

(Translation)

SDC 056/24

April 25, 2024

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

To : President
The Stock Exchange of Thailand

Samart Digital Public Company Limited (the "Company") would like to inform you of the details with respect to the resolutions passed by the 2024 Annual General Meeting of Shareholders, convened on April 25, 2024, at 9:00 a.m., at Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120. At the commencement of the Meeting, there were 12 shareholders attending the Meeting in person and 20 shareholders attending the Meeting by proxy, totaling 32 shareholders, representing 23,395,689,828 shares, equivalent to 76.5323 percent of the total issued shares of the Company. The Company allowed the shareholders to attend the meeting at any time throughout the period of the meeting. Therefore, the total shareholders and shares in each agenda may vary. The Meeting resolved the matters as summarized below.

1. Acknowledged the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on November 28, 2023
2. Acknowledged the Company's operating results and the 2023 Annual Report.
3. Approved the Company's financial statements for the year ended December 31, 2023 with a majority vote of the shareholders attending the Meeting and casting their votes, as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,703,828	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

4. Approved the omission of dividend payment for 2023 with no statutory reserve. The resolution was passed by a majority vote of the shareholders attending the Meeting and casting their votes, as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,703,828	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

5. Approved the re-election of the 3 directors retired by rotation, namely Mr. Piyapan Champasut, Mr. Charoenrath Vilailuck and Miss Boonrut Mongkolratanakorn to be the Company's directors for another term and approved the re-appointment of Mr. Piyapan Champasut as an independent director and a member of the Audit Committee. The resolution was passed by a majority vote of shareholders attending the meeting and casting their votes as detailed below:

- 1) Mr. Piyapan Champasut Chairman of the Board of Directors / Independent Director / Audit Committee Member

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,703,828	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

2) Mr. Charoenrath Vilailuck Director / Risk Management Committee Member

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,703,828	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

3) Miss Boonrut Mongkolratanakorn Authorized Director / Corporate Governance Committee Member / Nominating and Compensation Committee Member

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,633,828	0	70,000	0
Percentage	99.9997	0.0000	0.0003	0.0000

6. Approved the remuneration of the Board of Directors and Committees for 2024 at the same as previous year of not exceeding Baht 4,000,000. The remuneration consists of meeting allowance for each meeting participated of the Board of Directors and Committees, and bonus without other benefits. The meeting allowance for each meeting participated of Directors and Committees was approved at the same as previous year as follows:

	Meeting Allowance (Baht/Meeting)	
	Chairman	Director
- Board of Directors	30,000	15,000
- Audit Committee	30,000	15,000
- Corporate Governance Committee	20,000	15,000
- Nominating and Compensation Committee	20,000	15,000

There is no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee since all members are the Company's executives. The resolution was passed by the votes of no less than two-thirds of the total number of votes of the shareholders attending the meeting in accordance with section 90 of the Public Company Act B.E. 2535, as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,360,890,828	0	34,813,000	0
Percentage	99.8512	0.0000	0.1488	0.0000

7. Approved the appointment of any one of the following auditors from EY Office Limited to be the Company's auditor for 2024:

1. Ms. Siriwan Suratepin CPA No. 4604
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799
3. Mr. Piya Chairuckmalakarn CPA No. 7544

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place and approved 2024 audit fee of Baht 2,700,000. The proposed audit fee excluded out of pocket expenses relating to audit work such as photocopy and traveling expenses, etc. The resolution was passed by a majority vote of the shareholders attending the Meeting and casting their votes, as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,703,828	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

8. Approved the decrease the Company's registered capital at the amount of Baht 1,744,330,251.20 from the registered capital of Baht 5,065,958,253.40 to the new registered capital of Baht 3,321,628,002.20 by canceling 17,443,302,512 unissued shares with par value of Baht 0.10 per share, which are the remaining shares allocated to accommodate (1) the conversion rights of the Convertible Debentures issued and offered according to the resolution of the Extraordinary Meeting of Shareholders No.1/2022 on March 18, 2022 at the amount of 360,952,106 shares and (2) the allocation to the existing shareholders in proportion to their shareholding (Right Offering) according to the resolution of the Extraordinary Meeting of Shareholders No.1/2023 on November 28, 2023 at the amount of 17,082,350,406 shares. In addition, the Shareholders approved the amendment of Clause 4 of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital, including the relevant authorization. The resolution was passed by the votes of no less than three-quarters of the total number of votes of the shareholders attending the meeting and entitled to vote as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,703,828	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

9. Approved the increase of the Company's registered capital by Baht 499,279,708.00 from the existing registered capital of Baht 3,321,628,002.20 to the new registered capital of Baht 3,820,907,710.20 by issuing 4,992,797,080 newly issued ordinary shares at the par value of Baht 0.10 per share, to accommodate the conversion rights of the Convertible Debentures by private placement to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") in addition to the resolution of the 2023 Annual General Meeting of Shareholders on April 27, 2023 and the Extraordinary General Meeting of Shareholders No.1/2023 on November 28, 2023 with the same Terms and Conditions of the Convertible Debentures as approved by the resolution of the said shareholders' meeting. In addition, the Shareholders approved the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, including the relevant authorization. The resolution was passed by the votes of no less than three-quarters of the total number of votes of the shareholders attending the meeting and entitled to vote as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,652,828	51,000	0	0
Percentage	99.9998	0.0002	0.0000	0.0000

10. Approved the allocation of the newly issued ordinary shares, whether once or several times, in the amount of not exceeding 4,992,797,080 shares with the par value of Baht 0.10 per share to accommodate the conversion rights of the Convertible Debentures by private placement to AO Fund and AO Fund 1 in addition to the resolution of the 2023 Annual General Meeting of Shareholders on April 27, 2023 and the Extraordinary General Meeting of Shareholders No.1/2023 on November 28, 2023 with the same Terms and Conditions of the Convertible Debentures as approved by the resolution of the said shareholders' meeting. The resolution was passed by a majority vote of the shareholders attending the meeting and voting as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,652,600	51,228	0	0
Percentage	99.9998	0.0002	0.0000	0.0000

11. Approved the amendment of the Company's Articles of Association, Article 24, 31, 32 and 40 to comply with the Public Limited Companies Act (No. 4) B.E. 2565 as details proposed, including the relevant authorization. The resolution was passed by the votes of no less than three-quarters of the total number of votes of the shareholders attending the meeting and entitled to vote as detailed below:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,395,652,828	51,000	0	0
Percentage	99.9998	0.0002	0.0000	0.0000

12. No other matter was raised in the Meeting.

Please be informed accordingly.

Yours faithfully,

- Signature -

(Miss Boonrut Mongkolratanakorn)
Director and Company Secretary
Samart Digital Public Company Limited

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