

(Translation)

SC008/68

February 20, 2025

Subject : Schedule of the 2025 Annual General Meeting of Shareholders, the Omission of Dividend Payment and the Reduction of the Company's Registered Capital

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.1/2025 held on February 20, 2025 as follows :

1. The Company will hold the 2025 Annual General Meeting of Shareholders on Thursday April 24, 2025 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 2024 Annual General Meeting of Shareholders held on April 25, 2024.

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

2) To acknowledge the Company's 2024 operating results and Annual Report.

The Board's Opinion The Board has agreed to present the Company's 2024 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, 2024.

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, 2024, 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 2024.

The Board's Opinion The legal reserve has been fully allocated as required by law. Therefore, there is no need to allocate additional legal reserve and the omission of dividend payment from the 2024 operating results due to operating loss in 2024, moreover, in order to prepare the reserve fund for supporting the Company's business expansion in the future.

5) To consider and approve the appointment of Company's directors to replace of those who will retire by rotation for 2025.

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) Dr. Pairoj Boonkongchuen, M.D. Independent Director /
Audit Committee Member
- 2) Mr. Prinya Waiwatana Independent Director
- 3) Mr. Thananan Vilailuck Executive Director

6) To consider and approve to fix the remuneration of the Board of Directors and the Committees for 2025.

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 2025 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 2025 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 2025 with the remuneration of Baht 2,950,000 which increases from the previous year as Baht 50,000. This is because during 2025 the Group Company plans

to upgrade its accounting system ("SAP") to a new version, which will require additional audit work. (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 reduction of the Company's registered capital.

The Board's Opinion

The Board of Directors considered and agreed that the shareholders' meeting should approve the reduction of the Company's registered capital at the amount of Baht 167,750,596 from the existing registered capital of Baht 1,174,254,794 to the new registered capital of Baht 1,006,504,198 by reducing 167,750,596 ordinary shares at the Par Value of 1 Baht per share. Those remaining shares were from the allocation to accommodate the exercise of rights under the Warrant to Purchase Newly Issued Ordinary Shares of Samart Corporation Public Company Limited No. 3 ("SAMART-W3"), which had terminated on May 17, 2024.

9) To consider and approve the amendment of the Company's Memorandum of Association Clause 4. Registered Capital to reflect the reduction of the Company's registered capital.

The Board's Opinion

The Board of Directors considered and agreed that the shareholders' meeting should consider and approve the amendment of the Company's Memorandum of Association Clause 4. Registered Capital to reflect the reduction of the Company's registered capital as follows:

Clause 4.	Registered Capital	1,006,504,198 Baht (One billion six million five hundred four thousand one hundred ninety-eight Baht)
	Divided into	1,006,504,198 shares (One billion six million five hundred four thousand one hundred ninety-eight shares)
	Par Value	1.00 Baht (One Baht)
	Consisting of Ordinary Shares	1,006,504,198 shares (One billion six million five hundred four thousand one hundred ninety-eight shares)
	Preferred Shares	- shares (- shares)

10) Other Matters (If any)

2. The Company has fixed the record date on March 13, 2025 for the eligible shareholders for attending the 2025 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.

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, 2024 to December 31, 2024. However, there was not any proposal from the shareholders to be added in the agenda of the upcoming AGM 2025.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr. Charoenrath Vilailuck)
Executive Chairman / CEO