

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

# Minutes of the Annual General Meeting of Shareholders for the Year 2022 of Big Camera Corporation Public Company Limited

### Date, Time and Venue of the Meeting

The Annual General Meeting of Shareholders for the Year 2022 (the "Meeting was held on Tuesday 26<sup>th</sup>April 2022 at 14.00 PM., by broadcasting the signal via Inventech Connect from the meeting room on the 4<sup>th</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. Wankam	non 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.Poom	than Rangkakulnuwat	Independent Director and Audit Committee
7. Mrs.Haruthai	Sukying	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.

### **Participating**

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

### Auditor from EY Office Limited

1. Mr. Preecha Arunnara

### Commencement of the Meeting at 14:00 pm.

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



- 1. Attendees who are entitled to attend the meeting must verify their identity in order to obtain a Username and Password in accordance with the methods specified by the Company, which have been provided with the meeting invitation letter. The attendees agree to comply with the attendance requirements with the form of meeting via electronic media and register by clicking on the button "Register". At this stage, it is assumed that the shareholders have already registered to attend the meeting and the number of shares of shareholders will be counted as a quorum.
- 2. 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.
- 3. Various votes in this meeting to comply with the regulations of the company that is, count 1 share as 1 vote. Any shareholder who has a special interest in any agenda will not have the right to vote on that agenda. For shareholders wishing to vote Must vote in the Inventech Connect system. Shareholders attending the meeting via mobile phone or tablet devices can enter the voting system by following the link provided in the Chat channel. Shareholders attending the meeting via computer devices can press the continue button on the right in the multimedia viewer function, then bring the Email and Password received from your approval email to sign-in or verify their identity through requesting a password OTP in voting system and press the register button, then select the agenda that you want to vote, the system will show all 4 voting buttons i.e.
  - 1. Agree (green colour)
- 2. Disagree (red colour)
- 3. Abstain (orange colour)
- 4. Do not submit vote (blue colour).

\*If selecting "Do not submit vote" or "not submit any vote", the Company will put your votes into "Agree". Shareholder or proxy may change your vote until the agenda ends voting results submission.

- 4. All voting are done openly in which shareholders can vote for approval, disagree or abstain in each agenda. In counting the votes, it will count only shareholders who cast their votes do not agree and / or abstain to vote only and then will be subtracted from the total number of votes attending the meeting and the rest will be considered as the votes to approve that agenda.
- 5. In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.
- 6. The counting of votes for each agenda is as follows: Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7 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.

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.



In the case of voting in Agenda 7, to consider and approve the appointment of directors to replace those who retired by rotation.

- A shareholder who has made a proxy form B to allow others to attend the meeting or appoint a director as a proxy and require the proxies to vote according to the wishes of the shareholders or the proxies, the company will vote according to the wishes of the shareholders or the proxy.
- The Company will propose to consider electing individual directors, by asking all shareholders to vote for approval, disapproval or abstention for each director.
- 7. The shareholders have one minute to vote after the opening of voting for each agenda item and when the results of voting in each agenda are closed, the meeting moderator will announce the results of such agenda to the meeting for further acknowledgment.
- 8. The number of shareholders voting in each agenda may not be equal, due to the gradually entering the meeting room of shareholders and proxies as a result, the number of attendees in each agenda may not be the same.
- 9. Shareholders who made proxy forms for others to attend the meeting and is in the form of voting according to the wishes of the shareholders, the company brought the votes of agreeing, disapproving or abstaining from voting according to the wishes of the shareholders. It has already been included in the registration for voting on the agenda.

### Asking questions between the meeting

Before voting on each agenda, the company will appropriately allow the meeting attendees to raise questions or express opinions on issues related to that agenda. Inquiries can be made in two ways:

- 1. In the event that attendees wish to inquire through messages. Please select the "Asking Questions menu", then select the agenda that you want to ask questions and print your questions or comments and press send inquiry. The Company will answer questions in the meeting room on the agenda related to that question. The company reserves the right to consider the selection of questions as appropriate.
- 2. In the event that attendees wish to inquire through video and audio (VDO Conference) in the Inventech Connect system, please select the agenda that you would like to ask questions, then press the button Book an appointment to inquire through images and sounds. Please open the camera and microphone on. When receiving a signal for ask questions, please provide your first and last name and status as a shareholder or proxy before asking questions every time.

In case a shareholder has questions or opinions other than the agenda being considered, please bring it to inquire or give opinions on the last agenda at the end of the meeting and please give opinions and inquiries in brief and refrain from duplicate asking or expressing opinions to allow other shareholders exercised their rights. Therefore, shareholders are kindly requested to cooperate in order to make the meeting go well and to administer the meeting in the allotted time.



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.

The company reserves the right to cut off the images and sounds of shareholders who ask questions or express impolite comments or defamation of others or violate any law including the violation of the rights of others or disturbing the meeting or causing trouble to other attendees.

In the meeting today, there were 2 shareholders presented in persons and 30 by proxies, totaling of 32 shareholders representing 2,492,179,286 shares or accounting for 70.6224 % 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 2022 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 2021 Annual General Meeting of Shareholders

The meeting moderator proposed the meeting to adopt the Minutes of Annual General Meeting of Shareholders for the year 2021, held on April 28<sup>th</sup>, 2021, 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 2021 Annual General Meeting of Shareholders, held on April 28th, 2021 be and hereby adopted with the following votes;

Approved	2,492,610,286 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent
Invalid ballot	0 votes	or 0 percent



Remark There were 1 new shareholders attended during this agenda, totaling 431,000 shares. Total number of shareholders attended was 33, totaling 2,492,610,286 shares.

### Agenda 2 Acknowledgement of the Company's operation result of the year 2021

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 2021, 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 2021, as follows;

The overview of the Company last year, the company sales has been quite affected by the situation of the coronavirus 2019 (COVID-19) epidemic that has continuously occurred since the beginning of 2020, resulting in the Company's sales decrease by more than 20% steadily from 2020 from 2,500 billion baht, Year 2021, the company's sales amounted to 2,005 million baht with lower sales. As a result, the company suffered a loss for the first time.

In 2020, the company had a profit of 12 million baht. In 2021, with lower sales, the company had a loss of 104 million baht, mainly due to the impact on purchasing power and lower sales.

As for the business group of the Company in the past year The Company has added some businesses that are Distributors to strengthen the supply chain for the Company. The core business remains the same. Mainly, it is also a service for camera products and photography related equipment and the company has adjusted the number of branches to be appropriate to the current situation.

In terms of products, mobile services the company continues to work with partners under the brands AIS and Telewiz, with 7 branches still open.

In the print business the company still operates this business under its subsidiary "Image Solution Plus Co., Ltd." provides printmaking services and it is available through the "Wonder Photo Shop" sponsored by Fujifilm.



As for another subsidiary, the company has a new subsidiary that aims to import products, namely Piccasus Company Limited, operates as a distributor. Piccasus get the right to be an importer of products under the Olympus and DJI brands directly from abroad. The company believes that these will increase the efficiency of the operations of the Big Camera group even further.

In the past year, the company has restructured in terms of cost to calculate cost reductions in line with declining sales. The company has reduced the number of Big Camera branches more than 10 branches, most of which are branches with overlapping areas in upcountry areas. Therefore, the reduction of branches to be more compact. In other business, there are still the same number of services because the company has assessed that it is in the right amount. As a result, at present, the company still has a network of approximately 168 branches, which the company considers that it is sufficient and suitable for distribution to all over the country.

In addition, the outbreak of the corona virus 2019 (COVID-19), the company is also affected by the production company unable to continue producing products. Since the middle of 2021, the company has been affected by the shortage of products because chipset manufacturing companies can't produce enough to meet demand as a result, various electronic products that require chipset cannot be produced. The camera is one of the devices that need a chipset in production. This reason, if you look at the company's sales, it can be seen that at the end of the year 2021, the purchasing power of people has increased in volume and the company's sales are increasing almost the same as in 2020, but with a shortage of products as a result, sales at the end of the year 2021 did not meet the company's expectations. If the company does not face the problem of shortage of such products, the company believes that the Company's sales in 2021 will definitely be more than 2020.

From reduced sales, the company has restructured accordingly. If looking at the sales in the first quarter of 2022 compared to the first quarter of 2021, it can be seen that although the company is affected by the shortage of products but the company's sales are still in a good direction. Therefore, the company believes that in the second quarter of 2022, the production of products should be less affected than the previous year. The company expects that this year the situation should return to normal.

In the category of products, in 2020, with the epidemic of the coronavirus disease 2019 (COVID-19) resulting in the tourism market disappearance and the company has gained customers in new markets is online market. It is growing more and more. Therefore, the company has been proactive in expanding the sales of products through online channels. Including various equipment related to Live steaming makes the company's sales grow continuously. Including 2021, these products are still in demand among online market customers. For example, Wireless Microphones that are currently priced much higher than before because it is the customer's requirement including subsidiaries that have more drone sales which drone products are more popular than before. Subsidiary import of DJI products thus helping to generate reasonable income for the Company.

From the situation in the past 2021, coupled with the epidemic of coronavirus 2019 (COVID-19) that still exists, in 2022 the situation is still quite difficult to assess. But the company would like to assure our shareholders that at present our market can still support the online market segment, Live streaming and in the travel market segment at present, the Thai and foreign governments have begun to open up the country resulting travelers will return to pay



more attention to purchasing products. The situation began to return to normal. Therefore, the company believes that when the situation improves it will result in our sales increase as well.

**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 31<sup>st</sup> December 2021 together with the Auditor Report

The moderator informed proceeded from agenda 2, the company has clarified the company's business operation in 2021. Then proposed the shareholders to consider and approve the Financial Statements for the year ended 31<sup>st</sup> December 2021 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 2021 by the unanimous votes as follows;

Approved	2,492,610,286 votes	or 100 percent
Disapproved	0 votes	or 0 percent
Abstained	0 votes	or 0 percent
Invalid ballot	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>, 2021 and omission of the 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.

Therefore, due to the situation of the coronavirus disease (COVID-19) in the past year. It is a very uncertain situation and having a severe impact on the Thai economy which still not know when and how it will be ended. In



addition, in the past year, the company suffered a loss. It is therefore necessary to balance the company's finances. That is to allocate sufficient reserves to serve as a buffer against the effects that occur or may occur. So that the company can operate its business stably. The company has not paid dividends so that the company can maintain a strong reserve fund until it is in normal conditions.

Since there was no shareholder having further inquiry, the meeting moderator then proposed the Meeting to cast their votes.

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>, 2021 and omission of the dividend payment by the unanimous votes as follows;

Approved	2,492,570,286 votes	or 99.9983 percent
Disapproved	40,000 votes	or 0.0016 percent
Abstained	0 votes	or 0 percent
Invalid ballot	0 votes	or 0 percent

### Agenda 5 Approval on the appointment of the auditor for the Year 2022 and determination of the remuneration

The meeting moderator proposed to the meeting for the approval on the appointment of the auditor for the Year 2022 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 2022 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 2022 as listed below;

- 1. Miss Krongkaew Limkittikul Certified Public Accountant Registration number 5874 and / or
- 2. Mr. Supachai Phanyawattano Certified Public Accountant Registration number 3930 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 2022 shall be determined at the amount of 2,710,000 Baht, which is the same number as the previous year. (The auditor remuneration is exclusive of other fees (Non-audit fee) if any, which will be billed per actual i.e. traveling expenses).

Since there was no shareholder having further inquiry, the meeting moderator then proposed the meeting to cast their votes.

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. Supachai Phanyawattano, Certified Public Accountant No. 3930 or Mr. Vatcharin Pasarapongun, Certified Public Accountant No. 6660 from EY Office Limited to be the auditor of the Company and its subsidiary for the year 2022 and determined the audit fees of 2,710,000 Baht which exclude other non-audit fees. (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	2,492,610,286 votes	or	100 percent
Disapproved	0 votes	or	0 percent
Abstained	0 votes	or	0 percent
Invalid ballot	0 votes	or	0 percent

### Agenda 6 To determine the director remuneration for the year 2022

The meeting moderator proposed the meeting for the approval of the director remuneration for the year 2022, 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 2022 as proposed by the Board with the following votes;

Approved	2,492,610,286 votes	or 100 per	cent
Disapproved	0 votes	or 0 per	cent
Abstained	0 votes	or 0 per	cent
Invalid ballot	0 votes	or 0 per	cent



### 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. Thanasit Thienkanjanawong Director

2. Dr. Suvit Thaniyavarn Independent Director / Audit Committee

3. Mrs. Haruthai Sukying Independent Director / Audit Committee

Since the Company made an announcement to invite the shareholders to propose the names of qualified candidates for the positions of the directors in the 2022 Annual General Meeting of Shareholders via the Company's website and SET's channel from 15<sup>th</sup> November 2021 to 15<sup>th</sup> February 2022. 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 re-election, agreed to propose the shareholders to re-elect the of the 3 retired directors are Mr. Thanasit Thienkanjanawong, who has been a Director of the Company since November 2018 until now for 3 years 5 months consecutive years, Dr. Suvit Thaniyavarn, who has been an independent director of the Company since June 2014 until now for 7 years 9 months and Prof. Mrs. Haruthai Sukying, who has been an independent director of the Company since June 2014 until now for consecutive 7 years 9 months for another term.

Since there was no shareholder having further inquiry, the meeting moderator then proposed the meeting to cast their votes.

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. Thanasit Thienkanjanawong Director

Approved	2,121,058,286 votes	or	85.0938 percent
Disapproved	0 votes	or	0 percent
Abstained	371,552,000 votes	or	14.9061 percent
Invalid ballot	0 votes	or	0 percent



7.2 Dr. Suvit Thaniyavarn Independent Director / Audit Committee

Approved	2,492,609,886 vote	s o	99.9999 percent
Disapproved	400 vote	s o	or 0.0000 percent
Abstained	0 vote	s o	or 0 percent
Invalid ballot	0 vote	s o	or 0 percent

7.3 Mrs. Haruthai Sukying Independent Director / Audit Committee

Approved	2,492,609,886 votes	or 9	99.9999 percent
Disapproved	400 votes	or	0.0000 percent
Abstained	0 votes	or	0 percent
Invalid ballot	0 votes	or	0 percent

### Agenda 8 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 2022 adjourned and thank you to all shareholders for attend the Meeting.

## The Meeting was adjourned at 15.30 p.m.

After the Meeting adjourned, there were 33 shareholders and proxy representing 2,492,610,286 shares equivalent to 70.6346% of the total number of shares sold of the Company.

- Signature 
Mr. Chan Thienkanjanawong

Chairman of the meeting

Ms. Piyaporn Sripornsawan

Company Secretary / Minutes taker

- Signature -