

(Translation)

SC 012/62

March 5, 2019

Subject : Schedule of Annual General Meeting of Shareholders 2019, 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. 2/2019 held on March 5, 2019 as follows :

1. The Company will hold the Annual General Meeting of Shareholders for 2019 on Friday April 26, 2019 at 03.30 p.m. The meeting will be held at Magic 2 Room, 2nd Floor, Miracle Grand Convention Hotel, No. 99 Vibhavadi Rangsit Road, Laksi, Donmuang, Bangkok with the following agenda :

1) To consider and approve the Minutes of the 2018 Annual General Meeting of Shareholders held on April 27, 2018.

The Board's Opinion The Minutes is correct and the shareholders should consider for approval.

2) To acknowledge the Company's 2018 operating results and Annual Report.

The Board's Opinion The Board has agreed to present the Company's 2018 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, 2018.

The Board's Opinion The Shareholders should approve the Company's Statement of Financial Position and Profit and Loss Statement for the accounting period ended December 31, 2018, which have 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 2018.

The Board's Opinion Under the Public Company Act B.E. 2535, in section 116, 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 share capital.

The Shareholders should approve the additional legal reserve in the amount of Baht 13,420,052.10 and the dividend payment for fiscal year 2018 at Baht 0.10 per share 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. However, The right to receive dividend payment is uncertain until it is approved by the 2019 Annual General Meeting of Shareholders.

5) To consider and approve the appointment of Company's directors to replace of those who will retire by rotation for 2019.

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 for consideration and approval as follow:

- Approved the re-appoint Dr.Tongchat Hongladaromp, Mr.Prinya Waiwatana and Mr.Thananan Vilailuck to be the Company's directors; and
- Approved the re-appoint Dr. Tongchat Hongladaromp and Mr. Prinya Waiwatana to be the Company's independent director for another term.

6) To consider and approve to fix the remuneration of the Board of Directors and the Committees for 2019.

The Board's Opinion

The Board of Directors to be in line with the Nominating & Compensation Committee has agreed that the shareholders should approve the remuneration for the Board of Directors and the Committees' members for 2019 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:

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

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

7) To consider and approve the appointment of Company's auditor for 2019 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 for consideration and approval for the appointment of 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 as the Company's auditors for 2019 with the 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, 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 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, the shareholders should approve the amendment of the Company's Article of Association (5 articles), as detail below;

Existing	Propose to revise
<p>No.4 (Chapter 2 : Shares Issuance) "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. All shares shall be registered in the name of the shareholders in accordance with the share register."</p>	<p>No.4 (Chapter 2 : Shares Issuance) "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>. All shares shall be registered in the name of the shareholders in accordance with the share register."</p>
<p>No.13 (Chapter 3 : Transfer of Shares) "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>No.13 (Chapter 3 : Transfer of Shares) "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>No.20 (Chapter 4 : Directors) "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 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>No.20 (Chapter 4 : Directors) "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 the next meeting of the Board of Directors, unless the remaining term of office of the director is less than two months. 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>

Existing	Propose to revise
<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>No.23 (Chapter 4 : Directors) “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>No.23 (Chapter 4 : Directors) “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><u>The Board of Directors’ Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law.”</u></p>
<p>No.24 (Chapter 4 : Directors) “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 Company, the notice of the meeting may be sent by other means and be held earlier.”</p>	<p>No.24 (Chapter 4 : Directors) “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 Company, the notice of the meeting may be sent by other means and be held earlier.</p> <p><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></p>

9) Other Matters (If any)

2. The Company has fixed the record date on March 19, 2019 for the eligible shareholders for attending the 2019 shareholders meeting and receive dividend payment. Dividend payment will be subjected to the approval of the shareholders.

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 28, 2018 to January 31, 2019. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2019.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr. Watchai Vilailuck)
President