

(Translation)

STC-CS-2566-13

February 23, 2023

Subject : Schedule of 2023 Annual General Meeting of Shareholders and Dividend Payment  
To : The President  
The Stock Exchange of Thailand

Samart Telcoms Public Company Limited (“the Company”) would like to report the resolution of the Board of Directors’ Meeting No. 1/2023 held on February 23, 2023 as follows:

1. The Company will hold the 2023 Annual General Meeting of Shareholder on Thursday of April 20, 2023 at 1.00 pm. The meeting will be held at Meeting Room 16th Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road., Klong Kluea, Pak Kret, Nonthaburi 11120 with the following agenda:

**1) To consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders.**

The Board’s Opinion The Board of Directors considered and agreed that the minute is correct and the shareholders should certify such minute.

**2) To acknowledge the Company’s operating results and Annual Report for the year 2022.**

The Board’s Opinion The Board of Directors considered and agreed that the Shareholders should acknowledge the Company’s operating results and Annual Report for the year 2022.

**3) To consider and approve the Company’s financial statement for the year ended December 31, 2022.**

The Board’s Opinion The Board of Directors considered and agreed that the Shareholders should approve the Company’s financial statements for the year ended December 31, 2022, which have been audited by the auditor and reviewed by the Audit Committee.

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

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 2022 at Baht 0.21 per share. The interim dividend at Baht 0.06 per share was paid to shareholders on September 9, 2022, the remaining 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. However, The right to receive dividend payment is uncertain until it is approved by the 2023 Annual General Meeting of Shareholders.

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

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. Therefore, the shareholders should consider and approve the re-appointment of directors as follows:

- Re-appoint Mr. Vichai Pokasamrit as the Independent Director and Chairman of the Audit Committee; and
- Re-appoint General Sumpun Boonyanun and Miss Rapeepan Luangaramrut as the Independent Director and Audit Committee member.

**6) To consider and approve the remuneration of the Board of Directors and the Committees' members for 2023.**

The Board's Opinion

The Board of Directors to be in line with the Nominating & Compensation Committee has agreed that the shareholders should approve the remuneration for the Board of Directors and the Committees' members for 2023 of which comprise meeting allowance and annual performance bonus without other benefits to be the same as previous years at the amount of not exceed Baht 6.5 million. Details of meeting allowance are as follows:

1. Board of Directors
  - Chairman Baht 30,000 per meeting
  - Director Baht 15,000 per meeting
2. Audit Committee
  - Chairman Baht 30,000 per meeting
  - Director Baht 15,000 per meeting
3. Corporate Governance Committee
  - Chairman Baht 20,000 per meeting
  - Director Baht 15,000 per meeting
4. Nominating & Compensation Committee
  - Chairman Baht 20,000 per meeting
  - Director Baht 15,000 per meeting

Meeting allowance shall not be paid to the Executive Committee, Risk Management Committee and Sustainable Development Committee because all members of such Committees are the executives who already have remuneration as the Company's executives.

**7) To consider and approve the appointment of Company's auditor and fix their remuneration for 2023.**

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 from EY Office Limited to be the Company's auditor for 2023. The auditors for consideration will comprise of

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|-----------------|-------------------|----------------------|
| 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 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 Shareholders should approve the audit fee for 2023 at the same amount as previous year of Baht 2,940,000, 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. Remuneration excludes any miscellaneous expenses such as traveling and photo copy expenses etc. Moreover, If business activities of the Company increase significantly in the year, the audit fee may be reviewed.

**8) Other Matters (If any)**

2. To set a name list of the shareholders eligible to attend the 2023 AGM and eligible to receive dividend payments on 14 March 2023 (Record Date) as the right to receive dividend has not been finalized yet based on the approval from the 2023 AGM.

3. To authorize Chief Executive Officer and/or President, as a designated person to change date, time, and venue of the 2023 AGM and/or meeting arrangement as it may see fit.

In addition, the Company allowed the Company's shareholders to propose matter(s) to the Board of Directors for consideration as agenda of the shareholders' meeting. Allowing period was from September 30, 2022 to January 31, 2023. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2023.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr.Jong Diloksombat)  
President