

(Translation)

STC-CS-2564-43

April 27, 2021

Subject : The resolutions of the 2021 Annual General Meeting of Shareholders
To : The President
The Stock Exchange of Thailand

Smart Telcoms Public Company Limited (the “**Company**”) would like to report the resolutions of the 2021 Annual General Meeting of Shareholders held on April 27, 2021 at Meeting Room, 16th Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi. There were a total of 47 shareholders and proxy holders who attended the meeting, comprising 16 shareholders attended the meeting in person and 31 shareholders attend in proxy, representing a total of 507,068,201 shares equivalent or equal to 82.05% of total paid up shares of the Company. The Meeting has resolved as follows:

1. Certified the Minutes of the 2020 Annual General Meeting of Shareholders. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, certified this agenda as follows:

Total 47 shareholders representing 507,068,201 shares

Approved	507,068,201	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

2. Acknowledged the Company’s operating results and the Annual Report for the year 2020.

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

3. Approved the Company’s finance statements for the year ended December 31, 2020. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

Remark In this agenda, there was 1 additional shareholder attended the Meeting that represented 18,300 shares.

4. Approved the no dividend payment for the year 2020 due to net loss occurring in the Company’s overall operating results for the year 2020. No statutory reserve is required since the reserve has already reached 10% of the registered capital as required by related laws. The Meeting, by majority votes of shareholders who attend the meeting and casting votes, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

5. Approved the election of the 3 directors who retired by rotation, namely Mr. Kajornvut Tayanukom, Mr. Watchai Vilailuck and Mr. Jong Diloksombat to be the Company's directors re-elected. The Meeting, by majority voted of shareholders attending the meeting and casting votes, approved this agenda as follows:

1. Mr. Kajornvut Tayanukom Non-Executive Director

Total 48 shareholders representing 507,086,501 shares

Approved	506,566,601	Votes	equal to	99.8975%
Disapproved	19,900	Votes	equal to	0.0039%
Abstained	500,000	Votes	equal to	0.0986%
Invalid ballots	-	Votes	equal to	-

(Mr. Kajornvut Tayanukom who has conflict of interest abstained voting.)

2. Mr. Watchai Vilailuck Executive Director

Total 48 shareholders representing 507,086,501 shares

Approved	505,436,491	Votes	equal to	99.6746%
Disapproved	-	Votes	equal to	-
Abstained	1,650,010	Votes	equal to	0.3254%
Invalid ballots	-	Votes	equal to	-

(Mr. Watchai Vilailuck who has conflict of interest abstained voting.)

3. Mr. Jong Diloksombat Executive Director

Total 48 shareholders representing 507,086,501 shares

Approved	507,066,601	Votes	equal to	99.9961%
Disapproved	19,900	Votes	equal to	0.0039%
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

6. Approved the remuneration for the Board of Directors and the Committees' members for 2021 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. 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 and the Risk Management Committee since all members are the Company's executives.

The Meeting, by not less than two-thirds of votes of shareholders attending the meeting and casting votes, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	501,681,891	Votes	equal to	98.9342%
Disapproved	-	Votes	equal to	-
Abstained	5,404,610	Votes	equal to	1.0658%
Invalid ballots	-	Votes	equal to	-

(The 7 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, and Mr.Thananan Vilailuck abstained voting.)

7. Approved the appointment auditors from EY Office Limited as the Company's auditor for 2021 and approved their remuneration of Baht 2,800,000 per annum (excluding any miscellaneous expenses such as travelling 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 Company's auditors any one of the following 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. Miss Kamontip Lertwitworatep CPA No. 4377

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 votes for this agenda were the following:

The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

8. Approved the issuance and offering of the warrants No. 1 (the "Warrant" or "SAMTEL-W1") of not exceeding 103,000,000 units (or 16.67 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2021 held on February 23, 2021) to be allocated to the existing shareholders of the Company in the Right Offering without charge (offering price of THB 0 per unit) in a ratio of 6 ordinary shares to 1 unit of warrants No. 1 (SAMTEL-W1) (fractions of which will be rounded down), with a term of warrant not more than 3 years from the issuance date, having an exercise ration of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 12 per share (except for the adjustment of the rights). In this regard, the Company set the date for determining the list of shareholders who are entitled to the allocation of SAMTEL-W1 on May 7, 2021 (Record Date). And, approval on authorizing the Company's Board of Directors and/or the Executive Committee and/or the Executive Chairman and/or the President and/or the persons designated by the Board of Directors or the Executive Committee or the Executive Chairman or the President to have the power to take any actions and amend any criteria, conditions, and other details to the issuance and offering of the warrant No. 1 (SAMTEL-W1) in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date of warrant No. 1 (SAMTEL-W1), including other necessary and appropriate action related to the issuance and offering of the warrant No. 1 (SAMTEL-W1) in all

respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and offering of warrant No. 1 (SAMTEL-W1). Also, listing of the warrant No. 1 (SAMTEL-W1) on the Stock Exchange of Thailand (“SET”), to seek approval from the relevant authorities, and to appoint and authorize other persons to be substitute attorneys-in-fact.

The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

9. Approved the decrease of the Company's registered capital of THB 120,000,000.00 from the existing registered capital THB 738,000,000.00 to the registered capital of THB 618,000,000.00 by cancelling the unissued registered shares of the Company, which is the ordinary shares in the amount of 120,000,000 shares with a par value of THB 1.00 which is the remaining shares from the allocation to be offered to the private placement.

The Meeting, by the vote of not less than three-fourth of the total number of votes of shareholders who attended the meeting and were entitled to vote, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

10. Approved the amendment of the Company's Memorandum of Association No. 4 regarding the Company's registered capital to be consistent with the decrease of the Company's registered capital as follows:

No 4. Registered capital THB 618,000,000.00 (Six Hundred and Eighteen Million Baht)
 Divided into 618,000,000 shares (Six Hundred and Eighteen Million shares)
 Par value per share THB 1.00 (One Baht)

Categorized into
 Ordinary shares 618,000,000 shares (Six Hundred and Eighteen Million shares)
 Preferred shares - shares (-shares)

The Meeting, by the vote of not less than three-fourth of the total number of votes of shareholders who attended the meeting and were entitled to vote, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

11. Approved the increase of the Company's registered capital of THB 103,000,000.00 from the existing registered capital THB 618,000,000.00 to the registered capital of THB 721,000,000.00 by issuing not exceeding 103,000,000 newly issued ordinary shares with a par value of THB 1.00 to be reserved for the exercise of the warrants to purchase the Company's ordinary shares No. 1 (SAMTEL-W1) to the Right Offering.

The Meeting, by the vote of not less than three-fourth of the total number of votes of shareholders who attended the meeting and were entitled to vote, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

12. Approved the amendment of the Company's Memorandum of Association No. 4 regarding the Company's registered Capital to be consistent with the increase of the Company's registered capital as follows:

No 4. Registered capital THB 721,000,000.00 (Seven Hundred and Twenty-one Million Baht)
 Divided into 721,000,000 shares (Seven Hundred and Twenty-one Million shares)
 Par value per share THB 1.00 (One Baht)

Categorized into
 Ordinary shares 721,000,000 shares (Seven Hundred and Twenty-one Million shares)
 Preferred shares - shares (-shares)

The Meeting, by the vote of not less than three-fourth of the total number of votes of shareholders who attended the meeting and were entitled to vote, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

13. Approved the allocation of the Company's newly issued ordinary shares of not exceeding 103,000,000 shares with par value of THB 1.00 to be reserved for the exercise of the warrant No.1 (SAMTEL-W1) (or 16.67 percent of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 1/2021 held on February 23, 2021) to be issued and offered to the existing shareholders of the Company in the Right Offering without charge (offering price of THB 0 per unit) in a ratio of 6 ordinary shares to 1 unit of warrants No.1 (SAMTEL-W1) (fractions of which will be rounded down), with a term of warrant not more than 3 years from the issuance date, having an exercise ration of 1 unit of warrant to 1 newly issued ordinary share at an exercise price of THB 12 per share (except if there is an adjustment of the rights).

The Meeting, by majority votes of shareholders attending the meeting and casting votes, approved this agenda as follows:

Total 48 shareholders representing 507,086,501 shares

Approved	507,086,501	Votes	equal to	100%
Disapproved	-	Votes	equal to	-
Abstained	-	Votes	equal to	-
Invalid ballots	-	Votes	equal to	-

14. No other matter was raised in the meeting.

Please be informed accordingly.

Yours faithfully

-Signature-

(Mr. Watchai Vilailuck)

Executive Chairman / Chief Executive Officer