



DITTO.EL 005/2024

26 February 2024

Subject: Notification of the resolutions of the Board of Directors' Meeting no. 1/2024: Dividend payment in the form of cash dividend, the investment in ordinary shares of TEAM Consulting Engineering and Management Public Company Limited, the appointment of new directors, and additional new Company director, the amendment to the Company regulations clause 31, and the convening of the 2024 Annual General Meeting of Shareholders

To: Director and Manager of the Stock Exchange of Thailand

Enclosure:

1. Information Memorandum on the Connected Transactions Regarding the Acquisition of Ordinary Shares of TEAM Consulting Engineering and Management Public Company Limited

Ditto (Thailand) Public Company Limited (the "Company") held the Board of Directors' Meeting No. 1/2024 on 26 February 2024 during 13.30 – 17.30 hrs. at its headquarter 235/1-3 Ratphattana road, Ratphattana, Saphansung, Bangkok 10240 where the following significant resolutions were passed:

1. Approved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the financial statements for the year ended 31 December 2023.
2. Approved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the allocation of profit as legal reserve and dividend payment in the form of cash dividend from the performance of the year 2023 from 1 January 2023 to 31 December 2023 with following details:
 - A) The Allocation of profit as legal reserve in the amount of THB 6,632,882.40, total legal reserve as of 31 December 2023 is THB 33,035,679.90.
 - B) The dividend payment for the fiscal year 2023 performance from 1 January 2023 to 31 December 2023 in the form of cash dividend at the rate of THB 0.25 per share or not exceeding THB 173,478,399.50.

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 2024, and 15 May 2024 as the dividend payment date. However,



the right to receive dividend is subject to the approval by the Annual General Meeting of Shareholders for the year 2024.

3. Approved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the investment in ordinary shares of TEAM Consulting Engineering and Management Public Company Limited (“TEAMG”) amount to 38,000,000 shares at the par value of THB 0.50 per share or equivalent to 4.28% of TEAMG’s paid-up capital after the capital increase. The offering price per share will not exceed THB 4.60, with the total transaction value not exceeding THB 174,800,000. The acquisition will involve the purchase of newly issued common shares of TEAMG, a connected person to the Company. The Company will compensate for the newly issued common shares of TEAMG in cash. The stipulated price will be the market price, with a discount not exceeding 10% of the weighted average price of TEAMG’s common shares on the Stock Exchange of Thailand (“The Stock Exchange”) for the past 7 consecutive business days preceding the date when TEAMG’s Board of Directors proposed the agenda for the offering of newly issued shares to a limited number of persons (between 14 February 2024, and 22 February 2024). This complies with the Capital Market Supervisory Board’s Announcement No. TorChor. 28/2022, dated 28 December 2022 (as amended), regarding The Offering of Newly Issued Shares through a Private Placement.

the purchase of TEAMG common shares is considered a connected transaction for the Company as per the announcement of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 regarding the Criteria for Conducting Connected Transactions and the Stock Exchange of Thailand Board No. BorJor/Por 22-01 regarding The Information Disclosure and Operations of Listed Companies in Connected Transactions, B.E. 2003. TEAMG is considered connect person to the Company since Mr. Teerachai Rattanakamolporn (“Mr. Teerachai”), a major shareholder of the Company ((holding 31.97% of the paid-up registered capital as per Section 258 of the Securities and Exchange Act B.E. 2535 (“Section 258”), including amendments, is also a major shareholder of TEAMG, with a shareholding percentage of 16.01% of the paid-up registered capital including persons according to Section 258. Furthermore, close relatives of Mr. Teerachai are actively involved in the Company in various capacities: (1) Mr. Takorn Rattanakamolporn (“Mr. Takorn”), the younger brother of Mr. Teerachai, serves as a director, Chief Executive Officer, and major shareholder of the Company (holding 14.02% of the paid-up registered capital as per Section 258), (2) Miss Pondkarn Rattanakamolporn (“Miss Pondkarn”), the elder sister of Mr. Teerachai, serves as a director and Chief Operating Officer of the Company, is also a shareholder (holding to 0.47% of the paid-up registered capital). In determining the size of the transaction, it amounts



to THB 174.80 million when measured against the net tangible assets of the Company, as per the audited consolidated financial statements as of 31 December 2023, which holds a value equal to THB 2,439.18 million. This transaction size equates to 7.17% of the net tangible assets value based on the Company's consolidated financial statements, categorizing it as a substantial item. The consideration involved exceeds or is equal to THB 20.00 million and is higher than or equal to 3.00% of the value of the net tangible assets of the Company. The Company is obligated to disclose information to the Stock Exchange of Thailand. Additionally, it is required to seek approval from the Company's Board of Directors and obtain approval for connected transactions at the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes from attending shareholders or proxies (if any) with the right to vote. This excludes the equity of shareholders with a vested interest. The Company is mandated to send the shareholder meeting invitation letter at least 14 days prior to the shareholder meeting date. The notice calling the shareholders meeting should specify the names and the number of shares of shareholders who do not possess the right to vote. Furthermore, an independent financial advisor is required to express opinions on the reasonableness and fairness of the price and conditions of the transaction. This information will be presented to the Company's shareholders in compliance with the announcement of the Stock Exchange of Thailand Board at BorJor/Por. 22-01, regarding The Information Disclosure and Operations of Listed Companies in Connected Transactions, B.E. 2003. In this regard, Sage Capital Company Limited, A financial advisor who has received approval from the Securities and Exchange Commission, is proposed as the Independent Financial Advisor to provide comments on interconnected transactions to the shareholders accordingly.

4. Approved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the appointment of the three retiring directors to serve as directors for another term.

Whose names are as follow:

- | | | |
|----|-------------------------------|----------------------|
| 1. | Prof. Woothisarn Tanchai | Independent Director |
| 2. | Mr. Tawee Mee-ngern | Independent Director |
| 3. | Mr. Narong Dechathanarujikorn | Independent Director |

5. Approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the appointment of Mr. Pichit Viwatrujirapong as a director of the Company as per nomination from one shareholder.
6. Approved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the directors' remuneration for the year 2024 as follow:



| Directors' Remuneration for 2024 | | | |
|----------------------------------|---------|---------------------------|----------------|
| Position | Monthly | Meeting allowance/meeting | 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 | - |

7. Approved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the appointment of Mr. Bunjong Pichayaprasat CPA No. 7147 or Mr. Kraisit Silapamongkonkul CPA No. 9429 or Ms. Khaymanundt Chaichuen CPA No. 8260 or Ms. Waraporn Kanjanarassameechot CPA No. 9927 of Siam Truth Audit Company Limited or other auditors under the same company as the auditor for the year 2024 holding the authority to review and give opinion on the Company's financial statement with audit fee not exceeding THB 3,300,000 per year.
8. Approved to propose to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the amendment of the Company's regulation clause 31 with details as follow:

No. (31)

Current: The number or name of directors authorized to sign on behalf of the Company is 2 directors jointly sign and affix the Company's seal. The Shareholders' meeting or the Board of Directors have the authority to determine the list of directors with authorized signatory.

Amend to: The number or name of directors authorized to sign on behalf of the Company is 2 directors jointly sign and affix the Company's seal unless in cases of bidding projects, participating in project bidding, submitting bids for projects, job proposals, or entering into contracts resulting from project bidding, participating in project bidding, or submitting bids for projects, and/or entering into contracts resulting from project bidding, participating in project bidding, or submitting bids for projects, where one person is



specifically named to sign on behalf of the company and affix the company's seal, shall be legally binding on the company where the Shareholders' meeting or the Board of Directors have the authority to determine the list of directors with authorized signatory.

9. Approved the convening of the Annual General Meeting of Shareholders for the year 2024 on 25 April 2024 at 13.30 hrs. via electronic method (e-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws and regulations. Setting 14 March 2024 as the date to determine the names of shareholders who will be entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) with the agenda as follow:

- Agenda 1 Consider and approve the Minutes of the Extraordinary General Meeting No. 1/2024;
- Agenda 2 Acknowledgement of the Company's performance for the year 2023;
- Agenda 3 Consider and approve the Company's financial statement for the year ended 31 December 2023;
- Agenda 4 Consider and approve the allocation of profit as legal reserve and dividend payment in the form of cash dividend from the performance for the year 2023;
- Agenda 5 Consider and approve of connected transactions on the acquisition of shares of TEAM Consulting Engineering and Management Public Company Limited ("TEAMG")
- Agenda 6 Consider and approve the appointment of retiring directors to serve as directors for another term and the new Company Director;
- Agenda 7 Consider and approve the Company remuneration for the Chairman of the Board of Directors, Directors, Chairman of the Audit Committee and Audit Committee for the year 2024;
- Agenda 8 Consider and approve the appointment of the Company's auditors and approve the auditor fee for the year 2024;
- Agenda 9 Consider and approve the amendment of the Company's regulation Clause 31;
- Agenda 10 Other matters (if any)

The Board of Directors appointed Mr. Takorn Rattanakamolporn or Mr. Chaithad Kulchokwanich to have authority to consider and make changes to the Annual General Meeting of Shareholders for the year 2024 including date, time, venue, and format of the meeting in case necessary.



The Company will disclose details and documents relating to Annual General Meeting for year 2024 on the Company's website www.dittothailand.com and SET website. For inquiries, please contact Investor Relations at ir@dittothailand.com or via telephone 02-517-5555.

Please be informed accordingly.

Sincerely Yours,

Mr. Takorn Rattanakamolporn
Chief Executive Officer

Information of Ditto (Thailand) Public Company Limited

Subject: Connected Transactions Regarding the Acquisition of Ordinary Shares of
TEAM Consulting Engineering and Management Public Company Limited

The Board of Directors' Meeting No. 1/2024 of Ditto (Thailand) Public Company Limited (the "Company" or "DITTO") on 26 February 2024, resolved to approve to propose to the 2024 Annual General Meeting of Shareholders scheduled for 25 April 2024. The proposal entails considering the approval for the Company to engage in the purchase of common shares through a Private Placement of TEAM Consulting Engineering and Management Public Company Limited ("TEAMG"). TEAMG is engaged in integrated engineering and environmental consulting business encompassing study, design, report preparation, project management, construction supervision, and environmental impact assessment report preparation. Under the transaction, the Company plans to acquire 38,000,000 common shares of TEAMG with a par value of THB 0.50 per share, equivalent to 4.28% of TEAMG's paid-up registered capital after a capital increase. The offering price per share will not exceed THB 4.60, with the total transaction value not exceeding THB 174,800,000. The acquisition will involve the purchase of newly issued common shares of TEAMG, a connected person to the Company. The Company will compensate for the newly issued common shares of TEAMG in cash. The stipulated price will be the market price, with a discount not exceeding 10% of the weighted average price of TEAMG's common shares on the Stock Exchange of Thailand ("The Stock Exchange") for the past 7 consecutive business days preceding the date when TEAMG's Board of Directors proposed the agenda for the offering of newly issued shares to a limited number of persons (between 14 February 2024, and 22 February 2024). This complies with the Capital Market Supervisory Board's Announcement No. TorChor. 28/2022, dated 28 December 2022 (as amended), regarding The Offering of Newly Issued Shares through a Private Placement.

The Company invests in common shares of TEAMG to align with its objective of investing in businesses linked to the Company's technology engineering and climate technology sectors. TEAMG currently stands as a leader in integrated engineering and environmental consulting, covering study, design, reporting, project management, and construction control, including the preparation of environmental impact assessment reports. The Company recognizes its relevance to the Company's data management system business and

technology engineering contracting business. This association is seen as a means to create additional value (Synergy) for the Company's business.

In this context, the purchase of TEAMG common shares is deemed an asset acquisition transaction, as per the Capital Market Supervisory Board's announcement No. TorChor. 20/2008, dated 31 August 2008 (as amended), and the Stock Exchange of Thailand Board's announcement No. BorJor/Por 21-01, regarding The Significant Transactions Constituting the Acquisition or Disposal of Assets (as amended). The maximum transaction size allowable is 5.24%, calculated based on the total value of consideration derived from the Company's consolidated financial statements ending 31 December 2023. In addition to the TEAMG common shares acquisition, the Company underwent an asset acquisition transaction in the six months preceding the agreement date for TEAMG. This involved an investment in common shares of Netbay Company Public Company Limited ("NETBAY"). The maximum transaction size for this was determined to be 25.48% of the total assets of the Company, as per the audited consolidated financial statements as of 30 September 2023. Classified as a type 2 transaction, the Company is obligated to prepare a report, disclose the transaction to the Stock Exchange of Thailand, and notify shareholders within 21 days from the disclosure date. The Company has duly disclosed and informed shareholders of the investment in NETBAY's common shares.

Hence, engaging in this transaction with a size below 15% is not deemed a significant asset acquisition transaction. Consequently, the Company is exempted from the obligation to disclose information to the Stock Exchange of Thailand and is not required to seek approval from the Company's shareholder meeting.

Moreover, the purchase of TEAMG common shares is considered a connected transaction for the Company. Mr. Teerachai Rattanakamolporn ("Mr. Teerachai"), a major shareholder of the Company ((holding 31.97% of the paid-up registered capital as per Section 258 of the Securities and Exchange Act B.E. 2535 ("Section 258"), including amendments, is also a major shareholder of TEAMG, with a shareholding percentage of 16.01% of the paid-up registered capital including persons according to Section 258. Furthermore, close relatives of Mr. Teerachai are actively involved in the Company in various capacities: (1) Mr. Takorn Rattanakamolporn ("Mr. Takorn"), the younger brother of Mr. Teerachai, serves as a director, Chief Executive Officer, and major shareholder of the Company (holding 14.02% of the paid-up registered capital as per Section 258), (2) Miss Pondkarn Rattanakamolporn ("Miss Pondkarn"), the elder sister of Mr. Teerachai, serves as a director and Chief Operating Officer of the Company, is also a shareholder (holding to 0.47% of the paid-up registered capital). This

information aligns with the criteria outlined in the announcement of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 regarding the Criteria for Conducting Connected Transactions and the Stock Exchange of Thailand Board No. BorJor/Por 22-01 regarding The Information Disclosure and Operations of Listed Companies in Connected Transactions, B.E. 2003. In determining the size of the transaction, it amounts to THB 174.8 million when measured against the net tangible assets of the Company, as per the audited consolidated financial statements as of 31 December 2023, which holds a value equal to THB 2,439.18 million. This transaction size equates to 7.17% of the net tangible assets value based on the Company's consolidated financial statements, categorizing it as a substantial item. The consideration involved exceeds or is equal to THB 20.00 million and is higher than or equal to 3.00% of the value of the net tangible assets of the Company. Since the Company has not engaged in any other connected transactions in the past 6 months, it is obligated to disclose information to the Stock Exchange of Thailand. Additionally, it is required to seek approval from the Company's Board of Directors and obtain approval for connected transactions at the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes from attending shareholders or proxies (if any) with the right to vote. This excludes the equity of shareholders with a vested interest. The Company is mandated to send the shareholder meeting invitation letter at least 14 days prior to the shareholder meeting date. The notice calling the shareholders meeting should specify the names and the number of shares of shareholders who do not possess the right to vote. Furthermore, an independent financial advisor is required to express opinions on the reasonableness and fairness of the price and conditions of the transaction. This information will be presented to the Company's shareholders in compliance with the announcement of the Stock Exchange of Thailand Board at BorJor/Por. 22-01, regarding The Information Disclosure and Operations of Listed Companies in Connected Transactions, B.E. 2003.

Furthermore, in executing the aforementioned transaction, Mr. Takorn Rattanakamolporn, Chief Executive Officer of the Company, has been delegated the authority as follows:

(1) To engage in negotiations, reach agreements, and sign various documents and contracts pertaining to the acquisition of additional common shares of TEAMG, a connected entity of the Company;

(2) To sign various permission request documents and provide necessary evidence related to the acquisition of additional common shares of TEAMG. This includes contacting and submitting any permission requests, waiver requests, and relevant documents and evidence to government agencies or other relevant entities involved in the purchase of additional common shares of TEAMG (if applicable); and

(3) To undertake any other necessary and related actions until the completion of the purchase of additional common shares of TEAMG.

Hence, the Company intends to report information concerning the aforementioned transaction with the following details:

1. Transaction date

The Company plans to execute the transaction subsequent to obtaining approval at the 2024 Annual General Meeting of Shareholders scheduled for 25 April 2024. The envisaged transaction involves the purchase of shares in TEAM Consulting Engineering and Management Public Company Limited ("TEAMG"). The Company anticipates completing the acquisition within 3 months from the date of the TEAMG shareholder meeting, where a resolution was passed to approve the issuance and offering of newly issued shares through a Private Placement.

2. Related parties

| | |
|------------------------|---|
| Stock seller | : TEAM Consulting Engineering and Management Public Company Limited ("TEAMG") |
| Stock buyer | : Ditto (Thailand) Public Company Limited ("Company" or "DITTO") |
| Nature of Relationship | : <ul style="list-style-type: none"> 1) Mr. Teerachai Rattanakamolporn ("Mr. Teerachai"), a major shareholder of the Company ((holding 31.97% of the paid-up registered capital as per Section 258 of the Securities and Exchange Act B.E. 2535 ("Section 258"), including amendments, is also a major shareholder of TEAMG, with a shareholding percentage of 16.01% of the paid-up registered capital including persons according to Section 258. Furthermore, close relatives of Mr. Teerachai are actively involved in the Company in various capacities: (1) Mr. Takorn Rattanakamolporn ("Mr. Takorn"), the younger brother of Mr. Teerachai, serves as a director, Chief Executive Officer, and major shareholder of the Company. (holding 14.02% of the paid-up registered capital as per Section 258), (2) Miss Pondkarn Rattanakamolporn ("Miss |

| | |
|--|---|
| | <p>Pondkarn”), the elder sister of Mr. Teerachai, serves as a director and Chief Operating Officer of the Company, is also a shareholder with a combined spousal shareholding percentage of 0.47% of the registered paid-up capital).</p> <p>2) The Company and TEAMG have a common shareholding company as follows:</p> <ol style="list-style-type: none"> a. DTX Co., Ltd. b. VDT Water Supply Co., Ltd. c. Netbay Public Co., Ltd. (“NETBAY”) |
|--|---|

3. General characteristics and size of the transaction

I. General characteristics of transaction

The Company is set to acquire common shares of TEAM Consulting Engineering and Management Public Company Limited (“TEAMG”), a firm involved in integrated engineering and environmental consulting services spanning study, design, report preparation, project management, and construction supervision, including environmental impact assessment reports. The total number of common shares to be acquired by the Company will not exceed 38,000,000 shares, qualifying this as a connected transaction due to shared ownership among the Company’s major shareholders in TEAMG. The Company anticipates completing the acquisition of TEAMG’s shares within 3 months from the date of the TEAMG shareholders’ meeting resolution, approving the issuance and offering of newly issued shares through a Private Placement.

Upon completion of the transaction, the Company’s shareholding in TEAMG will amount to 4.28% of the total number of shares sold by TEAMG.

II. Calculation of transaction size is as follows:

Connected Transaction

The purchase of TEAMG common shares is considered a connected transaction for the Company. Mr. Teerachai Rattanakamolporn (“Mr. Teerachai”), a major shareholder of the Company ((holding 31.97% of the paid-up registered capital as per Section 258 of the Securities and Exchange Act B.E. 2535 (“Section 258”), including amendments, is also a major shareholder of TEAMG, with a shareholding percentage of 16.01% of the paid-up registered capital including persons according to Section 258. Furthermore, close relatives of Mr. Teerachai are actively involved in the Company in various capacities: (1) Mr. Takorn

Rattanakamolporn (“Mr. Takorn”), the younger brother of Mr. Teerachai, serves as a director, Chief Executive Officer, and major shareholder of the Company (holding 14.02% of the paid-up registered capital as per Section 258), (2) Miss Pondkarn Rattanakamolporn (“Miss Pondkarn”), the elder sister of Mr. Teerachai, serves as a director and Chief Operating Officer of the Company, is also a shareholder (with a combined spousal shareholding percentage of 0.47% of the registered paid-up capital). This information aligns with the criteria outlined in the announcement of the Capital Market Supervisory Board No. Tor.Jor. 21/2008 regarding the Criteria for Conducting Connected Transactions and the Stock Exchange of Thailand Board No. BorJor/Por 22-01 regarding The Information Disclosure and Operations of Listed Companies in Connected Transactions, B.E. 2003. In determining the size of the transaction, it amounts to THB 174.80 million when measured against the net tangible assets of the Company, as per the audited consolidated financial statements as of 31 December 2023, which holds a value equal to THB 2,439.18 million. This transaction size equates to 7.17% of the net tangible assets value based on the Company's consolidated financial statements, categorizing it as a substantial item.

Details in the calculation according to the following criteria:

Financial Information

| Unit: million Baht | DITTO As at 31 December 2023 |
|---|---------------------------------|
| Total assets | 3,336.12 |
| Intangible assets | 18.81 |
| Deferred tax assets | 4.63 |
| Total debt | 873.49 |
| Non-controlling shareholders' equity (if any) | 0.00 |
| Company's Net Tangible Assets (NTA) | 2,439.18 |
| Net profit (loss) of the last 4 quarters | 335.10 |

Transaction Size Calculation

| Transaction | Unit: million Baht |
|-------------------------------------|--------------------|
| Company's Net Tangible Assets (NTA) | 2,439.18 |
| 0.03% of NTA | 0.73 |
| 3.00% of NTA | 73.18 |

| Transaction | Unit: million Baht |
|--|--------------------|
| Value of consideration from connected transactions | 174.80 |
| Connected transactions size as a percentage of NTA (%) | 7.17% |

The Company has not engaged in any other connected transactions in the past 6 months. Entering into such a transaction is deemed a large-scale transaction, with the consideration valued at THB 20.00 million or more, and representing 3.00% or more of the Company's net tangible assets.

The Company is obligated to disclose information to the Stock Exchange of Thailand. Additionally, it is required to seek approval from the Company's Board of Directors and obtain approval for connected transactions at the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes from attending shareholders or proxies (if any) with the right to vote. This excludes the equity of shareholders with a vested interest. The Company is mandated to send the shareholders meeting invitation letter at least 14 days prior to the shareholders meeting date. The notice calling the shareholders meeting should specify the names and the number of shares of shareholders who do not possess the right to vote. Furthermore, an independent financial advisor is required to express opinions on the reasonableness and fairness of the price and conditions of the transaction. This information will be presented to the Company's shareholders in compliance with the announcement of the Stock Exchange of Thailand Board at BorJor/Por. 22-01, regarding The Information Disclosure and Operations of Listed Companies in Connected Transactions, B.E. 2003.

4. Details of acquired assets

The Company will acquire 38,000,000 common shares of TEAMG, constituting 4.28% of TEAMG's increased paid-up capital. The total value is approximately THB 174.80 million, with the breakdown as follows:

Information about TEAM Consulting Engineering and Management Public Company Limited ("TEAMG")

1. Primary Information

- Company name : TEAM Consulting Engineering and Management Public Company Limited ("TEAMG")
- Business type : Operate a comprehensive engineering and environmental consulting business encompassing study, design, report preparation, project management, and construction

supervision. This includes expertise in preparing environmental impact assessment reports.

Juristic person registration No. : 0107561000030
Company location : 151 Nuanchan Road, Nuanchan Subdistrict, Bueng Kum District, Bangkok 10230
Registered capital : THB 477,000,000.00, par value THB 0.50 per share
Issued and paid-up capital : THB 408,950,809.00, par value THB 0.50 per share
Website : <http://www.teamgroup.co.th>

2. Nature of Business

TEAMG provides integrated engineering and environmental consulting services, covering planning, construction, development, and renovation. It also excels in adapting various engineering projects to suit the needs of diverse project types, offering a comprehensive and efficient one-stop service to customers. In essence, TEAMG offers a comprehensive range of engineering and environmental consulting services, starting from the conceptual development of projects, preparation of project master plans, feasibility studies, project surveys, and detailed designs, incorporating environmental impact assessments. TEAMG also provides consultancy in construction control, project management, equipment operation, and maintenance post-project delivery. TEAMG extends its expertise to related businesses, acting as an investor and engaging in projects such as installing tools and supporting equipment (Instrumentation), aerial photography (Drone-based survey), mapping services, and utilizing Building Information Modeling (BIM) systems, services further encompass Digital Twin technology for asset data management, water resource projects, Engineering Procurement Contract (EPC), and climate change management, including greenhouse gases. TEAMG serves various sectors including transportation, logistics, water resources, buildings, basic utilities, environment, energy, and provides unrelated consulting services in strategic organizational management, investment finance, and marketing. The clientele of TEAMG spans the public and private sectors, including international customers, particularly those involved in projects within CLMV countries (Cambodia, Lao PDR, Myanmar, and Vietnam).

TEAMG aims to develop integrated innovative businesses in the region by expanding investments in areas of expertise, such as renewable energy and water resources. It also adopts new innovations to enhance work efficiency and environmental friendliness, ultimately generating recurring income.

BIM (Building Information Modeling) is a digital technology and process that integrates various information throughout the life of the physical environment into a unified system. It possesses the potential to interface with other technologies. (Definition from BIM Association Thailand)

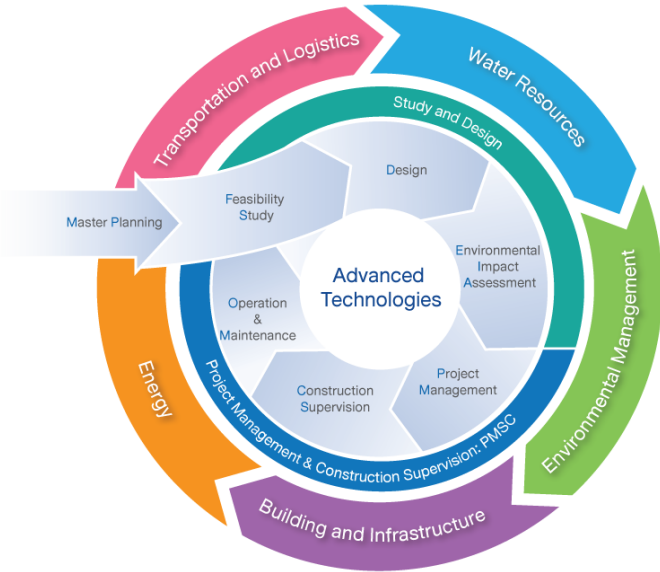
A Digital Twin is a virtual model that reflects the current state of an object in the physical world, providing accurate and up-to-date information for the benefit of the object's owner.

The nature of TEAMG's services can be classified as follows:

(1) Types of services according to the nature of business operations

TEAMG operates an integrated engineering and environmental consulting business, offering comprehensive one-stop services across the entire project development cycle. This includes master planning, project feasibility studies, detailed design, environmental impact studies, project management, construction supervision, and ongoing operations and maintenance.

The picture shows the services offered based on the nature of business operations



The service can be divided into 3 types according to the nature of the service as follows:

- **Study & Design Businesses**

TEAMG offers study, design, and reporting services for project development across diverse fields such as engineering, architecture, and the environment. The essential operational characteristics are classified into distinct steps as follows:

- **Master Plan**

Master planning involves establishing guidelines and frameworks for the holistic implementation and/or development of a project. Also referred to as the Master Plan, it includes the formulation of a clear strategy to serve as a framework for guiding long-term operations. The master plan is designed to maintain consistency and respond promptly to changes in both the internal and external environment.

- **Feasibility Study**

When delivering consulting services for the preparation of a project's feasibility study, TEAMG systematically analyzes key aspects such as engineering, marketing, finance and economics, business and management, social, and environmental considerations. This comprehensive evaluation ensures the practical viability of the project, examining its feasibility, potential returns, and the efficient utilization of resources. The process also addresses the management of subsequent environmental and social impacts, while ensuring the achievement of specified objectives within budgetary and time constraints.

- **Survey and Detailed Design**

TEAMG delivers surveying and detailed design services tailored to the specific requirements of project owners. The scope of work encompasses survey forms, project location maps, general details, various system works in the project area, continuous areas influencing the project, infrastructure plans, building plans, and various facilities within the project area. Additionally, construction plans are provided for the preparation of bidding documents (Tender Documents) and/or for implementation in the actual construction phase.

- **Environmental Impact Assessment: EIA**

Environmental Impact Assessment (EIA) is a study conducted to anticipate both positive and negative effects arising from the implementation of significant projects or activities that may influence various aspects of the environment, encompassing natural resources, economics, and society. The primary objective is to identify preventive measures and efficient solutions to mitigate environmental impacts. The findings of the EIA are crucial in decision-making processes related to the development of the specified project or business.

- **Project Management & Construction Supervision: PMSC**

TEAMG offers construction management and control services to entrepreneurs or project owners lacking personnel or expertise in this domain. It is essential for the project owner to engage a consulting engineering company with experience and proficiency in project management and control. The consulting company acts as a representative, overseeing and managing activities and outcomes at every stage of the project. This spans the planning process, contractor recruitment, detailed design, construction, post-construction handover, personnel training, actual work trials, inspection of work results, and systematic inspection throughout the work guarantee period.

- **Related Business**

In addition to the aforementioned consulting services, TEAMG extends its offerings to related businesses, ensuring a more comprehensive approach to meet customer needs. These services can be categorized as follows:

- **Related Services** provided by TEAMG include Engineering Procurement Contract (EPC) work, installation of tools and supporting equipment (Instrumentation), aerial photography and mapping services through Drone-based surveys, involvement in architecture, engineering, and construction utilizing Building Information Modeling (BIM) systems, and asset management using Digital Twin technology.

Related business services that TEAMG operates include:

○ **Asset Management:** In 2021, TEAMG established Asset Activator Company Limited (“ASATV”) in partnership to leverage BIM technology for Facility Management. The aim was to reduce costs and enhance building and energy management efficiency. ASATV developed a platform integrating data and displaying results, including ERP system linkage. Targeting customers such as industrial estates, department stores, and large buildings. In 2022, ASATV became part of DTX Company Limited (“DTX”), with TEAMG holding a 50% stake. This move aimed to expand the asset management business using Digital Twin technology, creating a computerized model mirroring the real-time state of a physical object. This "Digital Twin" facilitates real-time information, aids in decision-making, and develops efficient working systems, all while being a flexible, self-developed program with Thai support, adaptable to customer readiness and budget constraints.

○ **New Zoo Construction Project (Phase 1), Khlong Hok, The Zoological Park Organization under The Royal Patronage of H.M. The King:** The project's objective is to construct a new zoo spanning 300 rai in the Khlong Hok area, Thanyaburi District, Pathum Thani Province. The goal is to establish a leading, modern zoo adhering to world-class standards, serving as a significant educational resource about nature and wildlife both nationally and internationally. Additionally, it aims to function as an eco-friendly recreational center supporting sustainable tourism and providing community benefits. In this endeavor, TEAMG operates in the Engineering Procurement Contract (EPC) section.

○ **Phase 2 of the Construction of the Precious Wood Knowledge Museum on the Auspicious Occasion of the Grand Coronation Ceremony by the Ministry of Natural Resources and Environment:** The construction is located in the Wang Thonglang area, Bangkok, covering an area of 79 rai. This project aims to serve as a cultural heritage site for the Thai people and a venue to welcome royal or

government guests. TEAMG is actively involved in the Engineering Procurement Contract (EPC) section.

- **Innovative Investment** TEAMG invests in various innovation projects as follows:

○ **Water Recycling project in the Suan Luang-Samyang area of Chulalongkorn University:** In 2020, TEAMG invested in a project with a production capacity of not less than 240 cubic meters per day. The project involves treating wastewater from the CU-Terrace and CU I-HOUSE buildings and subsequently selling it back to Chulalongkorn University. The treated water is utilized for watering the trees in Chula 100 Years Park and the surrounding areas. The operation of this initiative is planned for a duration of 10 years.

○ **Central cooling system project for Chulalongkorn University:** In 2020, TEAMG established a new joint venture company named Prathumwan Smart District Cooling Company Limited. The joint venture, with a registered capital of 50 million Baht, comprises three companies: TEAMG, BCPG Public Company Limited, and Keppel DHCS Pte. Ltd. The joint venture is dedicated to installing and managing a central cooling production system (District Cooling) for various buildings within the "Chula Smart City" project. This project is situated in the Suan Luang-Sam Yan commercial zone of Chulalongkorn University.

○ **Solar power trading project (Solar Rooftop):** In 2021, ATT Consultant Company Limited (ATT) invested in the solar power trading project (Solar Rooftop) in collaboration with Linh Gas Cylinder Company Limited. The initiative involved installing solar panels and related structures on the roof of Linh Gas Cylinder Company Limited's factory, providing a production capacity of approximately 1.0 MW. The electricity generated from solar energy is sold to factory under a power purchase agreement spanning 10 years. Construction has been successfully completed, and the project is currently undergoing power supply trials.

○ **Water production system project for use in Sawanpracharak Hospital (New Branch)** In 2021, TEAMG invested in a water production system for Sawanpracharak Hospital (New Branch), with a maximum capacity of 2,400 cubic meters per day. The investment covers the construction, installation, management, production, and maintenance of the water supply system. This includes the raw water system, raw water pipeline system, water production system, and water supply pipeline installation within the hospital area. TEAMG will sell tap water for hospital operations over a 26-year period, receiving compensation based on actual usage. Construction has been completed, and the system commenced operations in November 2022.

- **Climate Change and Greenhouse Gas Services:** In 2023, TEAMG expanded its services in Climate Change Management and Greenhouse Gas Services. The expanded scope includes various services as follows:

- Climate Change Advisory Services and Greenhouse Gas solutions. This includes assessing the Carbon Footprint of Organization (CFO) and Carbon Footprint for Product (CFP). Additionally, services cover the registration of greenhouse gas reduction projects, among others.

- GHG Validation and Verification Service* includes:

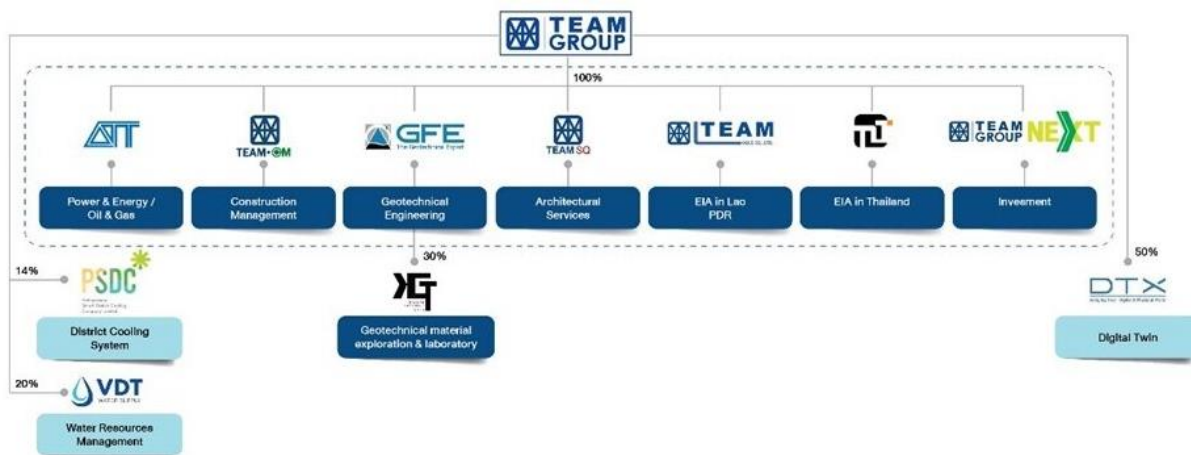
- Verification service for certification of Carbon Footprint of Organization (CFO)
- Validation and verification service of Thailand Voluntary Emission Reduction Program (T-VER)

** The process is currently undergoing registration as a certification body with TISI and TGO.*

The anticipated completion of this process is expected by April 2024.

3. Organizational Structure

TEAMG has invested in subsidiaries and associated companies, totaling 11 operational entities. The shareholding structure is as follows:



Source: Information from TEAMG

4. Shareholder Structure

TEAMG has a registered capital of THB 477,000,000.00, with THB 408,950,809.00 already paid. This capital is distributed among 817,901,618 common shares with a par value of THB 0.50 per share. As of 11 January 2024, the first 10 major shareholders of TEAMG are as follows:

| No. | Name of Shareholders | Number of Shares Held | Percent (%) |
|-----|----------------------------------|-----------------------|---------------|
| 1 | Mr. Teerachai Rattanakamolporn | 130,348,800 | 15.94 |
| 2 | Mr. Sataporn Ngamruengphong | 41,232,080 | 5.04 |
| 3 | Mr. Amnat Phromsutra | 30,390,800 | 3.72 |
| 4 | Mr. Takorn Rattanakamolporn | 24,380,000 | 2.98 |
| 5 | Mr. Sompong Chonecadeedumrongkul | 21,900,500 | 2.68 |
| 6 | Mr. Supachoke Tantivit | 21,600,000 | 2.64 |
| 7 | Ms. Pitchayada Phongnukrohsiri | 20,800,200 | 2.54 |
| 8 | Mrs. Penpilai Phonchaipanich | 20,131,600 | 2.46 |
| 9 | Miss Yupadee Premchun | 20,081,520 | 2.46 |
| 10 | Thai NVDR Company Limited | 19,103,543 | 2.34 |
| | Other shareholders | 467,932,575 | 57.21 |
| | Total | 817,901,618 | 100.00 |

Source: Thailand Securities Depository Co., Ltd.

5. Board of Directors

As of 1 February 2024, the Board of Directors comprises of 8 members, whose names are as follows:

| Name | Position |
|---------------------------------------|--|
| 1. Mr. Rapee Phongbupakicha | Chairman of the Board of Directors / Independent Director / Chairman of the Audit Committee |
| 2. Dr. Apichat Sramoon | Chief Executive Officer / Director |
| 3. Mr. Chawalit Chantararat | Director |
| 4. Mr. Prasong Wangrattanapranee | Director |
| 5. Mr. Amnat Prommasutra | Director |
| 6. General Wichien Sirisoonthorn | Independent Director / Member of Audit Committee |
| 7. Mrs. Suwimol Chrityakerne | Independent Director / Member of Audit Committee |
| 8. Assoc. Prof. Dr. Chamlong Prabkeao | Independent Director |

Source: SET

6. Executives

As of February 1, 2024, the executives of TEAMG comprises 7 members, whose names are as follows:

| Name | Position |
|---------------------------------|---|
| 1. Dr. Apichat Sramoon | Chief Executive Officer |
| 2. Mr. Nakhon Sanyasiri | Chief Operating Officer No. 1 |
| 3. Dr. Teerawut Juirnarongrit | Chief Operating Officer No. 2 |
| 4. Mr. Pawak Vongpichate | Chairman Related Business Operations No. 1. |
| 5. Mr. Sompat Suwapit | Chairman Related Business Operations No. 2. |
| 6. Mr. Sita Tansiri | Chief Strategy Officer |
| 7. Mrs. Penpilai Phonchaipanich | Chief Financial Officer |

Source: SET

7. Summary of Financial Status and Operational Results

Table 1: Profit and Loss Statement for the Year 2021 to 2023

| Profit (Loss) Statement | 31 December 2021 | | 31 December 2022 | | 31 December 2023 | |
|--|------------------|---------------|------------------|---------------|------------------|----------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Sales and Service Income | 1,759.31 | 100.00% | 1,623.67 | 100.00% | 1,673.67 | 100.00% |
| Cost of Sales and Services | (1,318.26) | (74.93%) | (1,201.95) | (74.03%) | (1,180.65) | (70.54) |
| Gross Profit | 441.05 | 25.07% | 421.72 | 25.97% | 493.02 | 29.46% |
| Other Income | 21.31 | 1.21% | 15.83 | 0.97% | 11.64 | 0.70% |
| Selling and Administrative Expenses | (322.59) | (18.34%) | (316.12) | (19.47%) | (351.54) | (21.00%) |
| Profit from Operations | 139.77 | 7.94% | 121.42 | 7.48% | 153.12 | 9.15% |
| Financial Income | 6.87 | 0.39% | 14.65 | 0.90% | 25.08 | 1.50% |
| Financial Cost | (3.77) | (0.21%) | (7.88) | (0.49%) | (9.95) | (0.59%) |
| Share of Profit or Loss from Equity Investment in Associates | (1.33) | (0.08%) | (0.11) | (0.01%) | (0.53) | (0.03%) |
| Profit Before Income Tax | 141.55 | 8.05% | 128.08 | 7.89% | 167.71 | 10.02 % |
| Income Tax Expense | (29.69) | (1.69%) | (25.02) | (1.54%) | (38.44) | (2.30%) |
| Net Profit (Loss) | 111.85 | 6.36% | 103.06 | 6.35% | 129.27 | 7.72% |

Source: SET

Table 2: Financial Position Statement for the Year 2021 to 2022

| Statement of financial position | 31 December 2021 | | 31 December 2022 | | 31 December 2023 | |
|---|------------------|---------------|------------------|---------------|------------------|---------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Asset | | | | | | |
| Current Assets | | | | | | |
| Cash and Cash Equivalents | 331.26 | 15.22% | 461.91 | 19.82% | 295.04 | 12.13% |
| Trade Receivables and Other Receivables | 367.91 | 16.90% | 450.54 | 19.33% | 596.66 | 24.53% |
| Unbilled Revenue | 861.15 | 39.56% | 778.23 | 33.39% | 829.44 | 34.10% |
| Work in Process and Inventory | 15.97 | 0.73% | 23.38 | 1.00% | 0.06 | 0.00% |
| Short-Term Lease Liabilities | 1.41 | 0.06% | 1.60 | 0.07% | 2.34 | 0.10% |
| Other Current Financial Assets | 4.12 | 0.19% | 1.14 | 0.05% | 22.75 | 0.94% |
| Other Current Assets | 68.41 | 3.14% | 64.95 | 2.79% | 67.92 | 2.79% |
| Non-Current Assets Held for Sale | 0.00 | 0.00% | 1.97 | 0.08% | 0.00 | 0.00% |
| Total Current Assets | 1,650.22 | 75.82% | 1,783.72 | 76.54% | 1,814.21 | 74.59% |
| Non-current Assets | | | | | | |
| Bank Deposit with Collateral | 55.67 | 2.56% | 64.67 | 2.77% | 47.11 | 1.94% |
| Investment in Joint Venture | 10.48 | 0.48% | 10.20 | 0.44% | 23.67 | 0.97% |

| Statement of financial position | 31 December 2021 | | 31 December 2022 | | 31 December 2023 | |
|--|------------------|----------------|------------------|----------------|------------------|----------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Investment in Joint Trade | 0.00 | 0.00% | 0.62 | 0.03% | 8.45 | 0.35% |
| Long-term Debt under Financial Lease Agreement | 17.72 | 0.81% | 71.30 | 3.06% | 80.85 | 3.32% |
| Other Non-Current Assets | 0.00 | 0.00% | 0.00 | 0.00% | 22.20 | 0.91% |
| Real Estate for Investment | 2.44 | 0.11% | 2.09 | 0.09% | 2.14 | 0.09% |
| Land, Buildings, and Equipment | 142.32 | 6.54% | 149.03 | 6.39% | 183.30 | 7.54% |
| Right-of-Use Assets | 39.73 | 1.83% | 36.06 | 1.55% | 40.28 | 1.66% |
| Deferred Income Tax Assets | 58.02 | 2.67% | 58.82 | 2.52% | 50.76 | 2.09% |
| Performance Guarantee | 106.83 | 4.91% | 93.89 | 4.03% | 100.78 | 4.14% |
| Intangible Assets | 51.50 | 2.37% | 46.57 | 2.00% | 42.03 | 1.73% |
| Other Non-current Assets | 41.71 | 1.92% | 13.61 | 0.58% | 16.57 | 0.68% |
| Total Non-current Assets | 526.42 | 24.18% | 546.87 | 23.46% | 618.13 | 25.41% |
| Total Asset | 2,176.64 | 100.00% | 2,330.59 | 100.00% | 2,432.34 | 100.00% |
| Liabilities and Equity | | | | | | |
| Current Liabilities | | | | | | |
| Overdrafts and Short-term Borrowings from Financial Institutions | 67.47 | 3.10% | 168.80 | 7.24% | 105.00 | 4.32% |
| Trade Payables and Other Payables | 211.52 | 9.72% | 163.41 | 7.01% | 184.19 | 7.57% |
| Advance Service Revenue and Unearned Revenue | 521.77 | 23.97% | 553.87 | 23.77% | 575.59 | 23.66% |
| Short-term Lease Obligations | 14.02 | 0.64% | 14.13 | 0.61% | 16.11 | 0.66% |
| Long-term Borrowings from Financial Institutions | 0.00 | 0.00% | 2.14 | 0.09% | 4.27 | 0.18% |
| Deferred Income Tax Liabilities | 6.28 | 0.29% | 2.23 | 0.10% | 6.40 | 0.26% |
| Other Current Liabilities | 43.49 | 2.00% | 68.57 | 2.94% | 60.93 | 2.50% |
| Total Current Liabilities | 864.55 | 39.72% | 973.13 | 41.75% | 952.49 | 39.16% |
| Non-current Liabilities | | | | | | |
| Long-term Lease Liabilities | 24.15 | 1.11% | 22.60 | 0.97% | 24.47 | 1.01% |
| Long-Term Employee Benefits Reserve | 271.59 | 12.48% | 270.82 | 11.62% | 239.84 | 9.86% |
| Long-Term Borrowings from Financial Institutions | 0.00 | 0.00% | 34.52 | 1.48% | 30.25 | 1.24% |
| Total Non-current Liabilities | 295.74 | 13.59% | 327.94 | 14.07% | 294.56 | 12.11% |
| Total Liabilities | 1,160.29 | 53.31% | 1,301.07 | 55.83% | 1,247.06 | 51.27% |
| Shareholder's Equity | | | | | | |
| Registered Capital | | | | | | |
| Common Shares 954,000,000 shares, par value of THB 0.5 per share | 340.00 | 15.62% | 340.00 | 14.59% | 477.00 | 19.61% |
| Issued Capital and Fully Paid | | | | | | |

| Statement of financial position | 31 December 2021 | | 31 December 2022 | | 31 December 2023 | |
|--|------------------|----------------|------------------|----------------|------------------|----------------|
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Common Shares 817,901,618 shares, par value of THB 0.5 per share | 340.00 | 15.62% | 340.00 | 14.59% | 408.95 | 16.81% |
| Additional Paid-In Capital | 424.32 | 19.49% | 424.32 | 18.21% | 424.32 | 17.44% |
| Deficit from Changes in Ownership Interest of Subsidiaries | (22.22) | -1.02% | (22.22) | -0.95% | (23.64) | (0.97%) |
| Deficit from Restructuring Business Operations of Group Companies under Common Control | (22.55) | -1.04% | (22.55) | -0.97% | (22.55) | (0.93) |
| Share-based Payment | 0.00 | 0.00% | 0.00 | 0.00% | 15.20 | 0.62% |
| Retained Earnings | | | | | | |
| Allocated - Legal Reserve | 23.30 | 1.07% | 27.90 | 1.20% | 32.00 | 1.32% |
| Unallocated | 268.27 | 12.32% | 277.13 | 11.89% | 348.87 | 14.30% |
| Other Components of Shareholders' equity | 0.00 | 0.00% | 0.00 | 0.00% | 2.36 | 0.10% |
| Total Equity of the Parent Company | 1,011.12 | 46.45% | 1,024.58 | 43.96% | 1,184.50 | 48.70% |
| Non-controlling Interest | 5.22 | 0.24% | 4.94 | 0.21% | 0.78 | 0.03% |
| Total Shareholder's Equity | 1,016.35 | 46.69% | 1,029.52 | 44.17% | 1,185.29 | 48.73% |
| Total Liabilities and Shareholders' Equity | 2,176.64 | 100.00% | 2,330.59 | 100.00% | 2,432.34 | 100.00% |

Source: SET

5. Total Compensation Value, Criteria used to Determine the Total Value of Each Item, and the Payment Methods Employed

Total Compensation Value

The total value of assets acquired in this instance amounts to THB 174.80 million, comprising 38,000,000 common shares of TEAMG. The nominal value per share is THB 0.50, equivalent to 4.28% of the registered paid-up capital of TEAMG, following the capital increase in this round.

Criteria used to Determine the Total Value of Each Item

The criteria used to determine the total value of assets obtained from the reference price in the market, with a discount not exceeding 10%. The market price is considered based on the weighted average price of TEAMG shares in the stock market over the last 7 consecutive business days preceding the meeting of the TEAMG's Board of Directors on 23 February 2024 (between 14 February 2024 and 22 February 2024).

Payment Methods Employed

The Company will make a payment of approximately THB 174.80 million as compensation to TEAMG for the acquisition of 38,000,000 shares of TEAMG, equivalent to 4.28% of the registered capital after this capital increase. This transfer of share rights to the Company by TEAMG will be executed through a cash payment, cashier's check from a commercial bank, or a bank transfer through the commercial bank system to TEAMG's deposit account or any other agreed-upon account between the Company and TEAMG.

6. Expected Benefits to the Company

- a. The Company has invested in a business related to its current operations, aiming to create synergies that can add value to its existing business. This investment represents a strategic partnership to enhance business potential, providing opportunities for mutual collaboration and potential future joint ventures between the Company and TEAMG.
- b. The Company recognizes the importance of skilled personnel and various professionals who can contribute to the business's advancement. Currently, TEAMG has over 900 skilled professionals in engineering, architecture, environmental, and various academic fields. This substantial expertise enables the Company to benefit from the investment by leveraging the proficiency of its workforce to meet diverse customer needs, both present and future.
- c. The Company has invested in a business with high potential and significant growth opportunities in the future.
- d. The Company has the opportunity to recognize revenue and receive returns on investment from this venture.

7. Source of Funds

The Company utilizes its internal cash flow for the transaction. Additionally, the Company maintains sufficient working capital for conducting its business operations.

8. Transaction Terms and Conditions

Due to the interconnected nature of the transactions involved, this undertaking is considered a significant transaction for the registered company. Therefore, the Company is obligated to appoint independent financial advisors to provide opinions to the Company's shareholders regarding the connected transactions with the stock exchange and propose them at the shareholders meeting for approval. The proposal requires a vote of not less

than three-fourths (3/4) from the total number of shareholders or proxies (if any) present at the meeting, excluding the shares with vested interests. The Company is required to send a notice of the shareholders meeting along with the opinions of the independent financial advisors to the shareholders at least 14 days prior to the meeting. This decision was resolved at the Board of Directors' meeting to propose to the Annual General Meeting of Shareholders scheduled for 25 April 2024 for consideration and approval of the subsequent transaction.

9. Nature and Scope of Liabilities for Related Parties

The list of individuals without the right to attend and vote during agenda 5, "To Consider and Approve of Connected Transactions: Acquisition of Shares in TEAM Consulting and Management Public Company Limited ("TEAMG")," at the Annual General Meeting of Shareholders for the year 2024 on 25 April 2024, is as follows:

1. Mr. Teerachai Rattanakamolporn holds controlling power in DITTO (with a combined spousal shareholding percentage of 31.97%) and is the major shareholder in TEAMG (with a combined spousal shareholding percentage of 16.01% of the registered paid-up capital).
2. Mr. Takorn Rattanakamolporn, a close relative (younger brother) of Mr. Teerachai Rattanakamolporn, serves as a director, CEO, and major shareholder in DITTO (with a combined spousal shareholding percentage of 14.02%) and holds shares in TEAMG (with a combined spousal shareholding percentage of 3.18% of the registered paid-up capital).
3. Miss Pondkarn Rattanakamolporn, a close relative (elder sister) of Mr. Teerachai Rattanakamolporn, serves as a director, Chief Operating Officer of the Company, and a shareholder (with a combined spousal shareholding percentage of 0.47% of the registered paid-up capital).

10. Board of Directors' Opinion on the Transaction

The Company's Board of Directors has passed a unanimous resolution approving the mentioned transaction. After careful consideration, the Board deems that the transaction and its value are appropriate, reasonable, and beneficial for the long-term interests of the Company and all its shareholders. The Company also maintains sufficient working capital for its operations, and the transaction will not have a significant impact on the Company's working capital. Directors who have a vested interest in the matter, namely Mr. Takorn Rattanakamolporn and Miss Pondkarn Rattanakamolporn, did not participate in this meeting.

11. Audit Committee or Director's Opinion Differing from the Board of Directors

The Audit Committee's opinion is not divergent from that of the Board of Directors.

The Company certifies that the information in this report is accurate and complete in every respect.

Yours sincerely

Mr. Takorn Rattanakamolporn

(Chief Executive Officer)