

6. Corporate Governance Policy

The Board of Directors of the Company realized on the importance of the good Corporate Governance which will be the fundamental factor for improving standard of business operation to create more transparency, competitiveness and strengthen the confidence of all shareholders, investors and other related parties as well as increasing the Company's competitiveness. The Board of Directors has given importance and aimed to the Company and its subsidiaries operate their business in accordance with **the Corporate Governance policy and Business Ethics** of Samart Group, strictly. The Board of Directors has assigned the Corporate Governance Committee to supervise, follow up and promote the Company's operations to be in accordance with the principles of good corporate governance and follow-up and evaluation of compliance, regularly. **The Company has the Head of Internal Audit which is the Compliance Unit, with cooperation and support from the Legal and the Company Secretary Department, to supervise and oversee the operations of the Company, the directors and the managements to ensure that they have been correctly complied with the regulations of SET, SEC and the Public Company Limited Act including other relevant laws.**

The Board of Directors has set up the Corporate Governance policy and Business Ethics as the written Policy both in Thai and English since 2005 and had also been posted on the Company's website (www.samartcorp.com) under the topic **"Corporate Governance"** for information of the Company's employees and for public. Internal audit and internal control system have been emphasized to monitor the management to follow the Company's policy with more efficiency in order to increase long-term benefit to the shareholders under the law and Business Ethics. The Corporate Governance Committee will monitor and have the employees to strictly comply with such policy. The CG Policy will be annually reviewed and revised to comply with new regulations. The latest revision which complied with the Principles of Good Corporate Governance for Listed Companies 2017 (CG Code) of SEC and perform according to Corporate Governance Report of Thai Listed Companies 2022 (CGR) and CGR Guidelines of Thai Institute of Directors (IOD) and Quality on Arrangement of Annual Meeting of shareholders (AGM Checklist) of Thai Investors Association (TIA) which the CG policy has been resolved by the Board of Directors of the Company on November 12, 2024 and the Business Ethic has been resolved by the Board of Directors of the Company on February 20, 2025.

The Company's Corporate Governance Policy is divided into 5 groups as follows:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Roles of Stakeholders
4. Disclosure and Transparency
5. Roles and Responsibilities of the Board of Directors

6.1 Overview of Policies and Corporate Governance Policies

6.1.1 Policies and Practice related to the Board of Directors

The Board of Directors has an important role in corporate governance for the best interest of the Company. As a result, the Company has a policy about the responsibility of the Board of Directors in various matters, such as, the composition, directors' qualifications, including roles and responsibilities of the Board of Directors as the details below;

1. The Board of Directors

The Company's Board of Directors comprises of the members who are knowledgeable, skillful and have transparent work experiences, good moral, and responsibility. The Board must comprise of members of various professions and experiences which are beneficial to business operations of the Company, i.e. accounting/finance, management, strategic planning, legal and corporate governance without having any gender discrimination which will help the operation of the company achieve the objectives and goals. Presently, all 10 of the Company's directors have qualifications in accordance with the qualifications of the Company's directors, as specified in the "7.2 Information of Board of Directors"

2. Nomination and appointment of Directors and Managements**• Nomination of Directors**

The Nominating and Compensation Committee has been appointed by the Board of Directors in order to select, and nominate appropriate candidates for positions of Chairman of the Boards, members of the Boards and other committees, Executive Chairman and company secretary as well as consider the appropriate remuneration for such directors and management with the following criteria and procedures:

1. The Nominating and Compensation Committee will select and nominate the appropriate candidate with regard to qualifications, experience, knowledge, ability that will be 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 Nominating and Compensation 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 committees, 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.

- **Nomination of the Managements**

The Company has criteria and procedures for nomination of Executive Chairman who is **the top management of the Company**. The Nominating and Compensation Committee Member will consider with the process start from recruiting internal and external persons who have leadership skills, ability to manage the organization and good understanding of company's products and services and propose to the Board of Directors to consider and appoint favor of person to be Senior Management and report to the Board of Directors for further acknowledgement.

- **Managements Succession Plan**

The Company is aware of the importance of top management and senior management succession plan when any management position is vacant. In addition of the appointment the Nominating and Compensation Committee to nominate, select and propose the candidate as director and top management, the Company also prepares an top management and senior management succession plan by specifying key positions in the Company's business operations and set criteria for selecting successors by considering the knowledge, ability, experience and potential of each position and management vision, in order to select the qualified managements in accordance with the specified criteria. In addition, the Company has set up a development plan to prepare to be able to support the position in the future in order to create confidence for investors, shareholders and employees on the continuity operation of the Company. The top management and senior management succession plan will be reviewed, annually.

In addition, the Company supports the Executive Chairman inviting Top Management to attend the board of director meeting and / or the Executive Directors to provide additional information and to have the opportunity to know Top Management for consideration of succession plans.

3. Directors' Remuneration

Directors' Remuneration Policy

Policy of Directors' Remuneration have been clearly and transparently set to be comparable to the general practice in same industry which is in accordance with the Company's strategies and goals, and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any Committees will be paid appropriately more in accordance with the extra work. The Nominating & Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

Management’s Remuneration Policy

Remuneration of the top managements shall be in accordance with principles and policies specified by the Nominating & Compensation Committee. Such remuneration is in the appropriated level and can be comparable with the rate of the same industry by taking into consideration duties, responsibilities and performance of the Company as well as performance of each top management. In addition, it must be able to motivate and retain the qualified and capable personnel.

Annual remuneration and bonus of the top managements shall have the fixed consideration criteria by based on performance of the Company, overall economic conditions and performance of each top managements. These criteria shall be explained in advance before they can be used for the assessment at the end of the year. The Nominating and Compensation Committee shall consider prior propose to the Board of Directors for approval.

Executive Chairman’s Remuneration Policy

Remuneration of the Executive Chairman, who is the top management of the Company, is not only consideration in accordance with Management’s Remuneration Policy, but the Board of Directors also set the performance evaluation of Executive Chairman, annually by the Directors in order to be a reference for remuneration consideration. The policy of remuneration are as follows:

Executive Chairman’s Remuneration Policy

Category		The purpose & link to the principle of remuneration
Fixed Pay	Salary & other benefits, such as, Provident fund	To motivate and retain the competent Executive Chairman.
Short Term Incentive	Annual bonus	To reward for the success of achieving the goals as defined for each year.
Long Term Incentive	Compensation according to Stock Option* & provident fund in the part that the Company contributes and increases according to year of work experience	<ul style="list-style-type: none"> • To motivate and retain the competent Executive Chairman. • To ensure alignment between interests of Executive Chairman and shareholder. • To promote the growth and value to shareholders in long term.

Remark * The Stock Option will be depend on the Board of Directors’ consideration which will be based on the appropriate time and situation.

4. Independent of the Board of Director and Managements

Separate Roles and Responsibilities of the Chairman of the Board of Directors and Executive Chairman

For best benefit of the shareholders and to strike a balance of power within the Company, the positions of Chairman of the Board of Directors and Executive Chairman must not be attained by the same person. The Company’s Chairman of the Board of Directors is an independent director who has the qualifications of independent director in accordance with SET’s notification and has no business relation with any management of the Company. Chairman of the Board and Executive Chairman have Roles and Responsibilities as follows:

Roles and responsibilities of the Board and Executive Chairman

The Company has clearly set the separate roles and responsibilities of the Board of Directors and Executive Chairman who is the top management of the Company, obviously. The Board of Directors will focus and ensure that the Company's business will achieve its target and in the direction that create value and best benefit to the shareholders as well as all stakeholders. Any conflict of interest with the Company and its subsidiaries will be prohibited. The Board will also comply with the Company's Ethics to ensure all Company's businesses are run under Company's objectives, Articles of Association, laws and regulations of SEC/SET and other related laws. At the same time, Executive Chairman who is the management's leader will focus on general management of the Company.

Balance of Power

More than half of the members of the Board of Directors are not a part of management team. Within this half, one-third of the directors and at least 3 members are independent and has no business relations or personal with the Company's Management. Free from executives' influences, they oversee the Company's direction with neutrality and pay careful attention to the rights of shareholder and stakeholder. To strike a balance of power within the Company, the positions of Chairman of Board of Directors and Executive Chairman must not be attained by the same person. The Chairman of Board of Directors should be an independent member.

Being Director in other Listed Companies

Policy for directors on being director in other listed companies

For efficiency of being the director, the Board of Directors of the Company has set the "Policy" for all directors to be the director in any listed companies not exceeding 5 companies. However, 10 Directors, there are not any of the existing directors of the Company is being the director in listed companies over than 5 companies and also could participate and contribute to the Company with efficiency.

Policy for the top management and senior managements on being director in other listed companies

Moreover, the top management and senior managements of the Company will also be obtained approval from the Executive Board prior to be a director in any companies of which are not have either similar business or being the Company's competitors.

5. Development of Directors

The Company specified that whenever there is a change of director, there shall be an orientation for a new director every time by providing a director's manual, document and useful information which shall be beneficial to the duty operation of the new director shall be provided as well as introduction to the nature of the business and the Company's business practices, in order to create knowledge and understanding of the business and operations of the Company including the policies and guidelines for corporate governance of the Company. However, the Director's Manual of the Company covered the following matters:

- Information about the laws, regulations, regulations of the relevant agencies
- Information about the Company's business operations
- Obligations and practices for being a director of a listed company
- The Corporate Governance Policy and Business Ethics

In addition, to support and increase knowledgeable of the directors, the Company encourages all directors to gain skills and knowledge for performing their duties, including understanding of laws, regulations, risk standards, and the environment related to business operations as well as being informed of current information regularly.

6. The assessment of the directors' performance**Board of Directors Self-assessment and Director Self-assessment**

The Corporate Governance Committee is responsible for Self-assessment of the Board of directors and Director Self-assessment to annually review and evaluate directors' performance to comply with Corporate Governance of the Company. Comments and recommendations from the assessments are further considered in the Board of Directors' meeting for improvement.

The committee Self-assessment

The Corporate Governance Committee conducts the self-assessment of sub-committees annually; Executive committee, Corporate Governance Committee, Nominating and Compensation Committee and Risk Management Committee and Sustainable Development Committee in subject of Structure & Qualification, Meeting, Role & Responsibility and Training & Development. For the topics of self-assessment of the Audit Committee are consisted of Board Structure & Qualification, Meeting, Role & Responsibility, Training & Development, Auditing Activities and Relationship between head of internal audit unit, external auditors and the company's executives. Results of the self-assessment of each sub-committee will use to develop their working performance for more efficiency and to be in line with the responsibilities assigned from the Board of Directors.

Executive Chairman Assessment

The Corporate Governance Committee is responsible for Executive Chairman annual Assessment for his Leadership, Formulation and compliance with the strategic plan, Planning and the financial performance, Board of Directors Relations, Risk Management and Internal Control, Administration and relationship with the personnel, Succession of the position, Knowledge on products and services including Good Corporate Governance and Code of Business Conduct. The Assessment result will be considered as part of the remuneration adjustment.

7. Supervision on Operation of the Subsidiaries and Affiliated Companies

The Company has supervised on operations of its subsidiaries and affiliated companies which have the Board of Directors as the direction leader and the overall strategic goals of the business group. The operating procedures are as follows:

1. Before establishment of any new company, the Executive Board of each line of business shall propose such matter to the meeting of the Board of Directors of each line of business for consideration and approval before the registration of the new company is arranged. The Board of Directors shall consider on appointment of the executives who shall hold positions of director and management of such subsidiaries and affiliated companies including scope of authority and responsibility of the directors and the management who shall be the Company's representatives in such company and report to the Board of Director for further acknowledgement.
2. An additional new director appointment or the director whose position is vacant because of any other reason except the retirement, the Board of Directors has assigned to the Executive Board of each business line to consider the appointment properly and report to the Board of Directors of each business line for further acknowledgment.
3. The management of the subsidiaries and affiliated companies shall report business performance of the company they are responsible to the Executive Committee every month. Any investments or substantial operations as per specified in the delegation of authorities must be performed pursuant to the specified policies and they must be presented to the meeting of the Executive Committee as well.

4. The management of the subsidiaries and affiliated companies must present the annual business plan to the meeting of Executive Committee and the Board of Directors for consideration and approval every year. If performance of any company has not achieved as per the targeted plan, the management must clarify to the meeting of Executive Committee. In case business operation encountered a lot of problems, the management is required to clarify to the Executive Committee as the watch list so that precaution and corrective measures can be closely monitored and taken.
5. The subsidiaries and affiliated companies must have the internal control system or measure that the Company's Internal Audit Department can audit and report to the Audit Committee and the Executive Committee. If internal control system of any company is defective which may likely cause risks and damage to the Company, the Executive Committee shall order such company to make good and rectify defects in such internal control system immediately. In addition, if the subsidiary has to conduct any transaction which is required to comply with the regulations of the Company or of the relevant laws and which is required to be approved from the shareholders' meeting of such subsidiary, i.e. capital increase, capital decrease or dissolution of subsidiary etc., such transaction shall be proposed for the Executive Committee's and / or the Board of Director of each line of business, depends on cases for consideration and approval on voting guideline during the shareholders' meeting of such subsidiary.
6. When a new company is established or has significant investment in other businesses, such as, having a percentage of shares with voting rights ranging from 20% but not over 50% and the amount of investment or may require significant additional investment to the Company, The Board of Directors and / or the Board of Director of each line of business, depends on cases will consider to provide shareholders' agreement or other agreements that is obviously about the power of management and participation in making important decisions, performance tracking to be able to use as information in the preparation of the Company's financial statements in accordance with standards and schedules.
7. In the event where the subsidiary performs any transaction about acquisition or disposal of assets, the Company shall treat the same way as criteria on acquisition and disposal of assets of its own which must be pursuant to criteria on undertaking the significant transaction on asset acquisition or disposal as per specified by the Capital Market Supervisory Board. In case the subsidiary has performed any transaction with its related persons, the Company shall not involve in such matter, except the subsidiary has performed any transaction with the related person of the Company, then the Company shall comply with the criteria on related transaction announced by the Capital Market Supervisory Board.

6.1.2 Policies and Practice related to Shareholders and stakeholders

1. Rights of Shareholders

The Company emphasizes and recognizes the importance of the rights of all shareholders equitably; no matter such shareholder is a minority shareholder, a major shareholder, an institute investor or a foreigner. All rights that the Company's shareholders obtained in 2024 were as follows:

- **Rights to get share certificate, sell, purchase or transfer the Company's shares**

Thailand Securities Depository Co., Ltd. ("TSD") has been appointed as the Company's registrar to provide all services for all transactions related to registration of the Company's shares.

- **Rights to propose agenda and enquiries for the Shareholders' Meeting**

The Company is aware of the shareholders' rights and equitable treatment to the shareholders under the good corporate governance and to comply with laws. It's the Company policy to allow the shareholders to propose matter(s) for consideration of the Board of Directors as agenda of the shareholders' meeting starting from 2009 Annual General Meeting of shareholders. The shareholders have been granted an opportunity to submit the enquiries for consideration prior the meeting since 2011 provided that they must comply with criteria on proposing of meeting agenda for shareholders' meeting as per specified by the Company's Board of Directors. In 2024 Annual General Meeting of Shareholders, the Company shall allow the minority shareholders to propose the matter for consideration as agenda and submit the enquiries at least 3 months in advance prior the ending date of the fiscal year since September 30, 2023 onward. For the meeting agenda proposal ended on January 31, 2024 and enquiries proposal ended prior to the meeting date of 2024 Annual General Meeting of the Shareholders. And explain the detailed procedures on proposing the matter for consideration as agenda including an advance submission of the enquiries in the Company's website (www.samartcorp.com) in the section of the **"Investor Relations"** under the title of **"Enquiries submission prior to the 2024 Annual General Meeting of Shareholders"**. However, there was no shareholders propose the agenda for the Shareholders' Meeting.

- **Participation in the Shareholders' Meeting**

The Company is aware of the shareholders' rights and equitable treatment to participate in the shareholders' meeting, be informed conditions and procedures of meeting as well as having proxy to vote and comment in the meeting on behalf of the shareholder. With realize on convenience to shareholders and to encourage them to attend the shareholders' meeting, the Company is prior to notify and specify date, time and place that comfort the shareholders to participate in the meeting. In 2024, the Company has one meeting that was the 2024 Annual General Meeting of the Shareholders, held on April 25, 2024 at Room 16th Fl., Software Park Building, 99/20 Moo 4, Chaengwattana Rd., Klong Gluar, Pak-kred, Nonthaburi 11120 with realize on convenience to shareholders and to encourage them to attend the shareholders' meeting, the date, time and place of meeting will be set by consideration of Shareholders' convenience with the following process of meeting :

Before the Meeting Date

In the 2024, the Annual General Meeting of Shareholders, the shareholders have been informed on the date and agenda of the meeting via SET's communication system 63 days prior to the meeting date. At the same time, the Company also disclosed the invitation letter as well as related documents in both languages, Thai and English, on the Company's website (www.samartcorp.com) in the section "Investor Relations" under the title of "the Annual General Meeting of Shareholders" 34 days before meeting date for the shareholders to have sufficient time for consideration. The invitation letter contained fact, rationale, and opinions from the Board of Directors for each agenda, conditions and procedures of meeting, Annual Registration Statement / Annual Report (Form 56-1 One Report), proxy form and any other related document with sufficient information for shareholders' consideration. The documents will be directly delivered to the shareholders by TSD, the Company's registrar, within 24 days before the meeting date of which better than what has been required by law. Moreover, the invitation letter has also been 3 days continually published in accordance with the law governing public limited companies and other relevant laws for three consecutive and 24 days prior to the meeting date.

For convenience on registration for attending the shareholders' meeting of the institutional investors, the Company shall coordinate on preparation of proxy for them prior the meeting date.

On the Meeting Date

Meeting procedures has been set to conform to regulations and considering on shareholders' convenience. The Company is aware of the equitable of shareholders' right and their comfort to participate in the shareholders' meeting. Appropriated technology and equipments are sufficient for registration reviewed on required documents more than one hour prior to commencement of the meeting by using barcode system to counting the vote for a prompt voting result. In the 2024 Annual General Meeting of Shareholders there were 10 directors attended. The Chairman of the Company, the Chairman of the Audit Committee, the Chairman of the committees, the Vice President – Finance, the Vice President – Accounting, the managements, the external auditors as well as the investor relation also presented in the meeting. The Chairman of the Board of Directors who was Chairman of the meeting introduced all Board members to the shareholders and declared to the meeting that there were 56 shareholders and proxies with voting rights attended for the 2024 Annual General Meeting of Shareholders. Moreover, for transparency on counting the vote in the meeting, the Company has invited Mr. Kajornpol Teeprasarn, which is the shareholder of the Company, to be the vote inspector as well as requested for additional volunteers from the shareholders to be inspector. The Chairman had declared to the shareholders how to exercise their right and vote before commencement conducted the meeting to be in line with the agenda. Voting cards were provided for significant agenda. Voting result in term of approval, disapproval or abstain including voided ballot for each agenda were transparently presented to the meeting. The shareholders were encouraged to express their opinions and raise any questions, either in the agenda or any other questions related to the Company's business, at the meeting. All questions had been answered and taken in the minutes of meeting as well as the opinions from the shareholders. Moreover, after the completion of the meeting, the Chairman has announced to the shareholders to return the voting card to the Company's staffs for keeping as the evidence.

After the Shareholders' Meeting

Resolutions of the meeting were disclosed to SET with voting details, approved, disapproved and abstain including voided ballot, of each agenda on the next day after the meeting date. Full minutes of meeting of which contained the attendance record of the directors, summary of questions and answers during the meeting in both Thai and English had been sent to SET and related parties within 14 days after the meeting date as well as posted on the Company's website (www.samartcorp.com) in the section of the **"Investor Relations"** under the title of **"Shareholder's Meeting"** for verification.

- **Appointment / Dismission of Directors of the Company and Approve their Remuneration**

According to the Company's Articles of Association, at the Annual General Meeting of Shareholders, one third (1/3) of the Directors has to be retired by rotation. Election for replacement is required. The retired directors are eligible to be re-elected for another term.

The election of the Board of Directors shall be in accordance with the rules and procedures as follows:

- Each shareholder shall have one vote on each share;
- 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;
- 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.

Apart from the appointment of Directors, the shareholders also have rights to remove any director from the office before the expiration of his term of office by having votes of no less than three quarters (3/4) of the number of shareholders attending the meeting and having the rights to vote and the aggregate number of shares shall be no less than one half (1/2) of the shares held by all the shareholders attending the meeting and having the rights to vote.

In every Annual General Meeting of Shareholders, the shareholders have the rights to consider and approve the remuneration for all directors and members of the committees. Adequate Information of all candidates for being considered and appointed as directors or members of committees was also delivered for shareholders' consideration.

- **Appointment of Auditors and approval of their remuneration**

In every Annual General Meeting of Shareholders, one of the agenda is the appointment of Company's auditors and consideration of their remuneration. The Company will propose name of the auditors with sufficient details and remuneration for consideration of the shareholders.

- **Regularly and timely obtained adequate information, business performance and management policy**

The Company concerns on Shareholders' rights and not only disclosed Company's information via SET's communication system but also posted all significant and updated information on the Company's website (www.samartcorp.com) in the section of the "Investor Relations" under the title of "SET Disclosure".

- **Getting profit**

The Company will return profit to its shareholders by way of dividend payment. (Details are provided under "1.6 Dividend Policy")

In addition, apart from such shareholders' rights, the Company does not prevent or obstruct any opportunities to allow the shareholders to communicate with each other.

2. Equitable Treatment of Shareholders

The Company realizes to protect and due care for the interests of all major and minor shareholders as fairly basis. In addition, the Company sets policy for equitably treatment to all shareholders for attending and vote in the shareholders' meeting, sharing in profits, regularly and timely obtained adequate information, business performance and management policy. **In the shareholders' meeting, each shareholder shall have one vote on each share. All the Company's shares are the ordinary shares.** Proxy form requiring documents were delivered together with the invitation letter for shareholders who would like to appoint a proxy. Proxy form, which contains detail of voting as approve, disapprove or abstain, as well as details of 4 independent directors also are attached for shareholders consideration as alternative proxy including identify the document, evidence and proxy method in the meeting invitation which has been prepared in Thai and English for convenience of the shareholders. The 2024 Annual General Meeting of Shareholders held on April 25, 2024, were 27 proxies respectively to the Company's independent directors. In addition, voting cards were provided for each agenda, especially, the agenda of appointment of directors of which been appointed by individual. In every shareholders' meeting, the meetings were conducted to be in line with the. Moreover, the Company will inspect to insure no inside information of which is material, undisclosed and confidential leak to public or be used from unauthorized for personal benefit. (Details are provided under "6. Corporate Governance Policy" under the topic "Inside Information")

3. Roles of Stakeholders

The Company is aware of the support from each stakeholder should increase the competitiveness and ability to generate more benefit for long-term succession and realized the importance of all stakeholders i.e. financial Institutions / creditors, employees, shareholders, subsidiaries / affiliate company, government and regulators including societies, community and environment. Thus, general rules and practices have been set for directors, management and employees in the Company's Business Ethics for directors, managements, and employees to perform and disclosed on the Company's website (www.samartcorp.com) in the section of the **"Investor Relations"** under the title of **"Good Corporate Governance"** as well as providing more channels for the stakeholders to contact directly to the Company in order to provide either comments or recommendations which will be benefit to the Company. For more detail, please see **"3. Business Sustainability Development"**

4. Disclosure and Transparency

The Company has strong determination to reveal accurate complete, consistent and updated information, both financial and general information that related to Company's business. The Complete, consistent and updated information will truly reflect Company's financial performance and future business direction. The Company has a disclosure policy to disclose information of any significant and future business operation directions, so that the shareholders and the stakeholders to access information conveniently and speedily for

- To submit the financial report and the Management Discussion and Analysis (MD&A) to the Stock Exchange of Thailand ("SET") and the Securities and Exchange Commission Thailand ("SEC") within the specified timeframe. The financial report did not have any transactions where the auditor opined with qualified, the financial statement has also never been revised under the order of the SET and SEC. In order to make the investors are more well informed and understand the changes occurred to the financial position and operating results of the Company in each quarter, **MD&A has been quarterly provided via SET online and the Company website.**
- Criteria on provision of remuneration to the directors and the executives have been clearly disclosed. (Details are provided under **"6. Corporate Governance** under **"3. Directors' Remuneration"**)
- Shareholding information of the directors and the executives has been disclosed in the Annual Registration Statement / Annual Report (Form 56-1 One Report). In addition, the Company has a policy requiring the directors and the executives to report a change in their securities holding within 3 business days from the date the securities have been purchased, sold, transfered or accepted transfer. The Company Secretary's unit shall coordinate on submission of such report to SET and SEC. Moreover, the Board of Director also specified that any change of such securities holding of the directors and the executives shall be reported to the Board of Directors' meeting every time.
- Details on connected transactions have been clearly disclosed to prevent a conflict of interest. (Details are provided under **"9. Internal Control and Connected Transactions"**)

Furthermore, the Company also has a policy on the report of transaction which has conflict of interest of the directors and the executives as follows:

- 1) The director and the executive shall submit the first report on transaction with interest within 30 days from the date he/she is appointed to be the director or the executive pursuant to the specified report form.
- 2) The Director and the executive shall report a change of transaction with interest within 30 days from the date of such change pursuant to the specified report form.
- 3) Report on transaction with interest shall be kept at the Company Secretary and the Company secretary shall arrange to submit a copy of such report to the Chairman of the Board and the Chairman of the Audit Committee within 7 business days from the date the Company received such report.

The Company were disclosed to shareholders, investors and any related parties via SET's Communication system, Company's website (www.samartcorp.com) in the section of the **"Investor Relations"** under the title of **"SET Disclosure"**, press release and Company's Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) as well as participated in the "Opportunity Day" which arranged by SET.

The Board of Directors has to ensure that there are concerned persons perform the information preparation and disclosure, fully with skills, suitable and enough experience with their responsibility and strictly control to be complied by laws, Company's regulations and any related disclosure and transparency policy. The Company has never been notified any offense by SEC/SET on such matter. The Board has Major concerned on transparency and disclosure in the following area:

- **Information Disclosure Policy**

The Company appreciates on management and business operations in accordance with the principles of good corporate governance. In order to ensure that the information disclosure is accurate, complete transparency and equal, complied with laws and the relevant regulations. Therefore, the Company has established information disclosure policy to be a guideline for directors and employees as follows:

1. Information disclosure in both financial and non-financial should be accurate, complete, sufficient, reliable and on time to ensure that shareholders and stakeholders of the Company receive the information equally.
2. Information disclosure of the Company must be prepared carefully, clearly, accurately and transparently.
3. Be careful to disclose important information that affects the price or value of the Company's securities and complying with the regulations and announcement of the SET.
4. Clearly appoint a responsible person to disclose the Company's information to public.

The persons who have the right to disclose important information not yet disclosed to the public are as follows:

1. Executive Chairman
2. Executive Vice Chairman
3. Chief Executive Officer (CEO) or President
4. Manager of Investor Relation of the Company
5. Authorized person from Executive Chairman or Chief Executive Officer or President

Those who do not relevant or assigned duties cannot provide information or interview to the media or public about the Company's business.

- **Provide multi channels for disclosure of information apart from SET's Communication system**

Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report)

The Board of Directors has to ensure that Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) contained adequate information with accuracy, clarity and could create understanding to the shareholders and related parties on the Company's operation and its performance for the previous year as well as the management structure, performance of the Board of Directors and all Committees.

Company's website

The Board of Directors is aware of the efficiency of website disclosure to the shareholders and related persons as well as equitably and easily of getting information. The Board of Directors therefore ensures the Company not only provides all significant information of the Company in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) but also on the Company's website (www.samartcorp.com) in both languages, Thai and English. The disclosed information comprised of Corporate Governance Policy, Business Ethics, General News, Financial Statement as well as the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report), etc.

Investor Relations

The Company has also set up an Investors Relations section to provide Company’s information and activities for investors, shareholders, analysts and general public via Company’s website, Road Shows, analysts meetings and conference calls etc. The Company’s Investor Relations could be contacted at phone number 0-2502-6611 or via www.samartcorp.com in the section of the “**Investor Relations**” under the title of “**IR Contact**” or the e-mail address at ruttanun.v@samartcorp.com. The investor relations ethics prescribed by the Company are as follows:

The investor relations ethics

1. Conduct duties with integrity;
2. Disclose necessary information completely and fairly to all relevant groups equally;
3. Allow all relevant groups to access and enquire the information;
4. Perform duties by mainly adhering to benefits of the shareholders and the stakeholders;
5. Preserve confidential information of the Company and must not use inside information for personal gain;
6. Perform duties at his/her best and professionally;
7. Keep on studying to develop efficiency of the work;
8. Observe the principle on not accepting the appointment during the period close to financial statement announcement and the practical guidelines on securities trading specified by the Company.

In addition to above, the announcements on the Company’s financial performance have been arranged for public, investors and analysts by quarterly basis with participation of the executives.

Meetings with investors and analysts in 2024 were summarized as follows:

- One on One Meeting with Analyst 5 Times
- Announcement of SAMART Group of Company’s Performance 2 Times

• **Disclosure of Information of the Board of Directors and Committees**

- Structure, Roles and Responsibilities of the Board as well as performance of the Board and each Committee;
- Directors and Management’s Remunerations: Policy of Directors’ Remuneration has been clearly and transparently set to be comparable to the general practice in same industry, accordance with the Company’s strategies and goals, and be appealing enough to attract and retain qualified directors. The directors who also be appointed to be the member of any Committees will be paid appropriately more in accordance with the extra work. The Nominating & Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders.

The remuneration of the Board of Directors has been disclosed in the Company’s Annual Report and the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report). (Details are provided under “**8. Report on the significant activities on corporate governance**” in the topic of “**Remuneration of Directors**”).

• **Accountability to the Financial Statements**

The Board of Directors is responsible for the Company’s consolidated financial statements and any financial information which been disclosed in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) by taking into account to accordance with the Company’s strategies and policies. Such financial statements were prepared in accordance with the general acceptance-accounting standard in Thailand with appropriated financial policy. The reports were carefully considered and prepared with sufficient information in the notes to the financial statements. The financial statements have been audited and commented independently by the authorized auditors of SEC.

The Board of Directors also set out and maintained for the efficiency of the Company's internal control system to ensure that the financial information had been correctly and accurately booked and sufficient to maintain the Company's assets and be aware of weak point in order to prevent whether from any dishonesty or significant error. The Board of Directors had appointed the Audit Committee of which comprised independent directors to be responsible for the quality of the financial statements and the internal control system and disclosed such opinion in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) under the Report of the Audit Committee. Moreover, Report of the Board of Directors' responsibility on the Company's Financial Statements was also attached in the Company's Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report).

- **Conflicts of Interest**

To prevent conflicts of interest, the Company has drawn out guidelines for directors and employees to follow.

1. Avoid all actions that may cause conflicts of interest with the Company;
2. In case that directors or employees commit any action related to the Company, the particular director and employee will be treated like an outsider, and will play no part in decision-making process;
3. Refuse to use Company's information obtained in their posts for an opportunity to derive personal benefits by creating rivalry with the Company or involving in related businesses;
4. Refuse to use Company's information to buy shares for personal benefits or to leak Company's information to outsiders for their benefits;
5. Refuse to reveal Company's classified information e.g. electronic information, financial situation, work's plans, business information and Company's future plans during and after their posts.

If the conflict of interest is happened, the Audit Committee will consider and propose to inform the Board of Directors about conflict of interest and connected transaction. The Board of Directors should consider carefully and comply with the Securities and Exchange Act. Despite price and condition will be accounted like an outsider (Arm's Length Basis) and disclosed the detail, size, partner of contract, and reason in Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) as well as notes to financial statements for consideration of connected transaction. Any consideration of the connected transaction, the directors who may have conflict of interest will neither participate nor vote in such meeting both in the Board of Director's and the Shareholders' Meeting.

- **Inside Information**

The inside information is supervised by the Board of Director of the Company to be in accordance with the law and principles of good corporate governance that the Company has established various measures to prevent directors, managements and employees from using inside information which has not been disclosed to the public for the benefit of oneself or others in the wrong way as the following below;

1. The Company will inspect to ensure no inside information of which is material, undisclosed and confidential leak to public or be used from unauthorized for personal benefit. Any trading of The Company's securities within 1 month prior to disclosure of either Company's financial performance or any other information that may affect securities' price is prohibited. The directors and management of the Company according to the definition of the SEC had been informed on their duties and punishment regarding to report on securities and derivatives holdings of themselves, spouse, cohabiting couple and any minor children as well as juristic person holding shares in an amount of exceeding 30% of the total number of voting right of such person, including the securities and derivatives held by spouse or cohabiting couple and minor children to the SEC within 3 business days from the date of securities' change, except in cases the value of each transaction is less than Baht 3 million,

it can be reported within 3 business days from the cumulative transaction value reaches Baht 3 million or reaches 6 months from the date of the first transaction, whichever comes first together with the penalty of the Securities and Exchange Act B.E. 2535. Any change in securities and derivatives holdings, such directors and managements have to report the Company Secretary for proposing the agenda to the Board of Director's in the next meeting and coordination as well as preparing report submit to the SEC.

2. The Company has set as a policy for the directors and the managements according to the definition of the SEC to notify the Company about the purchase, sale or transfer the Company's securities and contracts at least 1 day in advance before making the transaction through the Company Secretary. Then, the Company Secretary has to report the changes on such securities holdings of directors and managements in every Board of Directors' Meeting.
3. In case of conflict of interest, it is the Company's Policy to have the directors, management, employees and related parties to disclose such interests to the Audit Committee for consideration of the transaction to be complied to SET's regulations and any governing laws and regulations prior to further submit for consideration of either the Board of Directors or the Shareholders' meeting. The directors who have conflict of interest will not participate in any agenda that they have conflict of interest. Moreover, any conflict of interest transactions with the connected persons will be disclosed in the Company's Annual Registration Statement / Annual Report (Form 56-1 One Report).
4. The Company has been implemented for a secure access for all users inside and outside the firewall in conjunction with the Company's own user authentication and security system.
5. The Company sets as policy that all employees shall acknowledge and sign the agreement of non-disclosure confidential information, non-violation of concealment of computer related and non-infringement of intellectual property. New employee shall sign this agreement together with employment contact, including directors, managements and employees of the Company to refuse using Company's inside information for personal benefits.
6. General practices for conflict of interest protection have been set in the Company's Business Ethics. Such practices have been delivered to all directors, managements and employees. The Corporate Governance Committee will monitor and ensure that Company's regulations, Corporate Governance Policy and Business Ethics have been strictly and continually complied.

- **IT Security**

The Company has obtained ISO/IEC 27001: 2022 accreditation for information security management on information systems, demonstrating a commitment to information security. The organization constantly strives for improvement in this area, adopting the latest technology and information management methods, including centralized information technology operations and backup centers, and implementing information technology standards. The organization employs ITIL to manage the provision of information technology services effectively and exercise annual business continuity drill tests as per the business continuity plan to guarantee the continuity of business operations.

Compliance to Personal Data Protection Act B.E. 2562 (PDPA)

Samart Corporation PCL. manages personal data usage through an Information Security Management System (ISMS) and additional policies to improve operational processes and ensure compliance with the Personal Data Protection Act.

Corruption Prevention Policy

Samart Corporation Public Company Limited and its subsidiaries operate business in accordance with the corporate values, business code of conduct and the principles of good corporate governance, including compliance with laws related to the prevention of corruption and all forms of direct and indirect corruption. To ensure that Samart Corporation Public Company Limited and its subsidiaries have a policy to define the responsibilities, practices and requirements for appropriate operations to prevent corruption. Therefore, a written corruption prevention policy has been established for the directors, managements, employees and all relevant stakeholders to seriously comply with the corruption prevention policy.

Definition

Fraud means committing an act in order to procure, for himself/herself or another person, any advantage to which he/she is not entitled by law, which includes the following actions;

1. Asset Misappropriation means possessing property belonging to another person, or of which the other person is a co-owner, and dishonestly converting such property for himself/herself or a third person.
2. Embezzlement means the act of deceiving a person with the assertion of a falsehood or the concealment of facts which should be revealed with honestly causing such deception obtain property or the person who has been deceived or a third person to execute, revoke, or destroy any document of right.
3. Corruption means demanding, accepting, or agreeing to accept, offering, requesting, or promising to give property or other benefits to government officials, government agencies, private sector officials, private agencies, to allow individuals or agencies to use their existing powers to act or not act, to hasten or delay an action that is inappropriate for their duties. These cause the acquisition of improper benefits, whether for oneself or others, or the maintenance of improper business or benefits.

Property means money, things, gifts, or other benefits that may be calculated in monetary terms, including the granting of special rights that are not reserved for the general public in the matter of receiving discounts on goods, receiving services or entertainment, and paying for travel or tourism, accommodation, food, providing employment, or anything of a similar nature, whether given in the form of cards, tickets, or other evidence, advance payment, or refund later.

The Company means Samart Corporation Public Company Limited and its subsidiaries

Personnel means directors, managements, employees and stakeholders of Samart Corporation Public Company Limited and its subsidiaries.

Duties and Responsibilities**1. The Board of Directors**

- 1.1 Consider and approve the Corruption Prevention Policy
- 1.2 Supervise to ensure that there was an effective corruption prevention support system.
- 1.3 Promote and support an organizational culture of operating with honesty.

2. The Managements

- 2.1 Set the rules and measures for employees, including disciplinary punishments.
- 2.2 Arrange the working system that promotes and supports the prevention of corruption. As well as, review the appropriateness of the system and various measures.
- 2.3 Support and communicate this policy to the employees and concerned persons from all departments for understanding.

- 2.4 Provide channels for whistleblowing, also the measures to protect the whistleblower.
- 2.5 Report the operating results to the responsible committees.
- 2.6 Review / improve the various concerned policies about the corruption prevention.

3. The Compliance

Review, monitor and consider the compliance with the corruption prevention policy, annually and report the operating results to the Board of Directors, regularly.

4. The Employees

Understand and follow the corruption prevention policy which must not be involved in the corruption, both directly and indirectly.

Guidelines for practice

1. The procurement must be conducted in accordance with the criteria or procedures specified in the regulations, which must be fair and transparent in the operation, taking into account the reasonable price, quality, and after-sales service, as well as taking into account the standards that the seller of the goods or services should have. In addition, the staffs must not engage in business that may lead to personal benefits by relying on their position in procurement, whether directly or indirectly, also must not use the information obtained from the procurement to seek personal benefits or others.
2. The Company has no policy of paying facilitation fees in any case, both directly or indirectly. It will not engage in fraud and will not accept any action in exchange for facilitating business operations.
3. The Company has the policy to conduct business with political impartially and compliance with the laws as well as democratic form of government with the King as Head of State. The directors, the executives, and employees shall have political rights and liberty pursuant to the law, however, they shall not perform any act which can make the Company lose impartiality or damage from involvement in the political activities as well as usage of any resources of the Company for such act.
4. The Company supports for community and social development for better quality of life including enhancement of economy of the community and society through business processes or donation for charity of which the proceed shall be used for public charity only as well as supports for the Company's business with clear evidences and in line with the Company's regulations.
5. Receiving or giving any benefits as tradition and morality to express gratitude or maintaining business relation as usual should be done with appropriateness. The Company will not encourage or expect the receiving person to ignore his/her duty and/or return favor from giving inappropriate present, property or other benefits with the following practices:
 - 1) Receiving and giving property or other benefits that could improperly influence decision making:
 - The employee of Company shall not receive or give money, property, merchandise or any benefits involving anyone whose intention is to persuade the employee to commit or omit anything contrary to duty.
 - Receiving present or property shall be compliance with morals, and shall not be illegal as well as such gift or property shall not be illegal.
 - Paying for business expenses such as meals and other forms of hospitality that are directly connected to performance of business commitments is acceptable, but such expenses must be reasonable.

- Giving present, property or other benefits to government officer in Thailand and other countries must be sure that it shall not against the law and local tradition.
- 2) Receiving or giving present and the memento:
- Receiving or giving present or memento, should make sure that such an action does not violate the law, and the Company's rules and regulations.
 - Avoid receiving or giving present or memento that could unfairly influence a decision in the performance of one's duties. If it is necessary to receive a gift of unusually high value from someone doing business with the Company, report the matter to the superior.
 - Keep records of expenses as evidence of the value of present or memento given, so that can be examined later.
 - If the employee has been assigned or permitted by the superior to assist an outside agency, the employee may receive money, item, or present according to the guidelines or standards that agency has set.
- 3) Transactions with the government sector:
- Conduct properly and honestly when in contact with government officials or agencies.
 - Always remember that the laws, rules, and customs of each place may have diverse conditions, procedures, or methods of proceeding.
 - Comply with the laws of each country or locality in matters pertaining to hiring government employees as consultants or employees of the Company. Such hiring must be transparent and appropriate.
6. The Company has the risk assessment and risk management by Internal Audit Department to audit operations which may tend to have risks of all departments of each company, including the risks from corruption to ensure that all departments have appropriate internal control system in place, both on preventive control and detective control. If it is found that any department does not have adequate internal control system or there is a corruption case, such matter shall be reported to the Audit Committee and the high level executives. Preventive guidelines must have also been reported in order to improve the internal control system.
7. The Company considers employees' remuneration fairly to ensure the remuneration provided to the employees is adequate, focused on creation of consciousness and it must not be the source for corruption. The Human Resource Department shall compile the survey results report on wage adjustment in each year from the well-known institutes, both domestically and internationally as well as exchange information with the Human Resource Department of other companies in the telecommunication and computer businesses. The information gained shall be used for consideration on provision of remuneration to the employees.
8. The personnel must strictly comply with the Company's Corruption Prevention Policy.
9. The personnel must not ignore any acts when encountering to the act that may be caused corruption by informing to the Managements or responsible person and cooperate in the investigation of the facts.
10. The personnel must avoid any act that may lead to the conflict of interest. If any act or behavior occurs that may lead to the conflict of interest with the Company, such personnel are required to report such conflict of interest through the specified channels.

Publication of the Corruption Prevention Policy

In order to be aware of the corruption prevention policy of the personnel, the Company will take the following actions as below:

1. Announce the Corruption Prevention Policy in an observable place for everyone in the organization’s acknowledgement.
2. Publish the Corruption Prevention Policy through various channels of the Company, such as, the intranet system, the Company’s website, and the Annual Registration Statement / Annual Report (Form 56-1 One Report), etc.
3. The Corruption Prevention Policy has reviewed annually or when there are significant changes.

Training

Provide orientation, training, meetings or various activities that are appropriate regarding the Corruption Prevention Policy and related knowledge for the Company’s Directors, managements, employees and stakeholders, continuously.

Whistleblowing or Complaints

The Company adheres to good corporate governance principles and encourages the staffs and the stakeholders to examine and oversee any action which is illegal, fraud, or any action which might cause damages to the Company. As well as violating the rules, regulations, and code of conduct or violating this policy both directly and indirectly. The employees and stakeholders can notify the clue on misconduct behavior to the Company by sending information and/or document and/or concerned evidence to the Internal Audit Department. If the name and surname of the informant is specified, it will be more beneficial to the Company for convenience on enquiry and/or contact for more information. Those channels consist of direct mail or E-mail as informed at the Company’s website (www.samartcorp.com) under “**Contact Us**” with the following details:

Mailing Address: Head of Internal Audit Department
 Samart Corporation Public Company Limited
 99/1 Moo 4, Software Park Building, 35th floor, Chaengwattana Road,
 Klong Gluar, Pak-kred, Nonthaburi 11120

or E-mail address : pathompong.c@samartcorp.com

The Head of Internal Audit Department will collect the information of whistleblowing or Complaints, then, inspect and analyze the information according to the following procedures :

The Head of the Internal Audit Department is initially responsible for investigating the alleged misconduct using documentary and witness evidence. If there is sufficient grounds for wrongdoing, the matter will be submitted to the Executive Chairman for consideration the appointment of the investigation committee.

The investigation committee consists of supervisor or representative from Internal Audit Department, Legal Department, and Human Resources Department, responsible for investigating the facts, including collecting all evidences in order to know details of the damage and impact to the Company.

The investigation committee will propose the results of the investigation to the Executive Chairman to consider and proceed and then the Internal Audit Department will propose the matter to the Audit Committee and the Company’s Board of Directors for acknowledgement, respectively.

However, the whistleblower or complainant will be protected by the Company and the information will be kept confidential by not disclosing the name of the whistleblower to any person and does not affect the position during the investigation and after the end of the process.

Penalties

Personnel who do not adhere to this policy must be considered for disciplinary punishment as determined by the Company. In addition, legal penalties may apply if the action is illegal.

The Company has publicized Vision, Mission, Corporate Governance Policy and Business Ethics on the Company's website at www.samartcorp.com. Corporate Governance Policy and Business Ethics have been communicated to managements and employees via e-mail in the form of weekly corporate governance tips and poster on public relations board of the Company. Moreover, the Company also assigns the Corporate Governance Committee to oversee directors, management and employees to ensure that they strictly adhere to this principle.

6.2 Business Ethics

In order to achieve the Company's vision, the Company has set a mission to take care of stakeholders. One of the corporate missions states that, **"To manage and operate the business with efficiency, transparency, fairness and responsibility to stakeholders as well as society and the environment."** As a result, the Company is conducting the business with great awareness in ethical and moral issues. The handbook concerning business ethics for all members of the Board of Directors, managerial team and our employees has been provided in both Thai and English since 2005 as a guideline to continue his/her duty with honesty, integrity, morality, and, of course, highest quality. It also reminds the Company to bring fair treatment in accordance with legal restrictions, to maximize shareholder value, and to prevent plausible conflicts of interest. The Business Ethics had also been posted on the Company's website for information of the Company's employees and for public acknowledgement. The Business Ethics will be annually revised. The latest revision has been reviewed by the Board of Directors of the Company on February 20, 2025.

The business ethics of the Company cover the following issues:

1. Business Code of Conduct
2. Corruption Prevention Policy
3. Employee policies
4. Employee life and health safety policies
5. Customer policies
6. Trade partner policies
7. Creditors policies
8. Counterpart/Competitor policies
9. Money Laundering policy
0. Tax policy
11. Sustainable Development policy
12. Human rights policies
13. Operating policy on non-infringement of intellectual property or copyright
14. Conflict of interest
15. Responsibilities to shareholder

The Company has disclosed the Corporate Governance Policy and Business Ethics on the Company's website. (www.samartcorp.com) in the section of the **"Investor Relations"** under the title of **"Good Corporate Governance"**

6.3 Major Movements and Development of Policies, Practices and Corporate Governance in the past year

6.3.1 Major Movements and Developments of Policies' Review

The Board of Directors has reviewed the policy, practice, corporate governance policy, business ethics, and the committee's charter, annually, at least 1 time per year. In 2024, the Company used the Corporate Governance Code (CG Code) of The Securities and Exchange Commission (SEC) to apply with the Company's business context, appropriately. Moreover, the Company has performed according to Corporate Governance Report of Thai Listed Companies 2024 (CGR) of Thai Institute of Directors (IOD) and Quality on Arrangement of Annual Meeting of shareholders (AGM Checklist) of Thai Investors Association (TIA), accordingly. **The Board of Directors' meeting No.5/2024, which held on November 12, 2024** has considered and reviewed the application of the CG Code and considered to revise the Corporate Governance policy in the topic of "Participation in the Shareholders' Meeting, Inside Information Monitoring and Provide multi channels for disclosure of information apart from SET's Communication system" as well as Corporate Governance Committee Charter in the topic of "Roles and Responsibilities of the Corporate Governance Committee".

6.3.2 CG Code practices that the Company still has not applied

The Board of Directors No. 5/2024, held on November 12, 2024, has considered that the Company has applied all 8 CG Code practices as appropriate to the Company's business context. However, any practices in the CG Code that are not suitable for the Company's business operations, the Board of Directors' meeting has assigned the Corporate Governance Committee to review such matters, annually and propose the appropriate replacement measures, respectively.

6.3.3 Compliance with other good corporate governance principles

The Company has performed business pursuant to the Principles of Good Corporate Governance for Listed Companies 2017 of SEC and performed according to Corporate Governance Report of Thai Listed Companies 2024 (CGR) of Thai Institute of Directors and Quality on Arrangement of Annual Meeting of shareholders (AGM Checklist) of Thai Investors Association, accordingly. For the operations which have not yet been complied with such principles, the Company has applied such criteria as guidelines then adjusted to make them suitable with the Company's business, with details as follows:

Section I: Right of Shareholders and Equitable Treatment of Shareholders

1. The Company has not yet allowed the minority shareholders to nominate candidates for directorships. However, the Board has appointed the Nomination and Compensation Committee (NC Committee) to nominate and propose the candidate to be the member of the Board by taking into consideration the information in the Director Pool Database of the Thai Institute of Directors. Other duties of the NC Committee are to recruit and select the appropriated candidates for directorships as per specified by the laws and the criteria, by considering from their qualifications, experiences, knowledge and expertise which are useful to the Company as well as necessary skills that the current member of the Board still lacks and then to further propose for the Board's consideration and for the shareholders' approval.
2. The Company has not yet specified the cumulative voting process for the director but the shareholder is entitled to vote on individual nominee where the Company shall nominate director's name and allow the shareholder to vote individually. One share of each shareholder shall have one vote pursuant to the Company's articles of association. By this way the shareholders shall truly select their desired director.

3. The Company has not yet held a shareholder's meeting in e-meeting. However, the shareholder's meeting was held in a physical meeting, so that shareholders had the opportunity to meet with the Directors and the Managements of the Company. The meeting was held at the Company's office building. The shareholders can conveniently travel to the meeting by the MRT (Pink Line), private vehicles, or buses, etc.

Section II: Consideration of the stakeholders' roles and Business Development for sustainability

The Company has not yet prepared social responsibility reports in accordance with the framework of the Global Reporting Initiative (GRI). However, the Company has prepared Sustainability Development Reports in accordance with the SET Sustainability Report Guide which disclosed as part of Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report) in the topic of **"3. Business Sustainability Development"**.

Section IV: Responsibilities of the Board

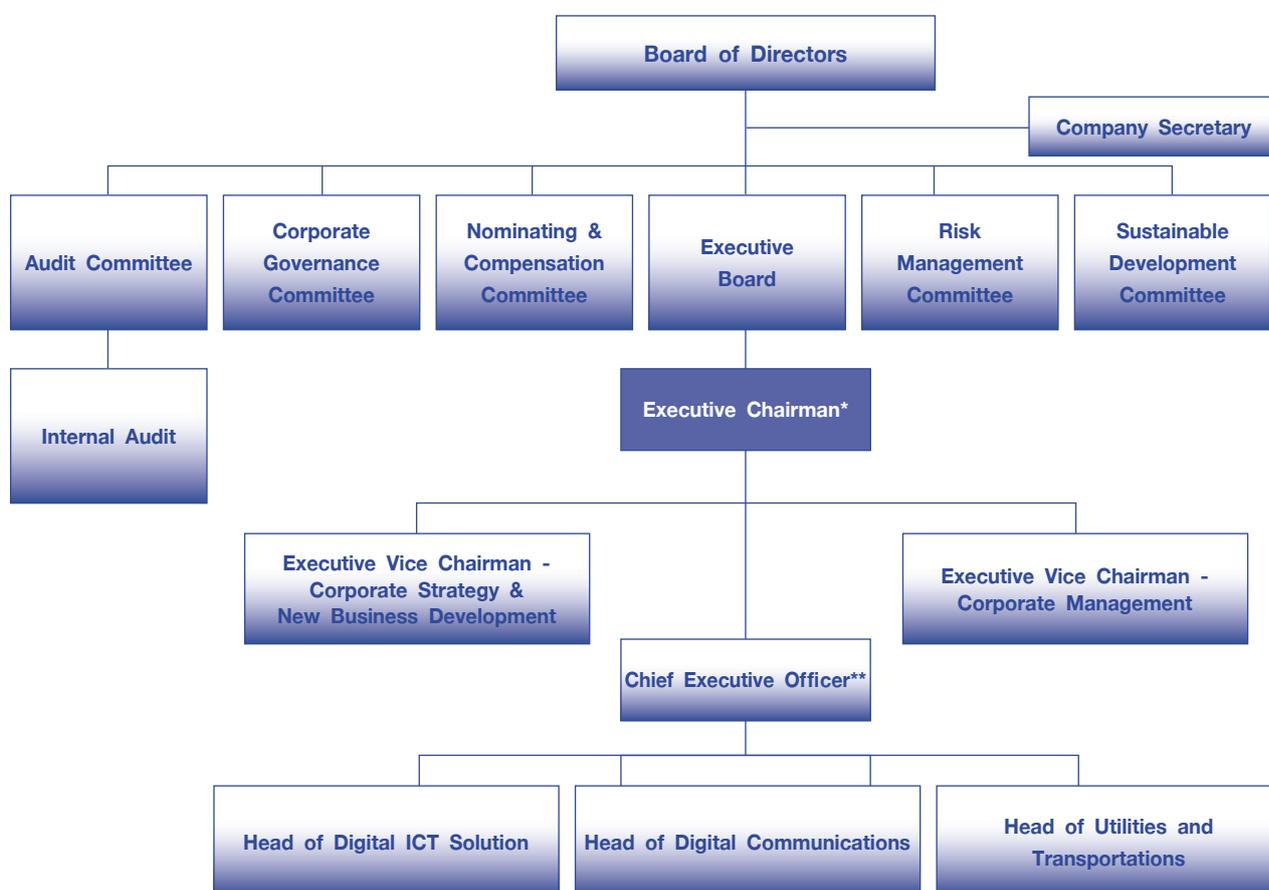
1. The Company did not establish a policy to set a limit that an individual executive director can hold director position in not more than 2 others listed companies and outside business group, but the Company has established a policy which specified that an individual director shall not hold director position in more than 5 listed companies. In addition, the Company has established the policy which stated that before any top executive holds the director position in other company, he/she shall notify the Executive Board for consideration and approval. In addition, he/she shall not be the director in the Company which engages in the same business with the Company or the Company which has competitive nature against the Company. The Nomination and Compensation Committee shall consider on appointment of the nominee for the directorship of the Company by taking into account the knowledge, capability and adequate time such person can devote to perform responsibilities for the Company.
2. The Company still has a composition of the Board of Directors with less than 2 female directors. However, one of the Company's Non-Executive Directors is a female. Nonetheless, the Company does not have a policy on sexual discrimination in employment at all.
3. The Board of Directors did not set the policy for the term of the independent directors that has not exceed 9 years without exception, but the Company has a policy that If the independent director holds the position for more than 9 years, the directors should get an unanimous approval from the Nominating & Compensation Committee that the director could perform 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.
4. Ratio of the Company's Independent Directors who are the members of the Board is 40%, which is less than the number of more than 50% as per specified in the Principles of Good Corporate Governance. At the same time, ratio of the Non-Executive Directors who are the members of the Board is 60% which is less than the number of 66%.
5. The Company has not yet participated in Thailand's Private Sector Collective Action Coalition Anti-Corruption Scheme (CAC). However, in 2015, the Company has joined the Partnership Against Corruption for Thailand (PACT) to attend the training courses and gather recommendation on anti-corruption procedures.

7. Corporate Governance Structure and significant information about the Board of Directors, the Committees, the Management, employees and others

7.1 Corporate Governance

The Company’s management structure comprised of 7 Committees; Board of Directors, Audit Committee, Corporate Governance Committee, Nominating & Compensation Committee, Executive Board, Risk Management Committee and Sustainable Development Committee. Corporate Structure and the Management of the Company and major subsidiaries as of December 31, 2024 were as follows:

The Company’s Corporate Structure

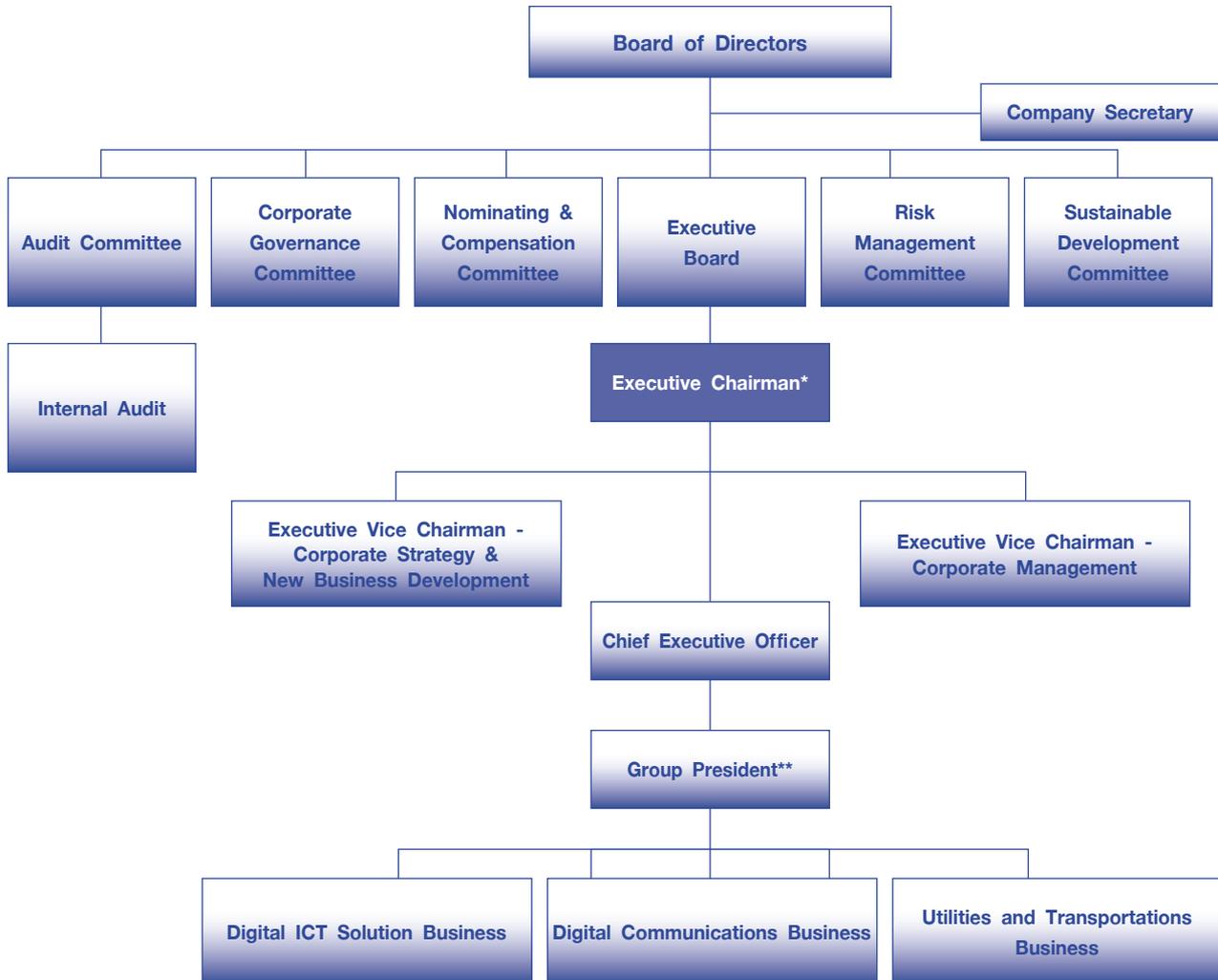


Remarks : * Executive Chairman is the top management of the Company;

** Vice President - Finance (CFO) and Senior Accounting Manager are under the Chief Executive Officer.

In addition, the Company has changed the Company’s Corporate Structure on March 3, 2025 as the following details:

The Company’s Corporate Structure



*Remarks : * Executive Chairman is the top management of the Company;*

*** Vice President - Finance (CFO) and Assistant Vice President - Corporate Accounting are under the Group President.*

7.2 Information of Board of Directors

7.2.1 Composition of the Board of Directors

The Company’s Board of Directors comprises of the members who are knowledgeable, skillful and have transparent work experiences, good moral, and responsibility. The Board must comprise of members of various professions and experiences which are beneficial to business operations of the Company, i.e. accounting/finance, management, strategic planning, legal and corporate governance without having any gender discrimination. The compositions of the Board of Directors are as follows:

- 1) The Board of Directors shall have the number as specified by the shareholders’ meeting not more than 7 persons and not more than 15 persons. The directors not less than one half of the total number of directors shall have residence within the Kingdom.
- 2) The Board of Directors must be at least one-third of independent director out of total number of directors, and at least 3 persons.
- 3) The Board of Directors may elect one of the directors as chairman. When considering appropriate, the Board of Directors may elect one or many directors to be vice chairman(s).
- 4) The Board of Directors should consist of at least 3 persons experiencing in the Company’s business and at least 1 person with experience in accounting and finance.

The Board of Directors’ Structure

The Board of Directors’ Structure consists of 10 directors.

- 4 Independent Directors (representing of 40% of all Directors)
- 4 Executive Directors
- 2 Non - Executive Directors (which is a representative of a major shareholder 1 person)

The Board of Directors had specified the Board Diversity Policy which (Board Diversity) consists of 10 directors, 4 persons are Independent directors, 4 persons are Executive Directors and 2 persons are Non-Executive Directors, that one Director is female. The Board of Directors has diversity, whose skills are in line with the Company’s business strategies. Through the creation of a Board Skills Matrix and diversity in educational background, experience, without limiting any other differences. The detail is in **“Attachment 1 the Board of Directors, Managements, Controlling Person, The Person Taking The Highest Responsibility in Accounting and Finance, The Person Supervising Accounting and Company Secretary”** which is published at the Company’s website (www.samartcorp.com).

The Board Diversity Policy

Target	Indicator	Executed (Persons)
The number of Independent Directors.	At least one-third of independent director out of total number of directors, and at least 3 persons.	4
The Board of Directors should experience in the Company’s business.	At least 3 persons.	5
The Board of Directors should experience in Accounting and Finance.	At least 1 person	5

Each director has experience, knowledge and expertise from various proficiencies as follows:

Board Skills Matrix

Directors / Experience and Expertise	Accounting	Finance	Budgeting	Corporate Management	Project Management	Strategy Management	Risk Management	Change Management	Engineering	Medical	Information & Communication Technology	Negotiation	Leadership	Funds & Securities	Information Technology Management	Marketing	Human Resource Management	Internal Audit	Governance	Law	Auditing	Social Responsibility
1. Mr. Seri Suksathaporn		x	x			x												x	x			
2. Mr. Vichai Srikwan						x					x						x			x		
3. Mr. Prinya Waiwatana	x		x				x												x		x	
4. Dr. Pairoj Boonkongchuen, M.D.		x		x		x				x												
5. Mrs. Siripen Vilailuck				x																		x
6. Mr. Sirichai Rasameechan	x	x	x	x													x					
7. Mr. Charoenrath Vilailuck				x		x			x													
8. Mr. Watchai Vilailuck	x	x				x					x		x									
9. Mr. Thananan Vilailuck									x		x	x			x							
10. Mr. Teerachai Phongpanangam				x					x		x				x							
Total	3	4	3	5	1	4	2	1	3	1	4	1	2	1	2	1	2	1	2	1	2	1

The three independent directors are members of the Audit Committee that all members are knowledgeable and experienced in financial statement review. Then, the stakeholders can be assured about such Director Structure that the Directors can independently perform their duties as the representatives of shareholders, and appropriate balance.

7.2.2 Board of Directors and the Controlling Person of the Company

As of December 31, 2024 consists of 10 directors as follows:

Directors	Position	Directorship in the Company	Term of Directorship (Year-month)
1. Mr. Seri Suksathaporn	Chairman / Independent Director / Audit Committee Member/ Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member	Feb. 1999	25-10
2. Mr. Vichai Srikwan	Independent Director / Chairman of the Audit Committee / Vice Chairman / Chairman of the Nominating & Compensation Committee	May. 2021	3-7
3. Dr. Pairoj Boonkongchuen, M.D.	Independent Director / Audit Committee Member / Nominating & Compensation Committee Member	Aug. 2022	2-4
4. Mr. Prinya Waiwatana	Independent Director / Corporate Governance Committee Member	Apr. 2010	14-8
5. Mrs. Siripen Vilailuck ^(*)	Director	Feb. 1993	31-10
6. Mr. Sirichai Rasameechan	Director / Corporate Governance Committee Member	Feb. 1996	28-10
7. Mr. Charoenrath Vilailuck	Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee	Feb. 1993	31-10
8. Mr. Watchai Vilailuck	Executive Director / Executive Vice Chairman - Corporate Strategy & New Business Development / Chairman of the Sustainable Development Committee / Risk Management Committee Member	Feb. 1993	31-10
9. Mr. Thananan Vilailuck	Executive Director / Executive Vice Chairman - Corporate Management / Sustainable Development Committee Member / Risk Management Committee Member	Apr. 2016	8-8
10. Mr. Teerachai Phongpanangam	Executive Director / Risk Management Committee Member / Sustainable Development Committee Member	Nov. 2018	6-1

Remark : ^() Representative director from Vilailuck International Holding Co., Ltd., a major shareholder with 14.79% stake holding from total number of voting rights of the Company (as of December 30, 2024).*

Audit Committee members comprise of no less than 3 members, all of them have sufficient experience to review the Company's financial statement. Details of the Curriculum Vitae, Roles and Responsibilities of Audit Committee are provided under **"Attachment 1 Directors, Managements, Controlling Person, The Person Taking The Highest Responsibility in Accounting & Finance, The Person Supervising Accounting and Company Secretary"** which was disclosed on the Company's website at www.samartcorp.com.

Restriction of Power of the Directors

“Mr. Charoenrath Vilailuck jointly sign with Mr. Watchai Vilailuck, totaling two persons and affix the Company’s seal either Mr. Charoenrath Vilailuck or Mr. Watchai Vilailuck jointly sign with Mr. Teerachai Phongpanangam or Mr. Thananan Vilailuck totaling two persons and affix the Company’s seal.”

Qualifications of Director

1. Has qualifications and shall not be under any of prohibitions which comply to Public Company Act B.E. 2535 (Including the additional revised), or any other related laws. Moreover, the directors shall not lack of confidence which comply to the regulations of Securities and Exchange Commission (“SEC”), and Company’s Articles of Association;
2. Does not run any business, which is competed with the Company, and not being a shareholder of any legal entities whose business is the Company’s competitors, whether doing it for one’s own benefit or others, except informing to the shareholders’ meeting before having a resolution to appoint;
3. Should have leadership, vision, and independent consideration for best benefit of the Company and the shareholders;
4. Has various knowledge, experience, and specific skill that suitable for the Company business;
5. Should have responsibility, due care, careful, loyalty and business integrity;
6. Having sufficient time for fully participated as a Director of the Company.

Terms of positions

Pursuant to the Public Company Act B.E. 2535, at the first Annual General Meeting of Shareholders after the registration of the Company and at the first Annual General Meeting of Shareholders in every subsequent year one-third of the directors, who have been longest in office, shall retire. The retired directors are eligible to be re-elected for another term by obtaining majority vote from the Nominating & Compensation Committee. However, the independent directors shall be in post no longer than 3 terms except getting a unanimous approval from the Nominating & Compensation Committee due to his/her contribution to the Company and the Committee ensures that the extra term will not cause or impact to the independent of such director as well as obtain an approval from Board of Directors and/or the Company’s shareholders.

7.2.3 Roles, Duties and Responsibilities of Board of Directors

The Board of Directors represents all shareholders. They are responsible for setting the company’s important policies and strategies. Hence, to ensure that the management has implemented policies and strategies. The Board of directors shall perform their duties responsibly, carefully, and honestly which will create maximize benefits for the Company and all stakeholders based on corporate responsibility.

The Company, therefore has established a charter of the Board of Directors in order to created as a guideline for the performance of the Board of Directors. The aforementioned charter consists of the following main topics: 1) Objective 2) Composition 3) Qualification of Independent Director 4) Roles and Responsibilities of the Board of Directors 5) Roles and Responsibilities of the Chairman of the Board of Directors 6)Terms of positions 7) Meeting 8) Remuneration for Directors 9) Board Self-Assessment and Director Self-Assessment and 10) Reporting. However, the Company has disclosed the charter of the Board of Directors on the Company’s website at www.smartcorp.com in the topic of **“Corporate Governance”**

Roles and Responsibilities of the Board of Directors

1. Conduct business with responsibility, due care, and integrity also uphold the Company’s operations to be according to the law, Company’s objectives, Articles of Association, resolutions of the Board of Directors and shareholders’ meeting to protect the rights and benefits of the Company and all shareholders;

2. Formulate policies and directions for the Company's operations. The Board must also supervise managerial and administrative departments to deliver all policies and strategies with effectiveness and efficiency;
3. Set out and review the Company's vision, missions, strategies by applying the appropriate and safe innovation and technology in order to enhance the business opportunities including engaging everyone in the organization to run business in the same direction;
4. Approve annual budget and investment of the Company and ensure proper resource allocation and effective systems and controls as well as monitor the implementation of the Company's strategies and plans;
5. Appoint directors to replace of those who will retire by rotation as well as consider the remuneration package for such directors and committee members, which are proposed by Nominating & Compensation Committee, prior to propose for further consideration of the shareholders and consider to approve 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 2 months. The replacing director shall hold office only for the remaining term of the replaced director;
6. Appoint committees to oversee administrative process and internal system to coincide with Company's policies, also approve the committees' charters;
7. Appoint the Executive Chairman and set out the scope of power, duties and responsibilities of the Executive Chairman as well as assist the President in performing the duties as being assigned;
8. Appoint the Company Secretary and set out the scope of power, duties and responsibilities of the Company Secretary as well as supervise the Company Secretary in performing duties as being assigned;
9. Consider and approve the policy, structure of remuneration, forms and criteria of the remuneration of the directors, the committees, Executive Chairman, top managements, managements and employees as well as propose the remuneration of the directors and committees for further consideration and approval of the shareholders;
10. Prepare the Company's annual financial statements and financial statements for every fiscal year's ended period in order to propose to the Annual General Meeting of Shareholders for an approval or a disclosure of information, as the case may be, and ensure that the disclosure of the Company's information is accurate, sufficient and in time as prescribed in the relevant regulations;
11. Nominate appropriated persons with remuneration for further consideration and approval of shareholders for the appointment of the Company's auditors, accordingly;
12. Ensure the Company's to have written Corporate Governance Policy and Business Ethic as well as to ensure that there will be no conflicts of interest at the same time to establish systematic plans for internal control and risk management;
13. Ensure that good corporate governance is implemented to demonstrate Company's commitment to operate the business with ethics and to bring fair treatment to all stakeholders;
14. In case of entering into any direct or indirect transaction with the Company and subsidiaries, such director has to immediately inform his/her or related parties' personal interest to the Company;
15. Supervise to ensure that development and succession plans for Executive Chairman and key executives are in place;
16. Support and promote innovation to meet social and environmental responsibilities.
17. Approve the interim dividend payment to shareholders and report such payment to the shareholders in the next shareholders' meeting;
18. Approve the acquisition or disposal of assets pursuant to the Capital Market Supervisory Board;
19. Approve the undertaking the connected transaction of the Company pursuant to the Capital Market Supervisory Board;

20. Arrange for an annual general meeting of shareholders within 4 months from the end of the Company's accounting period;
21. Monitor the performance of the Company and the subsidiaries consecutively to ensure the compliance with the Company's business plan and budget;
22. Supervise Company's subsidiaries and associated companies to comply with the Company's policies.

Delegation of Authorities of the Board of Directors

The Board of Directors has the authorities to approve various matters of the Company according to the scope of duties prescribed by law, the Company's Articles of Association, the Charter of the Board of Directors, and the resolutions of the shareholders' meeting includes setting and reviewing the Company's vision, mission, and strategies, approving the Company's annual budget and investments, approving the undertaking of financial obligations of the Company, i.e. execution of loan agreement, loan guarantee, and the matters that the managements deems appropriate to propose for approval in accordance with the rules or criteria which were set by the Board of Directors.

The Company determines to make its directors and executives express their intentions on performing the Company's business operations with transparently and morality as well as perform their duties pursuant to the ethical standards on integrity, with carefulness and cautiously for benefits of all shareholders and the stakeholders. Hence, the ethics which shall be used as practical guidelines for the directors and the executives have been specified. The Company discloses the **ethics of the directors and the executives** in the Company's website (www.samartcorp.com) in the topic of **"Corporate Governance"**.

The Board of Director also has duties to approve other transactions pursuant to the notification of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and other related laws.

Delegation of Authorities between the Board of Directors and the Management

The Company has specified the delegation of authorities clearly which have been firstly applied since 1995 by specifying approval authority on credit line of the Board of Directors and the Management pursuant to the transaction types, such as finance/accounting/budget, human resources, procurement, general management/administration, marketing and public relations. However, the Company is now improving such policies and operating guidelines to make them more appropriated with the current situation. Therefore, the latest policies and operating guidelines on delegation of authorizes has been approved from the Executive Meeting No.7/2020 on July 16, 2020 effective on August 1, 2020 onwards.

Roles and Responsibilities of the Chairman of the Board of Directors

The Chairman of the Board has an important role in supervising and supporting the Board of Directors to be able to perform their duties in accordance with the direction and strategy for the best benefit of the Company and all shareholders. Moreover, the Chairman of the Board has to lead the Board of Directors as the Chairman of the Board of Directors' Meeting, Shareholders' Meeting and Non-executive Directors' Meeting which covers the following;

1. Oversee, monitor, and ensure that the Board of Directors of efficiently carries out its duties to achieve the Company's objectives.
2. Ensure that all directors contribute to the Company's ethical culture and good corporate governance.
3. Set the board meeting agenda by discussing with the Executive Chairman, which important matters should be included.
4. Allocate sufficient time for management to propose topics and for the board of directors to debate important matters thoroughly. Encourage the board of directors to exercise independent judgment in the best interest of the Company.
5. Promote a culture of openness and debate through ensuring constructive relations between executive and non-executive directors, and between the board of directors and management.

Roles and Responsibilities of Executive Chairman

1. General operation management and control in business of the Company to comply with its objectives, policy and the Articles of Association;
2. Consideration in business investment plans prior to propose for the Executive Board and the Board of Directors for further approval;
3. Consider the criteria and procedures for nomination and recruiting person to be top management together with the Nomination and Compensation Committee;
4. Entering into any transaction binding the Company conforming to the Company’s Delegation of Authorities;
5. Carry out any assignment from the Board of Directors and/or the shareholders of the Company.

The delegation authorities of the Executive Chairman should not be delegated or further assigned that authorize the Executive Chairman or its attorney to approve any connected transactions between themselves or any persons who may have conflict of interest (according to the concept of conflict of interest of the SEC’s notification) with the Company or subsidiaries except such transactions are handled in line with the connected transaction procedure or policy which been approved by the Board of Directors of the Company and/or the shareholders’ meeting to be complied to regulations of SET/SEC or any related laws and regulations.

In addition, since nature of the Company is a Holding Company, **therefore, it has to disclose information of the directors of its subsidiaries as of December 31, 2024 for 6 companies as follows:**

1) Board of Directors of Samart Digital Pcl. (“SDC”)

- | | | |
|----|--|--|
| 1. | Mr. Piyapan Champasut | Chairman of the Board of Directors / Independent Director / Audit Committee Member |
| 2. | Dr. Chotivid Chayavadhanangkur | Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member |
| 3. | Mr. Kunthit Arunyananda | Independent Director / Audit Committee Member / Chairman of the Nominating & Compensation Committee / Corporate Governance Committee Member |
| 4. | Mr. Charoenrath Vilailuck ^(*) | Director / Risk Management Committee Member |
| 5. | Mr. Watchai Vilailuck ^(*) | Authorized Director / Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee |
| 6. | Ms. Boonrut Mongkolratanakorn | Authorized Director / Corporate Governance Committee Member / Nominating & Compensation Committee Member |
| 7. | Mr. Supavas Prohmvitak | Authorized Director / Executive Director / Risk Management Committee Member / Chairman of the Sustainable Development Committee |

Remark : ^() Representative directors from Samart Corporation Pcl., a major shareholder with 67.03 % stake holding.*

2) Board of Directors of Samart Telcoms Pcl. (“SAMTEL”)

- | | | |
|----|--|---|
| 1. | General Sumpun Boonyanun | Chairman / Independent Director / Audit Committee Member / Chairman of the Nominating & Compensation Committee |
| 2. | Mr. Vichai Pokasamrit | Independent Director / Chairman of Audit Committee / Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member |
| 3. | Ms. Rapeepan Luangaramrut | Independent Director / Audit Committee Member / Nominating & Compensation Committee Member / Corporate Governance Committee Member |
| 4. | Mr. Sirichai Rasameechan | Independent Director / Corporate Governance Committee Member / Nominating & Compensation Committee Member |
| 5. | Mr. Kajornvut Tayanukorn ⁽²⁾ | Independent Director / Corporate Governance Committee Member |
| 6. | Mr. Charoenrath Vilailuck ⁽¹⁾ | Executive Director / Risk Management Committee Member |
| 7. | Mr. Watchai Vilailuck ⁽¹⁾ | Executive Director / Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee |
| 8. | Mr. Thananan Vilailuck ⁽¹⁾ | Executive Director / Risk Management Committee Member |
| 9. | Mr. Jong Diloksombat ⁽¹⁾ | Executive Director / President / Risk Management Committee Member / Corporate Governance Committee Member / Chairman of the Sustainable Development Committee |

Remarks : ⁽¹⁾ Representative director from Samart Corporation Public Company Limited a major shareholder with 70.14%;

⁽²⁾ The Board of Directors’ Meeting No.1/2024 on February 22, 2024 resolved to approve the appointment of Mr. Kajornvut Tayanukorn as an Independent Director, effective from February 22, 2024 onwards.

3) Board of Directors of Samart Aviation Solutions Pcl. (“SAV”)

- | | | |
|----|------------------------------|---|
| 1. | Mr. Suphot Singhasaneh | Chairman / Independent Director / Chairman of the Audit Committee / Corporate Governance Committee Member / Nominating & Compensation Committee Member |
| 2. | Mr. Bhumisathit Jampathom | Vice Chairman / Independent Director / Audit Committee Member / Chairman of the Nominating & Compensation Committee |
| 3. | Mr. Pitaya Tantipiriyakij | Vice Chairman / Independent Director / Audit Committee Member / Chairman of the Corporate Governance Committee / Nominating & Compensation Committee Member |
| 4. | Mr. Sirichai Rassameechan | Director / Corporate Governance Committee Member |
| 5. | Mr. Charoenrath Vilailuck | Director / Executive Chairman / Chairman of the Sustainable Development Committee / Chairman of the Risk Management Committee |
| 6. | Mr. Watchai Vilailuck | Director / Executive Director / Sustainable Development Committee Member / Risk Management Committee Member |
| 7. | Mrs. Phongsri Saluckpetch | Director / Executive Director / Sustainable Development Committee Member / Risk Management Committee Member |
| 8. | Mr. Teerachai Phongpanangam | Director / Executive Director / President / Corporate Governance Committee Member / Sustainable Development Committee Member / Risk Management Committee Member |
| 9. | Mr. Theeraphat Kulkijkamjorn | Director / Executive Director / Sustainable Development Committee Member / Risk Management Committee Member |

4) Board of Directors of Cambodia Air Traffic Services Co., Ltd. (“CATS”)

- | | |
|---------------------------------|----------|
| 1. Mr. Charoenrath Vilailuck | Chairman |
| 2. Mr. Watchai Vilailuck | Director |
| 3. Mr. Teerachai Phongpanangam | Director |
| 4. Mr. Theeraphat Kulkijkamjorn | Director |

5) Board of Directors of Teda Co., Ltd. (“TEDA”)

- | | |
|--------------------------------------|----------|
| 1. Mr. Thananan Vilailuck | Chairman |
| 2. Mr. Teerachai Phongpanangam | Director |
| 3. Mr. Thongchai Petchyim | Director |
| 4. Mr. Krongkiat Udomratanachaiyakul | Director |

6) Board of Directors of Samart Communication Services Co., Ltd. (“SCS”)

- | | |
|--------------------------------|----------|
| 1. Mr. Charoenrath Vilailuck | Chairman |
| 2. Mr. Watchai Vilailuck | Director |
| 3. Mr. Jong Diloksombat | Director |
| 4. Ms. Chotika Kamloonwesaruch | Director |
| 5. Mr. Suchart Duangtawee | Director |
| 6. Mr. Dhilokpat Nisamaneevong | Director |

7.3 Information of Committees

The Company’s management structure comprised of 6 Committees; the Audit Committee, the Executive Board, the Corporate Governance Committee, the Nominating & Compensation Committee, the Risk Management Committee and the Sustainable Development Committee as follow;

1) Audit Committee members ^(*) as of December 31, 2024 comprise of 3 members as follow;

- | | |
|-----------------------------------|--|
| 1. Mr. Vichai Srikwan | Chairman of the Audit Committee (Independent Director) |
| 2. Mr. Seri Suksathaporn | Member (Independent Director) |
| 3. Dr. Pairoj Boonkongchuen, M.D. | Member (Independent Director) |
| Mr. Pathompong Chonpinyo | Secretary of the Audit Committee |

Remark : ^() Audit Committee members comprise of no less than 3 members, all of them have sufficient experience to review the Company’s financial statement. Detail of Curriculum Vitae of Audit Committee are provided on Attachment 1 Directors, Managements, Controlling Person, The Person Taking The Highest Responsibility in Accounting & Finance, The Person Supervising Accounting and Company Secretary at the Company’s website (www.samartcorp.com).*

Qualifications of Audit Committee

- Has been appointed from the Board of Directors and/or the shareholders;
- The Members of the Audit Committee have to be the Independent directors qualification from the SEC;
- Not being a person who has been empowered by the Board of Directors for any decision in the business operation of the Company, Parent Company, Subsidiaries or affiliated Companies, Same-Level of Subsidiaries as well as any juristic person, major shareholder, or controlling person of the Company;
- Not being a director in Parent Company, Subsidiaries and any Same-Level of Subsidiaries which is a listed Company;
- Having sufficient knowledge, experience, and time to perform duties as the Audit Committee members;

6. At least one member of the Audit Committee should have sufficient knowledge and experience to review the financial statement credibility and the Company has to put his/her name in the filing of the Annual Registration Statement / Annual Report (Form 56-1 One Report). In addition, such qualification also has to be put in the committee certified letter which will be submitted to SET.

Terms of positions

Term of the Audit Committee members is three years. All members shall be in post no longer than 3 terms except getting a unanimous approval from the Nominating & Compensation Committee and the Committee ensures that the extra term will not cause or impact to the independent of such director as well as obtain an approval from Board of Directors and/or the Company's shareholders.

Roles and Responsibilities of the Audit Committee

1. Review the Company's financial report to ensure its accuracy that is adequate, reliable and timely disclosure;
2. Review the Company's internal control and internal audit systems to ensure that they are suitable and efficient, and consider the independence of the internal audit unit as well as to propose the appointment, rotation or dismissal the chief of internal audit unit or any other related function who takes responsibilities to internal audit;
3. Consider and approve the manpower and necessary resources for working process of the internal audit unit, approve the annual audit plan including significant changes in the audit plan;
4. Review the Company's compliance with the Securities and Exchange Act, the regulations of the SET and the law relating to the Company's business;
5. Propose for consideration and approval of the Board of Directors and Shareholders' meeting on the selection, appointment, termination of the external auditors including propose their remuneration for further consideration;
6. Arrange the Audit Committee's meeting with auditors without the management of the Company at least once a year;
7. Review the connected transactions or the transactions that may lead to conflict of interest to comply with the Securities and Exchange Act, and the regulations of the SET/SEC including the laws relating to the Company and/or the Company's business and ensure that the transactions are reasonable and for the highest benefit of the Company;
8. Prepare the Audit Committee report for disclosure in the Annual Registration Statement / Annual Report (Form 56-1 One Report) of the Company with minimum contents as required by regulations of SET;
9. Review the scope of Roles and Responsibilities of the Audit Committee in accordance with the situation;
10. Audit and investigate concerned persons in order to gain the clearly information within the scope of authority;
11. Engage the specialist for competent advice and assistance auditing as considered by the Audit Committee with Company's expenses;
12. Perform any other activities assigned by the Board of Directors.

2) **Executive Board members** as of December 31, 2024 comprise of 8 members as follow:

- | | |
|---------------------------------|---|
| 1. Mr. Charoenrath Vilailuck | Executive Chairman / Chief Executive Officer |
| 2. Mr. Watchai Vilailuck | Executive Vice Chairman - Corporate Strategy & New Business Development |
| 3. Mr. Thananan Vilailuck | Executive Vice Chairman - Corporate Management |
| 4. Mr. Jong Diloksombat | Member |
| 5. Mr. Teerachai Phongpanangam | Member |
| 6. Mrs. Phongsri Saluckpetch | Member |
| 7. Ms. Kanokwan Chanswangpuvana | Member |
| 8. Ms. Chotika Kamloonwesaruch | Member |

Terms of positions

Term of the Executive Board members is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and the managements proposes for further consideration and approval of the Board of Directors for the appointment in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

Roles and Responsibilities of the Executive Board

1. Set and review Company’s vision, mission, strategies and business plan as well as the Company’s management structure and delegation of authorities for further consideration and approval of the Board of Directors;
2. Supervise Company’s subsidiaries and associated companies to comply with the Company’s policies, including, review and monitor the operating performance of the Company and subsidiaries to achieve the goal;
3. Monitor, audit and set the management policies for efficiency and productivities as well as to conform with the instruction of the Board of Directors;
4. Consider and approve the Company’s investment and annual budget prior to further approval of the Board of Directors;
5. Specify remuneration’s structure policy, forms and criteria of remuneration’s payment of the employees and the managements jointly with Executive Chairman for the Nominating & Compensation Committee’s consideration prior to further consideration of the Board of Directors’ meeting;
6. Consider the appropriate candidates to be appointed as senior management and report to the Board of Directors for further acknowledgment;
7. Consider entering into any transactions binding the Company within its authorities under the Company’s Delegation of Authorities;
8. Report the significant performance of the Executive Board to the Board of Directors, regularly;
9. Review the scope of Roles and Responsibilities of the Executive Board in accordance with the situation;
10. Perform any other activities assigned by the Board of Directors.

The delegation authorities of the Executive Board should not be delegated or further assigned that authorize the Executive Board or its attorney to approve any connected transactions between themselves or any persons who may have conflict of interest (according to the concept of conflict of interest of the SEC’s notification) with the Company or subsidiaries except such transactions are handled in line with the connected transaction procedure or policy which been approved by the Board of Directors of the Company. The connected transaction has to be considered and approved either by the Company’s Board of Directors or shareholders’ meeting to be complied with regulations of SET/SEC or any related laws and regulations.

Roles and Responsibilities of Executive Chairman

1. General operation management and control in business of the Company to comply with its objectives, policy and the Articles of Association;
2. Consideration in business investment plans prior to propose for the Executive Board and the Board of Directors for further approval;
3. Consider the criteria and procedures for nomination and recruiting person to be top management together with the Nomination and Compensation Committee;
4. Entering into any transaction binding the Company conforming to the Company's Delegation of Authorities;
5. Carry out any assignment from the Board of Directors and/or the shareholders of the Company.

The delegation authorities of the Executive Chairman should not be delegated or further assigned that authorize the Executive Chairman or its attorney to approve any connected transactions between themselves or any persons who may have conflict of interest (according to the concept of conflict of interest of the SEC's notification) with the Company or subsidiaries except such transactions are handled in line with the connected transaction procedure or policy which been approved by the Board of Directors of the Company and/or the shareholders' meeting to be complied to regulations of SET/SEC or any related laws and regulations.

3) Corporate Governance Committee members as of December 31, 2024 comprise of 3 members as follow;

1. Mr. Seri Suksathaporn Chairman of the Corporate Governance Committee
(Independent Director)
2. Mr. Prinya Waiwatana Member (Independent Director)
3. Mr. Sirichai Rasameechan Member (Non-Executive Director)

Terms of positions

Term of the Corporate Governance Committee members is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and/or any qualified candidates propose for further consideration and approval of the Board of Directors for the appointment in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

Roles and Responsibilities of the Corporate Governance Committee

1. Responsible for governing and monitoring business operation and committees' activities as well as managements and employees of the Company to strictly comply with law and related regulations;
2. Specify the corporate governance policy and sustainability development including anti-corruption;
3. Ensure that good corporate governance policy is being conducted at all level in accordance to legal requirements, Company's policies and other related authorities;
4. Formulate and review the Company's rules concerning good corporate governance;
5. Provide suggestions relevant to ethical practices to the directors, managements and employees of the Company;
6. Yield continuity and appropriate regulations in carry out good corporate governance policy;
7. Review the scope of Roles and Responsibilities of the Corporate Governance Committee in accordance with the situation;
8. Report to the Board the recommendations for improvement on the Corporate Governance of the Company as appropriate;
9. Perform any other activities assigned by the Board of Directors.

4) **Nominating & Compensation Committee members** as of December 31, 2024 comprise of 3 members as follow;

- | | |
|-----------------------------------|---|
| 1. Mr. Vichai Srikwan | Chairman of the Nominating & Compensation Committee
(Independent Director) |
| 2. Mr. Seri Suksathaporn | Member (Independent Director) |
| 3. Dr. Pairoj Boonkongchuen, M.D. | Member (Independent Director) |

Terms of positions

In every subsequent year, one-third of the Nominating & Compensation Committee’s members, who have been longest in office, shall retire. The retired members are eligible to be re-elected for another term by obtaining majority vote from the Board of Directors. In case of vacancy, the Nominating & Compensation Committee will consider an appropriate person for the replacement and propose to the Board of Directors for further consideration.

Roles and Responsibilities of the Nominating & Compensation Committee

1. Specify and review the criteria and procedures for nomination of directors, committees, Executive Chairman and senior managements to propose for consideration and approval of the Board of Directors;
2. Recruit, select, and nominate appropriate candidates for independent directors, Chairman of the Boards and Board members proposed to consideration of Board of Directors and/or further approval of the shareholders when those positions are vacant due to termination of terms or other reasons;
3. Recruit, select, and nominate appropriate candidates for members of the committee and Executive Chairman proposed for consideration of the Board of Directors when such position is vacant as well as propose and review criteria for considering and selecting candidates for the successor of the top management and senior management, annually;
4. Specify remuneration’s structure policy, forms and criteria of remuneration’s payment (whether in cash or any properties) of directors, committees, Executive Chairman, senior management, management and employees of which must be complimented to the Company’s strategies, objective as well as conform to the Company’s operating performance and market’s atmosphere to propose for consideration and approval of the Board of Directors;
5. Review the scope of Roles and Responsibilities of the Nominating & Compensation Committee in accordance with the situation;
6. Perform any other activities assigned by the Board of Directors.

5) **Risk Management Committee members** as of December 31, 2024 comprise of 4 members as follow;

- | | |
|--------------------------------|---|
| 1. Mr. Charoenrath Vilailuck | Chairman of the Risk Management Committee |
| 2. Mr. Watchai Vilailuck | Member |
| 3. Mr. Thananan Vilailuck | Member |
| 4. Mr. Teerachai Phongpanangam | Member |

By determining the scope of working group’s authority to be as the Risk Management Committee assignment.

Terms of positions

Term of members of the Risk Management Committee is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors propose for further consideration and approval of the Board of Directors for the appointment in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

Roles and Responsibilities of the Risk Management Committee

1. Establish clear business objectives, identify, analyze, assess significant risks and formulate risk strategies, also risk appetite;
2. Develop risk management policy and propose for consideration and approval of the Board of Directors to be used as practices in the areas for which they are accountable. However, it must be covered risks at least 4 topics as follow:
 - 1) Financial Risk
 - 2) Operational Risk
 - 3) Strategic Risk
 - 4) Compliance Risk
3. Ensure that the above standards and practices are fully communicated to and have active support of all employees, continuously;
4. Review the scope of Roles and Responsibilities of the Risk Management Committee in accordance with the situation;
5. Ensure that the management has regularly, continually and systematically identify, analyze and review risk exposures, which may have, to cover all processes of the business;
6. Support and develop to have the managements and all employees to continually aware of risk management as well as to ensure the Company's Risk Management Policy is complied with the international standard.
7. Provide professional opinions from external consultants regarding matters to be considered with the Company's expense, if necessary;
8. Perform any other activities assigned by the Board of Directors.

6) Sustainable Development Committee members as of December 31, 2024 comprise of 6 members as follow;

- | | |
|---------------------------------|---|
| 1. Mr. Watchai Vilailuck | Chairman of the Sustainable Development Committee |
| 2. Mr. Jong Diloksombat | Member |
| 3. Mr. Thananan Vilailuck | Member |
| 4. Mr. Teerachai Phongpanangam | Member |
| 5. Mrs. Phongsri Saluckpetch | Member |
| 6. Ms. Kanokwan Chanswangpuvana | Member |

Terms of positions

Term of members of the Sustainable Development Committee is one year. The Nominating & Compensation Committee will annually consider and select appropriate persons from the members of the Board of Directors and/or any qualified candidates propose for further consideration and approval of the Board of Directors for the appointment in its first meeting after the Annual General Meeting of Shareholders. However, the retired members are eligible to be re-elected for another term.

Roles and Responsibilities of the Sustainable Development Committee

1. Establish policy, strategy including operation plans for sustainable development which is consistent with the Company's business operations with regards to economic, social and environmental aspects to propose for consideration and approval of the Board of Directors.;
2. Promote and support the Company's activities, such as, Labor and employee management, employee welfare, employee development and training as well as the promotion and development of communities and societies around the Company's area in order to make them achieve the targets pursuant to the sustainable development policy.
3. Supervise, review, follow-up progress of operations and evaluate efficiency on performance of the sustainable development policy.
4. Review the scope of Roles and Responsibilities of the Sustainable Development Committee in accordance with the situation;
5. Perform any other activities assigned by the Board of Directors.

In addition, the Committees have regularly arranged the meetings and the written minutes of meeting have been taken. For more details on summary of essence of the meetings and number of meeting attended during the past year, details are provided under “8. Report on the significant activities on corporate governance” in the topic of “The Board of Directors’ Attendance in 2024”.

7.4 Information of Managements

7.4.1 Name and Position of Management

- | | |
|---|--|
| 1. Mr. Charoenrath Vilailuck | Executive Chairman / Chief Executive Officer |
| 2. Mr. Watchai Vilailuck | Executive Vice Chairman - Corporate Strategy & New Business Development / Executive Chairman / Chief Executive Officer of Digital Communications LOB |
| 3. Mr. Thananan Vilailuck | Executive Vice Chairman - Corporate Management |
| 4. Mr. Jong Diloksombat | President of Digital ICT Solution LOB |
| 5. Mr. Teerachai Phongpanangam | President of Utilities and Transportations LOB |
| 6. Mr. Pachara Kittiyawat | Vice President - Finance (CFO) |
| 7. Ms. Wanpen Ngamsatian ^(*) | Senior Accounting Manager |

Remark : ^() Has been appointed as the Senior Accounting Manager to replace Ms. Namthip Burapapongsanon. The effective date is September 2, 2024, onwards.*

In addition, the Company has changed the Company’s Corporate Structure on March 3, 2025 with the Name and Position of Management as the following details:

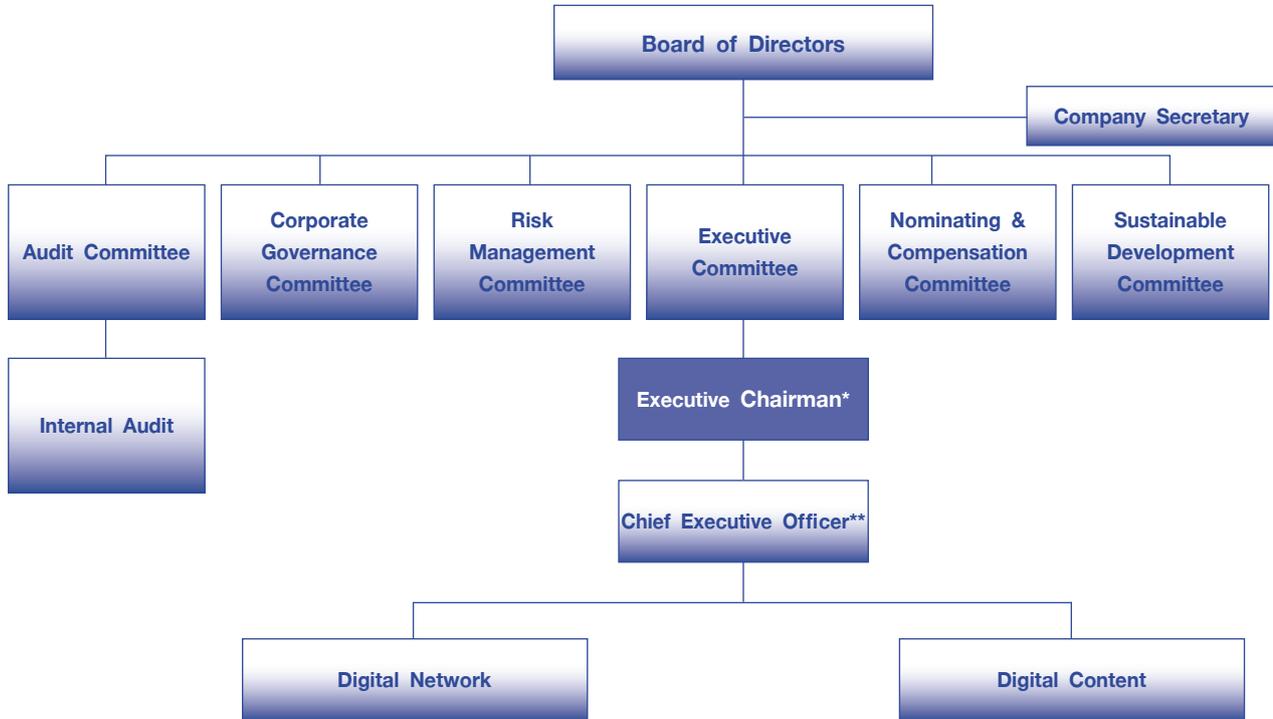
- | | |
|---|--|
| 1. Mr. Charoenrath Vilailuck | Executive Chairman / Chief Executive Officer |
| 2. Mr. Watchai Vilailuck | Executive Vice Chairman - Corporate Strategy & New Business Development / Executive Chairman / Chief Executive Officer of Digital Communications LOB |
| 3. Mr. Thananan Vilailuck | Executive Vice Chairman - Corporate Management |
| 4. Mr. Teerachai Phongpanangam ^(*) | Group President / President of Utilities and Transportations LOB |
| 5. Mr. Pachara Kittiyawat | Vice President - Finance (CFO) |
| 6. Ms. Wanpen Ngamsatian | Assistant Vice President - Corporate Accounting |

Remark : ^() Has been appointed as the Group President. The effective date is March 3, 2025, onwards.*

Corporate Structure and the Management of the Company and Core business subsidiaries total of 6 companies were as follows:

1) Samart Digital Pcl.

Corporate Structure of Samart Digital Pcl.



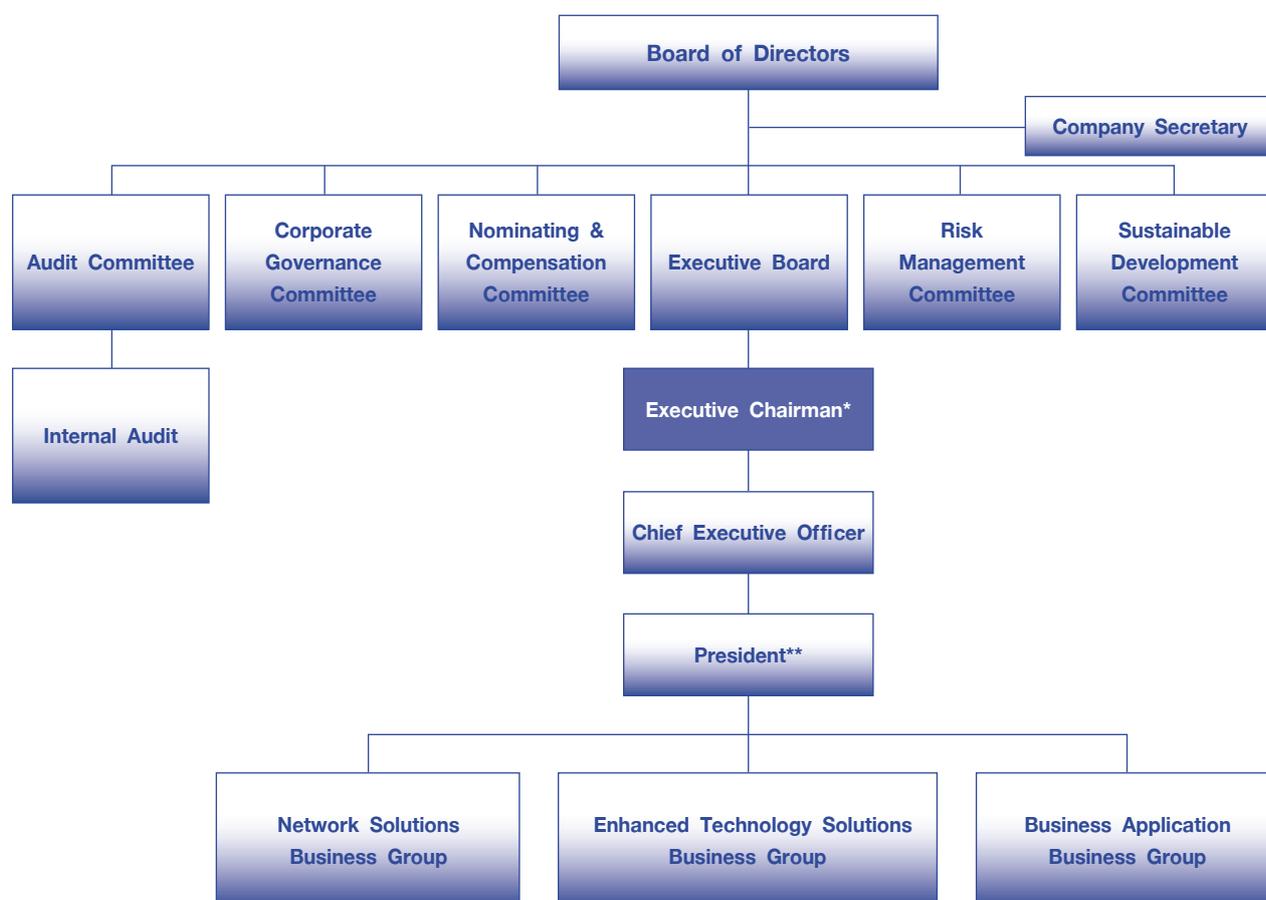
Remarks : * Executive Chairman is the top management of the Company.
 ** Head of Accounting and Finance are under Chief Executive Officer.

Managements of Samart Digital Pcl.

- | | |
|----------------------------------|--|
| 1. Mr. Watchai Vilailuck | Executive Chairman / Chief Executive Officer |
| 2. Mr. Supavas Prohmvitak | General Manager |
| 3. Mrs. Sumonthip Srimek | Vice President - Accounting |
| 4. Mr. Hiran Phanbanlaem | Assistant Vice President - Finance |
| 5. Ms. Boonrut Mongkolratanakorn | Assistant Vice President - Corporate Secretary |

2) Samart Telcoms Pcl.

Corporate Structure of Samart Telcoms Pcl.



*Remarks : * Executive Chairman is the top management of the Company;*

*** Chief Financial Officer (CFO) and Assistant Vice President - Accounting are under President.*

Managements of Samart Telcoms Pcl.

- | | | |
|----|-----------------------------|--|
| 1. | Mr. Watchai Vilailuck | Executive Chairman / Chief Executive Officer |
| 2. | Mr. Jong Diloksombat | President and Acting Executive Vice President Network Solutions Business Group |
| 3. | Ms. Chotika Kamloonwesaruch | Executive Vice President Enhanced Technology Solutions Business Group |
| 4. | Mr. Suchart Duangtawee | Executive Vice President Business Application Business Group |
| 5. | Mr. Dhilokpat Nisamaneevong | Chief Financial Officer (CFO) |
| 6. | Ms. Sirichan Phiraprawit | Assistant Vice President - Accounting |

3) Samart Aviation Solutions Pcl.

Corporate Structure of Samart Aviation Solutions Pcl.



Managements of Samart Aviation Solutions Pcl.

1. Mr. Teerachai Phongpanangam President
2. Mr. Teeraphat Kulkijkamjorn Chief Operation Officer
3. Ms. Sucharee Assanasuwan Senior Manager Accounting and Finance (CFO) / Manager Finance and Administration
4. Mr. Natee Tosrisirithaworn Senior Manager Accounting

4) Cambodia Air Traffic Services Co., Ltd.

Corporate Structure of Cambodia Air Traffic Services Co., Ltd.



Managements of Cambodia Air Traffic Services Co., Ltd.

1. Mr. Teeraphat Kulkijkamjorn Managing Director
2. Ms. Siriporn Jamnuch Assistant Managing Director Financial & Accounting
3. Mr. Saichon Pingsakul Assistant Managing Director Operation & Engineering
4. Mr. Anucha Kammong Assistant Managing Director Technical Planning & Support
5. Mr. Kamon Kongsang Assistant Managing Director Back Office Management

5) Teda Co., Ltd.

Corporate Structure of Teda Co.,Ltd.



Managements of Teda Co., Ltd.

- | | |
|--------------------------------------|--|
| 1. Mr. Krongkiat Udomratanachaiyakul | Managing Director |
| 2. Mr. Charnchai Tiptanasap | Marketing Manager |
| 3. Mr. Chaitawat Ratanawimon | Project Manager #1 (Underground Cable Projects) |
| 4. Mr. Wichai Assavapoositkul | Project Manager #2 (Power Substation Projects) |
| 5. Mr. Pudit Pakornsap | Project Manager #3 (Power Transmission Projects) |
| 6. Ms. Wannarat Chanpiriyakul | Back Office Manager |

6) Samart Communication Services Co., Ltd.

Corporate Structure of Samart Communication Services Co., Ltd.



Managements of Samart Communication Services Co., Ltd.

- | | |
|---------------------------|--|
| 1. Mr. Suchart Duangtawee | Managing Director and Vice President Sales |
| 2. Mr. Senee Somma | Vice President - Service & Maintenance |

See details of the Company’s management and subsidiaries in the topic of the **“Attachment 1 Directors, Managements, Controlling Person, The Person Taking The Highest Responsibility in Accounting & Finance, The Person Supervising Accounting and Company Secretary”** at the Company’s website (www.samartcorp.com).

7.4.2 Remuneration of Directors and Management Policy

Annual remuneration and bonus of the top managements shall have the fixed consideration criteria by based on performance of the Company, overall economic conditions and performance of each top managements. These criteria shall be explained in advance before they can be used for the assessment at the end of the year. The Nominating and Compensation Committee shall consider prior propose to the Board of Directors for approval.

However, the Company has disclosed remuneration of directors and management policy in “6.1 Overview of Policies and Corporate Governance Policies” under “6.1.1 Policies and Practice related to the Board of Directors”

In 2024, the Board of Directors’ meeting has considered in accordance with the Nominating & Compensation Committee’s meeting that the Annual Salary increase for 2025, 2024 Bonus and 2025 Bonus Payment Policy has policies and criteria for paying remuneration in appropriate level.

7.4.3 The Remuneration of the Executive Board and Management

7.4.3.1 Cash & Non-Cash Remuneration of the Executive Board and Management

Type of Remuneration	Number of Persons	Cash Remuneration (Baht)		
		The Company	Subsidiaries	Grand Total
Salary ⁽¹⁾	8	25,332,000	34,740,000	60,072,000
Bonus ⁽¹⁾	8	3,223,000	6,457,500	9,680,500
Provident Fund ^{(1) (2)}	8	2,533,200	2,834,000	5,367,200

Remarks : ⁽¹⁾ The figures presented Salary, Bonus and Provident Fund for executives board and management paid by the Company and subsidiaries;

⁽²⁾ Provident fund to executive directors and managements have been provided by the Company at the rate of 3 - 10 percent of salary related to year of services.

7.4.3.2 Total Cash & Non-Cash Remuneration of Executive Board and the Managements of core business subsidiaries in 2024 :

1) Cash & Non-Cash Remuneration of the Executive Board and Management of Samart Digital Pcl. (“SDC”)

Type of Remuneration	Number of Persons	Cash Remuneration (Baht)		
		SDC	SDC’s Subsidiaries	Grand Total
Salary	5	2,413,800	2,968,000	5,381,800
Bonus	5	210,693	216,500	427,193
Provident Fund ⁽¹⁾	5	130,380	89,040	219,420

Remark : ⁽¹⁾ SDC contributes to the provident fund at the rate of 3-10% of salary related to year of services.

2) Cash & Non-Cash Remuneration of the Executive Board and Management of Samart Telcoms Pcl. (“SAMTEL”)

Type of Remuneration	Number of Persons ⁽²⁾	Cash Remuneration (Baht)		
		SAMTEL	SAMTEL's Subsidiaries	Grand Total
Salary ⁽¹⁾	5	24,309,600	5,910,000	30,219,600
Bonus ⁽¹⁾	5	3,939,100	1,477,500	5,416,600
Provident Fund ⁽¹⁾⁽²⁾	5	2,142,210	591,000	2,733,210

Remarks : ⁽¹⁾ The figures presented Salary, Bonus and Provident Fund for executives board and management paid by SAMTEL and SAMTEL's subsidiaries;

⁽²⁾ SAMTEL contributes to the provident fund at the rate of 3-10% of salary related to year of services.

3) Cash & Non-Cash Remuneration of the Executive Board and Management of Samart Aviation Solutions Pcl. (“SAV”)

Type of Remuneration	Number of Persons	Cash Remuneration (Baht)		
		SAV	SAV's Subsidiaries	Grand Total
Salary ⁽¹⁾	6	12,301,080.00	22,133,151.07	34,434,231.07
Bonus ⁽¹⁾	6	2,506,453.00	1,067,992.07	3,574,445.07
Provident Fund ⁽²⁾	6	1,152,282.00	-	1,152,282.00

Remarks : ⁽¹⁾ The figures presented Salary, Bonus and Provident Fund for executives board and management paid by SAV and SAV's Subsidiaries;

⁽²⁾ SAV contributes to the provident fund at the rate of 3-10% of salary related to year of services.

4) Cash & Non-Cash Remuneration of the Executive Board and Management of Cambodia Air Traffic Services Co., Ltd. (“CATS”)

Type of Remuneration	Number of Persons	Cash Remuneration (Baht)
		CATS
Salary	5	14,829,681.26
Bonus	5	2,968,200.77
Other remuneration	5	10,603,719.76

5) Cash & Non-Cash Remuneration of the Executive Board and Management of Teda Co., Ltd. (“TEDA”)

Type of Remuneration	Number of Persons	Cash Remuneration (Baht)
		TEDA
Salary	6	12,037,200
Bonus	6	2,330,790
Provident Fund ^(*)	3	462,900

Remark : ^(*) Provident fund to executive directors and management have been provided by TEDA at the rate of 3 - 10 percent of salary related to year of services.

6) Cash & Non-Cash Remuneration of the Executive Board and Management of Samart Communication Services Co., Ltd. (“SCS”)

Type of Remuneration	Number of Persons ⁽²⁾	Cash Remuneration (Baht)
		SCS
Salary	2	3,056,400
Bonus	2	254,700
Provident Fund ⁽¹⁾	2	305,640

Remarks : ⁽¹⁾ *Provident fund to executive directors and management have been provided by SCS at the rate of 3-10 percent of salary related to year of service;*

⁽²⁾ *1 management received the remuneration from Samart Communication Services Co., Ltd. and an executive director and management, received the remuneration from Samart Telcoms Pcl.*

7.5 Employee’s infomation

Number of employees of the Company and its subsidiaries classified by line of business for the past 3 years are as follow:

Line of business	Number of Employees (persons)		
	2022	2023	2024
1. Digital Communications	86	77	39 ^(*)
2. Digital ICT Solution	905	901	863
3. Utilities and Transportations	584	991	985
4. Technology Related Services	334	_ ^(*)	_ ^(*)
Total	1,909	1,969	1,887

Remarks : ^(*) *The Company has changed its business structure which combined the Technology Related Services line of business to be under the Utilities and Transportation line of business. The effective date is February 24, 2023 onwards.*

^(*) *The number of employees decrease due to business restructuring and business operation. In addition, the number of employees has been reduced to suit the current business operation.*

The remuneration of employees of the Company and the subsidiaries which comprises of salary, bonus, contribution to provident fund and other compensation during the past 3 years are as follows:

(Unit : Million Bath)

Remuneration	Total Amount		
	2022	2023	2024
1. Salary ^(*)	897.47	921.11	908.73
2. Bonus ^(*)	108.06	117.63	202.23
3. Provident Fund ^(*)	44.89	47.13	62.27
4. Other remuneration (over time, special subsidy and commission)	109.65	70.91	105.89

Remark : ^(*) *The remuneration were excluded the managements of the Company and core business subsidiaries i.e. SDC, SAMTEL, SAV, CATS, TEDA and SCS the remuneration were disclosed in the remuneration for Directors and Managements of such companies.*

Provident Fund

The Company has established a provident fund under the management of 2 security companies as TISCO Asset Management Company Limited under the name “**Samart Group Registered Provident Fund**” and Bangkok Capital Asset Management Company Limited under the name “**The Registered Provident Fund of Bualuang Submungkung**” had already registered with The Securities and Exchange Commission, Thailand. Such fund managers be in accordance with the Investment Governance Code: I Code.

The Company will contribute 3-10% of the employee’s salary to the provident fund. The contributions will be paid according to the years of membership as follows :

Year of membership	Contribute payment rate
Under 5 years	3%
From 5 years and up but less than 10 years	5%
From 10 years and up but less than 15 years	7%
From 15 years and up	10%

As of December 31, 2024, there are 1,166 employees joining the provident fund out of the total 1,588 employees who are eligible to participate, representing 73%.

The Fund has promoted investment by realizing the duty of investment management for the best benefit to the fund members, unit holders (Investors’ First), the Company believes that businesses that the Fund invests in, have good corporate governance strategies and responsible for society, environment and good governance (“ESG”). It will bring good and sustainable returns together with the management company, determine the policy and assign to the fund manager to invest in organizations that have decision-making and follow up closely and actively monitor investment. There is a principle about the investment decisions both quantitative and qualitative analysis, such as, business growth trends, business competition and considering the sustainability of long-term investments by taking social, environment and governance (ESG) factors to involve in making appropriate decisions and established corporate governance criteria for selecting securities to be in the investment portfolio to ensure that the Fund has invested in businesses honestly in accordance with good governance practice. The fund committees has required the fund manager to display a list of currently invested securities by comparing with the list of securities in the SETTHSI index (Thailand Sustainability Investment) of the Stock Exchange of Thailand, in order to know the proportion of securities compared to the list of sustainable stocks that have reported the fund performance.

7.6 Other information

7.6.1 The person taking the highest responsibility in Accounting and Finance, The person supervising Accounting, Company Secretary, Head of Internal Audit and Head of Compliance of the Company

1) The person taking the highest responsibility in Accounting and Finance

Mr. Pachara Kittiyawat has been appointed as the Vice President - Finance (CFO).

2) The person supervising Accounting

Ms. Wanpen Ngamsatian, Senior Accounting Manager, (has been appointed to replace Ms. Namthip Burapapongsanon. The effective date is September 2, 2024, onwards), is the book keeper who has the qualifications and conditions of being a book keeper in accordance with the rule of Department of Business Department.

3) Company Secretary

The Nominating & Compensation Committee considered and appointed a potential and experienced person as the Company Secretary proposed for further approval of the Board of Directors to comply with the new Securities and Exchange Act. B.E. 2551 (“The Securities Act 4.”). The Board of Directors’ meeting of the Company No.9/2014 held on December 19, 2014 has appointed Mrs. Jirawan Rujisonthi as the Company Secretary, effective on December 19, 2014 onwards.

Details of the The Person Taking The Highest Responsibility in Accounting and Finance, The Person Supervising Accounting and Company Secretary are provided under “**Attachment 1 Directors, Managements, Controlling Person, The Person Taking The Highest Responsibility in Accounting & Finance, The Person Supervising Accounting and Company Secretary**” which was disclosed on the Company’s website at www.samartcorp.com.

4) Head of Internal Audit

Mr. Pathompong Chonpinyo has been appointed as the Head of Internal Audit and the Secretary of the Audit Committee since February 23, 2023 which was approved by the Audit Committee’s meeting No. 1/2023 that such person is knowledgeable, competence and work experience appropriately to perform the duties as the Head of Internal Audit and the Secretary of the Audit Committee of the Company.

5) Head of Compliance department of the Company

The Company has assigned the compliance job of the Company as the responsibility of the Head of Internal Audit. With cooperation and support from the Legal and the Company Secretary Department in order to supervise and ensure that the Company, its directors and managements comply with policies, procedures and laws, included reviewing, monitoring and considering in accordance with the anti-corruption policy, annually and reported the operating results to the Company’s Board of Directors regularly.

Details of the Head of Internal Audit and Compliance is provided under “**Attachment 3 Information of Head of Internal Audit and Information of Head of Compliance**” which was disclosed on the Company’s website at (www.samartcorp.com).

7.6.2 Investors Relation

Mr. Ruttanun Vilailuck has been appointed as Senior Manager - Investor Relations

7.6.3 Remuneration of the Auditors**1) Audit Fee**

In 2024, the Company and subsidiaries paid audit fees to the Company’s auditor, EY Office Limited comprised of following details:

- Audit fees for the year ended December 31, 2024 of the Company was Baht 2,900,000 of which excluded other miscellaneous payment of Baht 78,165.83 (i.e. traveling expenses, photo copy expenses etc.).
- Audit fees for the year ended December 31, 2024 of the subsidiaries pay to audit firm or other persons or firms that related to the audit firm were Baht 17,931,000 of which excluded other miscellaneous payment of Baht 364,156.79 (i.e. traveling expenses, photo copy expenses etc.).

In addition, the 4 overseas subsidiaries in Hong Kong and Cambodia paid audit fees to the auditors from the group of Ernst & Young Global Limited in each countries were Baht 2,271,977.10 excluded miscellaneous payment of Baht 154,733.52 (i.e. travelling expenses, photo copy expenses etc.).

2) Non-Audit Fee

In 2024, the Company's subsidiaries paid Non-Audit fee comprised of following details:

- Samart Telcoms Pcl., a direct subsidiary with stakeholding 70.14%, paid professional fee to EY Office Limited for the review of compliance conditions stipulated in the Universal Service Obligation (USO) for submitted to Office of The National Broadcasting and Telecommunications Commission (NBTC) for the period ended December 31, 2024 at Baht 50,000.
- Samart Infonet Co., Ltd., an indirect subsidiary with stakeholding 69.89%, paid professional fee to EY Office Limited for the review of compliance conditions stipulated in the Universal Service Obligation (USO) for submitted to Office of The National Broadcasting and Telecommunications Commission (NBTC) for the period ended December 31, 2024 at Baht 50,000.
- Cambodia Air Traffic Services Co., Ltd., an indirect subsidiary with stakeholding 74.22%, paid professional fee to Ernst & Young (Cambodia) Limited for the review of Income tax calculation for submitted to the Government agencies in Cambodia for the period ended December 31, 2024 at USD 2,800 or equivalent Baht 0.10 million.

8. Report on the significant activities on corporate governance

Policy and business direction determination of the Company

The Board of Directors set, reviewed and agreed the Company's vision, mission, strategies, business plan and budget as well as to govern the management to follow such business plan and budget with efficiency and profitability for economic value to the Company and the best stability to the shareholders. In addition to the above, the Board of Directors has not only ensure the Company and its management to oversee the value of all stakeholders, neither derive personal benefit nor create any rivalry with the Company and its subsidiaries, but also conducted the business with great awareness in ethical, moral and compliance to the Company's Articles of Associations, Notifications of SEC/SET and other related laws and regulations.

Internal Control system, internal audit as well as efficiency risk management had been set by the Board of Directors. Monitoring and evaluation were made by the Audit Committee and regularly reported to the Board of Directors.

Moreover, the Company has published a vision, mission, business goals including Corporate Governance Policy, Risk Management Policy and business ethics on the Company's website www.samartcorp.com and has been disclosed in the Annual Registration Statement / Annual Report (Form 56-1 One Report) by assigning the Corporate Governance Committee to supervise the directors, executives and employees to strictly observe.

In addition, the Company has communicated the vision, mission, business goals to all employees in the organization to acknowledge and understand, driving business in the same direction by providing the management meeting at the manager level up 2 times a year and communicating with all employees in the organization through various media, such as, internal e-mail, computer screen saver, public relations board, elevator and other online media within the Company.

In 2024, The Board of Directors' meeting No. 5/2024, held on November 12, 2024, reviewed the vision and mission to be in accordance with the goals and business strategies of the Group Company.

Monitoring on Business Ethics

The Company conveyed business ethics practices via various channels and the Company also specified that all directors, executives and employees have responsibility to acknowledge and comply with the Company's policies and regulations. The supervisors or the superior officers at all level have to monitor the compliance with the business ethics as well as to give recommendation and advise in case there is a problem on making decision or performing the works concerning the business ethics which have not been specified elsewhere. However, such recommendation must be based on the legal rules and it must not against the policy or business ethics of the Company, must not have negative impact to the Company's image including must not cause negative effect to the Company's stakeholders. The Company shall revise and improve its business ethics policy continually to make it always appropriate and up-to-date.

In the event that it is found that there is a violation of the business ethics, the supervisor shall undertake the necessary measures to solve or make good of such action or may issue a warning notice, as the case may be. The wrongdoer shall be subject to disciplinary penalty and may also be faced with legal penalty, if such action is against the law.

Moreover, the Company also has one more channel to receive the misconduct information or complaint or opinion on violation of law or ethics including on the behavior which may lead to the corruption or inequality treatment, the details on procedures and methods on informing such information, as well as the protection of the informant can be found in **“6.1.2 Policies and Practice related to Shareholders and stakeholders”** in the Subject of **Procedures and methods on “Notifying the information on misconduct and the protection of the informant”**.

In 2024, the Company provided knowledge about business ethics through the intranet system to the directors, managements, and employees. However, the directors and managements have acknowledged their awareness to the course at 100%. Moreover, the employees have acknowledged their awareness to the course at 76.71%

Moreover, to comply with the principle of the sufficient internal control assessment and accordance with good corporate governance of Samart group of companies. The Company issued the business ethic assessment for executive’s self-assessment to follow the business ethic of Samart group which has already been stated. The overall is **“Excellent” (100%)**.

In the past year, the Company has not found any violation of the Company’s business ethics.

8.1 Summary of the Board of Director’s Performance during 2024

8.1.1 The Directors’ Selection, Development and Evaluation

8.1.1.1 The Selection of Directors and the Managements

Qualification of Independent Director

1. Holding not **more than 0.5 percent** of the total number of voting rights of the Company, parent company, subsidiaries, affiliates, major shareholders or controlling person of the Company which include the shares held by related persons of the independent director;
2. Neither being nor having been Executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, affiliates, same-level subsidiaries, major shareholder or controlling person of the Company’s unless the foregoing status has ended no less than 2 years prior to the date of application filing with the office;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the Company or its subsidiaries;
4. Neither being nor having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment;

The business relationship as mentioned shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the applicant or from 20 million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person;

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment;
7. Not being a director who has been appointed for being a representative of the Company's director, major shareholder or shareholder who is related to the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner which is significant in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him incapable of expressing independent opinions with regard to the Company's business affairs.

The Company has policies and practice regarding the nomination and appointment of directors, managements, and managements succession plans. Details can be found in the section **"6. Policies and Practice related to the Board of Directors"** under topic **"Nomination and appointment of Directors and Managements"**. In 2024, the Board of Directors' Meeting has considered to approve the appointment of the Directors and Committees positions as detail below;

1. Considered and approved the Board of Directors and the Audit Committee Member who have been retired by rotation as below;
 - Approved the re-appointment of director as list below to be the Directors of the Company for another term;
 1. Mr. Charoenrath Vilailuck Executive Director
 2. Mrs. Siripen Vilailuck Non - Executive Director
 3. Mr. Sirichai Rasameechan Non - Executive Director

- Approved the re-appointment of Mr. Seri Suksathaporn to be the Audit Committee Members of the Company for another term.
2. Considered and approved the member of the committees who has been retired by rotation as follows;
- Approved the re-appointment of all members of the Nominating and Compensation Committee Member;
 - Approved the re-appointment of all members of the Corporate Governance Committee;
 - Approved the re-appointment of all members of the Risk Management Committee;
 - Approved the re-appointment of all members of the Executive Board;
 - Approved the re-appointment of all members of the Sustainable Development Committee.

List of the Board of Directors and Committees as of December 31, 2024 as follows:

The Board of Directors

- | | |
|-----------------------------------|---------------------------------|
| 1. Mr. Seri Suksathaporn | 6. Mrs. Siripen Vilailuck |
| 2. Mr. Vichai Srikwan | 7. Mr. Charoenrath Vilailuck |
| 3. Dr. Pairoj Boonkongchuen, M.D. | 8. Mr. Watchai Vilailuck |
| 4. Mr. Prinya Waiwatana | 9. Mr. Thananan Vilailuck |
| 5. Mr. Sirichai Rasameechan | 10. Mr. Teerachai Phongpanangam |

The Committees

Audit Committee

1. Mr. Vichai Srikwan
2. Mr. Seri Suksathaporn
3. Dr. Pairoj Boonkongchuen, M.D.

Corporate Governance Committee

1. Mr. Seri Suksathaporn
2. Mr. Prinya Waiwatana
3. Mr. Sirichai Rasameechan

Executive Board Committee

1. Mr. Charoenrath Vilailuck
2. Mr. Watchai Vilailuck
3. Mr. Thananan Vilailuck
4. Mr. Jong Diloksombat
5. Mr. Teerachai Phongpanangam
6. Mrs. Phongsri Saluckpetch
7. Ms. Kanokwan Chanswangpuvana
8. Ms. Chotika Kamloonwesaruch

Nominating and Compensation Committee

1. Mr. Vichai Srikwan
2. Mr. Seri Suksathaporn
3. Dr. Pairoj Boonkongchuen, M.D.

Risk Management Committee

1. Mr. Charoenrath Vilailuck
2. Mr. Watchai Vilailuck
3. Mr. Thananan Vilailuck
4. Mr. Teerachai Phongpanangam

Sustainable Development Committee

1. Mr. Watchai Vilailuck
2. Mr. Jong Diloksombat
3. Mr. Thananan Vilailuck
4. Mr. Teerachai Phongpanangam
5. Mrs. Phongsri Saluckpetch
6. Ms. Kanokwan Chanswangpuvana

In this regard, the directors and the committees which have been recruited and appointed are knowledgeable, capable, experienced, have satisfactory performance throughout their tenure and consistent with the Company's business strategy. It is also useful for setting directions and working plans of the Company's business groups.

8.1.1.2 Development of Directors and Management

• **Development of Directors**

The Company has provided the orientation for the new Director as the Company’s policy in order to develop the knowledge on director’s duty. In addition, the Company encourages all directors to gain skills and knowledge for performing their duties, including understanding of laws, regulations, risk standards, and the environment related to business operations as well as being informed of current information regularly. However, the Directors have attended training in various courses, such as, the Director Accreditation Program (DAP) and Director Certification Program (DCP) arranged by the Thai Institute of Directors (IOD) including the other concerned courses about the Directors of the Company. Moreover, 4 of the existing directors had joined DCP program, 2 directors joined DAP program and 4 directors joined both DCP and DAP program. Each year, the Company shall submit the training courses arranged by various institutes to the Committee members for their consideration on attendance pursuant to their needs.

In 2024, the directors have attended the additional training courses as follows:

Directors	Training Courses in 2024
1. Mr. Seri Suksathaporn	Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group
2. Mr. Vichai Srikwan	<ul style="list-style-type: none"> - Seminar for “KEY concerns of Audit Committees - In the age of great transformation” by the EY Company Limited. - Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group
3. Dr. Pairoj Boonkongchuen, M.D.	<ul style="list-style-type: none"> - Seminar for “KEY concerns of Audit Committees - In the age of great transformation” by the EY Company Limited. - The listed company with 3 lines of defense by the SEC and the SET.
4. Mr. Prinya Waiwatana	Seminar in the topic of “Things to Know about the Internal Control System for Governance” by the SEC, the SET jointly with the Thai Institute of Directors.
5. Mrs. Siripen Vilailuck	Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group
6. Mr. Sirichai Rasameechan	Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group
7. Mr. Charoenrath Vilailuck	<ul style="list-style-type: none"> - Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group - The Programme for Senior Executives on Justice Administration Batch 29, Judicial Training Institute in Sep 2024 - Jul 2025
8. Mr. Watchai Vilailuck	Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group
9. Mr. Thananan Vilailuck	Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group
10. Mr. Teerachai Phongpanangam	Seminar in the topic of “Sustainability in the AI Era” by the Executive Chairman of Dusit Thani Public Company Limited Group

- **Development of Management**

The managerial competency program, courses have been designed for management level in order to develop in managerial competency to strengthen leadership and management skills for executives as well as prepare promotion qualification in the future for pre-executive or talent employees. Moreover, this program would elaborately lead executives to support organization's business growth and prepare SAMART to become business leader in the industry existed. These courses provide innovated and practical knowledge to be applied to arrange managerial work.

(Detail of the Development of Management are provided in “3. Business Sustainability Development” under topic “3.4.2 Social Operating Result”)

8.1.1.3 Board, Committees, Executive Chairman and Company Secretary Assessment

1) Board Self-Assessment

The Corporate Governance Committee has initiated the Self Assessment form for Board members to review and evaluate their performance for 2024 as a whole. The Company has applied SET's assessment form in appropriate to the Company. The assessment form, which has been approved by the Board of Directors in its meeting No. 5/2024 on November 12, 2024 was sent to all directors

- Board Composition and Qualification
- Role & Responsibilities
- Board Meeting
- Board performance
- Relationship with the executives
- Self-Development and management development

From the assessment which been completed by the Board members, total number of directors (10) agreed that for the above area, the Board of Directors of the Company has an **excellent** evaluation by obtaining average score **98.53%**.

2) Directors Self-Assessment

For improvement and more efficiency of the meeting Corporate Governance Committee has all directors to evaluate themselves by individual through the Board self Assessment form for 2024. The Company has applied SET's assessment form in appropriate to the Company. The assessment form, which has been approved by the Board of Directors in its meeting No. 5/2024 on November 12, 2024 was sent to all directors for assessment. The questionnaire covers the following area:

- Board Composition & Qualification
- Board Meeting
- Role & Responsibilities
- Self-Development

From the assessment which been completed by the Board members individually, total number of directors (10) agreed that for the above area, the Board of Directors of the Company has an **excellent** evaluation by obtaining average score **99.44%**.

3) Audit Committee Self-Assessment

In order to make the Audit Committee to be able to evaluate its own performance during the previous year with regards to the compliance with prudent practices and the effectiveness, so the evaluation which covered the following topics has been conducted. The Company has applied SET's assessment form in appropriate to the Company. The assessment form, which has been approved by the Board of Directors in its meeting No. 5/2024 on November 12, 2024 was sent to all Audit Committee Members for assessment. The questionnaire covers the following area:

- Board Composition & Qualification
- Meeting
- Role & Responsibilities
- Training & Development
- Activities of the Audit Committee
- Relationship with the Director of Internal Audit Department, the auditor and the executives

From the assessment which been completed by 3 Audit Committee Members, the members agreed that the Audit Committee has an **excellent** evaluation by obtaining average score **99.27%**.

4) Committee Self-Assessment

The Corporate Governance Committee has initiated the Self Assessment form for Committee members to review and evaluate their performance for 2024 were as follows: Executive Board Member, Nominating & Compensation Committee, Corporate Governance Committee, Risk Management Committee and Sustainable Development Committee. Results of the self-assessment of each sub-committee will use to develop working performance of them for more efficiency and to be in line with the responsibilities assigned from the Board of Directors. The Company has applied SET's assessment form in appropriate to the Company. The Committee assessment form, which has been approved by the Board of Directors in its meeting No. 5/2024 on November 12, 2024 was sent to all directors for assessment. The questionnaire covers the following area:

- Board Structure & Qualification
- Board Meeting
- Role & Responsibilities
- Training & Development

From the assessment which been completed were as follows:

1. Executive Board Member has an **excellent** evaluation by obtaining average score **99.34%**;
2. Corporate Governance Committee has an **excellent** evaluation by obtaining average score **100.00%**;
3. Nominating & Compensation Committee has an **excellent** evaluation by obtaining average score **99.58%**;
4. Risk Management Committee has an **excellent** evaluation by obtaining average score **99.33%**;
5. Sustainable Development Committee has a **excellent** evaluation by obtaining average score **90.63%**.

5) Executive Chairman Assessment

The Corporate Governance Committee has initiated the Assessment for Executive Chairman. The form has been approved by the Board of Directors in its meeting No. 5/2024 on November 12, 2024 and sent to all directors for assessment. Assessment result will be considered for remuneration adjustment. The questionnaire covers the following area:

- Leadership
- Formulation and compliance with the strategic plan
- Planning and the financial performance
- Board Relations
- Risk Management and Internal Control
- Administration and relationship with the personnel
- Succession of the position
- Knowledge on products and services
- Good Corporate Governance and Code of Business Conduct

From the assessment which been completed by 9 directors, the directors agreed that the Executive Chairman has an **excellent** evaluation by obtaining average score **99.12%**.

6) Company Secretary Assessment

In order to develop the working efficiency of the Company Secretary, the Company has also been assessed by using the assessment form which has been approved by the Board of Directors in its meeting No. 5/2024 on November 12, 2024 and sent to all directors for assessment. The questionnaire covers the following area:

- Skill, Knowledge and Capacity of Company Secretary
- Compliance
- Contact and Coordination
- Documentation
- Meeting Arrangement
- Corporate Governance

From the assessment which been completed by 10 directors, the directors agreed that the Company Secretary has an **excellent** evaluation by obtaining average score **99.50%**.

8.1.2 The Board of Directors' Attendance and Remuneration

8.1.2.1 The Board of Directors' Attendance of the Company and core business subsidiaries of the year 2024

1. The Board of Directors' Meeting

- 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.

The Board of Directors meeting shall be attended by at least half of all the directors in order to constitute a quorum. In addition, the Board of Directors set its quorum of the meeting to be at least 2/3 of all directors.

- Each director shall have one vote. Decisions of the meeting shall be by a majority of votes. 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 schedule has been set at least 5 times a year. The Corporate Secretary Division will propose the meeting date and agendas for the next year to the Board of Directors for consideration and approval in November every year. The meeting date will be set according to the convenience of all Directors. Generally, the Board of Directors' meeting will be held on February, April, May, August and November and may be changed or set additional meetings as appropriate. Once the meeting date and agendas have been approved, the Company Secretary will inform the meeting date and agenda to the Directors in advance at the end of the year before the meeting of the following year so that the directors can arrange their time to attend the meeting. The meeting invitation letter clearly states the agenda and includes regular agendas to consider and monitor performance.

The annual meeting schedule will be sent to each director by the Company Secretary for preparation and arrangement for meeting participation. However, additional unscheduled Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. The operating results will be regularly reviewed. The invitation letter as well as meeting materials will be delivered by the Company Secretary to all directors at least 5 working days prior to the meeting date for consideration.

The average length of the meeting is approximately 2 hours which can be summarized in detail for the year 2024 as follows:

- Acknowledged the 2023 Committees' activities;
- Acknowledged the 2023 Board Self-Assessment, the Committees, Executive Chairman and Company Secretary Assessment Result as well as considered the criteria of the Board Self Assessment, the Committees, Executive Chairman and Company Secretary Assessment Form for 2024;
- Acknowledged the Assessment Result of Quality for the AGM of Shareholders' Arrangement and the results of Corporate Governance assessment of listed companies for the year 2024;
- Acknowledged the securities holding report of the Company's directors and the managements which has been changed from the previous meeting;
- Acknowledged the matters concerning to 2024 AGM agenda and enquiries submission prior to the AGM by the minority shareholders;
- Acknowledged the Exercise of Right to Purchase the Newly Issued Ordinary Shares of SAMART-W3 (the Last Exercise);
- Acknowledged the update of the SEC's regulations on reporting changes in securities holdings;
- Considered and approved the Company Operating Performance and Financial Statements for 2023 as well as quarterly performance of 2024;
- Considered and approved the appointment of the Company's Audit Committee member to be replaced by the member who has been retired by rotation of the year 2024;
- Considered to allow the minority shareholders to propose matters in the agenda and enquiries prior to the meeting date of the 2024 AGM;
- Considered and approved the amendment of the Company's Article of Association;
- Considered and approved the Directors & Officer Liabilities and Corporate Reimbursement Insurance;
- Considered the evaluating of adequacy of the Company's internal control system;
- Considered and approved the payment of performance bonus to the directors of the Company;

- Considered the appointment of Directors in the Committees;
- Considered and approved vision, mission and the Company's 2025 business plan;
- Considered and reviewed the Corporate Governance policy, business ethics, the Charter of the Board and the committees;
- Considered and approved the amendment of the Corporate Government policy and the Corporate Governance Committee Charter;
- Considered the Board of Directors' meeting schedule for the year 2025;
- Considered the Annual Salary increase for 2025, 2024 Bonus and 2025 Bonus Payment Policy.

Etc.

The minutes for all meetings had been taken, kept and been ready for verification by the directors or any related parties.

2. The Board of Directors' Attendance in 2024

Directors	Number of Attendance/Total Number of Meeting							
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Executive Board	Risk Management Committee	Sustainable Development Committee	AGM 2024
1. Mr. Seri Suksathaporn	5/5	4/4	2/2	3/3	-	-	-	1/1
2. Mr.Vichai Srikwan	5/5	4/4	-	3/3	-	-	-	1/1
3. Dr. Pairoj Boonkongchuen, M.D.	5/5	4/4	-	3/3	-	-	-	1/1
4. Mr. Prinya Waiwatana	5/5	-	2/2	-	-	-	-	1/1
5. Mrs. Siripen Vilailuck	5/5	-	-	-	-	-	-	1/1
6. Mr. Sirichai Rasameechan	5/5	-	2/2	-	-	-	-	1/1
7. Mr. Charoenrath Vilailuck	5/5	-	-	-	11/12 ⁽¹⁾	3/3	-	1/1
8. Mr. Watchai Vilailuck	5/5	-	-	-	9/12 ⁽¹⁾	3/3	3/3	1/1
9. Mr. Thananan Vilailuck	5/5	-	-	-	11/12 ⁽¹⁾	3/3	3/3	1/1
10. Mr. Teerachai Phongpanangam	5/5	-	-	-	12/12	3/3	3/3	1/1
11. Mr. Jong Diloksombat	-	-	-	-	12/12	-	3/3	-
12. Mrs. Phongsri Saluckpetch	-	-	-	-	11/12 ⁽¹⁾	-	3/3	-
13. Ms. Kanokwan Chanswangpuvana	-	-	-	-	10/12 ⁽¹⁾⁽²⁾	-	2/3 ⁽¹⁾	-
14. Ms. Chotika Kamloonwesaruch	-	-	-	-	11/12 ⁽¹⁾	-	-	-

Remarks : ⁽¹⁾ The Company oversea business engagement.

⁽²⁾ The Company business engagement.

Details of the Committees' Meeting can be found in the topic "8.2 Reports on the result of duty performance of the Audit Committee in the past year" and "8.3 Summary of the results of duty performance of the committees".

3. Meeting among members of Non-Executive Directors

In 2024, the Company has arranged the meeting among only members of the Non-Executive Directors of the Company prior or after to the Board of Directors' Meeting without any participation of the management team, in order to have discussion on management issues of the Company freely.

In 2024, there were 2 Non-Executive Directors' Meetings, held on May 14, 2024 and August 13, 2024, in order to discuss about the important projects of the Company and inform to the management to process as the meeting's suggestion. The minutes of meetings between Non-Executive Directors were taken every time there had such a meeting.

4. Report of Directors attendance of the Company and Core business Subsidiaries in 2024

Directors	Number of Attendance/Total Number of Meeting					
	Samart Digital Pcl. (SDC)	Samart Telcoms Pcl. (SAMTEL)	Samart Aviation Solutions Pcl. (SAV)	Cambodia Air Traffic Services Co., Ltd. (CATS)	Teda Co., Ltd. (TEDA)	Samart Communication Services Co., Ltd. (SCS)
1. Mr. Charoenrath Vilailuck	6/6	6/6	5/5	4/4	-	2/2
2. Mr. Watchai Vilailuck	5/6 ⁽¹⁾	6/6	5/5	4/4	-	2/2
3. Mr. Thananan Vilailuck	-	6/6	-	-	3/3	-
4. Mr. Sirichai Rasameechan	-	5/6 ⁽³⁾	5/5	-	-	-
5. Mr. Teerachai Phongpanangam	-	-	5/5	4/4	3/3	-
6. Mr. Piyapan Champasut	6/6	-	-	-	-	-
7. Dr. Chotivid Chayavadhanangkur	6/6	-	-	-	-	-
8. Mr. Kunthit Arunyanonnda	6/6	-	-	-	-	-
9. Mr. Supavas Prohmvitak	5/6 ⁽¹⁾	-	-	-	-	-
10. Mr. Jong Diloksombat	-	6/6	-	-	-	2/2
11. Ms. Boonrut Mongkolratanakorn	6/6	-	-	-	-	-
12. General Sumpun Boonyanun	-	6/6	-	-	-	-
13. Mr. Vichai Pokasamrit	-	6/6	-	-	-	-
14. Ms. Rapeepan Luangaramrut	-	6/6	-	-	-	-
15. Mr. Kajornvut Tayanukorn	-	6/6	-	-	-	-
16. Mr. Thongchai Petchyim	-	-	-	-	3/3	-
17. Mr. Krongkiat Udomratanchaiyakul	-	-	-	-	3/3	-
18. Mr. Teeraphat Kulkijkamjorn	-	-	5/5	4/4	-	-
19. Mr. Suphot Singhasaneh	-	-	5/5	-	-	-
20. Mr. Bhumisathit Jampathom	-	-	5/5	-	-	-
21. Mr. Pitaya Tantipiriyakij	-	-	5/5	-	-	-
22. Mrs. Phongsri Saluckpetch	-	-	5/5	-	-	-
23. Ms. Chotika Kamloonwesaruch	-	-	-	-	-	2/2
24. Mr. Suchart Duangtawee	-	-	-	-	-	2/2
25. Mr. Dhilokpat Nisamaneevong	-	-	-	-	-	2/2

Remarks : ⁽¹⁾ Oversea business engagement;

⁽²⁾ Sick leave;

⁽³⁾ Business engagement.

Directors' Remuneration

The remuneration for the directors comprises meeting allowance and bonus without other benefits. Meeting allowance shall be approved by the Shareholders' Meeting and it shall be paid to the directors who attended the meeting only. Members of the Board of Directors and the Audit Committee shall receive the meeting allowance at the same amount, however, the Chairman shall receive 2 times higher than other directors. The Chairman of the Nominating & Compensation Committee and the Chairman of the Corporate Governance Committee shall receive 1.33 times higher than other members. The Executive Committee, the Risk Management Committee and the Sustainable Development Committee shall not receive any meeting allowance because they are the Company's executives. The provision of bonus to the directors shall be considered based on appropriateness in various aspects and by compared with other organizations in the same industry which have the same or similar size of business including business operations of the Company, performance and responsibility of the directors and overall business conditions.

The Shareholders in the Annual General Meeting 2024, held on April 25, 2024, was approved remuneration for directors of the Company and Committees' members at the amount of not exceeding Bath 7.0 million. Details of remuneration are as follows:

Board of Directors and Audit Committee

- Chairman Baht 30,000 per meeting
- Director Baht 15,000 per meeting

Nominating & Compensation Committee and Corporate Governance Committee

- Chairman Baht 20,000 per meeting
- Director Baht 15,000 per meeting

In 2024, the Company paid remuneration to directors and managements of the Company and core business subsidiaries as follows:

1. Cash & Non-Cash remuneration paid to directors and management in 2024 was as follows:

1.1) Cash & Non-Cash Remuneration for Directors and Committees' Members

- Remuneration for existing Directors and Committees' members of Samart Corporation Pcl.

Directors	Cash Remuneration (Baht)								
	The Company							Subsidiaries	Grand Total
	Meeting Allowance ⁽¹⁾					Performance Bonus	Total Cash Remuneration from The Company		
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Total Meeting Allowance				
1. Mr. Seri Suksathaporn Chairman / Independent Director	150,000	60,000	40,000	45,000	295,000	100,000	395,000	-	395,000
2. Mr. Vichai Srikwan Vice Chairman / Independent Director	75,000	120,000	-	60,000	255,000	80,000	335,000	-	335,000
3. Dr. Pairoj Boonkongchuen, M.D. Director / Independent Director	75,000	60,000	-	45,000	180,000	80,000	260,000	-	260,000
4. Mr. Prinya Waiwatana Director / Independent Director	75,000	-	30,000	-	105,000	80,000	185,000	-	185,000
5. Mr. Sirichai Rasameechan Director	75,000	-	30,000	-	105,000	80,000	185,000	415,000	600,000
6. Mrs. Siripen Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	-	155,000
7. Mr. Charoenrath Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	708,839	863,839
8. Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	651,071	806,071
9. Mr. Thananan Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	170,000	325,000
10. Mr. Teerachai Phongpanangam Director	75,000	-	-	-	75,000	80,000	155,000	356,071	511,071
Total	825,000	240,000	100,000	150,000	1,315,000	820,000	2,135,000	2,300,981	4,435,981

Remark : ⁽¹⁾ 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 have remuneration as the executives already;

2. Total Remuneration of core business subsidiaries in 2024

2.1) Cash & Non-Cash Remuneration for Directors and Committees' Members of Samart Digital Pcl. ("SDC")

Directors	Cash Remuneration (Baht)								
	SDC							SDC's Subsidiaries	Grand Total
	Meeting Allowance ⁽¹⁾					Performance Bonus	Total		
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Total Meeting Allowance				
1. Mr. Piyapan Champasut Chairman / Independent Director	180,000	60,000	-	-	240,000	100,000	340,000	-	340,000
2. Dr. Chotivid Chayavadhanangkur Independent Director	90,000	120,000	40,000	45,000	295,000	80,000	375,000	-	375,000
3. Mr. Kunthit Arunyakanda Independent Director	90,000	60,000	30,000	60,000	240,000	80,000	320,000	-	320,000
4. Mr. Charoenrath Vilailuck Director	90,000	-	-	-	90,000	80,000	170,000	-	170,000
5. Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	-	155,000
6. Ms. Boonrut Mongkolratanakorn Director	90,000	-	30,000	45,000	165,000	80,000	245,000	-	245,000
7. Mr. Supavas Prohmvitak Director	75,000	-	-	-	75,000	60,000	135,000	-	135,000
Grand Total	690,000	240,000	100,000	150,000	1,180,000	560,000	1,740,000	-	1,740,000

Remark : ⁽¹⁾ 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 have remuneration as the executives already.

2.2) Cash & Non-Cash Remuneration for Directors and Committees' Members of Samart Telcoms Pcl. ("SAMTEL")

Directors	Cash Remuneration (Baht)								
	SAMTEL							SAMTEL's Subsidiaries	Grand Total
	Meeting Allowance ⁽¹⁾					Performance Bonus	Total Amount		
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Total Meeting Allowance				
1. General Sumpun Boonyanun Chairman / Independent Director	180,000	60,000	-	60,000	300,000	100,000	400,000	-	400,000
2. Mr. Vichai Pokasamrit Director / Independent Director	90,000	120,000	40,000	45,000	295,000	80,000	375,000	-	375,000
3. Ms. Rapeepan Luangaramrut Director / Independent Director	90,000	60,000	30,000	45,000	225,000	80,000	305,000	-	305,000
4. Mr. Sirichai Rasameechan Director / Independent Director	75,000	-	30,000	45,000	150,000	80,000	230,000	-	230,000
5. Mr. Kajornvut Tayanukorn Director / Independent Director	90,000	-	30,000	-	120,000	80,000	200,000	-	200,000
6. Mr. Charoenrath Vilailuck Director	90,000	-	-	-	90,000	80,000	170,000	-	170,000
7. Mr. Watchai Vilailuck Director	90,000	-	-	-	90,000	80,000	170,000	-	170,000

Directors	Cash Remuneration (Baht)								
	SAMTEL							SAMTEL's Subsidiaries	Grand Total
	Meeting Allowance ^(*)					Performance Bonus	Total Amount		
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Total Meeting Allowance				
8. Mr. Thananan Vilailuck Director	90,000	-	-	-	90,000	80,000	170,000	-	170,000
9. Mr. Jong Diloksombat Director	90,000	-	30,000	-	120,000	80,000	200,000	-	200,000
Grand Total	885,000	240,000	160,000	195,000	1,480,000	740,000	2,220,000	-	2,220,000

Remark : ^() Meeting allowance shall not be paid to the Executive Board, Risk Management Committee and Sustainable Committee because all members of such Committees are the Managements who have remuneration as the executives already;*

2.3) Cash & Non-Cash Remuneration for Directors and Committees' Members of Samart Aviation Solutions Pcl. ("SAV")

Directors	Cash Remuneration (Baht)								
	SAV							SAV's Subsidiaries	Grand Total
	Meeting Allowance ^(*)					Performance Bonus	Total Amount		
	Board of Directors	Audit Committee	Corporate Governance Committee	Nominating & Compensation Committee	Total Meeting Allowance				
1. Mr. Suphot Singhasaneh Chairman / Independent Director	150,000	120,000	30,000	45,000	345,000	100,000	445,000	-	445,000
2. Mr. Bhumisathit Jampathom Vice Chairman / Independent Director	100,000	60,000	-	60,000	220,000	80,000	300,000	-	300,000
3. Mr. Pitaya Tantipiriyakij Vice Chairman / Independent Director	100,000	60,000	40,000	45,000	245,000	80,000	325,000	-	325,000
4. Mr. Sirichai Rassameechean Director	75,000	-	30,000	-	105,000	80,000	185,000	-	185,000
5. Mr. Charoenrath Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	213,839	368,839
6. Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	80,000	155,000	171,071	326,071
7. Mrs. Phongsri Saluckpetch Director	75,000	-	-	-	75,000	80,000	155,000	-	155,000
8. Mr. Teerachai Phongpanangam Director	75,000	-	30,000	-	105,000	80,000	185,000	171,071	356,071
9. Mr. Theeraphat Kulkijkamjorn Director	75,000	-	-	-	75,000	80,000	155,000	171,071	326,071
Grand Total	800,000	240,000	130,000	150,000	1,320,000	740,000	2,060,000	727,052	2,787,052

Remark : ^() Meeting allowance shall not be paid to the Executive Board, Risk Management Committee and Sustainable Committee because all members of such Committees are the Managements who have remuneration as the executives already.*

2.4) Cash & Non-Cash Remuneration for Directors of Cambodia Air Traffic Services Co., Ltd. (“CATS”)

Directors	Cash Remuneration (Baht)					
	CATS				CATS's Subsidiaries	Grand Total
	Meeting Allowance		Performance Bonus	Total Amount		
	Board of Directors	Total Meeting Allowance				
1. Mr. Charoenrath Vilailuck Chairman	213,839	213,839	-	213,839	-	213,839
2. Mr. Watchai Vilailuck Director	171,071	171,071	-	171,071	-	171,071
3. Mr. Teerachai Phongpanangam Director	171,071	171,071	-	171,071	-	171,071
4. Mr. Teeraphat Kulkijkamjorn Director	171,071	171,071	-	171,071	-	171,071
Grand Total	727,052	727,052	-	727,052	-	727,052

2.5) Cash & Non-Cash Remuneration for Directors of Teda Co., Ltd. (“TEDA”)

- Meeting allowance shall not be paid to the Directors because all members are the Managements who have remuneration as the executives already.

2.6) Cash & Non-Cash Remuneration for Directors of Samart Communication Services Co., Ltd. (“SCS”)

- Meeting allowance shall not be paid to the Directors because all members are the Managements who have remuneration as the executives already.

8.1.3 Supervision on Operation of the Subsidiaries and Affiliated Companies

The Company has policy and practice about supervision on Operation of the Subsidiaries and Affiliated Companies. The detail is in “6.1 Overview of Policies and Corporate Governance Policies” under “6.1.1 Policies and Practice related to the Board of Directors”

In 2024, the subsidiaries and affiliated companies have no case of non-compliance with the policy of supervision on operation of the subsidiaries and affiliated companies.

8.1.4 Monitoring of compliance with the corporate governance policy and practice

In addition, the Company has monitored of compliance with the corporate governance policy and practice for 4 issues as follow;

1. Prevention of Conflict of Interest

To prevent conflicts of interest, the Company has drawn out guidelines in the Business Ethic of the Company and disclosed in topic “6.1.2 Policies and Practice related to Shareholders and stakeholders” under “Prevention of Conflict of Interest”. The Company has informed the guidelines for everyone in the organization for adherence that the Corporate Governance Committee is responsible for monitoring to comply with the rules, regulations, and corporate governance policy and the Company’s business ethics regularly and strictly.

In 2024, the Company provided knowledge about the preventing conflicts of interest through the intranet system to the directors, managements and employees. The directors and managements have acknowledged their awareness to the course at 100%. Moreover, the employees have acknowledged their awareness to the course at 76.71%

In the past year, directors, managements, employees and related persons have no conflict of interest with the Company.

2. Use of inside information for exploitation

The inside information is supervised by the Board of Director of the Company to be in accordance with the law and principles of good corporate governance that the Company sets as policy that all employees shall acknowledge and sign the agreement of non-disclosure confidential information, non-violation of concealment of computer related and non-infringement of intellectual property. New employee shall sign this agreement together with employment contact, including directors, managements and employees of the Company to refuse using Company's inside information for personal benefits. It was also set forth in the Company's Corporate Governance Policy to **refuse directors, managements and employees of the Company to use Company's inside information for personal benefits. Any trading of the Company securities within 1 month prior to disclosure of either Company's financial performance or any other information that may affect securities' price is prohibited** and to ensure that such policy has been acknowledged and complied, the Company has prepared the notice informing the securities trading prohibited period for the whole year before disclosing the financial statement to the directors and the management in advance. **The Company shall also send such notice to the directors and the managements for their acknowledgement once again.**

However, the Company has set as a policy for the directors and the managements according to the definition of the SEC to notify the Company about the purchase, sale or transfer the Company's securities and contracts at least 1 day in advance before making the transaction through the Company Secretary. Then, the Company Secretary has to report the changes on such securities holdings of directors and managements in every Board of Directors' Meeting.

The report of directly and indirectly securities holding of the directors and the managements in 2024 can be summarized as follows;

Directors / Managements	Shareholding					
	As of Dec 31, 2023		As of Dec 31, 2024		Increase/ (Decrease)	% Shareholding
	Direct ⁽¹⁾	Indirect ⁽²⁾	Direct ⁽¹⁾	Indirect ⁽²⁾		
1. Mr. Seri Suksathaporn	927,750	-	927,750	-	-	0.092%
2. Mr. Vichai Srikwan	-	-	-	-	-	-
3. Dr. Pairoj Boonkongchuen, M.D.	150,000	-	150,000	-	-	0.015%
4. Mrs. Siripen Vilailuck	5,960,250	-	5,960,250	-	-	0.592%
5. Mr. Charoenrath Vilailuck	112,704,960	30,000	112,704,960	30,000	-	11.201%
6. Mr. Watchai Vilailuck	126,977,160	28,375	126,977,160	28,375	-	12.618%
7. Mr. Sirichai Rasameechan	-	-	-	-	-	-
8. Mr. Prinya Waiwatana	-	-	-	-	-	-
9. Mr. Thananan Vilailuck	22,128,500	1,210,000	22,128,500	1,210,000	-	2.319%
10. Mr. Teerachai Phongpanangam	20,000	1,000,000	20,000	1,000,000	-	0.101%
11. Mr. Pachara Kittiyawat	-	-	-	-	-	-
12. Ms. Wanpen Ngamsatian	-	-	-	-	-	-

Remarks : ⁽¹⁾ Direct shareholding means the shareholding by directors and managements;

⁽²⁾ Indirect shareholding means the shareholding of spouses or those living together as husband and wife and minor children of the directors and the Managements.

In 2024, the Company has provided the following matters:

- Provided knowledge about the supervision of inside information through the intranet system to the directors, managements and employees. The directors and managements have acknowledged their awareness to the course at 100%. Moreover, the employees have acknowledged their awareness to the course at 76.71%
- The Company's secretary will notify the directors, managements and related persons by e-mail about the prohibited period of securities trading in advance. However, in the past year, the directors, managements and related persons have not been found trading securities during the prohibited period.

In addition, the Company has no cases of unfair actions or taking advantage of investors by using inside information by the Company's directors and managements in 2024.

3. Corruption Prevention Policy

The Company operates business by adhering to good corporate governance principle. Corruption Prevention policy has been specified as fraudulent act might occur from operation and transaction with the stakeholders, where the directors, the executives and the employees of the Company, the subsidiaries and the affiliated companies shall strictly comply with. The Company has disclosed in the Company's code of Business Ethics, so that the employees shall use it as the practical guidelines. In addition, details on Corruption Prevention policy, guidelines for practice on corruption prevention, publication of the policy, training, penalties and operating results on compliance with such policy have been disclosed in **"6.1.2 Policies and Practice related to Shareholders and stakeholders"**.

In addition, the Company had provided knowledge about the corruption prevention and environmental responsibility through the intranet system to the directors, managements, and employees. The directors and managements have acknowledged their awareness to the course at 100%. Moreover, the employees have acknowledged their awareness to the course at 76.71%.

During the past year, the Company did not find any employees' misconducts, only the case where the employee failed to comply with the Company's rules and regulations, and the Company has explained the correct rules and regulations to such employee already.

The Company did not find any directors and managements' misconducts or any resignation due to breach of the corporate governance principles as well as any case which may damage the Company from performing duty within the Company.

4. Reporting and reporting channels

The Company adheres to good corporate governance principles and encourages the staffs and the stakeholders to examine and oversee any action which is illegal, fraud, or any action which might cause damages to the Company. As well as violating the rules, regulations, and code of conduct or violating this policy both directly and indirectly. The employee can notify the clue on misconduct behavior to the Company by sending information and/or document and/or concerned evidence to the Internal Audit Department. If the name and surname of the informant is specified, it will be more beneficial to the Company for convenience on enquiry and/or contact for more information.

The Company has disclosed the **"Whistleblowing or Complaints"** under **"6.1.2 Policies and Practice related to Shareholders and stakeholders"**

Statistics on whistleblowing and complaints

In 2024, there was no informer and complaints to the Company.

The Prevention of the Company's whistleblowing measure

The Company has reviewed the company's work systems and operational procedures. If any defects or irregularities are found, the Internal Audit Unit will be reported to the company's management for their knowledge, and will also be followed up for continuous improvement.

8.2 Report on the results of duty performance of the Audit Committee in the past year

The details can be found in the topic **Report of the Audit Committee** page 012.

8.3 Summary of the results of duty performance of the committees

- **The Executive Board**

The details can be found in the topic **Report of the Executive Board** page 014.

- **The Corporate Governance Committee**

The details can be found in the topic **Report of the Corporate Governance Committee** page 017.

- **The Nominating & Compensation Committee**

The details can be found in the topic **Report of the Nominating & Compensation Committee** page 020.

- **The Risk Management Committee**

The details can be found in the topic **Report of the Risk Management Committee** page 016.

- **The Sustainable Development Committee**

The details can be found in the topic **Report of the Sustainable Development Committee** page 022.