



Smart Digital Public Company Limited

Notice convening the 2025 Annual General Meeting of Shareholders

Thursday, April 24, 2025 at 9.00 a.m.

Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4,
Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120

Registration starts at 8.00 a.m.

If you have any questions, please write on the paper and send to the staff.

No souvenirs on the meeting date

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Remark: The Company has announced Privacy Notice, notifying shareholders of details about the collecting, use, and disclosure of your personal data, on the Company's website at www.samartdigital.com

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2024

Facts and Rationale

The Board of Directors and the Audit Committee considered that the Company's financial statements for the year ended December 31, 2024, which duly audited by the auditor, were correct and complete in accordance with Thai Financial Reporting Standards, and adequate disclosure. Details were shown in Part 3 Financial Statements in the 2024 Annual Report, and summarized below:

Item	Amount (Baht)	
	2023	2024
Total Assets	4,599,671,041	3,192,850,691
Total Liabilities	4,409,473,423	2,885,989,598
Total Revenues	1,965,484,557	654,325,961
Net Profit (Loss)	(753,532,852)	5,037,157
Earnings (Loss) per Share	(0.0500)	0.0002

Opinion of the Board

Shareholders should approve the Company's financial statements for the year ended December 31, 2024.

Voting

This agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve statutory reserve and dividend payment for 2024

Facts and Rationale

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

In consideration of dividend payment for profit from disposal of investment or fixed assets of the Company or subsidiaries, it is at the discretion of Management and the Board of Directors to consider whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability.

The dividend payment of subsidiaries should base on policy of the Company.

In 2024, consolidated net profit of the Company was Baht 5,037,157 or equivalent to Baht 0.0002 per share because the Company needs to use as working capital. The Board of Directors has considered and deemed appropriate to propose to the shareholders to consider and approve the omission of dividend payment for 2024 with no statutory reserve.

The comparison of dividend payment is as follows:

Details of dividend payment		2023	2024
1. Net Profit (Loss)	(Baht)	(753,532,852)	5,037,157
2. Number of issued shares	(Share)	29,793,015,672	34,516,369,130
3. Total dividend payment per share	(Baht/Share)	-	-
4. Total dividend payment	(Baht)	-	-
5. Dividend payout ratio	(%)	-	-

Opinion of the Board

Shareholders should approve the omission of dividend payment for 2024 because the Company needs to use as working capital with no statutory reserve.

Voting

This agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 5

To consider and approve the election of the Company's directors to replace of those who will retire by rotation

Facts and Rationale

Under Article 17 of the Company's Articles of Association, one-third of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following 2 directors will retire by rotation in this year:

1. Mr. Watchai Vilailuck : Director
2. Mr. Kunthit Arunyananda : Independent Director / Audit Committee Member

The Nominating and Compensation Committee, without members who had conflict of interests, considered all required qualifications of the directors pursuant to the applicable laws, the Company's Articles of Association, and Nomination of Directors and Management as defined in the Company's Corporate Governance Policy. The Nominating and Compensation Committee was of the opinion that the above 2 directors who would retire by rotation had all the qualifications as specified in the Public Limited Company Act B.E. 2535 and securities laws, knowledge, capability and experience in the business relating to the Company's operation where such experience might be applied to enhance the Company's operation efficiency. In addition, they have satisfactory performance throughout their tenure. Therefore, the Nominating and Compensation Committee proposed to elect the above 2 directors who would retire by rotation to be the Company's directors for another term. Information of the proposed directors in replacement of those retired by rotation was shown in Enclosure 2.

In addition, Mr. Kunthit Arunyananda, Independent Directors and a member of the Audit Committee, is qualified as an Independent Director according to the Independent Director Qualifications of the Securities and Exchange Commission. The Nominating and Compensation Committee, without members who had conflict of interests, considered that Mr. Kunthit Arunyananda could perform his duties and feel free to give opinions or report work performance as required by the Board of Directors without any influence or control by management or major shareholders of the Company including any related person or relatives of such parties and has director qualifications as the Company's Corporate Governance Policy. The Nominating and Compensation Committee then proposed for consideration of the Board of Directors to re-appoint Mr. Kunthit Arunyananda as an Independent Director and a member of the Audit Committee prior to further consideration of the shareholders. Qualifications of Independent Director and Audit Committee's member were shown in Enclosure 3.

Opinion of the Board

The Board of Directors, without members who had conflicts of interest, has considered and reviewed according to the criteria and procedures for nomination of directors and committees and agreed with the opinion of the Nomination and Compensation Committee that the nominated persons have qualifications suitable for the Company's business. Shareholders should consider and approve the re-election of the following directors to be the Company's directors for another term:

1. Mr. Watchai Vilailuck : Director
2. Mr. Kunthit Arunyananda : Independent Director / Audit Committee Member

Voting

This agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes, and in accordance with clause 16 of the Articles of Association of the Company.

Agenda 6

To consider and approve the remuneration of the Board of Directors and Committees for 2025

Facts and Rationale

Policy of the remuneration of the Board of Directors and Committees have been clearly and transparently set to be comparable to the general practice in the same industry 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 and Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders. Roles and Responsibilities of the Board of Directors and Committees were shown in Part 2 Governance Structure and Key Information of the Board of Directors, Committee, Management, Employees and Others in the 2024 Annual Report.

The remuneration of the Board of Directors and Committees for 2024 was in accordance with the resolution of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024 of not exceeding Baht 4,000,000 consisted of meeting allowance for each meeting participated of the Board of Directors and Committees and bonus, without other benefits. Actual payment of the remuneration for 2024 was Baht 1,740,000 as details in Enclosure 4.

The Nominating and Compensation Committee had considered the remuneration of the Board of Directors and Committees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Nominating and Compensation Committee proposed to fix the remuneration of the Board of Directors and Committees for 2025 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 proposed at the same amount 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.

Opinion of the Board

Shareholders should approve the remuneration of the Board of Directors and Committees for 2025 at the same as previous year of not exceeding Baht 4,000,000, consists of meeting allowance for each meeting participated of the Board of Directors and Committees, and bonus without other benefits as proposed by the Nominating and Compensation Committee.

Voting

This agenda item shall be 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 Limited Company Act B.E. 2535.

Agenda 7

To consider and approve the appointment of the Company's auditor and fixing audit fee for 2025

Facts and Rationale

The Audit Committee had selected the Company's auditors for 2025 and proposed the Board of Directors and shareholders to appoint the auditor from EY Office Limited to be the Company's and its subsidiaries auditor for 2025. EY Office Limited is thoroughly eligible to give useful recommendations to the Company and has no other relation or interests with the Company, subsidiaries, executives, major shareholders or related persons. They can express their independent opinion to the Company's financial statements. In addition, EY Office Limited has good auditing experience with the professional team. Any one of the following auditors was authorized to conduct the audit and express an opinion on the Company's financial statements:

1. Ms. Siriwan Suratepin CPA No. 4604
(The Company's auditor in 2010-2011, 2014-2015 and 2021 totaling 5 years.)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799
(The Company's auditor in 2016-2020, totaling 5 years.)
3. Mr. Piya Chaipruckmalakarn CPA No. 7544
(The Company's auditor in 2022-2024, totaling 3 years.)

Information of the proposed auditors for 2025 was shown in Enclosure 5. None of the proposed auditors, if being appointed this year, will act as the Company's auditor for 7 years.

In addition, the Audit Committee had considered and proposed the audit fee for 2025 of Baht 2,750,000, an increase of Baht 50,000 from 2024, because the group plans to upgrade the accounting system ("SAP") to a new version in 2025, which require additional audit work. The proposed audit fee excluded out of pocket expenses relating to audit work such as photocopy and traveling expenses, etc.

The comparison of the audit fee of the Company and subsidiaries are as follows:

Details	Unit: Baht	
	2024	2025
The Company		
Audit fee	2,700,000	2,750,000
Non-Audit fee	-	-
Total	2,700,000	2,750,000
Subsidiaries		
Audit fee	2,050,000*	1,980,000
Non-Audit fee	-	-
Total	2,050,000	1,980,000
Grand Total	4,750,000	4,730,000

* In 2024, the subsidiaries paid audit fee totaling Baht 1,938,000 due to the liquidation of a subsidiary during the year.

Opinion of the Board

Shareholders should appoint any one of the following auditors from EY Office Limited to be the Company's auditor for 2025:

1. Ms. Siriwan Suratepin CPA No. 4604
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799
3. Mr. Piya Chaipruckmalakarn 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. In addition, shareholders should approve the 2025 audit fee of Baht 2,750,000 as proposed by the Audit Committee.

Voting

This agenda item shall be passed by a majority vote of shareholders attending the meeting and casting their votes.

Agenda 8

To consider and approve the decrease of the Company's registered capital and the amendment of the Company's Memorandum of Association Article 4 to reflect the capital decrease

Facts and Rationale

The 2024 Annual General Meeting of Shareholders on April 25, 2024 approved the increase of the Company's registered capital of Baht 499,279,708.00 by issuing 4,992,797,080 ordinary shares at par value of Baht 0.10, to reserve for addition exercise of the Convertible Debentures approved by 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. After the exercise, there are remaining 3,692,707,972 shares from the exercise. Thus, the Company is required to decrease the Company's registered capital of Baht 369,270,797.20 from the registered capital of Baht 3,820,907,710.20 to the new registered capital of Baht 3,451,636,913.00 by canceling 3,692,707,972 ordinary shares remaining from the reserve for additional exercise of the Convertible Debentures approved by 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. In addition, the Company is required to approve

the amendment of Clause 4 of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital.

Opinion of the Board

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital of Baht 369,270,797.20 from the registered capital of Baht 3,820,907,710.20 to the new registered capital of Baht 3,451,636,913.00 by canceling 3,692,707,972 ordinary shares remaining from the reserve for additional exercise of the Convertible Debentures approved by 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.

In addition, the Board of Directors also approved the amendment of Clause 4 of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital, as follows:

"Article 4	Registered Capital	3,451,636,913.00	Baht	(Three billion, four hundred and fifty-one million, six hundred and thirty-six thousand, nine hundred and thirteen Baht)
	Equivalent to:	34,516,369,130	shares	(Thirty-four billion, five hundred and sixteen million, three hundred and sixty-nine thousand, one hundred and thirty shares)
	Share value:	0.10	Baht	(Ten Satang)
	Consisting of:			
	Ordinary share:	34,516,369,130	shares	(Thirty-four billion, five hundred and sixteen million, three hundred and sixty-nine thousand, one hundred and thirty shares)
	Preferred share:		- shares	(- shares)"

In this regard, the Board of Directors' Meeting approved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or authorized directors and/or Chief Executive Officer and/or any persons appointed by the Board of Directors and/or authorized directors and/or Chief Executive Officer to consider and determine the condition and details related to such capital decrease, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the decrease of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

Voting

This agenda item shall be 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.

Agenda 9 Other matters (If any)

The Record Date for the right to attend the 2025 Annual General Meeting of Shareholders was fixed on March 13, 2025. The Company would like to encourage shareholders to appoint proxy to the Company's Independent Directors to attend and vote at the Meeting by filling the Proxy Form in Enclosure 7. Information of Independent Directors, document required and procedures on appointment of a proxy are detailed in Enclosure 8 and 9. In case shareholders would like to Proxy Form B or submit questions relating to the meeting agendas in advance, Shareholders are welcome to Proxy Form B or send questions through the Company's website at www.samartdigital.com or e-mail: CorporateSecretary@samartdigital.com

Please be informed accordingly.


By resolution of the Board of Directors,



(Mr. Watchai Vilailuck)
Chief Executive Officer

Smart Digital Public Company Limited

Company Secretary Division
Tel: 02-502-6871, 02-502-6766
E-mail: CorporateSecretary@samartdigital.com



(Translation)
**Minutes of the 2024 Annual General Meeting of Shareholders
 Samart Digital Public Company Limited**

Date, Time and Venue Held 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.

Preliminary Proceedings Mr. Piyapan Champasut, Chairman of the Board of Directors, presided as Chairman of the meeting. The Chairman assigned the Corporate Secretary to report number of attendees to the meeting that there were 32 shareholders attending the Meeting either in person or in proxy, representing 23,395,689,828 shares, equivalent to 76.5323% of the Company's total issued shares. It was classified to 12 shareholders attending in person, representing 58,663,700 shares and 20 shareholders attending in proxy, representing 23,337,026,128 shares. Therefore, a quorum was formed. The Company allowed shareholders to register and attend throughout the meeting, thus, the total number of votes in each agenda might not be equal. The Chairman announced the meeting opened and informed that all directors, equivalent to 100% of the total number of directors, and all chairmen of 6 committees attended the meeting. Then, he introduced directors, managements and representatives from auditor attending the meeting as follows:

Directors Present

- | | |
|-----------------------------------|--|
| 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 and Compensation Committee Member |
| 3. Mr. Kunthit Arunyananda | Independent Director / Audit Committee Member / Chairman of the Nominating and Compensation Committee / Corporate Governance Committee Member |
| 4. Mr. Charoenrath Vilailuck | Director / Risk Management Committee Member |
| 5. Mr. Watchai Vilailuck | Authorized Director / Chief Executive Officer / Executive Chairman / Chairman of the Risk Management Committee |
| 6. Miss Boonrut Mongkolratanakorn | Authorized Director / Corporate Governance Committee Member / Nominating and Compensation Committee Member / Corporate Secretary |
| 7. Mr. Supavas Prohmvitak | Authorized Director / Executive Director / Risk Management Committee Member / Chairman of the Sustainable Development |

Managements

- | | |
|---------------------------|------------------------------------|
| 1. Mrs. Sumonthip Srimaek | Vice President - Accounting |
| 2. Mr. Hiran Phanbanlaem | Assistant Vice President - Finance |

Representatives from the Company's auditor, EY Office Limited

1. Mr. Piya Chaipruckmalakarn
2. Ms. Duangkamol Prakorbsang
3. Ms. Kanyapath Rueangrit

The Chairman informed the meeting that for transparency on counting vote in the meeting, he requested for volunteers from shareholders or proxies to be the vote inspectors. Mr. Krittidech Phattrasayaworadis, a proxy, volunteered as an inspector in the meeting. The Chairman then requested for additional volunteers from shareholders. There was no any other volunteer. Then, he invited the vote inspector to sit at the counting vote seat and proposed the Corporate Secretary to clarify the vote casting, counting procedures and other related matters as follows:

Vote casting and counting procedures

1. Each shareholder had his/her vote(s) equaling the number of shares held.
2. The shareholders would cast their votes to approve, disapprove or abstain by marking the voting cards distributed at the registration desk.
3. For shareholders wishing to disapprove or abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.

4. Only votes cast to disapprove or abstain would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.
5. Shareholder who appointed proxy to vote at the meeting by specifying their votes in the proxy form, the Company would record the pre-votes from such proxy form in the computerized system. After the votes in each agenda, the Company would show result of all votes; approve, disapprove and abstain, with percentage of total votes in the meeting.
6. In each agenda, if any shareholder or proxy would like to express any opinion or ask any question, please define whether they are shareholder or proxy and show their name and surname in the written notes and submit to the Company's staff. In this regard, the Company would like to record the names of shareholders who gave suggestions or asked questions in the minutes of this meeting. In addition, the Company carried out video recording of the Meeting for the preparation of meeting minutes.

Matters to notify shareholders

1. The Company had allowed shareholders to propose agenda of the 2024 Annual General Meeting of Shareholders and submitted the enquiries concerning the Company's operation prior to the date of the 2024 Annual General Meeting of Shareholders via the SET's website and also provided details of all the procedures on the Company's website since September 29, 2023. No agenda and question was proposed from shareholders.
2. The directors who are the Company's shareholders and have conflict of interests expressed their intention to abstain their votes in the agenda 5-6. The Company had recorded the votes as their intentions.
3. After the meeting, the Company requests all shareholders to return the voting cards to the Company's staff before leaving in order to keep as evidence.

After the declaration of the vote casting, counting procedures and other related matters, the Chairman conducted the meeting in accordance with the agendas set out in the invitation as follows:

Agenda 1 To acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on November 28, 2023

The Chairman proposed the meeting to consider the Minutes of the the Extraordinary General Meeting of Shareholders No. 1/2023 held on November 28, 2023. The Minutes of such meeting were prepared within 14 days from the meeting date and submitted to the SET and disclosed on the Company's website at www.samartdigital.com within a specified period. The Board considered that the Minutes were correctly recorded in accordance with the resolutions and that the same should be proposed to the shareholders for acknowledgement.

The Chairman invited the shareholders to raise question or express opinion. No question or opinion was raised, the Chairman informed that this agenda proposed for acknowledgement. Therefore, there was no vote casting in this agenda.

Agenda 2 To acknowledge the Company's operating results and the 2023 Annual Report

The Chairman proposed the meeting to consider the Company's operating results and the 2023 Annual Report of which published on the Company's website and can be downloaded from QR Code shown in the notice of this meeting. Then, the Chairman requested Mr. Supavas Prohmvitak, Executive Director, and Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda to the meeting.

Mr. Supavas Prohmvitak reported the Company's vision and mission to the shareholders for acknowledgement. He also reported that the Company has conducted 2 lines of business as follows:

- **Digital Network:** provide digital services in the Digital Trunked Radio System Project ("DTRS") and engages in the distribution of telecommunications equipment. DTRS is a high investment project, the Company has installed network stations of DTRS covering almost nationwide.

In the past year, the Company has main customers namely the Ministry of the Interior (MOI) and the Provincial Electricity Authority with income from monthly service fees (Airtime) and sale of equipment. In 2024, the Company is in the process of contacting three new target customers:

- Public Safety: disaster prevention
- Emergency Medical: public health including emergency medicine
- Local Governments: local government, which is an extension of MOI project
- **Digital Content:** provide business related to sports, lifestyle and various astrology services:
 - Sport is under I-Sport Company Limited
 - Lifestyle is under Samart Digital Media Company Limited
 - Horoscope is under Lucky Heng Heng Company Limited

In addition, the Company has been looking for new business opportunities following global trends included Health Tech, Fin Tech, Climate Change, and AI. It is expected that new businesses will emerge this year.

Miss Boonrut Mongkolratanakorn reported the following matters to the meeting.

Corporate Social Responsibility

SAMART Group conducts business by considering on responsibility to environment, society and good corporate governance as well as continues to put effort into the project “Develop Quality People and Promote Moral Society” along with environmental care as details in the Annual Report. Example of activities was shown in the meeting for acknowledgement.

CG Rewards

Due to the continual monitor and development of the Company’s Corporate Governance Practices, in 2023, the Company rewarded as follows:

- The Company scored “Excellent” in the 2023 CGR Survey Report of Thai Listed Companies surveyed by Thai Institute of Directors Association (IOD).
- The Company scored “Very Good” from the survey on quality in convening the 2023 Annual General Meeting of Shareholders by Thai Investors Association.

Progress on participate with Collective Action Coalition (CAC)

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

The Chairman invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed opinion, the Chairman informed that this agenda proposed for acknowledgement. Therefore, there was no vote casting in this agenda.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2023

The Chairman informed the meeting that the Company's financial statements for the year ended December 31, 2023 of which had been certified by auditors with unqualified opinion were published on the Company’s website and can be downloaded from QR Code shown in the notice of this meeting. The Chairman proposed Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda as follows:

Operation Overview

In 2023, the Company and subsidiaries reported total revenue of Baht 1,965 million, an increase of Baht 1,322 million from the previous year. Net loss was Baht 754 million, decreased by Baht 421 million from the previous year.

Financial Position

As of December 31, 2023, total assets were Baht 4,600 million, an increase of Baht 349 million compared with the end of 2022. Total liabilities were Baht 4,410 million, increased by Baht 218 million compared with the end of 2022. Total shareholders’ equity was Baht 190 million, an increase of Baht 131 million compared with the end of 2022.

Miss Boonrut Mongkolratanakorn reported that the Company's auditor audited and expressed an unqualified opinion on the financial statements for the year ended December 31, 2023. The auditor draw attention to the material uncertainty related to going concern in the following matters:

- The Company and subsidiaries have incurred operating losses for a number of consecutive years.
- The Company's securities have been posted with "C" (Caution) sign.
- The Company was unable to maintain certain financial ratios and shareholding percentages as stipulated in the loan agreements with financial institutions. Therefore, the loans may be payable on demand.

Please see details in the auditor's report and notes to the financial statements

The Chairman invited the shareholders to raise question or express opinion. The questions and answers were summarized below:

Miss Poonsri Karncharoenkulwong Volunteer for protecting the rights of shareholders, Thai Investors Association	<ol style="list-style-type: none"> 1. What methods does the Company have to improve its operation to recover from CB caution and material uncertainties related to continuing operations in the auditor's observation? 2. Does the Digital Trunked Radio System have operate according to the Company's plan and the project will be able to proceed to the break-even point or have profit to compensate the Company's deficit?
Finance Team and Mr. Supavas Prohmvitak, Executive Director	<ol style="list-style-type: none"> 1. The auditor has considered the Company's equity and operating losses in the past 5 years. Therefore, the auditor draw attention to the material uncertainty related to going concern that may cast significant doubt about the Company's ability to continue as a going concern in the Auditor's report. In the past year, the Company has customers from the Ministry of Interior and PEA. Currently, the Company has approximately 85,000 subscribers ready to use the services and recognize income from monthly service fees (Airtime). In addition, there are three target customers: Public Safety, Emergency Medical and Local Governments. The Company aims to gain new customers from these three target customers approximately 20,000- 30,000 subscribers by 2024. When considering the financial statements in 2023, the Company recognized sales income approximately Baht 1,800 million, which is income from the delivery of equipment to the Ministry of Interior Project. At the end of the 4th quarter of 2023, airtime income from the Ministry of Interior Project began to be recognized and airtime income has gradually recognized to reach the full amount of 76,000 subscribers, which will improve the operating results in 2024. 2. This year, the Company will focus on three new target customers: Local Governments, which has approximately 7,000 departments under the group, Emergency Medical consist of public and private hospitals, ambulances, volunteers and the last group, Public Safety consist of responsible department with hundreds of thousands of civil servants. These three new target customers are large groups. If the Company gradually acquires or acquires all three groups at the same time, the Company will have better operating results in 2024.

No shareholders raised further question or expressed additional opinion, the Chairman requested the meeting to consider and approve the Company's financial statements for the year ended December 31, 2023. He also informed that this agenda should be approved by the majority votes of shareholders attending the meeting and casting their votes.

Resolution: The meeting 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 follows:

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

Agenda 4 To consider and approve statutory reserve and dividend payment for 2023

The Chairman proposed Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda. Miss Boonrut Mongkolratanakorn reported that the Company has a policy to pay dividend to shareholders of no less than 50% of its net profit after deduction of all reserves as stated in the Company's Articles of Association and related laws. However, the dividend payment is subject to the Company's future investment plans and business expansion, including other necessity and suitability.

In consideration of dividend payment for profit from disposal of investment or fixed assets of the Company or subsidiaries, it is at the discretion of Management and the Board of Directors to consider whether or not to pay dividend or amount to be paid by taking into account the Company's future investment plans and business expansion, including other necessity and suitability.

The dividend payment of subsidiaries should base on policy of the Company.

In 2023, consolidated net loss of the Company was Baht 754 million or equivalent to Baht 0.05 per share. The Board of Directors has considered and proposed the meeting to approve the omission of dividend payment for 2023 with no statutory reserve.

The Chairman invited the shareholders to raise question or express opinion. No question or opinion was raised, then, the Chairman requested the meeting to consider and approve the statutory reserve and dividend payment for 2023. He also informed that this agenda should be approved by the majority votes of shareholders attending the meeting and casting their votes.

Resolution: The meeting 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 follows:

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

Agenda 5 To consider and approve the election of the Company's directors to replace of those who will retire by rotation

The Chairman proposed Dr. Chotivid Chayavadhanangkur, Chairman of the Audit Committee to report detail of this agenda. Dr. Chotivid Chayavadhanangkur reported that the retired director, who held the Company's share, expressed their intention to abstain their votes in this agenda of which the Company recorded the votes as their intention and the 3 retired directors requested to leave the meeting to allow shareholders to consider this agenda freely. Then the Chairman informed the meeting that Under Article 17 of the Company's Articles of Association, one-third of the Directors must retire by rotation in the Annual General Meeting of Shareholders. The following 3 directors would retire by rotation in this year:

1. Mr. Piyapan Champasut Chairman of the Board of Directors / Independent Director / Audit Committee Member
2. Mr. Charoenrath Vilailuck Director / Risk Management Committee Member
3. Miss Boonrut Mongkolratanakorn Authorized Director / Corporate Governance Committee Member / Nominating and Compensation Committee Member

The retired directors were eligible to be re-elected for another term. The Board of Directors, without member who has conflict of interest, agreed with the Nominating and Compensation Committee that the 3 retired directors had all the qualifications as specified in the Public Company Act B.E. 2535, knowledge, capability and experience in the business relating to the Company's operation where such experience might be applied to enhance the Company's operation efficiency. Therefore, the Board of Directors considered and proposed the meeting to approve the re-election of the above 3 directors who would retire 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, who would retire this year, are capable to express their independent opinions and qualified as Independent Directors as stipulated by the Securities and Exchange Commission

(SEC). Therefore, the Board of Directors proposed the meeting to appoint Mr. Piyapan Champasut to be Independent Directors and a member of the Audit Committee.

The Chairman invited the shareholders to raise question or express opinion. No question or opinion was raised, then, he requested the meeting to consider and approve the election of the Company's directors to replace of those who will retire by rotation individually. He also informed that this agenda should be approved by the majority votes of shareholders attending the meeting and casting their votes, and in accordance with clause 16 of the Articles of Association of the Company.

Resolution: The meeting approved the re-election of the 3 directors retired by rotation 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, and in accordance with clause 16 of the Articles of Association of the Company as follows:

- 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

Then the three directors who retire by rotation returned to the meeting.

Agenda 6 To consider and approve the remuneration of the Board of Directors and Committees for 2024

The Chairman proposed Dr. Chotivid Chayavadhanangkur, Chairman of the Audit Committee, to report detail of this agenda. Dr. Chotivid Chayavadhanangkur reported that the remuneration of the Board of Directors and Committees in 2023 was in accordance with the resolution of the 2023 Annual General Meeting of Shareholders, held on April 27, 2023, 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. Actual payment of the remuneration for 2023 was Baht 1,770,000. The Board of Directors had considered the remuneration of the Board of Directors and Committees appropriately in line with the general practice of the industry, the Company's growth and expansion. After consideration, the Board of Directors agreed with the Nominating and Compensation Committee to fix 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 consisted 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 proposed 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 was no consideration of meeting allowance for the Executive Committee, the Risk Management Committee and the Sustainable Development Committee since all members were the Company's executives.

The Chairman invited the shareholders to raise question or express opinion. No question or opinion was raised, then the Chairman requested the meeting to approve the remuneration of the Board of Directors and Committees for 2024. He also informed that this agenda should be approved 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.

Resolution: The meeting 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 approved at the same as previous year. 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 follows:

	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

Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2024

The Chairman proposed Dr. Chotivid Chayavadhanangkur, Chairman of the Audit Committee, to report detail of this agenda. Dr. Chotivid Chayavadhanangkur reported that the Board of Directors agrees with the Audit Committee to propose the appointment of the auditor from EY Office Limited to be the Company's auditor for 2024. EY Office Limited was thoroughly eligible to give useful recommendations to the Company and had no other relation or interests with the Company, subsidiaries, executives, major shareholders or related with the aforementioned persons. They can express their independent opinion to the Company's financial statements. In addition, EY Office Limited has good auditing experience with the professional team. Anyone of the following auditors was authorized to conduct the audit and express an opinion on the financial statements of the Company:

1. Ms. Siriwan Suratepin CPA No. 4604
(The Company's auditor in 2010-2011, 2014-2015 and 2021 totaling 5 years.)
2. Mrs. Sarinda Hirunprasurtwutti CPA No. 4799
(The Company's auditor in 2016-2020, totaling 5 years.)
3. Mr. Piya Chaipruckmalakarn CPA No. 7544
(The Company's auditor in 2022-2023, totaling 2 years.)

Information of the 3 proposed auditors were published on the Company's website and can be downloaded from QR Code shown in the notice of this meeting.

In the event that those auditors were unable to perform their duties, EY Office Limited was authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. The audit fee for 2024 of Baht 2,700,000. The proposed audit fee excluded out of pocket expenses relating to audit work such as photocopy and traveling expenses.

The Chairman invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed additional opinion, the Chairman requested the meeting to consider and appoint the Company's auditor and fix audit fee for 2024. He also informed that this agenda should be approved by the majority votes of shareholders attending the meeting and casting their votes.

Resolution: The meeting 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 Chaipruckmalakarn CPA No. 7544

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

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

Agenda 8 To consider and approve the decrease of the Company's registered capital and the amendment of the Company's Memorandum of Association Article 4 to reflect the capital decrease

The Chairman proposed Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda. Miss Boonrut Mongkolratanakorn reported that in order to comply with Section 136 of the Public Limited Companies Act B.E. 2535 (including amendments) which set out that the Company can increase capital from the registered amount only when all shares have been sold and has received payment for the shares in full, or in the case that not all shares have been sold, the remaining shares must be the shares issued to accommodate the convertible bonds or warrants to purchase shares. Thus, the Company is required to decrease the Company's registered capital.

The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the decrease of 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 Board of Directors also proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital, as follows:

“Article 4	Registered Capital	3,321,628,002.20	Baht	(Three billion, three hundred and twenty-one million, six hundred and twenty-eight thousand, two Baht and twenty Satang)
	Equivalent to:	33,216,280,022	shares	(Thirty-three billion, two hundred and sixteen million, two hundred and eighty thousand and twenty-two shares)
	Share value:	0.10	Baht	(Ten Satang)
	Consisting of:			
	Ordinary share:	33,216,280,022	shares	(Thirty-three billion, two hundred and sixteen million, two hundred and eighty thousand and twenty-two shares)
	Preferred share:	-	shares	(-shares)”

In this regard, the Board of Directors' Meeting proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or authorized directors and/or Chief Executive Officer and/or any persons appointed by the Board of Directors and/or authorized directors and/or Chief Executive Officer to consider and determine the condition and details related to such capital decrease, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the decrease of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

The Chairman invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed additional opinion, the Chairman requested the meeting to consider and approved the decrease the Company's registered capital and 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. He also informed that this

agenda should be approved 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.

Resolution: The meeting 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 follows:

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

Agenda 9 To consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Article 4 to reflect the capital increase

The Chairman proposed Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda. Miss Boonrut Mongkolratanakorn reported that in order to have additional ordinary shares reserved to accommodate the conversion rights of the Convertible Debentures issued and offered according 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, which the issuance of the Convertible Debentures is intended to repay the Company's loans and to be used as working capital and liquidity of the Company's business in order to increase the strength and stability of the Company's financial position, and support normal operations in the core business and related businesses, the extension and expansion of the Company's business in the future, including investing in various projects and as a source of funds for future investment plans. This will enable the Company to build a stable and sustainable income base in both the short and long term.

Therefore, the Board of Directors has considered to propose that the shareholders should approve 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 Board of Directors also proposed to the 2024 Annual General Meeting of Shareholders, to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, as follows:

"Article 4	Registered Capital	3,820,907,710.20	Baht	(Three billion, eight hundred and twenty million, nine hundred and seven thousand, seven hundred and ten Baht and twenty Satang)
	Equivalent to:	38,209,077,102	shares	(Thirty-eight billion, two hundred and nine million, seventy-seven thousand, one hundred and two shares)
	Share value:	0.10	Baht	(Ten Satang)
	Consisting of:			
	Ordinary share:	38,209,077,102	shares	(Thirty-eight billion, two hundred and nine million, seventy-seven thousand, one hundred and two shares)
	Preferred share:	-	shares	(-shares)"

In this regard, the Board of Directors' Meeting proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or authorized directors and/or Chief Executive Officer and/or any persons appointed by the Board of Directors or authorized directors or Chief Executive Officer to consider and determine the condition and details related to such capital increase, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the increase of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce and submission of information, documents, and evidence to the Office of the Securities and Exchange Commission, Stock Exchange of Thailand, or other related agencies.

The Chairman invited the shareholders to raise question or express opinion. The questions and answers were summarized below:

Mr. Hangchai Akkarawassakul Proxy	<ol style="list-style-type: none"> 1. I would like to comment with concern that the issuance of convertible debentures has conditions to set a minimum price of not less than Baht 0.01 per share. If they can convert at that price in the future, it will cause the shares reserved to be insufficient. The Company must continually request approval to increase capital as seen from other customers of AO Fund. 2. I would like to know the number of convertible debentures issued to AO Fund but have not yet converted.
Finance Team	<ol style="list-style-type: none"> 1. The conversion price was approved of not less than Baht 0.01 according to the resolution of the shareholder meeting. The management acknowledged and thanked the shareholders for their concern. 2. Currently, the convertible debentures of Baht 28 million have issued but not yet converted. The holder of convertible debentures can exercise their conversion rights before the maturity date.

No shareholders raised further question or expressed additional opinion, the Chairman requested the meeting to consider and approved the increase of the Company's registered capital and 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. He also informed that this agenda should be approved by the votes of no less than three-quarters of the total number of votes of the shareholders attending the meeting.

Resolution: The meeting 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 follows:

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

Agenda 10 To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the conversion rights of the Convertible Debentures in addition to the resolutions of the 2023 Annual General Meeting of Shareholders on April 27, 2023 and the Extraordinary General Meeting of Shareholders no. No.1/2023 on November 28, 2023

The Chairman proposed Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda. Miss Boonrut Mongkolratanakorn reported that as the shareholders approved the increase of registered capital to accommodate the conversion rights of the Convertible Debentures by private placement 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. To comply with the laws, it is required to allocate the newly issued ordinary shares, whether once or several times, at the amount of not exceeding 4,992,797,080 shares with the par value of Baht 0.10.

The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve 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 Conversion Price is not less than 90 percent of the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date that the Debenture holders exercise their conversion rights. Therefore, it does not meet the criteria to prohibit the sale of shares within 1 year from the date of receiving the convertible securities (Silent Period). The Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than Baht 0.01 per share, which has been approved by 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.

The weighted average price is calculated from the volume weighted average price of the Company's shares for each consecutive business days (Floating Conversion Price). The market price approved by 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 will be calculated with two digit decimals and three digit decimals, respectively. While the conversion price will be calculated with three digit decimals.

In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the convertible debentures, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company in the amount of 2,646,572,764 shares, which shall result in the total amount of 7,639,369,844 shares, representing 24.99% of all issued shares.

The Chairman invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed additional opinion, the Chairman requested the meeting to consider and 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. He also informed that this agenda should be approved by a majority vote of shareholders attending the meeting and casting their votes.

Resolution: The meeting 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 shareholders attending the meeting and casting their votes, as follows:

	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

Agenda 11 To consider and approve the amendment of the Company's Articles of Association

The Chairman proposed Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report detail of this agenda. Miss Boonrut Mongkolratanakorn reported that the Public Limited Companies Act (No. 4) B.E. 2022 has been published in the Royal Thai Government Gazette, effective from May 24, 2022, to amend the law to support the management of meetings by electronic means to reduce the burden of expenses and provide convenience to company and shareholders. To comply with the Public Limited Companies Act (No. 4) B.E. 2565. The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to approve 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 follows:

EXISTING	PROPOSING
<p>Article 24 The Board of directors' meeting shall be attended by at least half of all the directors in order to constitute a quorum. In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.</p> <p>All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting.</p> <p>Each director shall have one vote, however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.</p> <p>The Board of Directors' meeting can arrange through electronic media according to the conditions, procedures and methods prescribed by law.</p>	<p>Article 24 The Board of directors' meeting shall be attended by at least half of all the directors in order to constitute a quorum. In the event the chairman is not present or is unable to discharge his duties, the vice-chairman, if any, shall serve as a chairman. If there is no vice-chairman or such vice-chairman is unable to discharge his duties, the directors present shall elect one of their members as a chairman of the said meeting.</p> <p>All resolutions of the directors' meeting shall be passed by the majority vote of the directors presented at the meeting.</p> <p>Each director shall have one vote, however, the director who has interest in any matter cannot exercise the right of such voting. In case of equality votes, the chairman shall have a casting vote.</p> <p>The Board of Directors' meeting can arrange through electronic media according to the conditions, procedures and methods prescribed by law. <u>In such cases, it shall be deemed that the principal office of the Company is the meeting venue.</u></p>
<p>Article 31 The Board of Directors shall call a shareholders meeting as an annual general meeting within four (4) months from the last day of the accounting year of the Company.</p> <p>Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.</p> <p>One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this case, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) days from the date the request is received from the shareholders.</p> <p>In the case that the Board of Directors does not call a shareholders meeting within forty-five (45) days from the date the request is received from the shareholders, shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call the shareholders meeting within forty-five (45)</p>	<p>Article 31 The Board of Directors shall call a shareholders meeting as an annual general meeting within four (4) months from the last day of the accounting year of the Company.</p> <p>Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.</p> <p>One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this case, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) days from the date the request is received from the shareholders.</p> <p>In the case that the Board of Directors does not call a shareholders meeting within forty-five (45) days from the date the request is received from the shareholders, shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call the shareholders meeting within forty-five (45)</p>

EXISTING	PROPOSING
<p>days from the date the period of forty-five days which the Board of Directors is required to call a shareholders meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.</p> <p>In the case that such shareholders meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause 33, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company.</p>	<p>days from the date the period of forty-five days which the Board of Directors is required to call a shareholders meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.</p> <p>In the case that such shareholders meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause 33, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company. <u>In this regard, the Shareholders' meeting may be held via electronic medias in accordance with the law on electronic meeting. In such cases, it shall be deemed that the principal office of the Company is the meeting venue.</u></p>
<p>Article 32 In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning of a meeting stating the place, date, time and agenda, matters to be proposed to the meeting together with appropriate details and send them to the shareholders not less than seven (7) days prior to the meeting date. Such notices must also be published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.</p>	<p>Article 32 In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning of a meeting stating the place, date, time and agenda, matters to be proposed to the meeting together with appropriate details and send them to the shareholders not less than seven (7) days prior to the meeting date. Such notices must also be published <u>in accordance with the law governing public limited companies and other relevant laws</u> for three (3) consecutive days at least three (3) days prior to the meeting date.</p>
<p>Article 40 No dividend shall be paid otherwise than out of profit. In the case where a Company has accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be paid according to the number of shares, each share being equally paid.</p> <p>The Board of Directors may pay to the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, the next meeting of shareholders shall be notified.</p> <p>Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. In this connection, notice in writing must be sent to the shareholders, and such notice must also be advertised in newspapers.</p>	<p>Article 40 No dividend shall be paid otherwise than out of profit. In the case where a Company has accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be paid according to the number of shares, each share being equally paid.</p> <p>The Board of Directors may pay to the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, the next meeting of shareholders shall be notified.</p> <p>Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. In this connection, notice in writing must be sent to the shareholders, and such notice must also be advertised <u>in accordance with the law governing public limited companies and other relevant laws.</u></p>

In this regard, the Board of Directors' Meeting proposed to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization to the Chief Executive Officer or any person authorized by the Chief Executive Officer to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association of the Company as approved until completion, as well as, to amend and add additional wording to the revised version of the Company's Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the company's Articles of Association.

The Chairman invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed additional opinion, the Chairman requested the meeting to consider and 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 including the relevant authorization as details proposed.

Resolution: The meeting 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 including the relevant authorization as details proposed. 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 follows:

	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

Agenda 12 Other matters (If any)

Miss Boonrut Mongkolratanakorn informed the meeting that the minutes of this meeting will publish on the Company's website within 14 days from the date of the meeting. Any question or objection, please contact the Company at email: CorporateSecretary@samartdigital.com within 30 days of the publication of the minutes of this meeting. In addition, all shareholders are requested to return the voting cards to the Company's staff in order to keep as evidence.

The Chairman invited the shareholders to raise question or express opinion. The questions and answers were summarized below:

Ms. Sunantha Charoenrattanapirom Shareholder	<ol style="list-style-type: none"> 1. Is there an opportunity for shareholders to receive dividends? The Board of Directors has prepared any plan to get it. 2. I just came to this shareholder meeting for the first time. There should be coffee break available to shareholders.
Finance Team and Company Secretary	<ol style="list-style-type: none"> 1. The Company expects that the operating results in this year will be better from the recognition of monthly service fees (Airtime) and other businesses. The Company will consider paying dividends according to the Company's policy when the operating results improve and there is retained earnings. 2. The Company has informed in the notice convening the 2024 AGM that there is no souvenirs or coffee break available in the meeting.

No shareholders raised further question or expressed additional opinion, the Chairman thanked the shareholders for attending the meeting and declared the meeting closed at 10.18 a.m.

Chairman
(Mr. Piyapan Champasut)

Secretary
(Miss Boonrut Mongkolratanakorn)

Information of the proposed directors in replacement of those retired by rotation

1. Mr. Watchai Vilailuck

Age 62

Title Authorized Director / Chief Executive Officer / Executive Chairman / Chairman of the Risk Management Committee



Position proposed Director
(Proposed by Nominating and Compensation Committee)

Date of Appointment September 30, 2003

Term of Directorship 21 years 3 months (As of December 31, 2024)

Education - Bachelor Degree in Accounting, Faculty of Commerce and Accounting, Thammasat University

Training courses

- Digital Edge Fusion (DEF#5), Sripatum University in Aug.- Nov. 2020
- The Story (The Ultimate Leadership Tool) (Class 4), Sripatum University in Jan. - Aug. 2020
- Top Executive Program for Creative & Amazing Thai Service (Class 1), The Thai Chamber of Commerce University in 2019
- Ultra Wealth Group (Class 4), Capital Market Academy in Jan. - May 2018
- Top Executive Program in Commerce and Trade (TepCot) (Class 11), The Thai Chamber of Commerce University in Mar. - Sep.2018
- Advanced Master of Management Program (AMM) (Class 2), National Institute of Development Administration (NIDA) in Aug. - Dec.2018
- CMA-GMS International Program (Class 3), Capital Market Academy in 2017
- Academy of Business Creativity (ABC) (Class 6), Sripatum University in 2017
- Top Executive Program in Energy Literacy for a Sustainable Future (Class 6), Thailand Energy Academy (TEA) in 2015
- Top Executive Program in Industrial development and Investment (Class 2), Institute of Business and Industrial Development (IBID) in 2015
- The 5th Training Course on Justice for Executives, Institute of Administrative Justice, The Office of the Administrative Courts of Thailand in 2013 - Aug. 2014
- The Programme for Senior Executive on Justice Administration Batch 15, National Justice Academy in 2011 - 2012
- Leadership Program (Class 11), Capital Market Academy (CMA) in 2010 - 2011
- National Defence for The Joint State- Private Sector Course (Class 21), National Defence College of Thailand in 2008 - 2009
- Strategic Planning & Implementation Program University of Michigan Business School (Executive Education Center), Singapore in 2000
- Management Program, United Kingdom in 1985

Information of the proposed directors in replacement of those retired by rotation

1. Mr. Watchai Vilailuck (continued)



Training Course of Directors Training courses from Thai Institute of Directors Association (IOD):
- Director Accreditation Program (DAP) in 2004

Expertise He has knowledge, capability and experience in Accounting, Finance and Business Administration.

Working Experience

Nov. 2016 - Present	Chief Executive Officer / Executive chairman / Chairman of the Risk Management Committee	Samart Digital Plc.
2003 - Present	Director	Samart Digital Plc.
Mar. 2021 - Present	Executive Vice Chairman of Corporate Strategy and New Business Development	Samart Corporation Plc.
2019 - Present	Executive Director / Risk Management Committee Member / Sustainable Development Committee Member	Samart Aviation Solutions Plc.
2017 - Present	Director	Samart Aviation Solutions Plc.
Nov. 2016 - Present	Executive Chairman / Chief Executive Officer of Digital Communications LOB (Formally known as "Digital LOB")	Samart Corporation Plc.
May 2016 - Present	Chairman of the Risk Management Committee Member	Samart Telcoms Plc.
May 2016 - Jan. 2021	Executive Director	Peer for you Plc.*
May 2014 - Dec. 2020	Acting Chief Operating Officer of Call Center LOB	Samart Corporation Plc.
2013 - Present	Chairman of the Sustainable Development Committee	Samart Corporation Plc.
2013 - Jan. 2021	Director / Chairman of the Risk Management Committee	Peer for you Plc.*
2004 - Present	Risk Management Committee Member	Samart Corporation Plc.
2000 - Present	Executive Chairman / Chief Executive Officer	Samart Telcoms Plc.
2000 - Feb. 2021	President	Samart Corporation Plc.
1996 - Present	Director	Samart Telcoms Plc.
1993 - Present	Director / Executive Director	Samart Corporation Plc.
1993 - Present	Director	Vilailuck International Holding Co., Ltd. and its subsidiaries
Present	Director	Subsidiaries and Related Companies of Samart Digital Plc.

Attendance in 2024	Board of Directors	5/6 times**
	Executive Committee	12/12 times
	Risk Management Committee	3/3 times

Contribution Participated in consideration of policy, business structure, direction, new business and strategies as well as normal business operation of the Company and subsidiaries.

Remark: * Formerly known as One to One Contacts Plc.

** Missed a meeting due to overseas duties.

Information of the proposed directors in replacement of those retired by rotation

2. Mr. Kunthit Arunyananda



Age	58	
Title	Independent Director / Audit Committee Member / Corporate Governance Committee Member / Chairman of the Nominating and Compensation Committee	
Position proposed	Independent Director (Proposed by Nominating and Compensation Committee)	
Date of Appointment	September 30, 2003	
Term of Directorship	21 years 3 months (As of December 31, 2024) If being re-elected for another term, he will hold the position for 24 years 3 months.	
Education	<ul style="list-style-type: none"> - Mini MBA, Business Administration, Thammasat University - Bachelor Degree in Accounting, The Rajamongkol Institute of Technology 	
Training Course	- None -	
Training Course of Directors	Training courses from Thai Institute of Directors Association (IOD): - Director Certification Program (DCP) in 2004	
Expertise	He has knowledge, capability and experience in Accounting, Finance and Business Administration.	
Working Experience		
2009 - Present	Chairman of the Nominating and Compensation Committee	Samart Digital Plc.
2008 - Present	Corporate Governance Committee Member	Samart Digital Plc.
2003 - Present	Independent Director / Audit Committee Member	Samart Digital Plc.
2014 - Aug.2021	Executive Director	Kuang Pei San Food Products Plc.
2001 - Oct.2021	Director	Sam Nak - Ngan A.M.C. Co., Ltd.
Attendance in 2024	Board of Directors	6/6 times
	Corporate Governance Committee	2/2 times
	Audit Committee	4/4 times
	Nominating and Compensation Committee	3/3 times
Contribution	Participated in consideration of policy, business structure, direction, new business and strategies as well as normal business operation of the Company and subsidiaries.	

Information of the proposed directors in replacement of those retired by rotation
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Shareholdings in Smart Digital Public Company Limited of the proposed directors (As of March 13, 2025)

Proposed Directors	Shares *	% of shares for voting right
1. Mr. Watchai Vilailuck	23,343,000	0.07%
2. Mr. Kunthit Arunyananda	2,400,000	0.01%

Remark * Includes holding by spouse and minor children.

The positions in other listed companies and non-listed companies

Proposed Directors	Listed companies		Non-listed companies ⁽¹⁾	Position in the companies where it compete with the Company
	Number	Position		
1. Mr. Watchai Vilailuck	3	1. Smart Corporation Plc. - Director / Executive Director / Risk Management Committee Member / Chairman of the Sustainable Development Committee / Executive Vice Chairman of Corporate Strategy and New Business Development / Executive Chairman / Chief Executive Officer of Digital Communications LOB ⁽²⁾ 2. Smart Telcoms Plc. - Director / Executive Chairman / Chief Executive Officer / Chairman of the Risk Management Committee Member 3. Smart Aviation Solutions Plc. - Director / Executive Director / Risk Management Committee Member / Sustainable Development Committee Member	44	None
2. Mr. Kunthit Arunyananda	None	None	None	None

Remark ⁽¹⁾ The List of non-listed companies are shown in the next page.

⁽²⁾ Formally known as "Digital LOB"

Information of the proposed directors in replacement of those retired by rotation
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The list of non-listed companies are as follows:

1. Mr. Watchai Vilailuck

No.	Company	No.	Company
1.	Samart Digital Media Co., Ltd.	23.	Vilailuck International Holding Co., Ltd.
2.	ZECUREASIA Co., Ltd.	24.	Samart Green Energy Co., Ltd.
3.	I-Sport Co., Ltd.	25.	Secure Info Co., Ltd.
4.	Entertainment Tree Co., Ltd.	26.	Vision and Security System Co., Ltd.
5.	I-Mobile Plus Co., Ltd.	27.	CSV Asset Co., Ltd.
6.	LUCKY HENG HENG Co., Ltd.	28.	Phuphatara Khao Yai Co., Ltd.
7.	Thai Base Station Co., Ltd.	29.	Le Votel Khao Yai Co., Ltd.
8.	Samart Comtech Co., Ltd.	30.	Vilailuck Agricultural Industry Co., Ltd.
9.	Samart Broadband Services Co., Ltd.	31.	Lopburi Industrial Estate Co., Ltd.
10.	Samart Engineering Co., Ltd.	32.	Vilailuck Development Co., Ltd.
11.	Samart Communication Service Co., Ltd.	33.	The Museum Co., Ltd.
12.	Samart Infonet Co., Ltd.	34.	Vilailuck Cambodia Co., Ltd.
13.	Samart Ed-Tech Co., Ltd.	35.	Phuphatara Co., Ltd.
14.	Samart U-Trans Co., Ltd.	36.	Phuphatara Chinagmai Co., Ltd.
15.	Cambodia Air Traffic Service Co., Ltd.	37.	RNP Co., Ltd.
16.	Kampot Power Plant Co., Ltd.	38.	Wow Capital Co., Ltd.
17.	Cambodia Samart Co., Ltd.	39.	World Portfolio Management Co., Ltd.
18.	Thai Trade Net Co., Ltd.	40.	Limfun Co., Ltd.
19.	Smarterware Co., Ltd.	41.	Plus Vibe Co., Ltd.
20.	Samart Inter Holding Co., Ltd.	42.	Rich Zen Food and Beverage Co., Ltd.
21.	Samart Raditech Co., Ltd.	43.	Magic Time Co., Ltd.
22.	Portal net Co., Ltd.	44.	Lao Samart Aviation Sole Co., Ltd.

2. Mr. Kunthit Arunyananda

-None-

Qualifications of Independent Director and Audit Committee's member
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The qualifications of Independent Director of Samart Digital Public Company Limited which been set under the Company's Corporate Governance Policy of which is more restrictive than the minimum requirement of the Securities and Exchange Commission (the SEC) as follows:

1. Holding no more than 0.5 % of total voting shares of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, including shares held by any related person of such independent director.
2. Not being or ever been an executive director, worker, employee, salaried consultant, or controlling person of the Company, parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company unless the foregoing status has ended for at least 2 years prior to the date of appointment.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including the spouse of the child, of other director, executive, major shareholder, controlling person, or person nominated as a director, executive, or controlling person of the Company or subsidiary.
4. Not having or ever had business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company in a manner that may obstruct his /her independent judgement, and not being or ever been a significant shareholder or controlling person of person having a business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.
 The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis.
5. Not being or ever been an auditor of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person of the Company, or partner of the audit firm that employs auditors of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.
6. Not being or ever been a professional services provider, including legal advisor or financial advisor who receives service fee more than Baht 2 million per year from the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder who is a connected person of major shareholder.
8. Not undertaking any business of the same nature and in significant competition with business of the Company or subsidiary or not being a significant partner in the partnership or executive director, worker, employee, salaried consultant, or shareholder holding more than 1 % of total voting shares of another company undertaking any business of the same nature and in significant competition with business of the Company or subsidiary.
9. Not having any other characteristic that cause the inability to express independent opinions.

Qualifications of Independent Director and Audit Committee's member

On the appointment of directors who will retire by rotation, there is an independent director to be considered for re-election named Mr. Kunthit Arunyakanda. He has qualification in comply with independent director qualifications of the SEC and have no relationship with major shareholders and managements of the Company as defined below:

Relationship Characteristics	Proposed Independent Director
	Mr. Kunthit Arunyakanda
1. Holding of the Company's ordinary shares (as of March 13, 2025) - No. of shares - % of the total number of voting rights of the Company	2,400,000 0.01%
2. Not being or ever been an executive director, worker, employee, salaried consultant, or controlling person of the Company, parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company unless the foregoing status has ended for at least 2 years prior to the date of appointment.	No
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including the spouse of the child, of other director, executive, major shareholder, controlling person, or person nominated as a director, executive, or controlling person of the Company or subsidiary.	No
4. Not having or ever had business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company in a manner that may obstruct his /her independent judgement, and not being or ever been a significant shareholder or controlling person of person having a business relationship with the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, unless the foregoing relationship has ended for at least 2 years prior to the date of appointment. The aforementioned business relationship is inclusive of any normal business transaction, rental or lease of property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions. These result in the Company or counterparty being liable to indebtedness payable to the other party in the amount from 3% of net tangible assets of the Company or from Baht 20 million, whichever is lower. The amount of indebtedness, included the obligation incurred during 1 year prior to the date of having a business relationship with the same person, is determined by the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction mutatis mutandis.	No
5. Not being or ever been an auditor of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person of the Company, or partner of the audit firm that employs auditors of the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.	No
6. Not being or ever been a professional services provider, including legal advisor or financial advisor who receives service fee more than Baht 2 million per year from the Company, parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of such professional service provider unless the foregoing relationship has ended for at least 2 years prior to the date of appointment.	No
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder who is a connected person of major shareholder.	No
8. Not undertaking any business of the same nature and in significant competition with business of the Company or subsidiary or not being a significant partner in the partnership or executive director, worker, employee, salaried consultant, or shareholder holding more than 1 % of total voting shares of another company undertaking any business of the same nature and in significant competition with business of the Company or subsidiary.	No
9. Not having any other characteristic that cause the inability to express independent opinions.	No

Qualifications of Independent Director and Audit Committee's member

Mr. Kunthit Arunyananda has qualification of the Audit Committee's member in comply with the Securities Exchange Commission (SEC) as follows:

Qualifications of the Audit Committee's member of the SEC	Proposed Audit Committee members
	Mr. Kunthit Arunyananda
1. Not being a director assigned by the Board of Directors to take part in the business decision of the Company, parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company	No
2. Not being a director of parent company, subsidiary, and same-level subsidiary that is a listed Company.	No
3. Having sufficient knowledge, experience and time to perform duties as the Audit Committee member.	Yes
4. At least 1 member of the Audit Committee shall have sufficient knowledge and experience in accounting or finance to review the reliability of financial statement, the Company has to define in Form 56-1 and Form 56-2 for the name of the Audit Committee member who has that qualification, and has to define his/her qualification in the certification of the Audit Committee profile that should be sent to the SET.	Yes

The remuneration of the Board of Directors and Committees for 2024

Policy of Directors' Remuneration has been clearly and transparently set to be comparable to the general practice in same industry and be appealing enough to attract and retain qualified directors. The directors who also be appointed as a member of any committees will be paid appropriately more in accordance with the extra work. The Nominating and Compensation Committee will consider the remuneration and propose for consideration of the Board of Directors prior to further approval from the shareholders' meeting.

The remuneration of the Board of Directors and Committees for 2024 was approved by the 2024 Annual General Meeting of Shareholders of not exceeding Baht 4,000,000. Actual payment of the remuneration for 2024 was Baht 1,740,000 as follows:

Item	Directors	Monetary (Baht)									
		Company							Subsidiaries	Grand Total	
		Meeting Allowance ⁽¹⁾					Total	Bonus			Total
		Board of Directors	Audit Committee	Corporate Governance Committee	Nominating and Compensation Committee	Total					
1	Mr. Piyapan Champasut Chairman of the Board of Directors/ 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 Arunyananda 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 ⁽²⁾	-	-	-	75,000	80,000	155,000	-	155,000	
6	Miss Boonrut Mongkolratanakorn Director	90,000	-	30,000	45,000	165,000	80,000	245,000	-	245,000	
7	Mr. Supavas Prohmvitak Director	75,000 ⁽³⁾	-	-	-	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⁾ Missed a meeting due to overseas duties.

⁽³⁾ Missed a meeting due to illness.

Information of the proposed auditors for 2025

1) **Name:** Ms. Siriwan Suratepin

Age: 53 years

Certified Public Accountant (Thailand) No.: 4604

Date of Certified Public Accountant (Thailand): 25 December 1995

Current position: Partner

Company: EY Office Limited

Length of service: November 1992 - present

Education and training:

- Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Thammasat University
- Graduate Diploma in Auditing, Thammasat University
- Graduate Diploma in English for Careers, Thammasat University

Work experience: Khun Siriwan has been working with EY for 32 years and has taken the position of Partner at EY for 19 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, manufacturing, distribution, servicing, hospitality, computer and technology industry.

Khun Siriwan is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.



Signatory of financial statements of Samart Digital Plc.:

Yes 5 years None

(Year 2010-2011, 2014-2015 and 2021)

Shareholding structure in the Company:

Yes Shares None

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:

Yes None

Contact details

Email: Siriwan.Suratepin@th.ey.com

Phone: 0-2264-9090

Fax: 0-2264-0789-90

Information of the proposed auditors for 2025
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2) **Name:** Mrs. Sarinda Hirunprasurtwutti

Age: 53 years

Certified Public Accountant (Thailand) No.: 4799

Date of Certified Public Accountant (Thailand): 1 April 1996

Current position: Partner

Company: EY Office Limited

Length of service: June 1993 - present

Education and training: - Bachelor's Degree in Accounting, Thammasat University
- Master's Degree in Accounting, Chulalongkorn University

Work experience: Khun Sarinda has been working with EY for 32 years and has taken the position of Partner at EY for 13 years. She leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in retailing, manufacturing, consumer products, computer and technology, distribution and servicing.

Khun Sarinda is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. She has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of Smart Digital Plc.:

Yes 5 years None
(Year 2016 - 2020)

Shareholding structure in the Company:

Yes Shares None

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:

Yes None

Contact details

Email: Sarinda.Hirunprasurtwutti@th.ey.com

Phone: 0-2264-9090

Fax: 0-2264-0789-90



Information of the proposed auditors for 2025

3) **Name:** Mr. Piya Chaipruckmalakarn

Age: 45 years

Certified Public Accountant (Thailand) No.: 7544

Date of Certified Public Accountant (Thailand): 1 October 2009

Current position: Partner

Company: EY Office Limited

Length of service: April 2001 - present

Education and training:
 - Bachelor's Degree in Accounting, Kasetsart University
 - Master's Degree in Accounting, Chulalongkorn University

Work experience: Khun Piya has been working with EY for 24 years and has taken the position of Partner at EY for 5 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in telecommunication, technology, manufacturing, automotive, distribution, property, construction and servicing industry.

Khun Piya is an approved auditor by the Securities and Exchange Commission and the Stock Exchange. He has no conflict of interest with the Company, its subsidiaries, Board of Directors and major shareholders.

Signatory of financial statements of Samart Digital Plc.:

Yes 3 years None

(Year 2022 - 2024)

Shareholding structure in the Company:

Yes Shares None

Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:

Yes None

Contact details

Email: Piya.Chaipruckmalakarn@th.ey.com

Phone: 0-2264-9090

Fax: 0-2264-0789-90



Company's Articles of Association relating to the Shareholders' Meeting
Shareholders' Meetings

31. The Board of Directors shall call a shareholders meeting as an annual general meeting within four (4) months from the last day of the accounting year of the Company.

Any shareholders meeting other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call a shareholders meeting as an extraordinary general meeting any time the Board of Directors deems appropriate.

One or more shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors to call an extraordinary general meeting at any time, but the matters to be discussed and reasons for calling such meeting shall be clearly stated in such request. In this case, the Board of Directors shall proceed to call a shareholders meeting to be held within forty-five (45) days from the date the request is received from the shareholders.

In the case that the Board of Directors does not call a shareholders meeting within forty-five (45) days from the date the request is received from the shareholders, shareholders who subscribe their names or other shareholders who hold shares in aggregate as prescribed by law, may call the shareholders meeting within forty-five (45) days from the date the period of forty-five days which the Board of Directors is required to call a shareholders meeting has lapsed. In this case, it shall be deemed that the shareholders meeting is called by the Board of Directors and the necessary expenses arising from the arrangement for such shareholders meeting and any reasonable facilitation shall be borne by the Company.

In the case that such shareholders meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in Clause 33, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders meeting for the Company. In this regard, the Shareholders' meeting may be held via electronic medias in accordance with the law on electronic meeting. In such cases, it shall be deemed that the principal office of the Company is the meeting venue.

32. In summoning a shareholders' meeting, the Board of Directors shall prepare the notices of summoning of a meeting stating the place, date, time and agenda, matters to be proposed to the meeting together with appropriate details and send them to the shareholders not less than seven (7) days prior to the meeting date. Such notices must also be published in accordance with the law governing public limited companies and other relevant laws for three (3) consecutive days at least three (3) days prior to the meeting date.
33. In a shareholders' meeting, there must be at least twenty-five (25) shareholders or one-half (1/2) of the total shareholders holdings not less than one-thirds (1/3) of the total shares sold present in persons or by proxies (if any) attending the meeting in order to constitute a quorum.

If within an hour from the time appointed for the shareholders' meeting, the quorum as prescribed in the first paragraph is not present, the meeting, if summoning upon the requisition of shareholders shall be dissolved. If such meeting has not been summoned by the shareholders' requisition, another meeting shall be summoned and notices of summoning of the meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date. The late meeting is not required to constitute a quorum.

34. The resolution of the meeting of shareholders shall be supported by the following votes:
- (1) In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
 - (2) In the following cases, by a vote of not less than three-quarters (3/4) of the voting rights of shareholders present at the meeting and entitled to vote:
 - (a) The sale or transfer of whole or essential parts of business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of businesses of companies or private companies;
 - (c) Executing, amending or terminating the contract relating to the leasing out of the business of the Company in whole or in essential parts, the assignment to any person to manage the business of the Company or the amalgamation of the business with other person with an objective to share profit and loss.
35. The business to be transacted at the general meeting shall be as follows:
- (1) To consider the report of the Board of Directors regarding the Company's business in the previous year;
 - (2) To consider and approve a financial statement;
 - (3) To consider the distribution of profit;

Company's Articles of Association relating to the Shareholders' Meeting
--

- (4) To elect the directors replacing those retired by rotation;
- (5) To appoint an auditor;
- (6) Other business.

Directors' Qualifications, Election and Rotation of Directors

15. The Board of Directors shall consist of not less than five (5) and not less than one half of the total number of directors shall have residence in the Kingdom. The directors of the Company shall have qualification as specified by law.
16. The Shareholders' meeting shall elect the directors in accordance with the rules and procedures as follows:
 - (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.
17. In annual general meeting, one-thirds (1/3) of the directors, or, if their number is not a multiple of three, the number nearest to one-thirds (1/3) must retire from the company's directors.

The director, who retires on the first and second years following the Company's registration, shall be drawn by lots. In every subsequent year, the director who has been longest in office shall retire.

A retiring director is eligible to re-election.
21. The shareholders' meeting may resolve to remove any director from the position before the expiration of his term by having votes of not 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 not less than one half (1/2) of the shares held by all the shareholders attending the meeting and having the rights to vote.

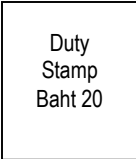
Other Matters

38. The Board of Directors has to prepare and provide the Company's balance sheet and statement of income at the end of the accounting period, then, present to the shareholders in the Annual General Meeting of Shareholders for approval. In addition, the auditors have to finish auditing the Company's balance sheet and statement of income before presenting to the shareholders.
39. The Board of Directors must furnish the following documents to shareholders, together with the notice summoning the annual ordinary general meeting:
 - (1) A copy of the balance sheet and statement of income examined by the auditor together with the auditor report.
 - (2) Annual report of the Board of Directors.
40. No dividend shall be paid otherwise than out of profit. In the case where a Company has accumulated loss, no dividend shall be paid.

A dividend shall be paid according to the number of shares, each share being equally paid.

The Board of Directors may pay to the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, the next meeting of shareholders shall be notified.

Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. In this connection, notice in writing must be sent to the shareholders, and such notice must also be advertised in accordance with the law governing public limited companies and other relevant laws.
41. The Company must appropriate annual net profit to a statutory reserve at least five (5) percent of its annual net profit less accumulated loss (if any) until the statutory reserve reaches at least ten percent (10%) of the registered capital.
44. The auditor has the duty to attend every shareholders' meeting which considers the balance sheet, profit and loss account, and any problem regarding to Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver all the reports and documents which the shareholders are entitled to receive for such meeting to the auditor.



**Proxy Form A
(General Form)
According to Regulation of Department of Business Development
Re: Form of Proxy (No.5) B.E. 2550**

Written at _____
Date _____ Month _____ B.E. _____

(1) I/We _____ Nationality _____ Address _____ Road _____
Tambol/Kwaeng _____ Amphor/Khet _____ Province _____ Post code _____

(2) being a shareholder of **Samart Digital Public Company Limited**
holding the total amount of _____ shares with the voting rights of _____ votes as follows:
ordinary share _____ shares with the voting rights of _____ votes
preferred share _____ shares with the voting rights of _____ votes.

(3) do hereby appoint either one of the following persons:

Please
mark a
sign in
front of
only one
proxy's
name

- 1. _____ Age _____ years
Address _____ Road _____ Tambol/Kwaeng _____
Amphoe/Khet _____ Province _____ Post code _____, or
- 2. **Mr. Piyapan Champasut** Age 76 years
Address 99 Soi Jamjan Road Sukhumvit 63 Tambol/Kwaeng Klongtan Nua
Amphoe/Khet Wattana Province Bangkok Post code 10110, or
- 3. **Dr. Chotivid Chayavadhanangkur** Age 77 years
Address 8/13 Road Yenargard Tambol/Kwaeng Thungmahamek
Amphoe/Khet Sathorn Province Bangkok Post code 10120, or
- 4. **Mr. Kunthit Arunyananda** Age 58 years
Address 77/245 Road Phayatai Tambol/Kwaeng Phayatai
Amphoe/Khet Rachthevi Province Bangkok Post code 10400.

As only one of my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on April 24, 2025 at 9.00 a.m. at Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road, Klong Guar, Pak-Kred, Nonthaburi 11120 or at any adjournment thereof.

Any action taken by the Proxy at the meeting shall be deemed as being done by me/us in all respects.

Signed _____ The Grantor
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Note: The Shareholder appointing the proxy must authorize only one proxy to attend and votes at the meeting and shall not allocate the number of shares to several proxies to vote separately.



Proxy Form B
(Voting is clearly and definitely specified)
According to Regulation of Department of Business Development
Re: Form of Proxy (No.5) B.E. 2550

Duty
Stamp
Baht 20

Written at _____

Date _____ Month _____ B.E. _____

(1) I/We _____ Nationality _____ Address _____ Road _____
 Tambol/Kwaeng _____ Amphor/Khet _____ Province _____ Post code _____

(2) being a shareholder of **Samart Digital Public Company Limited**
 holding the total amount of _____ shares with the voting rights of _____ votes as follows:
 ordinary share _____ shares with the voting rights of _____ votes
 preferred share _____ shares with the voting rights of _____ votes.

(3) do hereby appoint either one of the following persons:

1. _____ Age _____ years Address _____ Road _____
 Tambol/Kwaeng _____ Amphoe/Khet _____ Province _____ Post code _____, or
2. Mr. Piyapan Champasut Age 76 years Address 99 Soi Jamjan Road Sukhumvit 63
 Tambol/Kwaeng Klongtan Nua Amphoe/Khet Wattana Province Bangkok Post code 10110, or
3. Dr. Chotivid Chayavadhanangkur Age 77 years Address 8/13 Road Yenargard
 Tambol/Kwaeng Thungmahamek Amphoe/Khet Sathorn Province Bangkok Post code 10120, or
4. Mr. Kunthit Arunyananda Age 58 years Address 77/245 Road Phayatai
 Tambol/Kwaeng Phayatai Amphoe/Khet Rachthevi Province Bangkok Post code 10400

Please
mark a
sign in
front of
only one
proxy's
name

As only one of my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on April 24, 2025 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 or at any adjournment thereof.

(4) In this Meeting, I/We grant my/our proxy to vote on my/our behalf as follows:

- Agenda 1 To acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024
 (This agenda item proposed for acknowledgement, therefore, there is no vote casting.)
- Agenda 2 To acknowledge the Company's operating results and the 2024 Annual Report
 (This agenda item proposed for acknowledgement, therefore, there is no vote casting.)
- Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2024
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain
- Agenda 4 To consider and approve statutory reserve and dividend payment for 2024
- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Approve Disapprove Abstain



- Agenda 5 To consider and approve the election of the Company's directors to replace of those who will retire by rotation
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve the appointment of all candidates.
 - Approve Disapprove Abstain
 - Approve the appointment of certain candidates as follows:
 - 1) Name: Mr. Watchai Vilailuck Approve Disapprove Abstain
 - 2) Name: Mr. Kunthit Arunyananda Approve Disapprove Abstain
- Agenda 6 To consider and approve the remuneration of the Board of Directors and Committees for 2025
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain
- Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2025
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain
- Agenda 8 To consider and approve the decrease of the Company's registered capital and the amendment of the Company's Memorandum of Association Article 4 to reflect the capital decrease
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain
- Agenda 9 Other matters (if any)
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve Disapprove Abstain

(5) Any votes by the Proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda that is not in the above mentioned together with any amendment may have, the proxy has the right to consider and vote on my/our behalf in all respect as appropriate.

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signed _____ The Grantor
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Note: 1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
 2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
 3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in Supplemental Proxy Form B as enclosed.



Supplemental Proxy Form B

The proxy as the shareholders of Smart Digital Public Company Limited
In 2025 Annual General Meeting of Shareholders on April 24, 2025 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 or at any adjourned thereof.

Agenda _____ Subject _____
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda _____ Subject _____
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda _____ Subject _____
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda _____ Subject _____
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda _____ Subject _____
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (b) To grant my/our proxy to vote at my/our desire as follows:
 Approve Disapprove Abstain

Agenda _____ Subject To consider and approve the election of the Company's directors to replace of those who will retire by rotation (Addition)

Name: _____
 Approve Disapprove Abstain




Name: _____
 Approve Disapprove Abstain

Name: _____
 Approve Disapprove Abstain

Name: _____
 Approve Disapprove Abstain

Name: _____
 Approve Disapprove Abstain

Information of independent directors who may be appointed as a proxy in the 2025 Annual General Meeting of Shareholders

Name of Directors	Position	Age	Address	Major Vested Interests in the Agenda considered	Shareholding in the Company as of March 13, 2025
1. Mr. Piyapan Champasut 	<ul style="list-style-type: none"> - Independent Director - Chairman of the Board of Directors - Audit Committee Member 	76	99 Soi Jamjan, Sukhumvit 63 Road, Klongtan, Nua Wattana, Bangkok 10110	None	-
2. Dr. Chotvid Chayavadhanankur 	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee - Chairman of the Corporate Governance Committee - Nominating and Compensation Committee Member 	77	8/13 Yenargard Road, Thungmahamek, Sathorn, Bangkok 10120	None	9,000,000 shares equivalent to 0.03%
3. Mr. Kunthit Arunyananda 	<ul style="list-style-type: none"> - Independent Director - Audit Committee Member - Corporate Governance Committee Member - Chairman of the Nominating and Compensation Committee 	58	77/245 Phayatai Road, Phayatai, Rachthevi, Bangkok 10400	Agenda 5	2,400,000 shares equivalent to 0.01%

Procedures on Registration, Documents required for attending, appointment of a proxy and voting at the 2025 Annual General Meeting of Shareholders

1. Registration

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 8.00 a.m. on April 24, 2025 at Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120. The required documents for attending the meeting comply with general practice and laws, Company's Articles of Association and do not discriminate or be a burden to shareholders. The route map of the venue was shown in Enclosure 11.

2. Documents Required for Attending the Meeting

1. Individual Shareholders

1.1 Self-Attending:

- Identification card/Government official identification card;
- Passport (in case of foreigner).

1.2 Proxy:

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Certified copies of identification cards/government official identification cards or passports (in case of foreigner) of the grantor and the proxy.

2. Juristic Person

- The completed dully signed of the attached proxy form (A or B) with duty stamp of Baht 20;
- Copy of affidavit and been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (in case of foreigner) of such authorized directors;
- Certified copies of identification cards or passports (in case of foreigner) of the proxy.

3. For Foreign Investor Appointing Custodian in Thailand

- All evidences of Custodian similar to those of the Juristic Person, the Custodian may select Proxy Form C. It can download from the Company's website at www.samartdigital.com.
- Letter certifying that the Custodian is permitted to engage in the custodian business;
- Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of individual Shareholder) or the authorized representative(s) of the Shareholder (in case of Juristic Person).

3. Proxy

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific proxy Form
- Form C: Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Procedures on Registration, Documents required for attending, appointment of a proxy and voting at the 2025 Annual General Meeting of Shareholders

Shareholders who are not able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms and affix the Baht 20 duty stamp.
2. Authorize a person or an Independent Director (Enclosure 8) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy and send to

Company Secretary Division
 Samart Digital Public Company Limited
 99/2 Moo 4, Software Park, 34th Fl.,
 Chaengwattana Road, Klong Gluar,
 Pak-kred, Nonthaburi 11120

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

4. Voting

Voting Procedures

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes to approve, disapprove or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to disapprove or abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast to disapprove or abstain would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

Resolution of the Meeting

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie votes, the Chairman of the meeting shall be entitled to a casting vote.



Requisition Form for the 2024 Annual Report

Dear Shareholders,

Smart Digital Public Company Limited would like to inform you that if you would like to receive the 2024 Annual Report in hard copy, please fill in the blank form and send back to the Company by e-mail: CorporateSecretary@smartdigital.com or mail. The Company will send the 2024 Annual Report to you as requested.

Shareholder Name

Address

.....

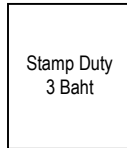
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.....

.....

Telephone



To:

Smart Digital Public Company Limited
Company Secretary Division
99/2 Moo 4, Software Park, 34th Fl.,
Chaengwattana Road, Klong Gluar,
Pak-kred, Nonthaburi 11120

Fold

Route map of the Meeting Venue of the 2025 Annual General Meeting of Shareholders
Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4,
Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120

