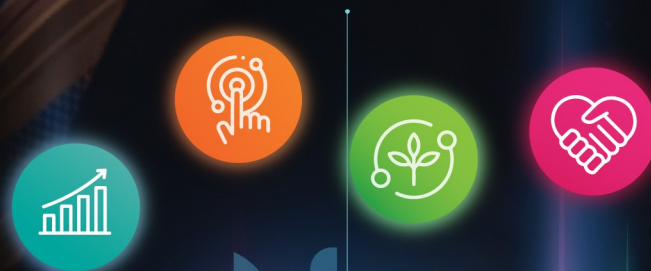


Provide the
BEST
for Sustainability

Committed to offering the best for sustainable growth



The
2024
Annual General Meeting
of Shareholders

on Thursday April 25, 2024 at 01.30 p.m.
The meeting will be held at the Meeting Room
16th Fl., Software Park Building.

Please wear face mask during the Meeting
If you have any questions, please write on the paper and send to the staff
*****No souvenirs and coffee break*****

Contents

	Page
Notice Convening the 2024 Annual General Meeting of Shareholders	1
<hr/>	
Enclosures to the invitation to attend the 2024 Annual General Meeting of Shareholders	
<hr/>	
Enclosure 1: Copy of Minutes of the 2023 Annual General Meeting of Shareholders	10
<hr/>	
Enclosure 2: Details of the proposed directors in replacement of those retired by rotation	24
<hr/>	
Enclosure 3: Qualifications of Independent Director	32
<hr/>	
Enclosure 4: Details of 2023 actual remuneration of Board of Directors and Committees	35
<hr/>	
Enclosure 5: Profile of the proposed auditors for 2024	36
<hr/>	
Enclosure 6: Company's Articles of Association relating to the Shareholders Meeting	39
<hr/>	
Enclosure 7: Proxy Form <i>**Proxy can be downloaded at www.samtel.com or send your request via e-mail: corporatesecretary@samtel.com along with specifying the address to send document**</i>	42
<hr/>	
Enclosure 8: Details of the independent directors who may be appointed as proxy in the 2024 Annual General Meeting of Shareholders	47
<hr/>	
Enclosure 9: Process of Registration, Documents required for attending the meeting, Proxy and Voting	48
<hr/>	
Enclosure 10: Requisition Form for the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report)	50
<hr/>	
Enclosure 11: Venue map	52
<hr/>	

Remark: The Company has announced Privacy Notice, notifying shareholders of details about the collecting, use, and disclosure of your personal data. Please see further details at www.samtel.com.

STC-CS-2567-24

March 25, 2024

Subject : Notice Convening the 2024 Annual General Meeting of Shareholders
To : Shareholders of Samart Telcoms Public Company Limited
Enclosure :
1. Copy of Minutes of the 2023 Annual General Meeting of Shareholders;
2. Details of the proposed directors in replacement of those retired by rotation;
3. Qualifications of Independent Director;
4. Details of 2023 actual remuneration of Board of Directors and Committees;
5. Profile of the proposed auditors for 2024;
6. Company's Articles of Association relating to the Shareholders Meeting;
7. Proxy Form;
8. Details of the independent directors who may be appointed as proxy in the 2024 Annual General Meeting of Shareholders;
9. Process of Registration, Documents required for attending the meeting, Proxy and Voting;
10. Request Form for the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report);
11. Venue map.

Notice is hereby given that the Board of Directors of Samart Telcoms Pcl. has resolved to convene the 2024 Annual General Meeting of Shareholders **at 01.30 p.m. on Thursday 25th April 2024, at Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120.** The agenda are as follows:

1. To consider and approve the Minutes of the 2023 Annual General Meeting of Shareholders.

Rationale The Minutes of the 2023 Annual General Meeting of Shareholders which held on April 20, 2023 was submitted to the Stock Exchange of Thailand and Ministry of Commerce as well as posted on the Company's website (www.samtel.com) within 14 days after the meeting date and the copy is attached together with this notice of meeting (Enclosure 1). However, such minutes will be reposted together with any related documents to the 2024 Annual General Meeting of Shareholders on the Company's website from March 25, 2024 onward.

The Board's Opinion The Minutes is correct and the shareholders should consider for approval.

Voting The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

2. To acknowledge the Company's operating results and Annual Report for the year 2023.

Rationale The Company disclosed significant matters and operating result for 2023 in the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) and posted on the Company's website at www.samtel.com since March 25, 2024 onwards. The Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) is also available online by scanning the following QR Code:



The Board's Opinion The Shareholders should acknowledge the Company's operating results and Annual Report for the year 2023.

Voting This agenda is for acknowledgement, therefore there is no vote casting.

3. To consider and approve the Company's financial statements for the year ended December 31, 2023.

Rationale According to Section 112 the Public Limited Companies Act, B.E. 2535 and Clause 43 in the Company's Articles of Association, the Company must prepare a balance sheet and a profit and loss account at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

The Company's financial statements for the year ended December 31, 2023, were in The Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) under the Financial Statements section. The financial statements were audited by EY Office Limited, the Company's auditor, and been audited by the Audit Committee of the Company. The financial statements were also approved by the Board of Directors of the Company on February 22, 2024 and been posted on the Company's website at the same date. Financial highlights of the consolidated statement of financial position and statement of income are as follows:

Item	Amount
Total Assets	7,657 Million Baht
Total Liabilities	4,109 Million Baht
Total Revenues	4,588 Million Baht
Net Profit	72 Million Baht
Earnings per share	0.12 Baht

The Board's Opinion The Shareholders should approve the Company's finance statements for the year ended December 31, 2023, which have been audited by the auditor and reviewed by the Audit Committee.

Voting The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

4. To consider and approve the appropriation of legal reserve and dividend payment for 2023.

Rationale According to Section 116 the Public Limited Companies Act, B.E. 2535 and Clause 46 in the Company's Articles of Association, the Company is required to set aside as a statutory reserve at least 5 percent of its net earnings for the year after deducting retained loss brought forward (if any) until the reserve reaches 10 percent of the registered capital.

On dividend payment, the Company has policy to pay dividend to the shareholders of no less than 50% of its consolidate net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws. However, the dividend payment is subject to the Company's future investment plans and business expansion, including other necessity and suitability.

In addition, payment for dividend will derive from profits from disposal of investments or fixed assets of the Company or its subsidiaries. The management and the Board of Director will decide whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability.

The subsidiaries' dividend payment policy will be the same as that of the Company (the meeting of the Board of Directors of Samart Telcoms Public Company Limited, No. 4/2023 on December 10, 2023, approved the amendment of the dividend payment policy from no less than 50% of its net profit to 50% of its consolidated net profit).

In 2023, consolidated of the Company were Baht 71.69 million or equivalent to Baht 0.12 per share. The Board of Directors has considered to pay dividend for the 2023 operation at Baht 0.06 per share or equivalent to 51.73% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.04 per share was paid to shareholders on September 8, 2023, thereby having a final dividend of Baht 0.02 per share. The dividend will be paid on May 16, 2024. No statutory reserve is required since the reserve has already reached 10% of the registered capital as required by related laws.

Details of dividend payment compared to the previous year are as follows:

Details of dividend payment	2023	2022
1. Net Profit (Million Baht) (Consolidated financial statements)	71.69	260.56
2. Net Profit (Million Baht) (Separate financial statements)	31.79	147.60
3. Number of shares	618,000,000	618,000,000
4. Dividend payment for fiscal year (Baht/Share)	0.06	0.21
5. Total Dividend amount (Million Baht)	37.08	129.78
6. Dividend payout ratio (Consolidated financial statements) (%)	51.73	49.81
7. Dividend payout ratio (Separate financial statements) (%)	116.66	87.93

The Board's Opinion

The legal reserve of the Company has been provided up to 10% of the registered capital since in 2011, thus, no need to provide any additional reserve.

The shareholders should approve the dividend payment for fiscal year 2023 at Baht 0.06 per share. The balance dividend payment to be paid will be at Baht 0.02 per share. The Company has fixed the record date on March 14, 2024 (Record Date) for the eligible shareholders for dividend payment and the proposed payment date will be on May 16, 2024. **However, the right to receive dividend payment is uncertain until it is approved by the 2024 Annual General Meeting of Shareholders.**

Voting

The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

5. To consider and approve the appointment of Company's directors to replace of those who will retire by rotation.

Rationale

According to Section 71 the Public Limited Companies Act, B.E. 2535 and Clause 17 in the Company's Articles of Association, one-third of all directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire by rotation on the date of each annual meeting of shareholders. The three directors who will retire by rotation in 2024 are as follows:

1. Mr. Kajornvut Tayanukorn Independent Director
2. Mr. Watchai Vilailuck Executive Director
3. Mr. Jong Diloksombat Executive Director

The above directors are eligible to be re-elected for another term. The Nominating & Compensation Committee, without members having conflict of interests, had considered and elected the qualified persons thoroughly according to the Company's criteria for and selection methods of the directors nomination, pursuant to the applicable laws, the Company's Articles of Association, good corporate governance principle and qualification of candidates by considering qualifications, experience, knowledge, abilities beneficial to the Company and the necessary skills that are still lacking to achieve the Company's business strategy and operations. The Nomination & Compensation Committee agreed that such directors have qualification aforementioned, including knowledge, capabilities, experience, and good understanding in Company's business as well as satisfactory performance contributed to the Company during the time being the Company's directors. In addition, Mr. Kajornvut Tayanukorn Independent Director, who qualified as Independent Director Qualifications of the Securities Exchange Commission (SEC), able to perform duties and feel free to give opinions or report work performance as required by the Board of Directors of the Company, without any influence or control by management or major shareholders of the Company including any related person or relatives of such parties. The Nominating & Compensation Committee agreed to propose the appointment of Mr. Kajornvut Tayanukorn, Mr. Watchai Vilailuck, and Mr. Jong Diloksombat to be the Company's directors re-elected by Mr. Kajornvut Tayanukorn is qualified as an independent director. (Details of the Directors are attached, Enclosure 2 and Detail of the qualifications of independent director is attached, Enclosure 3).

The Board's Opinion

The Board of Directors, without members who have conflict of interest in this agenda, has considered in compliance with criteria and procedures regarding director nomination and agreed with the Nominating & Compensation Committee has agreed that such 3 directors, the Company's Directors have qualifications which comply to Public Company Act B.E. 2535, regulations of the Stock Exchange of Thailand (SET), and Securities and Exchange Commission (SEC) with knowledge, ability and experience as well as good understanding in Company's business with a satisfaction of outcome throughout the term, agreed to propose to the shareholders for consideration and approved re-appoint of directors as the Company's directors for another term as follows:

1. Mr. Kajornvut Tayanukorn Independent Director
2. Mr. Watchai Vilailuck Executive Director
3. Mr. Jong Diloksombat Executive Director

Voting

The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

6. To consider and approve the remuneration of the Board of Directors and the Committees' members for 2024.

Rationale

According to Clause 33 in the Company's Articles of Association, the Directors are entitled to earn remunerations in terms of salaries, rewards, meeting fees, bonuses, special bonuses and other benefits as stipulated in the regulations or considered by the Shareholders' Meeting. The remunerations may be in fixed amount or based on criteria set in each period with perpetual effectiveness until further notice. In addition, the Board of Directors can receive allowances and benefits in accordance with Company's regulations.

In addition, the Company's policy to have remuneration for directors to be comparable to general practice in the industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of other Committees will be paid appropriately more in accordance with their extra work (Roles and Responsibilities of the Board of Directors and Committees were shown in the section "7. Corporate Governance Structure and Significant Information about the Board of Directors, the Committees, the Management, Employees and Others" in the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report)).

The approved remuneration for the Board of Directors and Committees for last year was not exceed Baht 6.5 million of which comprised meeting allowance and annual performance bonus (Details of actual directors' and committees' remuneration for 2023 are as Enclosure 4).

With comparable to general practice in the industry, the Nominating & Compensation Committee proposed the Board of Directors to resume remuneration for the Board of directors and the Committees for 2024 of which comprised meeting allowance and annual performance bonus without other benefits to be the same as previous year at the amount of not exceed Baht 6.5 million. Details of meeting allowance are as follows:

	Meeting allowance (Baht/Meeting)	
	<u>Chairman</u>	<u>Member</u>
Board of Directors	30,000	15,000
Audit Committee	30,000	15,000
Corporate Governance Committee	20,000	15,000
Nominating & Compensation Committee	20,000	15,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee since all members are the Company's managements.

The Board's Opinion

The Board of Directors to be in line with the Nominating & Compensation Committee, agreed that the shareholders should approve the remuneration for the Board of Directors and the Committees' members for 2024 at the same amount as previous year of not exceeding Baht 6.5 million, consists of meeting allowance for each meeting participated of the Board of Directors and Committees at the same amount as previous year, and bonus without other benefits as proposed by the Nominating and Compensation Committee.

Voting

The resolution of this agenda requires not less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting and casting votes.



7. To consider and approve the appointment of Company's auditor and fix their remuneration for 2024.

Rationale

According to Section 120 the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, a notification from the Capital Market Supervisory Board limits the appointment of an individual external auditor of a listed company to not more than seven fiscal years (regardless of consecutiveness). After seven years, the auditor must be rotated although he/she can be reappointed after a break of five consecutive fiscal years.

The Audit Committee has considered and proposed to the Board of Directors for the appointment of auditors from EY Office Limited to be the Company's and its subsidiaries Auditors for year 2024. EY Office Limited, as an international standard firm, has been the Company's audit firm since 2000. The audit team not only has an excellent performance but they also have no relation or conflict of interest in the Company, subsidiaries, management, major shareholders or related persons. They can audit and provide opinions on financial statement of the Company independently. Moreover, this Company is also accepted at national and international levels including has highly qualified standard and experienced audit team or auditing financial statement of the Company. (Details of the proposed auditors profile are attached, Enclosure 5). The Company's auditors for consideration will comprise of:

1. Miss Siriwan Suratepin CPA No. 4604, and/or
(Has been the Company's auditor with signatory to the Company's Financial Statements in the year 2010-2011, 2014-2015, and 2021-2023)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, and/or
(Has been the Company's auditor with signatory to the Company's Financial Statements in the year in 2016-2020.)
3. Mr. Piya Chaipruckmalakarn CPA No. 7544
(Has never been the Company's auditor with signatory to the Company's Financial Statements.)

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

In addition, the Audit Committee had considered the audit fee for the year 2024 proposed the Board of Directors and shareholders to fix the remuneration for the auditors for 2024 Baht 3,190,000, an increase of Baht 250,000 from 2023, due to the business growth of the group. Additionally, the Securities and Exchange Commission (SEC) has increased audit requirements to enhance confidence among the users of the financial statements of the company listed on the Stock Exchange of Thailand. (excluding any miscellaneous expenses such as traveling and photo copy expenses etc.). For 2023, there was Non-Audit Fee for the Company's auditors, other persons or firm that related to the auditors and audit firm.

Comparison of the audit fee for the past year is as follow:

(Unit: Baht)

Remuneration for the Auditors	Proposed for 2024	Actual for 2023
The Company		
- Audit Fee of the Company	3,190,000	2,940,000
- For the review of compliance conditions stipulated in the Universal Service Obligation (USO)	50,000	40,000
Subsidiaries		
- Audit Fee for Subsidiaries *	5,710,000	5,180,000
- For the review of compliance conditions stipulated in the Universal Service Obligation (USO)	50,000	40,000
Total	9,000,000	8,300,000

* Audit Fee for 12 subsidiaries in 2023 and 2024.

The Board's Opinion

The Board of Directors to be in line with the Audit Committee has agreed that the shareholders should approve the appointment of the Company's auditor any one of the following auditors from EY Office Limited to be the Company's auditor for 2024. The auditors for consideration will comprise of:

- 1. Miss Siriwan Suratepin CPA No. 4604, and/or
- 2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, and/or
- 3. Mr. Piya Chairpruckmalakam CPA No. 7544

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place, and fix their remuneration for 2024 of Baht 3,190,000 which is an increase by Baht 250,000 from 2023 (excluding any miscellaneous expenses such as traveling and photo copy expenses etc.). If there is a substantial increase in business activities of the Company in the year, then the audit fee may be reviewed.

Voting

The resolution of this agenda requires the majority of the total number of votes of the shareholders who attend the meeting and cast their votes.

8. To consider and approve the amendment of Articles of Association.

Rationale

As per the announcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of May 24, 2022, prescribes regulatory changes to support the use of electronic means for conducting meeting, modernized the method for convening meeting in order to enhance efficiency, reduce unnecessary costs, and to offer more convenience for shareholders. Therefore, the Company proposes the amendment of its Articles of Association to align with the provisions of the Public Limited Companies Act, as amended in 2022 as detail below;

Association of the Company (Present)	Association of the Company (Propose to revise)
<p><u>Article 25</u></p> <p>At a meeting of the Board of Directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the Chairman of the Board is not present at the meeting or is unable to perform the duty, a Vice-Chairman, if any, shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.</p> <p>Decisions of the Board of Directors' meeting shall be by a majority of votes.</p> <p>Each director shall have one vote, except for a director who has an interest in any matter shall have no right to vote on such matter. In the case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.</p> <p>The Board of Directors' meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law.</p>	<p><u>Article 25</u></p> <p>At a meeting of the Board of Directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the Chairman of the Board is not present at the meeting or is unable to perform the duty, a Vice-Chairman, if any, shall preside over the meeting. If there is no Vice-Chairman or the Vice-Chairman is unable to perform the duty, the directors present at the meeting shall elect one amongst themselves to preside over the meeting.</p> <p>Decisions of the Board of Directors' meeting shall be by a majority of votes.</p> <p>Each director shall have one vote, except for a director who has an interest in any matter shall have no right to vote on such matter. In the case of an equality of votes, the Chairman of the meeting shall have an additional vote as a casting vote.</p> <p>The Board of Directors' meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law. <u>In such cases, it shall be deemed that the principal office of the Company is the meeting venue.</u></p>

Association of the Company (Present)	Association of the Company (Propose to revise)
<p><u>Article 34</u></p> <p>The Board of Directors shall call a shareholders' meeting as an annual general meeting within four (4) months from the last day of the accounting year of the Company.</p> <p>Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders' meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.</p> <p>One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this case, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days from the date the request is received from the shareholders.</p> <p>In the case that the Board of Directors does not call a shareholders' meeting within forty-five (45) days from the date the request is received from the shareholders, shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call the shareholders meeting within forty-five (45) days from the date the period of forty-five days which the Board of Directors is required to call a shareholders' meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.</p> <p>In the case that such shareholders meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause 37., the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company.</p> <p>The Meeting of Shareholders can be held at the Company's headquarters, vicinity provinces or other places indicated by the Board of Directors.</p>	<p><u>Article 34</u></p> <p>The Board of Directors shall call a shareholders' meeting as an annual general meeting within four (4) months from the last day of the accounting year of the Company.</p> <p>Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders' meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.</p> <p>One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this case, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days from the date the request is received from the shareholders.</p> <p>In the case that the Board of Directors does not call a shareholders' meeting within forty-five (45) days from the date the request is received from the shareholders, shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call the shareholders meeting within forty-five (45) days from the date the period of forty-five days which the Board of Directors is required to call a shareholders' meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.</p> <p>In the case that such shareholders meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause 37., the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company.</p> <p>The Meeting of Shareholders can be held at the Company's headquarters, vicinity provinces or other places indicated by the Board of Directors.</p> <p><u>In this regard, the Shareholders' meeting may be held via electronic medias in accordance with the law on electronic meeting. In such cases, it shall be deemed that the principal office of the Company is the meeting venue.</u></p>



Association of the Company (Present)	Association of the Company (Propose to revise)
<p><u>Article 35</u></p> <p>In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the meeting date. The notice calling for the meeting shall also be published in a newspaper for three consecutive days, not less than three days prior to the meeting date.</p>	<p><u>Article 35</u></p> <p>In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the meeting date. The notice calling for the meeting shall also be published <u>in accordance with the law governing public limited companies and other relevant laws</u> for three consecutive days, not less than three days prior to the meeting date.</p>
<p><u>Article 45</u></p> <p>No dividend can be disbursed except for profit. If the Company retains accumulated loss, dividend cannot be disbursed. Dividend is disbursed in proportion of number of shares and equally allocated per share.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.</p> <p>Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.</p>	<p><u>Article 45</u></p> <p>No dividend can be disbursed except for profit. If the Company retains accumulated loss, dividend cannot be disbursed. Dividend is disbursed in proportion of number of shares and equally allocated per share.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.</p> <p>Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published <u>in accordance with the law governing public limited companies and other relevant laws</u>.</p>

However, delegating the authorization to the Executive Chairman or President or any person authorized by the Executive Chairman or President to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association of the Company as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the company's Articles of Association.



The Board's Opinion

The Board of Directors considered and agreed that the Shareholders should approve the amendment of an Article 25, 34, 35, and 45 of the Company's Articles of Association. In order to comply with the Public Limited Companies Act (No. 4) B.E. 2565 and to approve the authorization to the Executive Chairman or President or any person authorized by the Executive Chairman or President to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association of the Company as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the company's Articles of Association.

Voting

The resolution of this agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote.

9. Other Matters (If any).

All Shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholder at the date, time and venue as stated above. Registration will open at 12.30 p.m.

In case any shareholders wish to appoint a proxy to attend and vote at the meeting, please fill and sign in the Proxy Form in Enclosure 7. In addition, shareholders may appoint an Independent Director detailed in Enclosure 8. As proxy to attend and vote at the meeting. Please see procedures on appointment of a proxy in Enclosure 9.

The Company has fixed the record date on March 14, 2024 for the eligible shareholders for dividend payment and to attend the meeting. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2024.

By resolution of the Board of Directors,



(Mr. Jong Diloksombat)
President



(Translation)

**Minutes of the 2023 Annual General Meeting of Shareholders
of
Samarit Telecoms Public Company Limited**

Time and Venue The meeting was held on Thursday 20th April 2023, at 01.00 p.m. at Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120.

Directors Present

1. General Sumpun	Boonyanun	Chairman / Independent Director / Chairman of the Nominating & Compensation Committee / Audit Committee Member
2. Mr. Vichai	Pokasamrit	Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member
3. Miss Rapeepan	Luangaramrut	Independent Director / Audit Committee Member / Nominating & Compensation Committee Member / Corporate Governance Committee Member
4. Mr. Sirichai	Rasameechan	Independent Director / Corporate Governance Committee Member / Nominating & Compensation Committee Member
5. Mr. Kajornvut	Tayanukorn	Director / Corporate Governance Committee Member
6. Mr. Charoenrath	Vilailuck	Director / Risk Management Committee Member
7. Mr. Watchai	Vilailuck	Director / Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee
8. Mr. Jong	Diloksombat	Director / President / Chairman of the Sustainable Development Committee / Corporate Governance Committee Member / Risk Management Committee Member

Apology for Absent

1. Mr. Thananan	Vilailuck	Director / Risk Management Committee Member
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There were eight directors out of the total nine directors of the Company attending the meeting representing 88.89 percent of the total members of the Board of Directors.

Management Present

1. Miss Chotika	Kamloonwesaruch	Executive Vice President - Enhanced Technology Solutions Business Group
2. Mr. Suchart	Duangthavee	Executive Vice President - Business Application Business Group
3. Mr. Dhilokpat	Nisamaneevong	Chief Financial Officer (CFO)
4. Miss. Sirichan	Phiraprawit	Assistant Vice President - Accounting
5. Mr. Somchai	Bunsupaporn	Corporate Secretary

Representative from Company's Auditor – EY Office Limited

1. Miss Siriwan	Suratepin
2. Mr. Hathaiwat	Puapunt

Preliminary Proceedings There were 20 shareholders attended the meeting in person, representing 6,679,310 shares, and there were 21 shareholders attend by proxy, representing 505,639,109 shares. In total, 41 shareholders and proxies attended the meeting, holding a total of 512,318,419 shares, equivalent to 82.90 percent of 618,000,000 shares, the total paid up shares of the Company. Therefore, the quorum was constituted according to the Company's Articles of Association

Furthermore, registration for the shareholders' meeting was allowed even after commencement of the meeting. Therefore, number of shares that has the rights to vote may not be equal for each agenda. General Sumpun Boonyanun, Chairman of the meeting declared commencement of the meeting and introduced members of the Board of Directors, chairman and member of the committees, executives, auditors and financial advisors to the meeting.

The Chairman informed the meeting that for transparency of vote counting in the meeting, the Company had invited shareholders wishing to be witnesses during the vote counting and Mrs. Nutchawan Wattanasiri, a proxy holder from Mrs. Sawarin Pirasetkul, expressed her intention to be a volunteer inspecting the vote counting in this meeting. The Chairman requested the Company Secretary to declare the voting procedures. Then, the Company Secretary clarified the voting procedures to the shareholders as follows:

1. A shareholder is entitled to number of votes in equivalent to number of shares he/she holds
2. The shareholders would cast their votes to approval, disapproval or abstain by marking the voting cards distributed at the registration desk.
3. For shareholders wishing to disapprove or abstain on any agenda, they must mark the voting cards and raise their hands for the officers to collect their voting cards.
4. Only votes cast to disapprove and abstain would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda, the Company utilizes a barcode system for votes counting to speed up the display of results.
5. Shareholder who appointed proxy to vote at the Meeting by specifying their votes in the proxy form, the Company would record the pre-votes from such proxy form in the computerized system. After the votes in each agenda, the Company will show result of all votes; approve, disapprove and abstain, with percentage of total votes in the meeting.
6. In each agenda, if any shareholder or proxy would like to express any opinion or ask any question, they will be asked to raise their hands, and write questions to the Company's officer in order to submit the questions to the chairman. The Company requested permission to record the names of the shareholders who gave suggestions and asked questions in the minutes of this meeting.

Moreover, the Corporate Secretary requested all shareholders to return their voting cards to the staff of Company before departing the meeting room to keep as evidence. Additionally, the Company has recorded images, audio, and video of the meeting for the preparation of meeting minutes.

In addition, the Company allowed its shareholders to propose matter(s) to the Board of Directors of the Company for consideration as agenda of the 2023 Annual General Meeting of the Shareholders and also allowed shareholders to submit any enquiries prior to the meeting date. However, there was not any enquiry or proposal from the shareholders to be added in the agenda of this meeting.

For the directors who were the Company's shareholders and had conflict of interests in the Agenda 5: to consider and approve the appointment of Company's directors to replace of those who will retire by rotation and Agenda 6: to consider and approve the remuneration of the Board of Directors and the Committees' members for 2023 expressed their intention to abstain their votes in these agendas.

For the benefit of health care of shareholders and those related to the meeting and for prevention of the COVID-19 pandemic, the Company strongly requested attendees' cooperation to wear hygiene masks at all time during the meeting, and who would like to ask any questions, are able to submit their written questions to the Company's staff to submit it to the Chairman of the meeting.

After the declaration of the votes casting, counting procedures and other related matters, the Chairman conducted the meeting in accordance with the agendas set out in the invitation as follows:

Agenda 1 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders

The Chairman proposed the 2022 Minutes of the Annual General Meeting of Shareholder for, held on April 22, 2022 which the Board of Directors has been considered and pre-approved on the correctness and shareholders should consider for approval, the Company has published on the Company's website on March 21, 2023 and can be downloaded using QR Code appearing in the invitation to 2023 AGM dated March 21, 2023 which were distributed to all shareholders in order to examine the minutes in advance.

The Chairman requested the Shareholders to put forward their questions and comment. As no inquiries nor comments had were raised, then, the Chairman requested the Meeting to consider and certify the 2022 Minutes of the Annual General Meeting of Shareholders.

Resolution : *The meeting resolved to certify the Minutes of the 2022 Annual General Meeting of Shareholders without any amendments with majority of vote of shareholders attending the meeting and casting votes as follows:*

Total 43 shareholders representing 512,319,519 shares				
Approved	512,319,519	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

Remark *In this agenda, there were 2 additional shareholders attended the Meeting that represented 1,100 shares.*

Agenda 2 **To acknowledge the Company's operating results and Annual Report for the year 2022**

The Chairman proposed the meeting to acknowledge the Company's operating results and Annual Report for the year 2022, presented in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) and published on the Company's Website at www.samtel.com since 21 March 2023. The Form 56-1 One Report 2022 can be downloaded using QR Code appearing in Invitation to 2023 AGM for consideration in advance. The Chairman requested Mr. Jong Diloksombat, President, to report the Company's operating results to the meeting.

Mr. Jong Diloksombat summarized the Company's operating results for the year 2022 to the meeting, which consists of the following topics in order:

- Vision and Mission;
- Business Structure;
- Nature of Business;
- Changes during the year;
- Revenue Structure;
- Sustainability Development Report and Anti-corruption.

To begin with, the presentation covered the vision, mission, business structure, and nature of business in video presentation, which can be summarized as follows:

Vision The Company set the Vision in conducting business as it is committed to professionally offering, with international standards, a comprehensive range of ICT solutions and digital innovations to enhance customers' competency in moving towards digital economy.

Mission

To realize our vision, we have defined a clear set of the following missions to create shared values for all of our stakeholders:

Customers

Constantly develop and customize a strong portfolio of advanced ICT solutions and digital innovations to fully serve demands and requirements of our customers with utmost benefit delivered to users.

Employees

Provide extensive training and development programs to enhance the professionalism, gain new experience and foster the service-minded professionals as well as to improve the quality of life and their career advancement.

Organization

Define a clear set of high standard of how we conduct ourselves in order to ensure transparency, efficiency and fairness and to be organization of innovation with environmental responsibility.

Partners

Strengthen relationships with business partners to create sustainable success for all parties and contribute to the creation of vibrant business environment through knowledge transfer to lift up the service quality.

Shareholders

Ensure a sustainable return on investment for shareholders and investors with stable revenues by expanding customer base and continuously seeking new business opportunities.

Society and Communities

Be a socially responsible organization through implementation of a wide range of social contribution activities and initiatives that promotes "Creating Quality People and Supporting Ethical Society".

Business Structure 2022

In order to achieve goals under Vision and Mission, the Company has organized business structure into three business groups covering all ranges of advanced technologies and digital solutions, to reach every desire in every industry in both government agencies, state enterprises, and private sector. The details of each business group are as follows:

1. Network Solutions Business Group conducts business in providing total solutions and services regarding advanced technologies in telecommunications and data communication networks, from consulting services, survey, design, installation and implement including outsourcing services for both government and private customers such as NT Public Company Limited, Royal Thai Police, Government Savings Bank, PTT Group, etc. This business group is operated by Samart Communication Services Co., Ltd.; Samart Telcoms Public Co., Ltd.; and Samart Infonet Co., Ltd.

2. Enhanced Technology Solutions Business Group conducts business in providing advanced solutions and services, which integrate and apply varieties of technologies including specialized technologies to achieve various customer needs, for example, Automatic Meter Reading, Cyber Security System and Land Information System. This business group is operated by Samart Comtech Co., Ltd.; Samart Telcoms Public Co., Ltd.; Smarterware Co., Ltd.; Net Service (Thailand) Co., Ltd.; and SecureInfo Co., Ltd.

3. Business Application Business Group provides solutions and services regarding advanced software application to enhance capability and operation efficiency through the form of electronic services for customers. Key solutions are Enterprise Resource Planning (ERP), Core Banking System, E-Payment Solutions, Electronic Data Interchange (EDI), and E-Learning System. This business group is operated by Samart Telcoms Public Co., Ltd.; Portalnet Co., Ltd.; Posnet Co., Ltd.; Samart eD Tech Co., Ltd.; and Thai Trade Net Co., Ltd.

Through the strong performance of all three business groups driven by subsidiaries with expertise in diverse and efficient technologies. Samart Telcoms Group is ready to offer smart technology solutions with international standards to support management and enhance the quality of services provided to both public and private organizations, as a part to drive the society toward sustainability.

Mr. Jong Diloksombat presented the significant changes and operations for each business group in the year 2022 as follows:

1. Network Solutions Business Group is operated by:
 - Samart Communication Services Co., Ltd. has been certified with ISO 9001 and ISO 20000 standards, and has achieved several projects, such as projects regarding Wireless LAN implementation, service of security network, etc. Major customers are NT Public Company Limited, Royal Thai Police, Industrial Estate Authority of Thailand, etc.
 - Samart Telcoms Public Co., Ltd. achieved projects in 2022 such as Computer System for Branch Offices, Installation of Satellite Communication, Mobile Endpoint Security which is security software for end devices such as smartphones and tablets, etc.
 - Samart Infonet Co., Ltd. has conducted business providing high-speed broadband Internet services, Co-Location services, service of Software-Defined Wide Area Networking (SD-WAN), and cloud services in Infrastructure-as-a-Service (IaaS) under the name "SAFE Cloud". The company's main customers includes, for example, Defence Information and Space Technology Department, Ministry of Defence; Naval Medical Department, Ministry of Defence; Department of Disease Control, Ministry of Public Health; Expressway Authority of Thailand; etc.
2. Enhanced Technology Solutions Business Group is operated by:
 - Samart Comtech Co., Ltd. succeeded in gaining projects such as digital platform development for centralized service, implementation of Closed-Circuit Television (CCTV) System. Key customers are Ministry of Interior, Bangkok Metropolitan Administration, Royal Thai Armed Forces Headquarters, Department of Land, and Social Security Office, Ministry of Labor.
 - Samart Telcoms Public Co., Ltd. was successful in several projects such as Advanced Metering Infrastructure (AMI), CCTV System for risky public areas, etc.
 - Smarterware Co., Ltd. conducts business regarding software development service. In the past year, the company further improved features in e-Office system and cloud-native application development, which expedite development process with more efficiency.

- SecureInfo Co., Ltd. has provided services regarding Cyber Security system as it has been certified the ISO 27001 standard, the standard regarding Information Security Management Systems, applied for its Cyber Security Operations Center. The company succeeded in several projects awarded such as the implementation of cyber threat monitoring and management system, cyber security assessment services, penetration testing services. The key customers are Electronic Transactions Development Agency; Social Security Office, Ministry of Labour; Provincial Electricity Authority, etc.
3. Business Application Business Group is operated by:
- Samart Telcoms Public Co., Ltd. has developed data transfer system for banking, collateral appraisal system, and maintenance services of Core Banking System. Additionally, the Company has provided solutions and services regarding software application through subsidiaries: Portalnet Co.,Ltd.; Posnet Co.,Ltd.; Thai Trade Net Co.,Ltd.; and Samart Ed Tech Co.,Ltd.
 - Portalnet Co., Ltd., has expertise in design and implementation of Enterprise Resource Planning (ERP), Enterprise Content Management System (ECM), and Enterprise Asset Management System (EAM). The company has been certified ISO9001 and CMMI Level 3. The key customers are Provincial Electricity Authority, Metropolitan Waterworks Authority, Aeronautical Radio of Thailand Co., Ltd., etc.
 - Posnet Co., Ltd. has conducted business in providing e-payment solution services and it has develop Posnet Connecting Platform (PCP) to be QR Gateway connecting various QR Platforms enabling EDC system to support payment using QR Wallet in various platforms. The company has also maintained information security standard of Payment Card Industry Data Security Standard (PCI-DSS), security standard for credit card data transmission. Key customers are Bangkok Bank Public Company Limited, Krungthai Card Public Company Limited, United Overseas Bank (Thai) Public Company Limited, Central Retail Corporation Company Limited, etc.
 - Thai Trade Net Co., Ltd. has provided services regarding Electronic Data Interchange (EDI). The key customers are, for example, CPF (Thailand) Public Company Limited, Citi Thailand Company Limited, and Central Food Retail Company Limited. In addition, in the past year, the company further expanded its Healthcare EDI.
 - Samart ed Tech Co.,Ltd. has conducted business application regarding total education, Learning Management System and Digital Content. Key customers are PTT Exploration and Production Public Company Limited, Government Housing Bank, Government Saving Bank, and government agencies such as Ministry of Commerce and Ministry of Finance.

Revenue Structure by Business Group

From operations of the three Business Groups in 2022, the Company generated total revenue of Baht 5,267 million. The Network Solutions Business Group generated a revenue of Baht 927.5 million, accounting for 17.6% of total revenue. The Enhanced Technology Solutions Business Group generated Baht 3,382.6 million, accounting for 64.2% of the total revenue. The Business Application Business Group created a revenue of Baht 956.9 million, accounting for 18.2% of the total revenue. The total revenue of the Company was Baht 5,267 million increasing by Baht 618.5 million from that in 2021, with the Enhanced Technology Solutions Business Group generating the highest revenue.

For Sustainability Development Report and Anti-corruption, the Company reported in video presentation. The details can be summarized as follows.

Sustainability Development Report

The Company has conducted business with social and environmental responsibility constantly and has been dedicated to driving business to sustainability, covering dimensions of economy, society, and environment under good corporate governance and consideration for all stakeholders. The Company defines the sustainability management policy as follows:

1. Commit to, on the basis of, developing business under good governance with risk management and response to changes, sustainable value chain management, suitable responses to all stakeholders, value creation and innovation in products and services, and business opportunity seeking for sustainable growth.
2. Commit to conducting business operations with responsibility to consumers, community, and society; respecting human rights; fair treatment to labors; concentration on knowledge and competency development for employees; prioritizing health and safety for people in every segment of business value chain.
3. Prioritize reduction of environment impacts, emphasize on wise use of resources with value appreciation, encourage development and deployment of eco-friendly solutions and technologies, and cultivate consciousness of environmental conservation to employees and all stakeholders.

The performance in the past year has been carried out according to the targets as follows:

Economic Dimension and Good Corporate Governance

1. The Company was classified as "Excellent" (5 Stars) on the corporate governance of Thai listed companies for 2022.
2. The Company was classified as "Excellent" (4 TIA) on the quality assessment of shareholders arrangement for 2022.

Environmental Dimension

1. Utilizing resources wisely with valuing their importance, including water resources, electricity, fuel consumption, and controlling greenhouse gas emissions, which consists of:
 - 1.1 Running water consumption decreased by 15.8 percent compared to 2019
 - 1.2 Electricity consumption decreased by 3.21 percent compared to 2019
 - 1.3 Fuel consumption decreased by 8.49 percent compared to 2019
 - 1.4 Greenhouse gas emissions was controlled by 414.38 tons of CO₂ equivalent
2. Promoting environmental awareness among employees through various environmental conservation activities.
3. Developing products and services to support government and private sector organizations in environmental conservation, such as:
 - A project to provide system for remote pollution monitoring and alert systems to the Hazardous Substance Control Division of the Department of Industrial Works, Ministry of Industry, to help monitor the potential impact on the public and the environment.
 - Implementation and provision of solar power generation systems to the Marine and Coastal Resources Research and Development Center on Mun Nai Island, Rayong Province..

Social Dimension

1. Employee
The Company has taken care of and maintained fair treatment to its workforce in terms of welfare, safety, and skill development. The operational results are as follows:
 - Employees received 12.66 hours/person/year of training and skill development in average.
 - There were no lost time accidents regarding occupational safety and health
 - There were no complaints regarding human rights.
 - There were no complaints regarding unfair labor practices.
 - There were no complaints regarding safety and occupational health issues in the workplace.
2. Customer
The feedback of customers on the Company's after-sales service were very satisfactory with average score more than 90 percent and the Company brought suggestions from customers to improve service quality.

In addition, the Company has continually organized activities for communities and society under the concept of "Developing quality people and promoting a moral society" consisting of the following activities:

"Developing quality people"

1. Supporting and developing cybersecurity personnel skills, which are necessary in the digital era, through training and participation in the competition of the Cybersecurity Hackathon by SECUREiNFO.
2. Supporting knowledge in technology through various activities:
 - Participating in giving a lecture on RPA systems in the topic of "SAP Intelligent Robotic Process Automation" at "PEACON & INNOVATION 2022", the annual academic and innovation conference of Provincial Electricity Authority
 - Supporting education for Thai youth by donating computers to schools in need.
3. Creating quality staffs within the Company through the V-Learn online learning system for employees.
4. Supporting Sports through sponsorship

"Promoting a moral society" through continual activities as follows:

1. Activities promoting Buddhism
2. Volunteering activities for social development such as:
 - Blood donation
 - "Giving Happiness" project for employees to contribute to the well-being of children and the elderly
 - "Born to Be Good" project to cultivate volunteerism within the Company by encouraging employees to do good deeds on the month of their birthdays
 - "Be Vision - Be Future" project to print exam preparation books for visually impaired children
 - "Knitting Merit" project, now in its 8th year, for employees to knit hats and blankets to donate to those affected by cold weather.
3. Supporting relief efforts during the COVID-19 pandemic by providing funding, medical equipment, and necessary supplies to organizations and communities.

The Pride in 2022

Conducting business with efficiency and standard, Samart Telcoms Group has been certified for several international standards as follows:

- Quality Management System Standard, ISO 9001:2015
- IT Service Management Standard, ISO 20000:2018
- Software Development Standard, CMMI Level 3
- Information Security Management Standard, ISO/IEC 27001: 2013
- Payment Card Industry Data Security Standard, PCI DSS

Anti-Corruption

1. The Company has specified anti-corruption policy for directors, executives, and employees to strictly comply as their operating practices.
2. The Company has provided communication channels for receiving opinions and suggestions, including channels for notifying the information on misconduct and the protection of the informant in order that stakeholders can notify the clue on any misconduct behavior against the corporate governance principles and ethics regarding any actions of corruption.
3. The Company has studied the operating procedures on participation with Collective Action Coalition against corruption (CAC) and readiness to be a part of network in the future.

The Company has continued to develop its business with constant growth together with social and environmental responsibility in order to enhance the capabilities of customers both public and private sectors, including elevating the quality of life of the people towards digital economy and society sustainably.

Mr.Jong Diloksombat additional report that the information presented was details of the operating results in 2022 shown in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) published on the Company's website downloadable using QR Code in the AGM invitation, which had already sent to all shareholders.

After Mr.Jong Diloksombat reported the summary of Company's operating results in 2022 for the acknowledgement in the meeting, the Chairman requested shareholders for queries and comments. As no queries and comments had not been raised, the Chairman requested the Meeting to acknowledge the Company's operation results and Annual Report for the year 2022.

Resolution: *The meeting acknowledged the Company's operating results and Annual Report for the year 2022 as reported. This agenda was for acknowledgement; therefore, no voting was required.*

Agenda 3 To consider and approve the Company's finance statements for the year ended December 31, 2022

The Chairman requested Mr. Jong Diloksombat, President and Mr. Dhilokpat Nisamaneevong, Chief Financial Officer (CFO), to summarize the financial statements to the meeting.

Mr. Jong Diloksombat, reported to the meeting that in order to comply with the Public Company Act B.E. 2535 and Clause 43 in the Company's Articles of Association, the Company must prepare a balance sheet and a profit and loss account at the end of each fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

The Company's financial statements for the year ended December 31, 2022, were in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) under the Financial Statements section. The Company has been posted on the Company's website since February 23, 2023. The financial statements were audited by EY Office Limited, the Company's auditor, and validated by the Audit Committee of the Company. The financial statements were also approved by the Board of Directors of the Company on February 23, 2023.

Mr. Jong Diloksombat requested Mr. Dhilokpat Nisamaneevong, Chief Financial Officer (CFO), to summarize the financial statements.

Mr. Dhilokpat Nisamaneevong reported at the meeting that, In 2022, the Company had operating and financial results as shown in the income statement and statement of financial position as the following:

Income statements: significant operating results can be summarized as follows:

- In 2022, the Company reported the consolidated total revenues of Baht 5,267 million, increased from 2021 by Baht 619 million or 13.3%, mainly due to revenue from sales, contract work, services and rental, and interest income from legal case.
- Cost of sales, contract work, and services were Baht 4,315 million, increased from 2021 by Baht 313 million or 7.8%.
- Selling expenses, administrative expenses, and other expenses were Baht 560 million, increased from 2021 by Baht 63 million or 12.8%, mainly from Loss on change in value of short-term investments in trading securities and legal expense.
- Finance income was Baht 8 million, increased by Baht 1 million or 6.6%.
- Finance cost was Baht 66 million, increased from 2021 by Baht 17 million or 34.7%.
- Loss on impairment loss on financial assets (reversal) was Baht 2 million, decreased from 2021 by Baht 28 million or 94.1%.
- Corporate income tax expense was Baht 74 million, increased from 2021 by Baht 56 million.
- As a result, the net profit of the Company was Baht 261 million, increased from 2021 by Baht 199 million or 324.5% mainly due to interest income Baht 160 million from legal case.

Statement of financial position

Assets

As of December 31 2022, total assets were Baht 7,471 million, increased from 2021 by Baht 327 million or 4.6%, mainly resulted from an increasing of property, plant and equipment, trade and other receivables.

Total assets consisted of current assets of Baht 5,246 million, representing 70.2% of total assets, increased from 2021 by Baht 363 million, the major current assets were accrued revenue and trade and other receivables, representing 32.9% and 21.3% of total assets respectively.

Non-current assets were Baht 2,225 million, representing 29.8% of total assets, decreased from 2021 by Baht 37 million compared, the major non-current assets were project equipment, representing 17.4% of total assets.

Liabilities and shareholders' equity

As of December 31 2022, total liabilities were Baht 3,908 million increased by Baht 135 million or 3.6% from 2021, mainly increase from accrued project cost.

The shareholders' equity were Baht 3,563 million, increased by Baht 191 million or 5.7% from 2021. Net profit in 2022 was Baht 261 million.

Regarding the above liabilities and shareholders' equity, the Company's debt to equity ratio as at 31 December 2021 was 1.10 times decreased from 1.12 times at the end of 2021.

The details of the financial statements was shown in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) published on the Company's website downloadable using QR Code in the AGM invitation, which has already sent to all shareholders.

After Mr. Dhilokpat Nisamaneevong reported finance statements of the Company for the year ended December 31, 2022 to the meeting. The Chairman requested the Shareholder for queries and comments. As no queries and comments had not been raised, the Chairman requested the Meeting to consider and approve the Company's Financial Statements for the year ended December 31, 2022.

Resolution : *The meeting resolved to approve the Company's financial statements for the year ended December 31, 2022, with the majority votes of shareholders who attended the meeting and cast their votes as follows:*

Total 43 shareholders representing 512,319,519 shares

<i>Approved</i>	<i>512,319,519</i>	<i>Votes</i>	<i>equal to</i>	<i>100%</i>
<i>Disapproved</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>
<i>Abstained</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>
<i>Invalid ballots</i>	<i>-</i>	<i>Votes</i>	<i>equal to</i>	<i>-</i>

Agenda 4 **To consider and approve the appropriation of legal reserve and dividend payment for 2022.**

The Chairman requested Mr. Jong Diloksombat, President, to clarify details for the Meeting.

Mr. Jong Diloksombat reported to the meeting that in order to comply with the Public Company Act B.E. 2535 and Clause 46 in the Company's Articles of Association, the Company is required to set aside as a statutory reserve at least 5 percent of its net earnings for the year after deducting retained loss brought forward (if any) until the reserve reaches 10 percent of the registered capital.

The Company has policy to pay dividend to the shareholders no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability.

In addition, consideration in payment for dividend from profits derived from disposal of investments or fixed assets of the Company or its subsidiaries will be based on the management and the Board of Director in the matter of whether to pay dividend and amount to be paid, subject to the Company's future investment plans and business expansion, including other necessity and suitability.

The subsidiaries' dividend payment will be adhered and followed the same policy as that of the Company.

In 2022, net profit of the Company were Baht 147.60 million or equivalent to Baht 0.24 per share. The Board of Directors has considered to pay dividend for the 2022 operation at Baht 0.21 per share as total dividend payment of approximately Baht 129.78 million or equivalent to 87.93% of separate company net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.06 per share was paid to shareholders on September 9, 2022, thereby having a final dividend of Baht 0.15 per share. The dividend will be paid on May 12, 2023.

The Company's no statutory reserve is required since the reserve has already reached 10% of the registered capital as required by related laws.

The Board of Directors considered and agreed to propose to the shareholders should approval the dividend payment for fiscal year 2022 at Baht 0.21 per share. The balance dividend payment to be paid will be at Baht 0.15 per share. The Company has fixed the record date on March 14, 2023 (Record Date) for the eligible shareholders for dividend payment and the proposed payment date will be on May 12, 2023 and no statutory reserve is required since the reserve has already reached 10% of the registered capital as required by related laws.

After Mr. Jong Diloksombat reported the appropriation of legal reserve and dividend payment for 2022. The Chairman requested the Shareholder for quires and comments. As no query and comment had been raised, the Chairman requested the meeting to consider.

Resolution: *The meeting considered and approved as follows:*

- The legal reserve of the Company has been provided up to 10% of the registered capital since in 2011, thus, no need to provide any additional reserve.*
- Approved the dividend payment for fiscal year 2022 at Baht 0.21 per share. The interim dividend at Baht 0.06 per share was paid to shareholders on September 9, 2022, there by having a final dividend of Baht 0.15 per share to the eligible shareholders for dividend payment on March 14, 2023 (Record date) and the proposed payment date will be on May 12, 2023.*

The meeting resolved to approve the appropriation of legal reserve and dividend payment for 2022, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

Total 43 shareholders representing 512,319,519 shares

Approved	512,319,519	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

Agenda 5 To consider and approve the appointment of Company's directors to replace of those who will retire by rotation

The Chairman informed the meeting that under the Company's Corporate Governance Policy "the directors who have conflict of interest will not participate and attend in any agenda that they have conflict of interest in both board" Thus, the third directors who will retire by rotation in 2023 consist of General Sumpun Boonyanun, Mr. Vichai Pokasamrit, and Miss Rapeepan Luangaramrut were voluntarily absent from the meeting room to allow shareholders to freely voice their opinion and they were invited to attend the meeting again after the consideration of the agenda has completed, and requested Mr. Sirichai Rasameechan Director of the Company to proceed and clarify details for the meeting's consideration.

Mr. Sirichai Rasameechan reported the meeting that in order to comply with the Public Limited Companies Act, B.E. 2535 and Clause 17 in the Company's Articles of Association, one-third of all directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire by rotation on the date of each annual meeting of shareholders. The three directors who will retire by rotation in 2023 are as follows:

1. General Sumpun Boonyanun Independent Director / Audit Committee Member
2. Mr. Vichai Pokasamrit Independent Director / Chairman of the Audit Committee
3. Miss Rapeepan Luangaramrut Independent Director / Audit Committee Member

The above directors are eligible to be re-elected for another term. The Nominating & Compensation Committee, without members having conflict of interests, had considered and elected the qualified persons thoroughly according to the Company's criteria for and selection methods of the directors nomination, pursuant to the applicable laws, the Company's Articles of Association, good corporate governance principle and qualification of candidates by considering qualifications, experience, knowledge, abilities beneficial to the Company and the necessary skills that are still lacking to achieve the Company's business strategy and operations. The Nomination & Compensation Committee agreed that such directors have qualification aforementioned, including knowledge, capabilities, experience, and good understanding in Company's business as well as satisfactory performance contributed to the Company during the time being the Company's directors.

In addition, such directors have Independent Directors and Audit Committee's member, who would retire this year, qualification as required by SEC and the Company's Independent Director and Audit Committee's member qualifications, and such directors could perform their duties and feel free to give opinions or report work performance as required by the Board of Directors of the Company, without any influence or control by management or major shareholders of the Company including any related person or relatives of such parties. Hence, the Nominating & Compensation Committee recommended the meeting to consider appointing General Sumpun Boonyanun, Mr. Vichai Pokasamrit, and Miss Rapeepan Luangaramrut to be the Company's Directors, Independent Directors and Audit Committee's member for another term.

Moreover, All 3 directors are the Company's Independent Directors and Audit Committee's member, more than 3 terms (9 years) and in accordance with the Company's Corporate Governance Principles, In case such directors shall be except getting a unanimous approval from the Nominating & Compensation Committee which the Nominating & Compensation Committee, to consider appointing General Sumpun Boonyanun, Mr. Vichai Pokasamrit and Miss Rapeepan Luangaramrut, without member who have conflict of interests, to be Independent Directors and Audit Committee's member for another term.

The Board of Directors, without members who have conflict of interest in this agenda, has considered in compliance with criteria and procedures regarding director nomination and agreed with the Nominating & Compensation Committee has agreed that such 3 directors, the Company's Directors have qualifications which comply to Public Company Act B.E. 2535, regulations of the Stock Exchange of Thailand (SET), and Securities and Exchange Commission (SEC) with knowledge, ability and experience as well as good understanding in Company's business with a satisfaction of outcome throughout the term, agreed to propose to the shareholders for consideration and approval as follows:

- Re-appoint Mr. Vichai Pokasamrit to be the Independent Director and Chairman of the Audit Committee; and
- Re-appoint General Sumpun Boonyanun and Miss Rapeepan Luangaramrut to be the Independent Directors and Audit Committee's member.

Mr. Sirichai Rasameechan requested the Shareholders for queries and comments. As no queries and comments had been given, the Chairman requested the Meeting to appoint by voting for each nominated director.

Resolution : *The meeting resolved to appoint the directors who will retire by rotation to be the Company's directors for another term, with the majority votes of shareholders who attend the meeting and casted their votes as follows:*

- 1) **General Sumpun Boonyanun** *Independent Director / Audit Committee Member*
Total 43 Shareholders representing 512,319,519 shares
Approved 512,123,919 Votes equal to 99.9618%
Disapproved 95,600 Votes equal to 0.0187%
Abstained 100,000 Votes equal to 0.0195%
Invalid ballots - Votes equal to -
(General Sumpun Boonyanun who has conflict of interest abstained voting.)

- 2) **Mr. Vichai Pokasamrit** *Independent Director / Chairman of the Audit Committee*
Total 43 Shareholders representing 512,319,519 shares
Approved 512,123,919 Votes equal to 99.9618%
Disapproved 95,600 Votes equal to 0.0187%
Abstained 100,000 Votes equal to 0.0195%
Invalid ballots - Votes equal to -
(Mr. Vichai Pokasamrit who has conflict of interest abstained voting.)

- 3) **Miss Rapeepan Luangamrut** *Independent Director / Audit Committee Member*
Total 43 Shareholders representing 512,319,519 shares
Approved 512,223,919 Votes equal to 99.9813%
Disapproved 95,600 Votes equal to 0.0187%
Abstained - Votes equal to -
Invalid ballots - Votes equal to -

Agenda 6 To consider and approve the remuneration of the Board of Directors and the Committees' members for 2023

The Chairman reported the meeting that according to Clause 33 in the Company's Articles of Association, the Directors are entitled to earn remunerations in terms of salaries, rewards, meeting fees, bonuses, special bonuses and other benefits as stipulated in the regulations or considered by the Shareholders' Meeting. The remunerations may be in fixed amount or based on criteria set in each period with perpetual effectiveness until further notice. In addition, the Board of Directors can receive allowances and benefits in accordance with Company's regulations.

The Company's policy to have remuneration for directors to be comparable to general practice in the industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed for more duties and responsibility to be the member of other Committees will be paid increasingly appropriately in accordance with their extra works. The determination of directors' remuneration is proposed for approval authorization from the shareholders' meeting.

The approved remuneration for the Board of Directors and Committees for last year was not exceed Baht 6.5 million of which comprised meeting allowance and annual performance bonus. The Nomination & Compensation Committee and the Board of Directors considered remuneration for directors and committees' members by thoroughly scrutinizing various suitability and comparing with references from the same industry and agreed to propose to the shareholders' meeting for approval of remuneration for directors and committees' members for the year 2023 of which comprised meeting allowance and annual performance bonus without other benefits to be the same as previous year at the amount of not exceed Baht 6.5 million. Details of meeting allowance are as follows:

	Meeting allowance (Baht/Meeting)	
	<u>Chairman</u>	<u>Member</u>
- Board of Directors	30,000	15,000
- Audit Committee	30,000	15,000
- Corporate Governance Committee	20,000	15,000
- Nominating & Compensation Committee	20,000	15,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee since all members are the Company's executives.

The Chairman requested the Shareholder to inquire and comment. As no inquires nor comments had were raised, the Chairman requested the meeting to consider and approve the remuneration of the Board of Directors and Committees for the year 2023. The directors' remuneration shall be approved by the Shareholders' meeting with the vote of not less than two third (2/3) of votes of shareholders who attend the meeting and casting votes.

Resolution: *The meeting resolved to approve the remuneration of the Board of Directors and the Committees for the year 2023 at the same amount as previous year of not exceeding Baht 6.5 million, consisting of meeting allowance for each meeting participated of the Board of Directors and Committees at the same amount as previous year, and bonus without other benefits as proposed, with the vote of not less than two third (2/3) of votes of shareholders attending the meeting and casting votes as follows:*

Total 43 shareholders representing 512,319,519 shares				
Approved	506,514,909	Votes	equal to	98.8670%
Disapproved	-	Votes	equal to	-
Abstained	5,804,610	Votes	equal to	1.1330%
Invalid ballots	-	Votes	equal to	-

(The 8 directors who have conflict of interest namely General Sumpun Boonyanun, Mr. Vichai Pokasamrit, Mr. Sirichai Rasameechan, Mr. Kajornvut Tayanukorn, Mr. Charoenrath Vilailuck, Mr. Watchai Vilailuck, Mr. Thananan Vilailuck and Mr. Jong Diloksombat abstained voting.)

Agenda 7 To consider and approve the appointment of Company's auditor and fixing their remuneration for 2023.

The Chairman requested Mr. Vichai Pokasamrit the Chairman of the Audit Committee to clarify details for the meeting's consideration.

Mr. Vichai Pokasamrit indicated that in order to comply with the Public Limited Companies Act, B.E. 2535, Section 120 specifying that at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.

In addition, a notification from the Capital Market Supervisory Board limits the appointment of an individual external auditor of a listed company to not more than seven fiscal years (regardless of consecutiveness). After seven years, the auditor must be rotated although he/she can be reappointed after a break of five consecutive fiscal years.

In 2023 the Board of Directors, through consideration of the Audit Committee, agreed to appoint the auditor from EY Office Limited to be the Company's auditor for the year of 2023 as an international standard firm, has been the Company's audit firm since 2000. The audit team not only has an excellent performance but they also have no relation or conflict of interest with the Company, parent company, subsidiaries, same-level subsidiaries, management, major shareholders or related persons and have independence in performing the audit and expressing opinion to financial statements. Furthermore, EY Office Limited has been accepted in domestic and international level as trusted professional audit firm with high standard and experienced team to audit the Company's financial statements. The Company appointed one of the following auditors to audit and express opinions to the Company's financial statements:

1. Miss Siriwan Suratepin CPA No. 4604, and/or
(Has been the Company's auditor with signatory to the Company's Financial Statements for 6 years in 2010-2011, 2014-2015, 2021 and 2022.)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, and/or
(Has been the Company's auditor with signatory to the Company's Financial Statements for 5 years in 2016-2020.)
3. Mr. Piya Chaipruckmalakarn CPA No. 7544
(Has never been the Company's auditor with signatory to the Company's Financial Statements)

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The audit fee for the year 2023 was Baht 2,940,000, which is an increase by Baht 140,000 from 2022 because amount of audit work increases due to business growth and remuneration for the auditor has not been increased since 2020, excluding any miscellaneous expenses such as traveling and photo copy expenses etc. If there is a substantial increase in business activities of the Company in the year, then the audit fee may be reviewed.

The Chairman requested shareholders for queries and comments. As no queries and comments had been raised, the Chairman requested the meeting to consider the appointment of the Company's auditor and fixing their remuneration for the year 2023.

Resolution : *The Meeting resolved to appoint the Auditor from EY Office Limited as the Company's auditor for 2023 by one of the following auditor to conduct auditing process and express comments on the Company's financial statements:*

1. Miss Siriwan Suratepin CPA No. 4604, and/or
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, and/or
3. Mr. Piya Chaipruckmalakarn CPA No. 7544

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The audit fee for the year 2023 was Baht 2,940,000, which is an increase by Baht 140,000 from 2022, excluding any miscellaneous expenses such as traveling and photo copy expenses etc. If there is a substantial increase in business activities of the Company in the year, then the audit fee may be reviewed. With the majority votes of shareholders who attended the meeting, votes in detail were as follows:

Total 43 shareholders representing 512,319,519 shares				
Approved	512,319,519	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

Agenda 8 Other matters (If any).

The Chairman opened the opportunity for shareholders to ask questions or express opinions. The following questions were asked by Mr. Aree Bangcharoensuk, a shareholder who attended the meeting in person:

1. What percentage higher is the revenue of the Company predicted to be in 2023 compared to 2022?

Mr. Jong Diloksombat, President, explained that the Company has set a revenue target of Baht 6,000 million for 2023, which is an increase of approximately 15% from 2022.

2. How many competitors are bidding for projects and is there a chance the Company will lose its existing customers to competitors?

Mr. Jong Diloksombat, President, clarified that bidding for projects has become more competitive, with more competitors entering the competition and winning some projects from customers. However, the Company have developed strategies to escalate its competitiveness, be more creative, and continuously improve itself to meet customer demands and bring good performance to existing customers by focusing on good project delivery responding to customer expectation. For new projects, the Company will meet with customers to gain insight of their needs and work together from the beginning. In addition, the Company has complied with various standards such as ISO in quality management, CMMI Level 3 in software development, and PCI DSS for credit card security standards, among others.

3. Regarding the compensation received from winning the case against the Department of Lands, has the Company received it in full or not and whether the interest been recorded in the financial statements as profit and able to pay out as dividends or not?

Miss Chotika Kamloonwesaruch, Executive Vice President Enhanced Technology Solutions Business Group, explained that the compensation, which the company will receive from winning the Department of Lands' case, can be divided into several parts. The Department of Lands is coordinating to return the first part, the bank guarantee and the penalty that the Department of Lands already deducted. Currently, the company works with the Department of Lands and expects to receive it back in May 2023. As for the remaining parts, the Department of Lands is coordinating with the Budget Bureau for the budget to pay the rest to the company. The principal amount of around Baht 500 million is expected to be approved, and the Department of Lands will be responsible for paying the interest in the future, which is expected to be paid off by the end of this year.

Mr. Dhilokpat Nisamaneevong, Chief Financial Officer (CFO), added that the interest had been recorded as interest income, and the profit from the interest had been included and was declared to pay dividends in 2022.

4. Will the Company has the plan to bring its subsidiary to register with the Stock Exchange of Thailand within this year?

Mr. Jong Diloksombat, President, replied that in 2023 the Company has no plan to register any subsidiary into the Stock Exchange of Thailand. However, the Company has studied the possibility of registering its subsidiary in the Stock Exchange of Thailand.

5. May I know if the Company has any investment in Cambodia?

Mr. Jong Diloksombat, President, stated that the Company has no investment in Cambodia. However, a subsidiary in Samart Corporation PCL has investment in Cambodia. The Company has studied information for investment, however the Company does not have any investment plan in Cambodia in 2023.

Mr. Anupong Santavanon, a shareholder who attended the meeting in person, asked the following questions:

1. As stated earlier that the Company has studied the possibility of registering its subsidiary in the Stock Exchange of Thailand, please identify subsidiaries with potential to enter the Stock Exchange.

Mr. Jong Diloksombat, President, replied that the Company has considered a subsidiary providing services regarding e-payment solution having potential. However, in 2023 the Company will be in the middle of the study of the possibility only.

2. Due to the Company's expertise in communication technology and the majority of its clients being government agencies, it is inquisitive to know the proportion of 2022 revenue in percentage coming from the public sector and the private sector and whether the Company has a vision to increase its growth in the private sector.

Mr. Jong Diloksombat, President, stated that in 2022, the Company's revenue was approximately 95% from the government sector. The government sector mentioned includes government agencies such as the Department of Lands, state enterprises such as Provincial Electricity Authority and Metropolitan Electricity Authority, as well as state-owned banks such as Government Savings Bank and Government Housing Bank. While all of these are considered part of the government sector, they are not all government agencies.

3. In the case of private sector, how many customers does the Company have in banking business?

Mr. Charoenrath Vilailuck, Executive Director, explained that the Company's customers in the private sector currently include Krungthai Card Public Company Limited (KTC Card), for which the Company provides cyber security services, as well as the One Bangkok project, in which the Company is involved in some degree.

Mr. Watson Pongwarapa, a shareholder who attended the meeting in person, queried as follows:

1. The Company has risks regarding lawsuits both currently and in the future, and how does this impact the Company?

Mr. Charoenrath Vilailuck, Executive Director, explained that the Company has a legal case against the Provincial Electricity Authority, which does not have any impact on the Company at the moment as it is currently closely monitored.

2. What is the trend of the Company's business in 2023 compared to the previous year?

Mr. Charoenrath Vilailuck, Executive Director, stated that the business performance in 2023 is expected to be more in positive direction than negative direction compared to the previous year.

Without any further queries and comments, the Chairman thanked the shareholders for attending the meeting and declared the meeting closed at 14.30 p.m.

(General Sumpun Bunyanun) Chairman

(Mr. Somchai Bunsupaporn) Secretary

Details of the proposed directors in replacement of those retired by rotation

1) Mr. Kajornvut Tayanukorn



Age : 68 years

Title : - Independent Director
- Corporate Governance Committee Member

Position proposed : Independent Director

Date of appointment as a Director : April 29, 2004

Term of Directorship Director in the Company : 19 years 8 months (If being re-elected for another term, (As of December 31, 2023) he will hold the position for 22 years 8 months.)

Appointment Date as a Independent director : February 22, 2024

Education and Training : - Master of Business Administration, Thammasat University

Director Training : - Director Accreditation Program (DAP) in 2005
Thai Institute of Directors Association (IOD)

Proficiency : Information technology Management, Information Communication technology and Project Management

Experience :

Feb.2024-Present	Independent Director	Samart Telcoms Pcl.
2004-Present	Director	Samart Telcoms Pcl.
2013-Present	Corporate Governance Committee Member	Samart Telcoms Pcl.

Position in other listed companies

2001-2021	Executive Vice President	Bangkok Bank Pcl.
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Position in non-listed companies

2013-Present	Executive Director	Processing Center Co., Ltd.
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Meeting attendance for 2023 :

Board of Directors' meeting	5/5	times
Corporate Governance Committee's meeting	2/2	times

Contribution :

Participated in consideration of policy, business structure, direction and strategies of Company's business, search and create new business for the Company and its subsidiaries.

Details of the proposed directors in replacement of those retired by rotation

2) Mr. Watchai Vilailuck



Age : 61 years

Title :
 - Authorized Director
 - Executive Chairman / Chief Executive Officer
 - Chairman of the Risk Management Committee

Position proposed : Executive Board

Date of appointment as a Director : July 26, 1996

Term of Directorship in the Company : 27 years 5 months (If being re-elected for another term, he will hold the position for 30 years 5 months.)
 (As of December 31, 2023)

Education and Training:

- Bachelor Degree in Accounting Faculty of Commerce and Accounting, Thammasat University
- Certificate of Management Program, United Kingdom in 1985
- Certificate of Strategic Planning & Implementation, University of Michigan Business School, Singapore in 2000
- Diploma, National Defence College, The Joint State-Private Sector Course, Class 21, National Defence College in 2008-2009
- Leadership Program, Class 11, Capital Market Academy (CMA) in 2010-2011
- The Programme for Senior Executives on Justice Administration Batch 15, National Justice Academy, Office of Judiciary in 2011-2012
- The 5th Training Course on Administrative Justice for Executives, Institute of Administrative Justice, The Office of the Administrative Courts of Thailand in 2013-Aug. 2014
- Top Executive Program in Energy Literacy for a Sustainable Future, Class 6, Thailand Energy Academy (TEA) in 2015
- Top Executive Program in Industrial development and Investment, Class 2, Institute of Business and Industrial Development (IBID) in 2015
- Academy of Business Creativity (ABC), Class 6, Sripatum University in 2017
- CMA-GMS International Program Class 2017, Third Batch Jul.-Aug. 2017, Capital Market Academy
- Investment Training Course, Ultra Wealth Group, Class 4, Capital Market Academy in Jan.-May. 2018
- Top Executive Program in Commerce and Trade (TepCot), Class 11, Commerce Academy, University of the Thai Chamber of Commerce (UTCC) in Mar.-Sep. 2018
- Advanced Master of Management Program (AMM), Class 2, National Institute of Development Administration (NIDA) in Aug.-Dec. 2018
- Top Executive Program for Creative & Amazing Thai Services, Class 1, The University of the Thai Chamber of Commerce in 2019
- The Story (The Ultimate Leadership Tool), Class 4, Sripatum University in Jan.-Aug. 2020
- Digital Edge Fusion (DEF), Class 5, Sripatum University in Aug.-Nov. 2020

Director Training :
 - Director Accreditation Program (DAP) in 2004,
 Thai Institute of Directors Association (IOD)

Proficiency : Leader, Strategy Management, Organizational Management, Information Communication technology, finance, Accounting, Funds and Securities.

Details of the proposed directors in replacement of those retired by rotation
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Experience	:		
1996-Present		Director	Samart Telcoms Pcl.
2000-Present		Executive Chairman & Chief Executive Officer	Samart Telcoms Pcl.
2016-Present		Chairman of the Risk Management Committee	Samart Telcoms Pcl.
		<u>Position in other listed companies</u>	
1993-Present		Director / Executive Director	Samart Corporation Pcl.
2004-Present		Risk Management Committee Member	Samart Corporation Pcl.
2013-Present		Chairman of the Sustainable Development Committee	Samart Corporation Pcl.
2021-Present		Executive Vice President - Corporate Strategy & New Business Development	Samart Corporation Pcl.
2016-Present		Executive Chairman / Chief Executive Officer of Digital Communications LOB (Formally known as "Digital LOB")	Samart Corporation Pcl.
2000-2021		President	Samart Corporation Pcl.
2014-2020		Acting Chief Operating Officer of Call Center LOB	Samart Corporation Pcl.
2003-Present		Director	Samart Digital Pcl.
2016-Present		Chief Executive Officer / Executive Chairman / Chairman of the Risk Management Committee	Samart Digital Pcl.
2017- Present		Director	Samart Aviation Solutions Plc.
2019- Present		Executive Director / Risk Management Committee Member / Sustainable Development Committee Member	Samart Aviation Solutions Plc.
2013-2021		Director / Chairman of the Risk Management Committee	One to One Contacts Pcl.
2016-2021		Executive Director	One to One Contacts Pcl.
		<u>Position in non-listed companies</u>	
Present		Director	Subsidiaries and Related Companies in Samart Group
Present		Director	Vilailuck International Holding Co., Ltd. and its subsidiaries
Meeting attendance for 2023 :		Board of Directors' meeting	5/5 times
		Executive Board Committee's meeting	10/12* times
		Risk Management Committee's meeting	3/3 times
<i>Remark: * On oversea business trip</i>			
Contribution :			
Participated in consideration of policy, business structure, direction and strategies of Company's business, search and create new business for the Company and its subsidiaries.			

Details of the proposed directors in replacement of those retired by rotation

3) Mr. Jong Diloksombat



Age : 64 years

Title : - Authorized Director
- Executive Director
- President
- Chairman of the Sustainable Development Committee
- Corporate Governance Committee Member
- Risk Management Committee Member

Position proposed : Executive Director

Date of appointment as a Director : January 11, 2012

Term of Directorship in the Company : 11 years 11 months (If being re-elected for another term, he will hold the position for 14 years 11 months.)
(as of December 31, 2023)

Education and Training:

- Master of System Science, University of Louisville, USA.
- Bachelor Degree in Electrical Engineering, Chulalongkorn University
- Certificate of Strategic Planning & Implementation, University of Michigan Business School Singapore in 2000
- Certificate of Executive Development program, Faculty of Commerce and Accountancy, Thammasat University in 2005
- Certificate of Crisis Management Master Class, VMAC Business Group-Premier Provider of Business Intelligence in 2009
- Capital Market Leader Program, The Securities and Exchange Commission (SEC) and Sasin Graduate Institute of Business Administration of Chulalongkorn University in 2014
- The National Defence Course, Class 57, National Defence College of Thailand in 2015
- Top Executive Program in Energy Literacy for a Sustainable Future, Class 14, Thailand Energy Academy (TEA) in 2019

Director Training : - Director Accreditation Program (DAP) in 2004, Thai Institute of Directors Association (IOD)

Proficiency : Strategy Management, Organizational Management, Information Communication technology, Human Resource Management, Engineering and Sustainability

Experience :

2012-Present	Director / Executive Director / President / Corporate Governance Committee Member	Samart Telcoms Pcl.
2013-Present	Chairman of the Sustainable Development Committee	Samart Telcoms Pcl.
2016-Present	Risk Management Committee Member	Samart Telcoms Pcl.
2020-Present	Acting Executive Vice President Network Solutions Business Group	Samart Telcoms Pcl.
<u>Position in other listed companies</u>		
2012-Present	Member in Executive Director	Samart Corporation Pcl.
2012-Present	President of Digital ICT Solution LOB (Formally known as "ICT Solution and Service LOB")	Samart Corporation Pcl.
2013-Present	Sustainable Development Committee Member	Samart Corporation Pcl.
<u>Position in non-listed companies</u>		
Present	Director	Subsidiaries and Related Companies in Samart Group

Details of the proposed directors in replacement of those retired by rotation
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Present	<u>Position in non-listed companies</u> Director	Subsidiaries and Related Companies in Samart Group
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Meeting attendance for 2023 :	Board of Directors' meeting	5/5	times
	Executive Board Committee's meeting	12/12	times
	Corporate Governance Committee's meeting	2/2	times
	Risk Management Committee's meeting	3/3	times
	Sustainable Development Committee's meeting	4/4	times

Contribution :

Participated in consideration of policy, business structure, direction and strategies of Company's business, search and create new business for the Company and its subsidiaries.

Details of the proposed directors in replacement of those retired by rotation
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Shareholding in the Company (SAMTEL) of proposed directors (As of March 14, 2024)

Proposed Directors	Number of shares *	% of total number of voting rights of the Company
1. Mr. Kajornvut Tayanukorn	500,000	0.081
2. Mr. Watchai Vilailuck	1,650,010	0.267
3. Mr. Jong Diloksombat	400,000	0.065

*Remark: * Includes holding by spouse cohabiting couple, and any minor children*

The positions in other listed and non-listed companies

Proposed Directors	Listed Company		Other Companies (non-listed) ^(*)	Other Competitive or Relating Business with SAMTEL
	Number of Companies	Type of Director		
1. Mr. Kajornvut Tayanukorn	-	-	1	none
2. Mr. Watchai Vilailuck	3	1. Samart Corporation Pcl. - Director / Executive Director / Risk Management Committee Member / Chairman of the Sustainable Development Committee / Executive Vice Chairman - Corporate Strategy & New Business Development / Executive Chairman / Chief Executive Officer of Digital Communications LOB (Formally known as "Digital LOB") 2. Samart Digital Pcl. - Director / Chief Executive Officer / Executive Chairman / Chairman of the Risk Management Committee 3. Samart Aviation Solutions Pcl. - Director / Executive Director / Risk Management Committee Member / Sustainable Development Committee Member	44	none
3. Mr. Jong Diloksombat	1	Samart Corporation Pcl. - Member in Executive Director / President of Digital ICT Solution LOB (Formally known as "ICT Solution and Service LOB") / Sustainable Development Committee Member	11	none

Remark: ^() The List of Other Non-Listed Companies are Provided on page 30-31*

Details of the proposed directors in replacement of those retired by rotation
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Information of the directors and executives in other companies (non-listed companies)

1. Mr. Kajornvut Tayanukorn

No.	Other Companies (non-listed)
1	Processing Center Co., Ltd.

2. Mr. Watchai Vilailuck

No.	Other Companies (non-listed)	No.	Other Companies (non-listed)
1	Samart Communication Services Co., Ltd.	24	Thai Base Station Co., Ltd.
2	Samart Comtech Co., Ltd.	25	I-Sport Co., Ltd.
3	Samart Broadband Services Co., Ltd.	26	Entertainment Tree Co., Ltd.
4	Thai Trade Net Co., Ltd.	27	Vilailuck International Holding Co., Ltd.
5	Samarterware Co., Ltd.	28	CSV Asset Co., Ltd.
6	Samart Infonet Co., Ltd.	29	Phuphatara Khao Yai Co., Ltd.
7	Samart eD-Tech Co., Ltd.	30	Le Votel Khaoyai Co., Ltd.
8	Portalnet Co., Ltd.	31	Wilailak Agriculture Industry Co., Ltd.
9	Secureinfo Co., Ltd.	32	Lopburi Industrial Zone Co., Ltd.
10	Samart U-Trans Co., Ltd.	33	Vilailuck Development Co., Ltd.
11	Vision and Security System Co., Ltd.	34	The Musuem Co., Ltd.
12	Samart Engineering Co., Ltd.	35	Vilailuck (Cambodia) Co., Ltd.
13	Samart Reditech Co., Ltd.	36	Phuphatara Co., Ltd.
14	Cambodia Samart Co., Ltd.	37	Phuphatara Chinagmai Co., Ltd.
15	Samart Inter Holding Co., Ltd.	38	RNP Co., Ltd.
16	Samart Green Energy Co., Ltd.	39	Wow Capital Co., Ltd.
17	Kampot Power Plant Co., Ltd.	40	World Portfolio Management Co., Ltd.
18	Cambodia Air Traffic Services Co., Ltd.	41	Limfun Co., Ltd.
19	Samart Mobile Services Co., Ltd.	42	Plus Vibe Co., Ltd.
20	Samart Digital Media Co., Ltd.	43	Rich Zen Food and Beverage Co., Ltd.
21	I-Mobile Plus Co., Ltd.	44	Magic Time Co., Ltd.
22	Zecureasia Co., Ltd.		
23	Lucky Heng Heng Co., Ltd.		

Details of the proposed directors in replacement of those retired by rotation
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3. Mr. Jong Diloksombat

No.	Other Companies (non-listed)	No.	Other Companies (non-listed)
1	Samart Communication Services Co., Ltd.	7	Samart eD Tech Co., Ltd.
2	Samart Comtech Co., Ltd.	8	Portalnet Co., Ltd.
3	Samart Broadband Services Co., Ltd.	9	Net Service (Thailand) Co., Ltd.
4	Thai Trade Net Co., Ltd.	10	Secureinfo Co., Ltd.
5	Samarterware Co., Ltd.	11	Samart Reditech Co., Ltd.
6	Samart Infonet Co., Ltd.		

Qualifications of Independent Director

The Qualifications of the Company's Independent Director

The qualifications of Independent Director of Samart Telcoms Public Company Limited which been set under the Company's Corporate Governance Policy of which **have been defined more restrictive than** the minimum requirement of the Securities Exchange Commission (SEC) as follows:

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;
3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of other director, executive, major shareholder, controlling persons, or persons to be nominated as a director, executive or controlling person of the Company or subsidiaries;
4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis;

5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.

Qualifications of Independent Director

On the appointment of directors who will retire by rotation, there are one independent directors to be considered for re-election, Mr. Kajornvut Tayanukorn. Such directors are complied with SEC's independent directors qualifications and have no relationship with major shareholders and the managements of the Company as follows:

Relationship Characteristics	Proposed Independent Directors
	Mr. Kajornvut Tayanukorn
<p>1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person of the Company, including the shares held by related persons of the independent director;</p> <p>Holding of SAMTEL ordinary shares</p> <ul style="list-style-type: none"> - No. of shares - % of issued shares 	<p>500,000 shares 0.081%</p>
<p>2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;</p>	No
<p>3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of other director, executive, major shareholder, controlling persons, or persons to be nominated as a director, executive or controlling person of the Company or subsidiaries;</p>	No
<p>4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.</p> <p>The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis;</p>	No

Qualifications of Independent Director	
Relationship Characteristics	Proposed Independent Directors
	Mr. Kajornvut Tayanukorn
5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;	No
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	No
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.	No

Details of 2023 actual remuneration of Board of Directors and Committees

Policy of directors' remuneration has been clearly and transparently set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub Committees will be paid appropriately more in accordance with the extra work. The Nominating & Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The Shareholders in the 2023 Annual General Meeting approved remuneration for directors of the Company and Committees' members in 2023 at the amount of not exceeding Bath 6.5 million. Details of actual directors' and committees' remuneration for 2023 are as follows:

Directors	Cash Remuneration (Baht)								Subsidiaries	Grand Total
	Company									
	Meeting Allowance ⁽¹⁾					Performance Bonus	Total Cash Remuneration from the Company			
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Total Meeting Allowance					
1. General Sumpun Boonyanun Chairman / Independent Director Chairman of the Nominating & Compensation Committee	150,000	60,000	-	60,000	270,000	100,000	370,000	-	370,000	
2. Mr. Vichai Pokasamrit Director / Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee	75,000	120,000	40,000	45,000	280,000	80,000	360,000	-	360,000	
3. Miss Rapeepan Luangaramrut Director / Independent Director	75,000	60,000	30,000	45,000	210,000	80,000	290,000	-	290,000	
4. Mr. Sirichai Rasameechan Director / Independent Director	75,000	-	30,000	45,000	150,000	80,000	230,000	-	230,000	
5. Mr. Kajornvut Tayanukorn Director	75,000	-	30,000	-	105,000	80,000	185,000	-	185,000	
6. Mr. Charoenrath Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	-	155,000	
7. Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	-	155,000	
8. Mr. Thananan Vilailuck Director	60,000	-	-	-	60,000	80,000	140,000	-	140,000	
9. Mr. Jong Diloksombat Director	75,000	-	30,000	-	105,000	80,000	185,000	-	185,000	
Total	735,000	240,000	160,000	195,000	1,330,000	740,000	2,070,000	-	2,070,000	

Remark: ⁽¹⁾ Meeting allowance shall not be paid to the Executive Board, Risk Management Committee and Sustainable Committee because all members of such Committees are the executives who have remuneration as the executives already.

The actual payment for remuneration of Directors and Committees' members in 2023 was Baht 2,070,000 which is in the approved budget of Baht 6,500,000.

Type of Remuneration	Amount (Baht)
Meeting allowance	1,330,000
Performance Bonus	740,000
Total	2,070,000

Profile of the proposed auditors for 2024

1) Miss Siriwan Suratepin



Age : 52 years

Certified Public Accountant (Thailand) No. : 4604

Date of Certified Public Accountant (Thailand) : 25 December 1995

Current position : Partner

Company : EY Office Limited

Length of service : November 1992 - present

Education and training:

- Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Thammasat University
- Graduate Diploma in Auditing, Thammasat University
- Graduate Diploma in English for Careers, Thammasat University

Work experience :

- Khun Siriwan has been working with EY for 30 years and has taken the position of Partner at EY for 18 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, manufacturing, distribution, servicing, resources, hospitality, computer and technology industry.
- Khun Siriwan is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of Samart Telcoms Pcl. :

-Yes- (Year 2010-2011, 2014-2015, and 2021-2023)

Shareholding structure in the Company :

-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :

-None-

Contact details

Email : Siriwan.Suratepin@th.ey.com

Phone : 0-2264-9090

Fax : 0-2264-0789-90

Profile of the proposed auditors for 2024

2) Mrs. Sarinda Hirunprasurtwutti



Age : 51 years

Certified Public Accountant (Thailand) No. : 4799

Date of Certified Public Accountant (Thailand) : 1 April 1996

Current position : Partner

Company : EY Office Limited

Length of service : June 1993 - present

Education and training:

- Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Chulalongkorn University

Work experience :

- Khun Sarinda has been working with EY for 30 years and has taken the position of Partner at EY for 10 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in distribution, manufacturing, consumer products, electronic components, distribution, construction and servicing.
- Khun Sarinda is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of Samart Telcoms Pcl. :

-Yes- (Year 2016-2020)

Shareholding structure in the Company :

-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :

-None-

Contact details

Email : Sarinda.Hirunprasurtwutti@th.ey.com

Phone : 0-2264-9090

Fax : 0-2264-0789-90

Profile of the proposed auditors for 2024

3) Mr. Piya Chaipruckmalakarn



Age : 44 years

Certified Public Accountant (Thailand) No. : 7544

Date of Certified Public Accountant (Thailand) : 1 October 2004

Current position : Partner

Company : EY Office Limited

Length of service : April 2001 - present

Education and training:

- Bachelor's Degree in Accounting, Kasetsart University
- Master's Degree in Accounting, Chulalongkorn University

Work experience :

- Khun Piya has been working with EY for 23 years and has taken the position of Partner at EY for 4 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, technology, manufacturing, automotive, distribution, property, construction and servicing industry.
- Khun Piya is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders

Signatory of financial statements of Samart Telcoms Pcl. :

-None-

Shareholding structure in the Company :

-None-

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :

-None-

Contact details

Email : Piya.Chaipruckmalakam@th.ey.com

Phone : 0-2264-9090

Fax : 0-2264-0789-90

Company's Articles of Association relating to the Shareholders Meeting**Shareholder's Meetings**

Article 34 The Board of Directors shall call a shareholders' meeting as an annual general meeting within four months from the last day of the accounting year of the Company.

Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders' meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.

One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this case, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five days from the date the request is received from the shareholders.

In the case that the Board of Directors does not call a shareholders' meeting within forty-five days from the date the request is received from the shareholders, shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call the shareholders meeting within forty-five days from the date the period of forty-five days which the Board of Directors is required to call a shareholders' meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.

In the case that such shareholders meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause 37., the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company.

The Meeting of Shareholders can be held at the Company's headquarters, vicinity provinces or other places indicated by the Board of Directors.

Article 35 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

Article 37 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies. At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 38 The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform exceed fifteen minute his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Company's Articles of Association relating to the Shareholders Meeting

Article 40 The tasks which should be performed in the Annual Ordinary General Meeting include;

- (1) Review Reports of the Board of Directors as proposed to the Meeting to describe the businesses the Company has done
- (2) To consider and approve the Company's balance Sheet
- (3) Consider and disburse profit (if applicable)
- (4) Elect Directors in replacement of the expired Directors
- (5) Appoint Certified Public Accountant and specify remunerations
- (6) Other tasks

Proxy and Voting

Article 36 At shareholder meetings, a shareholder may authorize a person who is sui jur is as his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing and signed by the principal, and it shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies.

Article 39 In a voting, one share is eligible for one vote. The Resolution of the Shareholder's Meeting can be passed by the following integral votes;

- (1) In normal case, the majority of Shareholders attending the Meeting and exercising the vote. If the votes are equally separate, the Chairman of the Meeting can cast additional one vote to obtain the ultimate Resolution.
- (2) In the following cases, minimum three-fourth of all votes from the Shareholders attending the Meeting and exercising the votes
 - a. Selling or transferring all businesses or some significant parts to other individuals
 - b. Acquiring or receiving the businesses transferred from other private entities
 - c. Entering, amending or terminating Contracts to lease all Company's businesses or some significant parts, assigning other parties to operate Company's businesses or merging businesses with other entities with the objectives to share profit and loss
 - d. Amendment of the Memorandum of association or Articles of Association
 - e. Increasing or decreasing Company's capital or issuing debentures
 - f. Merging or terminating the Company

Directors' Qualifications, Election and Rotation of Directors

Article 15 The Company must maintain minimum 5 Directors in the Board; of which, at least half of the Directors must reside in the Kingdom of Thailand and possess the qualifications specified by the applicable laws.

Article 16 In the Shareholders' Meeting, the Board election must follow the procedures;

- 1) One Shareholder is eligible for one vote.
- 2) Each Shareholder must exercise the vote as in (1) to elect an individual or many individuals to assume the Directorship but cannot allocate the votes to anyone to the desired votes
- 3) The individual winning the votes in order will be elected Director in equivalent to the number of Directors required in the election. In case of equal vote for the individuals in the following order in excessive of the required number of Directors in the election, the Chairman of the Meeting will cast additional one vote to obtain the ultimate voting result.

Article 17 At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

A retiring Director is eligible for re-election.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

Company's Articles of Association relating to the Shareholders Meeting

Directors' Remuneration

Article 33 The Directors are entitled to earn remunerations in terms of salaries, rewards, meeting fees, bonuses, special bonuses and other benefits as stipulated in the regulations or considered by the Shareholders' Meeting. The remunerations may be in fixed amount or based on criteria set in each period with perpetual effectiveness until further notice. In addition, the Board of Directors can receive allowances and benefits in accordance with Company's regulations.

The statement in Clause 1 shall not affect the right of a Company's employee elected Board of Director in receiving remunerations or benefits from the Company as a Company's employee.

Dividend Payment

Article 45 No dividend can be disbursed except for profit. If the Company retains accumulated loss, dividend cannot be disbursed. Dividend is disbursed in proportion of number of shares and equally allocated per share.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

Article 46 The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital

OTHERS

Article 43 The Board of Directors shall arrange the balance sheet and the profit and loss statement at the end of the accounting period to be presented to the shareholders at the Annual General Meeting of Shareholders for approval. Such balance sheet and profit and loss statement must be examined by the auditor before presenting to the shareholders meeting.

Article 44 The Board of Directors must furnish the following documents to shareholders, together with the notice summoning the Annual General Meeting:

- (1) A copy of the balance sheet and profit and loss statement examined by the auditor together with the auditor report.
- (2) Annual report of the Board of Directors.

Article 47 The Company's director, staff, employee or a person holding any position in the Company shall not be appointed as the Company's auditor.

Article 49 The auditor has the duty to attend every shareholders' meeting which considers the balance sheet, profit and loss account, and any problem regarding to Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver all the reports and documents which the shareholders are entitled to receive for such meeting to the auditor.

**Proxy Form A
(General Form)**

Duty
Stamp
20 Baht

Place _____
Date _____ Month _____ B.E. _____
(1) I/We _____ Nationality _____ Address _____ Road _____
Sub-district _____ District _____ Province _____ Post code _____

(2) being a shareholder of Samart Telcoms Public Company Limited
holding _____ shares with _____ voting right as follows:
_____ ordinary shares with _____ voting right
_____ preference shares with _____ voting right

(3) hereby appoint
1. _____ Age _____ years
Residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Country _____ Postal code _____

Please mark
a sign in front
of only one
proxy's name

- or 2. General Sumpun Boonyanun Independent Director / Chairman Age 80 years
63/64, Senanivej Village, Soi Senanikom 1, Ladprao, Bangkok 10230
- or 3. Mr. Vichai Pokasamrit Independent Director / Chairman of the Audit Committee Age 74 years
190-192 Navatane Village, Serithai Road, Kannayao District, Bangkok 10230
- or 4. Miss Rapeepan Luangaramrut Independent Director / Audit Committee Member Age 67 years
110/4, Soi Vibhavadi-Rangsit 44, Vibhavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900
- or 5. Mr. Sirichai Rasameechan Independent Director Age 73 years
22, Soi Napalai 7, Sukhumvit (70/3) Road, Bangna, Bangkok 10260
- or 6. Mr. Kajornvut Tayanukorn Independent Director Age 68 years
68/122, Soi Thawi Watthana 9, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170

Just only one as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders
on Thursday 25th April 2024 at 01.30 p.m. at Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4,
Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120. or at any adjournment thereof.

Any acts performed by the proxy holder in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Appointer
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Note: A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes

Proxy Form B
(Voting is clearly and definitely specified)

Duty Stamp 20 Baht

Place _____
Date _____ Month _____ B.E. _____

(1) I/We _____ Nationality _____ Address _____ Road _____
Sub-district _____ District _____ Province _____ Post code _____

(2) being a shareholder of Samart Telcoms Public Company Limited
holding _____ shares with _____ voting right as follows:
_____ ordinary shares with _____ voting right
_____ preference shares with _____ voting right

(3) hereby appoint

1. _____ Age _____ years
Residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Country _____ Postal code _____

Please mark a sign in front of only one proxy's name

- or 2. General Sumpun Boonyanun Independent Director / Chairman Age 80 years
63/64, Senanivej Village, Soi Senanikom 1, Ladprao, Bangkok 10230
- or 3. Mr. Vichai Pokasamrit Independent Director / Chairman of the Audit Committee Age 74 years
190-192 Navatane Village, Serithai Road, Kannayao District, Bangkok 10230
- or 4. Miss Rapeepan Luangaramrut Independent Director / Audit Committee Member Age 67 years
110/4, Soi Vibhavadi-Rangsit 44, Vibhavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900
- or 5. Mr. Sirichai Rasameechan Independent Director Age 73 years
22, Soi Napalai 7, Sukhumvit (70/3) Road, Bangna, Bangkok 10260
- or 6. Mr. Kajornvut Tayanukorn Independent Director Age 68 years
68/122, Soi Thawi Watthana 9, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170

Just only one as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders
on Thursday 25th April 2024 at 01.30 p.m. at Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4,
Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120. or at any adjournment thereof.

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

Agenda 1 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
 (b) The proxy has to vote as my/our desire as follows:
 Approve Disapprove Abstain

Agenda 2 To acknowledge the Company's operating results and Annual Report for the year 2023.

This agenda is for acknowledgement, therefore there is no vote casting.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2023.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
 (b) The proxy has to vote as my/our desire as follows:
 Approve Disapprove Abstain

Agenda 4 To consider and approve the appropriation of legal reserve and dividend payment for 2023.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
 - Approve Disapprove Abstain

Agenda 5 To consider and approve the appointment of Company's directors to replace of those who will retire by rotation.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
 - Approve the election of all proposed directors
 - Approve Disapprove Abstain
 - Approve with the appointment of the Board of Directors by individual basis
 - 1) Mr. Kajornvut Tayanukorn
 - Approve Disapprove Abstain
 - 2) Mr. Watchai Vilailuck
 - Approve Disapprove Abstain
 - 3) Mr. Jong Diloksombat
 - Approve Disapprove Abstain

Agenda 6 To consider and approve the remuneration of the Board of Directors and the Committees' members for 2024.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
 - Approve Disapprove Abstain

Agenda 7 To consider and approve the appointment of Company's auditor and fix their remuneration for 2024.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
 - Approve Disapprove Abstain

Agenda 8 To consider and approve the amendment of Articles of Association.

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
 - Approve Disapprove Abstain

Agenda 9 Other Matters (If any).

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows
 - Approve
 - Disapprove
 - Abstain

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed _____ Appointer
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

- Notes:
1. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes
 2. On the election of Directors, shareholder may either elect the nominated directors as a whole or by individual.
 3. Additional agenda from the above, the Continuation of Proxy Form B is allowed.

Continuation of Proxy Form B

The proxy as the shareholder of Samart Telcoms Public Company Limited
In **the 2024 Annual General Meeting of Shareholders** on **Thursday 25th April 2024** at **01.30** p.m. at **Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120.** or at any adjournment thereof.

Agenda _____ Subject _____

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve Disapprove Abstain

Agenda _____ Subject _____

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve Disapprove Abstain

Agenda _____ Subject _____

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve Disapprove Abstain

Agenda _____ Subject _____

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve Disapprove Abstain

Agenda _____ Subject The appointment of Company's directors (Addition)

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Candidate's Name _____

Approve Disapprove Abstain

Details of the independent directors who may be appointed as proxy in the 2024 Annual General Meeting of Shareholders					
Name of Directors	Position	Age	Address	Major Vested Interest in the Agenda considered	Shareholding in Company (as of March 14, 2024)
1. General Sumpun Boonyanun 	<ul style="list-style-type: none"> - Independent Director - Chairman - Chairman of the Nominating & Compensation Committee - Audit Committee Member 	80	63/64, Senanivej Village, Soi Senanikom 1, Ladprao, Bangkok 10230	-	100,000 shares 0.016%
2. Mr. Vichai Pokasamrit 	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee - Chairman of the Corporate Governance Committee - Nominating & Compensation Committee Member 	74	190-192 Navatane Village, Serithai Road, Kannayao District, Bangkok 10230	-	100,000 shares 0.016%
3. Miss Rapeepan Luangaramrut 	<ul style="list-style-type: none"> - Independent Director - Audit Committee Member - Corporate Governance Committee Member - Nominating & Compensation Committee Member 	67	110/4, Soi Vibhavadi-Rangsit 44, Vibhavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900	-	-
4. Mr. Sirichai Rasameechan 	<ul style="list-style-type: none"> - Independent Director - Corporate Governance Committee Member - Nominating & Compensation Committee Member 	73	22 Soi Naphalai 7, Sukhumvit Road (70/3), Bang Na, Bangkok 10260	-	150,000 shares 0.024%
5. Mr. Kajornvut Tayanukorn 	<ul style="list-style-type: none"> - Independent Director - Corporate Governance Committee Member 	68	68/122, Soi Thawi Watthana 9, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170	Agenda 5	500,000 shares 0.081%

Process of Registration, Documents required for attending the meeting, Proxy and Voting

1. Registration

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 12.30 p.m. on Thursday 25th April 2024 at 01.30 p.m. at Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120. The required documents for attending the meeting comply with general practice and laws, Company's Articles of Association and do not discriminate or be a burden to shareholders. The route map of the venue shown in Enclosure 11.

2. Documents Required for Attending the Meeting

1) Individual Shareholders

- 1.1 Attendance in person:
- Identification card/Government official identification card
 - Passport (in case of foreigner)
- 1.2 Proxy:
- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
 - Certified copies of identification cards/government official identification cards or passports (in case of foreigner) of the appointer and the proxy.

2) Juristic Person

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy holder.

3) For Foreign Investor Appointing Custodian in Thailand

- All evidences of Custodian similar to those of the Juristic Person, the Custodian can select only one of three Proxy Forms (A or B) or Alternative form C of Proxy could be download from the Company's website, www.samtel.com;
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case of foreign documentation, English translation is required for the Non-English with certification of correctness of the translation by the Shareholder, for individual, or the authorized representative(s) of the Shareholder, for Juristic Person.

3. Proxy

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Process of Registration, Documents required for attending the meeting, Proxy and Voting
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Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Details of the independent directors are as Enclosure 8.) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy and send to Company Secretary Division Samart Telcoms Public Company Limited No. 99/15 Moo 4, Software Park, 21st Fl., Chaengwattana Road, Klong Gluar, Pak-kred, Nonthaburi 11120.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

4. Voting

Voting Procedures

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

Resolution of the Meeting

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.



Smart Telcoms PCL

Stamp Duty
3 Baht

To:

Smart Telcoms Public Company Limited
Corporate Secretary Division
99/15 Moo 4, Software Park, 21st Fl.,
Chaengwattana Road, Klong Gluar,
Pak-kred, Nonthaburi 11120

Fold

**Requisition Form for the Annual Registration Statement / Annual Report 2023
(Form 56-1 One Report)**

Dear Shareholders,

Samart Telcoms Public Company Limited would like to inform you that if you would like to receive the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) in hard copy, please fill in the blank form and send back to the Company by facsimile : 02-583-8698 or by mail. The Company will send the Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) to you as requested

Shareholder Name

Address

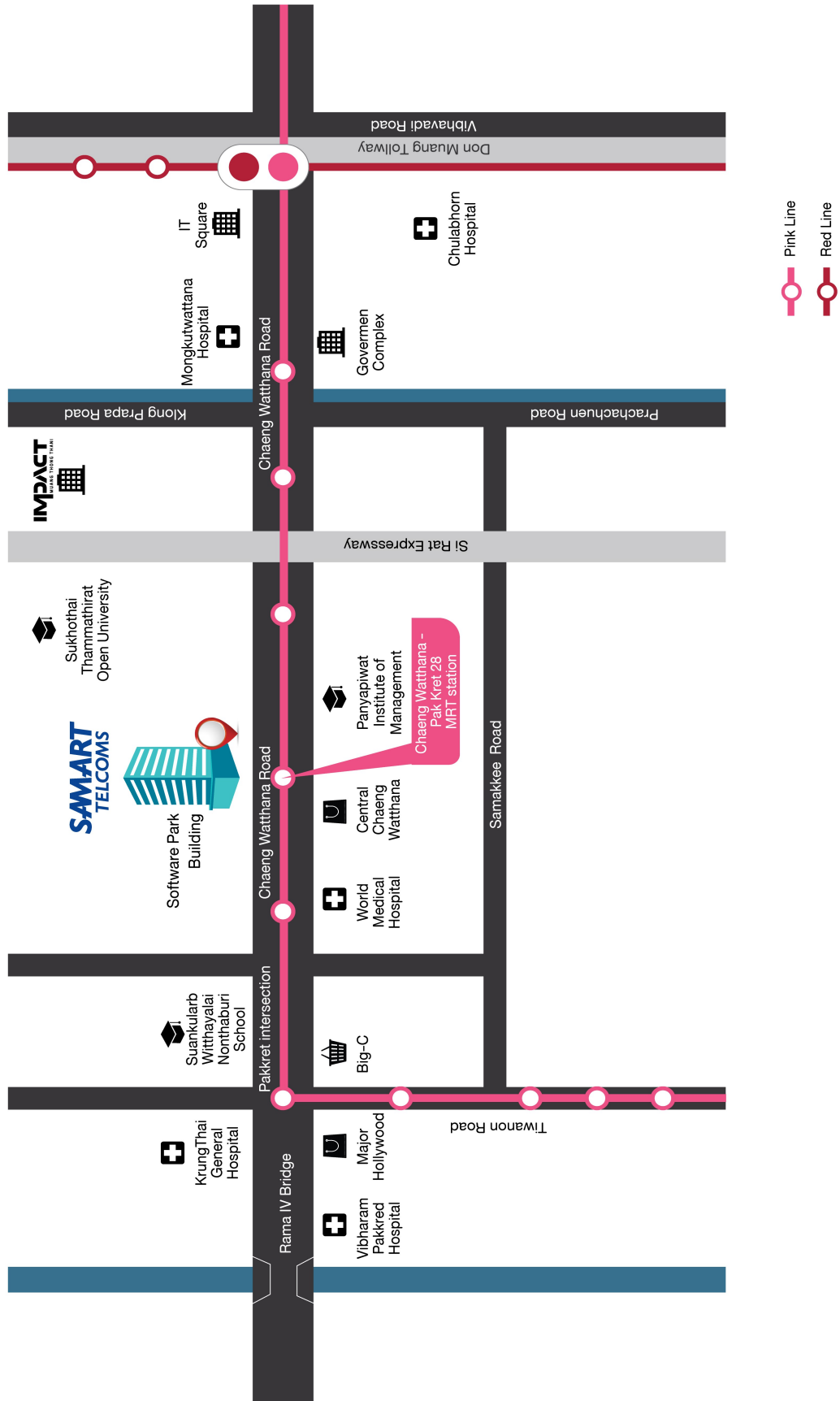
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Telephone



Samart Telcoms PCL





SAMART TELCOMS PUBLIC COMPANY LIMITED

99/7 Moo 4, 29th Software Park, Chaengwattana Rd.,
Klong Gluar, Pak-Kred, Nonthaburi 11120 Thailand
Tel. +66 2502 6000



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