

(Translation)

SC008/67

February 22, 2024

Subject : Schedule of the 2024 Annual General Meeting of Shareholders, the Omission of Dividend Payment and the amendment of the Company's Article of Association

To : The President
The Stock Exchange of Thailand

Samart Corporation Public Company Limited ("the Company") would like to report the resolution of the Board of Directors' Meeting No.1/2024 held on February 22, 2024 as follows :

1. The Company will hold the 2024 Annual General Meeting of Shareholders on Thursday April 25, 2024 at 03.30 p.m. The meeting will be held at Meeting Room 16th Fl., Software Park Building, 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 with the following agenda :

1) To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023.

The Board's Opinion The Minutes is correct and the shareholders' meeting should certify such minute.

2) To acknowledge the Company's 2023 operating results and Annual Report.

The Board's Opinion The Board has agreed to present the Company's 2023 operating result and the annual report to the Shareholders' meeting for acknowledgement.

3) To consider and approve the Company's Statement of Financial Position and Profit and Loss Statement for the year ended December 31, 2023.

The Board's Opinion The Shareholders' meeting should approve the Company's Statement of Financial Position and Profit and Loss Statement for the accounting period ended December 31, 2023, which has been audited by the Company's Auditor and reviewed by the Audit Committee. The Board of Directors has also endorsed the financial statements.

4) To consider and approve the appropriation of legal reserve and dividend payment for 2023.

The Board's Opinion The Shareholders' meeting should approve the omission of the appropriation of legal reserve and omission of dividend payment from the 2023 operating results due to operating loss.

5) To consider and approve the appointment of Company's directors to replace of those who will retire by rotation for 2024.

The Board's Opinion The Board of Directors, without members who have conflict of interest in this agenda, to be in line with the Nominating & Compensation Committee, agreed to propose to the shareholders' meeting for consideration and approval the re-appointment of directors as the Company's directors for another term as follows:

- | | |
|-----------------------------|--------------------------|
| 1) Mr.Charoenrath Vilailuck | Executive Director |
| 2) Mrs. Siripen Vilailuck | Non - Executive Director |
| 3) Mr. Sirichai Rasameechan | Non - Executive Director |

6) To consider and approve to fix the remuneration of the Board of Directors and the Committees for 2024.

The Board's Opinion

The Board of Directors to be in line with the Nominating & Compensation Committee has agreed that the shareholders' meeting should approve the remuneration for the Board of Directors and the Committees' members for 2024 of which comprise meeting allowance and annual performance bonus without other benefits to be the same as previous years at the amount of not exceed Baht 7.0 million. Details of meeting allowance are as follows:

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|--|------|--------|-------------|--|
| 1. Board of Directors | | | | |
| - Chairman | Baht | 30,000 | per meeting | |
| - Director | Baht | 15,000 | per meeting | |
| 2. Audit Committee | | | | |
| - Chairman | Baht | 30,000 | per meeting | |
| - Director | Baht | 15,000 | per meeting | |
| 3. Corporate Governance Committee | | | | |
| - Chairman | Baht | 20,000 | per meeting | |
| - Director | Baht | 15,000 | per meeting | |
| 4. Nominating & Compensation Committee | | | | |
| - Chairman | Baht | 20,000 | per meeting | |
| - Director | Baht | 15,000 | per meeting | |

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

7) To consider and approve the appointment of Company's auditor for 2024 and fixing their remuneration.

The Board's Opinion

The Board of Directors to be in line with the Audit Committee agreed to propose to the shareholders' meeting for consideration and approval for the appointment of Ms. Siriwan Suratepin, an auditor with license no. 4604 and/or Mrs. Sarinda Hirunprasurtwutti, an auditor with license no. 4799 and/or Mr. Piya Chairuckmalakarn, an auditor with license no. 7544 of EY Office Limited as the Company's auditors for 2024 with the remuneration of Baht 2,900,000 which is more expensive than the previous year due to the growth of the businesses in the group company. Moreover, there are increases of the audit conditions of The Securities and Exchange Commission, Thailand as well, in order to build the trust of the financial statement's user of The Stock Exchange of Thailand (excluding any miscellaneous expenses, such as, copy expenses, traveling, 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.

8) To consider and approve the amendment of the Company's Article of Association.

The Board's Opinion To be in line and in accordance with the Public Limited Companies Act (No. 4) B.E. 2022, the Board of Directors deemed it appropriate to propose to the shareholders' meeting for consideration and approval the amendment of the Company's Article of Association No. 23, No. 30, No.31 and No. 39 as detail below;

Existing version	Proposed amendment
<p>No. 23 "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.</p> <p>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>The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law."</p>	<p>No. 23 "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.</p> <p>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>The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law. <u>In such cases, it shall be deemed that the principal office of the Company is the meeting venue.</u></p>
<p>No. 30"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.</p> <p>Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.</p> <p>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.</p> <p>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.</p> <p>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</p>	<p>No. 30"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.</p> <p>Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.</p> <p>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.</p> <p>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.</p> <p>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</p>

Existing version	Proposed amendment
constitute a quorum as prescribed in Clause 32, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company."	constitute a quorum as prescribed in Clause 32, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company. "In this regard, the Shareholders' meeting may be held via electronic medias in accordance with the law on electronic meeting. In such cases, it shall be deemed that the principal office of the Company is the meeting venue."
<p>No. 31"In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning of a meeting stating the place, date, time and agenda, matters to be proposed to the meeting together with appropriate details and send them to the shareholders not less than seven (7) days prior to the meeting date.</p> <p>Such notices must also be published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date."</p>	<p>No. 31"In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning of a meeting stating the place, date, time and agenda, matters to be proposed to the meeting together with appropriate details and send them to the shareholders not less than seven (7) days prior to the meeting date.</p> <p>Such notices must also be published in a newspaper in accordance with the law governing public limited companies and other relevant laws for three (3) consecutive days at least three (3) days prior to the meeting date."</p>
<p>No. 39"No dividend shall be paid otherwise than out of profit. In the case where a Company has accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be paid according to the number of shares, each share being equally paid.</p> <p>The Board of Directors may pay to the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, the next meeting of shareholders shall be notified.</p> <p>Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. In this connection, notice in writing must be sent to the shareholders, and such notice must also be advertised in newspapers."</p>	<p>No. 39"No dividend shall be paid otherwise than out of profit. In the case where a Company has accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be paid according to the number of shares, each share being equally paid.</p> <p>The Board of Directors may pay to the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, the next meeting of shareholders shall be notified.</p> <p>Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. In this connection, notice in writing must be sent to the shareholders, and such notice must also be advertised in newspapers in accordance with the law governing public limited companies and other relevant laws."</p>

However, delegating the authorization to the Executive Chairman or any person authorized by the Executive Chairman to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association of the Company as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the company's Articles of Association.

9) Other Matters (If any)

2. The Company has fixed the record date on March 14, 2024 for the eligible shareholders for attending the 2024 shareholders' meeting.
3. Authorized the Executive Chairman to consider changing the AGM date / time, AGM meeting venue and / or the meeting format as deemed appropriate in case of it is necessary.
- 4) Approved the appointment of Mr. Seri Suksathaporn as the Company's Audit Committee Member for another term which effect on April 25, 2024, onwards.

In addition, the Company allowed the Company's shareholders to propose matter(s) to the Board of Directors for consideration as agenda of the shareholders' meeting. Allowing period was from September 30, 2023 to January 31, 2024. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2024.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr. Charoenrath Vilailuck)
Executive Chairman / CEO