

(Translation)

SC 006/66

February 23, 2023

Subject : Schedule of the 2023 Annual General Meeting of Shareholders and the Omission of Dividend Payment

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. 1/2023 held on February 23, 2023 as follows :

1. The Company will hold the 2023 Annual General Meeting of Shareholders on Thursday April 20, 2023 at 03.00 p.m. The meeting will be held at Meeting Room 16<sup>th</sup> Fl., Software Park Building, 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 with the following agenda :

**1) To consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders held on April 22, 2022.**

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

**2) To acknowledge the Company's 2022 operating results and Annual Report.**

The Board's Opinion The Board has agreed to present the Company's 2022 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, 2022.**

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, 2022, 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 2022.**

The Board's Opinion The Shareholders' meeting should approve the omission of the appropriation of legal reserve and omission of dividend payment from the 2022 operating results due to operating loss.

**5) To consider and approve the appointment of Company's directors and Audit committee's members to replace of those who will retire by rotation for 2023.**

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 as follows:

- Approved the re-appointment of directors as the Company's directors for another term as follows:

1. Mr. Seri Suksathaporn Independent Director
2. Mr. Vichai Srikwan Independent Director
3. Mr. Watchai Vilailuck Executive Director
4. Mr. Teerachai Phongpanangan Executive Director

- Approved re-appoint of directors as the Company's Audit Committee's member for another term as follows:
  1. Mr. Vichai Srikwan Independent Director /  
Audit Committee's member
  2. Dr. Pairoj Boonkongchuen, M.D. Independent Director /  
Audit Committee's member

**6) To consider and approve to fix the remuneration of the Board of Directors and the Committees for 2023.**

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 2023 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 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 2023 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 Chaipruckmalakarn, an auditor with license no. 7544 of EY Office Limited as the Company's auditors for 2023 with the remuneration of Baht 2,650,000 (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) Other Matters (If any)**

2. The Company has fixed the record date on March 14, 2023 for the eligible shareholders for attending the 2023 shareholders meeting.

3. Authorized the Executive Chairman and / or the President to consider changing the AGM date / time, AGM meeting venue and / or the meeting format as deemed appropriate in case of it is necessary.

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, 2022 to January 31, 2023. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2023.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr. Teerachai Phongpanangam)  
President