

(Translation)  
**Minutes of the 2025 Annual General Meeting of Shareholders  
 Smart Digital Public Company Limited**

**Date, Time and Venue** Held on April 24, 2025 at 9.00 a.m. at Meeting Room, 16<sup>th</sup> Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road, Klomg 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 Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to report number of attendees to the meeting that there were 27 shareholders attending the Meeting either in person or in proxy, representing 23,459,197,500 shares, equivalent to 67.9654% of the Company's total issued shares. It was classified to 9 shareholders attending in person, representing 100,777,600 shares and 18 shareholders attending in proxy, representing 23,358,419,900 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, the Chairman assigned Miss Boonrut Mongkolratanakorn, Director and Corporate Secretary, to conduct the meeting, starting with the introduction of 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 Srmaek | Vice President - Accounting        |
| 2. Mr. Hiran Phanbanlaem | Assistant Vice President - Finance |

**Representatives from the Company's auditor, EY Office Limited**

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

Miss Boonrut Mongkolratanakorn informed the meeting that for transparency on counting vote in the meeting, she requested for volunteers from shareholders or proxies to be the vote inspectors. Mr. Krittidech Phattrasayaworadis, a proxy, volunteered as an inspector in the meeting. Miss Boonrut Mongkolratanakorn then requested for additional volunteers from shareholders. There was no any other volunteer, she invited the vote inspector to sit at the counting vote seat and clarified 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 2025 Annual General Meeting of Shareholders and submitted the enquiries concerning the Company's operation prior to the date of the 2025 Annual General Meeting of Shareholders via the SET's website. The Company also provided details of all the procedures on the Company's website since September 30, 2024. No agenda was proposed from shareholders. There are six questions were raised from the Thai Investors Association, which representatives of the Thai Investors Association will ask in the relevant agenda.
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, Miss Boonrut Mongkolratanakom conducted the meeting in accordance with the agendas set out in the invitation as follows:

#### **Agenda 1 To acknowledge the Minutes of the 2025 Annual General Meeting of Shareholders held on April 25, 2024**

Miss Boonrut Mongkolratanakom proposed the meeting to consider the 2025 Annual General Meeting of Shareholders held on April 25, 2024. The Minutes of such meeting were prepared within 14 days from the meeting date and then submitted to the SET and disclosed on the Company's website at [www.samartdigital.com](http://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.

Miss Boonrut Mongkolratanakom invited the shareholders to raise question or express opinion. No question or opinion was raised, she 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 2024 Annual Report**

Miss Boonrut Mongkolratanakom proposed the meeting to consider the Company's operating results and the 2024 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, she proposed Mr. Supavas Prohmvitak, Executive Director, and Miss Boonrut Mongkolratanakom, 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, there are two new group of customers as follows:

- Local Governments: Which is an extension of the MOI project that the Company already provides services. Currently, there are 4 agencies that are actually in use and will be expanded in 2025.
- Emergency Medical: Currently, there are 4 units in use; Erawan Center, Narendra Center, Emergency Medical Center in Rayong Province, and Emergency Medical Center in Pathum Thani Province. They are in the process of coordinating the installation of all 80 centers.

- **Digital Content:** provide business related to sports, lifestyle and various astrology services:
  - Sport is under I-Sport Company Limited. In the past, we have provided VAR (Video Assistant Referee) system to manage Thai Football Competitions for 5 years. Currently, we have expanded our operations in depth to Thai League 2 and companies in neighboring countries, which is a good trend for this business.
  - Lifestyle is under Samart Digital Media Company Limited.
  - Horoscope is a business related to fortune telling, trading in amulet products, under Lucky Heng Heng Company Limited. In 2025, we are in the process of expanding to the following businesses:
    - AI Service: We are working with a mobile network.
    - Sai Mu service via top-up machines is an expansion of the customer base to the group without smartphones who use top-up machines, in collaboration with Kasikom Carabao Company Limited.
    - MU DIY is a service selling amulet accessories that customers can design by themselves.
    - The Faith Destination of Asia is an onsite amulet service that is currently in negotiations with the owner of the venue.

In addition, the Company has been looking for new business opportunities following global trends included Immersive Experience.

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 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 2024, the Company rewarded as follows:

- The Company scored “Excellent” in the 2024 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 2024 Annual General Meeting of Shareholders by Thai Investors Association.

#### **Proceeding to Corruption Prevention**

1. The Company has specified Corruption Prevention Policy for directors, executives, and employees to comply as their operating practices.
2. The Company has provided communication channels for receiving opinions and suggestions, including channels for notifying the information on misconduct and the protection of the informant in order that stakeholders can notify the clue on any misconduct behavior against the corporate governance principles and ethics regarding any actions of corruption.
3. The Company has studied the operating procedures for participation with Collective Action Coalition against corruption (CAC).

#### **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.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed opinion, she 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, 2024**

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, 2024. The auditor draw attention to the following matters:

**Material Uncertainty related to Going Concern**

- Factors indicating doubts about the Group's ability to continue as a going concern.
- The Company is in the process of resolving the situation and complying with the SET regulations in the case of CB Caution.
- The Company is unable to maintain certain financial ratios and shareholding percentages as stipulated in the loan agreements with financial institutions results in the loan of Baht 1,566 million may be payable on demand.

**Emphasis of Matter**

Dispute over breach of contract with respect to the 3G mobile network trial project with TOT

**Key Audit Matter**

Compliance with loan covenants

Miss Boonrut Mongkolrattanakon then reported the summary of details in the financial statements to the meeting as follows:

**Operation Overview**

In 2024, the Company and its subsidiaries had total revenue of Baht 654 million, a decrease of Baht 1,311 million compared to the previous year due to the delivery and installation of equipment in the DTRS project in 2023. In 2024, the main revenue will come from Airtime services. In 2024, the Company had a net profit of Baht 5 million, an increase from the previous year, which had a net loss of Baht 754 million.

**Financial Position**

As at December 31, 2024, the Company and its subsidiaries had total assets of Baht 3,193 million, a decrease of Baht 1,407 million from the end of the previous year. Total liabilities of Baht 2,886 million, a decrease of Baht 1,524 million from the end of the previous year. The shareholders' equity of Baht 307 million, an increase of Baht 117 million from the end of the previous year, resulting from the issuance of convertible debentures during 2024.

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

Mr. Adirek Pipatpatama Volunteer for protecting the rights of shareholders, Thai Investors Association	What is SDC's plan for the next 3 years to have sustainable income without returning to losses in order to clear the accumulated losses up to Baht 5,574 million?
Finance Team	In the next 3 years, SDC will continue to focus on the DTRS business as the main business because the income from airtime is in the form of recurring income and has a high margin, which will be able to generate income and profit for the Company sustainably and continuously. If the Company has income and profit that is stable to a certain level, then it may be considered with the remaining accumulated losses.
Mr. Adirek Pipatpatama Volunteer for protecting the rights of shareholders, Thai Investors Association	SDC has total debt of Baht 2,885 million, resulting in an interest burden of Baht 119.57 million per year and a D/E ratio of 9.4 times. I would like to know how the Company manages its high debt and interest burden so that it does not have to be called back immediately.
Finance Team	In order to manage interest expenses and D/E ratios at appropriate levels, the Company must generate additional income and profits so that this additional cash flow can be used to pay off debt. This will reduce debt, which will result in lower interest expenses and D/E ratios.  At the same time, the Company still has to monitor and negotiate with financial institutions on loan repayments to be appropriate in terms of both amount and time, so as not to default on debt and be called back for the loan.

Mr. Adirek Pipatpatama Volunteer for protecting the rights of shareholders, Thai Investors Association	SDC has been marked CB Caution due to the shareholders' equity is less than 5% of the registered capital. Please provide the solution to avoid being suspended from trading or being delisted.
Finance Team	The solution to the CB Caution is that the Company must focus on finding new customers, especially from the DTRS business, because the income from this business is in the form of recurring income and has a high margin. If there are more customers, it will result in the Company having profits and shareholders' equity increasing steadily, reducing the risk of being suspended from trading or being delisted due to negative shareholders' equity.
Mr. Adirek Pipatpatama Volunteer for protecting the rights of shareholders, Thai Investors Association	The products of SDC are currently risky and highly competitive. How does the Company plan to find new customers in addition to the two main units in order to create sustainability?
Mr. Supavas Prohmvitak Executive Director	DTRS communication equipment is a device that is used to provide voice communication for mission critical or disaster situations in particular because the communication is based on the stable and secure TETRA system. It is the system chosen by public safety agencies in many countries, so there is a low risk that other communication technologies will replace TETRA's capabilities in supporting mission critical missions. Nowadays, those who want to enter this business have to invest a lot of money to build a network system. Therefore, there are almost no competitors in this business. As for the approach to finding new customers, the Company will focus on finding agencies that need communication equipment to support mission critical tasks in various industries. Especially in the Public Safety group, where there are still many gaps and business opportunities. The Company will increase the number of customers from this group to create sustainability for the Company in the future.
Mr. Adirek Pipatpatama Volunteer for protecting the rights of shareholders, Thai Investors Association	As stated in the report in solving "CB" Caution, the Company will focus on managing a wider range of industries and managing the work system including cost control in various aspects to be more efficient. I would like to know the current progress, and the Company has any other measures to resolve this issue.
Mr. Watchai Vilailuck Chief Executive Officer and Mr. Supavas Prohmvitak Executive Director	The Company has started negotiations with various industries in coordinating budget preparation, such as the Department of Highways, Tourist Police, Emergency Medical Institute, Department of Land Transport, Department of Airports, and Department of Ports, etc. to encourage these industries to switch to using the DTRS communication system. If the negotiations are successful, the Company will have more customers. This results in increased revenue, profit and shareholders' equity. If the number of customers increases to a certain amount, all equipment impairments can be reversed (currently, a total of Baht 800 million in equipment impairments have been recorded). The shareholders' equity of the Company will increase significantly, which is the important approach to remove the CB Caution.  In terms of controlling expenses in various aspects to be more efficient, the Company has continuously implemented the measures.
Mr. Adirek Pipatpatama Volunteer for protecting the rights of shareholders, Thai Investors Association	As disclosed in Note 19 to the 2024 financial statements, the Company was unable to maintain the financial ratios as agreed with the financial institutions. As a result, the loan of Baht 1,566 million became repayable at call. The Company has classified these loans as current portion. The Company has received approval from a financial institution to adjust the terms and extend the loan repayment period and is in the process of negotiating with another financial institution. I would like to know about the progress of the negotiations and the possible impacts if the negotiations do not turn out as the expectation of the Company.
Finance Team	At present, the Company has received approval for adjustment of terms and extension of the loan repayment due date from all financial institutions.

No shareholders raised further question or expressed additional opinion, Miss Boonrut Mongkolratanakorn requested the meeting to consider and approve the Company's financial statements for the year ended December 31, 2024. She 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, 2024 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,590,678,699	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

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

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 2024, consolidated net profit of the Company was Baht 5,037,157 or equivalent to Baht 0.00002 per share, because the Company needs to use as working capital. The Board of Directors has considered and proposed the meeting to approve the omission of dividend payment for 2024 with no statutory reserve.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No question or opinion was raised, she requested the meeting to consider and approve the statutory reserve and dividend payment for 2024. She 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 2024 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	23,590,678,699	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**

Miss Boonrut Mongkolratanakorn 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 2 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 2 directors would retire by rotation in this year:

1. Mr. Watchai Vilailuck Director
2. Mr. Kunthit Arunyakanda Independent Director / Audit 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 2 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 2 directors who would retire by rotation, namely Mr. Watchai Vilailuck and Mr. Kunthit Arunyananda, to be the Company's directors for another term and approved the re-appointment of Mr. Kunthit Arunyananda 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. Kunthit Arunyananda to be Independent Directors and a member of the Audit Committee.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No question or opinion was raised, she requested the meeting to consider and approve the election of the Company's directors to replace of those who will retire by rotation individually. She 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 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

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. Watchai Vilailuck Director

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,567,335,699	0	23,343,000	0
Percentage	99.9010	0.0000	0.0990	0.0000

- 2) Mr. Kunthit Arunyananda Independent Director / Audit Committee Member

	Approval	Disapproval	Abstention	Voided Ballot
Number of Votes	23,588,278,699	0	2,400,000	0
Percentage	99.9898	0.0000	0.0102	0.0000

Then the two 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 2025**

Miss Boonrut Mongkolratanakorn 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 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. 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 2024 was Baht 1,740,000. 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 2025 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.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No question or opinion was raised, she requested the meeting to approve the remuneration of the Board of Directors and Committees for 2025. She 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 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 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	23,555,870,699	0	34,813,000	0
Percentage	99.8524	0.0000	0.1476	0.0000

**Agenda 7 To consider and approve the appointment of the Company's auditor and fixing audit fee for 2025**

Miss Boonrut Mongkolratanakorn 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 and its subsidiaries auditor for 2025. 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 2022-2024, totaling 3 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 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.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed additional opinion, she requested the meeting to consider and appoint the Company's auditor and fix audit fee for 2025. She 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 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 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 2025 of Baht 2,750,000. 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	23,590,683,999	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**

Miss Boonrut Mongkolratanakom reported that 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.

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 proposed to the 2025 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	3,451,636,913.00	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 proposed 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.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed additional opinion, she 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. She 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 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 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	23,590,683,999	0	0	0
Percentage	100.0000	0.0000	0.0000	0.0000

**Agenda 9 Other matters (If any)**

Miss Boonrut Mongkolratanakorn informed the meeting that the minutes of this meeting will be published 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.

Miss Boonrut Mongkolratanakorn invited the shareholders to raise question or express opinion. No shareholders raised further question or expressed opinion, she thanked the shareholders for attending the meeting and declared the meeting closed at 10.00 a.m.

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Chairman  
(Mr. Piyapan Champasut)

\_\_\_\_\_  
Secretary  
(Miss Boonrut Mongkolratanakorn)