

April 8, 2022

**Subject:** Invitation to Attend the 2022 Annual General Meeting of Shareholders  
**Attn. to:** Shareholders of Simat Technologies Public Company Limited  
**Enclosure:**

- 1) Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021.
- 2) Annual Registration Statement / Annual Report for the Year 2021 (Form 56-1 One Report (Thai version)).
- 3) Profiles of candidates nominated for election as directors of the Company.
- 4) Articles of Association relating to holding of the shareholders meeting.
- 5) Guidelines for registration, procedures for attending the E-AGM, proxy appointment and submitting questions.
- 6) Proxy forms.

According to the Board of Directors' meeting no.1/2022 on February 28, 2022 of Simat Technologies Public Company Limited has resolved to determine the 2022 Annual General Meeting of Shareholders on April 29, 2022 at 10.00 hours through electronic media (E-AGM) 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, Pathumwan, Bangkok. The agendas of the meeting are as follows:

**Agenda 1**      **To consider and certify the Extraordinary General Meeting of Shareholders No. 2/2021.**

**Rationale & Background**

The Company convened the Extraordinary General Meeting of Shareholders No. 2/2021 on December 24, 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](http://www.simat.co.th)) as per details appeared in the copy of such minutes in Enclosure 1.

**The Board's Opinion**

The Minutes of the Extraordinary General Meeting of Shareholders No. 2/2021 which was held on December 24, 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 acknowledge the Board of Directors' report on the Company's Operating Performance for the year 2021.**

### **Rationale & Background**

The Company's operating performance of the year 2021 can be found in the Annual Registration Statement / Annual Report for the Year 2021 (Form 56-1 One Report) in Enclosure 2.

### **The Board's Opinion**

The Board of Directors deems it appropriate to propose the report on the Company's operating performance in the year 2021 to shareholders for acknowledgement.

### **Vote required**

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

## **Agenda 3**      **To consider and approve the financial statement and comprehensive income statement of the Company for the fiscal year ended December 31, 2021**

### **Rationale & Background**

The financial statement and comprehensive income statement of the Company for the fiscal year ended December 31, 2021 was audited and endorsed by Miss Patcharee Siriwongsin, the Company's auditor from ANS Audit Co., Ltd. and also reviewed by the Company's Audit Committee. The details of which are attached herewith in the Enclosure 2 (Company's Annual Registration Statement / Annual Report for the Year 2021 (Form 56-1 One Report) in Financial Statements section).

### **The Board's opinion**

The Board of Directors deems it appropriate to propose the Audited statement of the financial statement and comprehensive income statement of the Company for the fiscal year ended December 31, 2021 which were audited by Miss Patcharee Siriwongsin, auditor from ANS Audit Co., Ltd. and reviewed by Audit Committee to shareholders for approval.

### **Vote required**

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

## **Agenda 4**      **To consider and approve the allocation of retain earning and no dividend payment for the operating result of year 2021**

### **Rationale & Background**

The Company has the policy to pay out dividend to the shareholders at the rate of 50 percent of net profit. 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 allocated net profit for the year 2021 as legal reserve at the rate not less than 5% of net profit for the year 2021 amounting Baht 6,615,000 and considered

omission of annual dividend payment for the year 2021 to maintain the Company's liquidity.

### **The Board's Opinion**

The Board of Directors deems it appropriate to propose the shareholders to consider and approve the allocation of retain earning and no dividend payment for the operating result of year 2021.

### **Vote required**

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

## **Agenda 5**

**To consider and approve the directors retired by rotation to resume their directorships for another term and appointment of the new director.**

### **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 2 directors who retired are as follows:

1. Mr. Teerawut Kannibhakul
2. Ms. Tasnaporn Yodmongkol

And elect Mr. Wutichai Anantakul to be an independent director of the Company in the vacant position after Mr. Teeranut Thangsatapornpong resigned.

### **The Board's Opinion**

The Board of Directors has conducted the selection of directors by considering persons with knowledge, abilities and specialization in business related to the company and has a good work history, leadership, vision, morals, ethics, as well as a good attitude towards the organization. Therefore, the Board of Directors deems it appropriate to elect 2 directors who have retired for another term and a new director (details brief biographies of the 3 persons are in Enclosure 3).

### **Vote required**

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

## **Agenda 6**

**To consider and approve the determination of Directors' Remuneration.**

### **Rationale & Background**

In 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 2022, 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 Directors' Remuneration as follows:

Position	Remuneration of Directors Year 2022	Remuneration of Directors Year 2021
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, shall be determined by the executive committee.

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 deems it appropriate to propose to the shareholders to approve the determination of Directors' Remuneration for 2022 according to the details mentioned above.

### **Vote required**

This agenda item requires not less than two-third (2/3) of the votes of the shareholders present at the meeting and entitled to vote.

## **Agenda 7**

### **To consider and approve 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 determine 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 as follows:

- |                                |   |
|--------------------------------|---|
| (1) Mr. Sathien Vongsnan       | Certified public accountant no. 3495 or |
| (2) Mr. Atipong Atipongsakul   | Certified public accountant no. 3500 or |
| (3) Mr. Vichai Ruchitanont     | Certified public accountant no. 4054 or |
| (4) Ms. Kultida Pasurakul      | Certified public accountant no. 5946 or |
| (5) Mr. Yuttapong Chuamuangpan | Certified public accountant no. 9445 or |

(6) Ms. Patcharee Siritwongsin

Certified public accountant no. 9037 or

(7) Ms. Panita Chotesaengmaneekul

Certified public accountant no. 9575

Auditor's Remuneration	Year 2022	Year 2021	Year 2020
Audit fee for Company only	1,590,000	1,590,000	1,590,000
Audit fee for subsidiaries	2,146,000	2,106,000	2,536,000
Total	3,736,000	3,696,000	4,126,000

### **The Board's opinion**

Based on the Audit Committee's opinion, the Board of Directors deems it appropriate to propose the shareholders to appoint as mentioned above from ANS Audit Co., Ltd. as the auditor of the Company and subsidiaries for the year 2022 and the remuneration of auditor is determined at Baht 3,736,000. (Miss Patcharee Siritwongsin has been the Company's auditor since 2018).

### **Vote required**

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

## **Agenda 8**

**To review and approve 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 action within the scope of business takeover by foreigner(s). The Board, therefore, deemed appropriate to propose to the shareholders to approve the review of the determination of prohibition for any action considered as business takeover by foreigner(s) mentioned above.

### **Vote required**

This agenda item requires not less than three-fourths (3/4) of the votes of the shareholders present at the meeting and entitled to vote.

## **Agenda 9**

**Other business (if any)**

The Company, therefore, invites all shareholders to attend the 2022 Annual General Meeting of Shareholders through electronic media (E-AGM) 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-AGM, proxy appointment and submitting questions 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, Pathumwan, Bangkok 10330 before April 28, 2022**. 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