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Minutes of the Annual General Meeting of Shareholders for the year 2022

Ditto (Thailand) Public Company Limited

Date, Time, and Venue

The Annual General Meeting of Shareholders for the year 2022 (the "Meeting") of Ditto (Thailand) Public Company Limited (the "Company") held on 21 April 2022 at 13.30 hrs. via electronic meeting (E-AGM) in accordance with the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations, having the meeting venue located at the head office of Ditto (Thailand) Public Company Limited, No. 235/1-3 Ratphattana Road, Ratphattana Subdistrict, Saphansung District, Bangkok 10240.

Directors attended the Meeting

1.	Mr. Tawee Mee-ngern	Chairman of the Board of Directors / Independent Director / Audit Committee / Nomination and Remuneration Committee (Chairman of the Meeting)
2.	Mr. Wuth Meechuoay	Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Independent Director
3.	Mr. Apiwathana Polsayom	Independent Director / Audit Committee
4.	Mr. Narong Dechathanarujikorn	Independent Director / Audit Committee
5.	Mr. Takorn Rattanakamolporn	Executive Director / Chief Executive Officer
6.	Mr. Chaithad Kulchokwanich	Executive Director / Nomination and Remuneration Committee / Chief Financial Officer
7.	Ms. Pondkarn Rattanakamolporn	Executive Director / Chief Operating Officer
8.	Mr. Chaiyut Eiadkaew	Executive Director / Chief Technical Officer
9.	Ms. Muttana Wicheankeawmanee	Executive Director / Chief Marketing Officer

(Nine of the Company directors attended the Meeting, representing 100% of the total number of directors.)

Executives and advisors attended the Meeting

1.	Mr. Kantanut Suppawichaikand	Legal Director; Ditto (Thailand) Public Company Limited
2.	Mr. Sita Tansiri	Senior Vice President; Sage Capital Company Limited

Ms. Sarawanee Promsen acted as Meeting Moderator (the "Moderator") informed the Meeting the number of participants as follows.

Shareholders participated online	32	persons	representing	103,361,205	shares
Proxies	138	persons	representing	195,585,000	shares
Proxies online	1	person	representing	100	shares
Total shareholders	**171**	**persons**	**representing**	**298,946,305**	**shares**

Which is 67.9423% of total 440,000,000 issued shares of the Company.

In this Meeting, there were more than 25 shareholders present in person and by proxy, holding an aggregate of more than one-third of total issued shares of the Company. A quorum was, therefore, duly formed according to the Company's Articles of Association.

The Moderator informed the Meeting that the Company had invited the shareholders to propose agenda items in accordance with the Company's criteria in advance during the period from 14 January 2022 to 14 February 2022 as publicized on the Stock Exchange of Thailand's website and the Company's website on 14 January 2022. However, no shareholders had proposed any agenda item for the Meeting.

Mr. Tawee Mee-ngern, the Chairman of the Board of Director, as the Chairman of the Meeting ("Chairman") declared the Meeting open and proceeded to conduct the Meeting in accordance with the agenda items as specified in the invitation to the Meeting as follows.

Agenda item 1 **Consider and approve the Minutes of the Annual General Meeting for year 2021**

The Chairman informed the Meeting that the Company held the Annual General Meeting for the year 2021 on 1 April 2021 and prepared minutes of such meeting, which were submitted to the Ministry of Commerce within the period stipulated by law, as set out in Enclosure 1. The Board of Directors has considered and deemed such minutes to be accurately and completely recorded, and thus propose that the Meeting consider and adopt the Minutes of the 2021 Annual General Meeting.

The Chairman of the Meeting gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no inquiries and comments. The Chairman of the Meeting, thus, requested the Meeting to consider and approve the Minutes of the Annual General Meeting for year 2021. This agenda required the majority vote of shareholders attending and casting their votes excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the adoption of the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 1 April 2021 as proposed, with majority vote of shareholders attending and casting votes excluding abstentions from the calculation base as follows.

Resolution	Number of Votes	Percentage
Approved	298,970,306	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	-
Total (174 shareholders)	298,970,306	100.00

Agenda item 2 **Acknowledgement of the company's operating results for the year 2021**

The Chairman of the Meeting invited Mr. Takorn Rattanakamolporn, Chief Executive Officer, to report the detail of this agenda to the Meeting.

Mr. Takorn Rattanakamolporn informed the Meeting of summarized operating results of the Company for the fiscal year ended 31 December 2021 as set out below.

Consolidated	As of 31 December,		Change (YOY)
	2021	2020	
Statements of Financial Position (Unit: Million Baht)			
Total Assets	1,342.9	773.8	74%
Total Liabilities	310.0	440.9	-30%
Total Shareholders' equity	1,032.9	333.0	210%
Statements of Comprehensive Income (Unit: Million Baht)			
Revenue from sales and services	1,090.5	986.3	11%
Cost of sales and services	(768.0)	(730.6)	5%
Gross profit	322.5	255.7	26%
Net profit	200.7	114.2	76%

Backlog as of 28 February 2022 totaled at 1,578 million Baht comprised of Data and Document Management business at 424 million Baht and Technology Engineering Technology at 1,154 million Baht excluding revenue from printers, POS, and drive-thru system business.

The Chairman of the Meeting gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders, the Moderator then informed the Meeting that this agenda was to acknowledge the Company's operating results so no voting would be held for this agenda. All of attendees have acknowledged the report regarding Company's operating results for the year 2021.

Resolution The Meeting acknowledged the report regarding the Company's operating results for the year 2021.

Agenda item 3 **Consider and approve the financial statements of the company ended 31 December 2021**

The Chairman invited Mr. Chaithad Kulchokwanich, Chief Financial Officer, to report the detail of this agenda to the Meeting.

Mr. Chaithad Kulchokwanich reported to the Meeting that Financial Statements ended 31 December 2021 had been audited by Mr. Bunjong Pichayaprasat of Siam Truth Audit Company Limited, CPA No. 7147. The consolidated and separate financial statements of Ditto (Thailand) Public Company Limited and its subsidiary and of Ditto (Thailand) Public Company Limited respectively as of 31 December 2021. The consolidated and separate statement of comprehensive income, changes in cash flows for the year ended in accordance with the Thai Financial Reporting Standards. Auditors issued an unqualified opinion.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders, so the Chairman asked the Meeting to pass a resolution on this agenda item; to approve the Company and its subsidiary's Financial Statements for fiscal year ended 31 December 2021, which was audited by the auditor. This agenda must be approved by the majority vote of shareholders attending the Meeting and casting votes, excluding abstentions from the calculation base.

Resolution The Meeting considered and resolved to approve the Company and its subsidiary's Financial Statements for fiscal year ended 31 December 2021 as proposed, with a simple majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base. Detail is as follows.

Resolution	Number of Votes	Percentage
Approved	298,985,306	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	-
Total (175 shareholders)	298,985,306	100.00

Agenda item 4 **Consider and approve the appointment of new director replacing a retiring director**

The Chairman inform the Meeting that for 2022, the Company consists of nine directors and three directors would retire with detail as set out in Enclosure 3 and the names as follows.

1. Mr. Wuth Meechouay — Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
2. Mr. Takorn Rattanakamolporn — Director / Executive Director
3. Mr. Chaithad Kulchokwanich — Director / Executive Director / Nomination and Remuneration Committee

The Company announced on its website under the section of "Investors Relations", inviting shareholders to nominate persons who are qualified for nominations as Board of Directors. The nomination period was during 14 January 2022 to 14 February 2022 but no shareholders proposed any nominee as Directors of the Company.

The Board of Directors, excluding the stakeholder directors whose term has expired and retired by rotation, have carefully and thoroughly considered the qualifications, knowledge, ability, and experience according to the Nomination and Remuneration Committee proposed. Therefore, it is appropriate to propose to the Annual General Meeting of the Shareholders to consider and approve the appointment of the three retiring directors to serve for another term.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

Mr. Wuth Meechouay, Mr. Takorn Rattanakamolporn, Mr. Chaithad Kulchokwanich, as the stakeholders in this agenda, then left the Meeting room for transparency voting until the voting process is done.

There were no questions and comments from shareholders or proxy holders. Therefore, the Chairman asked the Meeting to pass a resolution on this agenda item. The resolution for this agenda item requires a simple majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base.

Resolution The Meeting considered and voted to approve the appointment of the three retiring directors for the year 2022 to serve as the Company's directors for another term with the following votes.

4.1 Mr. Wuth Meechouay

Resolution	Number of Votes	Percentage
Approved	298,988,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	-
Total (177 shareholders)	298,988,906	100.00

4.2 Mr. Takorn Rattanakamolporn

Resolution	Number of Votes	Percentage
Approved	231,488,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	67,500,000	-
Total (177 shareholders)	298,988,906	100.00

4.3 Mr. Chaithad Kulchokwanich

Resolution	Number of Votes	Percentage
Approved	294,988,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	4,000,000	-
Total (177 shareholders)	298,988,906	100.00

Agenda item 5 **Consider and approve the remuneration of the company's Chairman of the Board of Directors, Board of Directors, Chairman of the Audit Committee, and Audit Committee for the year 2022**

The Chairman informed the Meeting that the Board of Directors had considered the directors' remuneration for the year 2022, according to the recommendation of the Nomination and Remuneration Committee, by considering on the basis of the previous year's remuneration rate as follows.

Meeting allowance for Board of Directors	
Chairman of Board of Directors	15,000 Baht / attendance
Board of Directors	5,000 Baht / attendance
Meeting allowance for the Audit Committee	
Chairman of the Audit Committee	10,000 Baht / attendance
Audit Committee	5,000 Baht / attendance

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders. Therefore, the Chairman asked the Meeting to pass a resolution on this agenda item. This agenda item required a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

Resolution The Meeting considered and resolved to approve the remuneration of the Chairman of the Board of Directors, Board of Directors, Chairman of the Audit Committee, and Audit Committee for the year 2022 as proposed with a vote of no less than two-thirds of the total number of votes of the shareholders attending the meeting, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	298,988,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	0
Total (177 shareholders)	298,988,906	100.00

Agenda item 6 **Consider and approve the allocation of net profits as legal reserves and the dividend payment in the form of stock dividend and cash dividend based on the company's performance for the year 2021**

The Chairman invited Mr. Takorn Rattanakamolporn to inform the Meeting regarding the allocation of profits for the year 2021 as the legal reserves and dividend payment for the consideration and approval of the Meeting.

Mr. Takorn Rattanakamolporn informed the Meeting that the Company has its dividend policy at the rate of no less than 40 per cent of the profit from separate financial statements of the Company after deduction of corporate income tax and statutory reserve (if any). However, the dividend payment may differ from the operating performance, financial position, liquidity, business expansion plan, need for working capital, investment business expansion plan in the future, market situation, appropriation, and other suitable factors relating to business management. With condition that the Company shall have sufficient capital for operating the business and the business shall create maximum benefit for shareholders as the Board of Directors and/or shareholder of the Company deemed appropriate.

With regard to the company's performance of the year 2021, the Company considered it appropriate to allocate the net profits as legal reserves and the dividend payment in the form of stock dividend and cash dividend with detail as follows.

(A) The allocation of the net profit as legal reserve fund for the amount of 4,153,918.11 Baht which gives the total reserve as of 31 December 2021 amounted at 22,000,000 Baht

(B) The stock dividend payment for the fiscal year 2021 operating results from 1 January 2021 to 31 December 2021 in the form of ordinary shares at the ratio of 5 existing shares to 1 stock dividend, or totally not exceeding 88,000,000 units with par value of 0.50 Baht totally not more than 44,000,000 Baht or representing dividend payment at 0.10 Baht per share.

In case that any shareholders hold the indivisible share remaining after such allocation, the dividend shall by paid by cash instead of stock dividend at the rate of 0. 10 Baht per share.

C) The cash dividend payment at the rate of about 0.01111111111 Baht per share, or totally not exceeding about 4, 888, 888. 89 Baht (allocated for 10% withholding tax out of disposable income, as per the Revenue Code, Article 50(2) (Jor)).

Total dividend payment in (B) and (C) is the payment of dividend at the rate of about 0.11111111111 Baht per share, or totally not exceeding about 48,888,888.89 Baht. In this regard, all dividends shall be deducted to accommodate withholding tax at the rate determined by the laws. The company has set the record date of shareholders who are entitled to receive the dividend on 16 March 2022 and 20 May 2022 as the dividend payment date.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders. Therefore, the Chairman then asked the Meeting to pass a resolution on this agenda item by majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base.

Resolution The Meeting considered and resolved to approve the allocation of net profits as legal reserves and the dividend payment in the form of stock dividend at the ratio of 5 existing shares to 1 stock dividend, or totally not exceeding 88,000,000 units (par value of 0.50 Baht) and cash dividend at the rate of 0.01111111111 Baht per share, or totally not exceeding about 4,888,888.89 Baht from the operating results of the year 2021 with majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base. Detail is as follows.

Resolution	Number of Votes	Percentage
Approved	298,988,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	90,000	-
Total (178 shareholders)	299,078,906	100.00

Agenda item 7 **Consider and approve the issuance and offering of warrants to purchase ordinary shares of the company No.1 (DITTO-W1) issued to the existing shareholders of the company on a pro rata basis to their respective shareholdings (Rights Offering)**

The Chairman invited Mr. Takorn Rattanakamolporn to inform the Meeting regarding this agenda.

Mr. Takorn Rattanakamolporn informed the Meeting that the Company wished to issue and allocate the warrants to purchase the new ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) (the **"DITTO-W1 Warrants"**) to existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) with objective to utilize as reserve for future business operation. The warrant holders can exercise their rights under the warrants to purchase the newly issued ordinary shares of the Company during the exercise period. Therefore, the Meeting was requested to consider and approve as follows.

(A) The issuance and allocation of warrants to purchase new ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) with a term of 3 years shall be allocated at the price of 0 Baht (Nil) per unit, not exceeding 88,000,000 units, on a pro rata basis to the respective shareholdings (Rights Offering) to existing shareholders (par value of 0.50 Baht per share) at the ratio of 5 existing ordinary shares to 1 unit of DITTO-W1 Warrants. The exercise ratio for DITTO-W1 Warrants is 1 unit of DITTO-W1 Warrants per 1 ordinary share of the company (par value of 0.50 Baht per share) at the exercise price of 40.00 Baht per share (except for the case of rights adjustment). Any fractions shall be rounded down. The conditions and detail of DITTO-W1 Warrants are set out in Enclosure 4.

(B) Set the record date to determine the names of shareholders who are entitled to be allocated DITTO-W1 Warrants No.1 (Record Date) on 29 April 2022.

(C) The Executive Directors or any person designated by the Executive Directors or Mr. Takorn Rattanakamolporn or Mr. Chaithad Kulchokwanich is authorized to determine, amend and revise the conditions and other detail in relation with the issuance and allocation of DITTO-W1 Warrants such as the issuance date and the allocation, exercise ratio and exercise price, as well as execute relevant documents and to take any actions deemed necessary and appropriate in connection with the issuance and allocation of DITTO-W1 Warrants until completion, including but not limited to, providing information and filing documents with the office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce or other competent authorities, including listing of the DITTO-W1 Warrants and ordinary shares issued from the exercise of DITTO-W1 Warrants as listed securities on the Market for Alternative Investment (mai).

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments. Summary of inquiries and comments are at the end of this agenda item.

There were no more questions and comments from shareholders or proxy holders. The Moderator then requested the Meeting to pass a resolution on this agenda item. This agenda required a simple majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base.

Resolution The Meeting considered and resolved to approve the issuance and allocation of DITTO-W1 in the amount of not exceeding 88,000,000 units to existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering), at no cost, and the delegation of power to the Executive Directors and/or any person designated by the Executive Directors and/or Mr. Takorn Rattanakamolporn or Mr. Chaithad Kulchokwanich to undertake any actions in relation to the issuance and allocation of the DITTO-W1 Warrants, with a simple majority vote of the shareholders attending the Meeting and casting their votes, excluding abstentions from the calculation base. Detail is as follows.

Resolution	Number of Votes	Percentage
Approved	299,078,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	-
Total (178 shareholders)	299,078,906	100.00

Agenda item 7 - Inquiries/Responses

Inquiry from Mr. Chanan Chariyakun

When will the Warrants be listed after the approval of DITTO-W1?

Response by Mr. Chaithad Kulchokwanich

The Company has set the record date for shareholders who are entitled to DITTO-W1 on 29 April 2022 and will submit the listing request from the mai within June 2022.

Inquiry from Ms. Suwannee Chiensirikaivut

Did the Company have any plans that lead to the issuance of DITTO-W1?

Response by Mr. Takorn Rattanakamolporn

The fund will be used to support the growth of the Company and its subsidiary in the future. The Company also plan to move to the Stock Exchange of Thailand (SET) in the future.

Agenda item 8 **Consider and approve the issuance and offering of warrants to purchase ordinary shares of the company No.1 (ESOP-W1) issued to the directors and/or employees of the company and/or its subsidiary**

The Chairman invited Mr. Takorn Rattanakamolporn to inform the Meeting regarding this agenda.

Mr. Takorn Rattanaka,olporn informed the Meeting that the Company wished to issue and allocate the warrants to purchase ordinary shares of Ditto (Thailand) Public Company Limited to the director and/or employees of the Company and/or its subsidiary No.1 (ESOP-W1) (the **"ESOP-W1 Warrants"**) not exceeding 12,000,000 units, at no cost, to directors and/or employees of the Company and its subsidiary as an enhancement to employees to had contributed to the Company and as incentive to the employees as well.

The term of ESOP-W1 Warrants would be fixed at 5 years term. The exercise ratio for ESOP-W1 is 1 unit of ESOP-W1 per 1 ordinary share of the Company (par value of 0.50 Baht per share) (except for the case of rights adjustment).

Issuance and offering of warrants to Employees of the Company and/or its subsidiary No.1 are non-listed on the Stock Exchange of Thailand. There will be no employee who is allocated warrants more than 5 percent of total units of warrants. The key features of the ESOP-W1 Warrants are as set out in Enclosure 5.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

Mr. Takorn Rattanakamolporn and Ms. Pondkarn Rattanakamolporn expressed the intention to give up the rights to be allocated the ESOP-W1.

Mr. Chaithad Kulchokwanich, Mr. Chaiyut Eiadkeaw, Ms. Muttana Wicheankaewmanee, as the stakeholders of this agenda, Mr. Chaithad Kulchokwanich forfeited the right to vote and the 3 directors stepped out of the Meeting room until the voting process is done.

There were no questions and comments from shareholders or proxy holders. The Chairman requested the Meeting to pass a resolution on this agenda item including the issuance and allocation of ESOP-W1 Warrants No.1 to directors and/or employees of the company and/or its subsidiary, at no cost, not exceeding 12,000,000 units. The Executive Committee or any person designated by the Executive Committee or Mr. Takorn Rattanakamolporn or Mr. Chaithad Kulchokwanich is authorized to determine, amend and revise the conditions and other detail in relation with the issuance and allocation of ESOP-W1 Warrants, including but not limited to, the issuance date and the allocation, exercise ratio and exercise price, as well as execute relevant documents and to take any actions deemed necessary and appropriate

in connection with the issuance and allocation of ESOP-W1 Warrants until completion, including but not limited to, providing information and filing documents with the office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, the Ministry of Commerce or other competent authorities, including listing of the ESOP-W1 Warrants and ordinary shares issued from the exercise of ESOP-W1 Warrants as listed securities on the Market for Alternative Investment (mai).

This agenda required no less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and having the right to vote, including abstentions in the calculation base, with no shareholders collectively holding shares of more than 10% of the shareholders attending the Meeting voted to object.

Resolution The Meeting considered and resolved to approve the issuance and allocation of the ESOP-W1 Warrants to the directors and/or employees of the company and/or its subsidiary in the amount of not exceeding 18,000,000 units, at no cost with the delegation of power to the Executive Committee or any person designated by the Executive Committee or Mr. Takorn Rattanakamolporn or Mr. Chaithad Kulchokwanich to undertake any actions in relation to the issuance and allocation of the ESOP-W1 Warrants as proposed; with a vote of no less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and having the right to vote, including abstentions in the calculation base, with no shareholders collectively holding shares of more than 10% of the shareholders attending the Meeting voted to object, detail is as follows.

Resolution	Number of Votes	Percentage
Approved	295,078,906	98.6626
Disapproved	0	0
Invalid	0	0
Abstained	4,000,000	1.3374
Total (178 shareholders)	299,078,906	100.00

Agenda item 9 **Consider and approve the increasing of the Company's registered capital for another 94,000,000 Baht from the registered capital of 220,000,000 Baht to 314,000,000 Baht by issuing 188,000,000 new ordinary shares at par value of 0.50 Baht per share**

The Chairman invited Mr. Takorn Rattanakamolporn to inform the Meeting regarding the increase of the Company's registered capital for the consideration and approval of the Meeting.

Mr. Takorn Rattanakamolporn informed the Meeting that from the consideration and approval of (A) Stock dividend payment, (B) The exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) issued to the existing shareholders of the company on a pro rata basis to their respective shareholdings (Rights Offering) and, (C) The exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 issued to the directors and/or employees of Ditto (Thailand) Public Company Limited and/or its subsidiary (ESOP-W1) in agenda item 6, 7, and 8 respectively, the Meeting, thus, was requested to consider and approve the increase of the Company's registered capital for another 94,000,000 Baht from the registered capital of 220,000,000 Baht to 314,000,000 Baht by issuing 188,000,000 new ordinary shares at par value of 0.50 Baht per share to accommodate the dividend payment, the exercise of DITTO-W1 Warrants, and the exercise of ESOP-W1 Warrants with detail as set out in Enclosure 4, 5, and 6.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders. The Chairman then requested the Meeting to pass a resolution on this agenda item. This agenda item required a vote of no less than three-fourths (3/4) of the total votes of shareholders attending the Meeting and casting their votes, including abstentions in the calculation base

Resolution The Meeting considered and resolved to approve the increase of the Company's registered capital for another 94,000,000 Baht from the registered capital of 220,000,000 Baht to 314,000,000 Baht by issuing 188,000,000 new ordinary shares at par value of 0.50 Baht per share as proposed with no less than three-fourths (3/4) of the total votes of shareholders attending the Meeting and casting their votes, including abstentions in the calculation base. Detail is as follows.

Resolution	Number of Votes	Percentage
Approved	299,108,506	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	0
Total (179 shareholders)	299,108,506	100.00

Agenda item 10 Consider and approve to amend Clause 4. of the Memorandum of Association of the Company, to reflect the increase of the Company's capital

The Chairman invited Mr. Chaithad Kulchokwanich to inform the Meeting the detail of this agenda.

Mr. Chaithad Kulchokwanich informed the Meeting that from the consideration and approval of the capital increase to accommodate (A) Stock dividend payment, (B) The exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) issued to the existing shareholders of the company on a pro rata basis to their respective shareholdings (Rights Offering) and, (C) The exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 issued to the directors and/or employees of Ditto (Thailand) Public Company Limited and/or its subsidiary (ESOP-W1) in agenda item 9. Therefore, the Meeting was requested to consider and approve the amendment of Clause 4. of the Memorandum of Association of the Company, to reflect the increase of the Company's capital. The detail is as follows.

Existing:

Registered capital	220,000,000	Baht	(Two hundred twenty million shares)
Divided into	440,000,000	Shares	(Four hundred forty million shares)
Par value of	0.50	Baht	(Fifty Satang)
Divided into:			
Ordinary share	440,000,000	Shares	(Four hundred forty million shares)
Preference share	-	Shares	(Zero share)

Correction:

Registered capital	314,000,000	Baht	(Three hundred fourteen million Baht)
Divided into	628,000,000	Shares	(Six hundred twenty-eight million shares)
Par value of	0.50	Baht	(Fifty Satang)
Divided into:			
Ordinary share	628,000,000	Shares	(Six hundred twenty-eight million shares)
Preference share	-	Shares	(Zero share)

As such it was proposed that the Meeting consider and approve the amendment of Clause 4. of the Memorandum of Association of the Company, to reflect the increase of the Company's capital.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders. The Chairman then requested the Meeting to pass a resolution on this agenda item. This agenda item required the approval of the Meeting by no less than three-fourths (3/4) of the total votes of shareholders attending the Meeting and casting their votes including abstention in the calculation base.

Resolution The Meeting considered and resolved to approve the amendment of Clause 4. of the Memorandum of Association of the Company, to reflect the increase of the Company's capital as proposed with no less than three-fourths (3/4) of the total votes of shareholders attending the Meeting and casting their votes, including abstentions in the calculation base. Detail is as follows.

Resolution	Number of Votes	Percentage
Approved	299,107,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	0
Total (178 shareholders)	299,107,906	100.00

Agenda item 11 **Consider and approve the allocation of new ordinary shares to accommodate (A) Stock dividend payment, (B) The exercise of the DITTO-W1 warrants and, (C) The exercise of the ESOP-W1 warrants issued to directors and/or employees of the company and/or its subsidiary**

The Chairman invited Mr. Chaithad Kulchokwanich to inform the Meeting regarding the allocation of new ordinary shares.

Mr. Chaithad Kulchokwanich informed the Meeting that the allocation of new ordinary shares of not exceeding 188,000,000 shares with par value of 0.50 Baht per share is to accommodate A) Stock dividend payment, (B) The exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) issued to the existing shareholders of the company on a pro rata basis to their respective shareholdings (Rights Offering) and, (C) The exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 issued to the directors and/or

employees of Ditto (Thailand) Public Company Limited and/or its subsidiary (ESOP-W1) with detail as set out in Enclosure 4, 5, and 6. Summary is as follows.

(1) New ordinary shares to accommodate the Company's stock dividend payment to existing shareholders at the ratio of 5 existing ordinary shares to 1 unit of stock dividend. Total of not exceeding 88,000,000 shares with par value of 0.5 Baht per share.

(2) New ordinary shares to accommodate the exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) not exceeding 88,000,000 shares with par value of 0.50 Baht per share.

(3) New ordinary shares to accommodate the exercise of the warrants to purchase the newly issued ordinary shares of Ditto (Thailand) Public Company Limited No.1 issued to the directors and/or employees of Ditto (Thailand) Public Company Limited and/or its subsidiary (ESOP-W1) not exceeding 12,000,000 shares with par value of 0.5 Baht per share.

The Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the allocation of new ordinary shares of not exceeding 188,000,000 shares with par value of 0.50 Baht per share to accommodate the stock dividend payment, the exercise of DITTO-W1 Warrants, and the exercise of ESOP-W1 Warrants.

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders. The Chairman then requested the Meeting to pass a resolution on this agenda item. This agenda required the approval of the Meeting by a majority vote of shareholders attending and casting their votes excluding abstentions from the calculation base.

Resolution The Meeting considered and resolved to approve the allocation of new ordinary shares to accommodate (A) Stock dividend payment, (B) The exercise of the DITTO-W1 warrants and, (C) The exercise of the ESOP-W1 warrants issued to directors and/or employees of the company and/or its subsidiary with majority vote of shareholders attending and casting their votes excluding abstentions from the calculation base. Detail is as follows.

Resolution	Number of Votes	Percentage
Approved	299,107,906	100.00
Disapproved	0	0

Resolution	Number of Votes	Percentage
Invalid	0	0
Abstained	0	-
Total (178 shareholders)	299,107,906	100.00

Agenda item 12 **Consider and approve the appointment of the company's auditors and approve the auditor fee for the year 2022**

The Chairman invited Mr. Chaithad Kulchokwanich to inform the Meeting the details of this agenda.

Mr. Chaithad Kulchokwanich informed the Meeting that, in compliance with Section 120 of Public Limited Companies ACT B.E. 2535 (1992) (as amended) and item no. 54 of the Company's Articles of Association, which required that auditors be appointed and audit fee be determined at the Annual General Meeting of Shareholders every year, the Audit Committee had selected auditors in accordance with the criteria of Public Limited Companies ACT B.E. 2535 (1992) (as amended) and the relevant Notifications of the Capital Market Supervisory Board. In this regard, the Audit Committee had reviewed the quality of work, service standard of the office, skill, knowledge, capability, experience in auditing, independence of auditors and team, and appropriateness of audit fee. As a result, the audit committee deemed appropriate to propose the shareholders to approve the appointment of auditors from Siam Truth Audit Company Limited as the auditor of the company and its subsidiary for the year 2022. Therefore, the Meeting was requested to consider and approve the appointment of Siam Truth Audit Company Limited as the Company's auditor for fiscal year 2022 where following are the names of auditors who shall be authorized to review and give opinions on the Company's financial statements.

1. Mr. Bunjong Pichayaprasat CPA No. 7147 or
2. Mr. Kraisit Silapamongkonkul CPA No. 9429 or
3. Ms. Khaymanundt Chaichuen CPA No. 8260 or
4. Ms. Waraporn Kanjanarassameechot CPA No. 9927 or
5. Other auditors under the same company

The Audit Committee had considered the proposed audit fee of Siam Truth Audit Company Limited for the fiscal year ending 31 December 2022 and viewed that it was appropriate and suitable for the scope of audit. Therefore, the Meeting was requested to consider and determine the audit fee of the Company for the fiscal year ending 31 December 2022 in the

amount not exceeding 3,000,000 Baht, same as the previous year. This fee excludes VAT and out of pocket expenses which will be reimbursed in accordance with actual expenses such as travel expense and document expense.

Detail of the Company's audit fee in comparison with the previous year were as follows:

Auditor's fee	Fiscal year ending 31 December			
	2021		2022	
	Ditto (Thailand) Public Company Limited	Siam TC Technology Company Limited	Ditto (Thailand) Public Company Limited	Siam TC Technology Company Limited
Test of internal control system	300,000 Baht	300,000 Baht	300,000 Baht	300,000 Baht
Audit of annual financial statements	700,000 Baht	500,000 Baht	700,000 Baht	500,000 Baht
Review of quarterly financial statements	900,000 Baht	300,000 Baht	900,000 Baht	300,000 Baht
Total	1,900,000 Baht	1,100,000 Baht	1,900,000 Baht	1,100,000 Baht

The Chairman gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no questions and comments from shareholders or proxy holders. Therefore, the Chairman asked the Meeting to pass a resolution on this agenda item. This agenda item required a simple majority vote of shareholders attending and casting their votes, excluding abstentions of the calculation base.

Resolution The Meeting considered and resolved to approve the appointment of the auditors of Siam Truth Audit Company Limited as the Company's auditors for the fiscal year ending 31 December 2022, where any of the following auditors would be authorized to review and give opinions on the Company's financial statements, namely, (1) Mr. Bunjong Pichayaprasat CPA No. 7147 or (2) Mr. Kraisit Silapamongkonkul CPA No. 9429 or (3) Ms. Khaymanundt Chaichuen CPA No. 8260 or (4) Ms. Waraporn Kanjanarassameechot CPA No. 9927 or other auditors under the same company, and determine the audit fee of the Company for the fiscal year ending 31 December 2022 in the amount of not exceeding 3,000,000 Baht as proposed, with a simple majority vote of shareholders attending and casting their votes, excluding abstentions of the calculation base, detail is as follows.

Resolution	Number of Votes	Percentage
Approved	299,107,906	100.00
Disapproved	0	0
Invalid	0	0
Abstained	0	-
Total (178 shareholders)	299,107,906	100.00

Agenda item 13 Other matters (if any)

Inquiry from Ms. Suwannee Chiensirikaivut

What is the term and exercise price for DITTO-W1 and ESOP-W1?

Response by Mr. Chaithad Kulchokwanich

DITTO-W1 term is 3 years. Exercise ratio is 1 unit of DITTO-W1 warrants is entitled to purchase 1 newly issued ordinary share of the Company. Exercise price is 40 Baht per share.

ESOP-W1 term is 5 years. Exercise ratio is 1 unit of ESOP-W1 warrant is entitled to purchase 1 newly issued ordinary share. Exercise price shall be equivalent to which of the highest price of the following.

1) Weighted average price of the Company ordinary share price during the period of 15 consecutive business days before the Annual General Meeting of Shareholders for the year 2022 to consider and approve the issuance and allocation of ESOP-W1 warrants.
2) Weighted average price of the Company ordinary share price during the period of 15 consecutive business days prior to the issuance of ESOP-W1 warrants.

There being no matters submitted by the shareholders and proxy holders for the Meeting's consideration, the chairman thanked the shareholders and proxy holders who attended the Meeting and declared the Meeting adjourned.

The Meeting was adjourned at 15.00 hrs.

(Mr. Tawee Meengern)

Chairman of the Meeting

(Ms. Achawan Tangdamrongkul)

Secretary of the Meeting

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