



(Translation)
**Minutes of the 2022 Annual General Meeting of Shareholders
of Samart Corporation Public Company Limited**

Held on April 22, 2022 at 03.00 p.m. at Meeting Room, 16th Floor,
No. 99/20 Moo 4 Software Park, Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120

Time and Venue

The meeting was held on April 22, 2022 at 03.00 p.m. at Meeting Room, 16th Floor, No. 99/20 Moo 4 Software Park, Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120

Directors and Chairman of the Committees Present

- | | |
|---------------------------------|---|
| 1. Dr. Tongchat Hongladaromp | Chairman / Independent Director / Audit Committee Member / Chairman of the Nominating & Compensation Committee |
| 2. Mr. Vichai Srikwan | Vice Chairman / Independent Director / Chairman of the Audit Committee / Nominating & Compensation Committee Member |
| 3. Mr. Seri Suksathaporn | Independent Director / Audit Committee Member / Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member |
| 4. Mr. Prinya Waiwatana | Independent Director / Corporate Governance Committee Member |
| 5. Mrs. Siripen Vilailuck | Director |
| 6. Mr. Sirichai Rasameechan | Director / Corporate Governance Committee Member |
| 7. Mr. Charoenrath Vilailuck | Director / Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee |
| 8. Mr. Watchai Vilailuck | Director / Executive Vice Chairman - Corporate Strategy & New Business Development / Chairman of the Sustainable Development Committee |
| 9. Mr. Thananan Vilailuck | Director / Executive Vice Chairman - Corporate Management / Risk Management Committee Member / Sustainable Development Committee Member |
| 10. Mr. Teerachai Phongpanangam | Director / President / Sustainable Development Committee Member |

Ten directors participated in the Meeting, equivalent to 100 percent of the total number of directors.

SAMART

SAMART CORPORATION PUBLIC CO., LTD.

No. 0107539000188, 99/1 Moo 4, Software Park, 35th Fl., Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120
Tel : (662) 502-6000 www.samartcorp.com

Management Present

- | | | |
|-----------------|-----------------|--|
| 1. Ms. Namthip | Burapapongsanon | Vice President - Accounting |
| 2. Mr. Suchol | Ratchaya | Assistant Vice President - Finance /
Investor Relations |
| 3. Mrs. Jirawan | Rujisonthi | Company Secretary |

Representative from Company's Auditor - EY Office Limited

- | | |
|------------------|-----------|
| 1. Ms. Siriwan | Suratepin |
| 2. Mr. Hathaiwat | Puapunt |

Rights protection volunteer

Mr. Sompong Boonthumjinda (as a proxy holder from Thai Investors Association)

The Company secretary reported to the meeting that at this moment, we are still under the 2019 coronavirus disease ("COVID-19") pandemic situation. The Company has concern about health the safety of the shareholders and all attendees. Therefore, everyone should strictly follow the Precautionary Measures and Guidelines for attending the meeting regarding to the pandemic of COVID-19. During the meeting, the shareholders are requested to do as follows;

1. Wearing face mask all the time during the meeting;
2. Not allow eating any foods at the meeting venue;
3. Shareholders, who would like to ask any questions, are able to submit their written questions to the Company's staff to submit it to the Chairman of the meeting.

However, the Company will organize the meeting concisely, so if there are questions that are not answered in the meeting room, the Company will answer and publish on the Company's website.

Preliminary Proceedings There were a total of 70 shareholders and proxy holders who attended the meeting, representing a total of 571,711,186 shares, comprising of 13 shareholders attended the meeting in person, representing a total of 273,037,650 shares and 57 shareholders attended by proxy, representing a total of 298,673,536 shares which equivalent or equal to 56.8017% of total paid up shares of the Company of 1,006,504,143 shares.

Furthermore, registration for the shareholders' meeting was allowed even after commencement of the meeting. Therefore number of shares that has the rights to vote may not be equal for each agenda. Dr.Tongchat Hongladaromp, Chairman of the meeting declared commencement of the meeting and introduced members of the Board of Directors, chairman and members of the committees, managements and the auditors to the meeting.

The Chairman informed the meeting that for transparency on counting the vote in the meeting, the Company has invited Mr. Pathompong Chonpinyo, a proxy holder from Mr. Kajornpol Teeprasan, to be the vote inspector as well as requested for additional volunteers from the shareholders to be inspector. However, no person is volunteered to inspect and count the vote this time. The Chairman requested the Company Secretary to declare the voting procedures. Then, the Company Secretary clarified the voting procedures to the shareholders as follows:

1. One share would be entitled to one vote;
2. The shareholders would cast their votes for, against, or abstain by marking the voting cards distributed at the registration table;
3. Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards;
4. Only votes cast by those voting against or abstain would be counted. The number of those votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda;
5. Shareholders who appointed proxy to attend and votes at the meeting, votes cast in the proxy form; for against or abstain, have been recorded in the computer and presented to the shareholders compared with the total number of shareholders who attend the meeting and have the right to vote after voting on each agenda;
6. Shareholders or proxy holders who would like to share opinions, suggestions or have any questions, in all agendas, please raise your hand and submit your written questions to the Company's staff to submit it to the Chairman of the meeting. In this regard, the Company would like to record the names of shareholders who give any suggestions and ask questions in the minutes of this meeting.

The Company Secretary informed the meeting that to comply with law, the approval for Agenda 2 was for acknowledgement, therefore there was no vote casting while Agenda 6 will be required not less than two-thirds (2/3) of votes of shareholders who attend the meeting. Agenda 8 and 9 will be required not less than three-four (3/4) of votes of shareholders who attend the meeting and eligible to vote. The remaining agendas apart from the mentioned agendas will requires the majority of votes of shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.

As the Company allowed its shareholders to propose matters to the Board of Directors of the Company for consideration as agenda of the 2022 Annual General Meeting of the Shareholders and also allowed shareholders to submit any enquiries prior to the meeting date. However, there was not any enquiry and proposal from the shareholders to be added in the agenda of this meeting.

When the shareholders acknowledged and agreed the voting method as described above, then the Chairman conducted the meeting according to the following agendas.

Agenda 1 **To consider and approve the Minutes of the 2021 Annual General Meeting of Shareholders held on April 27, 2021.**

The Chairman proposed to consider and approve the Minutes of the 2021 Annual General Meeting of Shareholders held on April 27, 2021 which been considered and pre-approved on the correctness and the copies were distributed together with the notice of the meeting to all shareholders in order to examine the minutes in advance. The Chairman noted that there was no shareholder objected or proposed any amendment, the Chairman requested for resolution from the meeting.

The Board of Directors opined that the minute is correct and shareholders should consider for approval.

Resolution : *The meeting considered and approved the Minutes of the 2021 Annual General Meeting of Shareholders held on April 27, 2021 without any amendments with majority of votes of shareholders who attend the meeting and cast their votes as follows:*

Total	72 Shareholders	representing	572,711,189 shares
For	572,711,189 Votes,	equal to	100 %
Against	- Votes,	equal to	- %
Abstain	- Votes,	equal to	- %
Voided ballots	- Votes,	equal to	- %

Remark: *In this agenda, there were 2 additional shareholders attended the Meeting that represented 1,000,003 shares.*

Agenda 2 To acknowledge the Company's 2021 operating results and the Annual Report.

The Chairman requested Mr. Watchai Vilailuck, Executive Vice Chairman - Corporate Strategy & New Business Development, to report the Company's operating results. Then, Mr. Watchai Vilailuck reported the 2021 Company's vision and mission to the meeting as follows:

Vision

"Samart Group" is committed to offering technology products and services that promote corporate sustainability and enhance good quality of life.

Mission

To achieve the vision, Samart Group, therefore, takes care of the stakeholders by taking on the mission to do the following:

"Clients"

To provide high quality technology products and services to fulfill the needs and create the maximum benefit for clients or service users.

"Organization"

To manage and operate the business with efficiency, transparency, fairness and responsibility to stakeholders both directly and indirectly.

"Allies"

To build and maintain strong and long-lasting relationships with our business allies.

"Employees"

To treat employees fairly and promote their potential development and career advancement.

"Shareholders"

To create worthwhile returns for shareholders in the long term.

"Society, Community and Environment"

To promote "quality people and moral society" through ongoing projects and activities for public benefit and through environmental conservation and intelligent and sustainable use of resources.

The Company business structure has been divided into 4 Line of Businesses ("LOB") as follows:

1. ICT Solution and Service LOB
2. Digital LOB
3. Utilities and Transportations LOB
4. Technology Related Services LOB

Business Performance of ICT Solution & Services LOB ("SAMTEL")

In 2021, ICT Solution and Service business had total of Baht 4,581 million revenue from sales, contract works and services, decreased by 15.66% from the previous year. During the past year, SAMTEL signed the contracts in new projects in total of Baht 4,500 million worth from various clients; such as Provincial Electricity Authority, Social Security Office, Bangkok Metropolitan Administration. By the end of the year, there were still Baht 7,200 million worth of backlog of which the revenue has not been realized.

Business Performance of Digital LOB ("SDC")

The business under the Digital group will focus on the full service of Digital Trunked Radio System (DTRS). The DTRS network covers the key areas nationwide and SDC has signed 2 new DTRS projects, Ministry of Interior and Provincial Electricity Authority which expected to deliver all handsets within 2022 and can recognize airtime after that. In addition, telecommunication tower in the national park areas which on the process of installation. Moreover, we also offer Digital Content to various platforms as well as the Digital Sport.

Non-Listed business

Utilities and Transportations business

This year, the revenue from sales, contract works, and services had decreased from Baht 2,113 million in the previous year to Baht 1,968 million or down by 6.86%. The decrease was due to the COVID-19 impact to Cambodia Air Traffic Service (CATS) in Cambodia. CATS operates the countrywide air traffic business in Cambodia, which in 2021 the flight declined from 49,071 flights to 30,876 flights or declined by 37.08%, thus number of flights started to recover in last quarter and expected to continually increase in 2022. However, the power substation business operated under Teda Company Limited also expand its business continuously. By the end of 2021, Teda has the backlog value of Baht 3,300 million.

Technology Related Services business

The revenue from sales, contract works, and services of Technology Related Service business slice increased to Baht 578 million from Baht 469 million on the previous year. The key driver of Technology Related Service business is Vision and Security System Company Limited that runs a security system and high-quality close-circuit camera installation business.

Corporate Governance Award

The Company realizes the importance of business operation and management in accordance with good corporate governance principles seriously and concrete, in order to manage the business effectively and efficiently including stable and sustainable growth and fair to all concerned parties.

Such strong intention and determination on encouraging for operations pursuant to corporate governance principles, as a result, Samart Corporation Public Company Limited (“SAMART”) and its 2 listed subsidiaries, Samart Telcoms Public Company Limited (“SAMTEL”) and Samart Digital Public Company Limited (“SDC”), received corporate governance assessment results in 2021 as follows:

Company	Evaluation	Assessment Result	From
SAMART SAMTEL SDC	Corporate Governance of Thai Listed Companies in 2021	Excellent (5 Stars) with score 93%	Institute of Directors Association (IOD) together with the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand
	Quality on Arrangement of Annual General Meeting of Shareholders for 2021	4 TIA with score 98%	Thai Investors Association

Progress on participation in Thailand Private Sector Collective Action Coalition Against Corruption (CAC)

The Company has joined the Partnership against Corruption for Thailand (PACT) to attend the training course and gather recommendation on anti - corruption procedures.

Social Activities of Samart Group

Samart Group still committed to serve and support uttermost society and community by focusing on 3 parts:

1. Creating Quality People through projects and activities which support the talent of technology development, such as, Being a sponsor of the Angel fund Thailand 2021 project, organized by the Department of Industrial Promotion and organizing activities to promote learning and online seminars both inside and outside the organization.
2. Promoting Moral Society by stuffs and money donation for helping medical personnel and people who affected by the COVID - 19 pandemic.
3. Caring for the environment by continually arranging activities to create awareness of environmental conservation and use the resources with appreciation, as a result of the campaign in the past year, employees have brought 3,000 plastic bottles to make 160 PPE kits.

In addition to promoting society community and the environment through various activities, the Company still committed to develop products and services which support quality of life and efficient business operations, as well as, promoting the environment through continuous development and innovation of Green Technology Solutions for the maximum benefit to all stakeholders.

All of these activities are to reflect the Samart Group's intention to be able to participate and take responsibility to society earnestly and continuously that the details has already disclosed in the Annual Registration Statement / Annual Report 2021 (Form 56-1 One Report).

The Chairman suggested the shareholders to inquire and comment. There were some questions from shareholders as follows:

Question 1: From Mr. Sompong Boonthumjinda, a proxy holder from Thai Investors Association : In 2018, the Company got loss of Baht 1,075 million, but the Company was turned to get profit of Baht 426 million in 2019. Moreover, in 2020 and 2021, the Company got loss of Baht 309 million and Baht 389 million, respectively. From the aforementioned information, does the Company has a plan how to turn the Company to be able to get profit in 2022 as it used to be in 2019?

Answer 1: Mr. Watchai Vilailuck, the Executive Director / Executive Vice Chairman - Corporate Strategy & New Business Development, clarified to the Meeting that in 2020 and 2021, the situation of COVID-19 pandemic has affected the Company's business operations because many businesses of the Samart Group are related to travels and tourisms, for example, the ICT Solution & Service business line ("SAMTEL Group") receives part of its revenue from business at the airport. When the number of passengers were reduced, the Company's revenue was also decreased. In addition, Cambodia Air Traffic Service Company Limited ("CATS"), which provides air traffic control services in Cambodia, has been affected by COVID-19 for 2 years, thus the revenue from the aforementioned business has been reduced. For Samart Digital Public Company Limited ("SDC") is in the process of delivery and installation the handsets of Digital Trunked Radio System ("DTRS") for the Ministry of Interior and Provincial Electricity Authority.

However, SAMTEL Group's performance has begun to return to the profit since 2021. CATS's performance has been expected that this year will recover better from the COVID-19 pandemic situation. Moreover, SDC will start to recognize the airtime from the Ministry of Interior and Provincial Electricity Authority according to the number of handsets which can be delivered and installed. Therefore, it is expected that in 2022, the Company's operating results would be better than the previous year.

Question 2: From Mr. Sompong Boonthumjinda, a proxy holder from Thai Investors Association : Does the Company has a chance to return to pay dividend in 2022 or not and how?

Answer 2: Mr. Watchai Vilailuck, the Executive Director / Executive Vice Chairman - Corporate Strategy & New Business Development, clarified to the Meeting that if the Company has profits, the Company will consider for dividend payment according to the dividend payment policy as follows:

"The Company has policy to pay dividend to the shareholders of no less than 50% of its net profit of the Company after deduction of all reserves as stated in the Company's Articles of Association and related laws, subject to the Company's future investment plans and business expansion, including other necessity and suitability.

In addition, payment for dividend will derive from profits from disposal of investments or fixed assets of the Company or its subsidiaries. The management and the Board of Director will decide whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability.

The subsidiaries' dividend payment policy will be the same as that of the Company."

The Chairman requested the meeting to certify the Board of Directors' report on the Company's operating results and the Annual Report for 2021.

Resolution: *The meeting acknowledged the Company's 2021 operating results and the Board of Directors' Annual Report. This agenda was for acknowledgement, therefore there was no vote casting.*

Agenda 3 **To consider and approve the Company's Statements of Financial Position and Profit and Loss Statement for the year ended December 31, 2021.**

The Chairman proposed the meeting to consider and approve the Company's Statement of Financial Position and Profit and Loss Statement for the accounting period ended December 31, 2021, which had been certified by the Company's auditors, EY Office Limited, and the Company's Audit Committee already. The Board of Directors has endorsed the financial statement and recommended that the shareholders should approve the 2021 financial statements. The Chairman requested Mr. Teerachai Phongpanangam, the President, to summarize the financial statement to the meeting.

Mr. Teerachai Phongpanangam reported the Company's consolidated financial statement for the period ended December 31, 2021 and Management Discussion and Analysis (MD&A) for 2021 as follows:

In 2021, the Company and the subsidiaries has revenue from sales, and services was Baht 6,955 million with total consolidated revenue of Baht 7,129 million. Cost of sales, and services was Baht 5,968 million with total selling, admin and others expenses of Baht 1,142 million and Baht 388 million and Baht 47 million of finance cost and tax respectively. Nevertheless, the Company has a net loss of Baht 389 million. This reflected a loss of Baht 0.39 per share.

In addition, the Company's consolidated current assets were Baht 8,441 million with total assets of Baht 18,149 million. The current liabilities were Baht 10,233 million with total liabilities of Baht 13,423 million and shareholders' equity of Baht 4,725 million.

The Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. The Chairman requested the meeting to approve the Company's Statement of Financial Position and Profit and Loss Statement for accounting period ended December 31, 2021.

Resolution: *The meeting considered and approved the Company's Statement of Financial Position and Profit and Loss Statement for accounting period ended December 31, 2021 with the majority of votes of shareholders who attend the meeting and cast their votes as follows:*

Total	72 Shareholders	representing	572,711,189 shares
For	572,711,189 Votes,	equal to	100.00 %
Against	- Votes,	equal to	- %
Abstain	- Votes,	equal to	- %
Voided ballots	- Votes,	equal to	- %

Agenda 4 **To consider and approve the appropriation of legal reserve and dividend payment for 2021.**

The Chairman requested Mr. Teerachai Phongpanangam, the President, to clarify the legal reserve and dividend payment for the year 2021. Mr. Teerachai Phongpanangam reported to the meeting about the Dividend Policy of the Company as follow;

“The Company has policy to pay dividend to the shareholders of no less than 50% of its net profit in financial statement after deduction of all reserves as stated in the Company’s Articles of Association and related laws, subject to the Company’s future investment plans and business expansion, including other necessity and suitability.

In addition, payment for dividend will derive from profits from disposal of investments or fixed assets of the Company or its subsidiaries. The management and the Board of Director will decide whether or not to pay dividend or amount to be paid by taking into account the Company’s future investment plans and business expansion, including other necessity and suitability.

The subsidiaries’ dividend payment policy will be the same as that of the Company.”

The Board of Directors has considered and agreed that the shareholder’s meeting should approve the omission of the appropriation of legal reserve and the omission of dividend payment from the 2021 operating results due to operating loss.

The Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. Then, the Chairman requested the meeting to consider and approve the appropriation of legal reserve and dividend payment for 2021.

Resolution: ***The meeting considered and approved the omission of the appropriation of legal reserve and the omission of dividend payment from the 2021 operating results due to operating loss.***

The omission of the appropriation of legal reserve and the omission of dividend payment for the year 2021 were resolved with the majority of votes of shareholders who attended the meeting and casted their votes as follows:

Total	72 Shareholders	representing	572,711,189 shares
For	572,711,189 Votes,	equal to	100.00 %
Against	- Votes,	equal to	- %
Abstain	- Votes,	equal to	- %
Voided ballots	- Votes,	equal to	- %

Agenda 5 **To consider and approve the appointment of Company's Directors to replace of those who will retire by rotation for 2022.**

As the Chairman has reported to the meeting that according to the Company's Corporate Governance ("CG") Policy stated that the directors who have conflict of interest in which agenda, they should not participate and vote on such agenda. Then, the Chairman invited the other 3 directors were Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana, and Mr. Thananan Vilailuck to go outside the meeting room and they were invited to attend the meeting again after the consideration of the agenda has completed. Moreover, the Chairman requested Mr. Vichai Srikwan, Vice Chairman, to be the Chairman in this agenda.

Mr. Vichai Srikwan reported to the meeting that according to the Company's Articles of Association, at the Annual General Meeting of Shareholders, one-third (1/3) of the Directors are required to retire by rotation. For this year, there are 3 directors from total 10 directors who retire as follows:

- | | | |
|----|---------------------------|----------------------|
| 1. | Dr. Tongchat Hongladaromp | Independent Director |
| 2. | Mr. Prinya Waiwatana | Independent Director |
| 3. | Mr. Thananan Vilailuck | Executive Director |

The above directors are eligible to be re-elected for another term. The Nominating and Compensation Committee, without conflict of interest or the consider members who will not participate and abstain, has considered that the above directors have qualifications as required by Public Company Act B.E. 2535, regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) with experience, knowledge and good understanding in Company's business as well as had contributed lots of valuable things to the Company. Hence, they have a resolution to propose the appointment of Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck, to resume the directorship for another term.

The Board of Directors, without members who have conflict of interest in this agenda, has **considered and reviewed** in accordance with the criteria and procedures for the nomination of the Company's directors and committee, to be in line with the opinion of the Nominating and Compensation Committee that the nominated persons have qualifications and appropriate for the Company's business. The Shareholders' meeting should consider and appoint Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck as the Company's directors for another term.

The Company's Director / Independent Director Nomination criteria as follows:

1. The Nominating and Compensation Committee will select and nominate the appropriate candidate with regard to qualifications, experience, knowledge, ability that will beneficial to the Company and consider the diversification in the board's structure, including gender, age, ethnicity and nationality. The Nominating and Compensation Committee will also consider the necessary skills that are still lacking to achieve the Company's business strategy and using the database of IOD. The appropriate candidates, who have qualifications as specified by the relevant laws, will propose to the Board of Directors' or the Shareholders' Meeting for approval in accordance with the Company's Articles and Association.

2. For election of independent directors, the Nominating and Compensation Committee will nominate any person who is fully complied with the qualifications of Independent

Directors under the Company's policy and requirements of the SEC and the SET to propose to the Board of Directors' and/or the Shareholders' Meeting for approval in case of rotation or others.

3. Determining whether to recommend a director for re-election, the Nomination and Compensation Committee will consider relevant factors such as past performance, directors' dedication, history of attendance and participation in meeting, number of listed companies that each director holds tenure in of not exceeding five listed companies, and other contributions to the activities undertaken by the Board of Directors. In the case of independent directors, their respective independent qualifications shall also be considered.

4. The appointment of the Board members shall comply with the Company's Articles of Association and all relevant laws. Selection of the directors shall be transparent and clear through initially consider of the Nomination and Corporate Governance Committee with the following criteria and procedures in the shareholders' meeting:

- (1) Each shareholder shall have one vote on each share.
- (2) In voting, a shareholder shall vote in accordance with the number of votes each shareholder has under (1) for one or several directors. The said shareholder may not allot any number of his votes to any person.
- (3) The person obtaining the highest and higher votes respectively shall be elected as directors equal to the number of directors required or ought to be elected at such a meeting. In the event that persons receiving votes in respective orders receive equal votes and the number of directors exceeds the positions required or ought to be, the chairman of the meeting shall have a casting vote.

The Company proposed shareholders to elect the directors on an individual basis to allow shareholders to elect the desirable directors.

In case a directorship becomes vacant by any reason other than the expiration of the term, the Board of Directors shall elect a person possessing the qualifications and being under no prohibitions under the relevant laws as a replacing director at the Board of Directors' Meeting, unless the remaining term of such director is less than two months. The replacing director shall hold office only for the remaining term of the replaced director. The resolution of the Board of Directors' Meeting must be passed by votes of not less than three-fourths of the remaining directors.

5. For nomination of the committee, the Nominating and Compensation Committee will consider appropriate knowledge and ability, composition of the entire committees, criteria of directorship and independence of director prior to propose to the Board of Directors for approval.

In addition, Dr. Tongchat Hongladaromp and Mr. Prinya Waiwatana hold position more than 3 terms and according to the Company's Corporate Governance. Regarding to this, the directors should get an unanimous approval from the Nominating & Compensation Committee. The Nominating & Compensation Committee, without conflict of interest or the consider members who will not participate and abstain, has agreed that Dr. Tongchat Hongladaromp and Mr. Prinya Waiwatana could perform their duties and feel free to give opinions or report work performance as required by the Board of Directors of the Company, without any influence or control by management or major shareholders of the Company including any related person or relatives of such parties and have director qualifications as the Independent Directors Qualification of the Securities and

Exchange Commission (SEC). The Nominating & Compensation Committee member has an unanimous resolution to proposed for consideration of the Board of Directors to re-appoint Dr. Tongchat Hongladaromp and Mr. Prinya Waiwatana as Independent Directors for another term.

The Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. Then, the Chairman requested the meeting to consider the appointment for replacement of directors who will retire by rotation, individually.

Resolution: *The meeting considered and resolved as follows: (There were 3 directors who have conflict of interest, Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck, did not participate voting)*

- *Acknowledged the retirement by rotation of Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck, from the directorship.*
- *Approved to re-appoint Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck, as the Company's directors for another term.*
- *Approved to re-appoint Dr. Tongchat Hongladaromp and Mr. Prinya Waiwatana, as the Independent 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, Dr. Tongchat Hongladaromp, Mr. Prinya Waiwatana and Mr. Thananan Vilailuck, did not participate voting)

1) Dr. Tongchat Hongladaromp (Independent Director)

Total	72	Shareholders	representing	572,711,189	shares
For	559,106,679	Votes,	equal to	97.6245	%
Against	13,604,510	Votes,	equal to	2.3755	%
Abstain	-	Votes,	equal to	-	%
Voided	-	Votes,	equal to	-	%
ballots					

2) Mr. Prinya Waiwatana (Independent Director)

Total	72	Shareholders	representing	572,711,189	shares
For	557,977,679	Votes,	equal to	97.4274	%
Against	14,733,510	Votes,	equal to	2.5726	%
Abstain	-	Votes,	equal to	-	%
Voided	-	Votes,	equal to	-	%
ballots					

3) Mr. Thananan Vilailuck (Executive Director)

Total	72	Shareholders	representing	572,711,189	shares
For	545,520,789	Votes,	equal to	95.2523	%
Against	1,161,900	Votes,	equal to	0.2029	%
Abstain	26,028,500	Votes,	equal to	4.5448	%
Voided	-	Votes,	equal to	-	%
ballots					

Agenda 6 **To consider and approve to fix the remuneration of the Board of Directors and the Committees' members for 2022.**

The Chairman declared to the meeting that it is the Company's policy to have remuneration for directors to be comparable to general practice in the industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of other Committees will be paid appropriately more in accordance with their extra work.

The approved remuneration for the Board of Directors and Committees for last year was not exceed Baht 7.0 million of which comprised meeting allowance and annual performance bonus. With comparable to general practice in the industry, the Nominating & Compensation Committee proposed the Board of Directors to resume remuneration for directors and committees' members for 2022 of which comprise meeting allowance and annual performance bonus without other benefits to be the same as previous year at the amount of not exceed Baht 7.0 million. Details of meeting allowance are 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 & 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 managements who already have remuneration as the Company's managements.

The Public Company Act B.E. 2535 in Section 90, the directors' remuneration shall be approved by the Shareholders' meeting with the vote of no less than two-thirds (2/3) of the total votes represented by the shareholders attending the meeting. The Chairman then requested the meeting to consider the directors' remuneration, including meeting allowance for the Board of Directors and Committees, for 2022.

The Board of Directors to be in line with the Nominating & Compensation Committee, agreed to propose to the shareholders for consideration of the remuneration for the Board of Directors and the Committees' members for 2022 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 with details of meeting allowance as previous year.

The Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. Then, the Chairman requested the meeting to consider and approve to fix the remuneration of the Board of Directors and the Committees' members for 2022.

Resolution : *The meeting considered and approved the allocation of fund for directors' remuneration, including meeting allowance for the Board of Directors and Committees, for 2022 at the amount of not exceed Baht 7.0 million to be the same as previous year without other benefits. The meeting allowance for directors for each meeting participated will be 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 & 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 managements who already have remuneration as the Company's managements.

The above resolution was resolved with the votes of not less than two-thirds (2/3) of votes of shareholders who attended the meeting as follows:

Total	72 Shareholders	representing	572,711,189 shares
For	572,711,189 Votes,	equal to	100.00 %
Against	- Votes,	equal to	- %
Abstain	- Votes,	equal to	- %
Voided ballots	- Votes,	equal to	- %

Agenda 7 To consider and approve the appointment of Company's auditors for 2022 and fixing their remuneration.

The Chairman requested Mr. Vichai Srikwan, the Chairman of the Audit Committee, to declare about the appointment of auditors the Company's Auditors for year 2022 and fixing their remuneration by reporting to the meeting that the Audit Committee has considered and proposed to the Board of Directors for the appointment of auditors from EY Office Limited to be the Company's Auditors for year 2022 and further proposed to the shareholders for consideration.

Mr. Vichai Srikwan proposed the meeting to consider 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 2022 with the remuneration of Baht 2,550,000 which is the same amount of the previous year. (Excluding any miscellaneous expenses such as traveling and photo copy expenses 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 Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. Then, the Chairman requested the meeting to consider and approve the appointment of Company's auditors for 2022 and fixing their remuneration.

Resolution: The meeting considered and 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 Chaipruckmalakarn, an auditor with license no. 7544 of EY Office Limited as the Company's auditors for 2022 with the remuneration of Baht 2,550,000 which is the same amount of the previous year. (Excluding any miscellaneous expenses such as traveling and photo copy expenses 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 as follows:

Total	72 Shareholders	representing	572,711,189 shares
For	572,711,189 Votes,	equal to	100.00 %
Against	- Votes,	equal to	- %
Abstain	- Votes,	equal to	- %
Voided ballots	- Votes,	equal to	- %

Agenda 8 To consider and approve the reduction of the Company's registered capital.

The Chairman requested Mr. Teerachai Phongpanangam, the President, to clarify about the reduction of the Company's registered capital. Mr. Teerachai Phongpanangam reported to the meeting that the 2018 Annual General Meeting of Shareholders of the Company on April 27, 2018 has approved the issuance and allocation of the Company's Warrants to purchase ordinary shares of Samart Corporation Public Company Limited, No. 2 (SAMART-W2) in the number of up to 335,501,303 units to be allocated to the existing shareholders of the Company pro rata to their respective shareholding (Rights Offering), at no cost, at the allocation ratio of 3 existing ordinary shares to 1 unit of SAMART-W2. The term of warrant is 3 years from the Issuance Date which is May 17, 2021. In addition, The Company has allocated 335,501,303 issued ordinary shares at the par of Baht 1 per share to accommodate the exercise of the SAMART-W2.

However, there are users exercise warrants on that date as 233 units, so the Company has to reduction of the Company's registered capital by reducing the ordinary share as 335,501,070 shares.

The Board of Directors has considered and agreed to propose to the 2022 Annual General Meeting of Shareholder for considered and approved the reduction of the Company's registered capital at the amount of 335,501,070 Baht from the existing registered capital of 1,509,755,864 Baht to the new registered capital of 1,174,254,794 Baht by reducing 335,501,070 ordinary shares at the Par Value of 1 Baht per share, which are remaining shares 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. 2 ("SAMART-W2") according to the resolution of the Annual General Meeting of Shareholders for the year 2018 held on April 27, 2018 (SAMART-W2 will be terminated on May 17, 2021).

The Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. Then, the Chairman requested the meeting to consider and approve the reduction of the Company's registered capital.

Resolution: The meeting considered and approved the reduction of the Company's registered capital at the amount of 335,501,070 Baht from the existing registered capital of 1,509,755,864 Baht to the new registered capital of 1,174,254,794 Baht by reducing 335,501,070 ordinary shares at the Par Value of 1 Baht per share, which are remaining shares 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. 2 ("SAMART-W2") according to the resolution of the Annual General Meeting of Shareholders for the year 2018 held on April 27, 2018 (SAMART-W2 will be terminated on May 17, 2021) with the vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote as follows:

Total	72 Shareholders	representing	572,711,189 shares
For	572,711,189 Votes,	equal to	100.00 %
Against	- Votes,	equal to	- %
Abstain	- Votes,	equal to	- %
Voided ballots	- Votes,	equal to	- %

Agenda 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 Chairman requested Mr. Teerachai Phongpanangam, the President, to clarify about the amendment of the Company's Memorandum of Association Clause 4. Registered Capital. Mr. Teerachai Phongpanangam reported to the meeting that according to the reduction of the Company's registered capital in Agenda 8, to comply with the law, the Company is required to amend the Company's Memorandum of Association Clause 4. regarding the Company's registered capital to be consistent with the reduction of the Company's registered capital as follows:

Clause 4.	Registered Capital	1,174,254,794.00 Baht (One billion one hundred seventy-four million two hundred fifty-four thousand seven hundred ninety-four Baht)
	Divided into	1,174,254,794 shares (One billion one hundred seventy-four million two hundred fifty-four thousand seven hundred ninety-four shares)

Par Value	1.00 Baht (One Baht)
Consisting of	
Ordinary Shares	1,174,254,794 shares (one billion one hundred seventy-four million two hundred fifty-four thousand seven hundred ninety-four shares)
Preferred Shares	- shares (- shares)

However, The Board of Directors considered and agreed to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Memorandum of Association Clause 4. regarding the Company's registered capital to be consistent with the reduction of the Company's registered capital according to the above details in all respects.

The Chairman suggested the shareholders to inquire and comment. There was no question from shareholders. Then, the Chairman requested the meeting to consider and approve the amendment of the Company's Memorandum of Association Clause 4. regarding the Company's registered capital to be consistent with the reduction of the Company's registered capital.

Resolution: The meeting considered and approved the amendment of the Company's Memorandum of Association Clause 4. regarding the Company's registered capital to be consistent with the reduction of the Company's registered capital with the vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and eligible to vote as follows:

Total	72 Shareholders representing	572,711,189 shares
For	572,711,189 Votes,	equal to 100.00 %
Against	- Votes,	equal to - %
Abstain	- Votes,	equal to - %
Voided ballots	- Votes,	equal to - %

Agenda 10 Other matters

The Chairman suggested the shareholders to inquire and comment. There was no questions from shareholders. Then, the Chairman thanked the shareholders for attending the meeting and declared the meeting adjourned at 04.00 p.m.

- Signature -

(Dr. Tongchat Hongladaromp) Chairman

- Signature -

(Mrs. Jirawan Rujisonthi) Secretary