

No. ZIGA 016/2564

27 December 2021

Subject: Notification resolution of the Board of Directors meeting no. 5/2021 re: issuing and offering debentures, and acquisition of The Wireless Innovation Co., Ltd., and the schedule of the Extraordinary General Meeting of Shareholders no. 1/2022

To: President
The Stock Exchange of Thailand

ZIGA INNOVATION Public Co., Ltd. (“the Company”) would like to notify the resolution of the Board of Directors meeting no. 5/2021 held on December 27, 2021, which resolved to issue and offer debentures, and the schedule of the Extraordinary General Meeting of Shareholders no. 1/2022. The details can be summarized as follows.

1. The Board of Director resolved to propose to the Extraordinary General Meeting of Shareholders (EGM) no. 1/2022 to consider the issuance and offering of the Company's debentures with the limit of not exceeding 4,000,000,000 (Four Thousand Million Baht) with the following details.

Purpose	<ul style="list-style-type: none">Funds from the debentures offering will be used for business operation and/or business expansion and/ or other purpose as the Board of Directors deems appropriate.
Type of Debentures	<ul style="list-style-type: none">Every type/form (except Convertible Debenture) whether name registered or not and/or Secured or Unsecured Debenture, Subordinated or Unsubordinated, with credit rating or without credit rating, with debenture holders' representative or without debenture holders' representative, Amortizing Bond and/or Bullet Bond, depend on the market conditions when issue and each offering according to the permission obtained from relevant regulatory authorities.

<p>Currency</p>	<ul style="list-style-type: none"> ● Thai Baht and/or foreign currency by applying exchange rate when issuing debentures each time
<p>Total value of Debenture</p>	<ul style="list-style-type: none"> ● Total value of unredeemed debentures at any time determined of not exceeding 4,000 million Baht, or foreign currency equivalence to Thai Baht. The Company can issue and offer additional debentures and/or offering to replace the redeemed debentures within the limit. The outstanding principle of offered debentures at any time must not exceed the limit.
<p>Interest rate</p>	<ul style="list-style-type: none"> ● Depend on the market conditions when offering and debentures, subject to the notification of the Securities and Exchange Commission and/or the office of the Capital Market Supervisory Board and/or relevant notification or regulations effective when issuing and offering debentures each time.
<p>Debenture Offering</p>	<ul style="list-style-type: none"> ● Offering at once or several time and/or as a project finance and/or revolving debentures, in case the Company offer revolving debentures, the company can redeem or repay the principle under the stipulated conditions and limit. ● Public Offering and/or Private Placement and/or offering to Domestic Financial Institutions and/or Foreign Financial Institutions and/or offering to major shareholders in full or in partial, which will be offering at once or several time, according to the notification of the Securities and Exchange Commission and/or the Capital Market Supervisory Board, or notification, Ministerial Regulation, and related regulations and law effective when issuing and offering debentures each time. ● In case the Company has redeemed or repaid the issued debentures under the limit, the Company can be able to issue new debentures to replace in the amount equivalent to the redeemed or repaid debentures. The debentures issued by the Company in replacement will be subject to the specified terms and conditions.

<p>Early Redemption</p>	<ul style="list-style-type: none"> Shareholders may have or may not have right to redeem debentures in early to maturity, the Company has or has no right to redeem debentures in early, or the Company may determine a Special Event Redemption or not. The early redemption must be complied with terms and conditions when issue debentures each time.
<p>Power of Attorney</p>	<ul style="list-style-type: none"> Authorized Directors, Executive Directors, Chief Executive Director, or the person authorized by Authorized Directors or Executive Directors assigned to act on behalf of the Company. The authorized person are authorized to determine conditions, terms, and necessary details regarding the debentures offering, such as name of debenture, type of debenture, par value, offering price per unit, interest rate, an appointment of debenture holders' representative, debenture amount offering each time, total value, debenture period, principal repayment method, allocation method, securities type, offering details, redemption period, early redemption, and listing in any secondary market. As well as, requesting permission from relevant agencies, appointment of consultant or underwriter or person related to the issuing and offering of debentures, negotiation, acceptance, sign in relevant documents and contract, any required operation regarding the issuance and offering debentures of the Company.
<p>Other Conditions</p>	<ul style="list-style-type: none"> Depend on market conditions when issuing and offering of debentures each time and other relevant factors.

2. The Board of Directors resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the amendment of the Company's objectives by adding one more objective to support the Company's further business expansion. After adding the company's objectives, the Company will have a total of 43 objectives.

No.30 To engage in the business as cryptocurrency exchange, digital token exchange, digital token broker, cryptocurrency trader, digital token dealer, provider of advice and recommendations on cryptocurrency and digital token for interested business operators and people in general; in addition to offering digital currency exchange or sale service, digital asset investment service, including but not limited to mining, trading, exchanging of digital assets, plus investment or provision of other services in relation to cryptocurrency and digital token transactions (after being granted permission by relevant agency in the case whereby the activity needs the permission), information storage, processing, verification and validation on the decentralized blockchain network service; including conducting researches, development and collection of information in connection with Information Technology business for the enhancement of knowledge, skill and expertise both in academic and technological fields and conducting business related to Metaverse or any investment related to Metaverse.

No.31 To engage in the business of computer graphic service, animation and special technic.

No.32 To engage in the business of selling program and software for all types of businesses.

No.33 To engage in the business of computer programs according to the purposes of users.

No.34 To engage in the business of create programs and setup efficient computer systems for the internet network.

No.35 To engage in the business consulting of programs and software for all types of business.

No.36 To engage in the business development of online, offline and finished game software.

No.37 To engage in the business of operation of the right to reproduce the finished software for sell or distribute.

No.38 To engage in the business service of entertainment online, offline and advertisement for all types of business.

No.39 To engage in the business development of information technology for all types of business.

No.40 To engage in the business service of information technology and other computers.

No.41 To engage in the business import and sell games, game device and other all equipment.

No.42 To engage in the business of production and distribution of games and other toys such as collectible models.

No.43 To engage in the business consulting services, business management under the company's objectives.

And there was a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the amendment to the Memorandum of Association No. 3 of the Company to be consistent with the amendment of the objectives of the Company.

3. The Board of Directors approved the schedule of the Extraordinary General Meeting of Shareholders No. 1/2022 on Monday, January 31, 2022, at 9.30 a.m. at the Ziga Innovation meeting room. 999/9,10,11 Moo 9, Thanon Pracha Uthit-Wat Khu Sang, Nai Khlong Bang Pla Kot, Phra Samut Chedi District, Samut Prakan 10290. The list of shareholders who have the right to attend the Extraordinary General Meeting No. 1/2022 on Tuesday, January 11, 2022 (Record Date) has been set with the following agenda:

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| Agenda 1 | To consider and affirm the minutes of 2021 Annual General Meeting of Shareholders. |
| Agenda 2 | To consider for an approval of the issuing and offering of debentures within the line of not exceeding 4,000,000,000 Baht. |
| Agenda 3 | To consider for an approve the amendment of the objective and the amendment No. 3 of the Company's Memorandum of Association |
| Agenda 4 | to consider other business (if any) |

Please be informed accordingly

Sincerely yours,

Miss Valarlak Ngamchitcharoen
Managing Director