



Extraordinary General Meeting of Shareholders No.1/2024

Ditto (Thailand) Public Company Limited

On Monday, 5 February 2024 at 13.30 hrs.

Via electronic meeting (E-EGM)



19 January 2024

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To Shareholders of Ditto (Thailand) Public Company Limited

Enclosure

1. Minutes of the Annual General Meeting of Shareholders for year 2023
2. Capital Increase Report Form (F53-4)
3. Information Memorandum on the Private Placement of the Newly Issued Ordinary Shares of Ditto (Thailand) Public Company Limited
4. Process of shareholder/proxy holder self-identification through the application IR PLUS AGM
5. Proxy Form A, Form B, and Form C
6. Information on Independent Directors proposed as proxy for shareholders
7. Company's regulation, section 5: shareholders meeting

The Board of Directors' Meeting No.7/2023 of Ditto (Thailand) Public Company Limited (the "Company") held on 19 December 2023, resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on Monday 5 February 2024 at 14.00-16.00 hrs. via electronic meeting (E-MEETING) only according to the Emergency Decree on Meetings via Electronic Media B.E. 200200 to consider following agenda as follows:

Agenda 1 Consider and certify the Minutes of the 2023 Annual General Meeting

Objectives and Rationales

The Annual General Meeting of the Shareholders for year 2023 was held on 28 April 2023 and the Company has submitted the minutes of the meeting to the Ministry of Commerce within the period stipulated by law, and disseminated to shareholders for consideration along with this meeting invitation (with details as shown in Enclosure 1)

Opinion of the Board

The Board of Directors has the opinion that the Minutes of the Annual General Meeting of Shareholders 2023 are correct and completed. Therefore, the Board would like to propose the Extraordinary General Meeting of Shareholders no. 1/2024 to certify the minutes.

Voting requirement

This agenda item must be approved by a majority vote of shareholders attend the meeting and cast votes, excluding abstentions in the calculation base.



Agenda 2 Consider and approve the decreasing of the registered capital for the registered capital that remaining from the allocation to pay the stock dividend according to the resolution of 2023 Annual General Meeting and the allocation of newly-issued ordinary shares in type of general mandate from the existing registered capital of THB 395,592,661.50 to be a new registered capital of THB 383,078,906.50 by decreasing the ordinary shares that have not been sold of 25,027,510 shares, at the par value of THB 0.50, equivalent to total value of THB 12,513,755 and amend Clause 4 of the Memorandum of Association to comply with the decreasing of the registered capital of the Company

Objectives and Rationales

According to the Public Limited Company Act. B.E. 2535 (including amendments) section 136 stated that the Company can issue new shares when all shares have been sold and fully paid-up, unless shares have not fully been sold from convertible bonds or warrants.

The Company's current registered capital is THB 395,592,661.50; paid capital of THB 330,356,799 which is 660,713,598 shares with par value of THB 0.50. The Company has unallocated shares of 130,471,725 shares which are (1) ordinary shares issued to accommodate DITTO-W1 amounted 105,444,215 shares; (2) unallocated shares to accommodate stock dividend as resolved by the 2023 AGM amounted 27,510 shares; (3) unallocated ordinary shares issued to accommodate General Mandate as resolved by the 2023 AGM amounted 25,000,000 shares.

As a result, the Company has to decrease registered capital of THB 12,513,755 from current capital of THB 395,592,661.50 by cutting off 25,027,510 ordinary shares with par value of THB 0.50 which is (1) unallocated ordinary shares to accommodate stock dividend as resolved by the 2023 AGM amounted 27,510 shares and (2) unallocated ordinary shares to accommodate General Mandate as resolved by the 2023 AGM amounted 25,000,000 shares.

In response to the capital decrease, the amendment of the Company's Memorandum of Association shall also be proceeded.

"Clause 4.

Registered capital	383,078,906.50	THB	(Three-hundred eighty-three million, seventy-eight thousand, nine-hundred six Baht and fifty Satang)
Divided into	766,157,813	shares	(Seven-hundred sixty-six million, one-hundred fifty-seven thousand, eight-hundred and thirteen shares)
Par value of	0.50	THB	(Fifty Satang)



Divided into:

Ordinary share	766,157,813 shares	(Seven-hundred sixty-six million, one-hundred fifty-seven thousand, eight-hundred and thirteen shares)
Preference share	- shares	(-)"

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of shareholders no. 1/2024 to approve the Company registered capital decrease of THB 12,513,755 from THB 395,592,661.50 to THB 383,078,906.50 by cutting off remaining ordinary shares at 25,027,510 shares with par value of THB 0.50 and approve the amendment of the Company's Memorandum of Association No.4 in respond to the capital decrease.

Voting requirement

The resolution of this agenda item requires not less than three-fourths (3/4) of the total number of votes of the shareholders attend the meeting and having the right to vote, including abstentions in the calculation base.

Agenda 3

Consider and approve the increasing of the registered capital of the Company to support the issuance and offering of the newly-issued ordinary shares in type of specific purpose to utilize the funds to specific persons (Private Placement) to pay as compensation for purchasing common shares of Netbay Public Company Limited ("NETBAY"), equivalent to a total registered capital of not exceeding THB 16,600,000 from the existing registered capital of THB 383,078,906.50 to be a new registered capital of THB 399,678,906.50 by issuance the newly-issued ordinary share of not exceeding 33,200,000 shares, at the par value of THB 0.50 and amend Clause 4 of the Memorandum of Association to comply with the increasing of the registered capital of the Company

Objectives and Rationales

The Company wishes to increase the Company's registered capital of not more than THB 16,600,000 from current registered capital of THB 383,078,906.50 to THB 399,678,906.50 by issuing ordinary shares of 33,200,000 shares with par value of THB 0.50 to accommodate the issuance and offering of the newly-issued ordinary shares in type of specific purpose to utilize the funds to Mr. Pichit Viwatrujirapong ("Mr.Pichit") as Private Placement to pay as compensation for purchasing common shares of NETBAY amounted not more than 33,200,000 shares from Mr.Pichit with details in Capital Increase Form as set out in Enclosure 2.



The Company has disclosed the information about entering into transaction of purchasing ordinary shares of NETBAY which is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (including any amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547 (2004) (including any amendments thereto) (the “Notifications on Acquisition or Disposal of Assets”) via the Stock Exchange of Thailand website (“SET”) on 19 December 2023 and has delivered the notice to the shareholders within 21 days from the date of such disclosure to SET which must at least contain the information as required in List (2) 1, 2, 3, 5(3), 7 and 8 under the Notifications on Acquisition or Disposal of Assets.

The Amendment of the Company’s Memorandum of Association Clause 4 to comply with the capital increase with details as follow:

“Clause 4.

Registered capital	399,678,906.50	THB	(Three-hundred million, six-hundred seventy-eight thousand, nine-hundred six Baht fifty Satang)
Divided into	799,357,813	Shares	(Seven-hundred ninety-nine million, three-hundred fifty-seven thousand, eight-hundred and thirteen shares)
Par value of	0.50	THB	(Fifty Satang)
Divided into:			
Ordinary shares	799,357,813	Shares	(Seven-hundred ninety-nine million, three-hundred fifty-seven thousand, eight-hundred and thirteen shares)
Preference shares	-	shares	(-)

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of shareholders No. 1/2024 to approve the capital increase from THB 383,078,906.50 to THB 399,678,906.50 by issuing new ordinary shares of 33,200,000 shares with par value of THB 0.50 to accommodate the issuance and offering of the newly-issued ordinary shares in type of specific purpose to utilize the funds to Mr. Pichit (Private Placement) to pay as compensation for purchasing common shares of NETBAY and approve the amendment of the



Company's Memorandum of Association clause 4 to comply with the capital increase of the Company.

Voting requirement

The resolution of this agenda item requires not less than three-fourths (3/4) of the total number of votes of the shareholders attend the meeting and having the right to vote, including abstentions in the calculation base.

Agenda 4

Consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50 to support the capital increase in type of specific purpose to utilize the funds to specific persons (Private Placement) to pay as compensation for purchasing shares in NETBAY

Objectives and Rationales

Continuing from Agenda 3 where the Company has proposed to the Extraordinary General Meeting of shareholders no. 1/2024 to approve the Company's capital increase and to approve the amendment of the Company's Memorandum of Association Clause 4 to reflect the Company's capital increase. The Company wishes to allocate the ordinary shares of not more than 33,200,000 shares with par value of THB 0.50 per share to accommodate the issuance and offering of the newly-issued ordinary shares in the type of specific purpose (Private Placement) to Mr. Pichit to pay as compensation for purchasing common shares of NETBAY as stated in Agenda 3 above.

The detail of the allocation is set out in Form 53-4, Enclosure 2 and Information Memorandum on the Private Placement of the Newly Issued Ordinary Shares of Ditto (Thailand) Public Company Limited, Enclosure 3.

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to approve the allocation of the newly-issued ordinary shares of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50 to accommodate the issuance and offering of the newly-issued ordinary shares in the type of specific purpose (Private Placement) to Mr. Pichit to pay as compensation for purchasing common shares of NETBAY from Mr. Pichit.

Voting requirement

The resolution of this agenda item majority votes of the shareholders who attend the meeting and cast votes, excluding abstentions in the calculation base.



Agenda 5 Other matters (if any)

The Company invited shareholders to leave the questions for the Extraordinary General Meeting of Shareholders No. 1/2024 in advance from 21 December 2023 to 22 January 2024.

As matters to be proposed to the shareholders' meeting pursuant agenda 2, 3, 4 above are related and conditional upon one another, if any agenda is not approved, other agenda which have already been approved shall be canceled, or such other agenda shall not be further propose for consideration, or details in such other agenda shall be appropriately amended in accordance with the resolution of the shareholders' meeting.

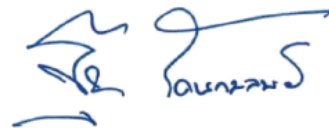
The Company set the record date for determining the names of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 on 4 January 2024 and has published the meeting invitation on the Company's website www.dittothailand.com on Investor Relations page. Shareholders and proxy holders are cordially invited to attend the Extraordinary General Meeting of Shareholders No. 1/2024 on Monday 5 February 2024 at 13.30 hrs. via electronic meeting (E-MEETING) only. Shareholders who wish to attend are asked to proceed the self-identification and study the manual for using IR PLUS AGM application in accordance with the guidelines as set out in Enclosure 4 within 29 January 2024 by filling out either one of Proxy Form A, Proxy Form B, or Proxy Form C (as set out in Enclosure 5) with information of Independent Directors proposed as proxy for shareholders as set out in Enclosure 6. The Company will proceed within the meeting in accordance with the Company's regulations in relation to shareholders' meetings (as set out in Enclosure 7).

Therefore, please cordially be invited to attend the Extraordinary General Meeting of Shareholders No. 1/2024 via electronic meeting (E-MEETING) on the date, time, and procedures as mentioned above.

Please be informed accordingly.

Sincerely yours,

Ditto (Thailand) Public Company Limited



Takorn Rattanakamolporn

CEO

Company Secretary

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(-Translation-)

Minutes of the 2023 Annual General Meeting of Shareholders

Ditto (Thailand) Public Company Limited

Date, Time, and Venue

The 2023 Annual General Meeting of Shareholders (the “Meeting”) of Ditto (Thailand) Public Company Limited (the “Company”) held on Friday 28 April 2023 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 Director / Executive Director / Chief Executive Officer
6. Mr. Chaithad Kulchokwanich Director / Executive Director / Nomination and Remuneration Committee / Chief Financial Officer
7. Ms. Pondkarn Rattanakamolporn Director / Executive Director / Chief Operating Officer
8. Mr. Chaiyut Eiadkaew Director / Executive Director / Chief Technical Officer
9. Ms. Muttana Wicheankeawmanee Director / 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. Ms. Nathaya Limsoontrakul Accounting Director; Ditto (Thailand) Public Company Limited
3. Mr. Bunjong Pichayaprasat Auditor; Siam Truth Audit Company Limited
4. Ms. Waraporn Kanjanarassameechot Auditor; Siam Truth Audit Company Limited
5. Mr. Adulpol Charukesnunt Director; Grant Thornton Services Limited



6. Ms. Nuanphan Kwanloetchit Assistant Manager; Grant Thornton Services Limited
7. Ms. Monrada Jenjanya Senior Consultant; Grant Thornton Services Limited

Mr. Kamthorn Chimpalee acted as Meeting Moderator (the “Moderator”) informed the Meeting the number of participants as follows.

Shareholders participated online	15	Persons, representing	90,419,025	shares
Proxies	68	Persons, representing	227,008,980	shares
Online proxies	1	Person, representing	120	shares
Total shareholders attend the Meeting	84	Persons, representing	317,428,125	shares

Which is 60.1056% of total 528,117,590 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 11 January 2023 to 11 February 2023. 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 assign Mr. Kamthorn Chimpalee as the Moderator of the Meeting and conduct the Meeting in accordance with the agenda items as specified in the invitation to the Meeting as follows.

Agenda 1 Consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

The Moderator informed the Meeting that the Company held the Extraordinary General Meeting of Shareholders No.1/2022 on 30 June 2022 and prepared minutes of such meeting, which were submitted to the Ministry of Commerce within the period stipulated by law. 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 2022 Extraordinary General Meeting.

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



There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022. This agenda required a majority vote of shareholders who attend and cast their votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,428,125	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total (84 shareholders)	317,428,125	100.0000

Agenda 2

Acknowledgement of the company’s operating results for the year 2022

The Moderator invited Mr. Takorn Rattanakamolporn, CEO, to report on this agenda.

Mr. Takorn Rattanakamolporn has summarized the Company’s operating result for 2022 as follow:

- Total revenue for 2022: 1,236.71 million Baht (growth 13%) divided into:
 - Income from technology engineering business 642 million Baht
 - Income from printers and hardware business 201 million Baht
 - Income from data management business 393 million Baht
- Net profit for 2022: 237.23 million Baht (growth 47%)
- Backlog as of 14 April 2023: 4,416 million Baht
 - Engineering Technology 2,543 million Baht
 - Document and Data Management 1,873 million Baht
- Signed MOU with TEAM Consulting Engineering and Management Public Company Limited for pursuing integration of each company’s expertise such as environment and innovation engineering field
- Collaborating with Vongsayam Korsang Co., Ltd. (VSK) and TEAMG Consulting and Engineering Management PCL. (TEAMG) setting up new company name VDT Water Supply Co., Ltd. aiming at water resources management project where VSK holds 60%, DITTO and TEAMG 20% each



- DITTO and TEAMG has equally joined and established a new company named D T X Co., Ltd. aiming at Digital Twin solutions.
- Subsidiary company has been allocated the area for mangrove reforestation for the year 2022 at the total of 21,658.19 Rai with following details
 - Allocated area from Department of Marine and Coastal Resources
11,448.3 Rai
 - Partnered with non-related company for the project area of 10,209.89 Rai
- The Company has been allocated another 26,508-2-22 Rai of land for Mangrove Reforestation for Carbon Credit with Community A.D. 2023. Total land for the reforestation project that the Company's been awarded is 48,166.75 Rai.

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

Questions from shareholders

Question from Mr. Chartree Tangseranee

What is the price of the Carbon Offset Credit?

Response by Mr. Takorn Rattanakamolporn

Current price of carbon credit traded locally is around 75 THB. However, the price in Europe is around 90 EUR and 55 USD in the United States, which is considered very vary. The expected price for the carbon offset credit in three years will be up to the market at the time and the Climate Change Act should also affect the local price to be somewhere close to the global price.

There were no inquiries nor comments. The Moderator informed the Meeting that this agenda is for acknowledgement therefore, no voting is required. The Meeting has acknowledged the company's operating results for the year 2022.

- Agenda 3** **Consider and approve the financial statements of the company ended 31 December 2022**
- The Moderator invited Mr. Chaithad Kulchokwanich, CFO, to report the detail of this agenda item to the Meeting.
- Mr. Chaithad Kulchokwanich reported to the Meeting of the Company's financial statement ended 31 December 2022 audited by Ms. Waraporn Kanjanarassameechot, CPA No. 9927 of Siam Truth Audit Company Limited.



The financial statements ended 31 December 2022 shown financial status of both the consolidated and separated financial statement as of 31 December 2022 including consolidated income and separated income, consolidated cash flow and separated cashflow which is correct as appropriate according to the financial report standard.

Operating result for 2022

Income 1,236 million Baht (grows 13% from previous year)

Gross profit 411 million Baht (grows 28% from previous 2021)

Net profit in 2022 is 234 million Baht which grows 17% from 2021. The profit from 2022 includes profit of 39 million Baht from investment in ordinary shares which leaves the profit from Company’s normal operation of 162 million Baht, hence, profit growth is 75 million Baht or 47%.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve the financial statements of the company ended 31 December 2022 which has been approved by the auditor. This agenda required a majority vote of shareholders who attend and cast their votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the financial statements of the company ended 31 December 2022 with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,458,127	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total (86 shareholders)	317,458,127	100.0000

- Agenda 4** Consider and approve of the appointment of new director replacing a retiring director
- The Moderator informed the Meeting that there are total of nine directors in 2023 and three of which would retire with the names below:
1. Ms. Pondkarn Rattanakamolporn Director / Executive Director
 2. Mr. Chaiyut Eiadkeaw Director / Executive Director



3. Ms. Muttana Wicheankaewmanee Director / Executive Director

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 11 January 2023 to 11 February 2023 but no shareholders proposed any nominee as Directors of the Company.

The Board of Directors, excluding the stakeholder directors namely: Ms. Pondkarn Rattanakamolporn, Mr. Chaiyut Eiadkeaw, Ms. Muttana Wicheankaewmanee, have carefully and thoroughly considered the qualifications, knowledge, ability, and experience according to the Nomination and Remuneration Committee proposed. Therefore, the BOD deemed it 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.

To make the appointment transparent and to let the shareholders decided independently, the Moderator asked the three nominated directors to leave the room temporarily.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve the appointment of the three retiring directors to return to position. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the appointment of three retiring directors to return to position with following votes.

4.1 Ms. Pondkarn Rattanakamolporn

Resolution	Number of Votes	Percentage
Approved	313,630,627	99.6418
Disapproved	1,127,500	0.3582
Abstained	2,700,000	-
Total (86 shareholders)	317,458,127	100.0000

4.2 Mr. Chaiyut Eiadkeaw

Resolution	Number of Votes	Percentage
Approved	316,328,027	99.6448



Resolution	Number of Votes	Percentage
Disapproved	1,127,500	0.3552
Abstained	2,600	-
Total (86 shareholders)	317,458,127	100.0000

4.3 Ms. Muttana Wicheankaewmanee

Resolution	Number of Votes	Percentage
Approved	316,378,627	99.6449
Disapproved	1,127,500	0.3551
Abstained	2,600	-
Total (87 shareholders)	317,508,727	100.0000

Agenda 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 2023. The Moderator informed the Meeting that the Board of Directors has considered the remuneration of Directors for 2023 according to the Nomination and Remuneration Committee, where the remuneration is based on last year’s rate.

Position	Director’s remuneration for 2023		
	Monthly	Meeting allowance/time	Other benefits
Board of Directors			
● Chairman of the Board	-	15,000 THB	-
● Board member	-	5,000 THB	-
Audit Committee			
● Chairman of Audit Committee	-	10,000 THB	-
● Audit Committee	-	5,000 THB	-

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than two-



thirds (2/3) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to 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 2023 with no less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,506,127	99.9992
Disapproved	0	0.0000
Abstained	2,600	0.0008
Total (87 shareholders)	317,508,727	100.0000

Agenda 6

Consider and approve the cancellation of the Company's capital increase to accommodate the issuance and offering the ordinary shares under General Mandate by issuing not more than 40,000,000 shares with par value of 0.50 THB to offer for Private Placement and related agendas according to the resolution passed from the Extraordinary General Meeting of Shareholders No.1/2022

The Moderator informed the Meeting of the Notification of the Stock Exchange of Thailand Board of Governors Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts in respect of Capital Increase of Listed Companies B.E. 2563 (2020) dated 17 August 2020 (and the amendments) stated that "The allocation of capital-increase shares shall be made on the date the listed company organizes its next annual general meeting of shareholders or within the date as required by law for the listed company to organize the next annual general meeting of shareholders, whichever is earlier", therefore, the previous allocation of the newly issued shares is expired.

The Company thus need to seek for approval from the shareholders meeting to consider and approve the cancellation of the Company's capital increase to accommodate the issuance and offering the ordinary shares under General Mandate, in reference to the resolution passed by the Extraordinary General Meeting of Shareholders No.1/2022.

Agenda 6.1 Consider and approve the cancellation of the Company's capital increase to accommodate the issuance and offering of the ordinary shares under General Mandate of not more than 20,000,000 THB from existing registered capital of



314,000,000 THB, totaling at not more than 334,000,000 THB by issuing ordinary shares of not more than 40,000,000 shares with par value of 0.50 THB. The Moderator gave shareholders and proxy holders the opportunity to make inquiries and comments.

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the cancellation of the Company's capital increase to accommodate the issuance and offering of the ordinary shares under General Mandate of not more than 20,000,000 THB from existing registered capital of 314,000,000 THB, totaling at not more than 334,000,000 THB by issuing ordinary shares of not more than 40,000,000 shares with par value of 0.50 THB with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,508,727	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (87 shareholders)	317,508,727	100.0000

Agenda 6.2 Consider and approve the cancellation of the amendment of the Company's Memorandum of Association No.4

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.



Resolution The Meeting resolved to approve the cancellation of the amendment of the Company's Memorandum of Association No.4 with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,506,127	99.9992
Disapproved	0	0.0000
Abstained	2,600	0.0008
Total (87 shareholders)	317,508,727	100.0000

Agenda 6.3 Consider and approve the cancellation of the issuance and offering of the ordinary shares of the Company under General Mandate of not more than 40,000,000 shares with par value of 0.50 THB to specific persons (Private Placement)

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolve to approve the cancellation of the issuance and offering of the ordinary shares of the Company under General Mandate of not more than 40,000,000 shares with par value of 0.50 THB to specific persons (Private Placement) with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,506,127	99.9992
Disapproved	0	0.0000
Abstained	2,600	0.0008
Total (87 shareholders)	317,508,727	100.0000



Agenda 6.4 Consider and approve the cancellation of the allocation of Company’s ordinary shares under General Mandate of not more than 40,000,000 shares at par value of 0.50 THB for specific persons (Private Placement)

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the cancellation of the allocation of Company’s ordinary shares under General Mandate of not more than 40,000,000 shares at par value of 0.50 THB for specific persons (Private Placement) with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,506,127	99.9992
Disapproved	0	0.0000
Abstained	2,600	0.0008
Total (87 shareholders)	317,508,727	100.0000

Agenda 7

Consider and approve the cancellation of the warrants to purchase ordinary shares of the company No.1 (ESOP-W1) issued to directors and/or employees of the Company and its subsidiary

The Moderator referred to the resolution passed by the Annual General Meeting 2022 which approved the issuance and allocation of the newly issued ordinary shares of Ditto (Thailand) Public Company Limited that was issued to directors and/or employees of the Company and its subsidiary (ESOP-W1) at the amount of not more than 12,000,000 units. Presently, the exercise price of ESOP-W1 is 71.67 THB per share which is significantly higher than the market price therefore, the directors and/or employees of the Company and its subsidiary that were allocated the warrants has returned all the ESOP-W1 and refuse to exercise all



12,000,000 units of ESOP-W1. The Company thus, propose to the Meeting to decrease the registered capital for the amount that were to accommodate the ESOP-W1.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend 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 who attend the meeting vote to object.

Resolution The Meeting resolved to approve the cancellation of the warrants to purchase ordinary shares of the company No.1 (ESOP-W1) issued to directors and/or employees of the Company and its subsidiary with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend 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 who attend the meeting vote to object.

Resolution	Number of Votes	Percentage
Approved	317,468,127	99.9872
Disapproved	40,600	0.0128
Abstained	0	0.0000
Total (87 shareholders)	317,508,727	100.0000

Agenda 8

Consider and approve the capital decrease for the remaining portion from the stock dividend allocation according to the resolution passed by the Annual General Meeting of Shareholders for the year 2022 and for the cancellation of the warrants to purchase the ordinary shares of the Company (ESOP-W1) from existing capital of 314,000,000 THB to 307,994,225 THB by cutting off ordinary shares remaining from the stock dividend and ESOP-W1 amounted at 12,011,550 shares at the par value of 0.50 THB, totaled at 6,005,775 THB and approve the amendment of the Company's Memorandum of Association No.4 in response to the capital decrease.

The Moderator informed the Meeting that the capital reduction of 6,005,775 THB from current registered capital of 314,000,000 THB by cutting off 11,550 unsold shares at par value of 0.50 THB which is the remaining portion from the stock dividend allocation for 2021 performance and the 12,000,000 shares for ESOP-W1 warrants at par value of 0.50 THB that were cancelled



according to the resolution from agenda 7 above. Total cutting off shares at 12,011,550 shares at par value of 0.50 THB, total value of 6,005,775 THB. As well as to comply with the Company's capital reduction, the Meeting was proposed to consider and approve the amendment of the Company's Memorandum of Association No.4:

Current:

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

Amended to:

Registered capital	307,994,225	THB	(Three hundred seven million, nine hundred ninety-four thousand, two hundred twenty-five Baht)
Divided into	615,988,450	shares	(Six hundred fifteen million, nine hundred eighty-eight thousand, four hundred fifty shares)
Par value of	0.50	THB	(Fifty satang)
Divided into:			
Ordinary share	615,988,450	shares	(Six hundred fifteen million, nine hundred eighty-eight thousand, four hundred fifty shares)
Preference share	-	share	(Zero share)

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



There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the capital decrease for the remaining portion from the stock dividend allocation according to the resolution passed by the Annual General Meeting of Shareholders for the year 2022 and for the cancellation of the warrants to purchase the ordinary shares of the Company (ESOP-W1) from existing capital of 314,000,000 THB to 307,994,225 THB by cutting off ordinary shares remaining from the stock dividend and ESOP-W1 amounted at 12,011,550 shares at the par value of 0.50 THB, totaled at 6,005,775 THB and approve the amendment of the Company’s Memorandum of Association No.4 in response to the capital decrease with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,510,527	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (88 shareholders)	317,510,527	100.0000

Agenda 9 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 2022

The Moderator informed the Meeting that it is the Company’s policy to pay dividend at the rate of not less than 40% of the net profit after taxes and legal reserves required by law and other reserves (if any). However, such dividend payout may be changed depending on operating results, financial position, liquidity, business expansion, necessity to use working capital for business operations, investment plans in the future, market conditions, appropriateness and other factors relating to operations and management of the Company, provided that the Company must have sufficient cash for business operation and such operation will cause the highest benefits to shareholders as deemed appropriate by the board of directors and/or shareholders of the Company. The details are as follow:



- (A) The Allocation of profit as legal reserve in the amount of 4,402,798 THB, totaling legal reserve as of 31 December 2022 in total 26,402,798 THB.
- (B) The dividend payment for the fiscal year 2022 performance from 1 January 2022 to 31 December 2022 as the Company's ordinary shares to the Company's shareholders at the ratio of 5 existing shares to 1 stock dividend, or totally not exceeding 105,623,518 shares, at the par value of 0.50 THB per share, totally not more than 52,811,759 THB 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 be paid by cash instead of stock dividend at the rate of 0.10 THB per share.

- (C) The cash dividend payment at the rate of approximately 0.0111111111 THB per share or totally not exceeding 5,867,973.22 THB (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 0.1111111111 THB per share or totally not more than 58,679,732.22 THB. 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 14 March 2023, and 22 May 2023 as the dividend payment date.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to 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 2022 with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,510,527	100.0000
Disapproved	0	0.0000
Abstained	0	-



Resolution	Number of Votes	Percentage
Total (88 shareholders)	317,510,527	100.0000

Agenda 10 Consider and approve the Company to invest in ordinary shares of Somapa Information Technology Public Company Limited (“SIT”) in an amount of 45,000,000 shares or equivalent to 18 percent of the paid-up capital with total value of 1,080,000,000 THB from a group of existing shareholders by issuing newly issued ordinary shares as payment for shares

The Moderator informed the Meeting of the detail of the investment in ordinary shares of Somapa Information Technology Public Company Limited (“SIT”) at the amount of 45,000,000 shares, representing 18% of the paid-up capital. The Company will acquire shares from A.D.M.T Company Limited (a group of SIT major shareholders) under Entire Business Transfer (“EBT”) whereby the Company will purchase and transfer the entire business from A.D.M.T Co., Ltd., meaning all currently existing and future assets, liabilities, rights, duties and responsibilities of A.D.M.T Co., Ltd. as of the business transfer date. In this regard, A.D.M.T Co., Ltd. has no liabilities and only SIT’s ordinary shares as of the business transfer date. Therefore, on the business transfer date, the Company will acquire shares from A.D.M.T Company Limited (“Acceptance of Business Transfer”) in the amount not exceeding THB 1,080 million.

the Company will make payment for the acceptance of the entire business transfer of A.D.M.T Company Limited by newly issued ordinary shares of the Company at the price per share equal to the weighted average price of the Company’s ordinary shares listed on the Market for Alternative Investment (MAI) for seven consecutive business days prior to the offering price date, in the amount of not more than 27,000,000 shares at a par value of THB 0.50 per share, totaling the value of not more than THB 1,080 million. If there are shares remaining from the payment for acceptance of the entire business transfer of A.D.M.T Co., Ltd., the Company will continue to reduce the capital in respect of the remaining shares after such payment.

The above acquisition of ordinary shares of Somapa Information Technology Public Company Limited is considered as a purchase or acceptance of transfer of the business of a private company pursuant to Section 107(2) of the Public Limited Companies Act B.E. 2535 (including any amendments) which the Company must obtain approval from the shareholders’ meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.



In this regard, the aforementioned transaction is considered an asset acquisition transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 on the rules for making significant transactions that fall within the scope of an acquisition or disposition of assets and the Notification of the Board of Governors of the Stock Exchange of Thailand No. BorJor/Por 21-01 Re: Disclosure of Information and Practices of Listed Companies in Acquisition or Disposal of Assets B.E. 2547.

Disposal of Assets, the highest transaction size is equal to 65.13 percent of the total assets of the Company according to the audited consolidated financial statements as of 31 December 2022 according to the total value of consideration criteria. Moreover, when including other asset acquisition transactions in the past 6 months:

- 1) The acquisition of ordinary shares of a new juristic person which is a joint venture between Vongsayam Korsang Co., Ltd. and TEAM Consulting Engineering and Management Public Company Limited and Ditto (Thailand) Public Company Limited;
- 2) The acquisition of ordinary shares of D T X Company Limited;
- 3) The acquisition of ordinary shares of Asset Activator Co., Ltd.

of which the transaction size was 25.51 percent, 0.96 percent and 0.19 percent of the Company's total assets, respectively, based on the total value of consideration criteria, the resulting asset acquisition transactions represent 91.79 percent of the total asset value of the Company. Entering into such transaction is classified as a type 1 asset acquisition transaction, which is a transaction with a value equal to 50 percent or higher but less than 100 percent.

The Company arranged to have an independent financial advisor express opinion on the reasonableness and fairness of the price and conditions of the transaction to be presented to the shareholders of the Company. The financial advisor's opinion is enclosed to the meeting invitation.

The independent financial advisor commented that the asset acquisition transaction is considered reasonable and the shareholders should approve such acquisition of SIT ordinary share transaction. The Company has also hire legal advisor for legal due diligence process which do not uncover any issues that significantly affect SIT's business or the investment in SIT's ordinary shares.

The Moderator has invited Mr. Takorn to provide more information on the investment of Somapa Information Technology Plc.



Mr. Takorn reported to the Meeting that the investment in SIT's ordinary shares above is with the objective to invest in business that is related to the Company. SIT is currently working on providing information technology services including Advance Passenger Processing System (APPS) and Passenger Name Record (PNR) to International Airports in Thailand. The Company see this as related to the Company's data management business which is considered the opportunity for creating value added synergy to the Company.

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

Questions from Shareholders

Question from Mr. Panatphong Thunratchin

What executives see as the opportunities from investing in Somapa Information Technology's ordinary share and will the Company realize income in the form of profit/loss sharing?

Response from Mr. Takorn Rattanakamolporn

Somapa Information Technology Plc. ("SIT") has been awarded a contract from Airport Authority of Thailand Plc. ("AOT") which lasts until A.D. 2571 and SIT is currently the only APPS service provider in Thailand. The tourism business in Thailand is growing with number of passengers in and out of the country rising every year, where SIT's income is based on this traveling transaction. The Company can create synergy and this open the opportunity in the new market for DITTO. The Company will realize income in the form of dividend from not less than 40% of net profit after tax.

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the Company to invest in ordinary shares of Somapa Information Technology Public Company Limited ("SIT") in an amount of 45,000,000 shares or equivalent to 18 percent of the paid-up capital with total value of 1,080,000,000 THB from a group of existing shareholders by issuing newly issued ordinary shares as payment for shares with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.



Resolution	Number of Votes	Percentage
Approved	317,510,527	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (88 shareholders)	317,510,527	100.0000

Agenda 11 Consider and approve the issuance and offering of the Company's newly issued ordinary shares under general mandate of not more than 25,000,000 shares with par value of 0.50 THB per share, totaling 12,500,000 THB to offer to specific persons

The Moderator informed the Meeting that the Company has plan in investing in a business and/or other companies and continuously expand the Company's business in the future including reserve working capital to accommodate future growth. Therefore, the Company would like to issue and offer newly issued shares under General Mandate for Private Placement at the amount of not more than 25,000,000 shares with par value of 0.50 THB per share, totaled at 12,500,000 THB.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the issuance and offering of the Company's newly issued ordinary shares under general mandate of not more than 25,000,000 shares with par value of 0.50 THB per share, totaling 12,500,000 THB to offer to specific persons with a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	316,949,307	99.8232
Disapproved	120	0.0000
Abstained	561,100	0.1767
Total (88 shareholders)	317,510,527	100.0000



Agenda 12 Consider and approve the capital increase to accommodate (A) Stock dividend payment, (B) The right adjustment of warrants to purchase ordinary shares of the Company No.1 (DITTO-W1), (C) The issuance and offering of newly issued ordinary shares for Private Placement as a payment for the Entire Business Transfer (EBT) in respect to the objective of the Company to invest in Somapa Information Technology Plc. ordinary shares, and (D) The issuance and offering of newly issued ordinary shares under General Mandate, newly increase registered capital not more than 87,598,436.50 THB from existing registered capital of 307,994,225 THB with new total registered capital of 395,592,661.50 THB by issuing ordinary shares of not exceeding 175,196,873 shares with par value of 0.50 THB per share and approve the amendment of the Company's Memorandum of Association no. 4 to comply with the capital increase of the Company

The Moderator informed the Meeting that the Capital increase of not more than 87,598,436.50 THB by issuing ordinary shares of not more than 175,196,873 shares at the par value of 0.50 THB per share is to accommodate (A) Stock dividend payment (B) The right adjustment of warrants to purchase ordinary shares of the Company No.1 (DITTO-W1) (C) The issuance and offering of newly issued ordinary shares for Private Placement as a payment for the Entire Business Transfer (EBT) in respect to the objective of the Company to invest in Somapa Information Technology Plc. ordinary shares (D) The issuance and offering of newly issued ordinary shares under General Mandate with detail as follow:

Current:

Registered capital	307,994,225	THB	(Three hundred seven million, nine hundred ninety-four thousand, two hundred and twenty-five Baht)
Divided into	615,988,450	Shares	(Six hundred fifteen million, nine hundred eighty-eight thousand, four hundred and fifty shares)
Par Value of	0.50	THB	(Fifty Satang)
Divided into:			
Ordinary shares	615,988,450	shares	(Six hundred fifteen million, nine hundred eighty-eight thousand, four hundred fifty shares)
Preference shares	-	shares	(Zero shares)



Amended to:

Registered Capital	395,592,661.50	THB	(Three hundred ninety-five million, five hundred ninety-two thousand, six hundred sixty-one Baht and fifty satang)
Divided into	791,185,323	shares	(Seven hundred ninety-one million, one hundred eighty-five thousand, three hundred twenty-three shares)
Par Value of	0.50	THB	(Fifty Satang)
Divided into:			
Ordinary shares	791,185,323	shares	(Seven hundred ninety-one million, one hundred eighty-five thousand, three hundred twenty-three shares)
Preference shares	-	shares	(Zero shares)

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the capital increase to accommodate (A) Stock dividend payment, (B) The right adjustment of warrants to purchase ordinary shares of the Company No.1 (DITTO-W1), (C) The issuance and offering of newly issued ordinary shares for Private Placement as a payment for the Entire Business Transfer (EBT) in respect to the objective of the Company to invest in Somapa Information Technology Plc ordinary shares, and (D) The issuance and offering of newly issued ordinary shares under General Mandate, newly increase registered capital not more than 87,598,436.50 THB from existing registered capital of 307,994,225 THB with new total registered capital of 395,592,661.50 THB by issuing ordinary shares of not exceeding 175,196,873 shares with par value of 0.50 THB per share and approve the amendment of the Company's Memorandum of Association no. 4 to comply with the capital increase of the Company with a vote of no less than three-fourth (3/4) of the



total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,510,407	100.0000
Disapproved	120	0.0000
Abstained	0	0.0000
Total (88 shareholders)	317,510,527	100.0000

Agenda 13 Consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not more than 175,196,873 shares at par value of 0.50 THB per share, to accommodate (A) the stock dividend payment in the amount of not more than 105,623,518 shares, (B) the right adjustment of the warrants to purchase ordinary shares of the Company No. 1 (DITTO-W1) in the amount of not more than 17,573,355 shares (C) the capital increase for Private Placement total of not more than 27,000,000 shares as payment for the EBT in respect to the objective of the Company to invest in Somapa Information Technology Plc ordinary shares and (D) the capital increase under the General Mandate in the amount of not more than 25,000,000 shares

Agenda 13.1 Consider and approve the allocation of not more than 105,623,518 newly issued ordinary shares with par value of 0.50 THB per share to accommodate the stock dividend payment

The Moderator informed the Meeting that the allocation of newly issued ordinary shares of not more than 105,623,518 shares with par value of 0.50 THB to accommodate the stock dividend payment as approved in agenda 9 above. The detail of the allocation is according to Capital Increase Form (F53-4).

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the allocation of not more than 105,623,518 newly issued ordinary shares with par value of 0.50 THB per share to accommodate the stock dividend payment with majority vote of



shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,496,927	99.9872
Disapproved	40,600	0.0128
Abstained	0	-
Total (88 shareholders)	317,510,527	100.0000

Agenda 13.2 Consider and approve the allocation of not more than 17,573,355 newly issued ordinary shares with par value of 0.50 THB per share to reserve for the right adjustment of warrants to purchase ordinary shares of the Company No.1 (DITTO-W1) according to the terms and conditions governing the rights and obligations of the warrants issuers and the holder of the warrant to purchase ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) due to the Company's adjustment of the rights of the warrants to preserve the interests of the warrant holders not to be inferior

The Moderator informed the Meeting that the allocation of the newly issued ordinary shares of not more than 17,573,355 shares with par value of 0.50 Baht to reserve for the right adjustment of warrants to purchase ordinary shares of the Company No.1 (DITTO-W1) according to the terms and conditions governing the rights and obligations of the warrants issuers and the holder of the warrant to purchase ordinary shares of Ditto (Thailand) Public Company Limited No. 1 (DITTO-W1) due to the Company's adjustment of the rights of the warrants to preserve the interests of the warrant holders not to be inferior.

The event of rights adjustment is determined in no.5 (d) of the Rights and obligations of the warrants issuers and the holder of the warrant to purchase ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) in case the Company makes payment of dividend, whether in whole or in part, the Company shall reserve the ordinary shares for the right adjustment of DITTO-W1. The Detail of the allocation of the newly issued ordinary shares is according to the Capital Increase Form (F53-4).

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



There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the allocation of not more than 17,573,355 newly issued ordinary shares with par value of 0.50 THB per share to reserve for the right adjustment of warrants to purchase ordinary shares of the Company No.1 (DITTO-W1) according to the terms and conditions governing the rights and obligations of the warrants issuers and the holder of the warrant to purchase ordinary shares of Ditto (Thailand) Public Company Limited No.1 (DITTO-W1) due to the Company’s adjustment of the rights of the warrants to preserve the interests of the warrant holders not to be inferior with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,512,527	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total (89 shareholders)	317,512,527	100.0000

Agenda 13.3 Consider and approve the allocation of not more than 27,000,000 shares at par value of 0.50 THB per share, representing not more than 5.11 percent of the Company paid-up capital for private placement in respect to the objective of the Company to invest in Somapa Information Technology Plc (“SIT”)

The Moderator informed the Meeting that the allocation of the newly issued ordinary shares of not more than 27,000,000 shares with par value of 0.50 Baht, which is considered to be not more than 5.11% of the paid-up capital of the Company to offer and allocate as Private Placement in respect to the objective of the Company to invest in Somapa Information Technology Plc. (“SIT”) in the amount of 45,000,000 shares, representing 18 percent of the Company’s paid-up capital. The Company will acquire shares under Entire Business Transfer (EBT) from A.D.M.T Company Limited (a group of SIT major shareholders). The Company will make payment for the acceptance of the EBT



of A.D.M.T Company Limited by newly issued ordinary shares of the Company at the price per share equal to the weighted average price of the Company's ordinary shares listed on the Market for Alternative Investment (MAI) for seven consecutive business days prior to the offering price date, in the amount of not more than 27,000,000 shares at a par value of 0.50 THB per share, totaling the value of not more than 1,080 million THB. If there are shares remaining from the payment for acceptance of the entire business transfer of A.D.M.T Co., Ltd., the Company will continue to reduce the capital in respect of the remaining shares after such payment.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve the appointment of the three retiring directors to return to position. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the allocation of not more than 27,000,000 shares at par value of 0.50 THB per share, representing not more than 5.11 percent of the Company paid-up capital for private placement in respect to the objective of the Company to invest in Somapa Information Technology Plc (“SIT”) with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,471,927	99.9872
Disapproved	40,600	0.0128
Abstained	0	-
Total (89 shareholders)	317,512,527	100.0000

Agenda 13.4 Consider and approve the allocation of ordinary shares of not more than 25,000,000 shares at the par value of 0.50 THB under General Mandate

The Moderator informed the Meeting that the allocation of newly issued ordinary shares of not more than 25,000,000 shares at the par value of 0.50



Baht under General Mandate, representing not more than 4.73% of the paid-up capital of the Company.

According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 30 June 2022, which approved the allocation of newly issued ordinary shares of the Company under the General Mandate, however the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts in respect of Capital Procedures Governing the Disclosure of Information and Other Acts in respect of Capital Increase of Listed Companies B.E. 2563 (2020), dated 17 August 2020 (including amendments) states that the allocation of capital increase shares shall be made on the date the listed company organizes its next annual general meeting of shareholders or within the dates as required by the law for the listed company to organize the next annual general meeting of shareholders, whichever is earlier. As a result, the previous common share allocation expires. The Company therefore needs to seek approval from the Company's shareholders again for the allocation of newly issued ordinary shares under the General Mandate of not more than 25,000,000 shares with par value of 0.50 THB per share for offering and allocating to specific persons (Private Placement), for investment in business and/or other companies, including but not limited to investing in ordinary shares or assets, including investment in business expansion of the company as well as being used as working capital for the Company's operations in the future.

The newly issued ordinary shares allocated to specific investors under general mandate shall not be offered to the connected persons according to the Capital Market Supervisory Board Notification Tor.Jor. 21/2551 Re: Rules on Connected Transactions B.E. 2551 and not a person under Section 258 of the Securities and Exchange Act B.E. 2535 and the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (including amendments).

In addition, for the said offering of newly issued ordinary shares, the offering price to specific investors under general mandate shall not be at low price as



specified in the Notification of Capital Market Supervisory Board TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, by way of private placement shall be the best price in accordance with the market condition during the offering period and shall be for the best interest of the Company and its shareholders. Such offering price may be discounted at not exceeding 10 percent of the market price pursuant, calculated based on the weighted average price of the Company's shares traded on the Market for Alternative Investment (mai) during the period from between 7 but not exceeding 15 consecutive business days prior to the date of determination of the offering price by the Board of Directors.

However, after the offering of newly issued ordinary shares to specific investors under general mandate, the additional paid-up capital of the Company must not exceed 10 percent of the paid-up capital as of the date on which the Board of Directors has resolved to approve the general mandate, and the Company shall complete the allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is to be set-up required by laws, whichever is earlier.

The detail of the allocation of the newly issued ordinary shares is according to the Capital Increase Form (F53-4).

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve the appointment of the three retiring directors to return to position. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the allocation of ordinary shares of not more than 25,000,000 shares at the par value of 0.50 THB under General Mandate with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.



Resolution	Number of Votes	Percentage
Approved	317,512,407	100.0000
Disapproved	120	0.0000
Abstained	0	-
Total (89 shareholders)	317,512,527	100.0000

Agenda 14 Consider and approve the change of the purpose of the IPO proceeds utilization from the Initial Public Offering (IPO)

The Moderator informed the Meeting that for best management of the IPO proceeds to best benefit the Company and shareholders as well as to comply with the Company's business plan; the Meeting was asked to consider and approve the amendment of the purpose of the IPO proceeds utilization from the Initial Public Offering (IPO) which have not been disclosed in the prospectus. The change amount is more than 15% of the proceeds received which is displayed in the table below:

Objectives	Estimated amount of proceeds (Filing) (Million THB)	Changes amount (Million THB)	Amount of proceeds (Amended) (Million THB)	Schedule of the proceeds utilization
1. Investment in Service Distribution Center to cover countrywide service	219.00	(114.00)	105.00	By 2024
2. DMS on Cloud	50.00	(27.74)	22.26	By 2022
3. Working capital	308.09	71.74	379.83	By 2024
4. Document Management Solutions and Cyber Security	-	20.00	20.00	By 2024
5. Carbon credit and/or related projects	-	50.00	50.00	By 2024
Total	577.09		577.09	

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve the appointment of the three retiring directors to return to position. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.



Resolution The Meeting resolved to approve the change of the purpose of the IPO proceeds utilization from the Initial Public Offering (IPO) with majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,512,527	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total (89 shareholders)	317,512,527	100.0000

Agenda 15 Consider and approve the addition of the Company's objectives and the amendment of clause 3 of the Memorandum of Association of the Company to comply with the addition of the Company's objectives

The Moderator informed the Meeting that the Company would like to add the Company's objectives to response to the Company's activities in mangroves reforestation for carbon credit project including other related businesses in the future. The BOD meeting no. 1/2023 thus approve to propose to the shareholders meeting to consider the addition of the Company's objectives and the amendment of clause 3 of Memorandum of Association of the Company:

No. (77) Provide consultation, develop, audit, and trade carbon credit and related businesses.

No. (78) Engage in the business of forestry, wood production, and forest management.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the addition of the Company's objectives and the amendment of clause 3 of the Memorandum of Association of the Company to comply with the addition of the Company's objectives with a vote of no less than three-fourth (3/4) of



the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,512,527	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (89 shareholders)	317,512,527	100.00

Agenda 16 Consider and approve the additional amendments to the Company's Regulation, Article 27 and 34

The Moderator informed the Meeting that the amendments to the Company's regulation, article 27 and 34 in order to comply with the Public Limited Company Act, B.E. 2022 and to correspond to the current business operation which increasingly related to electronic means.

Article 27. Current The Board of Directors meetings must be attended by at least half (1/2) of the total number of committee members in order to constitute a quorum. In the event that the committee chairman is not present at the meeting or unable to perform his/her duties, the vice-chairman shall act as chairman. If there is no vice-chairman, or the vice-chairman is present but unable to perform his/her duties, the attending committee members shall elect one committee member to serve as chairman of the meeting.

Final resolution of the meeting shall be decided by the majority vote.

Each committee member has one vote, except for committee members who have a conflict of interest in a particular matter, who are not entitled to vote on that matter. In case of a tie, the chairman of the meeting shall have the deciding vote as a casting vote.

Amended The Board of Directors meetings, whether in-person or conducted via electronic means, must be attended by at least half (1/2) of the total number of committee members in order to constitute a quorum. In case of electronic meetings, the proceedings must be conducted in accordance with the criteria and procedures prescribed by law. In the event that the committee chairman is not present at the meeting



or unable to perform his/her duties, the vice-chairman shall act as chairman. If there is no vice-chairman, or the vice-chairman is present but unable to perform his/her duties, the attending committee members shall elect one committee member to serve as chairman of the meeting.

Final resolution of the meeting shall be decided by the majority vote.

Each committee member has one vote, except for committee members who have a conflict of interest in a particular matter, who are not entitled to vote on that matter. In case of a tie, the chairman of the meeting shall have the deciding vote as a casting vote.

Article 34. Current When calling a shareholders' meeting, the board of directors shall prepare a notice specifying the location, date, time, agenda items to be presented at the meeting, and other relevant details. The notice must clearly indicate whether the agenda items are for information, approval, or consideration, and include the board of directors' opinions on these matters. The notice must be sent to shareholders and the registrar under the laws governing public limited companies at least seven (7) days before the meeting. In addition, the notice must be advertised in at least three (3) consecutive issues of a newspaper for at least three (3) days prior to the meeting.

Amended When calling a shareholders' meeting, whether it be on site or via electronics means, the board of directors shall prepare a notice specifying the location, date, time, agenda items to be presented at the meeting, and other relevant details. The notice must clearly indicate whether the agenda items are for information, approval, or consideration, and include the board of directors' opinions on these matters. The notice must be sent to shareholders and the registrar under the laws governing public limited companies at least seven (7) days before the meeting. In addition, the notice must be advertised in at least three (3) consecutive issues of a newspaper for at least three (3) days prior to the meeting. However, if the call of the meeting is for the purpose of convening a meeting via electronics means, the



Company can send the invitation by email instead provided that it is sent and advertised in an electronic newspaper according to the specified timeframe as mentioned above.

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a vote of no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution The Meeting resolved to approve the additional amendments to the Company's Regulation, Article 27 and 34 with no less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and having the right to vote, including abstentions in the calculation base.

Resolution	Number of Votes	Percentage
Approved	317,482,527	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (88 shareholders)	317,482,527	100.0000

Agenda 17 Consider and approve the appointment of the company's auditors and approve the auditor fee for the year 2023

The Moderator informed the Meeting that the Audit Committee has chosen the Company's auditor by considering based on the working results, experiences, capabilities, working standard, independency of the auditor, and the proposed fee. The Audit Committee deemed it appropriate to propose Siam Truth Audit Company Limited as the auditor of the Company and its subsidiary for fiscal year 2023.

Names of the auditor from Siam Truth Audit Company Limited:

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.



With detail of the fee as follow:

Audit fee	2023 (THB)	2022 (THB)
Ditto (Thailand) Public Company Limited	2,050,000	1,900,000
Siam TC Technology Company Limited	1,250,000	1,100,000
Total	3,300,000	3,000,000

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

There were no inquiries nor comments. The Moderator, thus, requested the Meeting to consider and approve this agenda item. This agenda required a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution The Meeting resolved to approve the appointment of the company's auditors and approve the auditor fee for the year 2023 with a majority vote of shareholders who attend and cast votes, excluding abstentions from the calculation base.

Resolution	Number of Votes	Percentage
Approved	307,254,027	100.0000
Disapproved	0	0.0000
Abstained	0	-
Total (87 shareholders)	307,254,027	100.0000

Agenda 18 Other matters (If any)

Questions from shareholders

Question from Mr. Panatphong Thunrachin

Please provide this year's business direction and the update of the collaboration with Vongsayam Korsang Co., Ltd.

Response from Mr. Takorn Rattanakamolporn

There is growth for various projects since 2022 and the Company's backlog as of 14 April 2023 is 4,416 million Baht where revenue is expected to continuously grow by 20% - 30%. Data management customers continue to generate recurring income and the Company started to reach for local administration such as provincial administration organization and subdistrict administrative organization.



Response by Mr. Chaithad Kulchokwanich

For the update of the collaboration among the Company, Vongsayam Korsang Co., Ltd. (“VSK”), and Team Consulting Engineering and Management Plc. (“TEAMG”), now all three parties have set up new company under the name VDT Water Supply Co., Ltd. (“VDT”) which is during the research on water management business expansion. The Company will work comprehensively to ensure the benefit of the Company and shareholders. The Company will keep providing the update to shareholders constantly.

Question from Ms. Araya Supsiriyoukong

What is the growth for this year?

Response from Mr. Takorn Rattanakamolporn

This year’s growth is satisfactory. For next year and the following year is expected to grow. The Company has started to invest in mangrove reforestation project and expected to collect carbon offset credits in the later three years. The change from voluntary to mandatory carbon credit market should present a clearer picture of the whole market. Lastly the mangrove forest is considered to be high carbon storage which will become the Company’s sustainable income in the future.

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 16.22 hrs.

(Mr. Tawee Meengern)
Chairman of the Meeting

(Ms. Achawan Tangdamrongkul)
Secretary of the Meeting



(F53-4)

Capital Increase Report Form**Ditto (Thailand) Public Company Limited****19 December 2023**

We, Ditto (Thailand) Public Company Limited (the “Company”), hereby report the resolutions of the Board of Directors Meeting No. 7/2023 held on 19 December 2023, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital Decrease and Capital Increase**1.1 Capital decrease**

The Company wishes to increase its registered capital. Section 136 of the Public Limited Companies Act, B.E. 2535 (1992) (including amendment hereto) provides that a company may increase its registered capital by issuing new shares when all shares have been sold and fully paid-up, with an exception that those shares are allotted for convertible debentures or warrants.

At present, the Company has the registered capital of THB 395,592,661.50 which is the paid-up register capital of THB 330,356,799, divided into 660,713,598 shares, at the par value of THB 0.50. The Company has the shares that have not been sold of 130,471,725 shares, which are (1) Shares that issued to support the exercise of warrants to subscribe for ordinary shares of Ditto (Thailand) Public Company Limited No. 1 (DITTO-W1) in the amount of 105,444,215 shares (2) Shares that has not been sold issue to support the payment of stock dividends according to the resolution of the 2023 Annual General Meeting of Shareholders of 27,510 shares (3) Share that has not been sold issue to support the issuance and offering of the newly-issued ordinary shares in types of General Mandate) according to the resolution of the 2023 Annual General Meeting of Shareholders of 25,000,000 shares.

Therefore, Board of Directors' Meeting has resolved to propose to the shareholders 'meeting to consider and approve the decreasing of the registered capital of the Company in the amount of THB 12,513,755 from the existing registered capital of THB 395,592,661.50 to be a new



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registered capital of THB 383,078,906.50, divided into 766,157,813 shares, at the par value of THB 0.50 by decreasing the ordinary shares that have not been sold, which issued for support the payment of stock dividends according to the resolution of the 2023 Annual General Meeting of Shareholders of 27,510 shares and the issuance and offering of the newly-issued ordinary shares in types of General Mandate) according to the resolution of the 2023 Annual General Meeting of Shareholders of 25,000,000 shares.

1.2 Capital Increase

The Board of Directors' Meeting has resolved to propose to the shareholders 'meeting to consider and approve the increasing of registered capital of the Company in the amount of THB16,600,000 from the existing registered capital of THB 383,078,906.50 to be the new registered of THB 399,678,906.50 by issuance of the newly-issued ordinary shares of 33,200,000 shares, at par value of THB 0.50 to support the capital increase in types of specific purpose to utilize funds to offers to Mr.Pichit Viwatrujirapong ("Mr. Pichit"), which is specific persons (Private Placement) in the amount of not exceeding 33,200,000 shares to pay as compensation for purchasing shares in NETBAY from Mr. Pichit, by increasing the capital in the following manner:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> In type of Specific purpose to utilize the funds	Ordinary shares	Not exceeding 33,200,000	0.50	Not exceeding 16,600,000
	Preferred shares	-	-	-



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2. Allotment of the newly-issued ordinary shares

2.1 In type of Specific purpose to utilize the funds

Allotted to	Number of shares	Ratio (old : new)	Offering price (THB/share)	Subscription and payment period	Remark
Mr. Pichit as compensation for purchasing shares in NETBAY	Not exceeding 33,200,000	-	25.50 (The details are provided in remark 2.)	The details are provided in remark	The details are provided in remark

Remark: The Board of Directors' Meeting no.7/2023 has resolved to propose to the shareholders 'meeting to consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50 to Mr.Pichit, the specific person (Private Placement) who is not the connected person to pay as compensation for purchasing shares in NETBAY, with the details are as follow;

1. Allocation of the newly-issued ordinary shares to Mr.Pichit shall occur after the results of the due diligence of legal, financial, assets and liabilities of NETBAY are satisfactory to the Company and the Shareholders' meeting resolved to approved the increasing of registered capital and allocation of newly-issued ordinary shares to specific person (Private Placement) by offering newly-issued ordinary share specifically to Mr. Pichit as compensation for purchasing NETBAY shares from Mr. Pichit. In this regard, the Company expects that the transaction will close by February 29 February 29 2024.
2. The Company has clearly determined the offering price at THB 25.50 per share, such the offering price is the offering price that pursuant to the market price with a discount not exceeding 10 percent of the weighted average of the ordinary share of the Company in



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the Stock Exchange of Thailand (“SET”) for 7 consecutive business day prior the day that Board of Directors’ Meeting resolved to approve to propose the agenda for offering the newly-issued ordinary shares to specific person which is during 7 December 2023 to 18 December 2023 which has a price equal to THB 24.98 (Information from SETSMART according to www.setsmart.com) as follows:

No.	Date	Volume (‘000 Shares)	Value (‘000 THB)
1.	Dec 18, 2023	877,544	22,273.89
2.	Dec 15, 2023	962,190	24,333.13
3.	Dec 14, 2023	1,777,704	43,875.37
4.	Dec 13, 2023	2,055,456	49,665.00
5.	Dec 12, 2023	1,125,892	28,216.55
6.	Dec 8, 2023	1,125,297	28,717.67
7.	Dec 7, 2023	874,598	22,673.44
	Total	8,798,681	219,755.05
	Weighted Average Price		24.98
	90% of Weighted Average Price		22.48

In this regard, in case that the offering price of newly-issued ordinary shares offered to specific persons at this time is considered an offering of newly issued shares at a price lower than 90 percent of the market price before the Stock Exchange will order to accept the said newly issued ordinary shares as registered securities. The Company are obligate to prohibit persons who receive shares from the such offered from selling all shares received from the offering within a period of 1 year from the date the ordinary shares increase capital. The company begins trading on the stock exchange (Silent Period). After the date that such newly-issued, ordinary shares are started trading on the stock exchange for a period of 6 months. Such persons will be gradually selling such shares that are prohibited from selling in the amount of 25 percent of the total number of shares



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that are prohibited from selling. In this regard, according to the Regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015) dated 11 May 2023 (and any amendment hereto).

3. In order to proceed to allocate the newly-issued ordinary shares of the Company, the meeting proposed to assign Mr. Takorn Rattanakamolporn, Chief Executive Officer, to have authority to stipulate the details regarding the issuance and allocation of the newly-issued ordinary shares of the Company to support the capital increase in type of specific purpose to utilize the funds including without limitation to the following matters:
 - (1) To allocate the newly-issued ordinary shares to the specific person (Private Placement) one time or several times, to determine the offering period, the payment method include any conditions and details regarding the allocation of such newly-issued ordinary shares.
 - (2) To negotiate, make an agreement and sign on any documents or agreements regarding the allotment of such newly-issued ordinary shares include perform any necessary action relevant to the allotment of such newly-issued ordinary shares.
 - (3) To sign on any documents and application that necessary and relevant to the allotment of such newly-issued ordinary shares which is including to contact and submit the form the applications and documents to the government authority and others related office, to list the newly-issued ordinary shares in the stock market and to have authorize to perform any necessary action relevant to the allotment of such newly-issued ordinary shares.

According to Announcement No. 28/2565, the company is required to make the share offering and complete it within the approved timeframe from the shareholders' meeting. However, the offering must be completed within 3 months from the date of the shareholders' meeting resolution approving the issuance of new shares. Alternatively, the company must complete the share offering within 12 months from the date of the shareholders' meeting resolution approving the share offering. In cases where shareholders have clearly resolved that, after the



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aforementioned 3-month period has elapsed, the board of directors or individuals authorized by the board of directors shall determine the offering price based on market prices during the offering period.

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares

The Extraordinary Meeting of Shareholders No.1/2023 is scheduled to be held on 5 February 2024 at 13.00 to 16.00 hrs. through Electronic Meeting (E-EGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws and regulations. And scheduled 4 January 2023 as the date to determine the lists of shareholders who entitled to attend the meeting (Record Date).

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

4.1 The shareholders 'meeting resolved to approve the capital decrease and the amendment of the Memorandum of Association.

4.2 The shareholders 'meeting resolved to approve the capital increase, the amendment of the Memorandum of Association and the allocation of the newly-issued ordinary shares.

4.3 The Company shall proceed to register to decrease the capital, increase the capital and amend the Memorandum of Association with the Department of Business Development, Ministry of Commerce, within 14 days from the date on which the Extraordinary General Meeting No.1/2023 resolves to approve the increase of registered capital and proceed to register the change of paid-up capital within 14 days from the date of full payment of shares.

4.4 The Company will apply for permission from the Stock Exchange of Thailand to accept the newly issued ordinary shares as listed securities.

5. Objectives of the capital increase and plans for utilizing the increased capital

The Company desires to increase the registered capital in the amount of THB 16,600,000. By issuing the ordinary shares of 33,200,000 shares, at the par value of THB 0.50 with the purpose to support the



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capital increase in type of specific purpose to utilize funds by offering and allocating to Mr. Pichit, the specific persons (Private Placement), which is not a connected person to pay as compensation for purchasing share in NETBAY from Mr. Pichit.

According to the fact that the Board of Directors' Meeting No.7/2023 held on 19 December 2023 has resolved to approve the Company to invest in ordinary shares of NETBAY in the amount of 49,800,000 shares, at the par value of THB 1.00, or equivalent to 24.90 percent of the paid-up registered capital, at the price not exceeding THB 17.00 per share, and the total value not exceeding THB 846,600,000 by purchasing the ordinary shares of NETBAY from Mr. Pichit And the Company shall pay the compensation for the purchase of ordinary share of NETBAY from Mr. Pichit with the newly-issued ordinary shares of the Company instead of cash (Pay in Kind). Therefore, the Company wish to increase the registered capital in the amount of 33,200,000 shares, at the par value of THB 0.50 to offer and allot to Mr. Pichit as the compensation for purchasing share in NETBAY from Mr. Pichit. at the price of THB 25.50 per share, ,such the offering price is pursuant to the market price with a discount not exceeding 10 percent of the weighted average of the ordinary share of the Company in the SET for 7 consecutive business days prior the day that Board of Directors' Meeting resolved to approve to propose the agenda for offering the newly-issued ordinary shares to specific persons according to the Notification regarding the Offer Newly Issued Ordinary Shares to specific persons, the total value is not exceeding THB 846,600,000.

6. Benefits that the Company will receive from the capital increase / share allotment:

The capital increase of the Company to support the capital increase in type of specific purpose to utilize funds by offering to the specific persons (Private Placement) to pay as compensation for purchasing share in NETBAY with the newly-issued ordinary shares of the Company shall promote the business potential of the Company in terms of technical services and shall be create additional value (Synergy) to the Company's business since NETBAY and the Company operate business in the same industrial sector.

7. Benefits that the shareholders will receive from the capital increase / share allotment:



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The Company shall utilize the funds from the capital increase and the allocation of newly-issued ordinary shares in type of specific purpose to utilize funds to pay as compensation for purchasing shares in NETBAY, which shall promote the business potential of the company in in terms of technical services and shall be able to create additional value (Synergy) for the Company's business. It can be seen that this capital increase is beneficial to the Company. Such capital increase has a benefit impact to the Company's shareholders.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment are shown in 3. Information Memorandum on the allocation of the newly-issued ordinary shares to specific persons (Private Placement) of Ditto (Thailand) Public Company Limited Enclosure 3.

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of t capital increase or allotment of new shares:

No.	Procedure	Date/Month/Year
1	The Board of Directors' Meeting No.7/2023.	19 December 2023
2	Date to determine the list of shareholders entitled to attend the Extraordinary Meeting of Shareholders No.1/2023 (Record Date).	4 January 2024
3	Date of the Extraordinary Meeting of Shareholders No.1/2023 for approval on relevant matters.	5 February 2024



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No.	Procedure	Date/Month/Year
4	The registration of capital decrease, capital increase and the amendment to the Memorandum of Association of the Company with the Ministry of Commerce.	Within 14 days from the date that the Shareholders' Meeting approved the increase of registered share and amendment of the Memorandum of Association
5	Proceed to allocate the newly-issued ordinary shares in types of specific purpose to specific persons.	Not exceeding 3 months from the date of the shareholders' meeting resolution approving the issuance of new shares or within 12 months from the date of the shareholders' meeting resolution approving the share offering. In cases where shareholders have explicitly resolved that, after the aforementioned 3-month period has elapsed, the company's board of directors or individuals authorized by the board of directors shall determine the offering price based on market prices during the offering period.



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No.	Procedure	Date/Month/Year
6	Proceed to register the change of paid-up capital with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date of full payment of offered shares.
7	Proceed to apply for permission from the Stock Exchange to accept newly issued ordinary shares as listed securities.	Within 30 days from the date of closing date of subscription and payment for newly issued ordinary shares.

We hereby certify that the information contained in this report form is correct and complete in all respects.

Ditto (Thailand) Public Company Limited

Signed.....

(Mr. Takorn Rattanakamolporn)

(Affix with the Company's seal)

Signed.....

(Mr. Chaithad Kulchokwanich)



Enclosure 3

Information Memorandum on the Private Placement of the Newly Issued Ordinary Shares of Ditto (Thailand) Public Company Limited

The Board of Directors' Meeting No. 7/2023 of Ditto (Thailand) Public Company Limited (the “Company”) which was held on 19 December 2023 has resolved to approve the Company to invest in ordinary shares of Netbay Public Company Limited (“NETBAY”) by purchasing the ordinary shares of NETBAY from Mr. Pichit Viwatrujirapong (“Mr. Pichit”) who is not connected persons of the Company in the amount of 49,800,000 shares at a par value of THB 1.00 per share, or equivalent to 24.90 percent of the paid-up capital of NETBAY, at the price not exceeding THB 17.00 per share, total value not exceeding THB 846,600,000. In this regard, the investment by purchasing the ordinary shares mentioned above, the Company shall issue new ordinary shares of the Company as payment in kind for the purchasing of the ordinary shares of NETBAY instead of cash. The Board of Directors' Meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increasing of registered capital of the Company in the amount of THB 16,600,000 from the existing registered capital of THB 383,078,906.50 to be the new registered capital of THB 399,678,906.50 by the issuance of the newly issued ordinary shares of 33,200,000 shares, at par value of THB 0.50 per share and offering and allocating to specific persons (Private Placement) is Mr. Pichit who is not connected persons of the Company.

In this regard, the allocating the newly issued ordinary shares to Mr. Pichit is not the connected transaction since Mr. Pichit is not the connected persons of the Company under the Notification of the Capital Market Supervisory Board Notification TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August B.E. 2551 (including any amendments thereto) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November B.E. 2546 (including any amendments thereto).



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The details of the offering and allocation of newly issued ordinary shares of the Company to Mr. Pichit, which is the specific persons (Private Placement), which is material to the shareholders' decision as follows:

1. **Details of the issuance and offering of newly issued shares to the specific persons**

The Board of Directors' Meeting No. 7/2023, which was held on 19 December 2023 has resolved to approve the Company to issuance and offering newly-issued ordinary share of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50, at the price of THB 25.50, the total value is not exceeding THB 846,600,000 to Mr. Pichit which is a specific persons as payment in kind for the purchasing of the ordinary shares of NETBAY instead of cash, which the issuance and offering of newly issued ordinary shares to Mr. Pichit is the issuance and offering of newly issued ordinary shares to specific persons (Private Placement) according to the Notification of the Capital Market Supervisory Board No. Tor Chor 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Ordinary Shares to Private Placement dated on 28 December 2023 (and amendments hereto) (the **"Notification regarding the Offer Newly Issued Ordinary Shares to specific persons"**), which the offering price of the newly issued share is THB 25.50, such the offering price is the offering price that pursuant to the market price with a discount not exceeding 10 percent of the weighted average of the ordinary share of the Company in the Stock Exchange of Thailand ("**SET**") for 7 consecutive business day prior the day that Board of Directors' Meeting resolved to approve to propose the agenda for offering the newly issued ordinary shares to the specific persons, and it shall be approved by the shareholders' meeting of the Company with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The weighted average price of the Company's ordinary shares for 7 consecutive business day traded in the SET was THB 24.98 which are calculated as follows:



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No.	Date	Volume (‘000 Shares)	Value (‘000 THB)
1.	Dec 18, 2023	877,544	22,273.89
2.	Dec 15, 2023	962,190	24,333.13
3.	Dec 14, 2023	1,777,704	43,875.37
4.	Dec 13, 2023	2,055,456	49,665.00
5.	Dec 12, 2023	1,125,892	28,216.55
6.	Dec 8, 2023	1,125,297	28,717.67
7.	Dec 7, 2023	874,598	22,673.44
	Total	8,798,681	219,755.05
	Weighted Average Price		24.98
	90% of Weighted Average Price		22.48

Furthermore, if the offering price of such newly issued ordinary shares to the specific persons is lower than 90 percent of the market price before SET accepts the newly issued ordinary shares as listed securities, the Company is obliged to prohibit such persons from selling all such newly issued ordinary shares within 1 year from the date of the newly issued ordinary shares of the Company start trading in SET (Silent Period). After 6 months from the date that the Company's newly-issued ordinary shares start trading in SET, such persons will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules prescribed in the Stock Exchange of Thailand Notification Re: Criteria, Conditions and Procedures for Consideration of the Request for Listing of Ordinary Shares or Preferred Shares in the Capital Increase as Listed Securities B.E. 2558 dated 11 May 2015 (and amendments hereto).

In order to proceed to allocate the newly issued ordinary shares of the Company, the Board of Director meeting proposed to assign Mr. Takorn Rattanakamolporn, Chief Executive Officer, to have authority to stipulate the details regarding the issuance and allocation of the newly-issued ordinary shares of the Company to support the capital increase as mentioned above, including



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without limitation to the following matters: (1) To allocate the newly issued ordinary shares to the specific persons (Private Placement) one time or several times, to determine the offering period, the payment method include any conditions and details regarding the allocation of such newly issued ordinary shares. (2) To negotiate, make an agreement and sign any documents or agreements regarding the allotment of such newly issued ordinary shares include perform any necessary action relevant to the allotment of such newly issued ordinary shares. (3) To sign any documents and application that necessary and relevant to the allotment of such newly issued ordinary shares which is including to contact and submit the applications and documents to the government authority and others related office, to list the newly issued ordinary shares in the stock market and to have authorize to perform any necessary action relevant to the allotment of such newly issued ordinary shares.

According to Announcement No. 28/2565, the company is required to make the share offering and complete it within the approved timeframe from the shareholders' meeting. However, the offering must be completed within 3 months from the date of the shareholders' meeting resolution approving the issuance of new shares. Alternatively, the company must complete the share offering within 12 months from the date of the shareholders' meeting resolution approving the share offering. In cases where shareholders have clearly resolved that, after the aforementioned 3-month period has elapsed, the board of directors or individuals authorized by the board of directors shall determine the offering price based on market prices during the offering period.

2. Information of the person who will be offered and allotment of newly issued ordinary shares

The specific persons who will be offered and allocated newly issued ordinary shares is Mr. Pichit Viwatrujirapong, who has been offered and allocated newly issued ordinary shares in the amount of not exceeding 33,200,000 shares at the par value of THB 0.50 and the price of THB 25.50. The total value is not exceeding THB 846,600,000. After the Company has allocated the newly issued ordinary shares to Mr. Pichit in the amount of 33,200,000 shares and complete the registration of the increase of paid-up capital, Mr. Pichit will be a shareholder in the proportion of



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4.78 percent of the total number of shares sold of the Company. For this acquisition of NETBAY's ordinary shares from Mr. Pichit, there is no specified condition that the Company will appoint Mr. Pichit to be the Company's director.

Details of the person who will be offered and allotment of newly issued ordinary shares are as follows

Name	Mr. Pichit Viwatrujirapong	
Address	719/9 Rama VI Rd., Wang Mai Sub-district, Patumwan District, Bangkok 10330	
Experience	2004 - Present	Vice Chairman/ Chairman of the Executive Board/ Chief Executive Officer of Netbay Public Company Limited
	Dec 2019 - Present	Director of Fynnet Venture Company Limited
	2011 - Present	Chief Executive Officer/ President of Cloud Creation Company Limited
	1983 - Present	Chief Executive Officer/ President of Creation Group Company Limited
Relationship with the Company	Has no relation with the Company and is not the connected persons of the Company under the Notification of the Capital Market Supervisory Board Notification TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August B.E. 2551 (including any amendments thereto) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 dated 19 November B.E. 2546 (including any amendments thereto).	



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Incidentally, the names of the 10 major shareholders of the Company and their proportion of shareholding before and after the issuance and allocation of newly issued ordinary shares to the specific persons (Private Placement) are as follows:

Name of shareholders	Structure before entering into the transaction.		Structure after entering into the transaction.	
	Shares	Percent	Shares	Percent
1. Teerachai Rattanakamolporn	148,500,000	22.48	148,500,000	21.40
2. Takorn Rattanakamolporn	71,100,000	10.76	71,100,000	10.76
3. Sataporn Ngamruengphong	48,656,420	7.36	48,656,420	7.01
4. Pichit Viwatrujirapong	-	-	33,200,000	4.78
5. BANK OF SINGAPORE LIMITED	20,000,000	3.03	20,000,000	2.88
6. Thidarat Suamornrattanakul	18,900,000	2.86	18,900,000	2.72
7. Kanraya Suamornrattanakul	18,660,000	2.82	18,660,000	2.69
8. Sompong Chonecadeedumrongkul	18,536,000	2.81	18,536,000	2.67
9. Maneerat Ngamruengphong	11,909,040	1.80	11,909,040	1.72
10. Wantanee Petchlohakul	11,777,820	1.78	11,777,820	1.70

Remark: The information on the list of shareholders above is as of the date the list of shareholders of the Company who entitled to receive the dividends (Record Date) on 14 March 2023, which is the date the Company's latest list of shareholders was determined (source: www.set.or.th)



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3. Objectives of the allocation of the newly issued shares to the specific persons and plans for utilizing proceeds received from the capital increase

The objective of the allocation of the newly issued ordinary shares of the Company is as a payment of the investment in NETBAY by the purchasing of ordinary shares of NETBAY from Mr. Pichit. Due to the resolution of the Board of Director meeting No. 7/2023, which was held on 19 December 2023 has resolve to approve the Company to invest in the ordinary shares of NETBAY in the amount of 49,800,000 shares at a par value of THB 1.00 per share, or equivalent to 24.90 percent of the paid-up capital of NETBAY, at the price of THB 17.00 per share, totaling the value of not exceeding THB 846,600,000 by purchasing ordinary shares of NETBAY from Mr. Pichit and issuance and offering a newly issued ordinary share of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50, at the price of THB 25.50, the total value is not exceeding THB 846,600,000 with the objective of investing in businesses related to the Company's business, which the Company sees as businesses that are related to the Company's data management system business which will be able to create additional value (Synergy) to the Company's business.

3.1 Details of projects that the Company and/or its subsidiaries will use the proceeds received from the capital increase in the project

The offering of the newly issued ordinary shares of the Company is as a payment of the investment in NETBAY by purchasing the ordinary shares of NETBAY from Mr. Pichit in the amount of 49,800,000 shares, at a par value of THB 1.00 per share, or equivalent to 24.90 percent of the paid-up capital of NETBAY, at the price of THB 17.00 per share, totaling the value of not exceeding THB 846,600,000 with the objective of investing in businesses related to the Company's business. The main business of NETBAY is to innovate, create and develop Digital Business Technology Platform for electronic transactions (Digital Business Services) and offer those products to users in the form of a comprehensive service (SaaS: Software as a Service). Between business and government (B2G), between business and business (B2B), and between private and public or consumers (B2C), the Company expected that NETBAY 's businesses



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which are related to the Company's information management system business will be able to create an additional value (Synergy) to the business of the Company.

The Shareholders can consider additional information about investment in NETBAY in Information Memorandum on the Acquisition of asset of Ditto (Thailand) Public Company Limited in case acquisition of Ordinary Shares of Netbay Public Company Limited.

3.2 Opportunity that such capital increase will generate income for the Company

- (1) The Company will receive cooperation in further developing its information management business, whereby NETBAY is an information technology services provider that is trusted by leading organizations in the public and private sectors.
- (2) The Company will be able to expand its service channels through NETBAY's customer base.
- (3) To achieve synergy through an economy of scales by using employees to develop information technology together.

3.3 Expected impacts on the Company in the event that the project cannot be completed and the risks from the project implementation

(1) Expected impacted on the Company in case the project cannot be completed

The chance that the Company will not be able to complete the project is quite low because NETBAY has been operating since 2004 and has been trusted as an information technology service provider by leading organizations in the public and private sectors. The Board of Directors was of the opinion that, the offering of the newly issued ordinary shares to Mr. Pichit will be more beneficial to shareholders than the negative effects. In addition, investing in ordinary shares of NETBAY is an important opportunity for the Company to expand the Company's business and build collaboration between the Company and NETBAY to strengthen cooperation in increasing the efficiency of the Company's services, expanding the Company's service channels through NETBAY's customer base and to decrease the cost of employees by sharing and developing



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information technology together and to be able to create returns and profits to the Company and shareholders of the Company continuously in the long term.

(2) Risk from development of technology

The process of developing a product, programs, and other technological equipment is always developing. At present, the key programs that NETBAY uses to provide services and make the main income for NETBAY are programs that are developed by NETBAY. If NETBAY is unable to develop and keep up with changing technology, it may cause NETBAY to lose its competitiveness, which will affect the statement of financial position and operating results of NETBAY. In addition, rapid technology change will also affect NETBAY's various electronic devices such as the networks may not be able to support new products, which may result in NETBAY having to procure additional electronic equipment.

However, NETBAY focuses on keeping up with rapidly changing technology and has a policy to train NETAY's personnel about new programs and technology, NETBAY implements new technology to help develop products to better meet customer needs. Due to NETBAY has outsourced consultants and specialists to provide knowledge and give advice regarding services and the development of systems to meet customer needs under appropriate technology and considering investing in NETBAY's computer systems and equipment.

(3) Risk of specialized employee dependency

NETBAY's business is an information technology service, that relies on the knowledge, abilities, and specialized expertise to understand the problems and processes of various transactions to develop a system that will respond to market demand, NETBAY relies on NETBAY's computer engineers, especially those who have working experience of more than 3 years in developing computer programs. The loss of these personnel will affect NETBAY's operations and competitiveness.



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NETBAY is aware of such risk and therefore places importance on the continuous development of NETBAY's human resources. NETBAY's personnel work as a team, therefore personnel in the team can work in place of each other. NETBAY provides training to give knowledge to its personnel continuously and has a policy to give compensation to its personnel at a rate that can motivate personnel to work with NETBAY in the long term. In addition, NETBAY also has collaborative projects with educational institutions to organize cooperative education subjects, which give students the opportunity to learn through actual work by NETBAY give an opportunity for students to join in internships and offer opportunity to be considered for full-time employment following graduation, NETBAY continually recruits personnel for the engineering team to appropriate with the workload.

4. Effect to the existing shareholders from the allocation of newly issued shares to the specific persons

4.1 Price Dilution

Market price after offering

The market price before the offering is based on the weighted average trading price of the Company's shares in SET for the past 7 consecutive business days before the day that the Board of Directors' Meeting resolved to approve to propose the agenda for offering the newly-issued ordinary shares to specific persons between 7 – 18 December 2023, which is equal to THB 24.98, according to the Company's stock trading information shown in SETSMART of SET.

Since the offering price of newly issued ordinary shares of the Company as payment in kind for the purchasing of the ordinary shares of NETBAY, which is THB 25.50 per share, is higher than the market price, therefore it does not result in price dilution of the shares.

4.2 Control Dilution

$$= \frac{\text{Number of newly-issued ordinary shares}}{\text{Number of paid-up shares} + \text{Number of newly-issued ordinary shares}}$$



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$$= \frac{33,200,000}{(660,713,598 + 33,200,000)}$$

$$= 4.78 \text{ percent}$$

4.3 Earnings Per Share Dilution

EPS Dilution

$$= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS before offering}}$$

$$= \frac{(0.47 - 0.45)}{0.47}$$

$$= 4.78 \text{ percent}$$

EPS Before offering

$$= \frac{\text{Net profit (LTM)}}{\text{Number of paid-up shares before increasing of capital}}$$

$$= \frac{312,546,801}{660,713,598}$$

$$= \text{THB } 0.47 \text{ per share}$$

EPS After offering

$$= \frac{\text{Net profit (LTM)}}{\text{Number of paid-up shares after increasing of capital}}$$

$$= \frac{312,546,801}{(660,713,598 + 33,200,000)}$$



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= THB 0.45 per shares

Remark: Earnings per share before the offering and after the offering are calculated by using the net profit of the Company for the latest 12-month period up to 30 September 2023, based on the Company's consolidated financial statements, which has been audited and reviewed by a certified public accountant.

5. Opinions of the Board of Directors on the capital increase or allocation of the newly issued shares to specific persons (Private Placement)

5.1 Rationale and necessity for the capital increase:

The Board of Directors was of the opinion that the Company needed to increase its registered capital to pay as compensation for investing in NETBAY by purchasing the ordinary shares of NETBAY from Mr. Pichit, in the amount of 49,800,000 shares, the Company shall issue newly ordinary shares of the Company as payment in kind for the purchasing of the ordinary shares of NETBAY instead of cash and Mr. Pichit shall transfer the ordinary shares of NETBAY in the amount of 49,800,000 shares, at a par value of THB 1.00 per share, as payment in kind for the newly issued shares of the Company instead of paying with cash. If the Company raises funds by other methods instead of increasing registered capital, such as loans, it may cause the Company to increase the loan burden. Therefore, the capital increase and issuance and allocation of the newly issued shares to a specific persons will be the appropriate source of the Company's funds to purchase the ordinary shares of NETBAY.

5.2 Feasibility of the proceeds utilization plan:

The Board of Directors was of the opinion that the issuance and allocation of the newly issued ordinary shares to the specific persons (Private Placement), Mr. Pichit is intended to be compensation for purchasing the ordinary shares of NETBAY instead of cash. The Company will proceed to purchase ordinary shares of NETBAY under 2 conditions: (1) the results of the due diligence of legal, financial, assets and liabilities of NETBAY are satisfactory to the Company; (2)



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the Shareholders' meeting resolved to approved the increasing of registered capital and allocation of newly-issued ordinary shares to specific persons (Private Placement) by offering newly-issued ordinary share specifically to Mr. Pichit as compensation for purchasing NETBAY shares from Mr. Pichit. The Company expected that such a transaction would be completed by the end of February 2024.

5.3 Reasonableness of the capital increase, plan to utilize the proceeds derived from the offering for sale, and projects to be operated, including the sufficiency of the sources of funds:

The issuance and allocation of the newly ordinary shares to a specific persons (Private Placement) aim to invest in the ordinary shares of NETBAY by purchasing the ordinary shares of NETBAY from Mr. Pichit. NETBAY is in the same industry as the Company which will help to enhance the business potential of the Company in service techniques and will be able to create synergy for the Company's business.

After the consideration about the reasonableness and benefits of increasing the Company capital and issuance and allocation of the newly ordinary shares to pay as compensation for investing in NETBAY, the Board of Directors was of the opinion that it is reasonable and would make the greatest benefit to the Company since entering into such a transaction does not use cash therefore it will not impact the Company's cash flow and investing in NETBAY will help to increase business potential and create opportunities, to expand the Company's business which affect the Company's operating results in a better trend in the future. In addition, the offering price of THB 25.50 is a reasonable price, since based on the weighted average trading price of the Company's shares in SET for the past 7 consecutive business days before the day that the Board of Directors' Meeting resolved to approve to propose the agenda for offering the newly-issued ordinary shares to specific persons between 7 – 18 December 2023, which is equal to THB 24.98, according to the Company's stock trading information shown in SETSMART of SET.

5.4 The potential impact which may occur to the business operation of the Company, as well as its financial positions, and operational results, due to the capital increase and the proceeds utilization plan or projects:



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The Board of Directors was of the opinion that the issuance and allocation of the newly issued ordinary shares to a specific persons (Private Placement) as payment in kind for the purchasing of the ordinary shares of NETBAY is an implementation of the Company's financing plan and investing in the ordinary shares of NETBAY will help to enhance the business potential of the Company and increase an opportunities to expand the Company's business which affect the Company's operating results in a better trend in the future and does not have a negative impact on the cash flow of the Company as well as the Company's financial position and operating results.

5.5 Appropriateness of the offering price of the Private Placement, rationale on determination of offering price, rationale and necessity for the Private Placement:

The Company determines the offering price of the newly issued shares in amount of 33,200,000 shares is THB 25.50 per share which such the offering price is the offering price that pursuant to the market price with a discount not exceeding 10 percent of the weighted average of the ordinary share of the Company in SET for 7 consecutive business days before the day that the Board of Directors' Meeting resolved to approve to propose the agenda for offering the newly-issued ordinary shares to specific persons.

"The market price" mean the weighted average trading price of the Company's shares in SET for the past 7 consecutive business days before the day that the Board of Directors' Meeting resolved to approve to propose the agenda for offering the newly-issued ordinary shares to specific persons between 7 – 18 December 2023, which is equal to THB 24.98, according to the Company's stock trading information shown in SETSMART of SET.

6. The right to claim damages in the event that the Company's directors fail to comply with Fiduciary Duty

The Board of Directors has carefully considered and examined the information of Mr. Pichit, the private placement persons and is of the opinion that such person has the potential to invest and is able to invest in real life and has useful knowledge which helps support the Company's



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business. In addition, investing in NETBAY will help to enhance the business potential of the Company and increasing opportunities to expand the Company's business which affect the Company's operating results in a better trend in the future and does not have a negative impact on the cash flow of the Company as well as the Company's financial position and operating results.

In the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the Company in regards to the capital increase this time. If failure to perform such duties causes damage to the Company, the shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (and as amended), and if the failure to perform such duties causes the committee members or related persons to gain unlawful benefits, shareholders can exercise the right to sue to recover benefits from such directors on behalf of the Company in accordance with Section 89/18 of the Securities and Exchange Act of 1992 (and as amended)

The Company hereby certifies that the information contained in this report correct and complete in all respects.

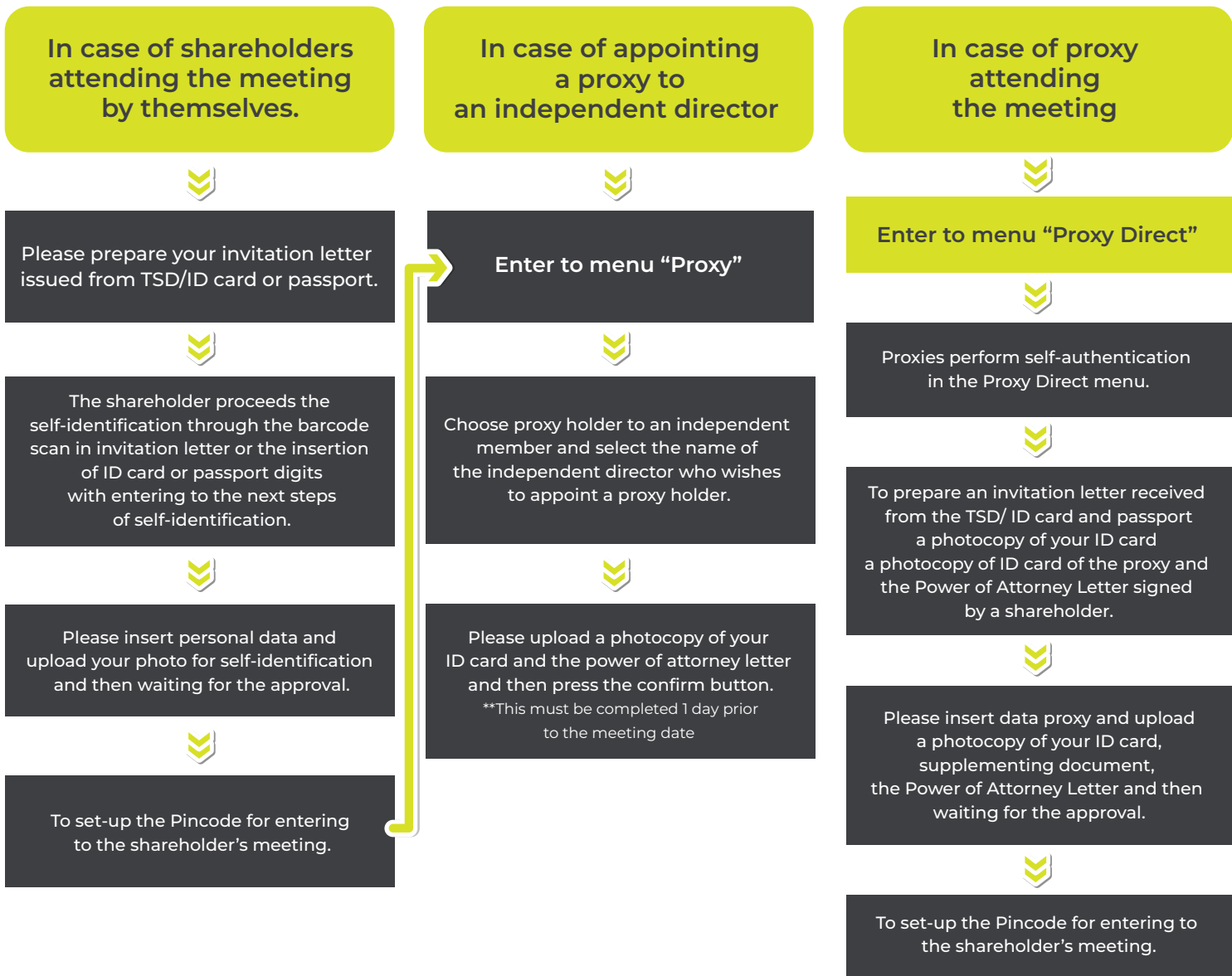
Yours sincerely,

(Takorn Rattanakamolporn)

Chief Executive Officer



Processes of shareholder / proxy holder self-identification through the application IR PLUS AGM



On the date of meeting, all shareholders are encouraged to access to the Application IR PLUS AGM, and insert Pincode for registration with attending to the meeting.



The Application IR PLUS AGM, iOS system, Version 14.5 upwards



The Application IR PLUS AGM, ANDROID system, Version 8 upward




The Manual for Using Application IR PLUS AGM



Meeting on web App "webagm.irplus.in.th"

For your future information please add id line

@irplusagm



Scan QR Code

แบบหนังสือมอบฉันทะแบบ ก.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

Proxy Form A
(General Form)



เลขทะเบียนผู้ถือหุ้น.....
Shareholder's Registration No.

เขียนที่.....
Issued at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I / We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Reside at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้น ของ บริษัท ดิตโต (ประเทศไทย) จำกัด (มหาชน)
Being a shareholder of Ditto (Thailand) Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม..... holding a total amount of	หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... shares, and having the right to vote equal to	เสียง ดังนี้ votes as follows:
หุ้นสามัญ..... Ordinary share	หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... shares, and having the right to vote equal to	เสียง votes
หุ้นบุริมสิทธิ..... Preference share	หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... shares, and having the right to vote equal to	เสียง votes

(3) ขอมอบฉันทะให้
I / We hereby appoint

1. นาย/นาง/นางสาว.....อายุ.....ปี
Mr./Mrs./Ms. Age

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal code

อีเมล.....โทรศัพท์มือถือ..... หรือ
Email address Mobile phone Or

2. นาย/นาง/นางสาว.....อายุ.....ปี
Mr./Mrs./Ms. Age

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal code

อีเมล.....โทรศัพท์มือถือ..... หรือ
Email address Mobile phone Or

3. นาย/นาง/นางสาว.....อายุ.....ปี
Mr./Mrs./Ms. Age

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal code

อีเมล.....โทรศัพท์มือถือ..... หรือ
Email address Mobile phone Or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันจันทร์ที่ 5 กุมภาพันธ์ 2567 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่อื่นด้วย Any one person as my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2024 to be held on Monday 5 February 2024 at 13.30 hrs. via E-EGM or at any adjournment thereof to any date, time, and venue thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Proxy Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy Holder
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
2. บริษัทฯ มีการเก็บรวบรวม ใช้ หรือเปิดเผยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) สำหรับการให้บริการตามความประสงค์ของท่าน ซึ่งการดำเนินการดังกล่าวเป็นไปเพื่อความจำเป็นในการปฏิบัติตามสัญญา และเป็นไปตามวัตถุประสงค์ของสัญญา โดยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) ถือได้ว่าเป็นข้อมูลส่วนบุคคลอันได้รับความคุ้มครองตามพระราชบัญญัติคุ้มครองข้อมูลส่วนบุคคล พ.ศ. 2562 โดยสามารถอ่านนโยบายและแนวทางปฏิบัติเกี่ยวกับการคุ้มครองข้อมูลส่วนบุคคลได้ที่ <https://www.dittothailand.com/privacy-policy>
The Company collects, uses, or discloses your personal information and that of others you have provided (if any) for the purpose of providing services according to your preferences. These actions are necessary for fulfilling contractual obligations and align with the objectives of the contract. Your personal information and that of others you have provided (if any) are considered protected personal data under the Personal Data Protection Act B.E. 2562. You can review the privacy policy and practices related to personal data protection at <https://www.dittothailand.com/privacy-policy>.
3. ในการนี้ ข้าพเจ้ารับทราบและยินยอมให้บริษัทฯ ดำเนินการได้ตามที่แจ้งข้างต้น รวมทั้งรับรองว่าบุคคลอื่นที่ข้าพเจ้าได้ให้ข้อมูลส่วนบุคคลแก่บริษัทฯ ได้รับทราบและยินยอมด้วยเช่นกัน
In this regard, I acknowledge and consent to allow the company to proceed as mentioned above. Furthermore, I certify that other individuals to whom I have provided personal information have also been informed and have given their consent accordingly.

แบบหนังสือมอบฉันทะแบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
Proxy Form B
(Proxy Form containing specific details)



เลขทะเบียนผู้ถือหุ้น.....เขียนที่.....
 Shareholder's Registration No. Issued at

วันที่.....เดือน.....พ.ศ.....
 Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
 I/ We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Reside at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal Code

(2) เป็นผู้ถือหุ้น ของ บริษัท ดิตโต (ประเทศไทย) จำกัด (มหาชน)
 Being a shareholder of Ditto (Thailand) Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง ดังนี้
holding a total amount of	shares, and having the right to vote equal to	votes as follows:
หุ้นสามัญ.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Ordinary share	shares, and having the right to vote equal to	votes
หุ้นบุริมสิทธิ.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Preference share	shares, and having the right to vote equal to	votes

(3) ขอมอบฉันทะให้
 I / We hereby appoint

1. นาย/นาง/นางสาว.....อายุ.....ปี
 Mr./Mrs./Ms. Age
 อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Residing at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal code
 อีเมล.....โทรศัพท์มือถือ..... หรือ
 Email address Mobile phone Or

2. นาย/นาง/นางสาว.....อายุ.....ปี
 Mr./Mrs./Ms. Age
 อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Residing at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal code
 อีเมล.....โทรศัพท์มือถือ..... หรือ
 Email address Mobile phone Or

3. นาย/นาง/นางสาว.....อายุ.....ปี
 Mr./Mrs./Ms. Age
 อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
 Residing at No. Road Sub district
 อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
 District Province Postal code
 อีเมล.....โทรศัพท์มือถือ..... หรือ
 Email address Mobile phone Or

กรรมการอิสระของบริษัทคนใดคนหนึ่ง

Any of one of Independent Director

1. ศ.วุฒิสาร ตันไชย หรือ

Prof. Woothisarn Tanchai or

2. นายวุฒิ มีชัย หรือ

Mr. Wuth Meechouay or

3. นายทวี มีเงิน หรือ

Mr. Tawee Mee-ngern or

4. นายณรงค์ เดชชานารุจิกร

Mr. Narong Dechathanarujikorn

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันจันทร์ที่ 5 กุมภาพันธ์ 2567 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่อื่นด้วย

Any one person as my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2567 to be held on Monday 5 February 2024 at 13.30 hrs. via E-EGM or at any adjournment thereof to any date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 Consider and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ ในส่วนที่เหลือจากการจัดสรรเพื่อจ่ายหุ้นปันผลตามมติที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2566 และการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ตามแบบมอบอำนาจทั่วไป (General Mandate) จากทุนจดทะเบียนเดิมจำนวน 395,592,661.50 บาท เป็นทุนจดทะเบียนใหม่จำนวน 383,078,906.50 บาท โดยตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่าย จำนวน 25,027,510 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท คิดเป็นมูลค่ารวม 12,513,755 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda 2 Consider and approve the decreasing of the registered capital for the registered capital that remaining from the allocation to pay the stock dividend according to the resolution of 2023 Annual General Meeting and the allocation of newly-issued ordinary shares in type of general mandate from the existing registered capital of THB 395,592,661.50 to be a new registered capital of THB 383,078,906.50 by decreasing the ordinary shares that have not been sold of 25,027,510 shares, at the par value of THB

0.50, equivalent to total value of THB 12,513,755 ,and amend Clause 4 of the Memorandum of Association to comply with the decreasing of the registered capital of the Company

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ เพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบกำหนดวัตถุประสงค์ในการใช้เงินทุนให้แก่บุคคลในวงจำกัด (Private Placement) เพื่อชำระเป็นค่าตอบแทนในการซื้อหุ้นสามัญของ NETBAY คิดเป็นทุนจดทะเบียนรวมไม่เกิน 16,600,000 บาท จากทุนจดทะเบียนเดิมจำนวน 383,078,906.50 บาท เป็นทุนจดทะเบียนใหม่จำนวน 399,678,906.50 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 33,200,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 3 Consider and approve the increasing of the registered capital of the Company to support the issuance and offering of the newly-issued ordinary shares in type of specific purpose to utilize the funds to specific persons (Private Placement) to pay as compensation for purchasing common shares of NETBAY, equivalent to a total registered capital of not exceeding THB 16,600,000 from the existing registered capital of THB 383,078,906.50 to be a new registered capital of THB 399,678,906.50 by issuance the newly-issued ordinary share of not exceeding 33,200,000 shares, at the par value of THB 0.50 and amend Clause 4 of the Memorandum of Association to comply with the increasing of the registered capital of the Company

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวนไม่เกิน 33,200,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการเพิ่มทุนแบบกำหนดวัตถุประสงค์ในการใช้ทุน โดยการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่บุคคลในวงจำกัด (Private Placement) เพื่อชำระเป็นค่าตอบแทนในการซื้อหุ้นสามัญของ NETBAY

Agenda 4 To consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50 to support the capital increase in type of specific purpose to utilize the funds to specific persons (Private Placement) to pay as compensation for purchasing shares in NETBAY

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 5 Other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Proxy Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy Holder
(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder shall grant proxy to only one proxy holder to attend and vote in the meeting. The number of shares may not be divided to more than one proxy holder in order to vote.
2. ในกรณีที่ว่ามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy form B.
3. บริษัทฯ มีการเก็บรวบรวม ใช้ หรือเปิดเผยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) สำหรับการให้บริการตามความประสงค์ของท่าน ซึ่งการดำเนินการดังกล่าวเป็นไปเพื่อความจำเป็นในการปฏิบัติตามสัญญา และเป็นไปตามวัตถุประสงค์ของสัญญา โดยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) ถือได้ว่าเป็นข้อมูลส่วนบุคคลอันได้รับความคุ้มครองตามพระราชบัญญัติคุ้มครองข้อมูลส่วนบุคคล พ.ศ. 2562 โดยสามารถอ่านนโยบายและแนวทางปฏิบัติเกี่ยวกับการคุ้มครองข้อมูลส่วนบุคคลได้ที่ <https://www.dittothailand.com/privacy-policy>

The Company collects, uses, or discloses your personal information and that of others you have provided (if any) for the purpose of providing services according to your preferences. These actions are necessary for fulfilling contractual obligations and align with the objectives of the contract. Your personal information and that of others you have provided (if any) are considered protected personal data under the Personal Data Protection Act B.E. 2562. You can review the privacy policy and practices related to personal data protection at <https://www.dittothailand.com/privacy-policy>.

4. ในกรณีนี้ ข้าพเจ้ารับทราบและยินยอมให้บริษัทฯ ดำเนินการได้ตามที่แจ้งข้างต้น รวมทั้งรับรองว่าบุคคลอื่นที่ข้าพเจ้าได้ให้ข้อมูลส่วนบุคคลแก่บริษัทฯ ได้รับทราบและยินยอมด้วยเช่นกัน

In this regard, I acknowledge and consent to allow the company to proceed as mentioned above. Furthermore, I certify that other individuals to whom I have provided personal information have also been informed and have given their consent accordingly.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex attached to the Proxy form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ดิตโต (ประเทศไทย) จำกัด (มหาชน)

The proxy made by the shareholder of Ditto (Thailand) Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันจันทร์ที่ 5 กุมภาพันธ์ 2567 เวลา 13.30 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The Extraordinary General Meeting of Shareholders No. 1/2567 on Monday 5 February 2024 at 13.30 hrs. via E-EGM or at any adjournment thereof to any date, time, and venue.

วาระที่.....เรื่อง.....
Agenda no. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....
Agenda no. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....
Agenda no. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

แบบหนังสือมอบฉันทะแบบ ค.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้
คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
Proxy Form C

Duty Stamp

20 Baht

ปิดอากรแสตมป์

20 บาท

(Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)

เลขทะเบียนผู้ถือหุ้น.....

เขียนที่

Shareholder's Registration No.

Issued at

วันที่.....เดือน.....พ.ศ

Date

Month

Year

(1) ข้าพเจ้า..... สัญชาติ.....
 I / We Nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Reside at No. Road Sub district

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
 District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
 As the share custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท ดิตโต (ประเทศไทย) จำกัด (มหาชน)
 Being the shareholder of Ditto (Thailand) Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง
 holding a total amount of ordinary share(s) shares, and having the right to vote equal to

(2) ขอมอบฉันทะให้

I / We hereby appoint

1. นาย/นาง/นางสาว..... อายุ.....
 ปี.....
 Mr./Mrs./Ms. Age
- อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
 Address Road Sub district
- อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
 District Province Postal code Or

2. ศ.วุฒิสาร ตันไชย หรือ
 Prof. Woothisarn Tanchai or

3. นายวุฒิ มีช้วย หรือ
 Mr. Wuth Meechouay or

4. นายทวี มีเงิน หรือ
 Mr. Tawee Mee-ngern or

5. นายณรงค์ เดชานารุจิกร
 Mr. Narong Dechathanarujikorn

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันจันทร์ที่ 5 กุมภาพันธ์ 2567 เวลา 13.30 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่อื่นด้วย

Any one person as my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2567 to be held on Monday 5 February 2024 at 13.30 hrs. via E-EGM or at any adjournment thereof to any date, time, and venue.

- (3) ข้าพเจ้าขอมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้ดังนี้
In this Meeting I/We grant my/our proxy to vote on my /our behalf as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Granted the proxy according to the total amount of shares hold and entitle for the voting right
- มอบฉันทะบางส่วน คือ
Partially grant by the certain amount of shares as follows:
- หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Ordinary share(s) share(s) equal to voting right of vote(s)
- หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Preference share(s) share(s) equal to voting right of vote(s)

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณาและรับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 Consider and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ ในส่วนที่เหลือจากการจัดสรรเพื่อจ่ายหุ้นปันผลตามมติที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2566 และการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ตามแบบมอบอำนาจทั่วไป (General Mandate) จากทุนจดทะเบียนเดิมจำนวน 395,592,661.50 บาท เป็นทุนจดทะเบียนใหม่จำนวน 383,078,906.50 บาท โดยตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่าย จำนวน 25,027,510 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท คิดเป็นมูลค่ารวม 12,513,755 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda 2 Consider and approve the decreasing of the registered capital for the registered capital that remaining from the allocation to pay the stock dividend according to the resolution of 2023 Annual General Meeting and the allocation of newly-issued ordinary shares in type of general mandate from the existing registered capital of THB 395,592,661.50 to be a new registered capital of THB 383,078,906.50 by decreasing the ordinary shares that have not been sold of 25,027,510 shares, at the par value of THB

0.50, equivalent to total value of THB 12,513,755 ,and amend Clause 4 of the Memorandum of Association to comply with the decreasing of the registered capital of the Company

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ เพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบกำหนดวัตถุประสงค์ในการใช้เงินทุนให้แก่บุคคลในวงจำกัด (Private Placement) เพื่อชำระเป็นค่าตอบแทนในการซื้อหุ้นสามัญของ NETBAY คิดเป็นทุนจดทะเบียนรวมไม่เกิน 16,600,000 บาท จากทุนจดทะเบียนเดิมจำนวน 383,078,906.50 บาท เป็นทุนจดทะเบียนใหม่จำนวน 399,678,906.50 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 33,200,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

Agenda 3 Consider and approve the increasing of the registered capital of the Company to support the issuance and offering of the newly-issued ordinary shares in type of specific purpose to utilize the funds to specific persons (Private Placement) to pay as compensation for purchasing common shares of NETBAY, equivalent to a total registered capital of not exceeding THB 16,600,000 from the existing registered capital of THB 383,078,906.50 to be a new registered capital of THB 399,678,906.50 by issuance the newly-issued ordinary share of not exceeding 33,200,000 shares, at the par value of THB 0.50 and amend Clause 4 of the Memorandum of Association to comply with the increasing of the registered capital of the Company

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ จำนวนไม่เกิน 33,200,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.50 บาท เพื่อรองรับการเพิ่มทุนแบบกำหนดวัตถุประสงค์ในการใช้ทุน โดยการออกและเสนอขายหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่บุคคลในวงจำกัด (Private Placement) เพื่อชำระเป็นค่าตอบแทนในการซื้อหุ้นสามัญของ NETBAY

Agenda 4 To consider and approve the allocation of the newly-issued ordinary shares of the Company in the amount of not exceeding 33,200,000 shares, at the par value of THB 0.50 to support the capital increase in type of specific purpose to utilize the funds to specific persons (Private Placement) to pay as compensation for purchasing shares in NETBAY

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 5 Other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The voting by the proxy holder in any agenda inconsistent to the instructions stipulated herein is deemed improper and does not represent my voting as a shareholder

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Proxy Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy Holder
(.....)

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The proxy form C. is only for foreign shareholders, according to the register book, who appoint Thai share custodians.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

This proxy form must be attached be the following documents:

- (1) The power of attorney from the foreign shareholder granting the custodian to sign this proxy form.
- (2) The letter affirming that the custodian is permitted for operation custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

4. ในกรณีที่มิวระพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

The annex attached to this proxy can be used where there is more agenda than specified in this proxy.

5. บริษัทฯ มีการเก็บรวบรวม ใช้ หรือเปิดเผยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) สำหรับการให้บริการตามความประสงค์ของท่าน ซึ่งการดำเนินการดังกล่าวเป็นไปเพื่อความจำเป็นในการปฏิบัติตามสัญญา และเป็นไปตามวัตถุประสงค์ของสัญญา โดยข้อมูลส่วนบุคคลของท่าน และของบุคคลอื่นที่ท่านได้ให้ไว้ (ถ้ามี) ถือได้ว่าเป็นข้อมูลส่วนบุคคลอันได้รับความคุ้มครองตามพระราชบัญญัติคุ้มครองข้อมูลส่วนบุคคล พ.ศ. 2562 โดยสามารถอ่านนโยบายและแนวทางปฏิบัติเกี่ยวกับการคุ้มครองข้อมูลส่วนบุคคลได้ที่ <https://www.dittothailand.com/privacy-policy>

The Company collects, uses, or discloses your personal information and that of others you have provided (if any) for the purpose of providing services according to your preferences. These actions are necessary for fulfilling contractual obligations and align with the objectives of the contract. Your personal information and that of others you have provided (if any) are considered protected personal data under the Personal Data Protection Act B.E. 2562. You can review the privacy policy and practices related to personal data protection at <https://www.dittothailand.com/privacy-policy>.

6. ในการนี้ ข้าพเจ้ารับทราบและยินยอมให้บริษัทฯ ดำเนินการได้ตามที่แจ้งข้างต้น รวมทั้งรับรองว่าบุคคลอื่นที่ข้าพเจ้าได้ให้ข้อมูลส่วนบุคคลแก่บริษัทฯ ได้รับทราบและยินยอมด้วยเช่นกัน

In this regard, I acknowledge and consent to allow the company to proceed as mentioned above. Furthermore, I certify that other individuals to whom I have provided personal information have also been informed and have given their consent accordingly.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
The Annex of Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ดิทโต (ประเทศไทย) จำกัด (มหาชน)
 The proxy made by the shareholder of Ditto (Thailand) Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันจันทร์ที่ 5 กุมภาพันธ์ 2567 เวลา 13.30 น. โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 The Extraordinary General Meeting of Shareholders No. 1/2024 on Monday 5 February 2024 at 13.30 hrs. via E-EGM or at any adjournment thereof to any date, time, and venue.

วาระที่.....เรื่อง.....

Agenda no. Subject

(ค) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

วาระที่.....เรื่อง.....

Agenda no. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

วาระที่.....เรื่อง.....

Agenda no. Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย.....เสียง	<input type="checkbox"/> งดออกเสียง.....เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
 I/We hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

Information on Independent Directors proposed as proxy for shareholders

1. Prof. Woothisarn Tanchai

Position Chairman of the Board of Directors / Independent Director /
Audit Committee

Age 65 Years

Contact Address 235/1-3 Ratphattana Road, Ratphattana Sub-district,
Saphansung District, Bangkok

Conflict of interest None



2. Mr. Tawee Mee-ngern

Position Chairman of the Board of Directors / Independent Director /
Audit Committee / Nomination and Remuneration Committee

Age 66 Years

Contact Address 235/1-3 Ratphattana Road, Ratphattana Sub-district,
Saphansung District, Bangkok

Conflict of interest None



3. Mr. Wuth Meechouay

Position Independent Director / Chairman of the Audit Committee /
Chairman of the Nomination and Remuneration Committee

Age 75 Year

Contact Address 235/1-3 Ratphattana Road, Ratphattana Sub-district,
Saphansung District, Bangkok

Conflict of interest None



4. Mr. Narong Dechathanarujikorn

Position Independent Director / Audit Committee

Age 56 Years

Contact Address 235/1-3 Ratphattana Road, Ratphattana Sub-district,
Saphansung District, Bangkok

Conflict of interest None



Section 5: Shareholder's meeting

Clause 32: The shareholder's meetings of the company are organized in the area where the company's head office is situated or nearby provinces.

Clause 33: The committee shall arrange a shareholder's meeting as an annual general meeting within four (4) months from each year end of the company.

Other shareholder's meetings are called an extraordinary meeting provided that the committee may call for an extraordinary meeting at any time as they see fit.

Any or many shareholders holding at least ten percent of all distributed shares can sign their name in a letter of request to the committee to call an extraordinary shareholder's meeting at any time, but names and reasons of meeting request must be clearly identified. In this case, the committee may arrange the shareholder's meeting within forty-five (45) days from the date of receiving the letter from the shareholders.

In case the committee fails to arrange a meeting within time specified in previous paragraph, the shareholders who sign their name or other shareholders holding shares as stipulated may call a meeting within forty-five (45) days from the due date as set forth above. In such case, it is deemed as the shareholder's meeting called by the committee, and the company shall be responsible for any expenses arising from the reasonable meeting arrangement and facilitation.

If it appears that the shareholder's meeting is called because of shareholders in previous paragraph, and the meeting attendants cannot constitute a quorum as set forth in clause 35, shareholders according to previous paragraph shall be liable to expenses arising from that meeting for the company.

Clause 34: In a notification of shareholder's meeting call, the committee shall provide a letter of meeting appointment by identifying date, time, agenda and matters to be proposed to the meeting and details. It is necessary to clearly identify the proposals for approval or for consideration and opinions of the committee on such matters. It must be delivered to shareholders and the registrar according to the public limited company law in advance for at least seven (7) days before the meeting date. It must be published in a local newspaper for three (3) consecutive days for at least three (3) days before the meeting.

Clause 35: In the shareholder's meeting, the number of attending shareholders and attorneys authorized by the shareholders (if any) must be at least twenty-five (25) persons or at least half of all shareholders holding shares not fewer than one-third (1/3) of all distributed shares, to constitute a quorum.

In case it appears that in any shareholder's meeting, the time passes for one (1) hour, and the number of attendants has not constituted the quorum, if that meeting is arranged under a request of the shareholders, the meeting shall be suspended. If the shareholder's meeting is not called due to the shareholder's request, it will be rescheduled, and a notification of meeting shall be delivered to shareholders for at least seven (7) days before the meeting. The subsequent meeting's quorum is not required.

Clause 36: In a shareholder's meeting, shareholders may give proxy to others to attend the meeting and may a vote for them by making a power of attorney with signature of the principal, in a form specified by the Registrar in accordance with the public limited company law. This letter must be given to the committee chairman or any assignee at the meeting venue before the attorneys attend that meeting. The power of attorney shall at least contain following information.

- (1) Shares held by the principal
- (2) Name of the attorney
- (3) The meeting that the principal will attend and make a vote.

Clause 37: The committee chairman presides over the shareholder's meeting. In case the committee chairman is absent or unable to perform his duty, the deputy chairman (if any) may preside over the meeting. If the deputy chairman is not available or unable to perform his duty, the shareholders attending the meeting may select a shareholder to be the meeting's president.

Clause 38: To make a vote, shareholders will have votes equal to the number of shares held by them provided that one (1) share is one (1) vote. Vote making shall be done openly unless at least five (5) shareholders make a request, and the meeting is resolved to make a hidden vote, the voting will be made confidentially, and the method is subject to specification of the meeting's president.

Clause 39: The shareholder's meeting resolution is subject to following votes.

- (1) In normal cases, it will be subject to the majority of votes of shareholders attending the meeting and making a vote. In case of tie vote, the meeting's president shall make another vote to reach a final decision.

- (2) In following cases, at least three-fourth (3/4) votes of all shareholder attending the meeting and having right to vote are required.
 - (A) Sale or transfer of the company's business, wholly or partially, to third parties
 - (B) Purchase or acceptance of business transfer of other companies or private companies
 - (C) Execution, amendment or termination of an agreement related to the company's business leasing, wholly or partially, assignment of others to manage the company's business or joint venture with others with a purpose to share profit and loss
 - (D) Amendment of memorandum of association or articles of association
 - (E) Increase or decrease of capital and issuance of debentures
 - (F) Amalgamation or dissolution

Clause 40: Matters that the annual general meeting may consider are as follows

- (1) Acknowledging the committee's report on the company's business in previous year
- (2) Considering approval of balance sheet or statement of financial position and profit and loss statement as of the year end date of the company
- (3) Considering approval of profit allocation and dividend payment
- (4) Considering election of new directors to replace those who retire by rotation and determining director's remuneration
- (5) Considering appointment of an auditor and setting audit fee
- (6) Other affairs