

SDC 006/25

February 20, 2025

Subject : Notification of the 2025 AGM, no dividend payment and decrease capital

To : The President
The Stock Exchange of Thailand

Samart Digital Public Company Limited ("**Company**") would like to inform the resolution of the Board of Directors' Meeting No. 1/2025 held on February 20, 2025 as follows:

1. Approved to convene the 2025 Annual General Meeting of Shareholders on April 24, 2025 at 9.00 a.m. at Meeting Room, 16th Floor, Software Park Building, 99/20 Moo 4, Chaengwattana Road, Klong Gluar, Pak-Kred, Nonthaburi 11120 with the following agendas:

1) To acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders held on April 25, 2024

The Board's Opinion

The Board of Directors considered that the Minutes were correctly recorded in accordance with the resolutions and that the same should be proposed to the shareholders for acknowledgement.

2) To acknowledge the Company's operating results and the 2024 Annual Report

The Board's Opinion

The Board of Directors considered that the Company's operating results and the 2024 Annual Report were correct and sufficient disclosure. Shareholders should acknowledge the Company's operating results and the 2024 Annual Report.

3) To consider and approve the Company's financial statements for 2024

The Board's Opinion

The Board of Directors and the Audit Committee considered that the Company's financial statements for 2024, which was duly audited by the auditor, were correct and complete in accordance with Thai Financial Reporting Standards, and adequate disclosure. Shareholders should approve the Company's financial statements for 2024.

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

The Board's Opinion

The Board of Directors proposed to approve the omission of dividend payment for 2024 because the Company needs to use as working capital with no statutory reserve.

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

The Board's Opinion

The Board of Directors, without members who had conflicts of interest, has considered and agreed with the opinion of the Nomination and Compensation Committee that the 2025 Annual General Meeting of Shareholders should consider and approve the re-election of the directors retired by rotation to be the Company's directors for another term the following:

1. Mr. Watchai Vilailuck : Director
2. Mr. Kunthit Arunyananda : Independent Director

(Translation)

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

The Board's Opinion

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

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

The Board's Opinion

The Board of Directors proposed to appoint any one of the following auditors from EY Office Limited to be the Company's auditor for 2025:

| | |
|-----------------------------------|--------------|
| 1. Miss Siriwan Suratepin | CPA No. 4604 |
| 2. Mrs. Sarinda Hirunprasurtwutti | CPA No. 4799 |
| 3. Mr. Piya Chaipruckmalakarn | CPA No. 7544 |

In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place. In addition, the Board of Directors also proposed to approve audit fee for 2025 of Baht 2,750,000 (2024: Baht 2,700,000) as proposed by the Audit Committee.

- 8) To consider and approve the decrease of the Company's registered capital and the amendment of clause 4 of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital.

The Board's Opinion

The Board of Directors deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital of Baht 369,270,797.20 from the registered capital of Baht 3,820,907,710.20 to the new registered capital of Baht 3,451,636,913.00 by canceling 3,692,707,972 ordinary shares remaining from the reserve for additional exercise of the Convertible Debentures approved by the resolution of the 2023 Annual General Meeting of Shareholders on April 27, 2023 and the Extraordinary General Meeting of Shareholders No. 1/2023 on November 28, 2023.

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

(Translation)

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

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

9) Other matters (if any)

2. Approved to schedule the Record Date for the right to attend the 2025 AGM on March 13, 2025.
3. Approved to authorized Chief Executive Officer to consider changing the AGM date/time, AGM venue and/or the meeting format as deemed necessary or appropriate.

The Company allowed minority shareholders to propose matter for consideration as an agenda from September 30, 2024 to December 31, 2024. No agenda was proposed from shareholders in that period.

Please be informed accordingly.

On behalf of Samart Digital Public Company Limited

- Signature -

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

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