

November 29, 2024

Subject : Notice Convening the No.1/2024 Extraordinary General Meeting of Shareholders
To : Shareholders of Samart Telcoms Public Company Limited
Enclosure : 1. Copy of Minutes of the 2024 Annual General Meeting of Shareholders;
2. Summary of Warrants to Purchase Ordinary Shares of Samart Telcoms Public Company Limited No.2 (SAMTEL-W2) Issued and Offered by Rights Offering, and Effects on the Shareholders ;
3. Capital Increase Reporting Form (Form F 53-4);
4. Company's Articles of Association relating to the Shareholders Meeting;
5. Proxy Form;
6. Details of the independent directors who may be appointed as proxy in the No.1/2024 Extraordinary General Meeting of Shareholders;
7. Process of Registration, Documents required for attending the meeting, Proxy and Voting;
8. Venue map.

Notice is hereby given that the Board of Directors of Samart Telcoms Pcl. has resolved to convene the No.1/2024 Extraordinary General Meeting of Shareholders **at 02.00 p.m. on Monday 23rd December 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 2024 Annual General Meeting of Shareholders.

Rationale

The Minutes of the 2024 Annual General Meeting of Shareholders which held on April 25, 2024 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 No.1/2024 Extraordinary General Meeting of Shareholders on the Company's website from November 29, 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 consider and approve the issuance and offering of the warrant to purchase the ordinary shares of Samart Telcoms Public Company Limited No.2 (the "Warrant" or "SAMTEL-W2") to the existing shareholders of the Company by pro rata to their respective shareholdings (Rights Offering).

Rationale

The Company intends to issue and offer the warrants to purchase the ordinary shares of the Company No.2 (SAMTEL-W2) to the existing shareholders of the Company by pro rata to their respective shareholdings (Rights Offering) to use the proceeds from the exercise of the Warrants No.2 to prepare and strengthen the Company's financial strength, to provide the Company with financial flexibility to carry out future projects including investing in the energy business, travel business and basic infrastructure both domestic and international, and to reserve money for the Company's working capital when the Warrants No.2 are exercised to purchase the Company's ordinary shares under the SAMTEL-W2. However, if the Company receives less money from the capital increase than expected, the plan to use the funds received from the capital increase may change from the foregoing.

The Board's Opinion

The Board of Directors considered and agreed that the shareholders should consider and approve the issuance and offering of the warrants No.2 (the "Warrant" or "SAMTEL-W2") of not exceeding 103,000,011 units (or 16.67 percent of the Company's total paid-up shares as of the date of the Board of Directors' Meeting No.5/2024 held on November 12, 2024) 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.2 (SAMTEL-W2) (fractions of which will be rounded down), with a term of warrant not more than 2 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 8.00 per share (except for the adjustment of the rights). The details of the warrant SAMTEL-W2 are shown in the Summary of Warrants to Purchase Ordinary Shares of Samart Telcoms Public Company Limited No.2 (SAMTEL-W2) Issued and Offered by Rights Offering, and Effects on the Shareholders (Enclosure 2).

In this regard, the Company set the date for determining the list of shareholders who are entitled to the allocation of SAMTEL-W2 on January 6, 2025 (Record Date). However, the granting of the aforesaid rights is uncertain because the issuance and offering of the warrant is depend on the shareholders' meeting approval.

In addition, the Board of Directors has considered and approved to authorize 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.2 (SAMTEL-W2) 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.2 (SAMTEL-W2), including other necessary and appropriate action related to the issuance and offering of the warrant No.2 (SAMTEL-W2) in all respects, including, without limitation to, contact, prepare or deliver documents necessary or related to the issuance and offering of warrant No.2 (SAMTEL-W2). Also, listing of the warrant No.2 (SAMTEL-W2) 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.

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.

3. To consider and approve the decrease of the Company's registered capital by cancelling the Company's unissued registered shares.

Rationale

In order to comply with the Public Limited Companies Act, B.E. 2535 (1992) (including the amendments), the Company has to reduce the registered capital by cancelling the unissued registered shares before the capital increase by another amount. The Company is therefore required to reduce the Company's registered capital of THB 102,999,929.00 from the existing registered capital of THB 721,000,000.00 to the registered capital of THB 618,000,071.00 by cancelling the unissued registered shares of the Company, which is the ordinary shares in the amount of 102,999,929 shares with a par value of THB 1.00, which are shares remaining from the allocation for offering the warrant to purchase newly issued ordinary shares of the Company (SAMTEL-W1) which already expired.

The Board's Opinion

The Board of Directors considered and agreed that the shareholders should consider and approve the decrease of the Company's registered capital of THB 102,999,929.00 from the existing registered capital THB 721,000,000.00 to the registered capital of THB 618,000,071.00 by cancelling the unissued registered shares of the Company, which is the ordinary shares in the amount of 102,999,929 shares with a par value of THB 1.00, which are shares remaining from the allocation for offering the warrant to purchase newly issued ordinary shares of the Company (SAMTEL-W1) which already expired according to the above details in all respects.

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.

4. To consider and approve 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.

Rationale

In order to comply with the law, the Company is required to amend 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 618,000,071.00 (Six Hundred and Eighteen Million and seventy-one Baht)
	Divided into	618,000,071 shares (Six Hundred and Eighteen Million and seventy-one shares)
	Par value per share	THB 1.00 (One Baht)
	Categorized into	
	Ordinary shares	618,000,071 shares (Six Hundred and Eighteen Million and seventy-one shares)
	Preferred shares	- shares (-shares)

In addition, the Board of Directors considered and approved to authorize the Company's Executive Chairman or President, or the persons designated by Executive Chairman or President to have the power to determine the conditions and details of the relevant procedures regarding such decrease of the capital and amendment of the Company's Memorandum of Association; as well as correcting words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the decrease of registered capital of the Company to the Department of Business Development, Ministry of Commerce

The Board's Opinion

The Board of Directors considered and agreed that the shareholders should consider and approve 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 and the related delegations of authority, according to the above details in all respects.

Voting

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

5. To consider and approve the increase of the Company's registered capital.

Rationale

The Company intends to increase the Company's registered capital of THB 103,000,011.00 from the existing registered capital of THB 618,000,071.00 to the registered capital of THB 721,000,082.00 by issuing not exceeding 103,000,011 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.2 (SAMTEL-W2) to be issued and offered to the existing shareholders of the Company by pro rata to their respective shareholdings (Right Offering), details of the capital increase are showed in the Capital Increase Reporting Form (F 53-4) (Enclosure 3)

The Board's Opinion

The Board of Directors considered and agreed that the shareholders should consider and approve the increase of the Company's registered capital of THB 103,000,011.00 from the existing registered capital THB 618,000,071.00 to the registered capital of THB 721,000,082.00 by issuing not exceeding 103,000,011 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.2 (SAMTEL-W2) to the Right Offering according to the above details in all respects.

Voting

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

6. To consider and approve 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.

Rationale

In order to comply with the law, the Company is required to amend 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 721,000,082.00 (Seven Hundred and Twenty-one Million and eighty-two Baht)
	Divided into	721,000,082 shares (Seven Hundred and Twenty-one Million and eighty-two shares)
	Par value per share	THB 1.00 (One Baht)
	Categorized into	
	Ordinary shares	721,000,082 shares (Seven Hundred and Twenty-one Million and eighty-two shares)
	Preferred shares	- shares (-shares)

In addition, the Board of Directors considered and approved to authorize the Company's Executive Chairman or President, or the persons designated by Executive Chairman or President to have a power to determine the conditions and details of the relevant procedures regarding such increase of the capital and amendment of the Company's Memorandum of Association; as well as correcting words or phrases of the minutes of the shareholders' meeting, Memorandum of Association, and/or any application, and/or any proceeding to comply with the Registrar's instruction in order to file for registration of the increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, including the process of registering the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand, as well as the submission of relevant documents and evidence to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Ministry of Commerce, or other relevant authorities.

The Board's Opinion

The Board of Directors considered and agreed that the shareholders should consider and approve 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 and the related delegations of authority, capital according to the above details in all respects.

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.

- 7. To consider and approve the allocation of the Company's newly issued ordinary shares to be reserved for the exercise of the warrant to purchase the ordinary shares of the Company No.2 (SAMTEL-W2) to the existing shareholders of the Company by pro rata to their respective shareholdings (Rights Offering).**

Rationale

As the Company intends to increase the Company's registered capital according to the details specified in Agenda 5, in order to comply with the law, the shareholders' meeting is required to consider and approve the allocation of the Company's newly issued ordinary shares.

The Board's Opinion

The Board of Directors considered and agreed that the shareholders should consider and approve the allocation of the Company's newly issued ordinary shares of not exceeding 103,000,011 shares with par value of THB 1.00 to be reserved for the exercise of the warrant No.2 (SAMTEL-W2) (or 16.67 percent of the Company's total paid-up shares as of the date of the Board of Directors' Meeting No.5/2024 held on November 12, 2024) to accommodate the exercise of the warrant to purchase the ordinary shares of the Company No. 2 (SAMTEL-W2) 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.2 (SAMTEL-W2) (fractions of which will be rounded down), with a term of warrant not more than 2 year 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 8.00 per share (except for the adjustment of the rights).

Moreover, the newly issued ordinary share to be accommodated the exercise of the warrant to purchase the ordinary shares of the Company No. 2 (SAMTEL-W2) in the amount of 103,000,011 shares are equivalent to 16.67 percent of the Company's total paid-up shares which are not exceeded 50 percent of the Company's total paid-up shares as of the Board of Directors meeting no. 5/2024 on November 12, 2024. The details of the issuance and allocation of the Company's newly issued ordinary shares are showed in the Capital Increase Reporting Form (F 53-4) (Enclosure 3)

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. Other Matters (If any).

All Shareholders are cordially invited to attend the No.1/2024 Extraordinary General Meeting of Shareholder at the date, time and venue as stated above. Registration will open at 01.00 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 5. In addition, shareholders may appoint an Independent Director detailed in Enclosure 6. As proxy to attend and vote at the meeting. Please see procedures on appointment of a proxy in Enclosure 7.

The Company has fixed the record date on November 27, 2024 for the eligible shareholders for attending the meeting.

Since matters specified under agenda 2 and agenda 5-7 presented to the No.1/2024 Extraordinary General Meeting of Shareholders are matters concerning the issuance and allocation of the Company's Warrants, therefore, to consider and to approve such matters shall be deemed conditional upon one another. Therefore, if one matter is not approved by the No.1/2024 Extraordinary General Meeting of Shareholders, it shall be deemed that other matters which have been formerly approved would be cancelled and no other matters would be proposed for consideration any further. In the above said case it shall be deemed that the issuance and allocation of the Company's Warrants are disapproved by the No.1/2024 Extraordinary General Meeting of Shareholders.

By resolution of the Board of Directors,



(Mr. Jong Diloksombat)
President