

December 9, 2021

Subject: Invitation to Attend the Extraordinary General Meeting of Shareholders No. 2/2021

To: Shareholders of Simat Technologies Public Company Limited

Enclosures

- 1 Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
- 2 Information Memorandum on Disposal of Assets of Simat Technologies Public Company Limited
- 3 Preliminary details of the Issuance and Offering of the Newly-Issued Ordinary Shares of Hinsitsu (Thailand) Public Company Limited to Directors, Executives, and Employees of HST and its subsidiaries (HST ESOP)
- 4 Articles of Association relating to holding of the shareholders meeting
- 5 Guidelines for registration, procedures for attending the E- EGM, proxy appointment and submitting question
- 6 Proxy Form

According to the Board of Directors' meeting of Simat Technologies Public Company Limited General Meeting of (the "Company") No.13/2021 which was held on November 15, 2021 has resolved to convene the Extraordinary General Meeting of Shareholders No.2/2021 on December 24, 2021 at 10.00 hours through electronic media (E-EGM) according to Emergency Decree on Electronic Meetings B.E. 2563 (2020) broadcasting from the conference room of Simat Technologies Public Company Limited, No. 183 Regent House Building, 9th Floor, Rajdamri Road, Lumpini Subdistrict, Pathumwan District, Bangkok. The agendas of the meeting are as follows:

Agenda 1 **To consider and certify the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on August 11, 2021.**

Rationale & Background

The Company convened the Extraordinary General Meeting of Shareholders No. 1/2021 on August 11, 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 website (www.simat.co.th) as per details appeared in the copy of such minutes in Enclosure 1 (Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021).

The Board's Opinion

The Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on August 11, 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 acknowledge the issuance and offering of the newly-issued ordinary shares of Hinsitsu (Thailand) Public Company Limited (HST), which is a subsidiary of the Company by way of IPO and the listing of HST's shares on the Market for Alternative Investment (Spin-off)

Rationale & Background

The Board of Directors has concerned of the good corporate governance and to the shareholders to receive all information, the Board of Directors No. 13/2021, therefore, resolved to propose the Extraordinary General Meeting of Shareholders No.2/2021 to consider and acknowledge the plan of the issuance and offering of newly-issued ordinary shares of Hinsitsu (Thailand) Public Company Limited (“**HST**”) by way of the initial public offering (“**IPO**”) and the listing of HST's shares on the Market for Alternative Investment (the “**MAI**”), including the disposal of HST's shares held by the Company in the amount of 7.54 percent of the total paid up capital of HST after IPO at the same occasion of offering by way of IPO, which such amount is a part of the total amount of IPO shares totaling of 28.17 percent of the total paid up capital of HST after IPO (the “**Spin-Off Plan**”). The number of newly-issued shares to be offered to public by way of IPO, and other types of investors, including the offering to the holders of the Company's ordinary shares entitled to be allocated with HST's newly issued ordinary shares (Pre-Emptive Right), and the offering to directors, executives, and employees of HST and its subsidiaries, namely, (i) Simat Label Co., Ltd. which HST is a shareholder in the proportion of 99.99 percent of its total shares; and (ii) Hinsitsu Precision (Thailand) Co., Ltd. which HST is a shareholder in the proportion of 75.01 percent of its total shares (Collectively referred to as “**HST's Subsidiaries**”), (the “**HST ESOP**”) shall not exceed 28.17 percent of the total paid up capital of HST after the IPO.

The issuance and offering of the newly-issued shares of HST by way of the IPO and the listing of HST's shares on the MAI, including the disposal of HST's shares held by the Company will result into the dilution of the Company's shareholding percentage in HST and are classified as a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. Torchor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisitions or Disposals of Assets (including any amendment thereto) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (including any amendment thereto) (collectively, the “**Notifications on Acquisition or Disposal of Assets**”). Upon consideration the transaction size using the maximum value of the Company's financial statements for the period ended September 30, 2021, which had been reviewed by the auditor by various approaches under the Notifications on Acquisition or Disposal of Assets, the maximum value of the transaction is equal to 23.83 percent based on the Net Operating Profit criteria. Upon combination with the Company's transactions on a disposal of assets over the past six months prior to the execution of this transaction, the total transaction value of the disposal of assets by the Company is equal to 42.63 percent

based on the Net Operating Profit criteria. Such transaction is therefore classified as a “Class 2 Transaction” under the Notifications on Acquisition or Disposal of Assets, i.e. transaction which has a transaction value exceeding 15 percent but lower than 50 percent. The Company is, therefore, obliged to prepare a report and disclose the information in respect of the entry into the transaction to the Stock Exchange of Thailand (the “SET”), whereby there must be an information memorandum comprising at least the details as required in List (1) of the Notifications on Acquisition or Disposal of Assets, and a circular notice must be sent to shareholders within 21 days from the date of disclosure of the transaction to the SET.

In addition, the Board of Directors’ Meeting resolved to propose the shareholders’ meeting to consider approving the authorization of the Executive Committee and/or the Chief Executive Officer and/or any person designated by the Executive Committee and/or the Chief Executive Officer, to determine the criteria, conditions, and other details relating to the Spin-off Plan, and to consider and execute relevant documents, as well as to undertake any acts relating to and necessary for the Spin-off Plan for the purpose of the completion of the foregoing undertaking, including without limitation, the appointment of any person to be authorized representative of the Company to carry out relevant activities, as well as to vote in the HST’s shareholders meeting, to file the applications or documentations, or to deal with the government authorities or related person.

Please consider details related to the Spin-off Plan in the Information Memorandum on Disposal of Assets of Simat Technologies Public Company Limited in Enclosure 2.

The Board’s Opinion

The Board of Directors deemed it appropriate to propose the shareholders’ meeting to acknowledge the Spin-Off Plan as aforementioned details. The Board of Directors deemed that the Spin-Off Plan shall strengthen the Company’s and HST’s financial strength, whereby HST is able to raise funds on the MAI independently to support the business expansion of HST and HST’s Subsidiaries in the future and shall reduce the burden of relying on the source of funds from the Company which will benefit HST and its shareholders in the long run.

Vote required

This agenda is for acknowledgement, therefore, no voting required.

Agenda 3

To consider and approve the issuance and offering of the newly-issued ordinary shares of Hinsitsu (Thailand) Public Company Limited (HST) to directors, executives, and employees of HST and HST’s Subsidiaries.

Rationale & Background

According to HST has a plan to issue and offer the newly-issued ordinary shares of HST by way of IPO and the listing of HST’s shares on the MAI, including the disposal of HST’s shares held by the Company in the amount of 7.54 percent of the total paid up

capital of HST after IPO at the same occasion of the offering by way of IPO, which such amount is a part of the total amount of IPO shares totaling of 28.17 percent of the total paid up capital of HST after IPO as the details appeared in agenda 2 above.

In this regard, the Board of Directors No. 13/2021 resolved to propose the Extraordinary General Meeting of Shareholder No. 2/2021 to consider and approve the issuance and the offering of newly-issued ordinary shares of HST to directors, executives, and employees of HST and HST's Subsidiaries (the "**HST ESOP**") in the amount not exceed 8,000,000 shares with a per value of 0.50 Baht, (the amended par value) or equivalent to 3.17 percent of the total paid-up capital of HST after IPO which the number of ordinary shares of HST issued under the HST ESOP will be a part of the proportion of shares to be issued and offered by way of IPO which is not exceed 28.17 percent of the total paid up capital of HST.

The objective and necessity of HST ESOP are to create incentives and give reward for the performance of directors, executives, and employees of HST and HST's Subsidiaries for their willingness to work for the best interest of HST and its shareholders.

In this regard, the offering price per newly issued ordinary shares offered to directors, executives, and employees of HST and the HST's Subsidiaries equivalent to 90 percent of the offering price of newly issued ordinary shares in the IPO (IPO Price). In the allocation of newly-issued ordinary shares under HST ESOP, there are 5 directors and executive of HST and HST's Subsidiaries who will be allocated with the newly-issued ordinary shares of HST in the amount exceeding 5 percent of the number of newly-issued of ordinary shares offered to directors, executives, and employees.

Please refer to the Preliminary details of the Issuance and Offering of the Newly-Issued Ordinary Shares of Hinsitsu (Thailand) Public Company Limited to Directors, Executives, and Employees of HST and HST's Subsidiaries (HST ESOP) in Enclosure 3.

According to the Notification of the Capital Market Supervisory Board No. Torchor. 32/2008 Re: Offering of newly issued securities to directors or employees (as amended) (the "**Notification No. Torchor. 32/2008**"), the Company, as a parent company of HST who is a listed company, has duty to organize the shareholders meeting for request of consideration in approval of the issuance and the offering of newly-issued ordinary shares of HST to directors, executives, and employees of HST and HST's Subsidiaries under HST ESOP in accordance with the Notification No. Torchor. 32/2008.

The Board's Opinion

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the issuance and offering of the newly-issued ordinary shares of HST to directors, executives, and employees of HST and HST's Subsidiaries in the amount of not exceed 8,000,000 shares with a per value of 0.50 Baht, (the amended par value) according to the details mentioned above and Enclosure 3.

Vote Required

- (1) This agenda requires the vote of not less than three-quarters (3/4) of the total number of voting of the shareholders present and entitled to vote, and there shall not be shareholders holding the Company's shares in an aggregate number of more than ten (10) percent of the total voting rights of the shareholders present against the offering of newly-issued ordinary shares of HST under HST ESOP.
- (2) For the allocation of the newly-issued ordinary shares of HST under HST ESOP to the directors, executives, and employees of HST and HST's subsidiaries who shall be allocated exceeding 5 percent of the total number of the newly-issued ordinary shares under the HST ESOP, the resolution must be approved **individually** and must be approved by affirmative vote of not less than three-quarters (3/4) of the total voting rights of the shareholders present and entitled to vote, and there shall not be shareholders holding the Company's shares in an aggregate number of more than five (5) percent of the total number of voting of the shareholders present and vote against the issuance and the offering of newly-issued ordinary shares of HST under HST ESOP.

Agenda 4 Other business (if any)

The Company, therefore, invites all shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2021 through electronic media (E-EGM) on the date and at the time as indicated on the first page of this Notice. The Company shall open for the registration login for attend the meeting from 9.00 a.m. onwards.

The Company shall conduct the meeting in compliance with the Articles of Association of the Company relating to holding of the shareholders meeting as the detail appeared in Enclosure 4. In this regard, the Company would like to ask for the corporation from all shareholders to kindly consider the Guidelines for registration, procedures for attending the E-EGM, proxy appointment and submitting question as appeared in Enclosure 5.

For the convenient of the shareholders, if the shareholders are unable to attend the meeting in person and wish to grant proxy to other person to attend the meeting and vote on your behalf, please fill in the details and sign the proxy form according to the details as appeared in Enclosure 6. In the case that the shareholder is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper is required to use Proxy Form C only. In the case that the shareholders who are not foreign investors and appoint a custodian in Thailand to be a stock depository and keeper will be use one of the Proxy Form A or Form B only.

However, if any shareholder is unable to attend the meeting in person, please appoint a proxy to attend the meeting and vote on your behalf. The shareholders may appoint the independent directors of the Company whose names and details are appeared in Enclosure 5.

In this regard, the Company would like to ask for your corporation, please send the proxy form and supporting documents of the shareholders and its proxy according to the rules prescribed by the Company [by uploading the documents via weblink or QR code for shareholder registration and **the original documents shall be delivered to Department of Investor Relations of Simat Technology Public Company Limited at No. 183 Regent House Building, 9th Floor, Rajdamri Road, Lumpini Subdistrict, Pathumwan District, Bangkok 10330 before December 22, 2021**. When the Company

receives the proxy instruments from you, the Company will pay the duty stamp in electronic format in accordance with the Revenue Department's regulations.

Yours faithfully,



(Mr. Yanapol Rakkasikorn)
Chairman of the Board of Directors
Simat Technologies Public Company Limited