

ZIGA 003/2024

13 February 2024

Subject: Notification of cancellation of sale of land and buildings Factory building rental Amendments to regulations and amendments to the agenda for the 2024 Annual General Shareholders' Meeting

Attention: Director and Managing Director
The Stock Exchange of Thailand

Refer to Letter notifying the resolution of the Board of Directors' meeting No. 1/2024 (Subject: Omit dividend payment, reduce capital, increase capital, issue and offer for sale ZIGA-W2 Related items) at ZIGA 002/2024, issue dated February 6, 2024

According to the Board of Directors' Meeting No. 1/2024 of Ziga Innovation Public Company Limited (the "Company"), held on February 6, 2024, resolved to approve the proposal to the Annual General Meeting of Shareholders. Year 2024 to consider and approve the sale of land and facilities. Building for related persons Factory building rental and amending the company's regulations to be in line with the amended public limited company law. Details appear in the letter referring to the Stock Exchange of Thailand.

Due to entering a transaction to sell land with buildings and rent a factory building. Considered to be a connected transaction. Entering such connected transactions has steps and a period before it can be presented to the shareholders' meeting. The Board of Directors' Meeting No. 2/2024, held on February 13, 2024, considered, and reviewed the entry into the said transaction. By considering the highest benefits of shareholders and the company that will be received. Therefore, there was a resolution to approve important matters as follows:

1. It was resolved to cancel the sale of land and buildings to Dee Ngam Holding Company Limited and the lease of factory buildings to Dee Ngam Company. Holding Company Limited. The cancellation of the above transactions does not affect the business operations of the company in any way.
2. Resolved to amend regulations No. 21, No. 25 and No. 26 as follows.

Clause	Original company regulations Section 3 Committee	Amended Company Regulations Section 3 Committee
21	<p>The company's board of directors must meet at least once every 3 months.</p> <p>In calling a meeting of the committee the chairman of the board or the person assigned will send a meeting notice to the directors at least 7 days before the meeting date. Except in cases of urgent necessity to preserve the rights or benefits of the company. The meeting can be notified by other means and the meeting date can be set earlier than that.</p> <p>The Board of Directors can hold meetings at the locality where the Company's headquarters is located or any other place it deems appropriate.</p> <p>Two or more directors may request the chairman to convene a meeting of the board of directors. In the case where there are 2 or more directors requesting The Chairman of the Board or a committee member assigned by the Chairman of the Board shall set the meeting date within 14 days from the date of receipt of the request.</p>	<p>The Board of Directors must meet at least one (1) meeting every three (3) months.</p> <p>In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned to him shall send a notice of the meeting to the directors at least three (3) days before the meeting date. Except in cases of urgent necessity to preserve the rights or benefits of the company. The meeting appointment will be notified by electronic means or any other means. And the meeting date can be set earlier than that.</p> <p>The Board of Directors can hold meetings at the locality where the Company's headquarters is located or any other place it deems appropriate.</p> <p>The Chairman of the Board shall call a meeting of the Board of Directors. However, when there is reasonable cause or to preserve the rights or benefits of the Company. Two (2) or more directors may jointly request that the Chairman of the Board of Directors call a meeting of the Board of Directors. You must specify the</p>

		<p>matter and reasons to be proposed to the meeting for consideration. In such case, the Chairman of the Board shall call and set a meeting date within fourteen (14) days from the date of receipt of such request.</p> <p>In the event that the Chairman of the Board does not proceed with calling a meeting as requested by the Board of Directors The directors who make the request may jointly call and schedule a meeting of the committee to consider the requested matter within fourteen (14) days from the expiration of the period specified in the preceding paragraph.</p> <p>If there is no Chairman of the Board for whatever reason. The Vice Chairman of the Board shall call a meeting of the Board of Directors. In the event that the Vice Chairman is not available for any reason. Two or more directors may jointly call a meeting of the board of directors.</p>
ข้อ	Original company regulations Section 4 Shareholder Meeting	Amended Company Regulations Section 4 Shareholder Meeting
25	<p>In calling a shareholder meeting the committee shall prepare a meeting notice specifying the location, date, time, and agenda. and matters to be presented to the meeting with reasonable details Specifying that it is a matter to be presented for information, for approval, or for consideration Including the opinions of the board of directors on such matters and sending them to shareholders and the registrar not less than 7 days before the meeting date and advertising the notice of meeting in the newspaper for 3 consecutive days, not less than 3 days before the meeting date.</p> <p>The shareholders' meeting can be held in the area where the company's headquarters is located or in other provinces throughout the Kingdom.</p>	<p>In calling a shareholder meeting, whether it is a meeting in person or via electronic media, The committee shall prepare a meeting notice specifying the location, date, time, and agenda. and matters to be presented to the meeting with reasonable details Specifying that it is a matter to be presented for information, for approval, or for consideration Including the opinions of the board of directors on such matters and sending them to shareholders and the Public Company Registrar not less than seven (7) days before the meeting date. And the meeting notice must be advertised in a newspaper for not less than three (3) consecutive days, not less than three (3) days before the meeting date or may use electronic media advertising instead. By proceeding according to the rules and methods specified by law.</p> <p>The shareholders' meeting can be held in the area where the company's headquarters is located or in other provinces throughout the Kingdom as the board of directors deems appropriate. And if the meeting is held via electronic media, it is considered that the company's head office is the meeting place.</p>
Clause	Original company regulations Section 4 Shareholder Meeting	Amended Company Regulations Section 4 Shareholder Meeting
26	<p>At shareholder meetings, shareholders may authorize shareholders to attend the meeting and present on their behalf at the meeting. The proxy letter is dated and maintained by</p>	<p>In the shareholder meeting Shareholders may authorize another person to attend the meeting and vote on their behalf. The proxy must be in writing and signed by the shareholder granting the proxy. and must be in the form specified by the</p>

	<p>the shareholder who gave the proxy, and follow the form specified by the registrar. This proxy will allow assistance, or the person designated by the chairman before giving the proxy to attend the meeting.</p>	<p>registrar This proxy must be given to the chairman or the person designated by the chairman at the meeting before the proxy attends the meeting. Or the proxy may be made by electronic means instead. It must use a method that is safe and reliable to ensure that the proxy is executed by the shareholder, and according to the criteria set by the registrar and must include at least the following items:</p> <p>(1) Number of shares held by the proxy.</p> <p>(2) Name of the proxy.</p> <p>(3) The time of the meeting at which the proxy is given to attend the meeting and vote.</p>
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3. It was resolved to amend the agenda for the 2024 Annual General Shareholders' Meeting to be as follows.

- Agenda 1 To consider and adopt minutes of the Extraordinary General Meeting of Shareholders 2023.
- Agenda 2 To acknowledge the Company's performance for the year 2023.
- Agenda 3 To consider and approve the Company's consolidated financial statements for the accounting period ended on 31 December 2023.
- Agenda 4 To Consider approving the suspension of dividend payment for operating results for the year 2023.
- Agenda 5 To consider and approve the appointment of the directors who are due to retire by rotation.
- Agenda 6 To consider and approve the remuneration of the directors for the year 2024.
- Agenda 7 To consider and approve the appointment of the auditors and determination of the auditor's remuneration of the Company and its subsidiaries for the year 2024.
- Agenda 8 Consider approving the reduction of the company's registered capital by eliminating shares that have not yet been sold, and the amendment to Section 4 of the Company's memorandum of association to reflect the reduction in registered capital.
- Agenda 9 Consider and approve an increase in the company's registered capital, and the amendment to Section 4 of the Company's Memorandum of Association to reflect the increase in registered capital.
- Agenda 10 Consider and approve the issuance and offering of warrants to purchase the Company's common shares.
- Agenda 11 Consider approving the allocation of additional common shares.
- Agenda 12 Consider amending the Company's regulations.
- Agenda 13 To consider other matters (if any).

In this regard, the changes mentioned above There is no effect on the issuance and offering of warrants to purchase ordinary shares of the Company, and the 2024 Annual General Meeting of Shareholders, which is scheduled to be held on Monday, March 25, 2024, at 10:00 a.m. The meeting will be held via electronic media, and set the date for determining the names of those entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on the original date, which is Tuesday, February 20, 2024.

Yours Faithfully,

(Mr. Sawai Chatchairunguang)
Ziga Innovation Public Company Limited