

March 29, 2021

Subject: Invitation to Attend the 2021 Annual General Meeting of Shareholders

Attn. to: Shareholders of Simat Technologies Public Company Limited

Attachments:

- 1) A Copy of Minutes of the Annual General Meeting of Shareholders for the Year 2020
- 2) Annual Report of the Year 2020
- 3) Biographies of the Proposed Directors
- 4) Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No.5 (SIMAT-W5)
- 5) Capital Increase Form (F53-4)
- 6) Information memorandum for allocation of newly ordinary shares issued
- 7) Profiles of Independent Directors for proxy
- 8) The Company's Articles of Association with regard to the Annual General Meeting of Shareholders
- 9) Map for the Meeting Venue
- 10) Documents for the Rights to Attend the Meeting
- 11) Proxy Form A and B

According to the Board of Directors' meeting no. 3/2021 on March 10, 2021 of Simat Technologies Public Company Limited has resolved to determine the Annual General Shareholder's Meeting of the year 2021 on Thursday April 29, 2021 at 10.00 hours at IRIS Room, VIVA GARDEN Hotel, 1988 Sukhumvit Road, Bangchak, Phra Khanong, Bangkok.

Therefore, the Board of Directors prepared the meeting agenda to consider the following matters:-

Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2020

Rationale & Background The Company held the Annual General Meeting of Shareholders for the Year 2020 on April 30, 2020 as well as submitted the minutes to The Stock Exchange of Thailand and Ministry of Commerce within the time specified by laws including disseminated the aforesaid minutes via corporate website (www.simat.co.th), which details appear on a copy of the minutes – Attachment 1 enclosed this Letter.

The Board's Opinion The Minutes of the Annual General Meeting of Shareholders for the Year 2020 held on April 30, 2020 had been correctly and completely recorded, and deemed appropriate to propose the Meeting to consider and certify the aforesaid minutes accordingly.

Agenda 2 To acknowledge the Board of Directors' report on the Company's Operating Performance for the year 2020

Rationale & Background The Company's operating performance of the year 2020 can be found in the Annual Report which was attached together with this invitation as per details in Attachment 2.

The Board's opinion Agreed to propose the report on the Company's operating performance in the year 2020 to shareholders for acknowledgement.

Agenda 3 To consider and approve the statement of financial position and the Statements of comprehensive Income for the year ended December 31, 2020

Rationale & Background The Company's statement of financial position and the Statements of comprehensive Income for the year ended December 31, 2020 was reviewed and endorsed by the Company's Audit Committee and also audited by Miss Patcharee Siriwongsin, the Company's auditor, from ANS Audit Co., Ltd. The details of which are attached herewith in the Company's Annual Report for "Financial Statements" section (Attachment 2).

The Board's opinion Agreed to propose the Audited statement of financial position and the Statements of comprehensive Income for the year ended December 31, 2020 which were audited by Miss Patcharee Siriwongsin, auditor from ANS Audit Co., Ltd. and considered by Audit Committee to shareholders for approval.

Agenda 4 To consider allocate of retain earning and approve no dividend payment for the operating result of year 2020

Rationale & Background The Company has the policy to pay out dividend to the shareholders at the rate of 50 percent. 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 Company has allocation of net profit for the year 2020 as legal reserve at the rate not less than 5% of net profit for the year 2020 amounting Baht 1,501,000; and to consider omission of annual dividend payment for the year 2020 to maintain the Company's financial liquidity.

The Board's Opinion The Board of Directors agrees to propose the shareholder to consider and approve no dividend payment for the operating result of year 2020.

Agenda 5 To consider and elect the directors in replacement of those retired by rotation

Rationale & Background According to Article 25 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, the name lists of the 3 directors who retired are as follows:

1. Mr. Tawatchai Aranyik
2. Ms. Ranchana Rajatanawin
3. Mr. Thammanoon Korkiatwanich

The Board's Opinion In this regard, the Board of Directors approved and agreed to propose the Shareholders' Meeting the appointment of 3 new directors to replace those directors who retire by rotation as follows:

1. Mr. Yanapol Rakkasikorn to replace Mr. Tawatchai Aranyik;
 2. Mr. Krispong Wongmahattana to replace Ms. Ranchana Rajatanawin;
 3. Mr. Yuthweera Ashwangkul to replace Mr. Thammanoon Korkiatwanich;
- (Biographies of the 3 nominees are attached herewith in Attachment 3.)

Therefore, the Board of Directors will consist of:

1. Mr. Thongkam Manasilapapan, Vice Chairman of the Board of Directors (Deputy Chairman of the Board of Directors)
2. Mr. Boonlert lawpornchai, Director
3. Mr. Teeranut Thangsatapornpong, Director
4. Mr. Phanom Rattanarat, Director
5. Mr. Thanayous Kositsakul, Director
6. Mr. Thanawat Eusiriphan, Director
7. Mr. Krispong Wongmahattana, Independent Director
8. Mr. Yuthweera Ashwangku, Independent Director
9. Mr. Yanapol Rakkasikorn, Independent Director

Agenda 6 To consider the determination of Director's Remuneration

Rationale & Background 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 2021, 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 as follows:

Position	Remuneration of Directors Year 2021	Remuneration of Directors Year 2020
Chairman of the Board of Directors	THB10,000 / Meeting	THB10,000 / Meeting
Director / Independent Director / Audit Committee	THB7,000 / Meeting	THB7,000 / Meeting

Bonus of directors is not exceeding THB 100,000 per person per year.

Notwithstanding, any director who is already paid in type of salary or other compensation as an executive management or employee of the Company and/or its subsidiary(s) or associated company(s), will not receive the above-mentioned compensation.

The Board's opinion The Board of Directors agreed to propose to the shareholders to approve the determination of Directors' Remuneration for 2021 according to the details mentioned above.

Agenda 7 To consider the Appointment and Determination of the Auditor's Remuneration

Rationale & Background 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."

The Audit Committee considered proposing 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 or Miss Kulthida Phasurakul, CPA no. 5946 or Miss Patcharee Siriwongsin, CPA no. 9037 from ANS Audit Co., Ltd. as the auditor of the Company and subsidiaries for the year 2021. 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 2021 is determined at Baht 4,051,000 as the details compared with prior year below:

Auditor's Remuneration	Year 2021	Year 2020	Year 2019
Audit fee for Company only	1,661,000	1,590,000	1,590,000
Audit fee for subsidiaries	2,035,000	2,536,000	1,676,000
Total	4,051,000	4,126,000	3,266,000

The Board's opinion Based on the Audit Committee's opinion, the Board of Directors agreed to propose the shareholders 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 or Miss Kulthida Phasurakul, CPA no. 5946 or Miss Patcharee Siriwongsin, CPA no. 9037 from ANS Audit Co., Ltd. as the auditor of the Company and subsidiaries for the year 2021 and the remuneration of auditor is determined at Baht 4,051,000. (Miss Patcharee Siriwongsin is the auditor of the Company since 2018)

Agenda 8 To Approve the issuance and offering of newly issued ordinary shares of the Company not exceeding 75,373,827 shares to existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering) in the allocation ratio of 7 existing ordinary shares per 1 newly issued ordinary share with an offering price of Baht 3 per share.

Rationale & Background Approved to propose the 2021 Annual General Meeting of Shareholders to consider approving the issuance and offering the newly issued ordinary shares in the amount of not exceeding 75,373,827 shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the ratio of 7 existing shares per 1 new share. The offering price is at THB 3 per share. Any fractions resulting from the allocation of right offering shall be rounded down.

In determining the offering price of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) above, the Company has determined the market price of the Company's shares by fixing a discount of approximately 40.45 percent of the weighted average price of the Company's shares in the Stock Exchange of Thailand (the "SET") for previous 7 consecutive business days before the date of the Board of Directors resolved to propose an agenda for the increase of registered capital to the shareholders' meeting for consideration on March 10, 2021 (that is, between March 1, 2021 – March 9, 2021) which is equal to THB 5.04 (Data from SETSMART of SET)

The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is May 11, 2021 and authorized the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to change the date for determining the shareholders who are entitled to be allocated and offered the newly issued shares as appropriate taking into account the benefits to and impact upon the Company. Nevertheless, the determination of the allocation and offering of the newly issued shares is uncertain until the approval of shareholders' meeting has been granted.

The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer shall

determine and inform the share subscription and the payment date later through the news dissemination system of the SET.

The Board's opinion The Board of Directors agreed to propose the shareholders to approve the issuance and offering of newly issued ordinary shares of the Company not exceeding 75,373,827 shares to existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering) in the allocation ratio of 7 existing ordinary shares per 1 newly issued ordinary share with an offering price of Baht 3 per share according to the details mentioned above.

Agenda 9 To consider and approve the issuance of warrants to purchase newly issued ordinary shares of the Company No. 5 (SIMAT- W5) of no more than 150,747,654 units to be allocated to existing shareholders of the Company after the Company has registered the increase of paid-up capital for issuance and offering of shares to existing shareholders proportionately.

Rationale & Background Approved to propose the 2021 Annual General Meeting of Shareholders to consider approving the issuance of the warrants to purchase ordinary shares of the Company No. 5 (the “SIMAT-W5 Warrants”) to the existing shareholders proportionate to their respective shareholding (Rights Offering) after the Company has registered the increase of its paid up capital for the issuance and offering of the newly issued ordinary shares to the existing shareholders proposed to the shareholders’ meeting for approval in Agenda 8 above to maintain the shareholding proportion of the existing shareholders in the amount of not exceeding 150,747,654 units free from charge, at the allocation ratio of 4 ordinary shares to 1 unit of the SIMAT-W5 Warrants. The SIMAT-W5 Warrants shall have the term of 3 years from the issuance date of the SIMAT-W5 Warrants with the exercise ratio of the SIMAT-W5 Warrants is the SIMAT-W5 Warrants 1 unit has the right to purchase ordinary shares of the Company 1 share and the exercise price is THB 2 per share (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the SIMAT-W5 Warrants) (Should there be any fraction of the SIMAT-W5 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded.)

The conditions and details of the SIMAT-W5 Warrants are set out in **Attachment 4** (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No.5 (SIMAT-W5))

In this regard, in order to provide the terms and conditions of the SIMAT-W5 Warrants to be appropriate according to the capital market and money market conditions and for the benefits of the Company and shareholders. The Board of Directors meeting, therefore, proposes to the shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power

to take all necessary actions in connection with the issuance and allocation of the SIMAT-W5 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the SIMAT-W5 Warrants, including the date to determine the list of shareholders entitled to be allocated with the SIMAT-W5 Warrants;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the SIMAT-W5 Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Securities and Exchange Commission Office (the “SEC Office”), the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the SIMAT-W5 Warrants and the listing of the SIMAT-W5 Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the Market for Alternative Investment; and
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the SIMAT-W5 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the SIMAT-W5 Warrants on this occasion.

The Board’s opinion The Board of Directors agreed to propose the shareholders to consider and approve the issuance of warrants to purchase newly issued ordinary shares of the Company No. 5 (SIMAT- W5) of no more than 150,747,654 units to be allocated to existing shareholders of the Company after the Company has registered the increase of paid-up capital for issuance and offering of shares to existing shareholders proportionately according to the details mentioned above.

Agenda 10 To consider and approve the decrease of the Company’s registered capital of Baht 186,602,023 from the original registered capital of Baht 816,618,970 to the registered capital of Baht 630,016,947 as well as to approve the amendment to the Company’s Memorandum of Association No. 4 to be consistent with the Company’s decrease of registered capital.

Rationale & Background Approved to propose the 2021 Annual General Meeting of Shareholders to consider approving the reduction of the Company’s registered capital of THB 186,602,023 from the original registered capital of THB 816,618,970 to 630,016,947 with a par value of THB 1.00 per share by canceling unsold shares remaining in the amount of 186,602,023 shares from the allocation to reserve (1) the warrants to purchase ordinary

shares of the Company No. 2 (the “SIMAT-W2 Warrants”) (2) the right adjustment under the SIMAT-W2 Warrants (3) the 1.00 percent Convertible Debentures of Simat Technologies Public Company Limited Due 2021 and (4) the issuance and offering the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital.

In this regard, the Board of Directors, therefore, propose the 2021 Annual General Meeting of Shareholders to authorize the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to have the power to amend the Memorandum of Association at the DBD-MOC and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process.

The Board's opinion The Board of Directors agreed to propose the shareholders to consider and approve the decrease of the Company's registered capital of Baht 186,602,023 from the original registered capital of Baht 816,618,970 to the registered capital of Baht 630,016,947 as well as to approve the amendment to the Company's Memorandum of Association No. 4 to be consistent with the Company's decrease of registered capital according to the details mentioned above.

Agenda 11 To consider and approve the increase of the Company's registered capital of Baht 241,432,688 from the original registered capital of Baht 630,016,947 to the registered capital of Baht 871,449,635 as well as to approve the amendment of Memorandum of Association of the Company No. 4 to be consistent with the Company's increase of registered capital.

Rationale & Background Approved to propose the 2021 Annual General Meeting of shareholders to consider approving the increase of registered capital by not exceeding THB 241,432,688 from the existing registered capital of THB 630,016,947 to THB 871,449,635 by issuing of not exceeding 241,432,688 newly-issued ordinary shares, at the par value of THB 1.00 per share and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of registered capital to accommodate the following propose:

- (1) The allocation of newly issued ordinary shares the existing shareholders proportionate to their respective shareholding (Rights Offering) at the ratio of 7 existing shares per 1 new share in the amount of 75,373,827 shares;
- (2) The exercise of the SIMAT-W5 Warrants to the existing shareholders proportionate to their respective shareholding (Rights Offering) in amount of 150,747,654 shares;
- (3) The right adjustment under the warrants to purchase ordinary shares of the Company No. 3 (the “SIMAT-W3 Warrants”) in the amount of 5,840,568 shares; and
- (4) The right adjustment under the warrants to purchase ordinary shares of the Company No. 4 (the “SIMAT-W4 Warrants”) in the amount of 9,470,639 shares.

Remark: in the case that the 2021 Annual General Meeting of shareholders has approved the issuance and offering of the newly issued ordinary shares in the amount of not exceeding 75,373,827 shares to the existing

shareholders proportionate to their respective shareholding (Rights Offering) at the ratio of 7 existing shares per 1 new share at the offering price of THB 3 per share, the Company will adjust the right under (1) SIMAT-W3 Warrants, (2) SIMAT-W4 Warrants, and (3) the warrants to the Company's directors or employees No. 2 (the "SIMAT-ESOP-2"), however, the Board of Directors of the Company has considered and opined that the Company will not increase the registered capital of the Company to accommodate for the right adjustment under the SIMAT-ESOP-2 since the reserved shares for the SIMAT-ESOP-2 is sufficient to reserve for the exercise right of the remaining SIMAT-ESOP-2 after the right adjustment of the SIMAT-ESOP-2.

In this regard, the Board of Directors' meeting, therefore, propose the 2021 Annual General Meeting of shareholders to authorize the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to have the power to amend the Memorandum of Association at the DBD-MOC and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process. The detail of the newly issued shares allocation is set out in Attachment 5 (Capital Increase Form (F53-4) and Attachment 6 (Information memorandum for allocation of newly ordinary shares issued).

The Board's opinion The Board of Directors agreed to propose the shareholders to consider and approve the increase of the Company's registered capital of Baht 241,432,688 from the original registered capital of Baht 630,016,947 to the registered capital of Baht 871,449,635 as well as to approve the amendment of Memorandum of Association of the Company No. 4 to be consistent with the Company's increase of registered capital according to the details mentioned above.

Agenda 12 To consider and approve the allocation of newly issued ordinary shares not exceeding 241,432,688 shares

Rationale & Background Approved to propose the 2021 Annual General Meeting of shareholders to consider approving the allocation of newly ordinary shares issued, details are as follows;

- 12.1 Allocation of the newly ordinary shares of not exceeding 75,373,827 shares at the par value of THB 1.00 per share for sale to the existing shareholders proportionate to their respective shareholding (Rights Offering) as the detail in Agenda 8 above.

The shareholders may subscribe for newly issued ordinary shares in excess of their rights as specified above (oversubscription), in which existing shareholders who subscribe for more than their rights will receive allotment of shares in excess of their rights. Only when there are shares remaining from the allocation to the existing shareholders of the Company that has all rights reserved.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company. In the event that, there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round. The Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for more than their rights in proportion to their existing shareholding at the same price as the shares allotted according to their rights. This includes existing shareholders, who wish to subscribe for more than their rights in proportion to their shareholding as connected persons of the Company. The details are as follows;

- (a) In case, there are shares remaining from the allocation to the existing shareholders of the company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The company will allocate the remaining shares to those who subscribe for more than the rights and pay all subscription fees for all shares according to the number of intention to subscribe for more than rights;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe for more than the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe for more than the rights according to the steps. The following episode;
 - (1) Allocated according to the proportion of existing shareholders of each subscriber to more than each individual right by multiplying the existing shareholding proportion of the subscriber exceeding each right by the number of remaining shares. It will be the number of shares that each subscriber exceeds the rights to be allocated in the event that there are fractions of shares, rounding those shares shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber that exceeds the rights and has not been fully allocated in proportion to the original shareholding of those who subscribe for more than each right by multiplying the existing shareholding of each subscriber that exceeds each of the rights by the number of remaining shares to be the number of shares that the subscriber exceeds each of the rights to be allocated. In the event that, there are fractions of shares, rounding off those shares the number

of shares to be allocated will not exceed the number of shares that each shareholder has already subscribed and paid for the subscription price. In this regard, the allocation of shares to the subscriber exceeds the rights under the procedures in this Clause. Until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company subscription beyond rights in any case, it must not make any shareholders (Including persons under Section 258 of the Securities and Exchange Act 1992 (including amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification No. Tor Jor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the announcement Tor Jor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company. According to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for more than rights (Oversubscription) to proceed with the reduction of the Company's registered capital by cutting the remaining ordinary shares from the offering for sale.

In the allocation of the newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholding (Rights Offering), the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer have the power to take the following actions as relevant or as reasonably necessary to provide the issuance and allocation of the newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) accomplished by the authority including but not limited to;

- (a) To consider the details of the allocation of the newly issued ordinary shares for sale to the existing shareholders of the company in proportion to their shareholding in order to be in accordance with the laws and regulations relating to the issuance and offer to sell securities under Thai law. However, the company may reserve the right to not offer new shares to existing shareholders of any company, if doing so will make the company violating foreign laws or regulations;
- (b) To determine or change method for allocation of newly ordinary shares issued, for example, all at one time, or a part, the period of offering price, purpose of offering, offering ratio, bid price and payment method or details regarding the allotment and offering, such as changing the date for determining the rights, list of shareholders, who are entitled to receive the newly issued shares;
- (c) To sign the request form, requesting waiver of the notice as well as any documents related to the allocation of newly issued ordinary shares. It includes contacting and submitting documents to staff or representatives of any relevant departments. As well as the introduction of new ordinary shares of the company listed on the Market for Alternative Investment and take any actions necessary and relevant to the allotment of new shares for sale to the existing shareholders of the company in proportion to shareholding under the terms of the relevant law;
- (d) To register of changes in paid-up capital with the DBD-MOC and has the power to take all necessary actions in accordance with the registrar's order to complete the registration process.

12.2 Allocation of the newly ordinary shares of not exceeding 150,747,654 shares at the par value of THB 1.00 per share to accommodate the exercise of the SIMAT-W5 Warrants to be issued and offered to the existing shareholders proportionate to their shareholding at the allocation ratio of 4 ordinary shares to 1 unit of the SIMAT-W5 Warrants free from charge after the Company has registered the increase of its paid up capital for the issuance and offering of the newly issued ordinary shares to the existing shareholders proposed to the shareholders' meeting for approval in Clause 12.1 above. Nevertheless, the determination of the allocation and offering of the SIMAT-W5 Warrants is uncertain until the approval of shareholders' meeting has received.

12.3 Allocation of the newly ordinary shares of not exceeding 5,840,568 shares at the par value of THB 1.00 per share to accommodate the right adjustment under the SIMAT-W3 Warrants.

12.4 Allocation of the newly ordinary shares of not exceeding 9,470,639 shares at the par value of THB 1.00 per share to accommodate the right adjustment under the SIMAT-W4 Warrants.

In this regard, the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer is authorized to determine, amend and revise conditions and details in connection with the allocation of the newly-issued shares, as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the allocation of newly-issued shares, including, but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the DBD-MOC or other competent authorities, including listing newly-issued shares as listed securities on the Market for Alternative Investment.

The detail of the newly issued shares allocation is set out in **Attachment 5** (Capital Increase Form (F53-4) and **Attachment 6** (Information memorandum for allocation of newly ordinary shares issued).

The Board's opinion The Board of Directors agreed to propose the shareholders to consider and approve the allocation of newly issued ordinary shares not exceeding 241,432,688 shares according to the details mentioned above.

Agenda 13 To approve the issuance and offering of debentures not exceeding 300 MB

Rationale & Background Approved to propose the 2021 Annual General Meeting of shareholders to consider approving the issuance and offering of debentures in the amount of not exceeding THB 300 Million as the following detail:

Objectives of utilization of funds: In order to repayment for loan and/or short-term debt instrument and/or long-term debt instrument, all amount or some part of the Company as well as in order to use in operating business or working capital and supporting business of the Company.

Type: All types of the debentures: Name or Un-name the Holder, Secured or Unsecured, Treasury or Non-treasury, Subordinated or Unsubordinated; depend on properness of market condition at each present time while issuing and offering the Debentures for sales and other relevant factors.

Total value:	Within limit not exceeding THB 300 Million or other currency at equivalent amount, so that the Company can .issue and offer for sales additional the Debentures and/or issue and offer for sales Debenture as replacement of primary the Debentures already released within the aforesaid limit by means that the Debentures issued for sales already at each moment of time must obtain amount not exceeding the aforesaid limit.
Currency	THB currency and/or foreign currency at equivalent amount.
Offering:	In-shore and/or Off-shore Offering, One-time or Multiple Time Offering and/or Project and/or Revolving Offering to Public and/or Private Placement and/or Institutional Investors and/or Major Investors at the same or different time according to Notification of SEC and/or SEC's Office and/or other relevant regulations enforcing at the time while issuing and offering the Debentures for sales.
Interest rate:	Depend on market condition while issuing and offering the debentures for sales or according to agreement and condition of the Debentures issued at that time.
Maturity:	No longer than 3 years as from the date of each debenture issuance so as to be under regulations of The Capital Market Supervisory Board and/or SEC Office
Release before Maturity	The Shareholders and/or the Company may be or may be not entitled to release the Debentures before maturity so as to depend on condition of the Debentures issued each time.
Secondary Market	The Company may register the Debentures with The Thai Bond Market Association or any other secondary market as deemed appropriate.

Authority to Determine The Board of Directors and/or the Executive Committee and/or the Chief
Other Details Executive Officer and/or the person authorized by the Board of Directors

and/or the Executive Committee and/or the Chief Executive Officer shall be authorized to:

- 1) determine the details relevant to the debentures, limitations, and other conditions of the debentures, such as, type or kind of the debentures for each issuance, par value, offering price for sale per unit, interest rate, appointment of the debenture holder's representative, issuance and offering for sale methods, allocation methods, details on the offering for sale, call redemption, and listing of debentures on any secondary market (if any) , as well as determine or change the conditions and details relating to the issuance and offering for sale of debentures of each type/kind/time, and to be authorized to undertake any act necessary for and relevant to the completion of issuance and offering of the debentures in accordance with the law;
- 2) appoint the financial advisor and/or the underwriter and/or credit rating institution of the securities issuer and/or the securities and/or any other person where the appointment is regulated as required by the relevant rules or in any other cases which the Company deems appropriate; and
- 3) deal with, negotiate, enter into, execute, and/or amend the Undertaking Agreements or the Placement Agreement and/ or other related agreements and/or documentation, as well as provide information and submit applications and evidence to the SEC Office and/ or other agencies or persons related to the issuance and offering of such debentures, and to undertake any act relevant to or necessary for such transaction as it deemed appropriate.

The Board's opinion The Board of Directors agreed to propose the shareholders to approve the issuance and offering of debentures not exceeding 300 MB according to the details mentioned above.

Agenda 14 To approve the amendment of authorized director to sign on behalf of the Company

Rationale & Background Approved to propose the 2021 Annual General Meeting of Shareholders to consider approving the amendment of authorized director to sign on behalf of the Company.

From “ Mr. Thongkam Manasilapapan, Mr. Thammanoon Korkiatwanich and Mr. Teeranut Thangsatapornpong, any two of three aforementioned are jointly sign with Company’s seal affixed.”

To “Mr. Thongkam Manasilapapan, Mr. Boonlerd lewpornchai and Mr. Teeranut Thangsatapornpong, any two of three aforementioned are jointly sign with Company’s seal affixed.”

The Board's opinion The Board of Directors agreed to propose the shareholders to approve the amendment of authorized director to sign on behalf of the Company according to the details mentioned above.

Agenda 15 To approve the amendment of the Articles of Association of the Company

Rationale & Background Approved to propose the 2021 Annual General Meeting of Shareholders to consider approving the amendment of the Articles of Association of the Company as the following detail:

15.1 Amendment the Articles of Association of the Company Section 4 Article 37

From “the number or the name of the authorized directors to sign on behalf of the Company shall be indicated by the shareholders’ meeting”

To “The Board of Director is authorized to indicate and amend the number or the name of the authorized directors to sign on behalf of the Company”

15.2 Amendment the Articles of Association of the Company Section 4 Article 32

From “In convening the Board of Directors’ meeting, chairman or the person assigned by chairman shall send notice of the meeting to the directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity and urgency for the propose of maintaining the rights and interests of the Company, the convention for a meeting maybe made by other methods and the date of the meeting maybe fixed with less than seven (7) days prior notices.”

To “In convening the Board of Directors’ meeting, chairman or the person assigned by chairman shall send notice of the meeting to the directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity and urgency for the propose of maintaining the rights and interests of the Company, the convention for a meeting maybe made by other methods and the date of the meeting maybe fixed with less than seven (7) days prior notices.

The Board of Directors’ meeting maybe conduct via electronic device, provided that the conduct of such meetings meets the requirements and procedures as required by the related laws and comply with the standards for electronic conferencing security prescribed in the related law.”

15.3 Amendment the Articles of Association of the Company Section 5 Article 39

From “In convening a shareholders’ Meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda of the Meeting and matters to be proposed to the Meeting together with reasonable details by indicating clearly whether it is the matter proposed for acknowledgment, for approval or for consideration, including the opinions of the Board of Directors for such matters; by delivery the above notice to the shareholders at least seven (7) days prior to the date of the Meeting; and publish the above notice in a newspaper for three (3) consecutive days and at least three (3) days prior to the date of the Meeting. Anyhow, the place used for the Meeting shall be determined by the Board of Directors.”

To “In convening a shareholders’ Meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda of the Meeting and matters to be proposed to the Meeting together with reasonable details by indicating clearly whether it is the matter proposed for acknowledgment, for approval or for consideration, including the opinions of the Board of Directors for such matters; by delivery the above notice to the shareholders at least seven (7) days prior to the date of the Meeting; and publish the above notice in a newspaper for three (3) consecutive days and at least three (3) days prior to the date of the Meeting. Anyhow, the place used for the Meeting shall be determined by the Board of Directors.

The Board of Directors shall determine to conduct the shareholders’ meeting via electronic device, provided that the conduct of such meetings meets the requirements and procedures as required by the related laws and comply with the standards for electronic conferencing security prescribed in the related law.”

In this regard, the Board of Directors also deemed it appropriate to propose the 2021 Annual General Meeting of Shareholders to authorize the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer, to have the power to register the amendment of the Company’s Article of Association with the Department of Business Development, Ministry of Commerce (the “DBD-MOC”) and to take any actions in accordance with the public limited company registrar’s orders until the completion of registration process.

The Board’s opinion The Board of Directors agreed to propose the shareholders to approve the amendment of the Articles of Association of the Company according to the details mentioned above.

Agenda 16 To review the requirements to prohibit the actions obtaining characteristics as business dominated by foreigner(s)

Rationale & Background Since the Company is a licensee to render service of internet type 3 from National Broadcasting and Telecommunication Commission ‘NBTC”, who must comply with the Notification of NBTC RE: “Determination of Prohibition for Any Action Considered as Business Takeover by Foreigner(s) B.E. 2555 (and the Amendment)”, which determined a licensee to review the aforesaid prohibition as well as must get approval from the Meeting

The Board’s opinion The Company’s has complied with the determination of prohibition for any action considered as business takeover by foreigner(s); and obtain no any action within the scope of business takeover by foreigner(s). The Board, therefore, deemed appropriate to propose the Meeting to consider and approve the review of the determination of prohibition for any action considered as business takeover by foreigner(s) mentioned above.

Agenda 17 To approve the amendment of the Company’s memorandum of association by adding the Company’s objective

Rationale & Background Agreed to propose the Shareholders’ Meeting to consider and approve the amendment of the Company’s memorandum of association No.3 by adding the objective No. 28 as below,

“(28) To engage in service business of Consulting, Advising, Coaching, Training and Seminar of Business Administration, Commerce, Industry, Manufacturing, Marketing, Demonstration and Distribution of Computer, Computer System, Telecommunication Device, Telecommunication Network System, Satellite- Based Communication, All New Technology Device and Educational Institution for Training Relating to The Company’s business objective (upon receipt of permission from the relevant regulator)”.

The Board’s opinion The Board of Directors agreed to propose the shareholders to approve the amendment of the Company’s memorandum of association by adding the Company’s objective according to the details mentioned above.

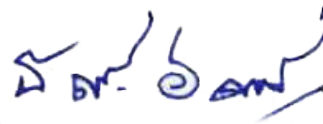
Agenda 18 Other business (if any)

Anyhow the Company has set the record date on March 29, 2021 to determine the list of shareholders who may participate in the AGM.

In addition, Notice of the Meeting and its Attachments are available at www.simat.co.th. For any questions concerning the proposed agendas, the Company welcomes opportunity to clarify these matters in the Meeting. Please forward your questions in advance to ir@simat.co.th or to facsimile number 0-2326-1666.

Please be invited to attend the meeting at the time and place as mentioned. The Company will allow the shareholders to register from 08:00 a.m. Shareholders can either attend the Meeting themselves or appoint representatives who are of juristic age to attend and cast vote on their behalf. In order to register conveniently and quickly, Shareholders or the Proxy attending the Meeting on behalf of the Shareholders are requested to bring evidence (s) as stated in the Attachment 10 and 11 and show it for the rights to attend the Meeting. In case the Shareholders appoint the independent director of the Company, the Shareholders are requested to send the reply envelope enclosed documents evidence (s) as stated in the Attachment 10 and 11 and a proxy to the Company in order to proceed your further intention.

Yours faithfully,

A handwritten signature in blue ink, appearing to be "Mr. Thawatchai Arunyik".

(Mr. Thawatchai arunyik)

Chairman of the Board of Directors