

Minutes of the Annual General Shareholders' Meeting for the year 2015

of

Simat Technologies Public Co., Ltd.

Monday April 29th, 2015

At the main conference room of Simat Technologies Public Company Limited, 123 Soi Chalongkrung 31,
Ladkrabang industrial estate, Lamplatew sub-district, Ladkrabang district, Bangkok

The Meeting started at 13.30 O'clock.

Mr. Thammanoon Korkiatwanich, Company Secretary, clarified to the meeting that according to the Company's regulation no. 41 stated that the Chairman of the board of directors acts as the chairman of the AGM. In case that the Chairman is absent or not able to perform duty, the deputy chairman shall be assigned to perform as the Chairman of AGM. Mr. Tan Bak Hong, Chairman, is the Malaysian and cannot perform his duty as he cannot communicate in Thai language therefore Mr. Thongkam Manasilapapan, Deputy Chairman, is assigned to perform as the Chairman of this AGM.

Mr. Thongkam had the welcome speech to the meeting attendants and introduced the Board of Director members, Executive Management Committee and the Company's auditor to the meeting as follows:

There are 9 directors attended the meeting as follows:

- | | |
|-----------------------------------|----------------------|
| 1. Mr. Tan Bak Hong | Chairman |
| 2. Mr. Thongkam Manasilapapan | Deputy Chairman |
| 3. Mr. Thammanoon Korkiatwanich | Director |
| 4. Mr. Tan Bak Leng | Director |
| 5. Mr. Tan Chuan Hock | Director |
| 6. Mr. Nattawut Pinto | Director |
| 7. Phd. Ranchana Rajatanavin | Independent Director |
| 8. Mr. Vorachai Charoonprasitporn | Independent Director |
| 9. Ms. Kanwara Aurlpokayakul | Independent Director |

The director who did not attend the meeting is Mr. Narongrit Rirkpatthanapipat , an independent director

There are 2 Executive Management Committee members attended the meeting as follows:

1. Mr. Thongkam Manasilapapan Chief Executive Officer
2. Mr. Thammanoon Korkiatwanich Executive Accounting & Finance Director

There are 2 auditor's assistants from ANS Audit Limited attended the meeting as follows:

Ms. Phatcharee Siriwongsin and Ms. Hongyok Vimonchat

The Chairman informed the meeting that the total number of shareholders of the Company is 2,066 persons or counted as 371,131,721 shares (according to the list of shareholders who may exercise their rights and participate in the AGM and the shareholders' registration book-closing on March 13, 2015). For this meeting, the number of shareholders who attend the meeting by themselves is 40 persons and the number of shareholders who appoint a proxy to attend the meeting is 11 persons so the total number of shareholders who attended the meeting is 51 persons or counted as 157,202,960 shares or computed as 42.46 % of the total paid-up share capital of 371,131,721 shares constituting a quorum according to the Company's Articles of Association then the meeting started.

Before entering the agenda, the Chairman informed that the Company made an announcement to invite the minor shareholders to propose the names the qualified candidates for the positions of the directors or any agendas via the Stock Exchange of Thailand's media channel and also on the Company's web site from December 1, 2014 - February 20, 2015. The consequence is none of shareholders propose the name of candidates or any agendas to the Company.

The Chairman assigned Mr. Thammanoon to clarify the meeting regarding to the voting and counting vote method.

Mr. Thammanoon clarified the meeting about the voting method and the counting vote method in each agenda in order to make clear to the shareholders as follows:

- Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote. In case there is an equality vote, the Chairman shall have the right to vote an additional vote as the final judge.
- The resolution of the shareholders' meeting shall require majority of votes of shareholders who attends the meeting and has the right to vote except any other matter specified by law.
- The counting of vote at any resolution in the meeting

For shareholders who attend the meeting by themselves, to use the voting card to make a tick mark on "Approved", "Disapproved" or "Abstained" and send the card to the officer for counting of votes.

For shareholders who appoint a proxy to attend the meeting and make the vote in advance, the Company will collect those votes for each approved votes, disapproved votes or abstained votes together with the votes from shareholders who attend the meeting by themselves.

- To run the meeting conveniently and quickly, the Chairman proposed the shareholders who want to vote for “Disagree” or “Abstain” to raise their hand then the officer will collect their voting card and for those who want to vote for “Agree” then no need to raise their hand and submit the voting card.
- In order to run the meeting transparently and comply with the good practice of AGM by Securities and Exchange Commission, the Company assigned the lawyer firm, “Law TST Company Limited” with 3 lawyers, to be in charge of proceeding the AGM transparently and to comply with law and the Company’s Articles of Association.

Then the Chairman started the meeting following the agendas as specified in the invitation letter to AGM 2015 as follows:

Agenda 1: To consider and adopt the Minutes of the Extraordinary Shareholders’ Meeting No.1/2014

The Chairman proposed the Meeting to consider and adopt the Extraordinary Shareholders’ Meeting No.1/2014 on August 26, 2014. The minutes of such meeting is appended as Attachment 1 and sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company’s web site as per details in Attachment 1.

The Board of Director agreed that the minute was recorded accurately.

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	155,540,616	votes, or	100%
Disapproved	0	votes, or	0%
Abstained	0	votes, or	0%

Resolution: The meeting unanimously resolved that the minutes of the Extraordinary Shareholders’ Meeting No.1/2014 be approved as proposed.

Agenda 2: To acknowledge the Board of Directors' report on the Company's operating performance for the year 2014

The Chairman informed the meeting to acknowledge the director's report of the Company's operating result for the year 2014 as details in the annual report for year 2014 which are delivered to the shareholders and asked Mr. Thammanoon Korkiatwanich, Company secretary, to report the Company's operating result for year 2014 to the meeting.

Financial Position

- Total assets as at 31 December 2013 increases from prior year about Baht 181 million or 16% due to the followings:
 - Trade and other receivables increase about Baht 47 million or 16% from prior year due to the increase in trade receivables especially the trade receivables of the subsidiary in Malaysia which increases from Baht 170 million (year 2013) to baht 214 million (year 2014) due to, at the end of year 2014, there was a big lot sale of computer hardware to Malaysian governmental project in the last quarter of the year.
 - Property, plant and equipment – net increases about Baht 76 million or 144% due to the purchase of building office by the subsidiary in Malaysia about Baht 67 million.
 - Optical fiber network and equipment for broadband business increases about Baht 62 million or 14% from prior year because there is an additional purchase of equipment to ensure the completeness of the network and the investment in new FTTx network in Khonkaen province.

- Total liabilities as at 31 December 2014 increases about Baht 134 million or 26% from prior year due to the followings:
 - Bank overdraft and short-term loan increases Baht 56 million or 47% from prior year due to the Company has loan transaction by trust receipt and factoring of accounts receivables during the end of the year 2014 to support the liquidity.
 - Trade payables and other payables increases about Baht 41 million or 17% from prior year due to the subsidiary in Malaysia purchased a lot of inventories at the end of year 2014 for delivery of hardware to governmental project during end of year 2014 till 2015.
 - Long-term loan from financial institution including the current portion which is due within 1 year increases about Baht 27 million due to the subsidiary in Malaysia has a new long-term loan to finance the purchase of new office building.

- Total shareholder's equity as at 31 December 2014 increases about Baht 47 million or 7% from prior year due to the followings:
 - Capital increase from private placement with the cash receipt about Baht 50 million
 - Capital increase from the exercise of SIMAT_W1 and ESOP with the cash receipt about Baht 53 million
 - Net loss from operation of year 2014 about Baht 51 million

Operating Result

Revenue

The total revenue of year 2014 increases a little about Baht 8 million or 0.6% from prior year and separated by the following business segments:

- The revenue of total IT solution business decreases about 34% from prior year mainly due to the postponement of purchase order from customer especially customer in retail business because of the political issue in the first half year and the economic recession.
- The revenue of label business increases about 58% from prior year which grows rapidly from the numbers of order from the new customer in manufacturing of smart phones which is well and continuously growing.
- The revenue of broadband internet business increases about 350% or baht 14 million which is the new business and has a well growing trend. The number of customers increases from 730 subscribers (year 2013) to 3,249 subscribers (year 2014).
- The revenue of wholesale of computer hardware in malaysia increases 12% from prior year.

Net Profit

The consolidated net loss for the year ended 31 December 2014 is Baht 55 million while there was the net profit amounting to Baht 33 million in prior year mainly due to the followings:

- Net loss from Total IT Solution Business about Baht 12 million in which sales decreases from prior year about Baht 144 million or 34% due to the effect from the uncertainty of Thailand political issue during the first half-year which make many customers, especially the retail business, to postpone a lot of purchase orders. Later, the political issue was resolved but the domestic demand has still recovered slowly and this makes the main retail customer still postpone their investment and also decrease the amount of the yearly maintenance contract.

While, last year, the revenue came from the sales of hardware to customers in retail business to improve the operation of their branches throughout the country.

However, the Company has sales hardware and made the maintenance agreement with the other customer groups other than the retail business in order to reduce the risk that revenue rely on the customer in retail business and the Company expects that the revenue and profit will improve in the next year.

- Net profit from the sales and production of label product increases from prior year about Baht 8 million or 114% due to the sales increases about 58% and the gross profit ratio increases from 28% to 32% of sales. In year 2014, the subsidiary invested in machines to accommodate the purchase orders from customers in manufacturing of electronic parts for mobile phone and digital camera that grows at the increasing rate continuously.
 - Net loss from broadband internet service through optical fiber network is about Baht 57 million due to the company has just started its operation officially in June 2013 whereas the accumulated number of subscribers have not reach the break-even point. The accumulated subscribers as at 31 December 2014 and 2013 are 3,249 subscribers and 730 subscribers, respectively whereas the break-even point of the investment of fiber optic network for 3 provinces (Nakornratchasima, Chiangmai and Khonkaen) is at 13,000 subscribers. At present (Quarter 1, 2015), the number of new subscribers per month under the Company's own brand "SINET" is at 500 – 600 subscribers which improves from Quarter 4, 2014 (at 300 – 400 subscribers per month) and the number of new subscribers increases continuously. The Company expects that there is a high possibility the accumulated number of subscribers will reach the targeted break-even point at the end of the year 2015.
- In addition to the internet service under the Company's own brand, the Company expects that the number of new subscribers will increase rapidly as the internet co-service with the major telecommunication provider has just started and the official advertisement and communication will be launched within Quarter 1, 2015. The internet co-service is provided under brand "AIS Fibrenet" in Nakornratchasima, Chiangmai and Khonkaen provinces.
- Net profit from the wholesale of computer hardware of the subsidiary in Malaysia decreases about Baht 9 million or 69% from prior year which makes the profit sharing from this subsidiary decreases about Baht 5 million (the company hold 60% of total shares of this subsidiary)

although sales increases about 12% due to the decrease of gross profit ratio from 8% to 7% of sales and there was the gain on disposal of investment in subsidiary in Singapore about Baht 3.4 million.

Within in year 2015, the Company will decrease the portion of shareholding in subsidiary in Malaysia in order to use cash flow to focus and invest in Broadband business which is the Company's main business.

The Chairman informed the meeting that the voting is not required for this agenda and conclude that the meeting already acknowledged the Company's operating result for year 2014.

Agenda 3: To consider and approve the Balance Sheets and the Statements of Income for the year ended December 31, 2014

The Chairman asked Mr. Thammanoon Korkiatwanich, Company secretary, clarified to the meeting.

Mr. Thammanoon clarified that the balance sheet and income statement for the year ended 31 December 2014 has been audited and signed by auditor from ANS Audit Co., Ltd. and also approved by the Company's audit committee and the Company's operating performance of the year 2014 can be found in the Annual Report which was attached together with this invitation as per details in Attachment 2.

The Chairman asked the shareholder for those who want to vote for "Disagree" or "Abstain" to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	155,797,094	votes, or	100%
Disapproved	0	votes, or	0%
Abstained	0	votes, or	0%

Resolution: The meeting unanimously resolved to approve the Balance Sheets and the Statements of Income for the year ended December 31, 2014.

Agenda 4: To consider and approve no dividend payment for the operating result of year 2014

The Chairman proposed the meeting to consider the appropriation of profit to pay dividend as the Company has the policy to pay out dividend to the shareholders at the rate of 50 percent of net profit of consolidated financial statements. However, this is subject to the economic situation and the Company's future business projects and also not contradiction with The Public Limited Company Law in terms of the dividend payment. The Chairman assigned Mr. Thammanoon, Company secretary, to clarify the details.

Mr. Thammanoon clarified that, In Year 2014, according to the consolidated financial statements and the Company's separate financial statements, the Company's operations realized net loss of Baht 54.53 million and Baht 49.92 million, respectively. Due to there was the operating loss for the year 2014 and the Company needs to retain cash for working capital management, therefore the Company considered and approved no dividend payment for the operating result of year 2014 and no legal reserve appropriation for the year 2014.

The Board of Directors agrees to propose the shareholder to consider and approve no dividend payment for the operating result of year 2014.

The Chairman asked the shareholder for those who want to vote for "Disagree" or "Abstain" to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	155,797,094	votes, or	100%
Disapproved	0	votes, or	0%
Abstained	0	votes, or	0%

Resolution: The meeting unanimously resolved to approve no dividend payment for the operating result of year 2014.

Agenda 5: To consider and approved the appointment of new directors in place of those retired by rotation

The Chairman assigned Mr. Thammanoon, Company secretary, to explain the details. Mr. Thammanoon clarified that according to Article 20 of the Company's Articles of Association, on each Annual General Meeting of shareholders, one-third (nearest to one-third) of the directors who served the Company longest must be retired by rotation; however, the retired directors may be re-elected.

In this year, there are 3 retiring directors are as follows:

- 1) Mr. Vorachai Charoonprasitporn
- 2) Ms. Kanwara Aurlpokaiyakul
- 3) Mr. Thammanoon Korkiatwanich

For nominating the directors, the Company made an announcement to invite the minor shareholders to propose the names the qualified candidates for the positions of the directors via the Stock Exchange of Thailand's media channel and also on the Company's web site from December 1, 2014 - February 20, 2015. The consequence is none of shareholders propose the name of candidates to the Company.

In selecting and nominating the candidates, the Board of Directors considered the candidates qualified with competence, experience, good working records, leadership, vision, virtue, ethics and good attitude to the

Company. The Board of Directors agreed to propose Mr. Vorachai Charoonprasitporn, Ms. Kanwara Aurbokaiyakul and Mr. Thammanoon Korkiatwanich to be re-elected as Directors. (Biographies of the 3 nominees are attached herewith in Attachment 3.)

The Chairman asked the meeting to vote for the appointment of directors by voting for each director. The Chairman would announce each director name then the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders and then summarize the votes by each director.

The voting result is as below.

(1) Mr. Vorachai Charoonprasitporn, with the following votes:

Approved 157,202,960 votes, or 100%

Disapproved 0 votes, or 0%

Abstained 0 votes, or 0%

(2) Ms. Kanwara Aurbokaiyakul, with the following votes:

Approved 157,202,960 votes, or 100%

Disapproved 0 votes, or 0%

Abstained 0 votes, or 0%

(3) Mr. Thammanoon Korkiatwanich, with the following votes:

Approved 157,202,960 votes, or 100%

Disapproved 0 votes, or 0%

Abstained 0 votes, or 0%

Resolution: The meeting unanimously resolved to approve Mr. Vorachai Charoonprasitporn, Ms. Kanwara Aurbokaiyakul and Mr. Thammanoon Korkiatwanich to serve the Company as Directors for another term.

Therefore, the Board of Directors will be composed of

- 1) Mr. Tan Bak Hong (Director/Chairman)
- 2) Mr. Thongkam Manasilapapan (Director/Vice chairman)
- 3) Mr. Thammanoon Korkiatwanich (Director)
- 4) Mr. Tan Bak Leng (Director)
- 5) Mr. Tan Chuan Hock (Director)
- 6) Mr. Nattawut Pinto (Director)
- 7) Dr. Ranchana Rachatanavin (Independent Director/Audit Committee)
- 8) Mr. Narongrit Rerkpattanapipat (Independent Director/Audit Committee)
- 9) Ms. Kanwara Aurbokaiyakul (Independent Director/Audit Committee)
- 10) Mr. Vorachai Charoonprasitporn (Independent Director)

Agenda 6: To consider in determination of Directors' Remuneration

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details. Mr. Thammanoon explained that section 90 of the Public Limited Company Act indicated that "the remuneration payment for directors requires approval from the shareholders and the resolution shall be supported by a vote of not less than two-third of the total number of shareholders present at the meeting and entitled to vote". The Board of Directors reviewed the remuneration for the Company's Directors in 2015, took into account the remuneration's appropriateness which is compatible with roles and responsibilities and compared with other operators in both the similar industry and size as stated in Survey on Remuneration of the Listed Companies' Directors by Thai Institute of Directors Association and business expansion. The Board of Directors thus agreed to propose to the shareholders the Director's Remuneration at the same rate as prior year rate as follows:

For Director who does not act as independent director will receive monthly remuneration for year 2015 as follows:

Chairman of the board (Mr. Tan Bak Hong)	40,000 Baht/month (Year 2013: 40,000 Baht/month)
Director who not act as management (Mr. Tan Bak Leng and Mr. Tan Chuan Hock)	20,000 Baht/month (Year 2013: 20,000 Baht/month)

There is no meeting allowance and bonus for these Directors.

There is no director remuneration for Directors who do not act as independent director but also act as the management of the Company, subsidiary or associate as they already receive the management remuneration.

For Independent Director/Audit committee member will receive the meeting allowance and bonus for year 2015 as follows:

Chairman of the Audit committee	10,000 Baht/time (Year 2014: 10,000 Baht/time)
Independent Director/Audit committee member	7,000 Baht/time (Year 2014: 7,000 Baht/time)

Bonus of Independent Director/Audit committee member shall not exceed 100,000 Baht each per year

There is no monthly remuneration for these Directors.

(The Directors' remuneration for the year 2014 and 2013 is Baht 1.38 million and Baht 1.35 million, respectively)

The Chairman then asked the shareholder for those who want to vote for "Disagree" or "Abstain" to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960 votes, or 100%
Disapproved	0 votes, or 0%
Abstained	0 votes, or 0%

Resolution: The meeting unanimously resolved to approve the determination of Directors' Remuneration for the year 2015 as proposed.

Agenda 7: To consider the Appointment and Determination of the Remuneration for the Auditor.

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details. Mr. Thammanoon explained that in section 120 of the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor and auditor of preceding year can be re-elected".

In order to comply with the Good Governance Principles and the regulations of Securities and Exchange Commission regarding to the change of auditor, the Committee considered the independence and appropriateness of auditor and their remuneration and has the resolution to propose to appoint Mr. Atipong Atipongsakul, CPA license no. 3500 or Mr. Sathien Vongsanan, CPA license no. 3495 or Mr. Vichai Ruchitanont, CPA license no. 4054 from ANS Audit Co., Ltd. as the auditor of the Company and subsidiaries for the year 2015. ANS Audit Co., Ltd. has no any relationship or interest with the Company, subsidiary, managements, major shareholders or any other related person. The remuneration of auditor for year 2015 is determined at Baht 1,660,000 as the details compared with prior year below:

Auditor's Remuneration	Year 2015	Year 2014	Year 2013
Audit fee for Company only	1,160,000	1,070,000	1,005,000
Audit fee for subsidiaries	500,000	380,000	345,000
Total	1,660,000	1,450,000	1,350,000

The Board of Directors agreed with the board of audit committee to appoint Mr. Atipong Atipongsakul, CPA license no. 3500 or Mr. Sathien Vongsanan, CPA license no. 3495 or Mr. Vichai Ruchitanont, CPA license no. 4054 from ANS Audit Co., Ltd. as the auditor of the Company and subsidiaries for the year 2015 and the remuneration of auditor is determined at Baht 1,660,000. (Mr. Atipong Atipongsakul is the auditor of the Company since 2010 – 2014 for 5 years consecutively therefore the auditor of the Company for the year 2015 will change to Mr. Sathien Vongsanan)

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960	votes, or	100%
Disapproved	0	votes, or	0%
Abstained	0	votes, or	0%

Resolution: The meeting unanimously resolved to approve to appoint Mr. Atipong Atipongsakul, CPA license no. 3500 or Mr. Sathien Vongsanan, CPA license no. 3495 or Mr. Vichai Ruchitanont, CPA license no. 4054 from ANS Audit Co., Ltd. as the auditor of the Company and subsidiaries for the year 2015 and the remuneration of auditor is determined at Baht 1,660,000 as proposed.

Agenda 8: To consider and approve the decrease of the registered capital from Baht 394,922,823 to Baht 384,907,732 and to approve the amendment of the Company’s Memorandum of Association no. 4 in compliance with the capital decrease

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details. Mr. Thammanoon explained that the Board of Directors agreed to propose the shareholders to consider and approve the decrease of the registered capital from the existing registered capital of Baht 394,922,823 to Baht 384,907,732 at the par value of Baht 1 each to write off the remaining share of 15,091 shares from the exercise of SIMAT-W1 warrant which is already expired and the unissued common share reserved for General Mandate of 10,000,000 shares. And approve the amendment of Clause 4 of the Memorandum of Association to be in accordance with the capital decrease, as follow:

Clause 4

Registered capital of 384,907,732 baht

(Three-hundred eighty-four million nine hundred seven thousand seven hundred and thirty-two Baht)

Divided into 384,907,732 shares

(Three-hundred eighty-four million nine hundred seven thousand seven hundred and thirty-two shares)

With the par value of Baht 1 (one) each

Categorized into

Ordinary shares of 384,907,732 shares

(Three-hundred eighty-four million nine hundred seven thousand seven hundred and thirty-two shares)

Preference shares of - None –

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960	votes, or	100%
Disapproved	0	votes, or	0%
Abstained	0	votes, or	0%

Resolution: The meeting unanimously resolved to approve the capital decrease and the amendment of the Company’s Memorandum of Association no. 4 in compliance with the capital decrease as proposed.

Agenda 9: To consider and approve the capital increase by General Mandate by issuing the new ordinary shares of 20,000,000 shares, at the par value of Baht 1 each to the private placement

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details.

Mr. Thammanoon explained that the Board of Directors Meeting has resolved to propose to the Shareholders’ meeting for approval of the capital increase by General Mandate by issuing and offering of 20,000,000 shares at a par value of Baht 1 per share to the private placement. The offered price will be no less than 90% of the weighted average market price of the Company’s shares. The Board of Directors is designated to consider the allocation of the increased share capital, one time or several, not exceeding 10% of the paid-up capital of the Company upon the date at which the Board of Directors has a resolution to approve the capital increase, including the offer price and period and other details and terms related to the capital increase. Such capital increase is to be complete prior to the next Annual General Meeting of the Company’s shareholders or within the period enforced by law to have the next Annual General Meeting of the Company’s shareholders, whichever come first.

The capital increase by General Mandate will support the Company to raise the capital conveniently and reduce the process, time and cost as the shareholder’s meeting is not required. This capital increase is reserved in case the Company has the project with government or multi-national company.

The Board of Directors agreed to approve the capital increase by General Mandate.

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960 votes, or	100%
Disapproved	0 votes, or	0%
Abstained	0 votes, or	0%

Resolution: The meeting unanimously resolved to approve the capital increase by General Mandate by issuing the new ordinary shares of 20,000,000 shares, at the par value of Baht 1 each to the private placement as proposed.

Agenda 10: To consider and approve the issuance and allocation of 2 series of the warrants to purchase the newly issued ordinary shares of the Company to be allocated to the existing shareholders

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details.

Mr. Thammanoon explained that the Board of Directors Meeting has resolved to propose to the Shareholders' meeting to approve the issuance and allocation of 2 series of the warrants to purchase the newly issued ordinary shares of the Company as the following details:

1. The issuance and allocation of the warrants to purchase the newly issued ordinary shares of Simat Technologies Public Company Limited No. 2 (the "SIMAT-W2 Warrants") in the number of up to 37,813,172 units, to be allocated to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of every 10 existing shares for 1 unit of SIMAT-W2 Warrants. In calculating the entitlement to receive the SIMAT-W2 Warrants of each shareholder, any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down. The term of SIMAT-W2 Warrants will be 5 years from the issuance date and the exercise price will be at Baht 15.00 per share. The key features of SIMAT-W2 Warrants and other material details are set forth in Enclosure 4.
2. The issuance and allocation of the warrants to purchase the newly issued ordinary shares of Simat Technologies Public Company Limited No. 3 the "SIMAT-W3 Warrants") in the number of up to 37,813,172 units, to be allocated to the existing shareholders of the Company pro rata to their respective shareholdings (Rights Offering), at no cost, at the allocation ratio of every 10 existing shares for 1 unit of SIMAT-W3 Warrants. In calculating the entitlement to receive the SIMAT-W3 Warrants of each shareholder, any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down. The term of SIMAT-W3 Warrants will be 10 years from the issuance date and the exercise price will be at Baht 30.00 per share. The key features of the SIMAT-W3 Warrants and other material details are set forth in Enclosure 4.

In this regard, May 12, 2015 will be fixed as the record date for determining the shareholders entitled to receive the SIMAT-W2 and SIMAT-W3 Warrants and May 13, 2015 will be fixed as the share register book closing date for compiling the list of shareholders in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Board of Directors or the CEO or the person(s) designated by the Board of Directors or the CEO shall be authorized: (1) to determine the conditions and other details which are necessary in connection with the issuance and allocation of SIMAT-W2 and SIMAT-W3 Warrants, e.g. issuance date, details and procedures of allocation of SIMAT-W2 and SIMAT-W3 Warrants, exercise period and expiry date of SIMAT-W2 and SIMAT-W3 Warrants; (2) to enter into negotiations, agreement and execution of the relevant applications for permission and other agreements and documents that are necessary for the issuance and allocation of SIMAT-W2 and SIMAT-W3 Warrants, including the arrangement and submission of applications for permission or waiver and other documents to the competent authorities or agencies in connection with the issuance and allocation of SIMAT-W2 and SIMAT-W3 Warrants and the listing of SIMAT-W2 and SIMAT-W3 Warrants on the Stock Exchange of Thailand; and (3) to take any other actions which are required for the issuance and allocation of the SIMAT-W2 and SIMAT-W3 Warrants.

The Board of Directors agreed to approve the issuance and allocation of 2 series of the warrants to purchase the newly issued ordinary shares of the Company to be allocated to the existing shareholders.

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960 votes, or 100%
Disapproved	0 votes, or 0%
Abstained	0 votes, or 0%

Resolution: The meeting unanimously resolved to approve the issuance and allocation of 2 series of the warrants to purchase the newly issued ordinary shares of the Company to be allocated to the existing shareholders as proposed.

Agenda 11: To consider and approve the increase of the registered capital from the existing registered capital of 384,907,732 to Baht 480,534,076 at the par value of Baht 1 each to accommodate the exercise of the warrant no. 2 (SIMAT-W2) and warrant no. 3 (SIMAT-W3) and the capital increase by General Mandate. And approve the amendment of Clause 4 of the Memorandum of Association to be in accordance with the capital increase

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details.

Mr. Thammanoon explained that the Company will increase the registered capital for Baht 95,626,344 divided into 95,626,344 common shares at the par value of Baht 1 each, from the existing registered capital of Baht 384,907,732 to Baht 480,534,076 at the par value of Baht 1 each to accommodate the exercise of the warrant no. 2 (SIMAT-W2), the exercise of the warrant no. 3 (SIMAT-W3) and the capital increase by General Mandate. And approve the amendment of Clause 4 of the Memorandum of Association to be in accordance with the capital increase, as follow:

Clause 4

Registered capital of 480,534,076 baht

(Four hundred eighty million five hundred and thirty-four thousand and seventy-six Baht)

Divided into 480,534,076 shares

(Four hundred eighty million five hundred and thirty-four thousand and seventy-six shares)

With the par value of Baht 1 (one) each

Categorized into

Ordinary shares of 480,534,076 shares

(Four hundred eighty million five hundred and thirty-four thousand and seventy-six shares)

Preference shares of - None -

The Board of Directors agreed to approve the increase of the Company's registered capital.

The Chairman asked the shareholder for those who want to vote for "Disagree" or "Abstain" to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved 157,202,960 votes, or 100%

Disapproved 0 votes, or 0%

Abstained 0 votes, or 0%

Resolution: The meeting unanimously resolved to approve the increase of the registered capital from the existing registered capital of Baht 384,907,732 to Baht 480,534,076 and the amendment of Clause 4 of the Memorandum of Association to be in accordance with the capital increase as proposed.

Agenda 12: To consider and approve the allotment of newly issued ordinary shares of 95,626,344 shares at a par value of Baht 1 per share reserved for the exercise of the warrant no. 2 (SIMAT-W2) and warrant no. 3 (SIMAT-W3) and the capital increase by General Mandate

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details. Mr. Thammanoon explained that the Board of Directors agreed to propose the shareholders to consider and approve the allotment of 95,626,344 newly issued ordinary shares at a par value of Baht 1 per share. The details of the allotment are as follows:

1. Allotment of 37,813,172 ordinary shares at a par value of Baht 1 per share to accommodate the exercise of the warrant No. 2 (SIMAT-W2)
2. Allotment of 37,813,172 ordinary shares at a par value of Baht 1 per share to accommodate the exercise of the warrant No.3 (SIMAT-W3)
3. Allotment of 20,000,000 ordinary shares at a par value of Baht 1 per share for the capital increase by General Mandate for Private Placement.

And to authorize the Board of Directors and/or authorized director and/or person designated by the Board of Directors to be empowered to consider and/or amend conditions related the allotment and shares offering as well as to sign any related agreements or documents, and perform any other necessary acts related to the offering of the allotment.

The Board of Directors agreed to approve this allocation of the increased ordinary shares.

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960	votes, or	100%
Disapproved	0	votes, or	0%
Abstained	0	votes, or	0%

Resolution: The meeting by majority of total votes resolved to approve the allotment of newly issued ordinary shares of 95,626,344 shares at a par value of Baht 1 per share reserved for issuance of SIMAT-W2 and SIMAT-W3 warrants and private placement as proposed.

Agenda 13: To consider and approve the review of the prohibition for any action considered as business takeover by foreigner

The Chairman assigned Mr. Thammanoon Korkiatwanich, Company secretary, to explain the details.

Mr. Thammanoon explained that since the Company has the license of internet service type 3 from the office of the National Broadcasting and Telecommunications Commission (NBTC), the Company is responsible to comply with the Notification of NBTC regarding the prohibition for any action considered as business takeover by foreigner B.C. 2554 in which such prohibition shall be reviewed every year and approved by the shareholders' meeting.

And the list of the prohibition for any action considered as business takeover by foreigner are as follows:

- 1) Business takeover through foreigner, nominee or agent of foreigner by holding shares either directly or indirectly holding in order to avoid this notification
- 2) Business takeover through foreigner, nominee or agent of foreigner by holding shares which has the privilege in voting in shareholders' meeting more than the actual number of share or has more privilege over the Thai shareholder
- 3) Business takeover through foreigner which has the power to control or influence either directly or indirectly in determination of policy, management or appointment of director or executive management
Executive management includes Chairman, Managing director, Vice president of procurement or finance or any other person who has authority or influence of management of telecommunication business of the licensee
- 4) Business takeover through legal relation with source of fund or loan from foreigner or related companies such as loan guarantee, loan with interest rate lower than market rate, business risk hedging or credit facility with discriminated treatment
- 5) Business takeover through any contract regarding to intellectual property, franchise or exclusive right with foreigner or related companies which transfer cost and benefit to foreigner
- 6) Business takeover through any contract regarding to procurement or services with foreigner, related companies or employee of foreigner which transfer cost and benefit to foreigner
- 7) Business takeover through joint venture with foreigner or related companies which transfer cost and benefit to foreigner
- 8) Business takeover through transfer pricing or agreeable price transaction with foreigner or related companies

The Board of Directors considered that the Company has complied with the prohibition and has no any action considered as business takeover by foreigner therefore the board agreed to propose the shareholder to approve the review of the prohibition for any action considered as business takeover by foreigner as proposed.

The Chairman asked the shareholder for those who want to vote for “Disagree” or “Abstain” to raise their hands then the officer collected their voting card to count their votes and deduct from the total votes of the total shareholders.

The voting result for this agenda is as below:

Approved	157,202,960 votes, or 100%
Disapproved	0 votes, or 0%
Abstained	0 votes, or 0%

Resolution: The meeting unanimously resolved to approve the review of the prohibition for any action considered as business takeover by foreigner as proposed.

Agenda 14: Other business (if any)

No any agenda was proposed.

The Chairman closed the meeting and gave the thank speech to all attendants for joining this meeting and provided some beneficial comment to the Company.

The meeting closed at 15.30 O'clock.

Signed_____

(Mr. Thongkam Manasilapapan)

Chairman of the meeting

Signed_____

(Mr. Thammanoon Korkiatwanich)

Company Secretary