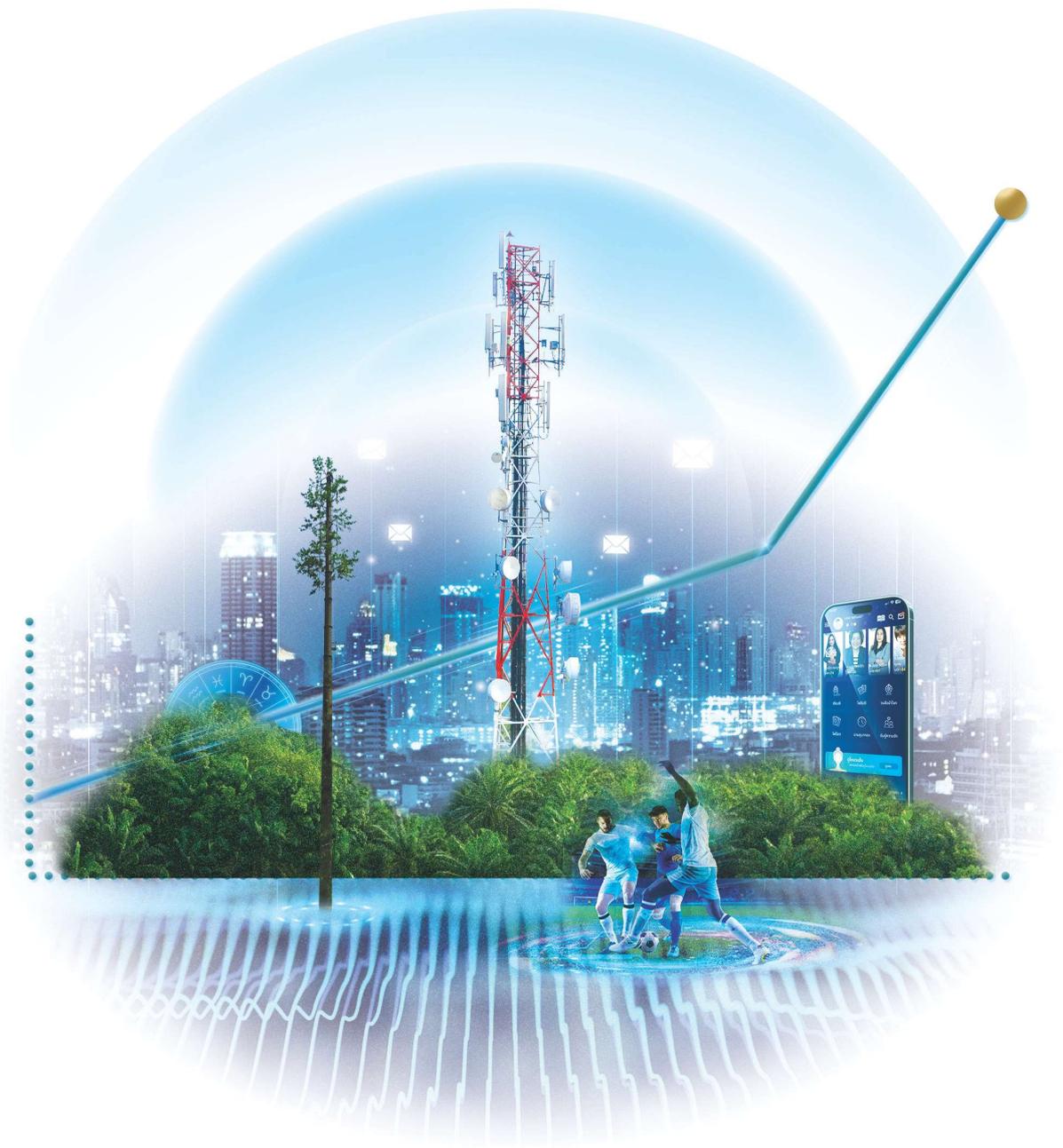


Samart Digital Public Company Limited

Notice convening the 2026 Annual General Meeting of Shareholders

Thursday, April 23, 2026 at 9.00 a.m.

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



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

No souvenirs on the meeting date

SAMART
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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

SDC 007/26

March 23, 2026

Subject: Notice convening the 2026 Annual General Meeting of Shareholders

To: Shareholders of Samart Digital Public Company Limited

Enclosure:

1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders
2. Information of the proposed directors in replacement of those retired by rotation
3. Qualifications of Independent Director and Audit Committee's member
4. The remuneration of the Board of Directors and Committees for 2025
5. Information of the proposed auditors for 2026
6. Company's Articles of Association relating to the Shareholders' Meeting
7. Proxy Form
8. Information of Independent Directors who may be appointed as a proxy in the 2026 Annual General Meeting of Shareholders
9. Procedures on Registration, Documents required for attending, appointment of a proxy and voting at the 2026 Annual General Meeting of Shareholders
10. Requisition Form for the 2025 Annual Report
11. Route map of the Meeting Venue of the 2026 Annual General Meeting of Shareholders

The Board of Directors of Samart Digital Public Company Limited ("the Company") approved the scheduling of the 2026 Annual General Meeting of Shareholders on April 23, 2026 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. The agendas to be discussed are as follows:

Agenda 1 To acknowledge the Minutes of the 2025 Annual General Meeting of Shareholders held on April 24, 2025

Facts and Rationale The 2025 Annual General Meeting of Shareholders was held on April 24, 2025. 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. Detail were shown in Enclosure 1.

Opinion of the Board Having duly considered the matter, the Board deemed that the Minutes were correctly recorded in accordance with the resolutions and that the same should be proposed to the shareholders for acknowledgement.

Voting This agenda item proposed for acknowledgement, therefore, there is no vote casting.

Agenda 2 To acknowledge the Company's operating results and the 2025 Annual Report

Facts and Rationale The Company disclosed significant matters and operating result for 2025 in the Annual Report and posted on the Company's website at www.samartdigital.com. The 2025 Annual Report is also available online by scanning the following QR Code:



Opinion of the Board Shareholders should acknowledge the Company's operating results and the 2025 Annual Report.

Voting 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, 2025

Facts and Rationale

The Board of Directors and the Audit Committee considered that the Company's financial statements for the year ended December 31, 2025, 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 2025 Annual Report, and summarized below:

Item	Amount (Baht)	
	2024	2025
Total Assets	3,192,850,691	2,947,488,058
Total Liabilities	2,885,989,598	2,579,318,264
Total Revenues	654,325,961	542,822,242
Net Profit (Loss)	5,037,157	61,563,818
Earnings (Loss) per Share	0.0002	0.0018

Opinion of the Board

Shareholders should approve the Company's financial statements for the year ended December 31, 2025.

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 2025

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 2025, consolidated net profit of the Company was Baht 61,563,818 or equivalent to Baht 0.0018 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 2025 with no statutory reserve.

The comparison of dividend payment is as follows:

Details of dividend payment		2024	2025
1. Net Profit (Loss)	(Baht)	5,037,157	61,563,818
2. Number of issued shares	(Share)	34,516,369,130	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 2025 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. Dr. Chotivid Chayavadhanangkur : Independent Director / Chairman of the Audit Committee
2. Mr. Supavas Prohmvitak : Director

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, Dr. Chotivid Chayavadhanangkur, Independent Directors and Chairman 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 Dr. Chotivid Chayavadhanangkur 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 Dr. Chotivid Chayavadhanangkur as an Independent Director and Chairman 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. Dr. Chotivid Chayavadhanangkur : Independent Director / Chairman of the Audit Committee
2. Mr. Supavas Prohmvitak : Director

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 2026

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 2025 Annual Report.

The remuneration of the Board of Directors and Committees for 2025 was in accordance with the resolution of the 2025 Annual General Meeting of Shareholders, held on April 24, 2025 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 2025 was Baht 1,810,000 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 2026 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 2026 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 2026

Facts and Rationale

The Audit Committee had selected the Company's auditors for 2026 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 2026. 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. Ms. Natteera Pongpinitpinyo CPA No. 7362
(Never conduct the audit and express an opinion on the Company's financial statements.)
3. Mr. Chawalit Chaluyampornbut CPA No. 8881
(Never conduct the audit and express an opinion on the Company's financial statements.)

Information of the proposed auditors for 2026 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 2026 of Baht 2,800,000. 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:

Unit: Baht

Details	2025	2026
<u>The Company</u>		
Audit fee	2,750,000	2,800,000
Non-Audit fee	-	-
Total	2,750,000	2,800,000
<u>Subsidiaries</u>		
Audit fee	1,980,000	2,030,000
Non-Audit fee	-	-
Total	1,980,000	2,030,000
Grand Total	4,730,000	4,830,000

Opinion of the Board

Shareholders should appoint any one of the following auditors from EY Office Limited to be the Company's auditor for 2026:

1. Ms. Siriwan Suratepin CPA No. 4604
2. Ms. Natteera Pongpinitpinyo CPA No. 7362
3. Mr. Chawalit Chaluyampornbut CPA No. 8881

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 2026 audit fee of Baht 2,800,000 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 Other matters (If any)

The Record Date for the right to attend the 2026 Annual General Meeting of Shareholders was fixed on March 19, 2026. 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

Samart Digital Public Company Limited

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

(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, 16th 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 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.

Chairman
(Mr. Piyapan Champasut)

Secretary
(Miss Boonrut Mongkolratanakorn)

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

1. Dr. Chotivid Chayavadhanangkur



Age 78

Title Independent Director / Chairman of the Audit Committee /
Chairman of the Corporate Governance Committee /
Nominating and Compensation Committee Member

Position proposed Independent Director
(Proposed by Nominating and Compensation Committee)

Date of Appointment September 30, 2003

Term of Directorship 22 years 3 months (As of December 31, 2025)
If being re-elected for another term, he will hold the position for 25 years 3 months.

Education

- Doctorate of Ph.D. in Electrical Engineering, University of Minnesota, USA
- Master Degree in M.S. Electrical Engineering, University of Minnesota, USA
- Bachelor Degree in Engineering (1st Class Honour), Chulalongkorn University

Training courses - None -

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 Engineering, Business Administration and Finance.

Working Experience

2009 - Present	Chairman of the Audit Committee	Samart Digital Plc.
2008 - Present	Chairman of the Corporate Governance Committee	Samart Digital Plc.
2005 - Present	Nominating and Compensation Committee Member	Samart Digital Plc.
2003 - Present	Independent Director	Samart Digital Plc.
2019 - Present	Director	Servex Auto Sales and Service Co., Ltd.
2016 - Dec. 2021	Director	Bangkok Servex Security Guard Co., Ltd.
2005 - Present	Director	Greens Spot Co., Ltd.
2005 - Nov. 2024	Director	BITIC Co., Ltd.
2002 - Present	Chairman of the Board of Directors	Bangkok Servex Security Guard and Business Services Co., Ltd

Attendance in 2025	Board of Directors	5/5	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

2. Mr. Supavas Prohmvitak



Age	55	
Title	Authorized Director / Executive Director / Risk Management Committee Member / Chairman of the Sustainable Development Committee / General Manager	
Position proposed	Director (Proposed by Nominating and Compensation Committee)	
Date of Appointment	April 27, 2023	
Term of Directorship	2 years 8 months (As of December 31, 2025)	
Education	- Master Degree in Business Administration, Chulalongkorn University - Bachelor Degree in Computer Science, Thammasat University	
Training Course	- Digital Transformation Xponential (Class 3), Riseaccel in Aug. - Nov. 2022	
Training Course of Directors	Training courses from Thai Institute of Directors Association (IOD): - Director Accreditation Program (DAP) in 2023	
Expertise	He has knowledge, capability and experience in Business Administration, Data Analysis and Marketing	
Working Experience		
May 2023 - Present	Executive Director / Risk Management Committee Member / Chairman of the Sustainable Development Committee	Samart Digital Plc.
Apr. 2023 - Present	Director	Samart Digital Plc.
Jun. 2022 - Present	General Manager	Samart Digital Plc.
Jun. 2022 - Present	Director	Subsidiaries and Related Companies of Samart Digital Plc.
2019 - 2022	Assistant Secretary General of the Member Relations and Corporate Communication	Government Pension Fund
Attendance in 2025	Board of Directors	5/5 times
	Executive Committee	12/12 times
	Risk Management Committee	3/3 times
	Sustainable Development Committee	2/2 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 Samart Digital Public Company Limited of the proposed directors (As of March 19, 2025)

Proposed Directors	Shares *	% of shares for voting right
1. Dr. Chotivid Chayavadhanangkur	9,000,000	0.03%
2. Mr. Supavas Prohmvitak	-	-

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. Dr. Chotivid Chayavadhanangkur	None	None	3	None
2. Mr. Supavas Prohmvitak	None	None	7	None

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

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. Dr. Chotivid Chayavadhanangkur

No.	Company	Type of Business	Position
1.	Greens Spot Co., Ltd.	Consumer Products	Director
2.	Bangkok Servex Security Guard And Business Services Co., Ltd. ⁽¹⁾	Service	Chairman of the Board of Directors
3.	Servex Auto Sales And Service Co., Ltd.	Service	Director

Remark ⁽¹⁾ Formerly known as Bangkok Servex Co., Ltd.

2. Mr. Supavas Prohmvitak

No.	Company	No.	Company
1.	Samart Digital Media Co., Ltd.	5.	I-Mobile Plus Co., Ltd.
2.	ZECUREASIA Co., Ltd.	6.	LUCKY HENG HENG Co., Ltd.
3.	I-Sport Co., Ltd.	7.	Thai Base Station Co., Ltd.
4.	Entertainment Tree Co., Ltd.		

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 Dr. Chotivid Chayavadhanangkur 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
	Dr. Chotivid Chayavadhanangkur
1. Holding of the Company's ordinary shares (as of March 19, 2026) - No. of shares - % of the total number of voting rights of the Company	9,000,000 0.03%
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
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Dr. Chotivid Chayavadhanangkur 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
	Dr. Chotivid Chayavadhanangkur
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 2025

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 2025 was approved by the 2025 Annual General Meeting of Shareholders of not exceeding Baht 4,000,000. Actual payment of the remuneration for 2025 was Baht 1,810,000 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	150,000	60,000	-	-	210,000	120,000	330,000	-	330,000	
2	Dr. Chotivid Chayavadhanangkur Independent Director	75,000	120,000	40,000	45,000	280,000	100,000	380,000	-	380,000	
3	Mr. Kunthit Arunyananda Independent Director	75,000	60,000	30,000	60,000	225,000	100,000	325,000	-	325,000	
4	Mr. Charoenrath Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000	
5	Mr. Watchai Vilailuck Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000	
6	Miss Boonrut Mongkolratanakorn Director	75,000	-	30,000	45,000	150,000	100,000	250,000	-	250,000	
7	Mr. Supavas Prohmvitak Director	75,000	-	-	-	75,000	100,000	175,000	-	175,000	
Grand Total		600,000	240,000	100,000	150,000	1,090,000	720,000	1,810,000	-	1,810,000	

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.

Information of the proposed auditors for 2026

1) Name:	Ms. Siriwan Suratepin	
Age:	54 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:	<ul style="list-style-type: none"> - 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:	<p>Khun Siriwan has been working with EY for 33 years and has taken the position of Partner at EY for 20 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.</p> <p>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.</p>	
Signatory of financial statements of Samart Digital Plc.:		
	<input checked="" type="checkbox"/> Yes 5 years <input type="checkbox"/> None (Year 2010-2011, 2014-2015 and 2021)	
Shareholding structure in the Company:		
	<input type="checkbox"/> Yes Shares <input checked="" type="checkbox"/> None	
Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence:		
	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> None	
Contact details		
Email:	Siriwan.Suratepin@th.ey.com	
Phone:	0-2264-9090	
Fax:	0-2264-0789-90	

Information of the proposed auditors for 2026
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2) **Name:** Ms. Natteera Pongpinitpinyo

Age: 47 years

Certified Public Accountant (Thailand) No.: 7362

Date of Certified Public Accountant (Thailand): 1 April 2004

Current position: Partner

Company: EY Office Limited

Length of service: April 2000 - present

Education and training: - Bachelor's Degree in Accounting, Chulalongkorn University
- Master's degree in Business Administration from the National Institute of Development Administration

Work experience: Khun Natteera has been working with EY for 26 years and has taken the position of Partner at EY for 5 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 the manufacturing, service and trading business, hotel business, pharmaceutical and healthcare business and computer and technology industry, including knowledge of and experience in IFRS, US GAAP and Sarbanes-Oxley Act (SOX 404).

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

Signatory of financial statements of Samart Digital Plc.:

Yes years None

Shareholding structure in the Company:

YesShares 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: Natteera.Pongpinitpinyo@th.ey.com

Phone: 0-2264-9090

Fax: 0-2264-0789-90



Information of the proposed auditors for 2026

3) Name: Mr. Chawalit Chaluayampornbut

Age: 45 years

Certified Public Accountant (Thailand) No.: 8881

Date of Certified Public Accountant (Thailand): 1 April 2007

Current position: Partner

Company: EY Office Limited

Length of service: April 2003 - present

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

Work experience: Khun Chawalit has been working with EY for 23 years. He has taken the position of Partner at EY for 4 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 healthcare, manufacturing (particularly in electronic components and automotive and parts), distribution and servicing industry.

Khun Chawalit is an approved auditor by the Securities and Exchange Commission of Thailand. 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..... years None

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: Chawalit.Chaluayampornbut@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
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- (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 77 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 78 years
Address 8/13 Road Yenargard Tambol/Kwaeng Thungmahamek
Amphoe/Khet Sathorn Province Bangkok Post code 10120, or
- 4. **Mr. Kunthit Arunyananda** Age 59 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 2026 Annual General Meeting of Shareholders on April 23, 2026 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 77 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 78 years Address 8/13 Road Yenargard
 Tambol/Kwaeng Thungmahamek Amphoe/Khet Sathorn Province Bangkok Post code 10120, or
4. Mr. Kunthit Arunyananda Age 59 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 2026 Annual General Meeting of Shareholders on April 23, 2026 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 2025 Annual General Meeting of Shareholders held on April 24, 2025
 (This agenda item proposed for acknowledgement, therefore, there is no vote casting.)
- Agenda 2 To acknowledge the Company's operating results and the 2025 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, 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 4 To consider and approve statutory reserve and dividend payment 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 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: Dr. Chotivid Chayavadhanangkur Approve Disapprove Abstain
 - 2) Name: Mr. Supavas Prohmvitak Approve Disapprove Abstain
- Agenda 6 To consider and approve the remuneration of the Board of Directors and Committees for 2026
 - (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 2026
 - (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 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 2026 Annual General Meeting of Shareholders on April 23, 2026 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

Information of independent directors who may be appointed as a proxy in the 2026 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 19, 2026
1. Mr. Piyapan Champasut 	<ul style="list-style-type: none"> - Independent Director - Chairman of the Board of Directors - Audit Committee Member 	77	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 	78	8/13 Yenargard Road, Thungmahamek, Sathorn, Bangkok 10120	Agenda 5	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 	59	77/245 Phayatai Road, Phayatai, Rachthevi, Bangkok 10400	None	2,400,000 shares equivalent to 0.01%

Procedures on Registration, Documents required for attending, appointment of a proxy and voting at the 2026 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 23, 2026 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 2026 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 2025 Annual Report

Dear Shareholders,

Smart Digital Public Company Limited would like to inform you that if you would like to receive the 2025 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 2025 Annual Report to you as requested.

Shareholder Name

Address

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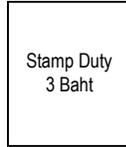
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Telephone



To:

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

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Route map of the Meeting Venue of the 2026 Annual General Meeting of Shareholders
Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4,
Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120

