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

Ziga Innovation Public Company Limited

Friday 8 April, 2022

Ballroom, the Bright Rama 2

The meeting convened at 14.00 hours.

The company has 23,352 shareholders 612,945,865 holdingshares (according to the shareholders list appointed on the date of 15 March 2021). There were 18 shareholders and 17 proxies present at the meeting, in total there are 35 shareholders and proxies holding 612,945,865 shares accounting for 44.0468 percent of the Company's total issued shares which constituted a quorum in accordance to the Company's Article of Association number 27.

Mr.Napat Theeraditthakul the master of ceremony, introduces the directors and the auditors. There are 6 committees appointed to attend this meeting, the 6 committees who attend the meeting are as follows:

1. Mr. Sawai Chatchairungruang

Chairman/ Independent Director/ and Chairman of Audit Committee

2. Mr. Phonrat Piathanom

Independent Director/ Director/ Risk Innovation Management and Governance Committee /

Audit Committee

3. Mrs. Emorn Chotiyaputta

Independent Director/ Director/ Audit Committee

4. Mr. Suppakit Ngamchitcharoen

Risk Innovation Management and Governance Committee/ Chief Executive Officer

5. Ms. Valarlak Ngamchitcharoen

Director/ Executive Committee/ Risk Innovation Management Innovation / Risk Management and Supervision Committee

6. Mrs. Montha Thassatan

Director/ Executive Committee/ Director of Demand Management

The committees attending the meeting is equivalent to 100% of the total Board members.

The directors who attend the meeting are as follows:

1. Mrs. Titiporn Kiewyoung Chief Finance Officer

The auditors who attend the meeting are as follows:

1. Ms. Kultida Pasurakul ANS Audit Co., Ltd.

In addition, I would like to introduce a representative from the Thai Investors Promotion Association.

1. Mr. Natjari Charoenjitmun

Mr.Napat Theeraditthakul explained the meeting procedures, the voting procedures and the votes counting procedures. The company had informed its shareholders about this annual meeting by 3 ways:

1. Invitation letter sent via postal mail service
2. Announcement in the newspaper
3. Announcement in the company website

The voting procedures and the votes counting procedures are summarized below:

1. To make the meeting proceed smoothly and spend time appropriately in every agenda. the Company has set the inquiry period. This is to be in accordance with the measures. The shareholders can scan QR codes for sending questions in different agendas. If the questions is not related to the agenda, please raise the questions in another agenda. Please kindly inform the name and surname before asking or expressing an opinion in order to be included in the minutes of the meeting.
2. Each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. The votes can be for approval, disapproval or abstention. The votes on each agenda item cannot be divided except for the proxies of foreign investors, who had appointed a custodian in Thailand to take custody and depository of their shares. For the custodian with Proxy Form C, the votes shall be the same as what is indicated in the form. The registration clerk will print out the voting card for the following cases:
 - 1) The shareholders is present
 - 2) The proxy with the Proxy Form (A, B and C) who was appointed by the grantor to vote. In the case where the grantor already casted the votes, the proxy will mirror the votes of the grantor.
3. The votes for each agenda item has been depicted in the invitation letter. The company will inform again before the votes for each agenda item begins.
4. In vote counting, the company will use the barcode system for convenience and swift purpose. The company will collect the voting cards with disapproval vote and abstention votes only.
5. The voting cards that are not clearly marked by the shareholders or the proxies (e.g. not clearly mark the block, marking more than one block, no initials signed where there are corrections or

leaving the card blank) will be void and will be counted as abstention. Pen must be use to mark the voting card.

6 . In case the shareholders or proxies wished to leave before the end of the meeting, it was requested that they return all the voting cards (with signature) to the officer before leaving so the company can count your votes later.

7 . The voting results shall be announced at the meeting after the completion of the counting of votes for each agenda item. The counting of votes will include the votes from the shareholders, the proxies and the advance votes from the grantor. For good moral and ethics, Mr.Napat Theeraditthakul has invited the shareholder, Mr.Yuttaphong Woratantikul to join the counting of votes. The meeting will be informed of the results as soon as the counting of votes is finished.

The master of ceremony announced the meeting agenda as follows:

Agenda 1 To acceptance the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

Agenda 3 To consider and approve the Consolidated financial statements of the Company For the fiscal year ended December 31, 2021

Agenda 5 To consider and approve the allocation of net profit for the year 2021 and refrain from paying dividends

Agenda 6 To consider and approve the appointment of directors to replace those retiring by rotation

Agenda 8 To consider and approve the appointment of auditors and determination of the auditor's remuneration for the year 2022

All 5 agenda items must be approved by a majority of the total votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To consider and acknowledge the Company's annual operating results for the year 2021

Agenda 4 To consider and acknowledge the payment of interim dividends

Both agendas are for acknowledgment. Therefore, there was no vote in this agenda.

Agenda 7 To consider and approve the determination of directors' remuneration for the year 2022

This agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting and vote.

The company's regulations stated that the Executive Director should act as a Chairman of the Meeting ("Chairman"). The master of ceremony invited Mr. Sawai Chatchairungruang to be a Chairman.

The Chairman welcomed all the shareholders who are present at the meeting and start the meeting as follows:

Agenda Item 1: To acceptance the Minutes of the Annual General Meeting of Shareholders of 2022

The Chairman presented to the meeting the Minutes of Annual General Meeting of Shareholders for the Year 2022, held on 31 January 2022, the details are listed in the copies which were sent together with the invitation letter to the shareholders.

The Chairman allowed the meeting to raise questions.

- There were no further questions from the meeting on this agenda.

The Chairman therefore requested the Meeting to vote.

Resolution The Meeting considered and acceptance the Minutes of the Annual General Meeting of Shareholders for the Year 2022, held on 31 January 2022 with the following votes:

Approval Votes 269,880,055 equivalent to 100 %

Disapproval Votes 0 equivalent to 0 %

Abstention Votes 0

Void Voting Cards 0

In this agenda, there were additional 1 shareholder, in total, there were 31 shareholders and proxies holding 269,880,055 shares.

Agenda Item 2: To acknowledge the Company's operating performance of 2020.

The Chairman welcomed Miss Valarlak Ngamchitcharoen, Managing Director, to present the Company's 2021 business activities.

Miss Valarlak Ngamchitcharoen, the Managing Director of Ziga Innovation Public Company Limited, has presented to the meeting the Company's 2021 business activities summarized as follows:

The overview of operations in 2021 under the company's vision of driving business and adding value through innovation. The company has built a brand to be close to customers and focuses on penetrating the niche market, such as agricultural greenhouses, cannabis and hemp group. The company has a revenue structure to grow both in general users and important large projects for conduit applications and reflected in the company's increased profit margin in marketing niche market customers and adding products to existing market.

The Company's business structure is pre-zinc steel pipes, which are steel pipes whose main customers are dealers, modern trade retailers, which are steel pipes for general use and innovative steel pipes that replace black or not painted steel. Positioning the product as a substitute (replacement) and No need to paint for preventing rust and we also have non-steel related products which the company has planned. Connecting with customers to make the Ziga brand better known with products such as Galvanized steel paint, power socket, welding galvanized steel electrode, etc .

In addition, there are conduits that are the first business of the company in the electrical business and are export standard products which has been trusted in important projects in Thailand. Our customers are land and house, Sansiri, AP and many leading department stores. which is mostly used in high-rise buildings and industrial estates, hospitals, etc.

Therefore, our distribution channels cover wholesalers, retail outlets, modern trade and social networks.

With its electrical expertise and business background, it is an award winning and trusted export standard conduit from developers. Leading Thailand and its commitment to resource management to add value to connect with the digital world. The company invests in bitcoin mining business. and planning to develop and add value to such Digital Assets and move into the technology business

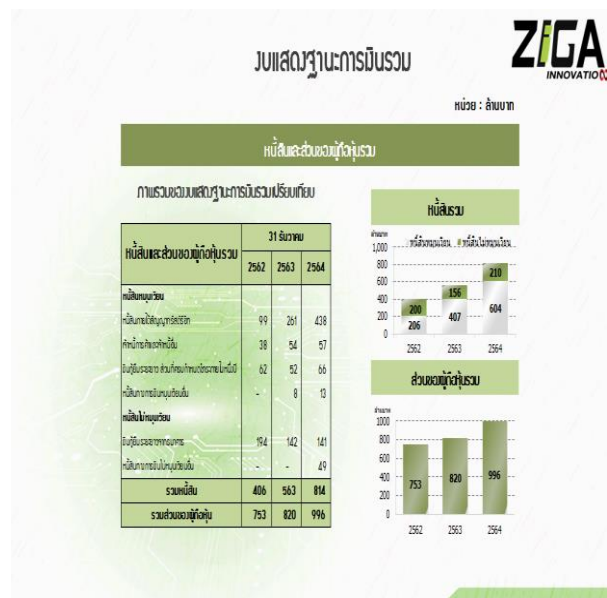
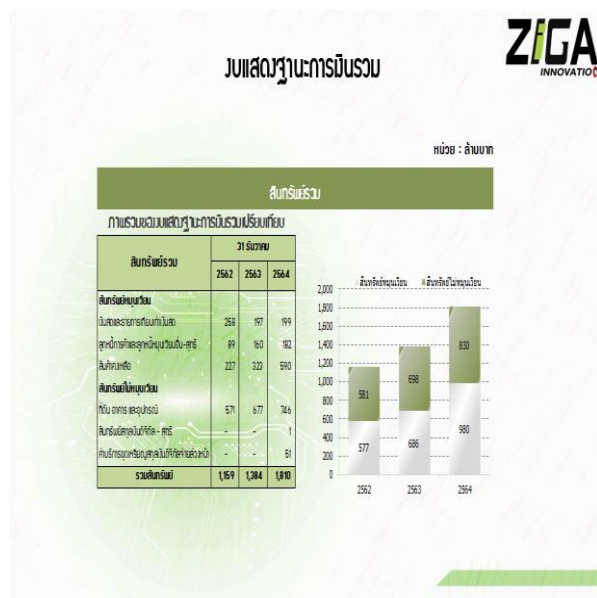
The Company had significant developments in the past 2021 as follows:

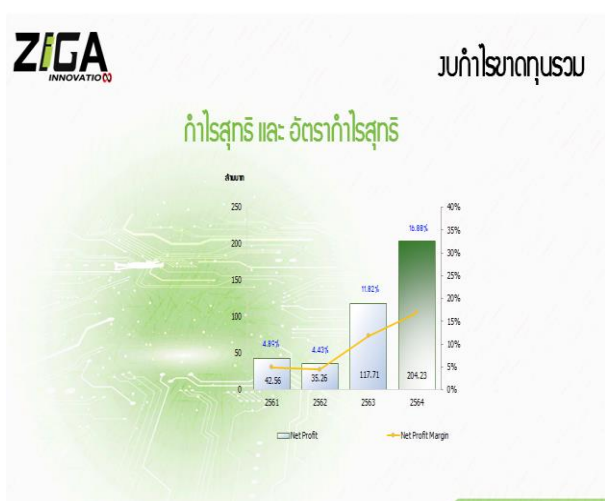
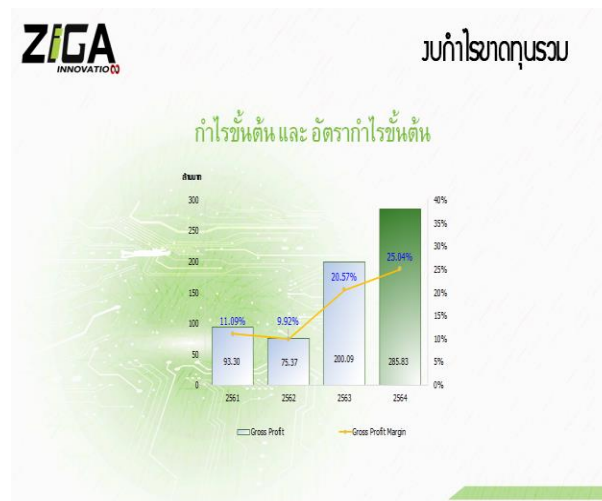
The company established a subsidiary in the name of Ziga FC Company Limited with a registered capital of 1 million baht. and Ziga Innovation Public Company Limited increase the registered capital to 369.9 million baht. In addition, the company has been selected as one of the outstanding companies in the field of environment, society and good governance or one of the ESG emerging list from Thaipat Institute and the Best investor relationship award from the Stock Exchange of Thailand. In addition, the company has continued to implement anti-corruption policies and on April 4, 2022, the company has been certified as a member of the Private Sector Collective Action Against Corruption (Collective Action Against Corruption). CAC) Thailand's Private Sector Collective Action Coalition Against Corruption, whereby the Company attaches great importance to management with transparency and good governance to create sustainable growth for the company. The Company has a policy to develop Corporate Governance towards

Sustainability by using Environmental, Social and Governance or ESG principles by maintaining a balance in terms of the economy as well.

and in the past year The company has driven innovative business with acceleration Entering the technology business is that the company has started to enter the business Bitcoin mining in 2021. In December last year, the company in 2022 opened a subsidiary company, Wisden Group and Merlinton Innovation Company, in accordance with the vision scenery in driving business with innovation and moving towards technology business However, the Company is aware of environmental stewardship.

The company received an Environment monitor report for the Bitcoin mining that was completed at the ziga FC building on Suksawat Road. It is evaluated by Emex Association Co., Ltd. In addition, we also use innovative transformers from Charoenchai Transformer Co., Ltd. which has innovative solutions & IOT solutions to solve the problem of Renewable Energy or renewable energy which has been awarded by the National Innovation Agency to reduce the use of electricity. As for the operating results, the details are as follows.







งบกำไรขาดทุนรวม

ภาวะรวมของงบกำไรขาดทุนพร้อมเทียบ

หน่วย : ล้านบาท

รายการ	ปี ฐานรวม		
	2562	2563	2564
รายได้ :			
รายได้จากการขาย	760	973	1,141
รายได้อื่น	13	16	69
รวม	773	989	1,210
ต้นทุนขาย	685	773	855
กำไรก่อนอื่น	9.92%	20.57%	25.04%
ค่าใช้จ่ายรวม	- 75	- 105	- 109
กำไร(ขาดทุน)จากอัตราแลกเปลี่ยนเงินบาท	22	6	- 11
กำไรสุทธิ	35	118	204
อัตรากำไรสุทธิ	4.43%	11.82%	16.88%
กำไรต่อหุ้นสามัญ (บาท/หุ้น)	0.07	0.23	0.39

The chairman further asked if there were any questions regarding the operating results or not.

shareholder inquires Recording Income and Expenses for Bitcoin Mining including depreciation from bitcoin mining rental

Mr. Thitiporn Kiewyuong , Director of Accounting and Finance Department, clarified that

Bitcoin Mining Lease Agreement started on December 23, 2021, which started mining bitcoins in the mine on December 25, 2021 by recording it as a digital currency asset and earning from mining bitcoins by converting the value into baht using the price at the end of the period in accordance with Bitkub website and record the expenses incurred in the income statement and

prepaid rent amortized by straight-line method Ziga FC Co.,Ltd. is a Bitcoin mining company who operates.

The Chairman further asked that Does anyone have any further questions?

- No one asked further.

Resolution of the meeting: The meeting resolved to acknowledge the Company's annual operating results for the year 2021.

Agenda Item 3: To consider and approve the Consolidated financial statements of the Company For the fiscal year ended December 31, 2021

The Chairman proposed in the meeting that in order to comply to the Public Limited Companies Act, B.E. 2535 (including all changes) which stated that the company should prepare the balance sheet and the profit and loss statement which have been audited by the certified public auditor and considered and consented by the Audit Committee on the fiscal year end date. The details of the profit and loss statement for 31 December 2021 , shown in Form 56-1(one report 2021)was included in the document that was sent together with the invitation letter sent distributed to all the shareholders.

The Chairman allowed the meeting to raise questions.

- There were no further questions from the meeting on this agenda.

The Chairman therefore requested the Meeting to vote.

Resolution of the meeting The meeting unanimously resolved to approve the Company's financial statements. For the fiscal year ended December 31, 2021 with the following votes:

Approved 269,880,055 votes or 100 percent

Disagree 0 votes, representing 0%

Abstained 0 votes

Bad card 0 votes

In this agenda, there were 0 additional shareholders attending the meeting.

A total of 31 shareholders attended the meeting, totaling 269,880,055 shares.

Agenda Item 4: To consider acknowledging the payment of interim dividends

With the resolution of the Board of Directors Meeting No. 3/2021, it was approved to pay interim dividends from retained earnings according to the financial statements for the Company's operating results from January 1, 2021 ending on June 30, 2021 to the shareholders. share

of 497,193,400 shares at the rate of 0.13 baht (thirteen satang) per share, totaling 64,635,142 baht (sixty-four million, six hundred thirty-five thousand, one hundred forty-two baht only), and the company has already paid dividends on the 9th September 2021

Because Agenda 4 is an agenda for acknowledgment. Therefore, there is no need to vote from the shareholders.

Agenda Item 5: To consider and approve the allocation of net profit for the year 2021 and refrain from paying dividends

According to the Public Company Limited Act B.E. 2535, the company must allocate a portion of the annual net profit as a reserve of not less than 5 percent of the annual net profit. less the accumulated loss brought forward (if any) until this reserve is not less than 10 percent of the registered capital.

Therefore, from the consolidated financial statements of the company has allocated a legal reserve according to the minimum criteria in the amount of 6,890,000 baht and for the dividend payment for the year 2021, the company has already paid an interim dividend According to the resolution of the Board of Directors Meeting No. 3/2021 at the rate of 0.13 baht per share, representing 31.65% of the net profit, therefore no additional dividend payment was made.

The Chairman asked the meeting whether Is there anyone to ask?

- No one questioned.

therefore asked the meeting to cast their votes.

Resolution: The meeting unanimously resolved to approve the allocation of net profit for the year 2021 and refrain from paying dividends.

with the following votes:

Approved 269,880,055 votes or 100 percent

Disagree 0 votes, representing 0%

Abstained 0 votes

Bad card 0 votes

In this agenda, there were 0 additional shareholders attending the meeting.

A total of 31 shareholders attended the meeting, totaling 269,880,055 shares.

Agenda Item 6: To consider and approve the appointment of directors to replace those retiring by rotation

This agenda is about the election of directors to replace the directors who must retire by rotation.

According to the Company's Articles of Association, Article 13 states that "at every annual general meeting, one-third of the total number of directors of the Company shall vacate office. The directors who are due to retire by rotation may be re-elected to a new position

For the list of directors 2 persons who have to retire by rotation this year are:

1. Mrs. Emon Chotiyaputta Independent Director
2. Mrs. Montha Thasatan, Director

Board of Directors excluding stakeholders Considered the structure of directors and qualifications of directors in various fields.

with appropriate qualifications, experience and expertise Performance as a director of the company in the past The Board has considered It is of the view that the two directors who are due

to retire by rotation are all being qualified, having knowledge, ability and performance as a director of the Company, therefore, it is appropriate to propose to the meeting Approved the appointment of the directors who retired by rotation, as listed above, to be re-elected for another term. For Agenda 6, this must be approved by a majority of the shareholders who attended the meeting and voted. according to the law in this agenda All shareholders can vote and to comply with good governance Therefore, the meeting would like to invite the 2 directors to temporarily leave the meeting room.

A brief biographical profile of the person nominated above is detailed in Attachment 3, which was delivered to Shareholders with invitation to the meeting and as shown in the slides presented to shareholders

The master of ceremony further asked that Is there anyone to ask more questions?

- No one questioned.

therefore asked the meeting to cast their votes.

Resolution: The meeting resolved to appoint Mrs. Emon Chotiyaputta and Mrs. Montha Tasthan to be the Company's directors for another term. With the majority votes of the shareholders who attended the meeting and voted as follows:

Agenda 6.1 To consider and approve the appointment of directors to replace those who retired by rotation, Mrs. Emon Chotiyaputta as independent director/company director

Agree, 269,969,255 votes, equal to 100 percent.

Disagree 0 votes equal to 0%

Abstain from voting 0 votes

Bad card 0 votes

In this agenda, there were no additional 2 shareholders attending the meeting.

A total of 33 shareholders attended the meeting, totaling 269,962,255 shares.

Agenda 6.2 To approve the appointment of Mrs. Montha Thasatan as the Company's director

Agree, 269,977,255 votes, equal to 100 percent.

Disagree 0 votes equal to 0%

Abstain from voting 0 votes

Bad card 0 votes

In this agenda, there was 1 additional shareholder attending the meeting.

A total of 34 shareholders attended the meeting, totaling 269,977,255 shares.

Agenda Item 7: To consider and approve the determination of directors' remuneration for the year 2022

According to the Company's Articles of Association Article 14 stipulates that directors are entitled to receive remuneration from the Company. in the form of prize money Meeting allowances, gratuities, bonuses or other benefits according to the Articles of Association or as determined by the shareholders' meeting. The Board of Directors has established policies and criteria for remuneration of directors. Remuneration for various committees and the allocation of rewards for directors to be at an appropriate level and in line with the duties of the directors to perform in accordance with the expectations of various stakeholder groups and in accordance with applicable laws and regulations as well as being reviewed annually. Not receiving compensation for holding positions on the board and sub-committees Therefore, it should be proposed to the shareholders' meeting to consider and approve the director's remuneration for the year 2022 in the total amount not exceeding 5,000,000 baht. The said compensation, the company has considered in accordance with the above criteria. with details of the remuneration of the Board of Directors and sub-committees appear in the invitation letter for the meeting which has already been delivered to the shareholders and as it appears in the slides on the screen

The Chairman asked the meeting whether Is there anyone to ask?

- No one questioned.

therefore asked the meeting to cast their votes.

Resolution of the meeting The meeting has unanimously resolved to approve the determination of the remuneration of directors for the year 2022.

with the following votes:

Approved 269,983,155 votes or 100 percent

Disagree 0 votes, representing 0%

Abstained 0 votes

Bad card 0 votes

In this agenda, there were 0 additional shareholders attending the meeting.

A total of 35 shareholders attended the meeting, totaling 269,983,155 shares.

Agenda Item 8: To consider and approve the appointment of auditors and determination of the auditor's remuneration for the year 2022

The Company proposes to appoint an auditor from ANS Audit Company Limited to be the auditor of the Company and its subsidiaries for the year 2022 as follows:

- (1) Mr. Athipong Athipongsakul Certified Public Accountant No. 3500 or
- (2) Mr. Sathien Wongsanan, Certified Public Accountant No. 3495, or
- (3) Mr. Wichai Ruchitanon Certified Public Accountant No. 4054 or
- (4) Ms. Kunthida Pasurakul, Certified Public Accountant No. 5946, or
- (5) Mr. Yuthaphong Chuamuangphan, Certified Public Accountant, Registration No. 9445

To be the auditor of the Company and its subsidiaries for the year 2022 and determine the amount of the Company's audit fee for the year 2022 in the amount of 1,370,000 baht, excluding other audit fees.

However, the auditors according to the proposed list No relationship or transaction that causes conflicts of interest with the Company / subsidiaries / executives / major shareholders or any person related to such person in any way

Details of auditors and audit fees Appeared in the invitation letter sent to the shareholders

The Chairman asked the meeting whether Is there anyone to ask?

- No one questioned.

therefore asked the meeting to cast their votes.

Meeting's Resolution The meeting unanimously resolved to approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2022.

with the following votes:

Approved 269,983,155 votes or 100 percent

Disagree 0 votes, representing 0%

Abstained 0 votes

Bad card 0 votes

In this agenda, there were 0 additional shareholders attending the meeting.

A total of 35 shareholders attended the meeting, totaling 269,983,155 shares.

Agenda Item 9: Consider other matters (if any)

The Chairman informed the meeting that according to Section 105 paragraph 2 of the Public Limited Companies Act B.E. 2535 (Amended B.E. All available shares may request the meeting to

consider other matters other than those specified in the notice calling for the meeting The Company deems it appropriate to include this agenda as an opportunity for shareholders who wish to propose to the meeting to consider other matters other than those specified by the Board of Directors in this meeting.

The Chairman further asked that Does anyone have any further questions?

- No one asked further and therefore The company will recommend a subsidiary agenda.

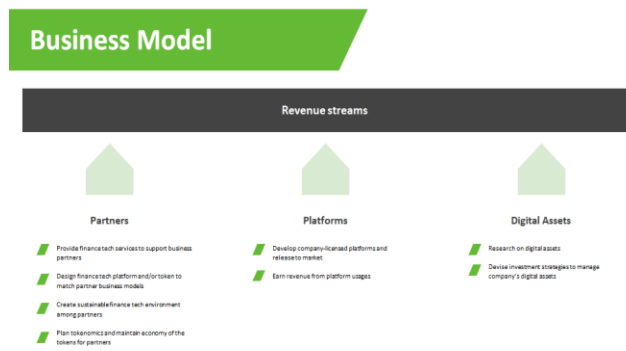
We would like to invite Mr. Supakit Ngamchitcharoen, CEO, to introduce the subsidiary of Wisden Group Co., Ltd., which will be a pilot technology company to transform business into technology mode, starting with bitcoin mining and expanding in Fintech business to expand the clear picture of the future business of Ziga Innovation Public Company Limited that will increase the value of the Digital Asset Bitcoin mining company Ziga Innovation Public Company Limited currently holds 69.99% shares and has Mr. Pisan Ungchumchoke as the CEO of the subsidiary, Mr. Pisan Ungchumchoke as The founder of LIVEUP Venture has subsidiaries under the supervision of LIVEUP Venture has 4 subsidiaries, including both local and international branches, namely Singapore and Hong Kong.

1 . TECHHEAD Company is a software development and design company for both Website and Mobile Application and consulting services in AI, Big Data, Cloud System, Blockchain System, Internet Of Thing. Currently, there are many platforms that are used by big companies, such as the back-of-house system of Apple Repair Management Store (iCare).

2 . QUANTERA Company is a company that does Business Financial Data Analysis, Predictive Analysis, Fund Management, Data Processing. Currently, the company provides robot services and rents using quant model.

3. TWOSIS & CO Company operates Billboard Outdoor billboard business, at present, most of the area is in Bangkok.

4. iTACTIC Online Company provides online media services



Mr. Supakit Ngamchitcharoen , Chief Executive Officer envision the company to increase the technology business group in summary as follows:

Ziga Innovation Public Company Limited is a company that is looking for new innovations to keep up with the world . The company is The first innovation leader in no paint steel (pre-zinc). Moreover the world is changing at an accelerated rate, Ziga Innovation Public Company has expanded to add new businesses in terms of technology which has started working on bitcoin mining .This will be the first jigsaw puzzle and will be extended to other technology businesses in which the company recommends Wisden Group Company .This will further expand the FinTech business to envision the image of Ziga Innovation Pcl. to become more technological.

Mr. Pisan introduced the Fintech business that extends the bitcoin mining And the company's goal is to become known in Southeast Asia and experience in blockchain technology.

The Chairman allowed the meeting to raise questions.

- There were no further questions from the meeting on this agenda.

The chairman of the meeting thanked the shareholders for taking the time to attend the meeting. including suggestions which the Company will take into account in the further operation of the Company and said the closing of the 2022 Annual General Meeting of Shareholders

The meeting was adjourned at 3:35 p.m.

Ms. Tanida Kriengpanich

company secretary

(meeting recorder)

Mr. Sawai Chatchairungruang

chairman of the meeting



Remark: As some of the shareholders arrived at the meeting after it had begun or left the meeting early, the totals number of shareholders' votes recorded may vary in each item.