

July 23, 2021

Subject: Invitation to Attend the Extraordinary Shareholder's Meeting No. 1/2021

To: Shareholders of Simat Technologies Public Company Limited

Attachments:

- 1) Copy of the Minutes of the 2021 Annual General Meeting of Shareholders
- 2) Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No.5 (SIMAT-W5)
- 3) Capital Increase Form (F53-4)
- 4) Information memorandum for allocation of newly ordinary shares issued
- 5) Articles of Association relating to holding of the shareholders meeting
- 6) Guidelines for registration, procedures for attending the E-EGM, proxy appointment and submitting question
- 7) Proxy Form

According to the Board of Directors' meeting of Simat Technologies Public Company Limited (the "Company") No. 9/2021 has resolved to convene the Extraordinary Shareholder's Meeting No. 1/2021 on Wednesday August 11, 2021 at 10.00 hours through electronic media (E-EGM) according to Emergency Decree on Electronic Meetings B.E. 2563 (2020) broadcasting from the main conference room of Simat Technologies Public Company Limited, 123 Soi Chalongkrung 31, Ladkrabang industrial estate, Lamplatew Sub-district, Ladkrabang District, Bangkok. The agendas of the meeting are as follow:

Agenda 1 To consider and certify the Minutes of the Annual General Shareholders' Meeting 2021

Rationale & Background The Company convened the 2021 Annual General Shareholders' Meeting on April 29, 2021 and submitted the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the time specified by law including published on the Company's web site (www.simat.co.th) as per details appears in the copy of such minutes in **Attachment 1** (Copy of the Minutes of the 2021 Annual General Meeting of Shareholders).

The Board's Opinion The Minutes of the 2021 Annual General Shareholders' Meeting which was held on April 29, 2021 was completely and accurately recorded in a written form. The Board of Directors, therefore, deems it appropriate to propose to the shareholders' meeting to certify such minutes.

Vote required This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 2 To consider and approve the cancellation of the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 which approved the issuance and allocation of the

warrants to purchase ordinary shares of the Company No. 5 to the existing shareholders proportionate to their respective shareholding (Rights Offering);

Rationale & Background The Board of Director approved to propose that the shareholders' meeting to consider approving the cancelation of the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021, which approved the issuance and allocation of warrants to purchase ordinary shares of the Company No. 5 (the "SIMAT-W5 Warrants") to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in an amount of not exceeding 150,747,654 units (free of charge), at the allocation ratio of 4 ordinary shares to 1 unit of the SIMAT-W5 Warrants as per the details which has been disclosed to the Stock Exchange of Thailand (the "SET"), due to the following reasons:

- 1) On May 24, 2021 the holders of the warrants allocated to the Company's directors or employees No. 2 (the "SIMAT-ESOP-W2") gave notice of their intention to exercise the right to purchase ordinary shares under the SIMAT-ESOP-W2 of 315,000 units which caused the increase of the amount of the registered shares of the Company as a result of such exercise of the right under SIMAT-ESOP-W2 in the amount of 335,062 shares.
- 2) On July 8, 2021 which is the last exercise date of the warrants to purchase ordinary shares of the Company No. 4 (the "SIMAT-W4 Warrants") the Company expects that the holders of SIMAT-W4 Warrants will give notice of their intention to purchase the ordinary shares of the Company, which may cause an increase in the amount of registered shares of the Company;
- 3) On July 30, 2021 which is the exercise date of the warrants to purchase ordinary shares of the Company No. 3 (the "SIMAT-W3 Warrants") the Company expects that the holders of SIMAT-W3 Warrants will give notice of their intention to purchase the ordinary shares of the Company, which may cause an increase in the amount of registered shares of the Company.

In this regard, the Company's ordinary shares registrar shall record the names of the holders of SIMAT-ESOP-W2, SIMAT-W4 Warrants and /or SIMAT-W3 Warrants as the case may be as the shareholders in the Company's shares register book with Ministry of Commerce prior to the date to determine the list of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date). The holders of such warrants shall be the shareholders of the Company who are entitled to be allocated the SIMAT-W5 Warrants. The Board of Directors has considered and deemed that the SIMAT-W5 Warrants in the amount of 150,747,654 units which will be issued and allocated to the existing shareholders according to the resolution of the 2021 Annual General Meeting of the Shareholders is insufficient to allocate at the allocation ratio of 4 ordinary shares to 1 unit of the SIMAT-W5 Warrants to all

shareholders of the Company, including the shares arising from the exercise of the rights of the aforementioned warrants.

In the light of this, the Board of Directors deemed it appropriate to cancel the resolution of the 2021 Annual General Meeting of the Shareholders which approved the issuance and allocation of the SIMAT-W5 Warrants in the amount not exceeding 150,747,654 units in order to enable the Company to reconsider and recalculate the amount of the SIMAT-W5 Warrants to be issued and allocated to the shareholders of the Company and the allocation ratio in order to all shareholders of the Company to be allocated fairly. In this regard, the cancellation of the issuance and allocation of the SIMAT-W5 Warrants shall not affect the business operation, financial position and any operational matters of the Company.

The Board's Opinion The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the cancellation of the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 which approved the issuance and allocation of the SIMAT-W5 Warrants to the existing shareholders proportionate to their respective shareholding (Rights Offering) according to the details mentioned above.

Vote required This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 3 To consider and approve the issuance of the SIMAT-W5 Warrants in an amount of not exceeding 160,000,000 units to be allocated to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) and schedule the date for determining the names of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date);

Rationale & Background The Board of Directors of the Company approved to propose that the shareholders' meeting to consider approving the issuance of the new SIMAT-W5 Warrants to replace the cancelled SIMAT-W5 Warrants, as proposed to the Extraordinary General Meeting of the shareholders No. 1/2021 to consider approving the cancellation of the resolution of the 2021 Annual General Meeting held on April 29, 2021, which approved the issuance and allocation of the SIMAT-W5 Warrants detailed in agenda 2 above. The Board of Directors deemed it appropriate to propose to consider the issuance and allocation of the new SIMAT-W5 Warrant to be allocated to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in an amount of not exceeding 160,000,000 units (free of charge), at the allocation ratio range of 4.07 ordinary shares per 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. 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.). In this regard, the Company has scheduled August 19, 2021 as the date for determining the names of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date).

The conditions and details of the SIMAT-W5 Warrants are set out in **Attachment 2** (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 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 take 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 to amend the date to determine the list of shareholders entitled to be allocated the SIMAT-W5 Warrants, and allocation ratio of the SIMAT-W5 Warrants to be allocated to shareholders, and to specify and to amend the issuance date of 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 contacting, 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 actions 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 deemed it appropriate to propose the shareholders' meeting to approve the issuance of the new SIMAT-W5 Warrants to replace the cancelled SIMAT-W5 Warrants in an amount

of not exceeding 160,000,000 units (free of charge) to be allocated to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) and schedule the date for determining the names of shareholders entitled to be allocated the SIMAT-W5 Warrants (Record Date) according to the details mentioned above.

Vote Required This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the decrease of the registered capital by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) (2) the exercise of the right of the warrants to the Company's directors or employees No. 2 (3) the exercise of the right of the SIMAT-W5 Warrants issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021, and (4) the exercise of the right of the warrants to purchase ordinary shares of the Company No. 4 as the last exercise date of such warrants shall be on July 8, 2021 and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital.

Rationale & Background The Board of Directors of the Company approved to propose that shareholders' meeting to consider approving the reduction of the Company's registered capital by not exceeding THB 171,887,817 from the original registered capital of THB 871,449,635 to the new registered capital of THB 699,561,818 by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) in the amount of 31 shares (2) the exercise of the right of the SIMAT-ESOP-W2 in the amount of 3,706,995 shares (3) the exercise of the right of the SIMAT-W5 Warrants issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021 in the amount of 150,747,654 shares, and (4) the exercise of the right of the SIMAT-W4 Warrants as the last exercise date of such warrants shall be on July 8, 2021 in the amount of 17,433,137 shares and approval of 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 deemed it appropriate to propose the shareholder's meeting to consider approving the authorization 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 has the power to amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce 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 deemed it appropriate to propose to the shareholders' meeting to approve the decrease of the registered capital by canceling unsold shares remaining from the allocation to reserve (1) the allocation of the newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering) (2) the exercise of the right of the warrants to the Company's directors or employees No. 2 (3) the exercise of the right of the SIMAT-W5 Warrants issued and allocated according to the resolution of the 2021 Annual General Meeting of the Shareholders held on April 29, 2021, and (4) the exercise of the right of SIMAT-W4 Warrants as the last exercise date of such warrants shall be on July 8, 2021 and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the reduction of registered capital.

Vote required This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote.

Agenda 5 To consider and approve the increase of registered capital of the Company in the amount of THB 161,308,187 from the decreased registered capital pursuant to Agenda 4 above by issuing 161,308,187 newly-issued ordinary shares to reserve for (1) the exercise of the SIMAT-W5 Warrants in the amount of 160,000,000 shares, and (2) the adjustment of rights under the SIMAT-W3 Warrants in the amount of 1,308,187 shares and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of registered capital;

Rationale & Background The Board of Directors of the Company approved to propose that shareholders' meeting to consider approving the increase of registered capital in the amount of THB 161,308,187 from THB 699,561,818 to be the new registered capital of THB 860,870,005 by issuing of 161,308,187 newly-issued ordinary shares to reserve for (1) the exercise of the SIMAT-W5 Warrants in the amount of 160,000,000 shares, and (2) the right adjustment under the SIMAT-W3 Warrants in the amount of 1,308,187 shares and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of registered capital.

In this regard, the Board of Directors deemed it appropriate to propose the shareholder's meeting to consider approving the authorization 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 has the power to amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce 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 capital increase and the allocation of the newly issued shares is set out in **Attachment 3** (Capital Increase Form (F53-4) and **Attachment 4** (Information memorandum for allocation of newly ordinary shares issued).

The Board's Opinion The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the increase of registered capital of the Company in the amount of THB 161,308,187 from the decreased registered capital pursuant to Agenda 4 above by issuing 161,308,187 newly-issued ordinary shares to reserve for (1) the exercise of the SIMAT-W5 Warrants in the amount of 160,000,000 shares, and (2) the adjustment of rights under the SIMAT-W3 Warrants in the amount of 1,308,187 shares and consider approving the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of registered capital according to the details mentioned above.

Vote required This agenda item requires not less than three-fourths of the votes of the shareholders present at the meeting and entitled to vote.

Agenda 6 To consider and approve the allocation of newly ordinary shares issued to (1) accommodate the exercise of the SIMAT-W5 Warrants, and (2) accommodate the adjustment of rights under the warrants to purchase ordinary shares of the Company No. 3;

Rationale & Background Approved to propose that the Extraordinary General Meeting of the shareholders No. 1/2021 consider approving the allocation of newly ordinary shares issued, details are as follows;

- 6.1 Allocation of the newly ordinary shares not exceeding 160,000,000 shares at the par value of THB 1.00 per share to accommodate the exercise of the SIMAT-W5 Warrants.
- 6.2 Allocation of the newly ordinary shares not exceeding 1,308,187 shares to accommodate the right adjustment under the SIMAT-W3 Warrants.

The detail of the capital increase and the allocation of newly issued shares is set out in **Attachment 3** (Capital Increase Form (F53-4) and **Attachment 4** (Information memorandum for allocation of newly ordinary shares issued).

The Board's Opinion The Board of Directors deems it appropriate to propose to the shareholders' meeting to approve the allocation of newly ordinary shares issued to (1) accommodate the exercise of the SIMAT-W5 Warrants, and (2) accommodate the adjustment of rights under the warrants to purchase ordinary shares of the Company No. 3 according to the details mentioned above.

Vote required This agenda requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 7 Other business (if any)

The shareholder is invited to attend the shareholders meeting in form of electronic meeting (E-EGM) on the date and at the time as indicated on the first page of this Notice. The registration login for the meeting shall be opened from 9.00 a.m. until the meeting time. The shareholder or proxy, in case any shareholder wishes to grant proxy to other person to attend the meeting and vote on your behalf, shall upload identification document and other supporting documents in compliance with **Attachment 6** (the Guideline for registration, procedures for attending the E-EGM, proxy appointment and submitting question).

For preservation of the shareholder's rights and benefits, including the shareholder whose shares are administered by financial institution, mutual fund or custodian, the shareholder may appoint the Company's independent director whose name and brief description are shown **Attachment 6** (the Guideline for registration, procedures for attending the E-EGM, proxy appointment and submitting question).

In this regard, please complete and duly execute a proxy instrument, and express your voting intention in advance. The completed and executed proxy instrument shall be submitted together with required documents to the Company via weblink or QR code for shareholder registration and the original documents shall be delivered to Department of Investor Relations Simat Technology Public Company Limited at 123 Soi Chalongkrung 31, Ladkrabang industrial estate, Lamplatew sub-district, Ladkrabang district, Bangkok 10520 before August 9, 2021. When the Company receives the original documents, the Company will pay the duty stamp in electronic format in accordance with the Revenue Department's regulations.



Yours faithfully,

A handwritten signature in black ink, appearing to read "Yanapol Rakkasikorn".

(Yanapol Rakkasikorn)
Chairman of the Board