

(Translation)

SC 017/67

April 25, 2024

Subject : Notification of the resolutions of the 2024 Annual General Meeting of Shareholders

To : The President  
The Stock Exchange of Thailand

The resolutions of the 2024 Annual General Meeting of Shareholders of Samart Corporation Public Company Limited ("the Company") which held on April 25, 2024. When the Meeting started, there were a total of 45 shareholders and proxy holders who attended the Meeting, comprising 14 shareholders attended the Meeting in person and 31 shareholders attended in proxy, representing a total of 449,832,170 shares equivalent or equal to 44.6925% of total paid up shares of the Company as follows :

1. Certified the minutes of the 2023 Annual General Meeting of Shareholders held on April 20, 2023 with the majority of votes of shareholders who attended the meeting and casted their votes as follows:

Total	53	Shareholders	representing	450,859,282	shares
For	450,859,282	Votes,	equal to	100.00	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes	equal to	-	%

Remark: In this agenda, there were 8 additional shareholders attended from the Meeting was started that represented 1,027,112 shares.

2. Acknowledged the Company's 2023 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, 2023 with the majority of votes of shareholders who attended the meeting and casted their votes as follows:

Total	55	Shareholders	representing	450,863,287	shares
For	450,863,287	Votes,	equal to	100.00	%
Against	-	Votes,	equal to	-	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes	equal to	-	%

Remark: In this agenda, there were 2 additional shareholders attended from the Meeting was started that represented 4,005 shares.

4. Approved the omission of the appropriation of legal reserve and the omission of dividend payment for the year 2023 as follows:

The omission of the appropriation of legal reserve and the omission of dividend payment for the year 2023 were resolved with the majority of votes of shareholders who attended the meeting and casted their votes as follows:

Total	55	Shareholders	representing 450,863,287	shares
For	450,863,287	Votes,	equal to	100.00 %
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 2024.

5.1 Acknowledged the retirement by rotation of Mr. Charoenrath Vilailuck, Mrs. Siripen Vilailuck, and Mr. Sirichai Rasameechan from the directorship;

5.2 Approved to re-appoint Mr. Charoenrath Vilailuck, Mrs. Siripen Vilailuck, and Mr. Sirichai Rasameechan as 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 who attended the meeting and casted their votes as follows: There were 3 directors who have conflict of interest, Mr. Charoenrath Vilailuck, Mrs. Siripen Vilailuck, and Mr. Sirichai Rasameechan, did not participate in voting)

1) Mr. Charoenrath Vilailuck (Executive Director)

Total	55	Shareholders	representing 450,863,287	shares
For	337,860,627	Votes,	equal to	74.9364 %
Against	297,700	Votes,	equal to	0.0660 %
Abstain	112,704,960	Votes,	equal to	24.9976 %
Voided ballots	-	Votes	equal to	- %

2) Mrs. Siripen Vilailuck (Non - Executive Director)

Total	55	Shareholders	representing 450,863,287	shares
For	444,572,437	Votes,	equal to	98.6047 %
Against	330,600	Votes,	equal to	0.0733 %
Abstain	5,960,250	Votes,	equal to	1.3220 %
Voided ballots	-	Votes	equal to	- %

3) Mr. Sirichai Rasameechan (Non - Executive Director)

Total	55	Shareholders	representing 450,863,287	shares
For	450,532,687	Votes,	equal to	99.9267 %
Against	330,600	Votes,	equal to	0.0733 %
Abstain	-	Votes,	equal to	- %
Voided ballots	-	Votes	equal to	- %

6. Approved the remuneration of the Board of Directors and the Committee's for 2024 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 and 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 the total number of votes of the shareholders who attended the meeting as follows:

Total	55	Shareholders representing	450,863,287 shares
For	450,863,287	Votes, equal to	100.00 %
Against	-	Votes, equal to	- %
Abstain	-	Votes, equal to	- %
Voided ballots	-	Votes equal to	- %

7. Approved 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 Chairpruckmalakarn, an auditor with license no. 7544 of EY Office Limited have been appointed as the Company's Auditors for year 2024 with remuneration of Baht 2,900,000 which increases from the previous year due to the growth of the businesses in the group company. Moreover, there are the 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, travelling, 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 who attended the meeting and casted their votes as follows:

Total	55	Shareholders	representing 450,863,287 shares
For	450,863,287	Votes,	equal to 100.00 %
Against	-	Votes,	equal to - %
Abstain	-	Votes,	equal to - %
Voided ballots	-	Votes	equal to - %

8. Approved the amendment of the Company's Article of Association No. 23, No. 30, No.31 and No. 39 as detail below;

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.

Decisions of the meeting shall be by a majority of votes.

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.

The Board of Directors' Meeting can arrange via electronic media according to the conditions, procedures and methods prescribed by law. In such cases, it shall be deemed that the principal office of the Company is the meeting venue.”

- 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.

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 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.”

- 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.

Such notices must also be published 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.”

- 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.

A dividend shall be paid according to the number of shares, each share being equally paid.

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.

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

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.

The amendment of the Company's Article of Association were resolved with the votes of not less than three quarters (3/4) of the total number of votes of the shareholders who attended the meeting as follows:

Total	56	Shareholders	representing	450,874,287	shares
For	450,526,187	Votes,	equal to	99.9228	%
Against	348,100	Votes,	equal to	0.0772	%
Abstain	-	Votes,	equal to	-	%
Voided ballots	-	Votes	equal to	-	%

Remark: In this agenda, there was 1 additional shareholder attended from the Meeting was started that represented 11,000 shares.

9. No other matter raised in the meeting.

Please be informed accordingly.

On behalf of Samart Corporation Pcl.

(-signed-)

( Mr. Charoenrath Vilailuck )  
Executive Chairman / CEO