

# The **2026**

## **Annual General Meeting of Shareholders**

on Thursday April 23, 2026 at 01.30 p.m.

The meeting will be held at the Meeting Room  
16<sup>th</sup> Fl., Software Park Building.

If you have any questions, please write on the paper and send to the staff.

\*\*\*No souvenirs on the meeting date\*\*\*



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Remark: The Company has announced Privacy Notice, notifying shareholders of details about the collecting, use, and disclosure of your personal data. Please see further details at [www.samtel.com](http://www.samtel.com).

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



(Translation)

**Minutes of the 2025 Annual General Meeting of Shareholders  
of  
Ssmart Telcoms Public Company Limited**

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**Time and Venue** The meeting was held on Thursday 24<sup>th</sup> April 2025, at 01.30 p.m. at Meeting Room, 16<sup>th</sup> Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120.

**Directors Present**

1. General Sumpun	Boonyanun	Chairman / Independent Director / Chairman of the Nominating & Compensation Committee / Audit Committee Member
2. Mr. Vichai	Pokasamrit	Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member
3. Miss Rapeepan	Luangaramrut	Independent Director / Audit Committee Member / Nominating & Compensation Committee Member / Corporate Governance Committee Member
4. Mr. Sirichai	Rasameechan	Independent Director / Corporate Governance Committee Member / Nominating & Compensation Committee Member
5. Mr. Kajornvut	Tayanukorn	Independent Director / Corporate Governance Committee Member
6. Mr. Charoenrath	Vilailuck	Director / Risk Management Committee Member
7. Mr. Watchai	Vilailuck	Director / Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee
8. Mr. Thananan	Vilailuck	Director / Risk Management Committee Member
9. Mr. Jong	Diloksombat	Director / President / Chairman of the Sustainable Development Committee / Corporate Governance Committee Member / Risk Management Committee Member

There were nine directors out of the total nine directors of the Company attending the meeting representing 100 percent of the total members of the Board of Directors.

**Management Present**

1. Miss Chotika	Kamloonwesaruch	Executive Vice President - Enhanced Technology Solutions Business Group
2. Mr. Suchart	Duangthavee	Executive Vice President - Business Application Business Group
3. Mr. Dhilokpat	Nisamaneevong	Chief Financial Officer (CFO)
4. Miss. Sirichan	Phiraprawit	Assistant Vice President - Accounting
5. Mr. Somchai	Bunsupaporn	Corporate Secretary

**Representative from Company's Auditor – EY Office Limited**

1. Mr. Piya	Chaipruckmalakarn
2. Mr. Supanut	Ekronnarongchai
3. Mrs. Rosarin	Siriratana-anan

**Preliminary Proceedings** There were 19 shareholders attending the meeting in person, representing 7,299,810 shares, and there were 14 shareholders attending by proxy, representing 468,015,750 shares. In total, 33 shareholders and proxies attended the meeting, holding a total of 475,315,560 shares, equivalent to 76.92 percent of 618,000,071 shares, the total paid-up shares of the Company. Therefore, the quorum was constituted according to the Company's Articles of Association.

Furthermore, registration for the shareholders' meeting was allowed even after commencement of the meeting. Therefore, number of shares that has the rights to vote may not be equal for each agenda. General Sumpun Boonyanun, Chairman of the meeting declared commencement of the meeting and introduced members of the Board of Directors, chairman and member of the committees, executives, auditors and financial advisors to the meeting.

The Chairman informed the meeting that for transparency of vote counting in the meeting, volunteers were requested from among the shareholders or proxies to be a volunteer inspecting the vote counting at the meeting. Miss Ulai Chumnapol, a proxy holder from Mrs. Sawarin Pirasetkul, volunteered to be the vote inspector. Additional volunteers were also requested from the shareholders to be inspectors in counting the votes. However, there were no additional volunteers for inspecting the vote counting in this meeting. The Chairman invited vote counting inspectors to sit at the vote counting point and requested the Company Secretary to declare the voting procedures. Then, the Company Secretary clarified the voting procedures to the shareholders as follows:

1. A shareholder is entitled to number of votes in equivalent to number of shares he/she holds
2. The shareholders would cast their votes to approval, disapproval or abstain by marking the voting cards distributed at the registration table.
3. For shareholders wishing to disapprove or abstain on any agenda, they must mark the voting cards and raise their hands for the officers to collect their voting cards.
4. Only votes cast by those disapprove and abstain would be counted. The number of those votes would be deducted from the total number of votes cast by the shareholders present at the meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda, Moreover, the Company has implemented the barcode system for votes counting to speed up the display of results.
5. Shareholder who appointed proxy to vote at the Meeting by specifying their votes in the proxy form, the Company would record the pre-votes from such proxy form in the computerized system. After the votes in each agenda, the Company will show result of all votes; approve, disapprove and abstain, with percentage of total votes in the meeting.
6. In each agenda, if any shareholder or proxy would like to express any opinion or ask any question, they will be asked to raise their hands, and write questions to the Company's officer in order to submit the questions to the Chairman. The Company requested permission to record the names of the shareholders who gave suggestions and asked questions in the minutes of this meeting.

The Company requests permission to record images, audio, and video during this meeting for the purpose of preparing the meeting minutes.

Moreover, the Corporate Secretary requested all shareholders to return their voting cards to the staff of Company before departing the meeting room to keep as evidence.

Therefore, the directors who were the Company's shareholders and had conflict of interests in the Agenda 5: to consider and approve the appointment of Company's directors to replace of those who will retire by rotation and Agenda 6: to consider and approve the remuneration of the Board of Directors and the Committees' members for 2025 expressed their intention to abstain their votes in these agendas.

Additionally, as the Company allowed its shareholders to propose matter(s) to the Board of Directors of the Company for consideration as agenda for the Annual General Meeting for the year 2025, from 30 September 2024, to 31 December 2024, and also allowed shareholders to submit any questions in advance of the meeting via the Stock Exchange's website, it appeared that no shareholders proposed any matter to be added in the meeting agenda and submitted advance questions for this meeting.

After the declaration of the votes casting, counting procedures and other related matters, the Chairman conducted the meeting in accordance with the agendas set out in the invitation as follows:

**Agenda 1 To consider and certify the Minutes of the No. 1/2024 Extraordinary General Meeting of Shareholders**

The Chairman proposed that the meeting consider and certify the minutes of the No. 1/2024 Extraordinary General Meeting of Shareholders, held on 23 December 2024, which the Board of Directors has considered and deemed appropriate for approval at the 2025 Annual General Meeting of Shareholders. Furthermore, the Company had published on its website since 3 January 2025, and had distributed to all shareholders along with the notice of the meeting in advance since 26 March 2025. Shareholders can be downloaded using QR Code appearing in the invitation to 2025 AGM dated 26 March 2025, which were distributed to all shareholders in order to examine the minutes in advance.

The Chairman requested the Shareholders to put forward their questions and comment. As no inquiries nor comments had were raised, then, the Chairman requested the Meeting to consider and certify the Minutes of the No. 1/2024 Extraordinary General Meeting of Shareholders.

**Resolution** : *The meeting resolved to certify the Minutes of the No. 1/2024 Extraordinary General Meeting of Shareholders without any amendments with majority of vote of shareholders attending the meeting and casting votes as follows:*

<b>Total 35 shareholders representing 475,323,560 shares</b>				
<b>Approved</b>	<b>475,323,560</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>
<b>Disapproved</b>	-	<b>Votes</b>	<b>equal to</b>	-
<b>Abstained</b>	-	<b>Votes</b>	<b>equal to</b>	-
<b>Invalid ballots</b>	-	<b>Votes</b>	<b>equal to</b>	-

**Remark** *In this agenda, the number of shareholders attending the meeting increased by 2 persons from the start of the meeting, representing 8,000 shares.*

**Agenda 2 To acknowledge the Company’s operating results and Annual Report for the year 2024**

The Chairman proposed the meeting to acknowledge the Company’s operating results and Annual Report for the year 2024, presented in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) and published on the Company’s Website at www.samtel.com since 26 March 2025. The Form 56-1 One Report 2024 can be downloaded using QR Code appearing in Invitation to 2025 AGM for consideration in advance. The Chairman requested Mr. Jong Diloksombat, President, to report the Company’s operating results to the meeting.

Mr. Jong Diloksombat summarized the Company’s operating results for the year 2024 to the meeting, which consists of the following topics in order:

- Vision and Mission;
- Business Structure and Nature of Business;
- Changes during the year;
- Revenue Structure;
- Sustainability Development Report and Anti-corruption.

To begin with, the presentation covered the vision, mission, business structure, and nature of business in video presentation, which can be summarized as follows:

**Vision** The Company set the Vision in conducting business under sustainable development as it is committed to professionally offering, with international standards, a comprehensive range of ICT solutions and digital innovations to enhance customers' competency in moving towards digital economy.

**Mission**

To realize our vision, we have defined a clear set of the following missions to create shared values for all of our stakeholders:

**Customers**

Constantly develop and customize a strong portfolio of advanced ICT solutions and digital innovations to fully serve demands and requirements of our customers with utmost benefit delivered to users.

**Employees**

Provide extensive training and development programs to enhance the professionalism, gain new experience and foster the service-minded professionals as well as to improve the quality of life and their career advancement.

**Organization**

Define a clear set of high standard of how we conduct ourselves in order to ensure transparency, efficiency and fairness and to be organization of innovation with environmental responsibility.

**Partners**

Strengthen relationships with business partners to create sustainable success for all parties and contribute to the creation of vibrant business environment through knowledge transfer to lift up the service quality.

**Shareholders**

Ensure a sustainable return on investment for shareholders and investors with stable revenues by expanding customer base and continuously seeking new business opportunities.

**Society and Communities**

Be a socially responsible organization through implementation of a wide range of social contribution activities and initiatives that promotes “Developing Quality People and Promoting a Moral Society”.

**Business Structure 2024**

In order to achieve the goals under Vision and Mission, the Company has organized business structure into three business groups covering all ranges of advanced technologies and digital solutions, to reach every desire in every industry in both government agencies, state enterprises, and private sector. The details are as follows:

1. Network Solutions Business Group conducts business in providing total solutions in communication networks, from consulting services, survey, design, installation and implement including outsourcing services for both government and private customers such as NT Public Company Limited, PTT Group, etc. This business group is operated by Smart Telcoms Public Co., Ltd.; Smart Communication Services Co., Ltd.; and Smart Infonet Co., Ltd.
2. Enhanced Technology Solutions Business Group provides ICT system integration services, which integrate and apply varieties of technologies including specialized technologies to achieve various customer needs, for example, Land Information System, Smart Metering System, and Intelligent Cyber Security System, including AI-powered data analytics systems. This business group is operated by Smart Comtech Co., Ltd.; Smart Telcoms Public Co., Ltd.; Smarterware Co., Ltd.; Net Service (Thailand) Co., Ltd.; and SecureInfo Co., Ltd.
3. Business Application Business Group provides solutions and software application to enhance capability and operation efficiency through the form of digital services for customers. Key solutions are Enterprise Resource Planning (ERP), Core Banking System, E-Payment Solutions, Electronic Data Interchange (EDI), and comprehensive education platform such as PowerSchool Student Information System and Schoology LMS, etc. This business group is operated by Smart Telcoms Public Co., Ltd.; Portalnet Co., Ltd.; Posnet Co., Ltd.; Smart eD Tech Co., Ltd.; and Thai Trade Net Co., Ltd.

Under the strong performance of all three business groups driven by Smart Telcoms Group with expertise in diverse and efficient technologies, the group has gained recognition from both public and private organizations as an integral part of their management support, elevating service quality with international standards. Smart Telcoms Group is committed to delivering the best solutions to drive towards a sustainable future.

Mr. Jong Diloksombat stated that the video presentation, which all shareholders have already viewed, outlined the Company's vision, mission, corporate structure, and nature of business, and also presented the subsequent topic regarding changes during the year, organized by business group as follows:

1. Network Solutions Business Group is operated by:
  - Samart Communication Services Co., Ltd. continues to maintain its ISO 9001 and ISO 20000 certifications, and has achieved projects, such as the installation of IP Packet Radio microwave signal transmission equipment, the Mediation Device for data interconnection, Media Gateway systems, etc. Major customers are NT Public Company Limited, Industrial Estate Authority of Thailand, the Royal Thai Police, etc.
  - Samart Telcoms Public Co., Ltd. was successful in key projects such as projects related to wireless network systems, streaming systems, satellite communication services. These services to key clients such as PTT Public Company Limited, Government Savings Bank.
  - Samart Infonet Co., Ltd. has conducted business providing high-speed broadband Internet services, service of Software-Defined Wide Area Networking (SD-WAN), and its high-performance cloud services under the name "SAFE Cloud". The company's main customers include, for example, Defence Information and Space Technology Department, the National Institute of Educational Testing Service, etc.
  
2. Enhanced Technology Solutions Business Group is operated by:
  - Samart Comtech Co., Ltd. has continuously maintained its ISO 9001 certification and was successful in several projects, such as computer system projects for data centers, the development of electronic permit application systems, the data entry projects. These services to key clients such as the Department of Lands, the Royal Thai Armed Forces Headquarters.
  - Samart Telcoms Public Co., Ltd. was successful in several projects such as projects regarding electronic meters maintenance, rental of CCTV surveillance systems, etc. Key customers are Provincial Electricity Authority and Chonburi Provincial Administration Organization.
  - Smarterware Co., Ltd. specializes in the development of Digital Platform Solutions. In the past year, the company has developed and maintained of information system for Department of Land, software to support smart electricity meter systems, and other projects. This includes the development of AI systems applied to Optical Character Recognition (OCR) and Computer Vision technologies.
  - SecureInfo Co., Ltd. has provided services regarding Cyber Security system and continues to maintain ISO 27001 certification, which is an internationally recognized standard for Information Security Management Systems. The company succeeded in several projects awarded such as the development and improvement of processes and cybersecurity testing services, as well as various consultancy services. The key customers are the Provincial Electricity Authority, Government Savings Bank, the Islamic Bank of Thailand.
  
3. Business Application Business Group is operated by:
  - Samart Telcoms Public Company Limited has carried out projects regarding banking systems to support Financial Reporting Standard No. 9, as well as projects involving the upgrade, maintenance, and repair services of core systems for Government Housing Bank. Additionally, the Company has provided software application solutions and services through its subsidiaries: Posnet Co.,Ltd.; Portalnet Co.,Ltd.; Thai Trade Net Co.,Ltd.; and Samart Ed Tech Co.,Ltd.
  - Posnet Co., Ltd. has specialized in providing electronic payment network services (E-Payment Solutions) and has maintained PCI-DSS certification, which is a recognized information security standard for credit card data transmission. In the past year, the company enhanced the efficiency of its Payment Connecting Platform to connect payment systems across a broader range of business types and developed a new generation of credit card terminals (EDC). Key customers include Bangkok Bank Public Company Limited, Central Retail Corporation Co., Ltd., United Overseas Bank (Thai) Public Company Limited.
  - Portalnet Co., Ltd. has been certified for ISO 20000, the international standard for IT service management, and continues to maintain ISO 9001 and CMMI Level 3 standards. In the past year, the company upgraded the SAP S/4HANA system, enhanced system efficiency, and provided maintenance services for Enterprise Resource Planning (ERP) systems to its clients. The key customers include Provincial Electricity Authority, Aeronautical Radio of Thailand Co., Ltd.

- Thai Trade Net Co., Ltd. has provided services regarding Electronic Data Interchange (EDI). In the past year, the company implemented the EDI system on the SAFE Cloud platform of Samart Infonet Co., Ltd., enhancing service flexibility and improving cybersecurity measures. The key customers include Citibank, and Central Food Retail Co., Ltd., and retail business groups such as Procter & Gamble Trading (Thailand) Co., Ltd. (P&G).
- Samart ed Tech Co., Ltd. has been engaged in providing business solutions related to comprehensive education, Learning Management System, Student Information System (SIS), and Digital Content. Additionally, Generative AI technology has been integrated to enhance the creation of e-learning courseware. Key customers include Siam Commercial Bank Public Company Limited and the Government Pension Fund, among others.

Mr. Jong Diloksombat further summarized that, based on the report of changes during the year, it is evident that all three business groups of the Company have achieved internationally recognized operational standards. In addition to quality standards such as ISO 9001 and ISO 20000, the Company has also attained security-related certifications, including ISO 27001 for information security and PCI DSS for credit card data protection, as well as software development standards such as CMMI and ISO 29110.

Furthermore, the Company has continually improved the efficiency of its products and services delivered to clients. These include the Cybersecurity Monitoring Center service, SAFE Cloud, e-service platforms, EDI and E-Payment services, and various AI-driven developments. The Company has also gained trust from a wide range of clients for implementing new projects using diverse solutions and technologies, such as communication technologies, fiber optics, DWDM communication solutions, land information systems, ERP systems, and core banking solutions.

Key clients include the Department of Lands, Royal Thai Armed Forces Headquarters, Provincial Electricity Authority (PEA), Government Housing Bank, Industrial Estate Authority of Thailand, Bangkok Bank Public Company Limited, and Central Food Retail Co., Ltd. These clients represent a broad spectrum across public, state enterprise, and private sectors.

For the report on the revenue structure by business group, Mr. Jong Diloksombat, was assigned to Mr. Dhilokpat Nisamaneevong, Chief Financial Officer (CFO), to deliver the presentation.

Mr. Dhilokpat Nisamaneevong, reported the revenue structure by business group as follows:

**Revenue Structure by Business Group**

From operations of the three Business Groups in 2024:

1. Network Solutions Business Group generated a revenue of Baht 1,243.3 million, accounting for 29.7% of total revenue.
2. Enhanced Technology Solutions Business Group generated Baht 1,558.6 million, accounting for 37.3% of the total revenue.
3. Business Application Business Group created a revenue of Baht 1,381.4 million, accounting for 33% of the total revenue.

The Company's total revenue from sales and services amounted of Baht 4,183.3 million, with the Enhanced Technology Solutions Business Group generating the highest portion of the revenue, and compared to the year 2023, there was a slight decline. However, considering the overall performance, the Company achieved an increase in net profit from the previous year. Further details will be presented under Agenda 3.

After Mr. Dhilokpat Nisamaneevong reported on the revenue structure by business group to the meeting, Mr. Jong Diloksombat stated that report on the Sustainability Development and the prevention of involvement in corruption, was presented in a video format. The details can be summarized as follows:

## **Sustainability Development Report**

The Company has conducted business with social and environmental responsibility constantly and has been dedicated to driving business to sustainability, covering dimensions of economy, society, and environment under good corporate governance and consideration for all stakeholders. The Company defines the sustainability management policy as follows:

1. Commit to, on the basis of, developing business under good governance with risk management and response to changes, sustainable value chain management, suitable responses to all stakeholders, value creation and innovation in products and services, and business opportunity seeking for sustainable growth.
2. Commit to conducting business operations with responsibility to consumers, community, and society; respecting human rights; fair treatment to labors; concentration on knowledge and competency development for employees; prioritizing health and safety for people in every segment of business value chain.
3. Prioritize reduction of environment impacts, emphasize on wise use of resources with value appreciation, encourage development and deployment of eco-friendly solutions and technologies, and cultivate consciousness of environmental conservation to employees and all stakeholders.

The performance in the past year has been carried out according to the targets as follows:

### **Governance and Economic Dimension**

1. Received an assessment rating of “Excellent” (5 Stars) on the corporate governance of Thai listed companies for 2024.
2. Received an assessment rating of “Excellent” (4 TIA) on the quality assessment of shareholders arrangement for 2024.

### **Environmental Dimension**

The Company emphasizes the responsible use of resources to control greenhouse gas emissions and minimize environmental impacts. In 2024, the Company successfully managed to control both direct and indirect greenhouse gas emissions (Scope 1 and 2), totaling 1,085.01 tons CO<sub>2</sub> equivalent (tCO<sub>2</sub>e). Additionally, environmental awareness among employees has been fostered through various conservation-promoting activities.

### **Social Dimension**

1. Employee  
The Company promotes respect for human rights, taken care of, and treats its workforce fairly. It focuses on developing various skills for employees while ensuring their well-being, safety, and occupational health.
2. Customer  
The Company is committed to conducting its business with responsibility towards customers and consumers, ensures the protection of personal data, and continuously develops products and improves quality across various dimensions with a strong focus on customer and consumer safety. The Company also operates efficiently under various international standards, as follows:
  - Quality Management System Standard, ISO 9001
  - IT Service Management Standard, ISO 20000
  - Software Development Standard, CMMI Level 3
  - Software Development Standard, ISO 29110
  - Payment Card Industry Data Security Standard, PCI DSS
  - Information Security Management Standard, ISO/IEC 27001

With an average customer satisfaction rate of 99.94% for after-sales service.

3. Community and Society

The Company aims to actively contribute to the improvement and enhancement of people's quality of life in society through information technology and digital services, by developing products and services that address the following objectives:

- Land Information Management System Projects: These projects enhance the convenience and speed of public service delivery.
- Telemedicine Systems: These promote easier and more equitable access to medical services for communities, while also reducing travel costs.
- Advanced Metering Infrastructure (AMI) system for large electricity consumers, which enhances management efficiency.
- Digital Banking System Projects: These support financial transactions via online platforms, providing increased convenience and speed for consumers.
- CCTV Security System Projects: These support surveillance and safety measures for communities and various areas.

In addition, the Company has continually organized activities for communities and society under the concept of "Developing quality people and promoting a moral society" consisting of the following activities:

**"Developing Quality People"**

Enhancing the technological capabilities of society while promoting knowledge and understanding of information technology and digital services, including activities such as the "ICT Smart Camp" which helps develop technological skills among youth, the "SAMART CAREER DAY" which enhances skills, knowledge, and abilities for students to build experience for their future, and other activities in collaboration with various organizations from both the public and private sectors.

**"Promoting a Moral Society"**

The Company is committed to encouraging employees to take the initiative in creating value for society by fostering a spirit of volunteerism, helping, sharing, and spreading goodness throughout the community through the continuous organization of various activities, such as:

1. Volunteering power contributing to social development
2. Project to Provide Assistance to the Underprivileged in Society
3. Participating in charitable activities and donating funds to various foundations.
4. Support for sports and other charitable activities
5. Promotion of Buddhism
6. Caring for and preserving the environment.

**Anti-Corruption**

1. The Company has specified corruption prevention policy for directors, executives, and employees to strictly comply as their operating practices.
2. The Company has provided communication channels for receiving opinions and suggestions, including channels for notifying the information on misconduct and the protection of the informant in order that stakeholders can notify the clue on any misconduct behavior against the corporate governance principles and ethics regarding any actions of corruption.
3. The Company has studied the operating procedures for participation with Collective Action Coalition against corruption (CAC).

The Company has continued to develop its business with constant growth together with social and environmental responsibility in order to enhance the capabilities of customers both public and private sectors, including elevating the quality of life of the people towards digital economy and society sustainably.

Mr.Jong Diloksombat additional report that the information presented was details of the operating results in 2024 shown in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) published on the Company's website downloadable using QR Code in the AGM invitation, which had already sent to all shareholders.

After Mr. Jong Diloksombat reported the summary of Company's operating results in 2024 for the acknowledgement in the meeting, the Chairman requested shareholders for queries and comments. The shareholder, Mr. Prawit Wirojwongchai, a shareholder attending in person, raised the following questions:

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Question 1 : In 2025, how does the Company expect its operations to perform compared to 2024, and which sectors will support its growth?

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Answer 1 : Mr. Jong Diloksombat, President, clarified that in 2025, the Company has set a target to achieve stronger growth than 2024. The Company will focus on expanding its new customer base and offering new products and solution services to clients, with an emphasis on projects that can generate sustainable, high-value revenue. The Business Group expected to achieve the highest growth is the Business Application, particularly in the implementation of Enterprise Resource Planning (ERP) systems, which will serve as a key driver of the Company's growth in 2025.

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Question 2 : What are the Company's targets for 2025 and for the next 3–5 years, and what was the Company's performance in the first quarter of 2025?

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Answer 2 : Mr. Jong Diloksombat explained that for the targets set for 2025 and over the next 3–5 years, the Company focuses on expanding its new customer base, targeting high-value projects, and generating long-term recurring revenue to reduce competition with rivals and to ensure sustainable and stable income. In the first quarter of 2025, the Company successfully won bids and signed contracts for major projects, including those with the Provincial Electricity Authority and Airports of Thailand Public Company Limited, which have already been disclosed to the Stock Exchange of Thailand. In addition, the Company secured several smaller projects, with a total contract value of nearly Baht 4,000 million.

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Question 3 : How will the United States tariff policy (US Tariff) positively or negatively impact the Company's operations?

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Answer 3 : Mr. Jong Diloksombat noted that the United States Tariff Policy (US Tariff) is a complex matter with impacts that are difficult to predict. Nevertheless, based on the analysis conducted by the International Monetary Fund (IMF), the global economy is expected to experience a deceleration, with the global economic growth forecast revised downward from 3.3% to 2.8%, and Thailand's economic growth forecast correspondingly adjusted from 2.9% to 1.8%. In the short term, the impact may not be immediately evident, as the Company is engaged in various government projects with pre-allocated budgets. However, in the medium to long term, it will be important to closely monitor any adjustments to government budgets should the economic slowdown continue. Therefore, the Company must closely manage its suppliers, control price fluctuations, and maintain cost alignment with revenue on a back-to-back basis. Additionally, strict control over internal expenses is necessary. These actions have already been implemented, and the situation is continuously monitored.

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Question 4 : What are the major project deliverables planned by the Company in 2025, and what are their respective values?

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Answer 4 : Mr. Jong Diloksombat, clarified that in 2025, the Company has plans to deliver major projects signed in the previous year, including the Upgrade and Contracted Maintenance and Repair Services for the GHB System for the Government Housing Bank, projects for the Department of Lands, and projects for the Provincial Electricity Authority. These projects will be progressively delivered with revenue recognized accordingly.

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As no queries and comments had not been raised, the Chairman requested the Meeting to acknowledge the Company's operation results and Annual Report for the year 2024.

***Resolution: The meeting acknowledged the Company's operating results and Annual Report for the year 2024 as reported. This agenda was for acknowledgement; therefore, no voting was required.***

**Agenda 3 To consider and approve the Company's finance statements for the year ended December 31, 2024**

The Chairman proposed that the meeting to consider and approve the Company's finance statements for the year ended December 31, 2024, and requested that Mr. Dhilokpat Nisamaneevong, Chief Financial Officer (CFO), to summarize the financial statements to the meeting.

Mr. Dhilokpat Nisamaneevong, reported to the meeting that in order to comply with the Public Company Act B.E. 2535 and Clause 43 in 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, 2024, were in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) under the Financial Statements section. The Company has been posted on the Company's website since 20 February 2025. The financial statements were audited by EY Office Limited, the Company's auditor, and validated by the Audit Committee of the Company. The financial statements were also approved by the Board of Directors of the Company on 20 February 2025.

In 2024, the Company had operating and financial results as shown in the income statement and statement of financial position as the following:

**Income statements:** significant operating results can be summarized as follows:

- The Company had total revenue of Baht 4,249 million, decreased by Baht 338 million or 7.4% from 2023. Revenue from sales, contract work, services and rental was Baht 4,183 million, decreased by Baht 306 million or 6.8%, which decreased from income from contract work.
- Cost of sales, contract work, services and rental was Baht 3,622 million, decreased from 2023 by Baht 206 million or 6.8%.
- Selling expenses, administrative expenses, and other expenses were Baht 467 million, decreased from 2023 by Baht 80 million or 14.6%, mainly due to the decrease in depreciation and legal expenses.
- Finance income was Baht 6 million, decreased by Baht 2 million or 26.5%.
- Finance cost was Baht 28 million, decreased by Baht 42 million or 60.1%.
- Impairment loss on financial assets (reversal) was Baht 9 million, decreased from 2023 by Baht 3 million.
- Corporate income tax expense was Baht 23 million, decreased from 2023 by Baht 2 million.
- As a result, the consolidated net profit attributable to equity holders of the Company was Baht 115 million, increased from 2023 by Baht 44 million or 60.9%.

**Statement of financial position**

**Assets**

- As of 31 December 2024, total assets were Baht 6,515 million, decreased from 2023 by Baht 1,142 million or 14.9%, mainly resulted from the decreased in trade and other receivables.
- Total assets consisted of current assets of Baht 4,737 million, representing 72.7% of total assets, decreased from 2023 by Baht 1,028 million. The major current assets were accrued revenue and trade and other receivables.
- Non-current assets were Baht 1,778 million, representing 27.3% of total assets, decreased from 2023 by Baht 114 million. The major non-current assets were project equipment.

**Liabilities and shareholders' equity**

- As of 31 December 2024, total liabilities were Baht 2,891 million decreased from 2023 by Baht 1,219 million or 29.7, mainly due to a decrease in short-term loans from banks and accrued project cost.
- The shareholders' equity were Baht 3,624 million, increased from 2023 by Baht 77 million or 2.2%.
- Regarding the above liabilities and shareholders' equity, the Company's debt to equity ratio as at 31 December 2024 was 0.8 times decreased from 1.16 times at the end of 2023.

The details of the financial statements was shown in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) published on the Company's website downloadable using QR Code in the AGM invitation, which has already sent to all shareholders.

After Mr. Dhilokpat Nisamaneevong reported finance statements of the Company for the year ended December 31, 2024 to the meeting. The Chairman requested the Shareholder for queries and comments. As no queries and comments had not been raised, the Chairman requested the Meeting to consider and approve the Company's Financial Statements for the year ended December 31, 2024.

**Resolution :** *The meeting resolved to approve the Company's financial statements for the year ended December 31, 2024, with the majority votes of shareholders who attended the meeting and cast their votes as follows:*

<b>Total 36 shareholders representing 475,335,560 shares</b>				
<b>Approved</b>	<b>475,335,560</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>
<b>Disapproved</b>	-	<b>Votes</b>	<b>equal to</b>	-
<b>Abstained</b>	-	<b>Votes</b>	<b>equal to</b>	-
<b>Invalid ballots</b>	-	<b>Votes</b>	<b>equal to</b>	-

**Remark** *In this agenda, there was 1 additional shareholder attended the Meeting that represented 12,000 shares.*

**Agenda 4** **To consider and approve the appropriation of legal reserve and dividend payment for 2024**

The Chairman proposed that the meeting to consider and approve the appropriation of legal reserve and dividend payment for 2024, and requested Mr. Dhilokpat Nisamaneevong, Chief Financial Officer (CFO), to clarify details for the Meeting.

Mr. Dhilokpat Nisamaneevong reported to the meeting that in order to comply with the Public Company Act B.E. 2535 and Clause 46 in 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.

The Company has policy to pay dividend to the shareholders 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, consideration in payment for dividend from profits derived from disposal of investments or fixed assets of the Company or its subsidiaries will be based on the management and the Board of Director in the matter of whether to pay dividend and amount to be paid, subject to 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 2024, the consolidated net profit of the Company was Baht 115.36 million or equivalent to Baht 0.19 per share. The Board of Directors has considered to pay dividend for the 2024 operation at Baht 0.11 per share, totaling approximately Baht 67.98 million, representing 58.93% of consolidated net profit which was higher than rate stipulated by the Company's dividend payment policy. The interim dividend at Baht 0.03 per share was paid to shareholders on 6 September 2024, thereby having a final dividend of Baht 0.08 per share. The dividend will be paid on 16 May 2025.

The Company's no statutory reserve is required since the reserve has already reached 10% of the registered capital as required by related laws.

After Mr. Dhilokpat Nisamaneevong reported the appropriation of legal reserve and dividend payment for 2024 for the Meeting's consideration, the Chairman informed the Meeting that the Board of Directors had deemed it appropriate to propose that the Annual General Meeting of Shareholders consider and approve the dividend payment for fiscal year 2024 at Baht 0.11 per share. The Company has already paid the interim dividend at Baht 0.03 per share on 6 September 2024, leaving the remaining Baht 0.08 per share to be paid to the eligible shareholders entitled to receive dividends on 13 March 2025 (Record date) and the proposed payment date will be 16 May 2025 and no statutory reserve is required since the reserve has already reached 10% of the registered capital as required by related laws.

The Chairman requested the Shareholder for queries and comments. As no query and comment had been raised, the Chairman requested the meeting to consider.

**Resolution:** *The meeting considered and approved as follows:*

- *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.*
- *Approved the dividend payment for fiscal year 2024 at Baht 0.11 per share. The Company has already paid the interim dividend at Baht 0.03 per share on 6 September 2024, leaving the remaining Baht 0.08 per share to be paid to the eligible shareholders entitled to receive dividends on 13 March 2025 (Record date) and the proposed payment date will be 16 May 2025.*

*The meeting resolved to approve the appropriation of legal reserve and dividend payment for 2024, with the majority votes of shareholders who attended the meeting and cast their votes as follows:*

*Total 36 shareholders representing 475,335,560 shares*

*Approved 475,335,560 Votes equal to 100%*

*Disapproved - Votes equal to -*

*Abstained - Votes equal to -*

*Invalid ballots - Votes equal to -*

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

The Chairman informed the meeting that under the Company's Corporate Governance Policy "the directors who have conflict of interest will not participate and attend in any agenda that they have conflict of interest in both board" Thus, the third directors who will retire by rotation in 2025 consist of Mr. Sirichai Rasameechan, Mr. Charoenrath Vilailuck, and Mr. Thananan Vilailuck were voluntarily absent from the meeting room to allow shareholders to freely voice their opinion and they were invited to attend the meeting again after the consideration of the agenda has completed.

The Chairman reported the meeting that in order to comply with the Public Limited Companies Act, B.E. 2535 and Clause 17 in 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 2025 are as follows:

1. Mr. Sirichai Rasameechan Independent Director
2. Mr. Charoenrath Vilailuck Executive Director
3. Mr. Thananan Vilailuck Executive Director

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. In addition, Mr. Sirichai Rasameechan Independent Director, who qualified as Independent Director Qualifications of the Securities Exchange Commission (SEC), able to perform 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.

The Nominating & Compensation Committee agreed to propose the appointment of Mr. Sirichai Rasameechan, Mr. Charoenrath Vilailuck, and Mr. Thananan Vilailuck to be the Company's directors re-elected by Mr. Sirichai Rasameechan is qualified as an independent director.

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, agreed to propose to the shareholders for consideration and approval re-election of Mr. Sirichai Rasameechan, Mr. Charoenrath Vilailuck, and Mr. Thananan Vilailuck to be the Company's directors re-elected by Mr. Sirichai Rasameechan is qualified as an independent director.

The Chairman requested the Shareholders for queries and comments. As no queries and comments had been given, the Chairman requested the Meeting to appoint by voting for each nominated director.

**Resolution :** *The meeting resolved to appoint the directors who will retire by rotation to be the Company's directors for another term, with the majority votes of shareholders who attend the meeting and casted their votes as follows:*

- 1) **Mr. Sirichai Rasameechan Independent Director**  
**Total 36 Shareholders representing 475,335,560 shares**  
**Approved 475,105,060 Votes equal to 99.9515%**  
**Disapproved 80,500 Votes equal to 0.0169%**  
**Abstained 150,000 Votes equal to 0.0316%**  
**Invalid ballots - Votes equal to -**  
*(Mr. Sirichai Rasameechan who has conflict of interest abstained voting.)*
  
- 2) **Mr. Charoenrath Vilailuck Executive Director**  
**Total 36 Shareholders representing 475,335,560 shares**  
**Approved 472,368,960 Votes equal to 99.3759%**  
**Disapproved - Votes equal to -**  
**Abstained 2,966,600 Votes equal to 0.6241%**  
**Invalid ballots - Votes equal to -**  
*(Mr. Charoenrath Vilailuck who has conflict of interest abstained voting.)*
  
- 3) **Mr. Thananan Vilailuck Executive Director**  
**Total 36 Shareholders representing 475,335,560 shares**  
**Approved 475,285,560 Votes equal to 99.9895%**  
**Disapproved - Votes equal to -**  
**Abstained 50,000 Votes equal to 0.0105%**  
**Invalid ballots - Votes equal to -**  
*(Mr. Thananan Vilailuck who has conflict of interest abstained voting.)*

**Agenda 6 To consider and approve the remuneration of the Board of Directors and the Committees' members for 2025**

The Chairman reported the meeting that 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.

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 for more duties and responsibility to be the member of other Committees will be paid increasingly appropriately in accordance with their extra works. The determination of directors' remuneration is proposed for approval authorization from the shareholders' meeting.

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. The Nomination & Compensation Committee and the Board of Directors considered remuneration for directors and committees' members by thoroughly scrutinizing various suitability and comparing with references from the same industry and deemed it appropriate to propose that the shareholders' meeting for approval of remuneration for directors and committees' members for the year 2025 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 2025 (Propose Year)	Year 2024
<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 executives.

The Chairman requested the Shareholder to inquire and comment. As no inquires nor comments had were raised, the Chairman requested the meeting to consider and approve the remuneration of the Board of Directors and Committees for the year 2025. The directors' remuneration shall be approved by the Shareholders' meeting with the vote of not less than two third (2/3) of votes of shareholders who attend the meeting and casting votes.

**Resolution:** *The meeting resolved to approve the remuneration of the Board of Directors and the Committees for the year 2025 at the same amount as previous year of not exceeding Baht 6,500,000, consisting 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 as proposed, with the vote of not less than two third (2/3) of votes of shareholders attending the meeting and casting votes as follows:*

<i>Total 36 shareholders representing 475,335,560 shares</i>			
<i>Approved</i>	<i>469,418,950</i>	<i>Votes equal to</i>	<i>98.7553%</i>
<i>Disapproved</i>	<i>-</i>	<i>Votes equal to</i>	<i>-</i>
<i>Abstained</i>	<i>5,916,610</i>	<i>Votes equal to</i>	<i>1.2447%</i>
<i>Invalid ballots</i>	<i>-</i>	<i>Votes equal to</i>	<i>-</i>

*(The 8 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, Mr. Thananan Vilailuck and Mr. Jong Diloksombat abstained voting.)*

**Agenda 7** To consider and approve the appointment of Company's auditor and fixing their remuneration for 2025

The Chairman proposed that the meeting to consider and approve the appointment of Company's auditor and fixing their remuneration for 2025, and requested Mr. Vichai Pokasamrit the Chairman of the Audit Committee to clarify details for the meeting's consideration.

Mr. Vichai Pokasamrit indicated that in order to comply with the Public Limited Companies Act, B.E. 2535, Section 120 specifying that at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.

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 2025. 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. The Company appointed one of the following auditors to audit and express opinions to the Company's financial statements:

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 2010-2011, 2014-2015, and 2021-2024)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799, and/or  
(Has been the Company's auditor with signatory to the Company's Financial Statements in 2016-2020.)
3. Mr. Piya Chaipruckmalakarn CPA No. 7544  
(Has never been the Company's auditor with signatory to the Company's Financial Statements)

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 remuneration for the auditors for 2025 Baht 3,290,000, an increase of Baht 100,000 from 2024, due to the growth of business in the group company. Additionally, during 2025, the group plans to upgrade the accounting system ("SAP") to a new version, which will result in an increased scope of audit work, excluding any miscellaneous expenses such as traveling 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 Chairman requested shareholders for queries and comments. As no queries and comments had been raised, the Chairman requested the meeting to consider the appointment of the Company's auditor and fixing their remuneration for the year 2025.

**Resolution:** *The Meeting resolved to appoint the Auditor from EY Office Limited as the Company's auditor for 2025 by one of the following auditor to conduct auditing process and express comments on the Company's financial statements:*

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 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 audit fee for the year 2024 was Baht 3,290,000, which is an increase by Baht 100,000 from 2024, excluding any miscellaneous expenses such as traveling 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. With the majority votes of shareholders who attended the meeting, votes in detail were as follows:*

<b>Total 36 shareholders representing 475,335,560 shares</b>				
<b>Approved</b>	<b>475,335,560</b>	<b>Votes</b>	<b>equal to</b>	<b>100%</b>
<b>Disapproved</b>	-	<b>Votes</b>	<b>equal to</b>	-
<b>Abstained</b>	-	<b>Votes</b>	<b>equal to</b>	-
<b>Invalid ballots</b>	-	<b>Votes</b>	<b>equal to</b>	-

**Agenda 8 Other matters (If any)**

The Chairman opened the opportunity for shareholders to ask questions or express opinions. There was no shareholders proposing any other matters for consideration.

The Chairman informed the meeting that the Company will complete the minutes of the meeting and publish them on the Company's website [www.samtel.com](http://www.samtel.com) within 14 days from the date of the meeting. Any questions or objections, please contact the Company via email at [corporatesecretary@samtel.com](mailto:corporatesecretary@samtel.com) within 30 days of the publication of the meeting minutes. In addition, all shareholders are requested to return the voting cards to the Company's staff in order to keep as evidence.

The Chairman thanked the shareholders for attending the meeting and declared the meeting closed at 15:00 p.m.

\_\_\_\_\_  
(General Sumpun Bunyanun) Chairman

\_\_\_\_\_  
(Mr. Somchai Bunsupaporn) Secretary

**Details of the proposed directors in replacement of those retired by rotation**

**1) General Sumpun Boonyanun**

**Age** : 82 years

**Title** : - Independent Director  
- Authorized Director  
- Chairman  
- Chairman of the Nominating & Compensation Committee  
- Audit Committee Member



**Position proposed** : Independent Director and Audit Committee Member

**Date of appointment as a Director** : April 24, 2008

**Term of Directorship and Independent Director in the Company (As of December 31, 2025)** : 17 years 8 months (If being re-elected for another term, he will hold the position for 20 years 8 months.

**Education and Training** : - Bachelor of Degree in Science, Chulachomkiao Royal Military Academy, Class 15  
- The regular main course, Command and General Staff College, Class 55  
- The National Defence Course (Class 35), National Defence College of Thailand

**Director Training** : Thai Institute of Directors Association (IOD)  
- Director Certification Program (DCP) in 2009  
- Director Accreditation Program (DAP) in 2008  
- Role of Compensation Committee (RCC) in 2008  
- Audit Certification Program (ACP) in 2008  
- Anti-Corruption for Executive Program (ACEP) in 2014

**Proficiency** : Leader / Organizational / Management Budgeting / Internal Audit / Social Responsibility

**Experience** :

2017-Present	Chairman / Audit Committee Member	Samart Telcoms Pcl.
2008-Present	Independent Director / Chairman of the Nominating & Compensation Committee	Samart Telcoms Pcl.

**Position in other listed companies**

-

**Position in non-listed companies**

2016-Present	Director	Tipwarin Watana Co., Ltd.
2016-Present	Consulting	GML Exhibition (Thailand) Co., Ltd.

**Meeting attendance for 2025** :

Board of Directors' meeting	5/5	times
Audit Committee's meeting	4/4	times
Nominating & Compensation Committee's meeting	3/3	times

**Criteria for Nominating Directors:** The Board of Directors has considered the recommendation of the Nomination & Compensation Committee and deemed appropriate that General Sumpun Boonyanun possesses the qualifications as a director required by law with knowledge, ability, and experience, as well as thorough understanding of the Company's business, and satisfactory performance throughout the term. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the re-appointment of the aforementioned person for another term.

**Contribution:** Participated in consideration of determining policies, direction, strategies, business structure, and principles for conducting business, as well as seeking new business for the Company and its subsidiaries.

**Details of the proposed directors in replacement of those retired by rotation**

**2) Mr. Vichai Pokasamrit**

**Age** : 76 years

**Title** : - Independent Director  
- Chairman of the Audit Committee Member  
- Chairman of the Corporate Governance Committee  
- Nominating & Compensation Committee Member



**Position proposed** : Independent Director and Chairman of the Audit Committee

**Date of appointment as a Director** : April 21, 2011

**Term of Directorship and Independent Director in the Company (As of December 31, 2025)** : 14 years 8 months (If being re-elected for another term, he will hold the position for 17 years 8 months.

**Education and Training:**

- Master of Arts in Political Science, Western Michigan University, U.S.A.
- Bachelor Degree in Laws, Thammasat University
- National Defence Program for Government, Public and Political Sectors, The National Defence College in 2004
- Certificate of Urban Development Management, Australia

**Director Training** : Director Certification Program (DCP)  
- Thai Institute of Directors Association (IOD) in 2011

**Proficiency** : Budgeting and Finance

**Experience** :

2011-Present	Independent Director / Nominating & Compensation Committee Member	Samart Telcoms Pcl.
2017-Present	Chairman of the Audit Committee	Samart Telcoms Pcl.
2012-Present	Chairman of the Corporate Governance Committee	Samart Telcoms Pcl.

**Position in other listed companies**

-

**Position in non-listed companies**

-

<b>Meeting attendance for 2025 :</b>	Board of Directors' meeting	5/5 times
	Audit Committee's meeting	4/4 times
	Corporate Governance Committee's meeting	2/2 times
	Nominating & Compensation Committee's meeting	3/3 times

**Criteria for Nominating Directors :** The Board of Directors has considered the recommendation of the Nomination & Compensation Committee and deemed appropriate that Mr. Vichai Pokasamrit possesses the qualifications required by law with knowledge, ability, and experience, as well as a thorough understanding of the Company's business, and satisfactory performance throughout the term. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the re-appointment of the aforementioned person for another term.

**Contribution :** Participated in consideration of determining policies, direction, strategies, business structure, and principles for conducting business, as well as seeking new business for the Company and its subsidiaries.

**Details of the proposed directors in replacement of those retired by rotation**

**3) Miss Rapeepan Luangaramrut**

**Age** : 69 years

**Title** :  
 - Independent Director  
 - Audit Committee Member  
 - Nominating & Compensation Committee Member  
 - Corporate Governance Committee Member

**Position proposed** : Independent Director and Audit Committee Member

**Date of appointment as a Director** : April 24, 2008

**Term of Directorship and Independent Director in the Company (As of December 31, 2025)** : 17 years 8 months (If being re-elected for another term, he will hold the position for 20 years 8 months.

**Education and Training:**

- Master of Business Administration, Chulalongkorn University
- Bachelor Degree in Business Administration, Silpakorn University
- Certificate of Competition & Strategy Program, Harvard Business School, USA.
- Certificate of Advanced Management Program (AMP), Harvard Business School, USA.
- Leadership Program, Class 9, Capital Market Academy (CMA)
- National Defence College, The Joint State-Private Sector Course, Class 22, National Defence College
- Advanced Political and Electoral Development Course, Class 3, Political and Electoral Development Institute, Office of the Election Commission of Thailand
- Chief Executive Course for Urban Development Management, Class 1, Urban Green Development Institute Bangkok
- The 4<sup>th</sup> Training Course on Administrative Justice for Executive, Institute of Administrative Justice
- Top Executive Program in Energy Literacy for a Sustainable Future, Class 6, Thailand Energy Academy (TEA)
- RE-CU CEO-PREMIUM IN MODERN REAL-ESTATE BUSINESS, Class 2, The Real Estate Executive Association of Chulalongkorn University
- Advanced Master of Management Program (AMM), Class 1, Public Administration, National Institute of Development Administration (NIDA)
- Certificate of NACC/IACA International Anti-Corruption Academy (NACC), Class 11, Sanya Dharmasakti National Anti-Corruption Institute
- Rule of Law for Democracy Program, Class 9, College of the Constitutional Court in 2021
- Senior Executives on Justice Administration (class 27), the Office of Judiciary, Judicial Training Institute

**Director Training** : Director Accreditation Program (DAP)  
 - Thai Institute of Directors Association (IOD) in 2003

**Proficiency** : Organizational / Management Brand / Management Risk Management / Social Responsibility / Negotiation

**Experience** :

2008-Present	Independent Director / Audit Committee Member	Samart Telcoms Pcl.
2013-Present	Nominating & Compensation Committee Member	Samart Telcoms Pcl.
2017-Present	Corporate Governance Committee Member	Samart Telcoms Pcl.



**Details of the proposed directors in replacement of those retired by rotation**

	<u>Position in other listed companies</u>	
2024-Present	Director	Sino-Thai Engineering & Construction Pcl.
2023-Present	Independent Director	Stecon Group Pcl.
2016-Present	Consulting	Gunkul Engineering Pcl.
2013-Present	Consulting	Union Auction Pcl.
2010-Present	Director	TPT Petrochemicals Pcl.
2004-Present	Food Consultant	CP All Pcl.

	<u>Position in non-listed companies</u>	
2023-Present	Director	Cricket Teste Co., Ltd.
2013-Present	Director	Dream House (Thailand) Co., Ltd.
2012-Present	Director	Entertainment Tree Co., Ltd.
2005-Present	Director	Siam Solvay Foundation
2005-Present	Director	R Property Co., Ltd.
2004-Present	Executive Chairman	Khun Reed Corporation Co., Ltd.
2000-Present	Executive Chairman	110 Vipha Co., Ltd.

<b>Meeting attendance for 2025 :</b>	Board of Directors' meeting	5/5	times
	Audit Committee's meeting	4/4	times
	Corporate Governance Committee's meeting	2/2	times
	Nominating & Compensation Committee's meeting	3/3	times

**Criteria for Nominating Directors :** The Board of Directors has considered the recommendation of the Nomination & Compensation Committee and deemed appropriate that Miss Rapeepan Luangaramrut possesses the qualifications required by law with knowledge, ability, and experience, as well as a thorough understanding of the Company's business, and satisfactory performance throughout the term. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the re-appointment of the aforementioned person for another term.

**Contribution :** Participated in consideration of determining policies, direction, strategies, business structure, and principles for conducting business, as well as seeking new business for the Company and its subsidiaries.

<b>Details of the proposed directors in replacement of those retired by rotation</b>
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**Shareholding in the Company (SAMTEL) of proposed directors (As of March 19, 2026)**

Proposed Directors	Number of shares *	% of total number of voting rights of the Company
1. General Sumpun Boonyanun	100,000	0.016
2. Mr. Vichai Pokasamrit	100,000	0.016
3. Miss Rapeepan Luangaramrut	-	-

*Remark: \* Includes holding by spouse cohabiting couple, and any minor children*

**The positions in other listed and non-listed companies**

Proposed Directors	Listed Company		Other Companies (non-listed)		Other Competitive or Relating Business with SAMTEL
	Number of Companies	Position	Number of Companies	Position	
1. General Sumpun Boonyanun	none	none	1	Tipwarin Watana Co., Ltd. Director	none
2. Mr. Vichai Pokasamrit	none	none	none	none	none
3. Miss Rapeepan Luangaramrut	3	- Sino-Thai Engineering & Construction Pcl. Director - Stecon Group Pcl. Independent Director - TPT Petrochemicals Pcl. Director	7	- Cricket Teste Co., Ltd. Director - Dream House (Thailand) Co., Ltd. Director - Entertainment Tree Co., Ltd. Director - R Property Co., Ltd. Director - Siam Solvay Foundation. Director - Khun Reed Corporation Co., Ltd. Executive Chairman - 110 Vipha Co., Ltd. Executive Chairman	none

<b>Qualifications of Independent Directors and Audit Committee's member</b>
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**The Qualifications of the Company's Independent Directors**

The qualifications of Independent Director of Samart Telcoms Public Company Limited which have been set under the Company's Corporate Governance Policy of which **have been defined more restrictive than** the minimum requirement of the Securities Exchange Commission (SEC) as follows:

1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;
3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of other director, executive, major shareholder, controlling persons, or persons to be nominated as a director, executive or controlling person of the Company or subsidiaries;
4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis;

5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.

**Qualifications of Independent Directors and Audit Committee's member**

On the appointment of directors who will retire by rotation, there are three independent directors to be considered for re-election, General Sumpun Boonyanun, Mr.Vichai Pokasamrit and Miss Rapeepan Luangaramrut. Such directors are complied with SEC's independent directors qualifications and has no relationship with major shareholders and the management of the Company as follows:

Relationship Characteristics	Proposed Independent Directors		
	General Sumpun Boonyanun	Mr. Vichai Pokasamrit	Miss Rapeepan Luangaramrut
<p>1. Holding not more than 0.5 percent of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person of the Company, including the shares held by related persons of the independent director;</p> <p>Holding of SAMTEL ordinary shares</p> <ul style="list-style-type: none"> <li>- No. of shares</li> <li>- % of issued shares</li> </ul>	<p>100,000 shares 0.016%</p>	<p>100,000 shares 0.016%</p>	<p>- -</p>
<p>2. Neither being nor used to be an Executive director, employee, staff or advisor who receives a salary; or controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment;</p>	No	No	No
<p>3. Not being a person related by blood or legal registration such as father, mother, spouse, sibling and child, including spouse of child of other director, executive, major shareholder, controlling persons, or persons to be nominated as a director, executive or controlling person of the Company or subsidiaries;</p>	No	No	No
<p>4. Neither having nor used to have a business relationship with the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment.</p> <p>The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis;</p>	No	No	No

**Qualifications of Independent Directors and Audit Committee's member**

Relationship Characteristics	Proposed Independent Directors		
	General Sumpun Boonyanun	Mr. Vichai Pokasamrit	Miss Rapeepan Luangaramrut
5. Neither being nor used to be an auditor of the Company, parent company, subsidiaries, affiliates, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, parent company, subsidiaries, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No	No
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;	No	No	No
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to the Company's major shareholder;	No	No	No
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;	No	No	No
9. Not having any characteristic which cause the inability to express independent opinions with regard to the Company's business operations.	No	No	No

**Qualifications of Independent Directors and Audit Committee's member**

**Qualifications of Audit Committee's member**

Comparison Qualifications of General Sumpun Boonyanun, Mr. Vichai Pokasamrit and Miss Rapeepan Luangaramrut and Qualifications of the Audit Committee's member of the Securities Exchange Commission (SEC) are as follows:

Qualifications of the Audit Committee's member of the SEC	Proposed Audit Committee's member		
	General Sumpun Boonyanun	Mr. Vichai Pokasamrit	Miss Rapeepan Luangaramrut
1. Being an independent director.	Yes	Yes	Yes
2. Not being a person who has been empowered by the Board of Directors for any decision in the business operation of the Company, parent company, subsidiaries or affiliated Companies, same-level of subsidiaries as well as any juristic person, major shareholder, or controlling person of the Company.	No	No	No
3. Not being a director in parent company subsidiaries and any same-level of subsidiaries which is a listed company.	No	No	No
4. Having sufficient knowledge, experience, and time to perform duties as the Audit Committee members.	Yes	Yes	Yes
5. At least 1 member of the Audit Committee shall have sufficient knowledge and experience in accounting and finance to review the reliability of financial statement, the Company has to define in the Annual Registration Statement / Annual Report (Form 56-1 One Report) for name of the Audit Committee member who has that qualification, and has to define his/her qualification in the certification of the Audit Committee profile that should be sent to the SET.	No	Yes	No

**Details of 2025 actual remuneration of Board of Directors and Committees**

Policy of directors' remuneration has been clearly and transparently set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any sub Committees will be paid appropriately more in accordance with the extra work. The Nominating & Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The Shareholders in the 2025 Annual General Meeting approved remuneration for directors of the Company and Committees' members in 2025 at the amount of not exceeding Bath 6,500,000. Details of actual directors' and committees' remuneration for 2025 are as follows:

Directors	Cash Remuneration (Baht)							Subsidiaries	Grand Total	
	Company						Performance Bonus			Total Cash Remuneration from the Company
	Meeting Allowance <sup>(1)</sup>					Total Meeting Allowance				
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee						
1. General Sumpun Boonyanun Chairman / Independent Director Chairman of the Nominating & Compensation Committee	150,000	60,000	-	60,000	270,000	120,000	390,000	-	390,000	
2. Mr. Vichai Pokasamrit Director / Independent Director Chairman of the Audit Committee / Chairman of the Corporate Governance Committee	75,000	120,000	40,000	45,000	280,000	100,000	380,000	-	380,000	
3. Miss Rapeepan Luangaramrut Director / Independent Director	75,000	60,000	30,000	45,000	210,000	100,000	310,000	-	310,000	
4. Mr. Sirichai Rasameechan Director / Independent Director	75,000	-	30,000	45,000	150,000	100,000	250,000	-	250,000	
5. Mr. Kajornvut Tayanukom Independent Director	75,000	-	30,000	-	105,000	100,000	205,000	-	205,000	
6. Mr. Charoenrath Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000	
7. Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000	
8. Mr. Thananan Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000	
9. Mr. Jong Diloksombat Director	75,000	-	30,000	-	105,000	100,000	205,000	-	205,000	
<b>Total</b>	<b>750,000</b>	<b>240,000</b>	<b>160,000</b>	<b>195,000</b>	<b>1,345,000</b>	<b>920,000</b>	<b>2,265,000</b>	<b>-</b>	<b>2,265,000</b>	

*Remark: <sup>(1)</sup> Meeting allowance shall not be paid to the Executive Board, Risk Management Committee and Sustainable Committee because all members of such Committees are the executives who have remuneration as the executives already.*

The actual payment for remuneration of Directors and Committees' members in 2025 was Baht 2,265,000 which is in the approved budget of Baht 6,500,000.

Type of Remuneration	Amount (Baht)
Meeting allowance	1,345,000
Performance Bonus	920,000
<b>Total</b>	<b>2,265,000</b>

**Profiles of the proposed auditors for 2026**

**1) Ms. Siriwan Suratepin**



**Age** : 54 years

**Certified Public Accountant (Thailand) No.** : 4604

**Date of Certified Public Accountant (Thailand)** : 25 December 1995

**Current position** : Partner

**Company** : EY Office Limited

**Length of service** : November 1992 - present

**Education and training:**

- Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Thammasat University
- Graduate Diploma in Auditing, Thammasat University
- Graduate Diploma in English for Careers, Thammasat University

**Work experience** :

- Khun Siriwan has been working with EY for more than 30 years and has taken the position of Partner at EY for 20 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, manufacturing, distribution, servicing, resources, hospitality, computer and technology industry.
- Khun Siriwan is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of Samart Telcoms Pcl. :**

-Yes- (Year 2010-2011, 2014-2015, and 2021-2025)

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :**

-None-

**Contact details**

**Email** : Siriwan.Suratepin@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90

**Profiles of the proposed auditors for 2026**

**2) Ms. Natteera Pongpinitpinyo**



**Age** : 47 years

**Certified Public Accountant (Thailand) No.** : 7362

**Date of Certified Public Accountant (Thailand)** : 1 April 2004

**Current position** : Partner

**Company** : EY Office Limited

**Length of service** : April 2000 - present

**Education and training:**

- Bachelor's Degree in Accounting, Chulalongkorn University
- Master's degree in Business Administration from the National Institute of Development Administration

**Work experience** :

- Khun Natteera has been working with EY for 26 years and has taken the position of Partner at EY for 5 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in the manufacturing, service and trading business, hotel business, pharmaceutical and healthcare business and computer and technology industry, including knowledge of and experience in IFRS, US GAAP and Sarbanes-Oxley Act (SOX 404).
- Khun Natteera is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its affiliates, Board of Directors and major shareholders.

**Signatory of financial statements of Samart Telcoms Pcl. :**

-None-

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :**

-None-

**Contact details**

**Email** : Natteera.Pongpinitpinyo@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90

**Profiles of the proposed auditors for 2026**

**3) Mr. Chawalit Chaluyampornbut**



**Age** : 45 years

**Certified Public Accountant (Thailand) No.** : 8881

**Date of Certified Public Accountant (Thailand)** : 1 April 2007

**Current position** : Partner

**Company** : EY Office Limited

**Length of service** : April 2003 - present

**Education and training:**

- Bachelor's Degree in Accounting, Chulalongkorn University
- Master's Degree in Business Administration, Chulalongkorn University

**Work experience** :

- Khun Chawalit has been working with EY for 23 years. He has taken the position of Partner at EY for 4 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in healthcare, manufacturing (particularly in electronic components and automotive and parts), distribution and servicing industry.
- Khun Chawalit is an approved auditor by the Securities and Exchange Commission of Thailand. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

**Signatory of financial statements of Smart Telcoms Pcl. :**

-None-

**Shareholding structure in the Company :**

-None-

**Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence :**

-None-

**Contact details**

**Email** : Chawalit.Chaluyampornbut@th.ey.com

**Phone** : 0-2264-9090

**Fax** : 0-2264-0789-90

**Company's Articles of Association relating to the Shareholders' Meeting****Shareholder's Meetings**

**Article 34** The Board of Directors shall call a shareholders' meeting as an annual general meeting within four months from the last day of the accounting year of the Company.

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.

One or more shareholders holding shares in aggregate of not less than ten 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 days from the date the request is received from the shareholders.

In the case that the Board of Directors does not call a shareholders' meeting within forty-five 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 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.

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.

The Meeting of Shareholders can be held at the Company's headquarters, vicinity provinces or other places indicated by the Board of Directors.

In this regard, the Shareholders' meeting may be held via electronic media 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.

**Article 35** 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 on the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in accordance with the law governing public limited companies and other relevant laws for three consecutive days, not less than three days prior to the meeting date.

**Article 37** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies. At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**Article 38** The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform exceed fifteen minutes his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

## Company's Articles of Association relating to the Shareholders' Meeting

**Article 40** The tasks which should be performed in the Annual Ordinary General Meeting include:

- (1) Review Reports of the Board of Directors as proposed to the Meeting to describe the businesses the Company has done
- (2) To consider and approve the Company's balance Sheet
- (3) Consider and disburse profit (if applicable)
- (4) Elect Directors in replacement of the expired Directors
- (5) Appoint Certified Public Accountant and specify remunerations
- (6) Other tasks

### Proxy and Voting

**Article 36** At shareholders' meetings, a shareholder may authorize a person who is sui juris as his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing and signed by the principal, and it shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies.

**Article 39** In a voting, one share is eligible for one vote. The Resolution of the Shareholder's Meeting can be passed by the following integral votes;

- (1) In normal case, the majority of Shareholders attending the Meeting and exercising the vote. If the votes are equally separate, the Chairman of the Meeting can cast additional one vote to obtain the ultimate Resolution.
- (2) In the following cases, minimum three-fourth of all votes from the Shareholders attending the Meeting and exercising the votes
  - a. Selling or transferring all businesses or some significant parts to other individuals
  - b. Acquiring or receiving the businesses transferred from other private entities
  - c. Entering, amending or terminating Contracts to lease all Company's businesses or some significant parts, assigning other parties to operate Company's businesses or merging businesses with other entities with the objectives to share profit and loss
  - d. Amendment of the Memorandum of association or Articles of Association
  - e. Increasing or decreasing Company's capital or issuing debentures
  - f. Merging or terminating the Company

### Directors' Qualifications, Election and Rotation of Directors

**Article 15** The Company must maintain minimum 5 Directors in the Board; of which, at least half of the Directors must reside in the Kingdom of Thailand and possess the qualifications specified by the applicable laws.

**Article 16** In the Shareholders' Meeting, the Board election must follow the procedures;

- 1) One Shareholder is eligible for one vote.
- 2) Each Shareholder must exercise the vote as in (1) to elect an individual or many individuals to assume the Directorship but cannot allocate the votes to anyone to the desired votes
- 3) The individual winning the votes in order will be elected Director in equivalent to the number of Directors required in the election. In case of equal vote for the individuals in the following order in excessive of the required number of Directors in the election, the Chairman of the Meeting will cast additional one vote to obtain the ultimate voting result.

**Article 17** At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

A retiring Director is eligible for re-election.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

**Company's Articles of Association relating to the Shareholders' Meeting**

**Directors' Remuneration**

**Article 33** 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 Company's regulations.

The statement in Clause 1 shall not affect the rights of any employee or staff member of the Company who has been elected as a director of the Company to receive remunerations or benefits from the Company as an employee of the Company.

**Dividend Payment**

**Article 45** 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.

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.

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 accordance with the law governing public limited companies and other relevant laws.

**Article 46** The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital

**Others**

**Article 43** The Board of Directors shall arrange the balance sheet and the profit and loss statement at the end of the accounting period to be presented to the shareholders at the Annual General Meeting of Shareholders for approval. Such balance sheet and profit and loss statement must be examined by the auditor before presenting to the shareholders meeting.

**Article 44** The Board of Directors must furnish the following documents to shareholders, together with the notice summoning the Annual General Meeting:

- (1) A copy of the balance sheet and profit and loss statement examined by the auditor together with the auditor report.
- (2) Annual report of the Board of Directors.

**Article 47** The Company's director, staff, employee or a person holding any position in the Company shall not be appointed as the Company's auditor.

**Article 49** The auditor has the duty to attend every shareholders' meeting which considers the balance sheet, profit and loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver all the reports and documents which the shareholders are entitled to receive for such meeting to the auditor.

**Proxy Form A  
(General Form)**

Duty Stamp  
20 Baht

Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_  
(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of **Smart Telcoms** Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(3) hereby appoint  
1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

- |   |                             |   |
|---|-----------------------------|---|
| Please mark<br>a sign in front<br>of only one<br>proxy's name | or <input type="checkbox"/> | 2. General Sumpun Boonyanun Independent Director / Chairman Age 82 years<br>63/64, Senanivej Village, Soi Senanikom 1, Ladprao, Bangkok 10230   |
|   | or <input type="checkbox"/> | 3. Mr. Vichai Pokasamrit Independent Director / Chairman of the Audit Committee Age 76 years<br>190-192 Navatane Village, Serithai 59 Road, Kannayao District, Bangkok 10230          |
|   | or <input type="checkbox"/> | 4. Miss Rapeepan Luangaramrut Independent Director / Audit Committee Member Age 69 years<br>110/4, Soi Vibhavadi-Rangsit 44, Vibhavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900 |
|   | or <input type="checkbox"/> | 5. Mr. Sirichai Rasameechan Independent Director Age 75 years<br>22, Soi Napalai 7, Sukhumvit (70/3) Road, Bangna, Bangkok 10260  |
|   | or <input type="checkbox"/> | 6. Mr. Kajornvut Tayanukorn Independent Director Age 70 years<br>68/122, Soi Thawi Watthana 9, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170                     |

Just only one as my/our proxy to attend and vote on my/our behalf at **the 2026 Annual General Meeting of Shareholders**  
on **Thursday 23<sup>rd</sup> April 2026** at **01:30** p.m. at **Meeting Room, 16<sup>th</sup> Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120.** or at any adjournment thereof.

Any acts performed by the proxy holder in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Appointer  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Note: A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes

**Proxy Form B**  
(Voting is clearly and definitely specified)

Duty Stamp 20 Baht
--------------------------

Place \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_ Road \_\_\_\_\_  
Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) being a shareholder of Samart Telcoms Public Company Limited  
holding \_\_\_\_\_ shares with \_\_\_\_\_ voting right as follows:  
\_\_\_\_\_ ordinary shares with \_\_\_\_\_ voting right  
\_\_\_\_\_ preference shares with \_\_\_\_\_ voting right

(3) hereby appoint

1. \_\_\_\_\_ Age \_\_\_\_\_ years  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Country \_\_\_\_\_ Postal code \_\_\_\_\_

Please mark a sign in front of only one proxy's name
---

- or  2. General Sumpun Boonyanun Independent Director / Chairman Age 82 years  
63/64, Senanivej Village, Soi Senanikom 1, Ladprao, Bangkok 10230
- or  3. Mr. Vichai Pokasamrit Independent Director / Chairman of the Audit Committee Age 76 years  
190-192 Navatanej Village, Serithai 59 Road, Kannayao District, Bangkok 10230
- or  4. Miss Rapeepan Luangaramrut Independent Director / Audit Committee Member Age 69 years  
110/4, Soi Vibhavadi-Rangsit 44, Vibhavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900
- or  5. Mr. Sirichai Rasameechan Independent Director Age 75 years  
22, Soi Napalai 7, Sukhumvit (70/3) Road, Bangna, Bangkok 10260
- or  6. Mr. Kajornvut Tayanukorn Independent Director Age 70 years  
68/122, Soi Thawi Watthana 9, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170

Just only one as my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders  
on Thursday 23<sup>rd</sup> April 2026 at 01:30 p.m. at Meeting Room, 16<sup>th</sup> Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120. or at any adjournment thereof.

(4) I/We appoint a proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To consider and certify the Minutes of the 2025 Annual General Meeting of Shareholders.**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain

**Agenda 2 To acknowledge the Company's operating results and Annual Report for the year 2025**

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

**Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2025**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
- Approve       Disapprove       Abstain

**Agenda 4 To consider and approve the appropriation of legal reserve and dividend payment for 2025**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve       Disapprove       Abstain

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

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve the election of all proposed directors
    - Approve       Disapprove       Abstain
  - Approve with the appointment of the Board of Directors by individual basis
    - 1) General Sumpun Boonyanun
      - Approve       Disapprove       Abstain
    - 2) Mr. Vichai Pokasamrit
      - Approve       Disapprove       Abstain
    - 3) Miss Rapeepan Luangaramrut
      - Approve       Disapprove       Abstain

**Agenda 6 To consider and approve the remuneration of the Board of Directors and the Committees' members for 2026**

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve       Disapprove       Abstain

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

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve       Disapprove       Abstain

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

- (a) The proxy has the right to consider and vote on my/our behalf in all respects
- (b) The proxy has to vote as my/our desire as follows:
  - Approve       Disapprove       Abstain

(5) The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ Appointer  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

- Notes:**
1. A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to many proxies for splitting votes
  2. On the election of Directors, shareholder may either elect the nominated directors as a whole or by individual.
  3. Additional agenda from the above, the Continuation of Proxy Form B is allowed.

**Continuation of Proxy Form B**

The proxy as the shareholder of Samart Telcoms Public Company Limited  
In the 2026 Annual General Meeting of Shareholders on Thursday 23<sup>rd</sup> April 2026 at 01:30 p.m. at Meeting Room, 16<sup>th</sup> Floor, Software Park Building, No. 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-Kred, Nonthaburi 11120. or at any adjournment thereof.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy has the right to consider and vote on my/our behalf in all respects

(b) The proxy has to vote as my/our desire as follows:

Approve                       Disapprove                       Abstain

Agenda \_\_\_\_\_ Subject The appointment of Company's directors (Addition)

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_



Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Candidate's Name \_\_\_\_\_

Approve                       Disapprove                       Abstain

Details of the independent directors who may be appointed as proxies in the 2025 Annual General Meeting of Shareholders					
Name of Directors	Position	Age	Address	Major Vested Interest in the Agenda considered	Shareholding in Company (as of March 19, 2026)
<b>1. General Sumpun Boonyanun</b> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman</li> <li>- Chairman of the Nominating &amp; Compensation Committee</li> <li>- Audit Committee Member</li> </ul>	82	63/64, Senanivej Village, Soi Senanikom 1, Ladprao, Bangkok 10230	Agenda 5	100,000 shares 0.016%
<b>2. Mr. Vichai Pokasamrit</b> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of the Audit Committee</li> <li>- Chairman of the Corporate Governance Committee</li> <li>- Nominating &amp; Compensation Committee Member</li> </ul>	76	190-192 Navatane Village, Serithai 59 Road, Kannayao District, Bangkok 10230	Agenda 5	100,000 shares 0.016%
<b>3. Miss Rapeepan Luangaramrut</b> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Audit Committee Member</li> <li>- Corporate Governance Committee Member</li> <li>- Nominating &amp; Compensation Committee Member</li> </ul>	69	110/4, Soi Vibhavadi-Rangsit 44, Vibhavadi-Rangsit Road, Ladyao, Chatuchak, Bangkok 10900	Agenda 5	-
<b>4. Mr. Sirichai Rasameechan</b> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Corporate Governance Committee Member</li> <li>- Nominating &amp; Compensation Committee Member</li> </ul>	75	22 Soi Naphalai 7, Sukhumvit Road (70/3), Bang Na, Bangkok 10260	-	150,000 shares 0.024%
<b>5. Mr. Kajomvut Tayanukorn</b> 	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Corporate Governance Committee Member</li> </ul>	70	68/122, Soi Thawi Watthana 9, Thawi Watthana Subdistrict, Thawi Watthana District, Bangkok 10170	-	500,000 shares 0.081%

<b>Process of Registration, Documents required for attending the meeting, Proxy and Voting</b>
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**1. Registration**

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 12:30 p.m. on Thursday 23<sup>rd</sup> April 2026 at 01:30 p.m. 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 required documents for attending the meeting comply with general practice and laws, Company's Articles of Association and do not discriminate or be a burden to shareholders. The route map of the venue shown in Enclosure 11.

**2. Documents Required for Attending the Meeting****1) Individual Shareholders****1.1 Attendance in person:**

- Identification card/Government official identification card
- Passport (in case of foreigner)

**1.2 Proxy:**

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Certified copies of identification cards/government official identification cards or passports (in case of foreigner) of the appointer and the proxy.

**2) Juristic Person**

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy holder.

**3) For Foreign Investor Appointing Custodian in Thailand**

- All evidences of Custodian similar to those of the Juristic Person, the Custodian can select only one of three Proxy Forms (A or B) or Alternative form C of Proxy could be download from the Company's website, [www.samtel.com](http://www.samtel.com);
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case of foreign documentation, English translation is required for the Non-English with certification of correctness of the translation by the Shareholder, for individual, or the authorized representative(s) of the Shareholder, for Juristic Person.

**3. Proxy**

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand

**Process of Registration, Documents required for attending the meeting, Proxy and Voting**

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Details of the independent directors are as Enclosure 8.) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy and send to Company Secretary Division Smart Telcoms Public Company Limited No. 99/15 Moo 4, Software Park, 21<sup>st</sup> Fl., Chaengwattana Road, Klong Gluar, Pak-kred, Nonthaburi 11120.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

**4. Voting****Voting Procedures**

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

**Resolution of the Meeting**

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.



**Samart Telcoms PCL**

Stamp Duty  
3 Baht

To:

Samart Telcoms Public Company Limited  
Corporate Secretary Division  
99/15 Moo 4, Software Park, 21<sup>st</sup> Fl.,  
Chaengwattana Road, Klong Gluar,  
Pak-kred, Nonthaburi 11120

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**Requisition Form for the Annual Registration Statement / Annual Report 2025  
(Form 56-1 One Report)**

Dear Shareholders,

Smart Telcoms Public Company Limited would like to inform you that if you wish to receive the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) in hard-copy format, please fill in the blank form and send back to the Company by mail or email at [corporatesecretary@samtel.com](mailto:corporatesecretary@samtel.com). The Company will send the Company's Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) to you as requested.

Shareholder Name.....

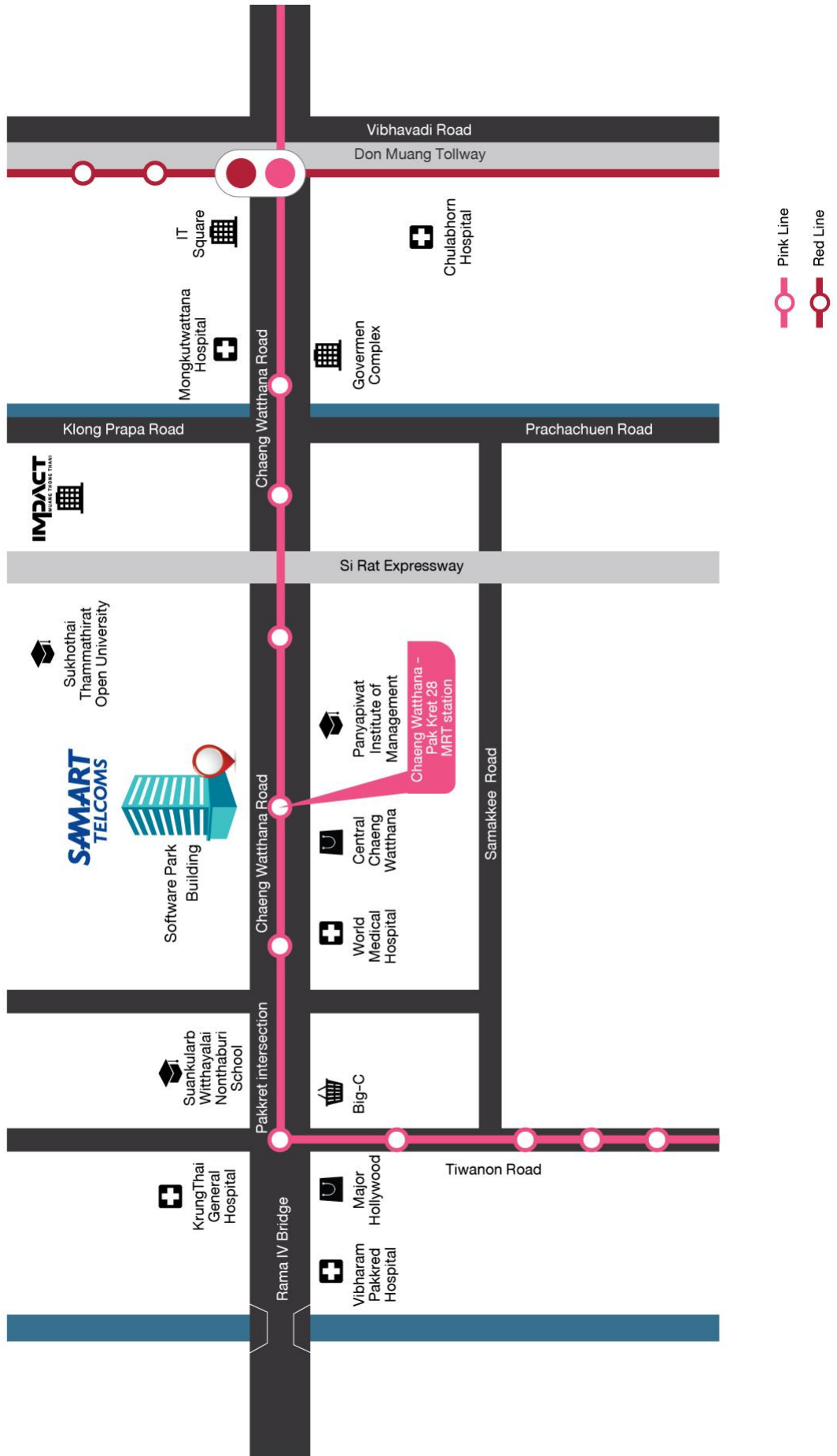
Address.....

.....

Telephone.....



**Smart Telcoms PCL**





SAMART TELCOMS PUBLIC COMPANY LIMITED

99/7 Moo 4, 29<sup>th</sup> Software Park, Chaengwattana Rd.,  
Klong Gluar, Pak-Kred, Nonthaburi 11120 Thailand  
Tel. +66 2502 6000



[www.samtel.com](http://www.samtel.com)