

(Translation)

STC-CS-2567-17

February 22, 2024

Subject : Schedule of 2024 Annual General Meeting of Shareholders, Dividend Payment and Amendment of the Articles of Association

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. 1/2024 held on February 22, 2024 as follows:

1. The Company will hold the 2024 Annual General Meeting of Shareholder on Thursday of April 25, 2024 at 1.30 p.m. The meeting will be held at Meeting Room 16<sup>th</sup> Fl., Software Park Building, 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 with the following agenda:

**1) To consider and approve the Minutes of the 2023 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 2023.**

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 2023.

**3) To consider and approve the Company’s financial statement for the year ended December 31, 2023.**

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, 2023, 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 2023.**

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 interim dividend at Baht 0.04 per share was paid to shareholders on September 8, 2023, the remaining of Baht 0.02 per share to the eligible shareholders for dividend payment on March 14, 2024 (Record date) 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.

**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 approve the re-appointment 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

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

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 2024 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 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 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 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 2024 of 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. The mentioned remuneration does not include other miscellaneous expenses incurred by the auditor, such as photocopying expenses, travel expenses, etc., as actually paid. Moreover, if the Company's business activities significantly increase, the audit fee may need to be reviewed.

**8) To consider and approve the amendment of 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 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 data-bbox="391 247 492 275"><u>Article 34</u></p> <p data-bbox="391 296 889 415">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 data-bbox="391 453 889 636">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 data-bbox="391 674 889 1045">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 data-bbox="391 1083 889 1549">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 data-bbox="391 1587 889 1864">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 data-bbox="906 247 1006 275"><u>Article 34</u></p> <p data-bbox="906 296 1404 415">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 data-bbox="906 453 1404 636">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 data-bbox="906 674 1404 1045">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 data-bbox="906 1083 1404 1549">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 data-bbox="906 1587 1404 1864">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>

Association of the Company (Present)	Association of the Company (Propose to revise)
<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>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>
<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.

**9) Other Matters (If any)**

2. To set a name list of the shareholders eligible to attend the 2024 AGM and eligible to receive dividend payments on 14 March 2024 (Record Date) as the right to receive dividend has not been finalized yet based on the approval from the 2024 AGM.

3. To authorize Chief Executive Officer and/or President, as a designated person to change date, time, and venue of the 2024 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, 2023 to January 31, 2024. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2024.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr.Jong Diloksombat)  
President