

April 4, 2024

Subject: Invitation to attend the 2024 Annual General Meeting of Shareholders
Attn. to: Shareholders of Simat Technologies Public Company Limited
Enclosure:

- 1) Copy of the minutes of the Annual General Meeting of Shareholders No. 1/2023.
- 2) Annual report for the year 2023 (Form 56-1 One Report).
- 3) Profiles of candidates nominated for election as directors of the company.
- 4) Copy of memorandum of association and company objectives.
- 5) Articles of association relating to holding of the shareholders meeting.
- 6) Guidelines for registration, proxy appointment and submitting questions.
- 7) Proxy forms.
- 8) Office map.

According to the Board of Directors' meeting no. 1/2024 on February 29, 2024 of Simat Technologies Public Company Limited has resolved to determine the 2024 Annual General Meeting of Shareholders on April 26, 2024 at 10:00 hours at the meeting room of Simat Technology Public Company Limited, head office. The agendas of the meeting are as follows:

Agenda 1 **To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 1/2023 which was held on April 20, 2023.**

Rationale & Background

The Company convened the Annual General Meeting of Shareholders No. 1/2023 on April 20, 2023 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 minutes in [Enclosure 1](#).

The Board's Opinion

The Minutes of the Annual General Meeting of Shareholders No. 1/2023 which was held on April 20, 2023 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 2023.**

Rationale & Background

The Company's operating performance of the year 2023 can be found in the Annual report for the Year 2023 (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 2023 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, 2023.

Rationale & Background

The financial statement and comprehensive income statement of the Company for the fiscal year ended December 31, 2023 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 Report for the Year 2023 (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, 2023 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 the omission of dividend payment for the operating result of year 2023.

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 2023 as legal reserve at the rate not less than 5% of net profit for the year 2023 amounting Baht 622,000 and considered omission of annual dividend payment for the year 2023, which has been considered by the audit committee, to maintain the Company's liquidity and for the company's business expansion projects in 2024.

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 the omission of dividend payment for the operating result of year 2024.

Vote required

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

Agenda 5

To consider and approve the appointment of 3 directors who have retired by rotation to resume their directorships for another term.

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) Miss Napaporn Mesayanon
- 2) Asst. Prof. Pisit Saeng-Xuto
- 3) Assoc. Prof. Dr. Sarayut Ruengsuwan

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 3 directors who have retired for another term. (Details brief biographies of the 3 persons are in [Enclosure 3](#)).

Vote required

This agenda must be elected individually and requires the majority vote of shareholders attending the meeting and casting their votes.

Agenda 6

To consider and approve the determination of Directors' remuneration for year 2024.

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 2024, reviewed by the Company's Nomination and Remuneration Committee, took into account the remuneration's appropriateness of the remuneration in line with the obligations and responsibilities assigned, as well as the Company's business expansion and performance growth. The Board of Directors thus agreed to propose to the shareholders to maintain the Directors' Remuneration as follows:

Position	Remuneration of Directors Year 2024	Remuneration of Directors Year 2023
Chairman of the Board of Directors	THB12,000 / Meeting	THB12,000 / Meeting

Position	Remuneration of Directors Year 2024	Remuneration of Directors Year 2023
Director / Independent Director / Audit Committee	THB10,000 / Meeting	THB10,000 / Meeting

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 2024 according to the details mentioned above.

Vote required

This agenda item requires not less than two-thirds (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 Auditors and their 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:

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|-----------------------------------|---|
| (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 Siriwongsin | Certified public accountant no. 9037 or |
| (7) Ms. Panita Chotesaengmaneekul | Certified public accountant no. 9575 |

from ANS Audit Co., Ltd. to be the auditor of the Company and its subsidiaries for the year 2024. ANS Audit Co., Ltd. has no relationship or interest with the Company/ subsidiaries/ executives/ major shareholders or related persons and propose the audit fee for the year 2024 in the amount of 4,390,000 baht. The details compared to the previous year are as follows:

Auditor's Remuneration	Year 2024	Year 2023
Audit fee for Company only	1,590,000	1,590,000
Audit fee for subsidiaries	2,800,000	2,785,000
Total	4,390,000	4,375,000

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 2024 and the remuneration of auditor is determined at Baht 4,390,000. (Miss Patcharee Siriwongsin 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 consider and approve the amendments of the Company's objectives and memorandum of association.

Rationale & Background

Currently, there are 28 Company's objectives ([Enclosure 4](#)), which do not cover the businesses which plan to expand the investment. Therefore, the Board of Directors deems it appropriate to propose the shareholders to add 5 objectives to support business expansion as follows:

- (29) To carry on the business of selling, renting, installing and maintenance solar energy systems, batteries, and related equipment, including selling electrical energy and alternative energy.
- (30) To carry on the business of selling, renting, installing and maintenance engineering systems, engineering equipment, parking lots, security systems, robots, and related equipment.
- (31) To carry on the business of selling, renting, installing and maintenance machinery, tools, electric vehicle chargers, electric vehicles, and related equipment.
- (32) To carry on the business of selling, renting, installing and maintenance chillers, ice makers, photocopiers, and office supplies.
- (33) To carry on the business of buying, selling, and procuring carbon credit

The Board's Opinion

The Board of Directors deems it appropriate to propose the shareholders' meeting to approve the additional of Company's objectives to 33 items as mentioned above and amendment of the memorandum of association to be consistent with the additional of the Company's objectives. And deems it appropriate to approve the delegation of authority to the Chief Executive Officer to undertake any necessary and relevant actions which are required to complete the relevant registration process. The authorization covers carrying out amendments to the objectives and registration documents in the case that the Public Company Registrar and/or the regulatory agency have an order and/or suggestions for amendments to such documents in order to comply with those orders without significantly affecting the amendment of the company's objectives as approved and detailed 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 eligible to vote.

Agenda 9 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 eligible to vote.

Agenda 10 Other matters (if any).

The Company, therefore, invites all shareholders to attend the 2024 Annual General Meeting of Shareholders at the meeting room of Simat Technology Public Company Limited, head office on the date and at the time as indicated on the first page of this Notice. The Company shall open for the registration 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 6](#). In this regard, the Company would like to ask for the corporation from all shareholders to kindly consider the Guidelines for registration, proxy appointment and submitting questions as appeared in [Enclosure 6](#).

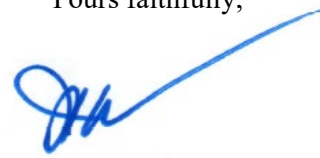
For the convenient of the shareholders, if the shareholders are unable to attend the meeting in person and wish to grant proxy to other person to attend the meeting and vote on your behalf, please fill in the details and sign the proxy form according to the details as appeared in [Enclosure 7](#). In 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 6](#).

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 delivery 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 19, 2023. When the Company receives the proxy instruments from you, the Company will pay the duty stamp in accordance with the Revenue Department's regulations.

Yours faithfully,



(Asst.Prof. Pisit Saeng-Xuto)
Chairman of the Board of Directors
Simat Technologies Public Company Limited