

(Translation)

SC 024/62

April 26, 2019

Subject : Notification of the resolutions of the 2019 Annual General Meeting of Shareholders  
To : The President  
The Stock Exchange of Thailand

The resolutions of the 2019 Annual General Meeting of Shareholders which held on April 26, 2019. When the meeting started, there were a total of 83 shareholders and proxy holders who attended the meeting, comprising 28 shareholders attended the meeting in person and 55 shareholders attended in proxy, representing a total of 604,035,237 shares equivalent or equal to 60.01% of total paid up shares of the Company as follows :

1. Certified the minutes of the 2018 Annual General Meeting of Shareholders held on April 27, 2018 with the majority of votes of shareholders and proxy holders who attended the meeting and casted their votes as follows:

Total	95	Shareholders	representing	630,440,041	shares
For	630,440,041	Votes,	equal to	100	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

Remark: In this agenda, there were 12 additional shareholders attended the Meeting that represented 26,404,804 shares.

2. Acknowledged the Company's 2018 operating results and the Board of Directors' Annual Report.

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

3. Approved the Company's Statement of Financial Position and Profit & Loss Statement for the year ended December 31, 2018 with the majority of votes of shareholders and proxy holders who attended the meeting and casted their votes as follows:

Total	101	Shareholders	representing	630,490,241	shares
For	630,490,241	Votes,	equal to	100	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

Remark: In this agenda, there were 6 additional shareholders attended the Meeting that represented 50,200 shares.

4. The appropriation of legal reserve and dividend payment for 2018 were approved as follows:

- 4.1 Approved the additional legal reserve in the amount of Baht 13,420,052.10 to be reserved in the first quarter of 2019;
- 4.2 Approved the dividend payment for fiscal year 2018 at Baht 0.10 per share, total of Baht 100.65 million from the Company's net profit to the eligible shareholders for dividend payment on March 19, 2019 (Record Date) and the proposed payment date will be on May 23, 2019.

The appropriation of legal reserve and dividend payment were resolved with the majority of votes of shareholders and proxy holders who attended the meeting and casted their votes as follows:

Total	101	Shareholders	representing	630,490,241	shares
For	630,490,241	Votes,	equal to	100	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

5. Approved the appointment of Company's Directors to replace of those who will retire by rotation for 2019.

- 5.1 Acknowledged the retirement by rotation of Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck from the directorship;
- 5.2 Approved the appointment of Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck to resume the Company's Directors for another term;

The above directors were re-elected to be the Board of Directors for another term with the majority of votes of shareholders and proxy holders who attended the meeting and casted their votes as follows: (There were 3 directors who have conflict of interest, Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck, did not participate in voting)

1) Dr. Tongchat Hongladaromp (Independent Director)

Total	101	Shareholders	representing	630,490,241	shares
For	630,279,630	Votes,	equal to	99.9666	%
Against	210,611	Votes,	equal to	0.0334	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

2) Mr. Prinya Waiwatana (Independent Director)

Total	101	Shareholders	representing	630,490,241	shares
For	628,991,804	Votes,	equal to	99.7623	%
Against	1,498,437	Votes,	equal to	0.2377	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

3) Mr. Thananan Vilailuck (Executive Director)

Total	101	Shareholders	representing	630,490,241	shares
For	601,668,240	Votes,	equal to	95.4286	%
Against	2,793,501	Votes,	equal to	0.4431	%
Abstain	26,028,500	Votes,	equal to	4.1283	%
Voided ballots	-	Votes,	equal to	-	%

6. Approved the remuneration of the Board of Directors and the Committee's for 2019 of which comprised meeting allowance and annual performance bonus without other benefits to be the same as previous years at the amount of not exceed Baht 7.0 million without other benefits. The meeting allowance for directors for each meeting participated to be proposed as follows:

Board of Directors

- Chairman Baht 30,000 / per meeting
- Director Baht 15,000 / per meeting

Audit Committee

- Chairman Baht 30,000 / per meeting
- Director Baht 15,000 / per meeting

Corporate Governance Committee

- Chairman Baht 20,000 / per meeting
- Director Baht 15,000 / per meeting

Nominating & Compensation Committee

- Chairman Baht 20,000 / per meeting
- Director Baht 15,000 / per meeting

Meeting allowance shall not be paid to the Executive Committee, Risk Management Committee and Sustainable Development Committee because all members of such Committees are the executives who already have remuneration as the Company's executives.

The above resolution was resolved with the votes of not less than two-thirds (2/3) of votes of shareholders and proxy holders who attended the meeting and were entitled to vote as follows:

Total	102	Shareholders	representing	630,490,541	shares
For	630,490,541	Votes,	equal to	100	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

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

7. Ms. Kamontip Lertwitworatep, an auditor with license no. 4377 and/or Mr. Wichart Lokatekrawee, an auditor with license no. 4451 and /or Mrs. Sarinda Hirunprasurtwutti, an auditor with license no.4799 of EY Office Limited have been appointed as the Company's Auditors for year 2019 with remuneration of Baht 2,550,000 which increases

from the previous year Baht 100,000 due to change in accounting standard resulting in more works in audit and information disclosure. (excluding any miscellaneous expenses such as traveling and photo copy expenses etc.). 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. If there will be a substantial increase in business activities of the Company in this year, then the audit fee may be reviewed.

The auditors have been appointed with the majority of votes of shareholders and proxy holders who attended the meeting and casted their votes as follows:

Total	102	Shareholders	representing	630,490,541	shares
For	630,490,541	Votes,	equal to	100	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

8. Approved the amendment of the Company's Article of Association 5 articles (No.4, No.13, No.19, No.23 and No.24), to be in line and accordance with the Public Limited Company Act B.E. 2535 (1992), and Announcement of the National Council for Peace and Order No. 74/2557 (A.D.2014) Re: Electronic Conferencing, details as follows:

Existing	Propose to revise
<p><b>No 4. (Chapter 2 Shares Issuance)</b> The shares of the Company are ordinary shares at par value of Baht 1 (One Bath) each and shall be fully paid up and specified in name certificate.</p> <p>All shares shall be registered in the name of the shareholders in accordance with the share register.</p>	<p><b>No 4. (Chapter 2 Shares Issuance)</b> The shares of the Company are ordinary shares at par value of Baht 1 (One Bath) each and shall be fully paid up and specified <u>the holder's name</u>.</p> <p>All shares shall be registered in the name of the shareholders in accordance with the share register.</p>
<p><b>No. 13 (Chapter 3 Transfer of Shares)</b> During the period of twenty-one (21) days prior to each meeting of the shareholders, the Company shall suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.</p>	<p><b>No. 13 (Chapter 3 Transfer of Shares)</b> During the period of twenty-one (21) days prior to each meeting of the shareholders, the Company <u>may</u> suspend registration of share transfer by notifying the shareholders in advance at the head office and each branch office of the Company not less than fourteen (14) days before the date of commencement of share transfer suspension.</p>
<p><b>No.19 (Chapter 4 Directors)</b> In case where the office of a director becomes vacant by any reason other than the expiration of the term, the Board of Directors may elect a shareholder possessing the qualifications and being under no prohibitions under Section 68 of the</p>	<p><b>No.19 (Chapter 4 Directors)</b> In case where the office of a director becomes vacant by any reason other than the expiration of the term, the Board of Directors may elect a <u>person</u> possessing the qualifications and being under no prohibitions <u>by law</u> as a replacing director in</p>

Existing	Propose to revise
<p>Public Limited Companies Act B.E. 2535 as a replacing director in the next meeting of the Board of Directors, unless the remaining term of office of the director is less than two months. The replacing director shall hold office only for the remaining term of the replaced director.</p> <p>The resolution of the Board of Directors under the first paragraph shall be supported by votes of not less than three-fourths (3/4) of number of the remaining directors.</p>	<p>the next meeting of the Board of Directors, unless the remaining term of office of the director is less than two months.</p> <p>The resolution of the Board of Directors under the first paragraph shall be supported by votes of not less than three-fourths (3/4) of number of the remaining directors.</p> <p>The replacing director shall hold office only for the remaining term of the replaced director.</p>
<p><b>No.23 (Chapter 4 Directors)</b>  At a meeting of the Board of Directors, there must be directors present not less than one half of the total number of directors to form a quorum. In the event that the Chairman is absent or is unable to perform the duties, if there is a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. In the absence of the Vice-Chairman or the Vice-Chairman is unable to perform the duties, the directors present at the meeting shall elect one among themselves to be the chairman of the meeting.  Decisions of the meeting shall be by a majority of votes.</p> <p>Each director shall have one vote, except for a director who has an interest in any matter who shall have no right to vote on such matter. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote.</p>	<p><b>No.23 (Chapter 4 Directors)</b>  At a meeting of the Board of Directors, there must be directors present not less than one half of the total number of directors to form a quorum. In the event that the Chairman is absent or is unable to perform the duties, if there is a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. In the absence of the Vice-Chairman or the Vice-Chairman is unable to perform the duties, the directors present at the meeting shall elect one among themselves to be the chairman of the meeting.  Decisions of the meeting shall be by a majority of votes.</p> <p>Each director shall have one vote, except for a director who has an interest in any matter who shall have no right to vote on such matter. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote.</p> <p><u>The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law.</u></p>
<p><b>No.24 (Chapter 4 Directors)</b>  In summoning the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than seven (7) days in advance of the meeting date. Except in cases of urgency or for the purpose of reserving the rights or interest of the</p>	<p><b>No.24 (Chapter 4 Directors)</b>  In summoning the Board of Directors' Meeting, the Chairman or the assigned person shall send a notice of the meeting to the directors not less than seven (7) days in advance of the meeting date. Except in cases of urgency or for the purpose of reserving the rights or interest of the</p>

Existing	Propose to revise
Company, the notice of the meeting may be sent by other means and be held earlier.	Company, the notice of the meeting may be sent by other means and be held earlier.  <u>The Company may send a summoning notice for a Board of Directors' meeting including its related documents by an electronic mail. In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.</u>

The amendment of the Company's Article of Association was resolved with the votes of not less than three quarters (3/4) of votes of shareholders and proxy holders who attended the meeting and were entitled to vote as follows:

Total	103	Shareholders	representing	630,492,541	shares
For	630,492,541	Votes,	equal to	100	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes,	equal to	-	%

Remark: In this agenda, there was 1 additional shareholder attended the Meeting that represented 2,000 shares.

Please be informed accordingly.

On behalf of Samart Corporation Pcl.

(-signed-)

(Mr. Watchai Vilailuck)  
President