



**SOMBOON**  
ADVANCE TECHNOLOGY

**Invitation to**

**The 2024 Annual General Meeting of Shareholders**

**Somboon Advance Technology Public Company Limited**

**On Monday, 29 April 2024 at 10.00 hours**

**through Electronic Means (E-AGM)**



**Drive Business**  
→ toward a **Sustainable**  
**Future**



**SMART PEOPLE**



**BUSINESS TRUST**



**GROWTH SOCIETY**

**Remarks:**

1. The shareholders who wish to attend the meeting, please comply with Guidelines for Attending the Shareholders' Meeting through Electronic Means (E-AGM) and the Proxy (Enclosure 5).
2. The registration to the meeting conference system starts on Monday, 29 April 2024 from 9.00 hours onward.
3. The meeting will only be conducted through electronic means. No physical meeting room shall be provided.





SOMBOON ADVANCE TECHNOLOGY PUBLIC COMPANY LIMITED  
SOMBOON FORGING TECHNOLOGY COMPANY LIMITED  
SOMBOON MALLEABLE IRON INDUSTRIAL COMPANY LIMITED  
INTERNATIONAL CASTING PRODUCTS COMPANY LIMITED  
BANGKOK SPRING INDUSTRIAL COMPANY LIMITED  
SOMBOON ADVANCE AGRICULTURE COMPANY LIMITED

Head Office: 215 Moo 2, Debaratna Road, Bangchalong, Bangplee, Samutprakarn 10540 Thailand  
Registration No. 0107547000664 Tel. (+66) 02 080 8123 www.satpcl.co.th

25 March 2024

- Subject:** Invitation to the 2024 Annual General Meeting of Shareholders
- To:** Shareholders of Somboon Advance Technology Public Company Limited
- Enclosures:**
1. Facts and Rationale to Support the Shareholders' Consideration
  2. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
  3. The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code
  4. Profiles of the Nominated Persons to be the Directors
  5. Guidelines for Attending the Shareholders' Meeting through Electronic Means (E-AGM) and the Proxy
  6. Information of the Independent Directors to Act as Proxy
  7. Proxy Form B.
  8. Articles of Association of the Company regarding the Meeting of Shareholders
  9. Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM)
  10. Privacy Notice for the Shareholders' Meeting

Notice is hereby given by the Board of Directors (the "**Board**") of Somboon Advance Technology Public Company Limited (the "**Company**") that the 2024 Annual General Meeting of Shareholders (the "**2024 AGM**") will be held on Monday, 29 April 2024 at 10.00 hours through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations, to consider matters according to the following agendas:

**Agenda 1** To consider and acknowledge the Minutes of the 2023 Annual General Meeting of Shareholders

The Board's Opinion: The Board recommends that the Minutes of the 2023 Annual General Meeting of Shareholders, held on 20 April 2023, be acknowledged by the 2024 AGM.

**Agenda 2** To consider and acknowledge the Company's operating result for the year 2023

The Board's Opinion: The Board recommends to report the Company's operating result for the year 2023 to the 2024 AGM for acknowledgement.

- Agenda 3** To consider and approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2023
- The Board's Opinion: The Board recommends that the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2023, which were duly audited by the Company's auditor, considered and approved by the Audit and Corporate Governance Committee and approved by the Board, be approved by the 2024 AGM.
- Agenda 4** To consider and acknowledge the payment of interim dividend
- The Board's Opinion: The Board recommends that the payment of interim dividend by the Company be acknowledged by the 2024 AGM.
- Agenda 5** To consider and approve the appropriation of profit in respect of the year 2023 operating results and the dividend payment
- The Board's Opinion: The Board recommends the 2024 AGM to approve the appropriation of profit in respect of the 2023 operating results as dividend to the Company's shareholders at the rate of Baht 1.60 per share, which has already been partly paid by the Company as the interim dividend at the rate of Baht 0.38 per share on 6 September 2023, with a remaining to pay in the amount of Baht 1.22 per share, totaling Baht 518,736,550.68. These dividends are derived from profit of the non-BOI promoted business, whereby the shareholders receiving the dividend payment are subject to 10 percent withholding tax deduction. The dividend will be paid to the shareholders whose names appear on 7 March 2024 (Record Date) which the Company specifies the names of shareholders entitled to attend the 2024 AGM and receive the dividend and the Company scheduled the dividend payment date on 8 May 2024.
- The right to receive dividends remains uncertain until the 2024 AGM grants its approval.
- In addition, the appropriation of the Company's legal reserve had reached the amount as required by law. Therefore, no additional appropriation of the legal reserve is required at this 2024 AGM.
- Agenda 6** To consider and approve the appointment of directors in place of those retiring by rotation
- The Board's Opinion: The Board recommends the 2024 AGM to approve the appointment of directors in place of those retiring by rotation.
- Agenda 7** To consider and approve the directors' remuneration for the year 2024
- The Board's Opinion: The Board recommends that the directors' remuneration for the year 2024 be approved by the 2024 AGM
- Agenda 8** To consider and approve the appointment of auditors and the remuneration for the year 2024
- The Board's Opinion: The Board recommends that the appointment of auditors and the remuneration for the year 2024 be approved by the 2024 AGM.

**Agenda 9** Other business (if any)

For the shareholders to ask any question and/or for the Board to answer and/or clarify matter to the shareholders (if any)

The Company has prepared the Facts and Rationale to Support the Shareholders' Consideration on each agenda as appeared in Enclosure 1.

The Company has set the Record Date for the shareholders' entitlement to attend the 2024 AGM on 7 March 2024 and the Company has disclosed this invitation to the 2024 AGM along with all supporting documents e.g., proxy form, the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) on the Company's website at <https://www.satpcl.co.th>, in the Investor Relations category, on 25 March 2024.

You are cordially invited to attend the 2024 AGM through electronic means (E-AGM) on the date and at the time as mentioned above. The registration to the meeting and the voting and vote counting method will **only be conducted through electronic means**. No physical meeting venue and/or meeting room will be provided. The registration to meeting conference system will start from 9.00 hours onward.

For the shareholders who wish to attend the meeting by him/herself or appoint the proxy to attend the meeting, please submit the completed filled and signed **Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM)**, as shown in the **Enclosure 9**, together with identification supporting documents (in case of attending the meeting by him/herself) or the proxy form and relevant supporting documents (in case of proxy) as stated in **Guidelines for Attending the Shareholders' Meeting through Electronic Means (E-AGM) and the Proxy according to the Enclosure 5**, to the Company within **22 April 2024** for advance registration to the meeting via the following channels:

**E-mail :** [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) or

**Post :** Somboon Advance Technology Public Company Limited  
The Company Secretary Office, Building 2  
No. 215 Moo 2, Debaratna Road  
Tambol Bangchalong, Amphur Bangplee  
Samutprakarn Province 10540

Once the Company receives all required documents, the Company will verify the documents in order to confirm the meeting attendance's right and when the verification is approved, the Company will assign Quidlab Co., Ltd. (who is the e-meeting control system provider of the Company) to send Username and Password together with WebLink for logging into the e-meeting system to an e-mail provided to the Company.

In case where the shareholders cannot attend the e-meeting through electronic means by him/herself, the shareholders can grant the proxy to any other person or one of the Company's independent directors whose name and details are as shown in Enclosure 6 to attend the meeting and cast vote according to your instruction by using the Proxy Form B. (as shown in Enclosure 7).

In order to ensure that the registration to the 2024 AGM through electronic means is held smoothly and in good order, please thoroughly study and follow the procedure for registration, attending the meeting, granting proxy and the registration's supporting documents as stated in the Guidelines for Attending the Shareholders' Meeting through Electronic Means (E-AGM) and the Proxy according to the Enclosure 5. The system for registration will be opened 60 minutes prior to the meeting's time. The live broadcast of the meeting will begin at 10.00 hours. Moreover, the Company would like to request the shareholders' cooperation in studying the Manual for Attending Meeting through Electronic Means as shown in the link <https://www.satpcl.co.th/storage/content/ir/shareholders-meeting/agm2024/20240222-sat-agm2024-through-electronic-en.pdf> and which will be sent to the shareholders via e-mail by Quidlab Co., Ltd.

If you have any technical queries or problems in using the e-meeting system before or during the meeting, please contact Quidlab Co., Ltd. via the following channels:

Tel : 080-008-7616 or 02-013-4322

E-mail : [info@quidlab.com](mailto:info@quidlab.com) or other channels specified in the e-mail sent to you by Quidlab Co., Ltd.

The Company will conduct the meeting in accordance with the Articles of Association of the Company regarding the Meeting of Shareholders as shown in Enclosure 8. In case where the shareholders have any question relating to this meeting's agendas, the shareholders can submit the questions to the Company in advance within 22 April 2024 to [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) and/or [kansiri.tho@somboon.co.th](mailto:kansiri.tho@somboon.co.th) by stating your name, surname and contact number so that the Company can collect all questions and details and further clarify them to the meeting.

Sincerely yours,



Mr. Sansern Wongcha-um  
Chairman of the Board

For more information, please contact the Company Secretary Office at telephone no. 662-080-8271.

**Facts and Rationale  
to Support the Shareholders' Consideration**

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**Agenda 1 To consider and acknowledge the Minutes of the 2023 Annual General Meeting of Shareholders**

Facts and Rationale

The Company's Secretary prepared the Minutes of the 2023 Annual General Meeting of Shareholders, held on Thursday, 20 April 2023, which were subsequently considered and certified by the Company's Board who viewed that the Minutes was correctly recorded according to the resolutions of the 2023 Annual General Meeting of Shareholders (the "2023 AGM"). The Company had delivered the said Minutes to the Stock Exchange of Thailand within 14 days from the date of the meeting as required by law and had also posted it on the Company's website at [www.satpcl.co.th](http://www.satpcl.co.th) for the shareholders to acknowledge and examine its accuracy within a reasonable period of time. Nobody raised any objection or requested any amendment to the said Minutes. The said Minutes are shown in Enclosure 2. Therefore, it was deemed appropriate to present the Minutes of the 2023 AGM to the 2024 AGM for acknowledgment.

**Agenda 2 To consider and acknowledge the Company's operating result for the year 2023**

Facts and Rationale

The Company had prepared the report of the Board with respect to the Company's operating result for the year 2023 ended as at 31 December 2023. The Board had considered such report and viewed that such report is correct, complete and sufficient. Therefore, it was deemed appropriate to report the Company's operating result for the year 2023 ended as at 31 December 2023, as detailed in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code in Enclosure 3 to the 2024 AGM for acknowledgment.

**Agenda 3 To consider and approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2023**

Facts and Rationale

The Company had completed preparing the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2023, as detailed in the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code in Enclosure 3, which had already been duly audited by the Company's auditor. In addition, the Audit and Corporate Governance Committee and the Board had also considered them and approved that they are correct, complete and sufficient pursuant to the generally accepted accounting standards. Therefore, it was deemed appropriate to propose the 2024 AGM to consider and approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2023.

#### **Agenda 4 To consider and acknowledge the payment of interim dividend**

##### Facts and Rationale

Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 45 of the Company's Articles of Association allow the board of directors to distribute an interim dividend to shareholders at any time when it sees that the company has a sufficient profit to afford the interim dividend payment. In such event, the board of directors must report the matter to the shareholders at the next general meeting.

The Board deemed that it is appropriate to propose the 2024 AGM for acknowledgement that the Board's meeting No. 8/2023, held on 10 August 2023, resolved to approve the payment of the interim dividend to the shareholders whose names appeared on 24 August 2023 (Record Date) at the rate of Baht 0.38 per share, totaling Baht 161,573,679.72. These dividends are derived from profit of the non-BOI promoted business, whereby the shareholders receiving the dividend payment are subject to 10 percent withholding tax deduction. The Company already paid the said interim dividend to shareholders on 6 September 2023.

#### **Agenda 5 To consider and approve the appropriation of profit in respect of the year 2023 operating results and the dividend payment**

##### Facts and Rationale

According to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 44 of the Company's Articles of Association, the company is allowed to pay a dividend from its profit only. According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 43 of the Company's Articles of Association, the company must appropriate to a reserve fund, from the annual net profit at least 5 percent of the annual net profit, less the total accumulated losses brought forward (if any) until reserve fund reaches an amount of not less than 10 percent of its registered capital.

The Company has a policy to pay dividend at a minimum rate of 30 percent of its net profit after tax deduction and legal reserve by taking into account the following conditions: (i) its operating results; (ii) there are no accumulated losses; (iii) there is sufficient cash flow for dividend payment; and (iv) future investment in projects. The dividend payment is also subject to the Company's investment and expenditure plans.

From the Company's operating results for the fiscal year ended as at 31 December 2023, the Company's net profit is equal to Baht 978,575,682. Therefore, the Board, after consideration, deemed that it is appropriate to propose the 2024 AGM to consider and approve the appropriation of profit in respect of the 2023 operating results as a dividend to the Company's shareholders at the rate of Baht 1.60 per share, which has already been partly paid by the Company as the interim dividend at the rate of Baht 0.38 per share on 6 September 2023, with a remaining to pay in the amount of Baht 1.22 per share, totaling Baht 518,736,550.68. These dividends are derived from profit of the non-BOI promoted business, whereby the shareholders receiving the dividend payment are subject to 10 percent withholding tax deduction. The dividend will be paid to the shareholders whose names appear on 7 March 2024 (Record Date) which the Company specifies



the names of shareholders entitled to attend the 2024 AGM and receive the dividend and the Company scheduled the dividend payment date on 8 May 2024. The dividend payout rate is equal to 69.57 percent of the net profit after corporate income tax deductions, which is in line with the Company's dividend policy.

The right to receive the dividend remains uncertain until the 2024 AGM grants its approval. Below is the comparison of the dividend payout rates:

#### Comparison of the dividend payout rates from 2019 to 2023

Details of Dividend Payment	Year 2023 (Proposed Year)	Year 2022 (Previous Year)	Year 2021	Year 2020	Year 2019
1. Net Profit	Baht 978,575,682	Baht 939,974,447	Baht 952,650,017	Baht 371,201,647.58	Baht 894,639,797
2. Number of Shares	425,193,894 shares	425,193,894 shares	425,193,894 shares	425,193,894 shares	425,193,894 shares
3. Dividend Payout Rate per Share	Baht 1.60: share	Baht 1.50: share	Baht 1.50: share	Baht 0.60: share	Baht 1.35: share
4. Total Amount of Dividend Payout	Baht 680,310,230.40	Baht 637,790,841.00	Baht 637,790,841.00	Baht 255,116,336.40	Baht 574,011,756.90
5. Dividend Payout against Net Profit	69.57 percent	67.85 percent	66.95 percent	68.76 percent	64.16 percent

In addition, the appropriation of the Company's legal reserve had reached the amount as required by law. Therefore, no additional appropriation of the legal reserve is required at this 2024 AGM.

#### Agenda 6 To consider and approve the appointment of directors in place of those retiring by rotation

##### Facts and Rationale

According to Article 17 of the Company's Articles of Association, one-third of the directors must vacate their office at each general meeting and those directors who have been in office the longest must vacate the office first. If the number of directors makes it impossible to divide them into three equal parts, the number of directors nearest to one-third shall vacate the office. According to Article 18 of the Company's Articles of Association, the directors who vacate the office may be re-elected to resume their office.

For this year, there are 3 directors who shall retire by rotation:

1. Dr. Suthad Setboonsarng Independent Director
2. Mr. Nontigorn Kanchanachitra Director
3. Mr. Yongkiat Kitaphanich Director

The Company gave an opportunity to shareholders to nominate the names of qualified persons for being considered to be elected as directors in accordance with the nomination process from 28 September 2023 to 31 December 2023 through the website of the Company. However, no shareholder nominated any person to be elected as the director.

The Nomination and Remuneration Committee for Director and Executive and the Board has considered those directors retiring by rotation according to the selection criteria and method by taking into account the structure of the Board determined by the Company and screened the qualifications of directors individually in many aspects, including the director's performance with thoughtfulness and prudence and viewed that: (1) Dr. Suthad Setboonsarng, has served as the Company's independent director for less than 3 terms consecutively, and he can provide opinion independently and in compliance with relevant regulations. In addition, he possesses qualifications according to laws relating to independent director requirements and has suitable qualifications in the aspects of competence, knowledge, capability and experience. His knowledge, experiences and expert expressed in his suggestion to the Board and the Company can contribute and is beneficial to the Company's business operation, the determination of the business strategy and following up with the said business strategy and policy for the sustainable growth and development. And (2) Mr. Nontigorn Kanchanachitra and Mr. Yongkiat Kitaphanich, these 2 directors are retiring directors who have performed their duty and possess qualifications according to relevant regulations and have suitable qualifications in the aspects of competence, knowledge, capability and experience which will be beneficial to the Company's business operation. They have also expressed their opinions and recommendations to the Board and the Company during their directorship. Therefore, it was deemed appropriate to propose the 2024 AGM to consider and approve the appointment of the 3 directors to retain their directorship as the Company's director or independent directors (in the same position) for another term.

Profiles of the nominated persons to be the directors and the definition of the Company's "Independent Director" being in accordance with the requirements of the Capital Market Supervisory Board are appeared in Enclosure 4.

#### **Agenda 7 To consider and approve the director's remuneration for the year 2024**

##### Facts and Rationale

The Nomination and Remuneration Committee for Director and Executive conducted the survey on the directors' and sub-committees' remuneration for the year 2024, taking into account the scope of responsibilities and performance of the directors, and comparison data with other companies in the same industry having the similar size and nature of business, including survey results on the directors' remuneration conducted by the Thai Institute of Directors (IOD). Therefore, it was deemed appropriate to propose the 2024 AGM to consider and approve the directors' remuneration for the year 2024 in the amount up to Baht 19 million in total for the entire Board (increase of Baht 1 million from the year 2023), divided into the monthly remuneration and meeting allowance in the amount up to Baht 12 million (equal to the year 2023) and annual bonus in the amount up to Baht 7 million (increase of Baht 1 million from the year 2023.) The increment of the annual bonus is to be consistent with the duty and responsibility of the Board, including the increased number of directors.

The Board and Sub-Committee Remunerations	2024 (Proposed Year)		2023* (Previous Year)	
	Monthly (Baht)	Meeting Allowance/ Meeting (Baht)	Monthly (Baht)	Meeting Allowance/ Meeting (Baht)
1. The Board				
• Chairman	45,000	63,000	45,000	63,000
• Vice Chairman	31,250	43,750	31,250	43,750
• Other Directors (each)	25,000	35,000	25,000	35,000
2. The Executive Board				
• Chairman	-	45,000	-	45,000
• Vice Chairman	-	37,500	-	37,500
• Other Executive Board (each)	-	30,000	-	30,000
<b>Except for directors being the management person are not entitled to monthly remuneration and meeting allowances.</b>				
3. Sub Committee (1) The Audit and Corporate Governance Committee (2) The Nomination and Remuneration Committee for Director and Executive (3) The Risk Management and Sustainability Development Committee				
• Chairman	-	45,000	-	45,000
• Other Directors (each)	-	30,000	-	30,000
Total of monthly and meeting allowance	<i>Up to 12 million</i>		Up to 12 million	
4. Annual Bonus	<i>Up to 7 million</i>		Up to 6 million	
5. Other Benefits	<i>None</i>		None	

\*Remark: The 2023 AGM approved the directors' remuneration for the year 2023 in the amount up to Baht 18 million in total, divided into the monthly remuneration and meeting allowances in the amount up to Baht 12 million and the annual bonus in the amount up to Baht 6 million.

## Agenda 8 To consider and approve the appointment of auditors and the remuneration for the year 2024

### Facts and Rationale

Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) requires that each annual general meeting of shareholders appoints an auditor and fixes his/her remuneration year to year. An existing auditor is eligible for re-election.

The Audit and Corporate Governance Committee had considered and viewed that the auditors from KPMG Phoomchai Audit Limited possess knowledge and experience in performing audit work and have been performing duties within the scope of work as assigned and properly providing advice and suggestions to the Company. The auditors also have a satisfying performance and qualifications to meet the requirements of the relevant rules, notifications and regulations. Therefore, it was deemed appropriate to appoint the auditors from KPMG Phoomchai Audit Limited to be the Company's auditors for the year 2024. The list of nominated auditors is as follows:

Name of Auditor	Certified Public Accountant No.	Number of year(s) in signing to certify the Company's financial statements
(1) Mr. Songchai Wongpiriyaporn and/or	10996	3 years since 2021
(2) Ms. Marisa Tharathornbunpakul and/or	5752	-
(3) Mr. Jedsada Leelawatanasuk	11225	-

The period in which the 3 above-mentioned auditors perform their duties is in accordance with the criteria and guidelines relating to auditor rotation.

In the case that the said auditors cannot perform their duty, KPMG Phoomchai Audit Limited shall provide its alternative auditor to audit and provide an opinion on the Company's financial statements in place of such auditors.

The remuneration for the year 2024 amounts to Baht 510,000, which increases from the year 2023 due to the increase of the subsidiary. The auditors do not receive any non-audit fee from the Company. None of the above auditors provides other services to the Company or has any relationship and/or conflict of interest with the Company/ its subsidiaries/ executives/ major shareholders or any related person of such persons.

With respect to the 5 subsidiaries, which are (1) Bangkok Spring Industrial Company Limited, (2) Somboon Malleable Iron Industrial Company Limited, (3) International Casting Products Company Limited, (4) Somboon Forging Technology Company Limited, and (5) Somboon Advance Agriculture Company Limited, the remuneration for these 5 companies are collectively Baht 3,430,000, which includes the audit work relating to the BOI promoted business of Somboon Forging Technology Company Limited. The auditors do not receive any non-audit fee from the Company's subsidiaries. Mr. Songchai Wongpiriyaporn (Certified Public Accountant No. 10996) and/or Ms. Marisa Tharathornbunpakul (Certified Public Accountant No. 5752) and/or Mr. Jedsada Leelawatanasuk (Certified Public Accountant No. 11225) of KPMG Phoomchai Audit Limited, being the auditors from the same audit firm as the Company, will be appointed as auditors for the year 2024. In the case that the said auditors cannot perform their duty, KPMG Phoomchai Audit Limited shall provide its alternative auditor to audit and provide an opinion on the financial statements of the Company's subsidiaries in place of such auditors. None of the above auditors provides other services to the Company's subsidiaries or has any relationship and/or conflict of interest with the Company/ its subsidiaries/ executives/ major shareholders or any related person of such persons.

Auditor's Remuneration	2024 (Proposed year)	2023 (Previous year)
<u>Auditing Fee for Somboon Advance Technology Public Company Limited</u>	<b>Baht 510,000</b>	Baht 480,000
<u>Auditing Fee for 5 Subsidiaries</u> including an audit work relating to BOI promoted business:	<b>Baht 3,430,000</b>	Baht 3,125,000
1) Bangkok Spring Industrial Company Limited: Baht 170,000		
2) Somboon Malleable Iron Industrial Company Limited: Baht 900,000		
3) International Casting Products Company Limited: Baht 720,000		
4) Somboon Forging Technology Company Limited: Baht 1,340,000		
5) Somboon Advance Agriculture Company Limited: Baht 300,000		
Other Non-Audit Fees	<b>None</b>	None

**Remark :** Exclusive of transportation fees, copying costs and other expenses relating to audit work.

The Board had considered and agreed with the Audit and Corporate Governance Committee to propose the 2024 AGM to consider and approve the appointment of Mr. Songchai Wongpiriyaporn (Certified Public Accountant No. 10996) and/or Ms. Marisa Tharathornbunpakul (Certified Public Accountant No. 5752) and/or Mr. Jedsada Leelawatanasuk (Certified Public Accountant No. 11225) of KPMG Phoomchai Audit Limited to be the Company's auditors for the year 2024. Anyone of them shall be the auditor who audits and provide the opinion on the Company's financial statements and in the case that the said auditors cannot perform their duty, KPMG Phoomchai Audit Limited shall provide its alternative auditor to audit and provide an opinion on the Company's financial statements in place of such auditors. The fix remuneration for the year 2024 is amounting to Baht 510,000 for the Company and Baht 3,430,000 for 5 subsidiaries.

#### **Agenda 9      Other business (if any)**

This agenda is for the shareholders to ask question and/or for the Board to answer and/or clarify matter to the shareholders (if any). No other business will be proposed for consideration and approval and no resolution will be passed under this agenda.

Minutes of the 2023 Annual General Meeting of Shareholders  
Somboon Advance Technology Public Company Limited  
held on Thursday, 20 April 2023 at 10.00 hours  
through electronic means (E-AGM)  
in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020)  
and the relevant laws and regulations

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Ms. Thanaporn Thaweepanich, the Meeting Facilitator (the “**Meeting Facilitator**”), welcomed the shareholders and informed the Meeting that Somboon Advance Technology Public Company Limited (the “**Company**”) held the 2023 Annual General Meeting of Shareholders (the “**Meeting**”) through electronic means with the system being certified to be consistent with the security standards for electronic meetings in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (A.D. 2020) and the Notification of Ministry of Digital Economy and Society Re: Standards of Maintaining Security of Meetings via Electronic Means as well as the relevant laws and regulations. The Company used e-meeting service provided by OJ International Company Limited, which had conducted self-assessment in accordance with the requirements of the Electronic Transaction Development Agency (ETDA).

The Company had scheduled the date to record the names of the shareholders entitled to attend the Meeting (Record Date) on 9 March 2023.

The Meeting Facilitator informed the Meeting that there were 19 shareholders attending the Meeting in person representing 11,674,170 shares and 228 shareholders attending the Meeting by proxy representing 258,870,874 shares, totaling 247 shareholders attending the Meeting in person and by proxies, representing 270,495,041 shares or 63.61 percent of the total number of shares sold of the Company, which constituted a quorum as per Clause 35 of the Company’s Articles of Association stipulating the quorum of meeting that there must be shareholders present not less than 25 shareholders and proxies of shareholders (if any) or a number not less than one-half of the number of all the shareholders representing not less than one-thirds of the number of all the shares already sold in order to form a quorum. Shares held by the Company would not be counted to form a quorum of the shareholders’ meeting.

The Meeting Facilitator explained to the Meeting the rules, method and procedures for attending the Meeting, voting and vote counting so that the Meeting was in accordance with good corporate governance practices with regard to the voting in the Meeting as follows:

1. The Meeting would consider each item of the agenda in the order as shown in the invitation letter to the Meeting with the information presented in each agenda. Prior to the voting in each agenda, the chairman of the Meeting would provide the shareholders the opportunity to submit questions or give an opinion related to such agenda as deemed appropriate. The shareholders would be required to type the question through chat box and provide his/her name, as being shareholder attending the Meeting in person or by proxy. In case where question submitted was irrelevant to the agenda being considered, such question would be responded during the agenda item for other business towards the end of the Meeting.

2. In casting votes, except for agenda item 1, item 2 and item 4 which were for acknowledgement and would require no vote on such agenda items and for agenda item 8: To consider and approve the directors' remuneration which must be approved with the votes of not less than two-thirds of the total number of votes of the shareholders presenting at the Meeting, where no shareholder voted to disapprove or abstained from voting, it shall be deemed that shareholders voted to approve or in favor of the proposed matter in the amount equivalent to their votes. As for the shareholders who wish to disapprove or abstain from voting, such shareholders should press the button disapproval or abstention through your monitor.
3. In the counting of votes on each agenda item, the Company would deduct the disapproval or abstention vote from the total votes and the remaining amount would be regarded as the approval votes for such agenda item. In the absence of any objection or any comment provided otherwise, it shall be deemed that the Meeting voted in favor of or unanimously approved such agenda.
4. Any person having interest in any agenda shall have no right to cast his/her vote on such agenda.
5. In casting votes in the Meeting, all shareholders shall have the votes equal to the number of shares held, which 1 share would have 1 vote.
6. In case of a tie vote, the chairman of the Meeting shall have a final casting vote.
7. A secret voting may be made upon the request of at least 5 shareholders and the Meeting shall resolve to allow the voting to be done secretly with a majority vote of the shareholders and proxies (if any) who attend the Meeting and have the right to vote.
8. In case where question submitted or comment given was irrelevant to the agenda being considered, please submit such question or comment during the agenda item for other business towards the end of the Meeting so that the Meeting would be well proceeded and for time management of the Meeting.

With regard to the Meeting through electronic means, the Company informed the shareholders of the procedures for attending the Meeting, the method for submitting question, and method for voting as stated in the Manual for Attending the Meeting through Electronic Means which had been sent to the shareholders via e-mail provided to the Company.

If the shareholders have any technical queries, please contact staff of OJ International Company Limited via telephone: 02-079-1811 or 065-238-4792 or E-mail: [agm@ojconsultinggroup.com](mailto:agm@ojconsultinggroup.com)

In order to be in accordance with transparency and good corporate governance, the Company informed the shareholders that since the Meeting was conducted through electronic means, it was not possible to invite volunteers to be a witness for the vote counting process. In addition, the E-AGM system employed by the Company has the security and safety standards as required by law.

However, in order to comply with the Personal Data Protection Act (PDPA), the Company would like to inform that shareholders' and proxies' personal data such as name, surname, address, telephone number, number of shares, etc. would be collected, used and disclosed for the purposes of calling, holding and conducting the shareholders' meeting of the Company, including your identification verification, distribution of the relevant documents as well as any other actions to be taken in accordance with the resolution of the meeting, including recording of the minutes of the shareholders' meeting and keeping as evidence of your meeting attendance.

After that, the Meeting Facilitator introduced the directors present at the Meeting as follows:

1. Mr. Sansern Wongcha-um Chairman of the Board of Directors/ Independent Director
2. Mr. Yongyuth Kitaphanich Vice Chairman/ Director
3. Dr. Panja Senadisai Chairman of the Audit and Corporate Governance Committee/ Member of the Nomination and Remuneration Committee for Directors and Executives/ Independent Director
4. Mr. Paitoon Taveebhol Chairman of the Nomination and Remuneration Committee for Directors and Executives/ Member of the Audit and Corporate Governance Committee/ Independent Director
5. Dr. Suthad Setboonsarng Member of the Audit and Corporate Governance Committee/ Independent Director
6. Mr. Prayong Hirunyawanch Member of the Executive Committee/ Independent Director
7. Mr. Yongkiat Kitaphanich Vice Chairman of the Executive Committee/ Director
8. Miss Napatsorn Kitaphanich Director/ President

There was one director absent from the Meeting, which was

1. Mr. Ajarin Sarasas Chairman of the Executive Committee/ Member of the Nomination and Remuneration Committee for Directors and Executives/ Independent Director

The Company had 9 directors; 8 directors present at the Meeting equivalent to 89 percent of the total number of directors of the Company.

The Company' executives attending the Meeting were introduced as follows:

1. Mr. Vacharatorn Kitaphanich Vice President – Commercial
2. Mrs. Porntip Sangksuk Vice President – Finance & Accounting and Information Technology
3. Miss Nopamas Panthong Company's Secretary.

Attendees were introduced to the Meeting as follows:

1. Mr. Songchai Wongpiriyaporn and the auditor team from KPMG Phoomchai Audit Limited
2. Mr. Kru Sukcharoen and the legal advisor team from LS Horizon Limited.

The Meeting Facilitator further informed that everyone was present at the Meeting and ready to clarify any question to the shareholders.

Prior to proceeding in accordance with the agenda of the Meeting, Mr. Sansern Wongcha-um, the Chairman of the Board of Directors, in his capacity as the Chairman of the Meeting (the "Chairman") welcomed the shareholders who attended the Meeting and then proceeded the Meeting in accordance with the following agendas:

**Agenda 1 To consider and acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders**

The Chairman informed the Meeting that a copy of the Minutes of the 2022 Annual General Meeting of Shareholders held on 21 April 2022 was delivered to the shareholders together with the invitation letter to the Meeting as per Enclosure 2. The Board of Directors had already considered and certified such Minutes and was of the view that such Minutes was correctly



recorded according to the resolutions of the 2022 Annual General Meeting of Shareholders. Such Minutes was submitted to the Stock Exchange of Thailand (SET) within 14 days from the date of the shareholders' meeting as required by law and was also made available on the Company's website. However, there were no revision requested from the shareholders; therefore, the Minutes of the 2022 Annual General Meeting of Shareholders held on 21 April 2022 shall be proposed to the Meeting for acknowledgement.

There being no inquiries from the shareholders, the Meeting Facilitator then informed the Meeting that no voting was required for this agenda item. This agenda item was proposed to the shareholders to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders held on 21 April 2022.

**Resolution** The Meeting acknowledged the Minutes of the 2022 Annual General Meeting of Shareholders held on 21 April 2022.

**Agenda 2 To consider and acknowledge the Company' operating results for the year 2022**

The Chairman informed the Meeting that this agenda was to report the Company's operating results for the year 2022. The details of which were appeared in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) as per Enclosure 3 (in the form of QR Code), as delivered to the shareholders together with the invitation letter to the Meeting. The Chairman then assigned Miss Napatsorn Kitaphanich, the President, to report the Company's operating results for the year 2022 to the Meeting for acknowledgement.

Miss Napatsorn Kitaphanich reported to the Meeting as follows:

**2.1 Overview of the Automobile and Agricultural Machinery Industries**

In 2022, there was a total of 1.88 million cars manufactured in Thailand (a 12 percent increase from the previous year), consisting of 0.89 million units manufactured for domestic sales (a 22 percent increase) and 0.99 million units manufactured for export (a 4 percent increase).

As for agricultural machinery, there was a total manufacture of 87,819 units (a 15 percent decrease from the previous year), consisting of 46,429 units manufactured for domestic sales (a 6 percent decrease) and 41,390 units manufactured for export (a 23 percent decrease).

**2.2 Revenue and Gross Profit**

The Company had generated a revenue of Baht 9,093 million (a 4 percent increase) as a result of sales increase, which corresponds to the recovery of automobile industry, and the revenue from new purchase orders.

The Company had generated a gross profit of Baht 1,615 million (a 2 percent decrease) due to higher production costs.

**2.3 Net Profit**

The total net profit of the parent company generated was Baht 940 million (a 1 percent decrease from 2021) due to a decrease in gross profit and profit share from its associate companies. The net profit ratio is equivalent to 10.5 percent (a 0.6 percent decrease from the previous year).

## Performance Discussion and Analysis

In 2022, the total net profit of the parent company generated was Baht 940 million, a 1 percent decrease from the previous year, mainly resulted from the rise of raw material costs and electricity expenses.

### Revenues

In 2022 and 2021, the Company and its subsidiaries had a total revenue of Baht 9,093 million and Baht 8,727 million, respectively (increase by Baht 366 million or a 4 percent increase) with a revenue from net sales of goods and services in 2022 of Baht 8,931 million (increased by Baht 333 million or 4 percent increase from the previous year). The increase in the Company's sales was due to the increase in production in the automobile industry and additional sales from new purchase orders, while sales in the agricultural machinery industry had slowed down.

#### 2.4 Awards Received from the Company's Key Customers

- Thai HINO Co-operation Club
  - The 5<sup>th</sup> Safety Activity 2022 (Level A) (SFT)
- Technology Promotion Association (Thailand-Japan)
  - Bronze Award Certificate Winner Group 4 (SBM)
- Mitsubishi Cooperation Club (MCC)
  - The 1<sup>st</sup> Runner-up (Group A) of MCC - QCC Presentation Contest of 2022 (SFT)
  - The Winner (Group B) (SBM)

#### 2.5 Awards Received from External Organizations

- SET Awards 2022
  - Sustainability Awards of Honor
  - Thailand Sustainability Investment (THSI)
- Change Agent Award 2022 from the Thai Private Sector Collective Action Against Corruption (CAC)
- Investors' Choice Award 4<sup>th</sup> 2022 from Thai Investor Association

#### 2.6 Progress Report on the Company's Anti-Corruption Program in 2022

- 1) The Company encouraged its business partners to declare their intention to join Thailand's Private Sector Collective Action Coalition against Corruption (CAC) in tackling corruption. In 2022, there were 14 companies that recognized the importance of anti-corruption program and had declared their intention to join the CAC in tackling corruption.
- 2) On 8 November 2022, the Company received the CAC's Change Agent Award 2022 for its support to the CAC's anti-corruption network expansion and transparency.
- 3) The Company had continuously promoted the provision of knowledge to its business partners to expand anti-corruption network, raise their awareness and enable them to recognize the importance of anti-corruption program in order to promote self and social responsibility in all stakeholders in every sector to achieve collective sustainable growth by communicating and inviting business partners to attend the CAC's training program with the following objectives:

- (1) to have transparent internal operating system;
- (2) to set operational standards in order to be recognized by major and foreign business partners;
- (3) to reduce fraud and corruption risks.

In this respect, the Company had arranged 7 training courses, conducted by the CAC, for its business partners in the form of online seminars via WebEx.

There being no inquiries from the shareholders, the Meeting Facilitator then informed the Meeting that no voting was required for this agenda item. This agenda item was proposed to the shareholders to acknowledge the Company's operating results for the year 2022.

**Resolution** The Meeting acknowledged the Company's operating results for the year 2022.

**Agenda 3 To consider and approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2022**

The Chairman assigned Miss Napatsorn Kitaphanich, the President, to report to the Meeting.

Miss Napatsorn Kitaphanich reported to the Meeting that the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2022, the details of which were shown in the 2022 Annual Registration Statement/Annual Report (Form 56-1 One Report) as per Enclosure 3 (in the form of QR Code), as delivered to the shareholders together with the invitation letter to the Meeting, had already been audited by the certified auditor from KPMG Phoomchai Audit Limited, considered by the Audit and Corporate Governance Committee and approved by the Board of Directors.

There being no inquiries from the shareholders, the Meeting Facilitator then proposed the shareholders to vote on this agenda item. The resolution for this agenda item would be approved by the majority votes of the shareholders presenting at the Meeting and having the right to vote. The shareholders' resolution was as follows:

Approved	270,086,441	votes,	equivalent to	99.8305	percent
Disapproved	0	votes,	equivalent to	0.0000	percent
Abstained	458,600	votes,	equivalent to	0.1695	percent
Voided ballot	0	votes,	equivalent to	0.0000	percent

**Resolution** The Meeting resolved to approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2022 with the majority votes of the shareholders presenting at the Meeting and having the right to vote.

**Agenda 4 To consider and acknowledge the payment of interim dividend**

The Chairman assigned Miss Napatsorn Kitaphanich, the President, to report to the Meeting.

Miss Napatsorn Kitaphanich informed the Meeting that the Board of Directors deemed it appropriate to inform the Meeting for acknowledgement of the payment of interim dividend at the rate of Baht 0.38 per share, totaling Baht 161,573,679.72 according to the Board of Directors' Meeting No.7/2022, held on 10 August 2022, which resolved to approve the payment of interim dividend to the shareholders whose names appeared on 25 August 2022 (Record Date) at the rate of Baht 0.38 per share, totaling Baht 161,573,679.72, which was entirely paid from the net profit derived from the Non-BOI promoted business. The shareholders receiving the dividend were subject to 10 percent withholding tax deduction. The Company already paid the interim dividend to the shareholders on 6 September 2022.

There being no inquiries from the shareholders, the Meeting Facilitator then informed the Meeting that no voting was required for this agenda item. This agenda item was proposed to the shareholders to acknowledge the payment of interim dividend.

**Resolution** The Meeting acknowledged the payment of interim dividend, which the Company already paid the shareholders on 6 September 2022.

**Agenda 5** To consider and approve the appropriation of profit in respect of the year 2022 operating results and the dividend payment

The Chairman assigned Miss Napatsorn Kitaphanich, the President, to report to the Meeting.

Miss Napatsorn Kitaphanich explained to the Meeting that the Company has a policy to allocate certain portion of its annual net profit, by taking into account of the following conditions:

- (1) the Company's operating results;
- (2) the Company has no accumulated losses;
- (3) the Company has sufficient cash flow for dividend payment;
- (4) future investment in projects,

and the Company has a policy to pay dividend at a minimum rate of 30 percent of its net profit after tax deduction and legal reserves. However, the dividend payment is also subject to the Company's investment and expenditure plans.

From the Company' operating results for the fiscal year ended as at 31 December 2022, the Company's net profit was equal to Baht 939,974,447. Therefore, the Board of Directors, after consideration, deemed that it was appropriate to propose the Meeting to consider and approve the appropriation of profit in respect of the year 2022 operating results as a dividend to the Company's shareholders at the rate of Baht 1.50 per share, which had already been partly paid by the Company as the interim dividend at the rate of Baht 0.38 per share on 6 September 2022, with the remaining amount of dividends to be paid in the amount of Baht 1.12 per share, totaling Baht 476,217,161.28. Such dividends would be paid from the net profit derived from the Non-BOI promoted business, whereby the shareholders receiving such dividends would be subject to 10 percent withholding tax deduction. The dividend would be paid to the shareholders whose names appear on 9 March 2023 (Record Date) which the Company specified the names of shareholders entitled to attend the Meeting and receive the dividend and the Company scheduled the dividend payment date on 3 May 2023. The dividend payout rate was equal to 67.85 percent of the net profit after corporate income tax deductions, which was in line with the Company's dividend policy.

There being no inquiries from the shareholders, the Meeting Facilitator then proposed the shareholders to vote on this agenda item. The resolution for this agenda item would be approved by the majority votes of the shareholders presenting at the Meeting and having the right to vote. The shareholders' resolution was as follows:

Approved	270,545,041	votes,	equivalent to 100.0000	percent
Disapproved	0	votes,	equivalent to 0.0000	percent
Abstained	0	votes,	equivalent to 0.0000	percent
Voided ballot	0	votes,	equivalent to 0.0000	percent

**Resolution** The Meeting unanimously resolved to approve the appropriation of profit in respect of the year 2022 operating results and the dividend payment at the rate of Baht 1.50 per share, with the remaining amount of dividend to be paid from the 2022 operating results in the amount of Baht 1.12 per share, totaling Baht 476,217,161.28 to the shareholders entitled to receive dividends, whose names appeared on 9 March 2023 (Record Date) and the dividend payment to be made on 3 May 2023 as proposed by the Board of Directors.

**Agenda 6 To consider and approve the appointment of directors in place of those retiring by rotation**

The Chairman informed the Meeting that in order to be in line with the good practices of the corporate governance policy, the directors retiring by rotation, namely the Chairman and Mr. Paitoon Taveebhol, would leave the e-Meeting system. The Chairman then assigned Dr. Panja Senadisai, Chairman of the Audit and Corporate Governance Committee, in his capacity as a member of the Nomination and Remuneration Committee for Directors and Executives, to act as the Chairman of the Nomination and Remuneration Committee for Directors and Executives for this agenda item and report to the Meeting.

Dr. Panja Senadisai informed the Meeting that in order to be in compliance with Article 17 of the Company's Articles of Association, one-thirds of the directors must vacate their office at each annual general meeting of shareholders and the longest-serving directors must vacate the office first. If the number of directors makes it impossible to divide them into three equal parts, the number of directors nearest to one-thirds shall vacate the office and under Article 18 of the Company's Articles of Association, the directors who vacate the office may be re-elected to resume their office.

For this year, there were 3 directors retiring by rotation, namely:

- |                |            |                      |
|----------------|------------|----------------------|
| 1. Mr. Sansern | Wongcha-um | Independent Director |
| 2. Mr. Ajarin  | Sarasas    | Independent Director |
| 3. Mr. Paitoon | Taveebhol  | Independent Director |

The Company provided the shareholders with an opportunity to nominate qualified persons for the appointment as directors in accordance with the nomination procedures via the Company's website from 29 September 2022 to 31 December 2022. However, no shareholders nominated any person for the appointment as directors.

The Nomination and Remuneration Committee for Director and Executive and the Board of directors had proceeded with the selection criteria, procedure and method by taking into account the structure of the Board of Directors specified by the Company and screened the qualifications of directors individually in many aspects, including the director's performance with thoughtfulness and prudence and viewed that the 3 independent directors who retired by rotation possessed qualifications as required under the relevant rules relating to independent director and would be suitable for the Company's business in the aspect of knowledge, capability and experience which would be beneficial to the Company's business operation. Even though 3 directors had served as the independent director in the Company for over 4 terms or 12 years consecutively, all such independent directors still could and would be able to independently provide opinion in compliance with relevant regulations. In addition, they had fully performed their duties with accountability, prudence and integrity. The 3 independent directors had knowledge, capability and experience in the Company's corporate governance that contributed to smooth and efficient business

operations of the Company. Their long and continuous experience in business operation greatly contributed to the Company's business operation, including the determination of the business strategy, the following up of strategy plan and the policy for the sustainable growth and development, and greatly created business value to the shareholders. Therefore, it was deemed appropriate to propose the Meeting to consider and approve the appointment of the 3 directors to retain their directorship as independent directors for another term.

Details of profiles of the nominated persons to be the directors and the definition of the Company's "Independent Director" being in accordance with the requirements of the Capital Market Supervisory Board appeared in Enclosure 4, which had been delivered to the shareholders together with the invitation letter to the Meeting.

There being no inquiries from the shareholders, the Meeting Facilitator then proposed the shareholders to vote on this agenda item. The resolution for this agenda item would be approved by the majority votes of the shareholders presenting at the Meeting and having the right to vote. The shareholders' resolution was as follows:

1. Mr. Sansern Wongcha-um	Independent Director		
Approved	208,787,912	votes, equivalent to	77.1730 percent
Disapproved	61,757,229	votes, equivalent to	22.8270 percent
Abstained	0	votes, equivalent to	0.0000 percent
Voided ballot	0	votes, equivalent to	0.0000 percent

**Resolution** The Meeting resolved to approve the appointment of Mr. Sansern Wongcha-um as independent director for another term with the majority votes of the shareholders presenting at the Meeting and having the right to vote.

2. Mr. Ajarin Sarasas	Independent Director		
Approved	208,877,612	votes, equivalent to	77.2062 percent
Disapproved	61,667,529	votes, equivalent to	22.7938 percent
Abstained	0	votes, equivalent to	0.0000 percent
Voided ballot	0	votes, equivalent to	0.0000 percent

**Resolution** The Meeting resolved to approve the appointment of Mr. Ajarin Sarasas as independent director for another term with the majority votes of the shareholders presenting at the Meeting and having the right to vote.

3. Mr. Paitoon Taveebhol	Independent Director		
Approved	208,619,112	votes, equivalent to	77.1106 percent
Disapproved	61,926,029	votes, equivalent to	22.8894 percent
Abstained	0	votes, equivalent to	0.0000 percent
Voided ballot	0	votes, equivalent to	0.0000 percent

**Resolution** The Meeting resolved to approve the appointment of Mr. Paitoon Taveebhol as independent director for another term with the majority votes of the shareholders presenting at the Meeting and having the right to vote.

The Meeting Facilitator then invited the 2 directors to return to the Meeting.

**Agenda 7 To consider and approve the appointment of new director**

The Chairman assigned Mr. Paitoon Taveebhol, Chairman of the Nomination and Remuneration Committee for Directors and Executives to report to the Meeting.

Mr. Paitoon Taveebhol informed the Meeting that initially, the Board of Directors consisted of 10 directors. Later in 2014, one director resigned from the position and, at the 2015 Annual General Meeting of Shareholders, there was no appointment of any person to be a director to replace the vacant position. Therefore, the actual number of the Company's directors consisted of 9 directors.

The Nomination and Remuneration Committee for Directors and Executives and the Board of Directors viewed that the Company is currently expanding its businesses to other businesses to generate more income and for sustainable growth in the future and the Company must have the number of directors suitable for supporting such expansion and growth. It was, therefore, appropriate that one new director should be appointed. The Nomination and Remuneration Committee for Directors and Executives and the Board of Directors had screened the qualifications of persons to be elected as director according to the selection criteria and method by taking into account the structure of the Board of Directors and viewed that Dr. Somchai Harnhirun had experience, knowledge, capability and necessary skill suitable to be the director of the Company. Therefore, it was deemed appropriate to propose the Meeting to consider and approve the increase of the number of the Company's directors to 10 directors by appointing Dr. Somchai Harnhirun as the new director and as a result, the number of directors in the Board of Directors would increase from 9 directors to 10 directors in total.

Details of profiles of the nominated person to be the new director appeared in Enclosure 5, which had been delivered to the shareholders together with the invitation letter to the Meeting.

There being no inquiries from the shareholders, the Meeting Facilitator then proposed the shareholders to vote on this agenda item. The resolution for this agenda item would be approved by the majority votes of the shareholders presenting at the Meeting and having the right to vote. The shareholders' resolution was as follows:

Approved	269,958,741	votes,	equivalent to	99.7833	percent
Disapproved	586,400	votes,	equivalent to	0.2167	percent
Abstained	0	votes,	equivalent to	0.0000	percent
Voided ballot	0	votes,	equivalent to	0.0000	percent

**Resolution** The Meeting resolved to approve the appointment of 1 new director i.e., Dr. Somchai Harnhiran as a new director and, as a result, the number of directors in the Company's Board of Directors would increase from 9 directors to 10 directors in total with the majority votes of the shareholders presenting at the Meeting and having the right to vote.

**Agenda 8 To consider and approve the directors' remuneration for the year 2023**

The Chairman assigned Mr. Paitoon Taveebhol, Chairman of the Nomination and Remuneration Committee for Directors and Executives, to present this agenda to the Meeting.

Mr. Paitoon Taveebhol informed the Meeting that the Nomination and Remuneration Committee for Directors and Executives had conducted a survey on the directors' and sub-committees' remuneration for the year 2023, by taking into account the scope of responsibilities and performance of directors, and comparison data with other companies in the same industry, having the same size and nature of business, including survey results on directors'



remuneration conducted by the Thai Institute of Directors (IOD) and the overall operating results, performance and economic conditions. Therefore, it was deemed appropriate to propose the Meeting to consider and approve the directors' remuneration for the year 2023 in the amount up to Baht 18 million in total for the entire Board of Directors, by increasing the monthly remuneration and meeting allowance in the amount up to Baht 12 million (increase of Baht 2 million from 2022) and having annual bonus in the amount up to Baht 6 million (equal to the year 2022).

The increase of the monthly remuneration and meeting allowance from Baht 10 million in 2022 to Baht 12 million (increase of Baht 2 million) was proposed in order to be consistent with the increment of duty and responsibility of the Board of Directors in determining the policy and strategy to support sustainable growth of the Company's business and the appointment of one new director to support the business expansion and growth for the future.

The Board of Directors and Sub-Committee Remunerations	2023 (Proposed Year)		2022 (Previous Year)	
	Monthly (Baht)	Meeting Allowance/ Meeting (Baht)	Monthly (Baht)	Meeting Allowance/ Meeting (Baht)
1. The Board of Directors				
• Chairman	45,000	63,000	36,000	54,000
• Vice Chairman	31,250	43,750	25,000	37,500
• Other Directors (each)	25,000	35,000	20,000	30,000
2. The Executive Board				
• Chairman	-	45,000	-	45,000
• Vice Chairman	-	37,500	-	37,500
• Other Executive Board (each)	-	30,000	-	30,000
Except for directors being the management person were not entitled to monthly remuneration and meeting allowances.				
3. Sub-committee (1) the Audit and Corporate Governance Committee (2) the Nomination and Remuneration Committee for Directors and Executives				
• Chairman	-	45,000	-	45,000
• Other Directors (each)	-	30,000	-	30,000
Total of monthly remuneration and meeting allowance	Up to 12 million		Up to 10 million	
4. Annual Bonus	Up to 6 million		Up to 6 million	
5. Other Benefits	None		None	

**Remark:** The 2022 Annual General Meeting of Shareholders approved the directors' remuneration for the year 2022 in the amount up to Baht 16 million in total, divided into the monthly remuneration and meeting allowances in the amount up to Baht 10 million and the annual bonus in the amount up to Baht 6 million.

There being no inquiries from the shareholders, the Meeting Facilitator then proposed the shareholders to vote on this agenda item. The resolution for this agenda item would be approved by the votes of not less than two-thirds of the total number of votes of the shareholders presenting at the Meeting. The shareholders' resolution was as follows:

Approved	243,825,828	votes, equivalent to 90.1239 percent
Disapproved	16,221,751	votes, equivalent to 5.9959 percent
Abstained	10,497,562	votes, equivalent to 3.8802 percent
Voided ballot	0	votes, equivalent to 0.0000 percent



**Resolution** The meeting resolved to approve the directors' remuneration for the year 2023 in a total amount up to Baht 18 million for the entire Board of Directors, divided into the monthly remuneration and meeting allowances in the amount up to Baht 12 million and annual bonus in the amount up to Baht 6 million with the votes of not less than two-thirds of the total number of votes of the shareholders presenting at the meeting.

**Agenda 9 To consider and approve the appointment of auditors and the remuneration for the year 2023**

The Chairman assigned Dr. Panja Senadisai, Chairman of the Audit and Corporate Governance Committee, to report to the Meeting.

Dr. Panja Senadisai informed the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) (including any amendment thereto) requires that each annual general meeting of shareholders appoints an auditor and fixes his/her remuneration year to year. An existing auditor is eligible for re-election. In addition, under the Notification of the Capital Market Supervisory Board No. Tor Jor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure regarding Financial and Non-Financial Information of Securities Issuers (including any amendment thereto), an issuing company must ensure the rotation of its auditor in the event that any auditor has been appointed to perform audits for such company for more than 7 accounting years whether consecutively or not.

The Audit and Corporate Governance Committee had considered and was of the opinion that the auditor from KPMG Phoomchai Audit Limited possessed knowledge and experience in performing audits and had been performing duties in accordance with their scope of duties and properly providing advice and suggestions to the Company throughout the past years. The auditor also had a satisfying performance and qualifications that met the requirements of relevant rules, notifications, and regulations. Therefore, it was deemed appropriate to appoint the auditors from KPMG Phoomchai Audit Limited as the Company's auditor for the year 2023, namely:

Name of Auditor	Certified Public Accountant No.	Number of year(s) in signing to certify the Company's financial statements
(1) Mr. Songchai Wongpiriyaporn and/or	10996	2 year since 2021
(2) Mr. Bunyarit Thanormcharoen and/or	7900	-
(3) Ms. Siripen Sukcharoenyingyong	3636	-

The period of time which the 3 abovementioned auditors performed their duties was in accordance with the criteria and guidelines relating to auditor rotation.

In case that the auditors named above cannot perform their duties, KPMG Phoomchai Audit Limited shall provide its alternative auditor to perform audits and give opinions on the Company's financial statements in place of such auditors.

The remuneration for the year 2023 amounts to Baht 480,000 which increased from 2022 due to an increase in the number of subsidiaries and the auditor did not receive any other non-audit fee from the Company. In addition, none of the above auditors provided other services to the Company or had any relationship and/or conflict of interest with the Company/ its subsidiaries/ executives/ major shareholders or any related persons of such persons.

With regard to the 4 subsidiaries, which are (1) Bangkok Spring Industrial Company Limited (2) Somboon Malleable Iron Industrial Company Limited (3) International Casting Products Company Limited and (4) Somboon Forging Technology Company Limited, the remuneration for these 4 subsidiaries were collectively Baht 3,125,000, which included the audits relating to the BOI promoted business. The auditors did not receive any other non-audit fee from the Company's subsidiaries.

There being no inquiries from the shareholders, the Meeting Facilitator then proposed the shareholders to vote on this agenda item. The resolution for this agenda item would be approved by the majority votes of the shareholders presenting at the Meeting and having the right to vote. The shareholders' resolution was as follows:

Approved	270,298,941	votes,	equivalent to	99.9090	percent
Disapproved	246,200	votes,	equivalent to	0.0910	percent
Abstained	0	votes,	equivalent to	0.0000	percent
Voided ballot	0	votes,	equivalent to	0.0000	percent

**Resolution** The Meeting resolved to approve the appointment of:

- (1) Mr. Songchai Wongpiriyaporn, Certified Public Accountant No. 10996; and/or
- (2) Mr. Bunyarit Thanormcharoen, Certified Public Accountant No. 7900; and/or
- (3) Miss Siripen Sukcharoenyingyong, Certified Public Accountant No. 3636,

from KPMG Phoomchai Audit Limited as the Company's auditor for the year 2023 and the remuneration for the year 2023 in the amount of Baht 480,000 for the Company and Baht 3,125,000 in total for the Company's 4 subsidiaries with the majority votes of the shareholders presenting at the Meeting and having the right to vote.

**Agenda 10** Other business

The Chairman further informed the Meeting that this agenda was for the shareholders to make an inquiry and/or for the Board of Directors to give answer or clarify matter to the shareholders. No other business would be proposed for consideration and no resolution would be passed under this agenda item. In case there was any inquiry made by the shareholders, the Chairman assigned Miss Napatsorn Kitaphanich, the President, and Mr. Vacharatorn Kitaphanich, Vice President – Commercial, to present, clarify and respond such inquiry to the shareholders. There was a shareholder who had submitted inquiries in advance, the details of which were as follows:

**1. Mr. Kiattisak Santisawang, the shareholder who attended the meeting by himself**

**Question** 1. With regard to election campaigns of some political parties to raise daily minimum wage, if the daily minimum wage is raised, to what extent the raise will affect the Company's costs and when will the Company be able to increase its sales prices after such increase in daily minimum wage to make up for the increase in costs.

**Answer** Miss Napatsorn Kitaphanich explained that at present, the Company's labor costs, both direct and indirect, are at approximately 6 - 7 percent of sales. Currently, most of the Company's workers are skilled labors, who receive wages higher than the daily minimum wage. However, if the minimum wage is further increased, it will not much impact to the company due to the company's labor cost is not too high. In addition, robots and automation have been increasingly used in the production lines to increase operational efficiency.

Question 2. The progress of the implementation of green logistic between the Company and WICE

Answer Miss Napatsorn Kitaphanich explained that, according to the cooperation plan between the Company and WICE to conduct a study on the opportunity for making use of the unutilized areas of Somboon Group's companies, the initial stage of the project would involve the development of the area on Bangna-Trad Road, KM.15 in Samutprakarn Province. The Company will keep the investors informed of the development of this project from time to time.

Question 3. The approximate ratio of the revenue from new businesses, such as robots and EV in 2023 and 2024 to the total revenues.

Answer Miss Napatsorn Kitaphanich explained that the Company's new businesses consist of 3 businesses as follows:

- 1) Business of Somboon Siasun Tech Company Limited (SST), which specializes in designing highly-advanced system integration using robotic and automation technologies and smart warehouse. Currently, SST has 4 major customers but they are still a small number which will consider business plan to stimulate more sales and marketing.
- 2) Business of STRON, which operates a business related to the import, design, development and distribution of electric vehicle structure, completely built-up electric vehicles and battery. Currently, STRON has developed 3-wheeled electric vehicles and has signed an MOU with E-Tuk Factory (ETF), a company based in the Netherlands, in its capacity as the production hub of smart E-TUK TUK in order to penetrate into logistics and service industries in Thailand and in other countries across the globe, expected to start the production in Q3-2023.
- 3) Business of Somboon Advance Agriculture (SAA), which was set up in April 2023 which focus on the development and enhancement of equipment and tools for agricultural machinery, expected to commence its operations in Q3-2023.

The first phase of the operations of all 3 new businesses, entails developing a learning curve and conducting marketing. However, the company expected 5% - 10% of the revenues from its new businesses compared to its total revenues would be recognized within the next 3 – 5 years depends on economic situation and other company's planned projects.

Question 4. The progress of additional orders from Chinese EV manufacturers

Answer Mr. Vacharatorn Kitaphanich explained that one of the Company's JVs received coil spring orders from Chinese car manufacturers brand and companies in Vietnam, which are used for passenger vehicles (not for commercial vehicles). This has low impact to sale revenue compared to the Company's total revenue. Moreover, negotiation with new customers in China, Korea and Europe has been underway for both OEM and first tier to continue increasing EV opportunity.

There being no further inquiries from the shareholders, the Chairman therefore expressed his appreciation to all the shareholders for sparing their valuable time for attending the Meeting and approving all matters proposed by the Board of Directors. The Chairman then adjourned the Meeting at 11.25 hours.



(Miss Nopamas Panthong)  
Company's Secretary



(Mr. Sansern Wongcha-um)  
Chairman of the Meeting

The 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report)  
in the form of QR Code

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The Company had prepared the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report). The shareholders can receive the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) by downloading via QR Code as shown in the registration form and below.



## Profiles of the Nominated Persons to be the Directors

## 1. Profiles of the nominated persons

1.1 Dr. Suthad Setboonsarng Nominated to be Independent Director

<u>Age</u>	73 years
<u>Nationality</u>	Thai
<u>Education</u>	<ul style="list-style-type: none"> <li>- Ph.D. in Economics, University of Hawaii, USA</li> <li>- M.A. in Agricultural Economics, University of Hawaii, USA</li> <li>- B.A. in Economics, Thammasat University</li> </ul>
<u>Training from IOD</u>	<ul style="list-style-type: none"> <li>- Director Certification Program</li> <li>- Boards that Make a Difference Program</li> </ul>
<u>Present Position</u>	<ul style="list-style-type: none"> <li>- Independent Director/ Chairman of the Risk Management and Sustainability Development Committee/ Member of the Nomination and Remuneration Committee for Director and Executive/ Member of the Audit and Corporate Governance Committee, Somboon Advance Technology Public Company Limited</li> <li>- Chairman, the NawaChiOne Foundation</li> </ul>
Number of other Listed Company(ies) being in a Position of Director	-None-
Number of Non-Listed Company(ies) being in a Position of Director	1 Organization
Number of Year(s) as Independent Director	6 Years
Total of Directorship Period including this Year's Proposed Term	9 Years
Holding a Position in other Business which may Cause the Conflict of Interest or Compete with the Company	-None-
<u>Position in the Company</u>	Independent Director, Somboon Advance Technology Public Company Limited, since 2018 - present
<u>Meeting Attendance in 2023</u>	<ul style="list-style-type: none"> <li>- Board of Directors' Meeting 12/12 times (100%)</li> <li>- The Risk Management and Sustainability Development Committee 1/1 time (100%)</li> <li>- The Nomination and Remuneration Committee for Director and Executive 1/1 time (100%)</li> <li>- The Audit and Corporate Governance Committee 7/7 times (100%)</li> </ul>

Additional information for the director nominated to be elected as an independent director:

Not having any of the following interest in the Company/ parent companies/ subsidiaries/ associated companies/ subsidiaries in the same level or juristic persons which may have a conflict of interests at present or during the past 2 years:

- Not being a director that participates in the management, officer, employee or advisor receiving regular salary.
- Not being a professional service provider (such as auditor or legal advisor).
- Not having a significant business relation which may obstruct the independent discretion or that may result in not being able to perform duties independently (such as purchase/sale of raw materials/goods/services, lending or borrowing of money).

1.2 Mr. Nontigorn Kanchanachitra Nominated to be Director



Age 68 years

Nationality Thai

Education

- Ph.D. Degree : Honorary Doctorate of Business Administration, Donburi Rajabhat University
- Master Degree: Master of Public Administration, Middle Tennessee State University, USA
- Bachelor Degree: Political Science, Chiang Mai University

Training from IOD

- Role of the Chairman Program
- Director Certification Program
- Audit Committee Program
- Role of the Compensation Committee
- Financial Statements for Director

Present Position

- Director, Somboon Advance Technology Public Company Limited
- Independent Director/ Member of the Nomination & Remuneration Committee, Tipco Foods Public Company Limited
- Director, Bank of Thailand
- Independent Director/ Chairman, J.R.W. Utility Public Company Limited
- Independent Director/ Chairman, SISB Public Company Limited
- Director, Council of State of Thailand
- Director, Office of the Civil Service Commission

Number of other Listed Company(ies) being in a Position of Director 3 Companies

Number of Non-Listed Company(ies) being in a Position of Director 3 Organizations

Number of Year(s) as Independent Director 7 Months

Total of Directorship Period including this Year's Proposed Term 3 Years 7 Months

Holding a Position in other Business which may Cause the Conflict of Interest or Compete with the Company -None-

Position in the Company Director, Somboon Advance Technology Public Company Limited, since 2023 - present

Meeting Attendance in 2023 - Board of Directors' Meeting 3/3 times (100%)

1.3 Mr. Yongkiat Kitaphanich

Nominated to be Director



Age

61 years

Nationality

Thai

Education

- M.B.A., National Institute of Development Administration
- Master of Industrial Engineering, Waseda University (Japan)
- Bachelor of Mechanical Engineering, King Mongkut's Institute Technology

Training from IOD

- Director Accreditation Program
- Finance for Non-Finance Directors
- Director Certification Program

Present Position

- Director/ Vice Chairman of the Executive Board, Somboon Advance Technology Public Company Limited
- Chairman, Somboon Holding Company Limited
- Director, Somboon Forging Technology Company Limited
- Director, Somboon Malleable Iron Industrial Company Limited
- Director, Bangkok Spring Industrial Company Limited
- Director, International Casting Products Company Limited
- Honorary Chairman, Auto Parts Industry Club of the Federation of Thai Industries
- Honorary President, Thai Auto Parts Manufacturers Association

Number of other Listed Company(ies) being in a Position of Director

-None-

Number of Non-Listed Company(ies) being in a Position of Director

7 Companies/Organization

Number of Year(s) as Independent Director

20 Years

Total of Directorship Period including this Year's Proposed Term

23 Years

Holding a Position in other Business which may Cause the Conflict of Interest or Compete with the Company

-None-

Position in the Company

Director, Somboon Advance Technology Public Company Limited, from 2004 - present

Meeting Attendance in 2023

- Board of Directors' Meeting 12/12 times (100%)
- Executive Board of Directors' Meeting 11/11 times (100%)



2. Information of the nominated persons' shareholding in Somboon Advance Technology Public Company Limited as of 7 March 2024

Nominated Persons		Number of Shares	Percentage of all Shares Entitled to Vote
1. Dr. Suthad	Setboonsarng	None	None
2. Mr. Nontigorn	Kanchanachitra	None	None
3. Mr. Yongkiat	Kitaphanich	3,820,343	0.90%

3. Information regarding the holding of director or management position in other listed companies or in company/business in competition or related to the Company's business

Nominated Persons		Other Listed Company(ies)		Other Businesses (Non-Listed Company)	Business in Competition or Related to the Company's Business
		Number	Type of Director		
1. Dr. Suthad	Setboonsarng	None	-	1	None
2. Mr. Nontigorn	Kanchanachitra	3	- Independent Director/ Member of the Nomination & Remuneration Committee, Tipco Foods Public Company Limited - Independent Director/ Chairman, J.R.W. Utility Public Company Limited - Independent Director/ Chairman, SISB Public Company Limited	3	None
3. Mr. Yongkiat	Kitaphanich	None	-	7	None

4. Definition of "Independent Director" of Somboon Advance Technology Public Company Limited

Somboon Advance Technology Public Company Limited has defined the definition of independent director to be in accordance with the requirements of the Capital Market Supervisory Board. The qualifications of the "Independent Director" of the Company are summarized as follows:

- (1) holding no more than 0.5 percent of the total voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, including shares held by the connected persons of such independent director;
- (2) not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least 2 years prior to the appointment date. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency which is a major shareholder or the controlling person of the Company;

- (3) not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary;
- (4) not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least 2 years prior to the appointment date.

The business relationship under Paragraph 1 shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the Company or from 20 million baht or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person;

- (5) not being or having been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, unless the foregoing relationship has ended for not less than 2 years prior to the appointment date;
- (6) not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than 2 million baht per year by the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than 2 years prior to the appointment date;
- (7) not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder;

- (8) not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1 percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary;
- (9) not having any other characteristics that cause the inability to express independent opinions on the business operation of the Company; and
- (10) determining term of independent director for not exceeding 9 consecutive years, starting from 1 January 2015 onwards.

**Guidelines for Attending the Shareholders' Meeting through  
Electronic Means (E-AGM) and the Proxy**

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**1. For shareholders who wish to attend the meeting by him/herself:**

Please complete the Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM) as shown in Enclosure 9 by clearly indicating that you intend to attend the meeting by self, including all details for the registration to the meeting and attach the copy of the required identification documents for verification of the right to attend the meeting as follows:

- **For shareholder who is a natural person**
  - Copy of identification card or copy of passport of the shareholder, which is not yet expired, certified as true and correct copy by the shareholder.
- **For shareholder who is a juristic person**
  - Completed and signed proxy form, together with the supporting documents as detailed under the heading “**Required Documents for Proxy**” in the next page.

The shareholders can submit the said Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM) together with the identification documents as specified above to the Company within 22 April 2024 for advance registration to the meeting via the following channels:

**E-mail:**        [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) or

**Post:**         Somboon Advance Technology Public Company Limited  
The Company Secretary Office, Building 2  
No. 215 Moo 2, Debaratna Road  
Tambol Bangchalong, Amphur Bangplee  
Samutprakarn Province 10540

**2. For shareholders who wish to appoint a proxy to attend the meeting:**

In case where the shareholders cannot attend the meeting by him/herself, the shareholders can grant the proxy to any other person or one of the Company's independent directors whose name and details are as shown in Enclosure 6 to attend the meeting and cast vote according to your instruction. ***Please carefully study the details of meeting agenda items before deciding to appoint proxy.***

For the shareholders who wish to appoint proxy, please complete the Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM) as shown in Enclosure 9 and clearly state that you intend to appoint proxy to attend the meeting on your behalf, including all details for the registration to the meeting. Please also complete and sign the proxy form provided by the Company as shown in Enclosure 7 or download it from the Company's website at [www.satpcl.co.th](http://www.satpcl.co.th) for completing and signing and then submit the Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM) together with the proxy form and the copy of the required documents for proxy (as detailed under heading “**Required Documents for Proxy**” below) to the proxy and further send the said documents to the Company within 22 April 2024 for advance registration to

the meeting and, in case the shareholders grant the proxy to one of the Company's independent directors, please send the said documents to the Company **within 22 April 2024** via the following channels:

**E-mail:**      [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) or  
**Post:**        Somboon Advance Technology Public Company Limited  
                  The Company Secretary Office, Building 2  
                  No. 215 Moo 2, Debaratna Road  
                  Tambol Bangchalong, Amphur Bangplee  
                  Samutprakarn Province 10540

The shareholders may revoke the proxy by sending a written notice to the Company 7 days prior to the commencement of the meeting. In case where the revocation notice is submitted to the Company after the specified date, the Company reserves the rights to not consider such revocation of proxy.

In case that the shareholder appoints one of the Company's independent directors (whose name and details are as shown in Enclosure 6) to be proxy, such independent director who has been appointed as proxy shall cast vote according to the shareholder's direction. If the independent director who has been appointed as proxy fails to comply with such direction as indicated in the proxy form and such failure causes you damage, you are eligible to pursue a legal action. (If the shareholder does not indicate a vote on the proxy form in advance, the independent director who has been appointed as a proxy shall cast the votes as deems suitable and appropriate.) To avoid special conflict of interest, the independent director who has been appointed as proxy will not cast vote in the agenda item 7 "To consider and approve the directors' remuneration for the year 2024" (unless the shareholder clearly specified that the independent director to vote on his/her behalf by using Proxy Form B.)

#### **Required Documents for Proxy**

##### **In case of shareholder who is a natural person appoints a proxy**

- (1) The proxy form that is completely filled in and signed by the grantor and the proxy; and
- (2) Copy of identification card or copy of passport which is not yet expired and certified as true and correct copy by the grantor; and
- (3) Copy of identification card or copy of passport which is not yet expired and certified as true and correct copy by the proxy.

##### **In case of shareholder who is a juristic person appoints a proxy**

- (1) The proxy form that is completely filled in and signed by the authorized person of such juristic person with seal to be affixed (if any) as grantor and signed by the proxy; and
- (2) Copy of an affidavit of the juristic person who is the grantor, certified as true and correct copy by the authorized person of such juristic person with seal to be affixed (if any) and issued no longer than 6 months before the meeting date; and
- (3) Copy of identification card or copy of passport which is not yet expired and certified as true and correct copy by the authorized person of such juristic person; and
- (4) Copy of identification card or copy of passport which is not yet expired and certified as true and correct copy by the proxy.

**For the shareholder who is the foreign natural person or the juristic person registered in foreign country**

In case the document(s) mentioned above is not made in Thai or English language, English translation of such document(s) which is certified as true and correct translation by the shareholders or the authorized person of the juristic persons with seal to be affixed (if any) is required to be presented.

3. Once the Company receives all required documents specified in items 1 and/or 2 as aforementioned above, the Company will verify the documents in order to confirm the meeting attendance's right and when the verification is approved, the Company will assign Quidlab Co., Ltd. (who is the e-meeting control system provider of the Company) to send the Username and Password together with WebLink for logging into the e-meeting system to an e-mail provided to the Company.

In case that you have not received the Username, Password and WebLink for logging into the e-meeting system within **25 April 2024**, please contact the Company immediately.

4. Please thoroughly study the Manual for Attending Meeting through Electronic Means as shown in the link <https://www.satpcl.co.th/storage/content/ir/shareholders-meeting/agm2024/20240222-sat-agm2024-through-electronic-en.pdf> and which will be sent to the shareholders via e-mail by Quidlab Co., Ltd. The system for registration will be opened 60 minutes prior to the meeting's time. The live broadcast of the meeting will begin at 10.00 hours.
5. To cast the vote during the e-meeting, the shareholder may cast his or her vote in each agenda either "Approve", "Disapprove", or "Abstain" from voting. For the shareholders who do not cast the vote in any agenda, the system will automatically count your vote on such agenda as "Approve".
6. If you have any technical queries or problems in using the e-meeting system before or during the meeting, please contact Quidlab Co., Ltd. via the following channels:

**Tel :** 080-008-7616 or 02-013-4322

**E-mail :** [info@quidlab.com](mailto:info@quidlab.com) or other channels specified in the e-mail sent to you by Quidlab Co., Ltd.

7. **Channels for shareholders to submit the suggestions or questions relating to the Company or this meeting's agendas:**
  - 7.1 The shareholders can submit suggestions or questions to the Company in advance within **22 April 2024** to [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) and/or [kansiri.tho@somboon.co.th](mailto:kansiri.tho@somboon.co.th) by stating your name, surname and contact number which is reachable so that the Company can collect all questions and details and further clarify them to the meeting.
  - 7.2 During the e-meeting, the shareholders attending the meeting can submit their suggestions or questions through the e-meeting system.

## Information of the Independent Directors to Act as Proxy

Name of Directors	Position	Age (Years)	Address	Shareholding in the Company	Relationship with the Company/ Director/ Executive of the Company	Interest in the Agenda Considered	Special Interest Different from Other Directors
1. Mr. Sansern Wongcha-um	Independent Director	76	1/83 The Park Chidlom, 17 <sup>th</sup> Floor B1, Soi Chidlom, Lumpini Sub-district, Patumwan District, Bangkok 10330	-None-	-None-	7	-None-
2. Mr. Sobson Ketsuwan	Independent Director	78	88/55 Soi Phahon Yothin 7, Phahon Yothin Road, Phaya Thai Sub-district, Phaya Thai District, Bangkok 10110	0.01%	-None-	7	-None-
3. Mr. Paitoon Taveebhol	Independent Director	73	580/401 Soi PhoPun 12, Asoke-Dindaeng Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400	-None-	-None-	7	-None-
4. Mr. Prayong Hirunyanich	Independent Director	72	712 Pradit Manutham Road, Khlong Chaokhun Sing Sub-district, Wangthonglang District, Bangkok 10310	-None-	-None-	7	-None-
5. Dr. Somchai Harnhirun	Independent Director	66	8/15 Vacharaphol Road, Khlong Thanon Sub-district, Sai Mai District, Bangkok 10220	-None-	-None-	7	-None-

## Proxy Form B.

Enclosure 7

(Form Specifying Various Particulars for Granting Proxy Containing Clear and Concise Details)

Annexed to Notification of Department of Business Development

Re: Determination of Proxy Form (No. 5) B.E. 2550 (2007)

Affix  
Baht 20  
duty stamp

Written at .....

Date ..... Month ..... Year .....

(1) I/ We ..... Nationality .....

Residing at No. .... Building ..... Road .....

Tambol/Sub-district ..... Amphur/District .....

Province ..... Postal code .....

(2) Being a shareholder of Somboon Advance Technology Public Company Limited,  
holding the total amount of ..... shares and having the right to vote equal to ..... votes,  
consisting of ..... ordinary shares, having the right to vote equal to ..... votes

(3) Hereby appoint any one of:

1. .... Age ..... Years

Residing at No. .... Road ..... Tambol/Sub-district .....

Amphur/District ..... Province ..... Postal code ..... or

2. .... Age ..... Years

Residing at No. .... Road ..... Tambol/Sub-district .....

Amphur/District ..... Province ..... Postal code ..... or

3. .... Age ..... Years

Residing at No. .... Road ..... Tambol/Sub-district .....

Amphur/District ..... Province ..... Postal code ..... or

4. Mr. Sansern Wongcha-um Independent Director Age 76 Years  
Residing at No. 1/83 The Park Chidlom, 17<sup>th</sup> Floor B1, Soi Chidlom, Lumpini Sub-district,  
Patumwan District, Bangkok 10330 or

5. Mr. Sobson Ketsuwan Independent Director Age 78 Years  
Residing at No. 88/55 Soi Phahon Yothin 7, Phahon Yothin Road, Phaya Thai Sub-district,  
Phaya Thai District, Bangkok 10110 or

6. Mr. Paitoon Taveebhol Independent Director Age 73 Years  
Residing at No. 580/401 Soi PhoPun 12, Asoke-Dindaeng Road, Dindaeng Sub-district,  
Dindaeng District, Bangkok 10400 or

7. Mr. Prayong Hirunyanich Independent Director Age 72 Years  
Residing at No. 712 Pradit Manutham Road, Khlong Chaokhun Sing Sub-district,  
Wangthonglang District, Bangkok 10310 or

8. Dr. Somchai Harnhirun Independent Director Age 66 Years  
Residing at No. 8/15 Vacharaphol Road, Khlong Thanon Sub-district,  
Sai Mai District, Bangkok 10220



as my/our sole proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Monday, 29 April 2024 at 10.00 hours through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations or at any adjournment thereof to any other date, time and place.

(4) I/We hereby grant my/our proxy to vote on my/our behalf in this meeting as follows:

- Agenda 1 To consider and acknowledge the Minutes of the 2023 Annual General Meeting of Shareholders  
This agenda is for acknowledgement of the Minutes. Voting is not required.
- Agenda 2 To consider and acknowledge the Company's operating result for the year 2023  
This agenda is for acknowledgement of the Company's operating result. Voting is not required.
- Agenda 3 To consider and approve the balance sheet and profit and loss statements for the fiscal year ended as at 31 December 2023  
 (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.  
 (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):  
 Approve  Disapprove  Abstain
- Agenda 4 To consider and acknowledge the payment of interim dividend  
This agenda is for acknowledgement of the payment of interim dividend. Voting is not required.
- Agenda 5 To consider and approve the appropriation of profit in respect of the year 2023 operating results and the dividend payment  
 (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.  
 (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):  
 Approve  Disapprove  Abstain
- Agenda 6 To consider and approve the appointment of directors in place of those retiring by rotation  
 (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.  
 (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):  
 the appointment of all directors  
 Approve  Disapprove  Abstain  
 the appointment of certain directors  
1. Name of director: Dr. Suthad Setboonsarng Independent Director  
 Approve  Disapprove  Abstain  
2. Name of director: Mr. Nontigorn Kanchanachitra Director  
 Approve  Disapprove  Abstain  
3. Name of director: Mr. Yongkiat Kitaphanich Director  
 Approve  Disapprove  Abstain
- Agenda 7 To consider and approve the director's remuneration for the year 2024  
 (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.  
 (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):  
 Approve  Disapprove  Abstain

- Agenda 8 To consider and approve the appointment of auditors and the remuneration for the year 2024
- (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.
- (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):
- Approve                       Disapprove                       Abstain

Agenda 9 Other businesses (if any)

For the shareholders to ask question and/or for the Board of Directors to answer and/or clarify matter to shareholders (if any), voting is not required.

- (5) The proxy's voting for any agenda that is not as specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.
- (6) In case I/we do not specify my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matter other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as the proxy deems appropriate.

Any act undertaken by the proxy at the meeting, except where the proxy does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

- Remarks:**
1. The shareholder appointing the proxy must authorize only one proxy to attend and cast the vote at the meeting and may not split the number of shares to many proxies for splitting votes.
  2. In the agenda for appointment of directors, directors may be elected as a whole or individually.
  3. If there is any other agenda to be considered in the meeting other than those specified above, the attached Supplement to Proxy Form B. shall be used.

### Supplement to Proxy Form B.

The proxy is granted by a shareholder of Somboon Advance Technology Public Company Limited.

For the 2024 Annual General Meeting of Shareholders on Monday, 29 April 2024 at 10.00 hours through electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations or at any adjournment thereof to any other date, time and place.

- Agenda ..... Re: .....
- (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.
- (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):
  - Approve                       Disapprove                       Abstain

- Agenda ..... Re: .....
- (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.
- (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):
  - Approve                       Disapprove                       Abstain

- Agenda ..... Re: .....
- (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.
- (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):
  - Approve                       Disapprove                       Abstain

- Agenda ..... Re: .....
- (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.
- (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):
  - Approve                       Disapprove                       Abstain

- Agenda ..... Re: .....
- (a) The proxy is entitled to consider the matter and cast the vote on my/our behalf as deems appropriate in all respects.
- (b) The proxy is allowed to cast the vote in accordance with my/our following instruction(s):
  - Approve                       Disapprove                       Abstain

- Agenda ..... Re: To consider appointing directors (continued)
  - Name of Director .....
    - Approve                       Disapprove                       Abstain
  - Name of Director .....
    - Approve                       Disapprove                       Abstain
  - Name of Director .....
    - Approve                       Disapprove                       Abstain
  - Name of Director .....
    - Approve                       Disapprove                       Abstain
  - Name of Director .....
    - Approve                       Disapprove                       Abstain
  - Name of Director .....
    - Approve                       Disapprove                       Abstain

Articles of Association of the Company regarding the Meeting of Shareholders

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General Provisions

Article 3 Unless otherwise stipulated in these Articles of Association, the provisions of the Public Company Limited Act shall be applied.

In case the Company or its subsidiary has entered into connected transactions or transactions regarding acquisition or disposition of material assets of the Company or subsidiary, pursuant to the definition prescribed by the Stock Exchange of Thailand applicable to connected transactions or transactions regarding acquisition or disposition of material asset of the listed company, as the case may be, the Company shall also comply with the criteria and procedures as prescribed in notifications for such cases.

In case that there is any provision in these Articles of Association which is in conflict with any articles, notifications, orders, or regulations of the Stock Exchange of Thailand, such articles, notifications, orders or regulations of the Stock Exchange of Thailand shall prevail.

Directors Qualification, Procedures for Election of Directors and Directors Retiring by Rotation

Article 14 The Company's Board of Directors shall consist of at least 5 directors and the directors not less than half of the total directors of the Company must have residence in the Kingdom of Thailand.

Article 15 The director may or may not be a shareholder of the Company.

Article 16 Unless otherwise stipulated in Article 21, the election of directors shall be made by the shareholders' meeting in accordance with the following criteria and procedures:

- (a) One shareholder shall have the vote(s) equal to the number of share(s) held;
- (b) Each shareholder may cast all the vote(s) under (a) to elect one or several directors, but the shareholder may not split his/her votes to any person at any extent.
- (c) Persons receiving the highest votes in descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case the number of persons, who are elected in descending orders receives equal votes, exceeds the number of directors who shall be elected at that time, the Chairman shall have a casting vote.

Article 17 At every annual general meeting, one-third (1/3) of the directors shall vacate their office. The directors who have been in office longest shall vacate the office first. If the number of directors make it impossible to divide them into 3 equal parts, the number of directors nearest to one-third (1/3) shall vacate the office.

The directors who shall vacate the offices in the first and the second year after the registration of the Company shall be by drawing lots. After that the directors who have been in office longest shall vacate the office.

Article 18 The directors who vacate the office at the end of the term may be re-elected.

Article 22 The shareholders' meeting may pass a resolution removing any director from office prior the expiration of the director's term of office by a vote of not less than three-fourths (3/4) of the number of the shareholders and proxies of the shareholders (if any) attending the meeting and having the right to vote, and the shares held by them shall not, in aggregate, be less than half (1/2) of the number of the shares held by the shareholders and proxies of the shareholders (if any) attending the meeting and having the right to vote.

### Shareholders' Meetings

Article 31 The Board of Directors shall convene an annual general meeting of shareholders within 4 months from the last day of the Company's fiscal year.

Article 32 Shareholders' meetings other than the annual general meeting of shareholders shall be called extraordinary meetings.

Article 33 Summoning extraordinary meetings of the shareholders may be done by:

- (a) The Board of Directors, who may summon an extraordinary meeting of shareholders at any time, or
- (b) One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request in writing for the Board of Directors to call an extraordinary meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date of receipt of the written request from the shareholders.

In the case where the Board of Directors fails to arrange the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the expiration date of the period under paragraph one. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors and the Company shall be responsible for any necessary expenses as may be incurred in the course of convening such meeting and the Company shall provide reasonable facilitation for the meeting.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute a quorum as prescribed by Article 35, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in relation to the arrangements for holding that meeting.

Article 34 In summoning a shareholders' meeting, the Board of Directors shall take action as follows:

- (a) Prepare a notice summoning the meeting, setting forth the place, the day, the time, the agenda of the meeting, the subject-matter to be proposed to the meeting, together with all details by clearly stating whether it is a matter proposed for information or for approval or for consideration, and the opinion of the board of directors regarding the said matter, and
- (b) Deliver the above notice to the shareholders not less than 7 days prior to the day of meeting; and
- (c) Advertise the above notice in a newspaper for 3 successive days, not less than 3 days prior to the day of meeting.

Article 35 At any shareholders' meeting, there must be present not less than 25 shareholders and proxies of shareholders (if any) or a number not less than one-half of the number of all the shareholders representing not less than one-third (1/3) of the number of all the shares already sold in order to form a quorum. In this regard, the shares that the Company itself owns are not counted to form a quorum at the shareholder meeting.

When 1 hour has elapsed from the appropriated time fixed for any shareholders' meeting and the number of the shareholders who are present at the meeting still fails to constitute a quorum as prescribed in the first paragraph of this Article,

- (a) If the meeting is a shareholders' meeting convened because of a request from shareholders, it shall be extinguished.
- (b) If it is a shareholders' meeting which is not convened because of a request from shareholders, it shall be re-convened by the Board of Director and the notice summoning such meeting shall be delivered to shareholders for not less than 7 days before the date of the meeting, but the notice shall not be advertised in the newspaper. In the latter meeting, a quorum is not compulsory in accordance with the first paragraph of this Article.

Article 36 The chairman at the shareholders' meeting has the duty to control the meeting in accordance with the articles of association of the Company governing shareholders' meetings and must conduct the meeting in accordance with the agenda sequence prescribed in the notice summoning the meeting, unless the shareholders' meeting passes a resolution for a change of the agenda with the votes of not less than two-thirds of the number of the shareholders or proxies of shareholders (if any) who are present at the meeting.

When the meeting has finished considering according to paragraph one, the shareholders or proxies of shareholders (if any), whose total number of shares is not less than one-third of the number of shares already sold, may propose that the meeting consider matters other than those prescribed in the notice summoning the meeting.

In case the meeting cannot finish considering the matter according to the agenda sequence under paragraph one or cannot finish considering the matter proposed by the shareholders under paragraph two and it is necessary to postpone consideration, the meeting shall prescribe the place, the day and the time of the next meeting to be held by requiring that the Board of Directors send the notice summoning the meeting, setting forth the place, the day, the time and the agenda of the meeting to the shareholders not less than seven days prior to the day of meeting and advertise the said notice in a newspaper for 3 successive days, not less than three days prior to the day of meeting.

Article 37 A resolution of the shareholders' meeting shall consist of the following votes:

- (a) In usual circumstances, the majority vote of the shareholders and the proxies of shareholders (if any) who are present at the meeting and have the right to vote shall be taken, in which one share shall be counted as one vote. In case the votes are equal, the chairman at the meeting shall have casting vote.

(b) In the following cases, the votes of not less than three-fourths (3/4) of the number of all the votes of the shareholders and the proxies of shareholders (if any) who are present at the meeting and have the right to vote shall be taken, in which one share shall be counted as one vote:

- (1) The sale or transfer of the whole or some important parts of the business of the Company to another person;
- (2) The purchase or receipt of the business of another company or private company, transferred to the Company;
- (3) The conducting, correction or rescission of a contract relating to the lease, hire-purchase or lease-hire-purchase of the whole or some important parts of the business of the Company;
- (4) The assignment of another person to assume the management of the business of the Company;
- (5) The merger of businesses with another person with the objective of sharing profits/ losses;
- (6) The correction, change or amendment of the memorandum of association or the articles of association of the Company;
- (7) The increase or decrease of the capital of the Company;
- (8) The issuance of debentures according to Section 145 of the Public Limited Companies Act B.E. 2535;
- (9) The merger of the company according to Section 146 of the Public Limited Companies Act B.E. 2535; or
- (10) The winding up of the company according to Section 154 of the Public Limited Companies Act B.E. 2535;
- (11) The issuance of shares for the purpose of paying a debt or a debt capitalization project under Section 54/1 of the Public Limited Companies Act (No. 2) B.E. 2544.

With respect to the shares owned by the Company itself, the Company does not have the right to vote and they are not counted as forming votes of a shareholders' meeting resolution.

Article 38 Secret voting at the shareholders' meeting may be done when not less than 5 shareholders request the same and the shareholders' meeting consents with the majority of votes of the shareholders and the proxies of shareholders (if any) who are present at the meeting and have the right to vote. One share shall be counted as one vote.

Article 39 Transactions to be conducted at the annual general meeting shall consist of the following:

- (a) Considering the acknowledgement of the Board of Directors' annual report proposed to the meeting for the result of the Company's operation during the preceding year;
- (b) Considering and approving the balance sheets, and profit and loss statements;
- (c) Considering the election of new directors in place of those who must retire by rotation; and
- (d) Other businesses.

- Article 42 The Board of Director shall assign the auditor to prepare the balance sheet and the profit and loss statements as at the ending date of the fiscal year of the Company for submission to the shareholders' meeting for consideration and approval at the annual general meeting.
- Article 47 The Board of Directors shall send the following documents to the shareholders, together with the notice convening the annual general meeting;
- (a) the copy of the balance sheet and the profit and loss statements audited by the auditor, together with the auditor report; and
  - (b) the annual report of the Board of Directors containing the required details under Section 114 of the Public Limited Companies Act B.E. 2535.
- Article 51 The auditor has a duty to attend the shareholders' meeting of the Company every time the balance sheet, profit and loss statements, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of the audit to the shareholders, and the Company shall also send to the auditor, reports and documents which should be received by the shareholders in such shareholders' meeting.

#### **Dividend Payment**

- Article 43 The Company must appropriate to a reserve fund under the law, from the annual net profit at least 5 percent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than 10 percent of the registered capital of the Company.
- Article 44 Distribution of dividend from money other than profit is not allowed. If the Company still has an accumulated loss, no dividend shall be distributed.
- Article 45 The Board of Directors may announce to pay an interim dividend to the shareholders from time to time as appear to the Board of Directors to be justified by the profits of the Company. When the Board of Directors announce to pay the interim dividend, the Board of Directors shall report thereof to the shareholders' meeting at the next meeting.
- Article 46 When the Company or the Board of Directors announce to pay dividend, the Company shall proceed as follows:
- (a) distribution of dividend shall be equally distributed in accordance with the number of shares within 1 month from the date the resolution was passed by the shareholders' meeting or by the Board of Directors' meeting;
  - (b) the shareholders shall be notified in writing; and
  - (c) the notice of such payment of dividend shall also be advertised in a newspaper at least 1 time.
- In relation to the shares held by the Company, the Company shall not have right to receive dividend.



Registration Form for Attending the 2024 Annual General Meeting of Shareholders  
through Electronic Means (E-AGM)

Written at .....

Date ..... Month ..... Year .....

(1) I / We ..... Identification Card/Passport No .....  
Nationality ..... Address ..... Road .....  
Tambol/Sub-district ..... Amphur/District .....  
Province ..... Postal Code ..... Mobile Phone No. ....  
Shareholder Registration No. .... am/are a shareholder of Somboon Advance  
Technology Public Company Limited holding a total number of ..... shares.

I/We hereby confirm that I/we will attend the meeting and cast my/our votes at the 2024 Annual General Meeting of Shareholders, which will be held through electronic means (E-AGM), on Monday, 29 April 2024 at 10.00 hours, by:

Attending the meeting by self

Appointing (Mr./Mrs./Ms.) ..... as my/our proxy to  
attend the meeting and cast vote on my/our behalf.

(2) Please send the manual for attending the meeting to:

E-mail at ..... (please indicate)

Mobile Phone No. .... (please indicate)

**Remark** In case that the shareholders attend the meeting by him/herself, please indicate the shareholder's email and mobile phone number.

In case that the shareholders appoint proxy to attend the meeting, please indicate the proxy's email and mobile phone number.

Signed ..... Shareholder  
(.....)

Signed ..... Proxy  
(.....)

**Remark:**

Please kindly send this "Registration Form for Attending the 2024 Annual General Meeting of Shareholders through Electronic Means (E-AGM)" which has been completely filled in and signed, together with identification documents as specified in "Guidelines for Attending the Shareholders' Meeting through Electronic Means (E-AGM) and the Proxy" (Enclosure 5) to the Company **within 22 April 2024** for advance registration to the meeting via the following channels:

**E-mail :** [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) or

**Post :** Somboon Advance Technology Public Company Limited  
The Company Secretary Office, Building 2  
No. 215 Moo 2, Debaratna Road  
Tambol Bangchalong, Amphur Bangplee  
Samutprakarn Province 10540

## Privacy Notice

### For the Shareholder's Meeting of Somboon Advance Technology Public Company Limited

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Somboon Advance Technology Public Company Limited (the "Company") gives priority and respects concerns about personal data. To ensure the compliance with Thailand's Personal Data Protection Act B.E. 2562 (2019), the Company would like to inform you of the purpose of and details in collecting, using, and/or disclosing your personal data as the shareholder, proxy and/or the authorize person of juristic person.

#### 1. What personal data the Company collect, use, and/or disclose?

For the purpose of convening the shareholder's meeting, the Company is necessary to collect or obtain the various types of information directly from you, which may include but not limited to the following personal data:

- **General Personal Data:** such as name, surname, address, date of birth, telephone number, email address, nationality, occupation, taxpayer identification number, identification card number, juristic person registration number, number of shares, etc.
- **Sensitive Personal Data:** such as photos or video footage taken at the shareholders' meeting. The Company will use our best effort to provide the sufficient security measure to protect your sensitive data.

The Company may obtain personal data directly from you through registration form, proxy form (if any), or a copy of the identification card or similar identification document that you submit to support the registration to attend the meeting.

The identification document that you send to the Company such as a copy of the identification card or other official documents may appear the sensitive data, e.g., race, blood type, religion etc. In such case, you can conceal such sensitive data before submitting the document to the Company. If you have not concealed such sensitive data, the Company reserves the rights to conceal the sensitive data on the documents received, and it shall not be deemed to constitute the collection of your sensitive data.

In addition, the Company may obtain and use your personal data that the Company receives from Thailand Securities Depository Company Limited ("TSD"). In such case, your personal data that have been collected by TSD are name, surname, identification card number or passport number and shares information, etc.

#### 2. Why the Company collect, use, and/or disclose your personal data?

The Company collects, uses, and/or discloses your personal data for the following purposes:

- to call, hold and organize the shareholders' meeting of the Company, which includes your identity authentication, document transmission, and performing any action to comply with the resolutions of the shareholders' meeting, company management, organizing activities, and sending any newsletter or offers for the benefit of the shareholders;

- to prepare the minutes of the shareholders' meeting of the Company and to evidence your meeting attendance, to protect the security, including for any purpose necessary and relevant to protect the legitimate interest of the Company and individuals within the limit which you might reasonably have been expected;
- to comply with our legal obligations and/or cooperate with the court, regulators, government authority and law enforcement bodies for the exercising of such official authority applied to the Company.

The Company may disclose your personal data to any persons or entities involved in the meeting, such as consultants, service provider of electronic platform, government agencies, regulators, etc., as well as disclose the minutes and video footage of the meeting through the Company's website.

In the event that it is necessary to collect, use, and/or disclose your personal data as required by law, or for performance of a contract with you and you fail to provide such personal data to the Company, the Company may not be able to serve you our full range of services or perform the contract that the Company have or will be entering into with you at our fullest extent. (For example, to allow you to enter the meeting and/or access to our premises, etc.)

### 3. How long does the Company retain your personal data?

The Company will retain your personal data as long as it is reasonably necessary to fulfil the purpose for which the Company obtained them. However, the Company may retain your personal data for a longer duration, if required by applicable law.

### 4. What rights do you have in your personal data?

You have rights under the Personal Data Protection Act B.E. 2562 (2019) such as giving consent, withdrawing consent, requesting access, to obtain copy, or to amend your personal data, objecting the collection or use or disclose of the personal data, requesting to delete or destroy or suspend the use of personal data or requesting to anonymize the personal data to become the anonymous data, etc. which are subject to criteria procedures as required by law. For your information, please find below the details of the Company's Privacy Policy on the Company's website:

<https://www.satpcl.co.th/storage/content/cg/corporate-documents/corporate-policies/20220221-sat-privacy-policy-th.pdf>

or scan QR Code here



**To shareholders**

As Somboon Advance Technology Public Company Limited has provided the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in the form of QR Code, if any shareholder would like to receive the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report) in hard copy, please indicate the intention by sending an e-mail to [nopamas.p@somboon.co.th](mailto:nopamas.p@somboon.co.th) or by filling in the details below and submitting the completed request form to the Corporate Secretary Office, Building 2, No. 215 Moo 2, Debaratna Road, Tambol Bangchalong, Amphur Bangplee, Samutprakarn Province 10540

**Request Form for the Hard Copy of the 2023 Annual Registration Statement/Annual Report  
(Form 56-1 One Report)**

(Please write in block letters)

Name ..... Surname .....

Company .....

Address No. .... Moo ..... Soi / Village .....

Road ..... Sub-district .....

District ..... Province .....

Postal code .....

Telephone .....

I would like to receive the hard copy of the 2023 Annual Registration Statement/Annual Report (Form 56-1 One Report). Please send it to the address specified above.



STAMP

Please send to:

**Ms. Nopamas Panthong (Company Secretary)**

Somboon Advance Technology Public Company Limited

The Company Secretary Office, Building 2

No. 215 Moo2, Debaratna Road, Tambol Bangchalong

Amphur Bangplee, Samutprakarn Province 10540

