to determine the audit fee? From auditing the audit fee of a real estate development company with an income of 8,000 to 10,000 million baht, the office charged an audit fee of about 1.45 million baht, but of BIG, the income was about 2,000 to 5,000 million baht, but there is an audit fee set at 2.96 million baht, or is there any complexity that makes BIG's audit fee higher than a real estate company?

#### - Miss Krongkaew Limkittikul Auditor

Normally, the calculation of audit fees is not based on income of the company alone but will also take into account the nature of the business, which will be calculated from the number of hours spent in auditing. For example, BIG is a retail company. There are quite a lot of branches, resulting in quite a lot of time checking the income, which, if compared to the real estate business, although a lot of income, but we will mainly consider the number of projects. If a real estate company has a lot of projects, it will take a lot of hours to check as well. It can be seen that if compared with these 2 businesses, they are businesses with different structures that cannot be compared but considering the audit of BIG's account, because BIG is a retail business, inventories are very high in inventory. BIG also has a number of branches and therefore the inspection team spends many hours checking and counting such inventory. Then that will be the criteria for considering the initial audit fee of the EY Office.

This agenda required a majority vote of shareholders attending and cast their votes.

**RESOLVED** 

Approved the appointment of either Miss Krongkaew Limkittikul, Certified Public Accountant No. 5874 or Mr. Watoo Kayankannavee , Certified Public Accountant No. 5423 or Mr. Vatcharin Pasarapongun, Certified Public Accountant No. 6660 from EY Office Limited to be the auditors of the Company and its subsidiaries for the year 2023 and to determine the auditor remuneration of 2,960,000 Baht . (if any, which will be billed per actual) In the event that such auditors are unable to perform their duties, EY Office Limited shall appoint another certified auditor in its office to audit and express an opinion on the financial statements of



the company and its subsidiaries on behalf of the auditor such with unanimous votes as follows:

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# Agenda 6 To determine the director remuneration for the year 2023

The meeting moderator proposed the meeting for the approval of the director remuneration for the year 2023, which consists of Compensation, Meeting allowance, Bonus / gratuity, etc. In addition, there are no other benefits, 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 same amount of previous year. The meeting allowance remains the same as follow;

•	Chairman of the Board of Directors	Meeting allowance /person /time 22,000 Baht
•	Chairman of the Audit Committee	Meeting allowance /person /time 22,000 Baht
•	Director	Meeting allowance /person /time 15,000 Baht
•	Audit Committee	Meeting allowance /person /time 15,000 Baht

This agenda required an affirmative vote of not less than two-thirds of the total number of shareholders attending the meeting and have the right to vote.

RESOLVED Approved the director remuneration for the year 2023 as proposed by the Board with the following votes;

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# Agenda 7 Approval on the election of the directors to replacement of the directors who retire by rotation

The meeting moderator reported to the meeting that as 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. This year three directors who are retired by rotation in this year are as follows;

1. Mr. Chan Thienkanjanawong Director

2. Mrs. Wankamon Thienkanjanawong Director

3. Mr. Atit Chunhachatrachai Director

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 2023 Annual General Meeting of Shareholders via the Company's website and SET's channel from 15<sup>th</sup> November 2022 to 15<sup>th</sup> February 2023. However, no such proposals were made.

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 reelection, agreed to propose the shareholders to re-elect the of the 3 retired directors are Mr. Chan Thienkanjanawong, who has been a Director of the Company since April 2014 until now for 9 years consecutive years, Mrs. Wankamon Thienkanjanawong, who has been a Director of the Company since April 2014 until now for 9 years consecutive years and Mr. Atit Chunhachatrachai, who has been a Director of the Company since April 2014 until now for consecutive 9 years consecutive years for another term.

This agenda required a majority vote of shareholders attending and cast their votes.

RESOLVED Approved the re-appointment of the directors who retire by rotation, to be the directors of the Company for another term with the following votes;

# 7.1 Mr. Chan Thienkanjanawong Director

Approved	1,399,253,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent

# 7.2 Mrs. Wankamon Thienkanjanawong Director

Approved	2,193,315,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent



# 7.3 Mr. Atit Chunhachatrachai Director

Approved	2,514,867,852 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent

### Agenda 8 Approval the increase of the number of directors and the appointment of new directors

The meeting moderator reported to the meeting that for the benefit of the Company's business operations The Board of Directors approved and proposed to the Annual General Meeting of Shareholders to consider and approve the increase of the number of directors of the Company from 7 to 10 for the benefit of the Company's operations and approve the appointment of new directors.

The Board of Directors' meeting has considered the appointment of the following persons as new directors of the Company:

- 1. Dr. Nattapol Praditphonlert
- 2. Dr. Thitipong Nandhabiwat
- 3. Ms. Thanida Chenvanich

The meeting moderator reported to the meeting that 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 that all 3 directors are qualified as directors of the Company in accordance with the requirements of the Securities and Exchange Commission of Thailand and in accordance with the criteria set by the Company. Therefore, it was deemed appropriate to propose to the shareholders' meeting to appoint Dr. Nattapol Praditphonlert, Dr. Thitipong Nandhabiwat and Ms. Thanida Chenvanich as a new directors of the Company.

This agenda required a majority vote of shareholders attending and cast their votes.

RESOLVED Approved the increase of the number of directors and the appointment of new directors with the following votes;

# 8.1 Dr. Nattapol Praditphonlert Director

Approved	2,514,867,852 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent



8.2 Dr. Thitipong Nandhabiwat Director

Approved	2,514,867,852 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent

8.3 Ms. Thanida Chenvanich Director

Approved	2,514,867,852 votes	or 100 perce	ent
Disapproved	0 votes	or 0 perce	ent
Abstained	0 votes	or 0 perce	ent

Agenda 9 Approval the amendment of Article 29 and Article 36 of the Articles of Association of the Company

The meeting moderator reported to the meeting that this proposed amendment to the Articles of Association of the Company in order to comply with the Emergency Decree on Electronic Conferencing B.E. 27 June 2014 which canceled two main issues: 1. At least one-third of the participants of the quorum must be in the same meeting and 2. The participants must be in the Kingdom.

This is so that the participants can attend the meeting from anywhere in the country and abroad without having to be in the same meeting place, just having a connection via electronic media that can Meetings to discuss and express opinions among themselves in order to facilitate the company's operations, especially during the epidemic of the coronavirus disease 19 (COVID-19) like this.

In addition, it is proposed to authorize the Board of Directors to or the person assigned by the Board of Directors is authorized to amend the wording in the Articles of Association of the Company in the event that the Public Company Registrar and/or any government agency orders to amend certain wordings in such documents as well as take any action necessary or related to due to the amendment of Articles 29 and 36 of the Articles of Association of the Company as mentioned above in all respects. This includes but is not limited to the preparation, signing, delivery and/or submission of applications, including the preparation of relevant documents and contacting the Department of Business Development Ministry of Commerce government agency or any government organization or person for such purposes, etc.



The details of the proposed amendments to the Company's Articles of Association are as follows:

### **Current Regulations**

Article 29. The Board of Directors of the Company must hold a meeting at least once every 3 (three) months at the locality where the Company's head office is located or as the Board of Directors deems appropriate.

The meeting of the Board of Directors of the company can be conducted by electronic conferencing and the announcement of the Ministry of Information and Communication Technology regarding security standards of electronic conferencing. 2557 and the laws related to such meetings, regardless of any further amendments. The Company shall pay remuneration to the directors in relation to the performance of duties such as salary,

meeting allowance, allowance, bonus, transportation expenses and other expenses as necessary and

appropriate according to the resolution of the shareholders' meeting.

#### **Proposed Amendments**

**Article 29.** The Board of Directors of the Company must hold a meeting at least once every 3 (three) months at the locality where the Company's head office is located or as the Board of Directors deems appropriate.

The Chairman may prescribe that the meeting be held via electronic media in accordance with the rules prescribed in the laws or notifications relating to such meeting, including any amendments thereto. The quorum and voting for a meeting via electronic means shall be in accordance with the Company's Articles of Association, whereby the rules or procedures of laws, announcements or regulations relating to electronic meetings shall be applied to the Company's Articles of Association.

Meetings via electronic media must have information security procedures by recording sound or both audio and video, as the case may be, of all directors present at the meeting throughout the meeting, including computer traffic data that occurs from such recording and there is a meeting control system in accordance with the announcements or criteria of relevant agencies or as required by law.

The Company shall pay remuneration to the directors in relation to the performance of duties such as salary, meeting allowance, allowance, bonus, transportation expenses and other expenses as necessary and appropriate according to the resolution of the shareholders' meeting

# Current Regulations

Article 36. In summoning a meeting of shareholders, the Board of Directors shall prepare a meeting notice specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details and must clearly state that it is a matter to be proposed for acknowledgment, for approval, or for consideration, as the case may be, including the opinion of the Board of Directors on the



aforementioned matters and delivered to the shareholders and the registrar for acknowledgment not less than 7 (seven) days prior to the meeting date and published the meeting notice in a newspaper for 3 (three) consecutive days. The place to be used as a meeting place shall be in the locality where the company's head office is located or a place or nearby province as determined by the Board of Directors.

### **Proposed Amendments**

Article 36. In calling a meeting of shareholders The Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details and must clearly state that it is a matter to be proposed for acknowledgment, for approval, or for consideration, as the case may be, including the opinion of the Board of Directors on such matters and send it to the shareholders and the Registrar at least 7 (seven) days prior to the meeting date and advertise the meeting invitation in a newspaper for 3 (three) consecutive days, or advertise through electronic media or by other means as required by law. The place to be used as the meeting place shall be in the area where the company's head office is located, or a place or nearby province as the Board of Directors deems appropriate.

In this regard, the shareholders' meeting may be held via electronic means by conducting the meeting via electronic means and in accordance with the rules prescribed in the laws or notifications related to such meetings, including that there will be any amendments. This can be done through a meeting control system that has information security procedures in accordance with announcements or criteria of relevant agencies or as required by law.

In the case of attending shareholders' meetings and voting through electronic media Shareholders and proxies must comply with the rules and conditions set by the company and in accordance with relevant announcements, regulations and laws Including that there will be additional amendments.

This agenda required an affirmative vote of not less than three-fourths of the total number of shareholders attending the meeting and have the right to vote.

RESOLVED Approved the amendment of Article 29 and Article 36 of the Articles of Association of the Company with the following votes;

Approv	ed	2,514,867,852	votes	or	100 percent
Disapp	roved	0	votes	or	0 percent
Abstain	ied	0	votes	or	0 percent



Agenda 10 Other

the meeting moderator asked any shareholder has questions.

There were no other matters for consideration and no shareholder having further inquiry. The Meeting moderator then declared the Annual General Meeting of shareholders for the year 2023 adjourned and thank you to all shareholders for attend the Meeting.

The Meeting was adjourned at 16.30 p.m.

After the Meeting adjourned, there were 36 shareholders and proxy representing 2,514,867,852 shares equivalent to 71.2653% of the total number of shares sold of the Company.

Mr. Chan Thienkanjanawong

Chairman of the meeting

Ms. Piyaporn Sripornsawan

Company Secretary / Minutes taker





#### Definition and qualification of Independent Director

The Company determines the qualifications of Independent Directors as per the criteria imposed by Securities Exchange Commission and Stock exchange of Thailand in accordance to the principal of Good Corporate Governance.

Remark: Independent Director is the Company's director who is independent and has entire qualification, does not manage the work of the Company, subsidiaries, affiliates. Being a director who is independent from the management and controlling shareholders and not have a business relationship with the Company in such a way that will be cause to limitations in expressing independent opinions. At present, all of the Company's independent directors have entire qualification as per the criteria imposed by Securities Exchange Commission and Stock exchange of Thailand as following:

- (A) Holding shares not over one percent of the total shares with voting right of the company, subsidiary, affiliation, major shareholder or authorized person of the Company, however, it includes shareholding by related persons of the independent director.
- (B) Not being or has been a director with management participation, employees, consultant with regular salary or authorized person of the company, subsidiaries, affiliates, major shareholder or of authorized person of the company, except relieved from aforesaid characteristic at not less than two years. However, the prohibited characteristics do not include that of civil service or consultant of government body holding major shareholding or authorized person of the company.
- (C) Not being person of whole blood or registration as stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, major shareholder, authorized person or person designated to be management or authorized person of the company or subsidiaries.
- (D) Not or have ever had a business relationship in a way that may hinder or is the limit of independence in performing duties as a director including the use of their independent judgment, neither being nor was shareholders with implications or the controlling person of those who have relationship with the company in a way that may hinder independent use of judgment including not being or having ever been a shareholder with significant implications or a controlling person of those having a business relationship with the company, subsidiaries, affiliates, major shareholder or authorized person of the company, except relieved from aforesaid characteristics at not less than two years.
- (E) Not being or has been auditor of the company, subsidiaries, affiliates, major shareholder or authorized person of the company and shall not be significant shareholder, authorized person or partner of auditing office with the auditor of the company, subsidiaries, affiliates, major shareholder or authorized person of the company in attachment, except relieved from such characteristic at not less than two years.



- (F) Not being or has been any professional provider which includes legal consulting or financial consulting with service fee over two million baht a year from the company, subsidiaries, affiliates, major shareholder or authorized person of the company, and not being a significant shareholder, authorized person or partner of the professional provider, except relieved from such characteristic at not less than two years.
- (G) Not being a director appointed to be agent of the director of the major shareholder or shareholder with relation with the major shareholder.
- (H) Not operating similar or significant competitive business to the business of the company or subsidiaries or not being significant partner in the partnership or directorship with management participation, employees, consultant with regular salary or holding shares over one percent of the total shares with voting right in other company, operating business similar or competing with business of the company or subsidiaries.
- (I) Be able to independently perform duties and express opinions or report on the performance of duties assigned by the Board of Directors which is not under the control of the major shareholder or a company controlling person and not having other characteristics that will hinder free independent opinion in relation with the operation of the applicant.

After the appointment to be independent director with the characteristics as stated in paragraph one (A) to (I), the independent director may be assigned from the committee to make decision on the business operation of the company, subsidiaries, affiliates, major shareholder or authorized person of the company under the method of collective decision.



Enclosure no.4

# Form of Proxy, Form A. (General Form)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007)

		Written at		
		Date	Month	Year
(1) I/We		n	ationality	
, residing/located at No		, Road, Sub-Di	strict,	
District	, Province	, F	Postal Code	
(2) being a shareh	nolder of Big Camera Corporation	Public Company Limite	ed, holding	
shares in total which are enti	itled to cast	V	otes as follows:	
ordinary shares	s: shares in t	otal which are entitled t	o cast	votes; and
preferred share	es:shares in to	otal which are entitled to	cast	votes,
(3) I/We wish to ap	ppoint			
(1)	age	years, residing/l	ocated at No	,
Road,	Sub-District	, District		, Province,
Postal Code	, or			
(2)	age.	years, residing/lo	ocated at No	,
Road,	Sub-District	, District		, Province,
Postal Code	, or			
(3)	age	e years, residing/	located at No	,
Road,	Sub-District	, District		, Province,
Postal Code	,			
any one of them as my/our	proxy to attend and vote on my/o	our behalf at the Annua	l General Meetin	g of Shareholders 2024 to be
held on Thursday 25 <sup>th</sup> April,	2024 at 14.00 hrs., In the form of	f a meeting via electron	ic media (E-Mee	ting) by broadcasting a video
signal via Inventech Connec	ct system from the meeting room	on the 4 <sup>th</sup> floor of Big	Camera Corpora	tion Public Company Limited
115,115 / 1, Sawaddikarn1	Road, Nongkhaem, Bangkok	10160., Thailand or si	uch other date,	time and place as may be
adjourned.				
Any acts or perfor	mance caused by the proxy at t	he above meeting shall	be deemed as	my/our acts and performance
in all respects.				
	<u> </u>			
		(		•
	<u> </u>			,
		(		•
	_			
		(		•
	Signed			Witness
		(		)

<u>Remarks</u> A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



# Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorization Containing Clear and Concise Details)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 (2007)

			Written at		
			Date Mo	onthY	'ear
(1) I/We			natio	nality	
, residing/located at No		, F	oad, Sub-District,.		
District	, Province		, Post	al Code	
(2) being a shareh	nolder of Big Camera Co	orporation Public (	Company Limited, I	holding	
shares in total which are ent	itled to cast		votes	s as follows:	
ordinary shares	s:	shares in total which	ch are entitled to ca	ast	votes; and
preferred share	es:s	shares in total whic	h are entitled to ca	ıst	votes,
(3) I/We wish to ap	point				
(1)		y	ears, residing/loca	ted at No	,
Road,	Sub-District	, Dist	rict	, Provii	nce,
Postal Code	, or				
(2)		age y	ears, residing/locat	ed at No	,
Road,	Sub-District	, Dist	rict	, Provii	nce,
Postal Code	, or				
(3)		y	ears, residing/loca	ted at No	,
Road,	Sub-District	, Dist	rict	, Provii	nce,
Postal Code	,				
any one of them as my/our	proxy to attend and vot	te on my/our beha	If at the Annual Ge	eneral Meeting of Sha	areholders 2024 to be
held on Thursday 25 <sup>th</sup> April,	2024 at 14.00 hrs., In t	he form of a meet	ng via electronic n	nedia (E-Meeting) by	broadcasting a video
signal via Inventech Connec	at system from the mee	eting room on the	4 <sup>th</sup> floor of Big Can	nera Corporation Pub	lic Company Limited
115,115 / 1, Sawaddikarn1 F	Road, Nongkhaem, Ban	igkok 10160, Thail	and or such other o	date, time and place a	as may be adjourned.
(4) I/We author	ize my/our proxy to cas	t the votes on my/	our behalf at the ab	pove meeting in the fo	llowing manners:
Agenda No.1	Adoption of the minu	ites of 2023 Annu	ıal General Meetinç	g of Shareholders	
☐ (a) The	proxy is entitled to cast	the votes on my/c	ur behalf at its owr	n discretion.	
☐ (b) The	proxy must cast the vot	tes in accordance	with the following i	nstructions:	
	☐ Approve	Disapprove	Abstain		
Agenda No.2	Acknowledgement o	of the Company's C	peration result for	the year 2023	
☐ (a) The	proxy is entitled to cast	the votes on my/c	ur behalf at its owr	n discretion.	
☐ (b) The	proxy must cast the vot	tes in accordance	with the following i	nstructions:	
	Approve	Disapprove	Abstain		



Agenda No.3		Approval the Financial Statements for the year ended 31 <sup>st</sup> December 2023 together with the Auditor					
		Report					
	(a) The p	proxy is entitled to cast the votes on my/our behalf at its own discretion.					
	(b) The p	(b) The proxy must cast the votes in accordance with the following instructions:					
		Approve	Disapprove	☐ Abstain			
Agenda	No.4	Approval the profit 2023 and dividend		mpany's operating results for the year ended December 31,			
	(a) The p	roxy is entitled to cas	st the votes on my/ou	r behalf at its own discretion.			
	(b) The p	roxy must cast the vo	otes in accordance v	vith the following instructions:			
		☐ Approve	Disapprove	☐ Abstain			
Agenda	No.5	Approval on the app	pointment of the aud	itor for the Year 2024 and determination of the remuneration			
	(a)The pr	oxy is entitled to cas	t the votes on my/ou	r behalf at its own discretion.			
	(b) The p	roxy must cast the vo	otes in accordance v	vith the following instructions:			
		☐ Approve	Disapprove	Abstain			
Agenda	No.6	Approval on the ele	ction of the directors	in replacement of the directors who retire by rotation			
	(a)The pr	oxy is entitled to cas	t the votes on my/ou	behalf at its own discretion.			
	(b) The p	roxy must cast the vo	otes in accordance v	vith the following instructions:			
		Election of all direct	tors who retire by rota	ation			
		☐ Approve	☐ Disapprove	☐ Abstain			
		Election of directors	s individually				
		1. Mr. Thanasit	Thienkanjanawong				
		☐ Approve	Disapprove	☐ Abstain			
		2. Dr. Suwit Th	haniyavan				
		Approve	Disapprove	☐ Abstain			
		3. Prof.Dr.Poomtl	han Rangkakulnu	wat			
		☐ Approve	Disapprove	☐ Abstain			
		4. Mrs.Haruthai	Sukying				
		Approve	Disapprove	☐ Abstain			
Agenda No.7		To determine of the	director remuneration	on for the year 2024			
	(a) The p	roxy is entitled to cas	st the votes on my/ou	r behalf at its own discretion.			
	(b) The p	roxy must cast the vo	otes in accordance v	vith the following instructions:			
		Approve	Disapprove	☐ Abstain			



Agenda No.8 To consider other business (if any)				
$\Box$ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.				
$\ \square$ (b) The proxy must cast the votes in accordance with the following instructions:				
☐ Approve ☐ Disapprove ☐ Abstain				
(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form those				
votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.				
(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves				
on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled				
to cast the votes on my/our behalf at his/her own discretion.				
Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction,				
shall be deemed as my/our acts and performance in all respects.				
SignedGrantor				
()				
SignedProxy				
()				
Signed Witness				
()				
Signed Witness				
()				

# Remarks

- 1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
- 2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- 3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



# Attachment to Proxy Form B.

# A proxy is granted by a shareholder of Big Camera Corporation Public Company Limited

For the Annual General Meeting of Shareholders for the Year 2024 to be hold on Thursday 25<sup>th</sup> April, 2024 at 14.00 hrs., In the form of a meeting via electronic media (E-Meeting) by broadcasting a video signal via Inventech Connect system from the meeting room on the 4<sup>th</sup> floor of Big Camera Corporation Public Company Limited. 115,115 / 1, Sawaddikarn1 Road, Nongkhaem, Bangkok 10160., Thailand or such other date, time and place as may be adjourned.

☐ Agend	a nore:				
$\square$ (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.					
	$\square$ (b) The proxy must cast the votes in accordance with the following instructions:				
	☐ Approve	Disapprove	☐ Abstain		
☐ Agend	a nore:				
$\square$ (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.					
	$\hfill \Box$ (b) The proxy must cast the votes in accordance with the following instructions:				
	☐ Approve	Disapprove	☐ Abstain		
☐ Agend	a nore:				
$\square$ (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.					
	(b) The proxy must cast	the votes in accorda	nce with the following instructions:		
	☐ Approve	Disapprove	☐ Abstain		
☐ Agend	a nore:				
	$\hfill \square$ (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.				
	$\square$ (b) The proxy must cast	the votes in accorda	nce with the following instructions:		
	☐ Approve	Disapprove	☐ Abstain		
☐ Agend	a nore:				
	(a) The proxy is entitled	to cast the votes on	my / our behalf at its own discretion.		
	(b) The proxy must cast	the votes in accorda	nce with the following instructions:		
	☐ Approve	Disapprove	☐ Abstain		
☐ Agend	a nore:				
I	Director's Name				
	☐ Approve	Disapprove	☐ Abstain		
[	Director's Name				
	☐ Approve	Disapprove	☐ Abstain		
[	Director's Name				
	☐ Approve	Disapprove	Abstain		



	Director's Name				
	☐ Approve	☐ Disapprove	☐ Abstain		
☐ Agend	da no re:				
	$\square$ (a) The proxy is entitled	to cast the votes on	my / our behalf at its own discretion.		
	$\square$ (b) The proxy must cast the votes in accordance with the following instructions:				
	☐ Approve	☐ Disapprove	☐ Abstain		
☐ Agend	da no re:				
	$\square$ (a) The proxy is entitled	to cast the votes on	my / our behalf at its own discretion.		
$\Box$ (b) The proxy must cast the votes in accordance with the following instructions:					
	☐ Approve	Disapprove	Abstain		





### DOCUMENTS OR EVIDENCES REQUIRED FOR ATTENDING THE MEETING

With regards to the policies of the Stock Exchange of Thailand dated February 19, 1999, relating to good practices in holding of a shareholders' meeting with the aim of establishing guidelines for listed companies to follow. The objective is to create confidences to shareholders, investors and all relevant parties. In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis as the Company considers appropriate.

### 1. Documents required for submission by shareholders for registration for the shareholders' meeting

### 1.1 Individual person

#### 1.1.1 Thai nationality

- (a) identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise official or driving license), provided that the shareholder has changed the name or family name, the evidence of the name change must also be presented; or
- (b) in case of proxy, a copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

# 1.1.2 Non-Thai nationality

- (a) passport of the shareholder; or
- (b) in case of proxy, a copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy. The proxy shall <u>not be over six-month</u>, count till meeting date.

# 1.2 Juristic person

# 1.2.1 Juristic person registered in Thailand

- (a) Corporate affidavit, issued within 30 days by the Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

# 1.2.2 Juristic person registered outside of Thailand

(a) Corporate affidavit; and



(b) Identification card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy. The proxy shall <u>not be over six-month</u>, count till meeting date.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public which shall not be over six-month, as of meeting date. For original documents prepared in any language, other than the English language, an English translation is needed and must be submitted together with other required documents, provided that the juristic person's shareholder or authorized representative must also certify that translation as a true and correct one.

#### 2. Proxy

The Company has delivered a proxy form, type A, B and C, as prescribed by the Department of Business Development, Ministry of Commerce, to the shareholders together with the notice for convening the Annual General Meeting of Shareholders for the Year 2024. If any shareholder does not wish to attend the AGM 2024 in person, he or she may grant proxy to any person to attend and vote on his or her behalf at the AGM 2024. The proxy instrument must show the proxy holder's name and other required information.

Alternatively, if the shareholder is unable to attend the AGM 2024, he or she may appoint any of the Company's independent directors, as detailed in the attached proxy form, as his or her proxy to attend and vote on his or her behalf at the AGM 2024. The shareholder must send the completed proxy form showing all the required information, together with a certified copy of the proxy holder's I.D. card, to the Company at 115, 115/1 Sawadikarn 1, Kweang Nongkham, Khet Nongkham, Bangkok 10160 by April 23<sup>rd</sup>, 2024. The Company reserves its right to accept only the completed proxy forms which are received before the time at which the AGM 2024 begins.

In granting proxy, the shareholder must affix duty stamps of Baht 20 to the completed proxy form and write down the date of submission on the duty stamps so that the proxy instrument will be valid and binding according to law.





## Articles of Association concerning the Shareholders' Meeting and Voting Procedures

#### 1. Convening of Meeting

#### Chapter 5 Clause 35

The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.

The shareholder meetings other than the said meeting shall be called extraordinary general meetings. The Board of Directors may summon an extraordinary general meeting of shareholders any time as it deems appropriate. The shareholders holding shares amounting to not less than one-fifty (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary general meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In the event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders

#### Chapter 5 Clause 36

In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be serve on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other places as the Board of Directors may designate.

# 2. Meeting Procedures

#### Chapter 5 Clause 38

The Chairman of the Board of Directors shall be the Chairman of the Meeting shall be the Chairman of the Meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

## Chapter 5 Clause 37 Paragraph 2

The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meetings. In this regard, the meeting shall be conducted



in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

#### 3. Quorum

#### Chapter 5 Clause 37

At a shareholders meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than one half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to from a quorum unless otherwise provided by law in any specific case. At any shareholders meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to from a quorum as specified in Article 36 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting, a quorum is in the subsequent meeting, quorum is not required.

#### 4. Voting Procedures

#### Chapter 5 Clause 39

In casting a vote in any method, one share is equal to one vote. A resolution of the Meeting shall consist of the following votes.

- 1. In an ordinary event, the majority vote of the shareholders present at the meeting and entitled to vote is required. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
- 2. In the following events, a vote of not less than three-fourths (3/4) the total number of votes of the shareholders present at the meeting and entitled to vote is required.
  - a. the sale or transfer of the whole or material parts of the business of the Company to other persons;
  - b. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. the conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;



Enclosure no.7

Profiles of Independent Directors who is proposed to be as a proxy of shareholders in case of proxy granting

1. Dr. Thitipong Nandhabiwat

Position Independent Director and

Chairman of the Audit Committee

No. of years in position 11 months in the position of independent director

since 12 May 2023

**Nationality** Thai

Age 48 years old

Address 134/12 Burasiri Village - Sanambinnam, Nonthaburi Road,

Tha-Sai, Mueang-Nonthaburi, Nonthaburi, 11000

Shareholding Proportion (%) none

Family Relationship none

Having interest in agenda proposed in AGM 2024 none

Education Background Education Background

- Doctor of Information Technology, Murdoch University, Perth, Australia.

- Master of Science - Information Science, University of Pittsburgh, Pittsburgh, PA, USA.

- Bachelor of Science - Computer Science, University of Waikato, New Zealand

Position in other listed companies none

Work experience for the past 5 years

2023 to Present - Independent Director and Chairman of the Audit Committee of BIG CAMERA

Corporation PLC.

2023 to Present - Chief Executive Officer of Thonburi Bamrungmuang Hospital Company Limited

2023 to Present - Chairman of TH Health Company Limited

2022 to 2023 - Chief Executive Officer of Medical Intelligence Company Limited

Other position in other company doing business of a similar nature competing with the Company that may

cause conflict of interest : none

Meeting Attendance in 2023 3/3 of Board of Directors Meeting



## 2. Dr. Nattapol Praditphonlert

Position Independent Director and the Audit Committee

No. of years in position 11 months in the position of independent director

since 12 May 2023

Nationality Thai

Age 52 years old

Address 74/1 Soi. Lat Phrao 93, Lat Phrao Road, Khlong Chao Khun

Sing, Wang Thonglang, Bangkoki, 10310.

Shareholding Proportion (%) none

Family Relationship none

Having interest in agenda proposed in AGM 2024 none

#### **Education Background**

- Doctor of Science in International Service Business Management. (Northeastern University)

- Master of Business Administration in International Business. (NIDA Business School)

- Bachelor of Business Administration (Marketing). (University of the Thai Chamber of Commerce)

## Position in other listed companies

Period	Position	Com	npany

1999-Present Director / Executive committee Water Net PLC.

#### Work experience for the past 5 years

Period	Position	Company
2023-Present	Independent Director and Audit Committee	Big Camera Corporation PLC.
2020-Present	Honorary Director	Rajamangala University of Technology
		Phra Nakhon Council
2019-Present	Honorary Director of Bureau of Academic Service	Silpakorn University
1999-Present	Director / Executive committee	Water Net PLC.

Other position in other company doing business of a similar nature competing with the Company that may

cause conflict of interest : none

Meeting Attendance in 2023 3/3 of Board of Directors Meeting



#### Enclosure no.8

#### Details of Directors who retire by rotation

# 1. Mr. Thanasit Thienkanjanawong

Type of appointment Director

No. of years in position 5 years 5 months in the position of Director

since 2 November 2018

**Nationality** Thai

Age 42 years old

Shareholding Proportion (%) 10.53

Family Relationship Son of Mr. Chan and Mrs. Wankamon Thienkanjanawong

#### **Education Background**

- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University

- Bachelor of Business Administration (Marketing) Assumption University

Position in other listed companies none

Work experience for the past 5 years

Period	Position	Company
2020-Present	Director and Managing Director	Piccasus Co.,Ltd.
2018-Present	Director and Managing Director	Big Camera Corporation PLC.
2017-Present	Director and Managing Director	Image Solution Plus Co.,Ltd.

Other position in other company doing business none

of a similar nature competing with the Company

that may cause conflict of interest

Meeting Attendance in 2023 4/4 of Board of Directors Meeting



## 2. Dr. Suvit Thaniyavarn

Position Independent Director

No. of years in position 9 years 9 months in the position of independent director

since 10 June 2014

**Nationality** Thai

Age 70 years old

Shareholding Proportion (%) none

Family Relationship none

## **Education Background**

- Doctor of Philosophy degree in Economics, University of Illinois at Urbana-Champaign, USA.

- Master of Science degree in Economics, University of Illinois at Urbana-Champaign, USA.

- Bachelor of Economics / Finance, Thammasat University

#### Position in other listed companies

2020-Present Independent Director and Chairman SUN VENDING TECHNOLOGY PLC.

2018-Present Independent Director and Chairman S.Kijchai Enterprise PLC.

#### Work experience for the past 5 years

Period	Position	Company
2020-Present	Independent Director and Chairman	SUN VENDING TECHNOLOGY PLC.
2020-Present	Director	EO Lifemed Co. Ltd
2020-Present	Director	EO Solution Co.,Ltd.
2020-Present	Director	Toyotron Assembly Co.,Ltd.
2020-Present	Director	Toyotron Motor Co.,Ltd.
2018-Present	Independent Director and Chairman	S.Kijchai Enterprise PLC
2014-Present	Independent Director	Big Camera Corporation PLC.

Other position in other company doing business of a similar nature competing with the Company that may

cause conflict of interest : none

Meeting Attendance in 2023 4/4 of Board of Directors Meeting



## 3. Prof. Dr. Poomthan Rangkakulnuwat

Position Independent Director

No. of years in position 9 years 9 months in the position of independent director

since 10 June 2014

**Nationality** Thai

Age 50 years old

Shareholding Proportion (%) none

Family Relationship none

## **Education Background**

- Doctor of Philosophy degree in Economics, Washington State University, USA.

- Master of Statistics, Washington State University, USA.

- Master of Economics, Thammasat University

- Bachelor of Economics, Thammasat University

Position in other listed companies none

#### Work experience for the past 5 years

Period	Position	Company
2022-Present	Professor, Faculty of Economics	Kasetsart University
2022-Present	Academic Council	Nakhon Phanom University
2014-Present	Independent Director	Big Camera Corporation PLC.

Other position in other company doing business of a similar nature competing with the Company that may

cause conflict of interest : none

Meeting Attendance in 2023 4/4 of Board of Directors Meeting



## 4. Mrs. Haruthai Sukying

Position Independent Director

No. of years in position 9 years 9 months in the position of independent director

since 10 June 2014

**Nationality** Thai

Age 66 years old

Shareholding Proportion (%) none

Family Relationship none

**Education Background** 

- Master of Economics, Thammasat University

- Bachelor of Economics, Thammasat University

Position in other listed companies none

Work experience for the past 5 years

Period Position Company

2014-Present Independent Director Big Camera Corporation PLC.

Other position in other company doing business none

of a similar nature competing with the Company

that may cause conflict of interest

Meeting Attendance in 2023 4/4 of Board of Directors Meeting



Enclosure no.9

# Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

## Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at https://pro.inventech.co.th/BIG170382R/#/homepage or scan QR Code in the picture



and follow the steps as shown



\*\* Merge user accounts, please using the same email and phone number \*\*

- Click link URL or scan QR Code in the letter notice Annual General Meeting
  - Choose type request for request form to 4 step
    - Step 1 Fill in the information shown on the registration
    - Step 2 Fill in the information for verify
    - Step 3 Verify via OTP
    - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
  - Please wait for an email information detail of meeting and Password
- 2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 12 April 2024 at 8:30 a.m. and shall be closed on 25 April 2024 Until the end of the meeting.
- 3. The electronic conference system will be available on 25 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 23 April 2023 at 5.00 p.m.

The Office of Company Secretary

Big Camera Corporation Public Company Limited

115,115 / 1, Sawaddikarn1 Road, Nong Khaem, Bangkok 10160

## If you have any problems with the software, please contact Inventech Call Center



02-809-9956 # 1204



@inventechconnect



The system available during 12 – 25 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



Report a problem

@inventechconnect



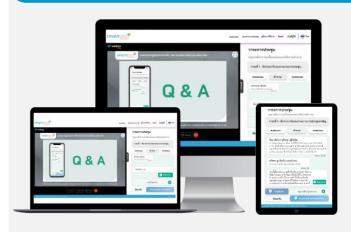
# Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- Get email and password that you received from your email or request OTP
- Click on "Register" button, the system has already registered and counted as a quorum.
- Click on "Join Attendance", Then click on "Join Meeting" button
- 4 Select which agenda that you want to vote
- 5 Click on "Vote" button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

# Step to ask questions via Inventech Connect

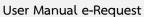


- > Select which agenda
- Click on "Question" button
- 1 Ask a question
  - > Type the question then click "Send"
- 2 Ask the question via video
  - Click on "Conference"
  - Click on "OK" for confirm your queue
  - Please wait for the queue for you then your can open the microphone and camera



#### How to use Inventech Connect







User Manual e-Voting

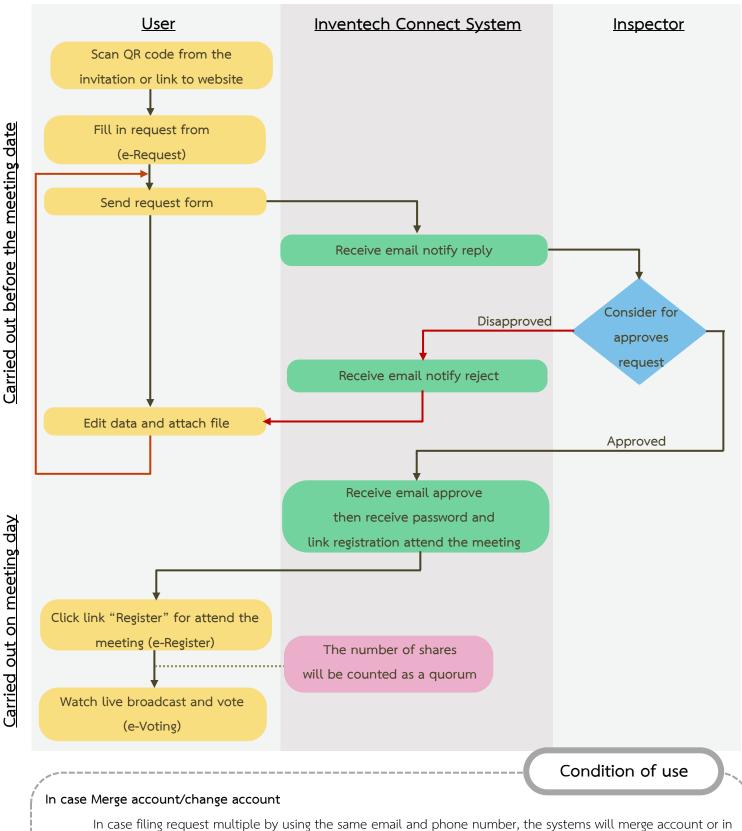


Video of using Inventech Connect

- \* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.
  - 1. Internet speed requirements
    - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
    - High Quality Video: Must be have internet speed at 1.0 Mbps.
    - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
  - 2. Equipment requirements.
    - Smartphone/Tablet that use IOS or android OS.
    - PC/Laptop that use Windows or Mac OS.
  - 3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge \*\* The system does not supported internet explorer.



# Guidelines for attending of Electronic Meeting



In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

## In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.