

STC-CS-2569-19

March 25, 2026

Subject : Notice Convening the 2026 Annual General Meeting of Shareholders  
To : Shareholders of Samart Telcoms Public Company Limited  
Enclosure : 1. Copy of Minutes of the 2025 Annual General Meeting of Shareholders;  
2. Details of the proposed directors and Audit Committee's member in replacement of those retired by rotation;  
3. Qualifications of Independent Directors and Audit Committee's member;  
4. Details of 2025 actual remuneration of Board of Directors and Committees;  
5. Profiles of the proposed auditors for 2026;  
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 proxies in the 2026 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 2025 (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 2026 Annual General Meeting of Shareholders **at 1:30 p.m. on Thursday, April 23, 2026, at Meeting Room, 16<sup>th</sup> 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 2025 Annual General Meeting of Shareholders.**

**Rationale**

The Minutes of the 2025 Annual General Meeting of Shareholders which held on April 24, 2025, were submitted to the Stock Exchange of Thailand and Ministry of Commerce as well as posted on the Company's website ([www.samtel.com](http://www.samtel.com)) within 14 days after the meeting date and the copy is attached together with this notice of meeting (Enclosure 1). However, these minutes will be reposted together with any related documents for the 2026 Annual General Meeting of Shareholders on the Company's website from March 25, 2026 onward.

**The Board's Opinion**

The Board of Directors considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and certify the minutes.

**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 2025**

**Rationale**

The Company disclosed significant matters and operating results for 2025 in the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) and posted on the Company's website at [www.samtel.com](http://www.samtel.com) since March 25, 2026 onwards. The Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) is also available online by scanning the following QR Code:



### The Board's Opinion

The Board of Directors considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders to acknowledge the Company's operating results and Annual Report for the year 2025.

### 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, 2025

### Rationale

According to Section 112 of the Public Limited Companies Act, B.E. 2535 and Clause 43 of 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, 2025, were in The Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) under the Financial Statements section. The financial statements were audited by EY Office Limited, the Company's auditor, and audited by the Audit Committee of the Company. The financial statements were also approved by the Board of Directors of the Company on February 26, 2026 and been posted on the Company's website on the same date. Financial highlights of the consolidated statement of financial position and statement of income are as follows:

Item	Amount
Total Assets	6,481 Million Baht
Total Liabilities	2,857 Million Baht
Total Revenues	5,440 Million Baht
Net Profit	100 Million Baht
Earnings per share	0.16 Baht

### The Board's Opinion

The Board of Directors considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders to consider and approve the Company's financial statements for the year ended December 31, 2025, 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 2025

### Rationale

According to Section 116 of the Public Limited Companies Act, B.E. 2535 and Clause 46 of 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.

In 2025, the consolidated net profit of the Company was Baht 100.24 million or equivalent to Baht 0.16 per share. The Board of Directors has considered to pay dividend for the 2025 operation at Baht 0.12 per share or equivalent to 73.98% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.07 per share was paid to shareholders on September 11, 2025, thereby having a final dividend of Baht 0.05 per share. The dividend will be paid on May 15, 2026. 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	2025	2024
1. Net Profit (Million Baht) (Consolidated financial statements)	100.24	115.36
2. Net Profit (Million Baht) (Separate financial statements)	-76.60	30.45
3. Number of shares	618,000,071	618,000,071
4. Dividend payment for fiscal year (Baht/Share)	0.12	0.11
5. Total Dividend amount (Million Baht)	74.16	67.98
6. Dividend payout ratio (Consolidated financial statements) (%)	73.98	58.93

#### The Board's Opinion

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

The Board of Directors considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the dividend payment for fiscal year 2025 at Baht 0.12 per share. The Company has already paid the interim dividend at Baht 0.07 per share on September 11, 2025. The remaining dividend of Baht 0.05 per share will be paid to shareholders entitled to receive dividends on March 19, 2026 (Record date) and the proposed payment date will be May 15, 2026. However, the right to receive dividend payment remains uncertain until it is approved by the 2026 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 of the Public Limited Companies Act, B.E. 2535 and Clause 17 of 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 2026 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. (The details of the criteria and process for director nomination were shown in the section "6. Corporate Governance Policy" in the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report))

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 (Details of the Directors are attached, Enclosure 2).



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. (Details of the qualifications of Independent Director are 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 that these 3 directors, who are 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 a good understanding of the Company's business, and satisfactory performance throughout the term. Therefore, it is proposed that the Annual General Meeting of Shareholders consider and approve the appointment of the following directors:

- 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.

#### 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 2026**

#### Rationale

According to Clause 33 of 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 the 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 2025 (Form 56-1 One Report)).

The approved remuneration for the Board of Directors and Committees for last year did not exceed Baht 6,500,000 of which comprised meeting allowance and annual performance bonus (Details of actual directors' and committees' remuneration for 2025 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 2026 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 6,500,000. Details of meeting allowance are as follows:



Details	Year 2026 (Propose Year)	Year 2025
<b>Meeting allowance</b>		
<b>1. Board of Directors</b>		
- Chairman	Baht 30,000 per meeting	Baht 30,000 per meeting
- Director	Baht 15,000 per meeting	Baht 15,000 per meeting
<b>2. Audit Committee</b>		
- Chairman	Baht 30,000 per meeting	Baht 30,000 per meeting
- Director	Baht 15,000 per meeting	Baht 15,000 per meeting
<b>3. Corporate Governance Committee</b>		
- Chairman	Baht 20,000 per meeting	Baht 20,000 per meeting
- Director	Baht 15,000 per meeting	Baht 15,000 per meeting
<b>4. Nominating &amp; Compensation Committee</b>		
- Chairman	Baht 20,000 per meeting	Baht 20,000 per meeting
- Director	Baht 15,000 per meeting	Baht 15,000 per meeting
<b>Other benefits</b>	No	No

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 has considered the opinion of the Nominating & Compensation Committee and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the remuneration for the Board of Directors and the Committees' members for 2026 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 6,500,000, as proposed by the Nominating & 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 cast their votes.

### 7. To consider and approve the appointment of Company's auditor and fix their remuneration for 2026

#### Rationale

According to Section 120 of 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 2026. Since EY Office Limited has effectively audited the financial statements of the Company and its subsidiaries since 2000, has consistently provided beneficial advice to the Company, and has no relationships or conflicts of interest with 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 2021-2025)
2. Miss Natteera Pongpinitpinyo CPA No. 7362, and/or  
(Has never been the Company's auditor with signatory to the Company's Financial Statements.)
3. Mr.Chawalit Chaluyampornbut CPA No. 8881  
(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 2026 proposed the Board of Directors and shareholders to fix the remuneration for the auditors for 2025 Baht 3,340,000, an increase of Baht 50,000 from 2025, due to the growth of business in the group company which will result in an increased scope of audit work. (excluding any miscellaneous expenses such as traveling and photo copy expenses etc.). For 2025, there was Non-Audit Fee for the Company's auditors, other persons or firm that related to the auditors and audit firm.

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

(Unit: Baht)

Remuneration for the Auditors	Proposed for 2026	Proposed for 2025
<b>The Company</b>		
- Audit Fee of the Company	3,340,000	3,290,000
- For the review of compliance conditions stipulated in the Universal Service Obligation (USO) (Non-Audit Fee)	50,000	50,000
<b>Subsidiaries</b>		
- Audit Fee for Subsidiaries *	6,060,000	5,860,000
- For the review of compliance conditions stipulated in the Universal Service Obligation (USO) (Non-Audit Fee)	50,000	50,000
<b>Total</b>	<b>9,500,000</b>	<b>9,250,000</b>

\* Audit Fee for 12 subsidiaries in 2025 and 2026.

#### The Board's Opinion

The Board of Directors has considered the opinion of the Audit Committee and deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the appointment any one of the Company's auditor from EY Office Limited to be the Company's auditor for 2026:

1. Miss Siriwan Suratepin CPA No. 4604, and/or
2. Miss Natteera Pongpinitpinyo CPA No. 7362, and/or
3. Mr.Chawalit Chaluyampornbut CPA No. 8881

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. The proposed remuneration for 2026 of Baht 3,340,000, an increase of Baht 50,000 from 2025, due to the growth of business in the group company which will result in an increased scope of audit work. 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.

#### 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 2026 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, as listed and detailed in Enclosure 8, as their proxy to attend and vote at the meeting. Please see procedures for proxy appointment in Enclosure 9.

The Company has fixed the record date on March 19, 2026 for the eligible shareholders for dividend payment and to attend the meeting. However, the right to receive dividend payment remains uncertain until it is approved by the 2026 Annual General Meeting of Shareholders.

By resolution of the Board of Directors,



(Mr. Jong Diloksombat)  
President

