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More information on: <http://www.oxfordjournals.org/doi/10.1093/oxfordjournals/oxford.a011000>  
Company Secretary  
Tel 0 2106 8300

Date: 18<sup>th</sup> March 2024

Subject: Invitation to the Annual General Meeting of Shareholders for 2024

Attention: The Shareholders of Sammakorn Public Company Limited

- Enclosures:
1. Copy of Minutes of Annual General Meeting of Shareholders for 2023.
  2. Form 56-1 One Report 2023 together with the Report and Consolidated Financial Statements of the Company for the year ended December 31<sup>st</sup>, 2023 in QR Code.
  3. Profiles of the persons who are nominated to be elected as directors of the Company.
  4. Information of the Nominated Auditors for the year 2024.
  5. Information of Independent Directors Proposed to be Shareholders' Proxies.
  6. Definition of Independent Director of the Company.
  7. Agenda-Related Articles of Association in Letter of Invitation of the Meeting of Shareholders.
  8. Guidelines for attending the shareholders meeting via electronic media and the method of appointing a proxy, including registration form for attending the shareholders' meeting via electronic media.
  9. Criteria and form for submission of questions in advance prior to the shareholders meeting.
  10. Requisition Form 56-1 One Report 2023
  11. Proxy A. B. and C. Form
  12. Quidlab E-Meeting&Voting System User's Manual Conferencing Option.

With reference to the resolution of the Board of Directors of Sammakorn Public Company Limited (the "Company") 1/2024 on 20<sup>th</sup> February 2024, the Annual General Meeting of Shareholders for 2024 will be held on Tuesday the 23<sup>rd</sup> April 2024 at 10.00 hrs. in the form of a meeting via electronic media in accordance with the requirements under the laws in relation to the Electronic Meeting, in order to consider the following agenda items, together with the opinions of the Board:

As the Company gave minor shareholders the opportunity to enable to propose the agenda of the Meeting of Shareholders in advance during 5<sup>th</sup> September 2023 to 30<sup>th</sup> November 2023, and disseminated the details via the Company's website ([www.sammakorn.co.th](http://www.sammakorn.co.th)) and news system of the Stock Exchange of Thailand, the Company would like to inform that in this Meeting, no minor shareholders proposed the agenda for advance consideration at all.

#### **Agenda 1 Certify the Annual General Meeting of Shareholders for the year 2023.**

**Fact and Reason:** The Company prepared the minutes of the Annual General Meeting of Shareholders for 2023 held on 20<sup>th</sup> April 2023, and delivered to the Stock Exchange of Thailand within 14 (fourteen) days from the meeting date of shareholders in the period specified by law. The said minutes have been publicized on the Company's website [www.sammakorn.co.th](http://www.sammakorn.co.th) since 3<sup>rd</sup> May 2023 onwards and with the details as set out in (Enclosure 1).

**The Board's Opinion:** The Board deemed appropriate to propose the shareholders to approve the minutes of Annual General Meeting of Shareholders for 2023 under the Board's opinion that the said minutes were complete and correct. Therefore, the shareholders deemed appropriate to approve the said minutes of meeting enclosed herewith.

**Resolution Vote Consideration:** The majority vote of total votes of the shareholders who attended the meeting and voted

#### **Agenda 2 To consider for acknowledgment the Company's Operation Result of the year 2023.**

**Fact and Reason:** The Report of the Company's Overall Operation for 2023 contains the details presented in the Company's Annual Report 2023 as appeared in details of which can be found under subject "Management Discussion and Analysis" of the Form 56-1 One Report in QR Code, which was delivered to the shareholders, together with this meeting invitation. (Enclosure 2).

**The Board's Opinion:** The Board deemed appropriate to propose the report to the shareholders to acknowledge the Company's overall operation in the year of 2023.

**Resolution Vote Consideration:** Non-requirement of voting since it is the resolution for Acknowledgement

#### **Agenda 3 To consider and approve the Consolidated Statements of Financial Position and Consolidated Statements of Comprehensive Income, as of 31<sup>st</sup> December 2023.**

**Fact and Reason:** The statement of financial position and statement of comprehensive income of the Company and its subsidiaries for the accounting as of 31<sup>st</sup> December 2023 which have already been audited and certified by the certified public accountant, and considered by the Audit Committee and the Board of Directors as appeared in details of which can be found under Part 3 "Financial Statements" of the Form 56-1 One Report in QR Code, which was delivered to the shareholders, together with this meeting invitation. (Enclosure 2).

**The Board's Opinion:** The Board deemed appropriate to propose the shareholders to approve the statement of financial position and statement of comprehensive income for the accounting as of 31<sup>st</sup> December 2023 which have already been considered by the Audit Committee and certified by the auditor.

**Resolution Vote Consideration:** The majority votes of total votes of the shareholders who attended the meeting and voted

**Agenda 4 To consider and approve dividend payment for the year 2023.**

**Fact and Reason:** The Company's dividend payment policy prescribes the dividend payment policy in the ratio of approximately 60% of net profit of the separate financial statements after deduction as reserve capital not less than 5% of net profit for the year deducted with retained deficit brought forward (if any) until the amount of this reserve capital is not less than 10% of the registered capital which the company has already set aside legal reserve completely. This is in accordance with the Public Limited Companies Act B.E. 2535 (1992) and the Company's regulations

**The Board's Opinion:** According to overall operation for 2023, the Company earned 38,162,531 Baht of net profit according to the Company's separate financial statements and 34,700,536 Baht of net profit according to the consolidated financial statements. The Board of Directors deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve dividend payment from annual turnover for 2023 in the ratio of 0.03 Baht per share in total amount of 19,254,013.38 Baht or 55.49% of net profit of the consolidated statements or 50.45% of net profit of the separate financial statements. When compared with overall operation for 2022, it was estimated to be 51.45% of net profit of the separate financial statements. In which the dividend payment for the year 2023 is a dividend payment Lower than the Company's policy Because the company plans to expand business in the future.

Dividend will be paid to the shareholders whereas the names of shareholders who have the right to receive dividend will be listed on 2<sup>nd</sup> May, 2024. Dividend will be paid to the shareholders on 21<sup>st</sup> May 2024. It has been uncertain in granting such right by the Company since it must wait for a prior-approval of the Meeting of Shareholders of the Company 2024. It was deemed appropriate to propose the shareholders to approve dividend payment from annual turnover for 2023 at 0.03 Baht per share compared with dividend payment from annual turnover for 2022 at 0.10 Baht per share.

**Resolution Vote Consideration:** The majority vote of total votes of the shareholders who attended the meeting and voted

**Agenda 5 To consider and approve Directors to succeed those completing their terms.**

**Fact and Reason:** In accordance with the Articles of Association of the Company in Article 16, it prescribes that one-third directors shall retire by rotation from their office every year. In 2024, three directors of the Company who must retire by rotation from their office have been as follows.

- |                                    |                      |
|------------------------------------|----------------------|
| 1. Mr. Anuthip Krairiks            | Independent Director |
| 2. Mr. Satja Janetumnugul          | Director             |
| 3. Mr. Kittipol Pramroj Na Ayudhya | Director             |

The aforesaid directors whose term will be due for retirement by rotation may be elected to resume the director office again. The Company gave minor shareholders the opportunity to enable to nominate the person to be considered for selection as director of the Company in advance from 5<sup>th</sup> September 2023 to 30<sup>th</sup> November 2023. The detail was disseminated via the Company's website and news system of the Stock Exchange of Thailand. However, the minor shareholders did not nominate the persons who will be selected as the Company's director.

**The Board's Opinion:** The Board considered the suggestion of the Nomination and Remuneration Committee that remarked their opinion that the three directors consisting of:

- |                                    |                      |
|------------------------------------|----------------------|
| 1. Mr. Anuthip Krairiks            | Independent Director |
| 2. Mr. Satja Janetumnugul          | Director             |
| 3. Mr. Kittipol Pramroj Na Ayudhya | Director             |

They are completely qualified according to Public Limited Companies Act B.E. 2535 (1992) and have knowledge, competency and experience consistency with the Company's business operation. They can help developing the Company's business to achieve the goals of the Company. Therefore, it was deemed appropriate to select all of three nominees to resume the Company's director office in another term. Mr. Anuthip Krairiks is an independent director who has held the director office more than 9 years and can freely remark his opinions according to the relevant criteria. He has applied his knowledge, experiences and expertise for useful suggestions to the Company. The Board of Directors has considered that Mr. Anuthip Krairiks, who will be nominated as an independent director, has qualifications in accordance with the laws related to the requirements relating to independent directors. The detail and profile of the directors whose term will be due for retirement by rotation are appeared in Letter of Invitation of this meeting (Enclosures 3). Due to the consistency of all three directors' qualifications with definition of the director and independent director of the Stock Exchange of Thailand and of the Company. However, all of the three persons have been passed for prudent and

careful screening and consideration process of the Board of Directors. In this agenda, the director who has interests in this issue abstained voting.

Therefore, the Board of Directors consist of:

1. Mr. Bibit	Bijaisoradat	Chairman of the Board
2. Mr. Satja	Janetumnugul	Director
3. Mr. Tawat	Ungsuprasert	Director
4. Mr. Piyabutr	Lertdumrikarn	Director
5. Mr. Kittipol	Pramoj Na Ayudhya	Director
6. Mr. Napon	Janetumnugul	Director / Managing Director
7. Mr. Tawatchai	Chongdarakul	Independent Director
8. Mr. Anuthip	Krairiksh	Independent Director
9. Ms. Koonthala	Sasasmit	Independent Director

The authority of the Board of Directors that can bind with the Company is given to Mr. Bibit Bijaisoradat, Mr. Tawat Ungsuprasert, Mr. Satja Janetumnugul, Mr. Kittipol Pramoj Na Ayudhya, Mr. Piyabutr Lertdumrikarn and Mr. Napon Janetumnugul, whereas the two of these six directors shall countersign and affix the Company's seal.

**Resolution Vote Consideration :** The majority votes of total votes of the shareholders who attended the meeting and voted by considering an individual appointment

#### **Agenda 6 To Consider and Approve the Determination of Remuneration for the Board of Directors and Sub-Committees for 2024.**

**Fact and Reason:** The remuneration of the Board of Directors and Sub-Committees should be determined in the rate which is appropriate for duties and responsibilities in comparison with the businesses with similar revenue and overall operation.

**The Board's Opinion:** The Board considered according to the opinion of the Nomination and Remuneration Committee that thoroughly considered the scope of duties and responsibilities of the Board of Directors and Sub-Committees as per detail in Section of Corporate Governance in Annual Report, as well as considered overall economic situation and compared remuneration for the Board of Directors with the same type of business and other businesses in similar size. It was deemed appropriate to propose the shareholders to determine the remuneration for the Board of Directors and Sub-Committees for 2024 to be equal to the remuneration for 2023 the following detail.

<b>Position</b>	<b>Remuneration for 2024</b> Baht/Person/Year	<b>Remuneration for 2023</b> Baht/Person/Year
<b><u>Director of the Board</u></b>		
Chairman of the Board	402,000 Baht (33,500 Baht/Month)	402,000 Baht (33,500 Baht/Month)
Director	300,000 Baht (25,000 Baht/Month)	300,000 Baht (25,000 Baht/Month)
<b><u>Director of the Audit Committee</u></b>		
Chairman of the Audit Committee	312,000 Baht (26,000 Baht/Month)	312,000 Baht (26,000 Baht/Month)
Audit Committee Member	288,000 Baht (24,000 Baht/Month)	288,000 Baht (24,000 Baht/Month)
<b><u>Director of the Nomination and Remuneration Committee</u></b>		
Chairman of the Nomination and Remuneration Committee	26,000 Baht/Time	26,000 Baht/Time
Nomination and Remuneration Committee Member	24,000 Baht/Time	24,000 Baht/Time
<b><u>Director of the Risk Management Committee</u></b>		
Chairman of the Risk Management Committee	26,000 Baht/Time	26,000 Baht/Time
Risk Management Committee Member	24,000 Baht/Time	24,000 Baht/Time
<b><u>Director of the Executive Committee</u></b>		
Chairman of the Executive Committee	756,000 Baht (63,000 Baht/Month)	756,000 Baht (63,000 Baht/Month)
Executive Director	756,000 Baht (63,000 Baht/Month)	756,000 Baht (63,000 Baht/Month)

And pay special remuneration for the performance of the year 2023 to 8 directors (except Managing Director) 48,000 Baht each and no other benefits for special compensation. As for the special compensation for operating results in 2022, 8 directors (except the managing director) will receive 160,000 Baht each and no other benefits.

Details of remuneration of each director for the year 2023 appear in the “Meeting attendance and remuneration of individual committees” section of the Form 56-1 One Report 2023 in QR Code submitted together with this meeting invitation (Enclosure 2).

**Resolution Vote Consideration:**

Votes not less than 2/3 of total votes of the shareholders who attended the meeting with voting right

**Agenda 7 To Consider and Approve the Appointment of Auditors and Determination of Audit Fee for 2024.**

**Fact and Reason:** In accordance with the Public Limited Companies Act B.E. 2535 (1992), it prescribes that the General Meeting of Shareholders shall appoint the auditors and determine the audit fee of the Company every year. The Audit Committee has considered the auditor for 2024 from work quality, price, reliability and reputation, and deemed appropriate to propose the existing auditor which is EY Office Company Limited by Mrs. Chonlaros Suntiasvaraporn Certified Public Accountant No. 4523 and/or Mr. Kittiphun Kiatsomphob Certified Public Accountant No. 8050 and/or Mr. Pornanan Kitjanawanchai Certified Public Accountant No. 7792, who are not related and/or have no interests with the Company/ subsidiaries/ executives/ major shareholders or the related parties of such persons.

**The Board's Opinion:** The Board of Directors gave consent on the opinion of the Audit Committee to appoint the auditors of EY Office Company Limited as per the following name lists.

1. Mrs.Chonlaros Suntiasvaraporn Certified Public Accountant No. 4523 ; and/or
2. Mr. Kittiphun Kiatsomphob Certified Public Accountant No. 8050 ; and/or
3. Mr. Pornanan Kitjanawanchai Certified Public Accountant No. 7792

Any auditor shall audit and express opinion toward the Company's financial statements. In the event where the auditor in above name list fails to perform his/her duty, EY Office Company Limited shall provide other certified public accountant to perform his/her duty instead. The number of service years as the Company's auditor No. 1 has been for 1 year, No. 2 has been for zero year and No. 3 has been for zero year. The audit fee for the year 2024 is 1,340,000 Baht and the subsidiaries appoints an auditor from EY Office Company Limited and from other offices. The audit fee for the year 2024 is 1,243,000 Baht total amount is 2,583,000 Baht. The auditing remuneration has been determined as follows.

<b>Item</b>	<b>2024 (Baht) (Proposed)</b>	<b>2023 (Baht)</b>
Audit Fee of the Company (SAMCO)	1,340,000	1,250,000
Audit Fee of the Subsidiaries	1,243,000	898,000
<b>Total</b>	<b>2,583,000</b>	<b>2,148,000</b>
Increase from last year (Baht)	435,000	501,000
Increasing Rate in %	20.25%	30.42%



For other subsidiaries that use the services of auditors from other offices. Because they are suitable for the size of the business. The Board of Directors will monitor and monitor that the preparation of the consolidated financial statements can be carried out on time.

Remark: Non Audit Fee in 2023 was 15,228 Baht, while in 2024 the actual payment

**Resolution Vote Consideration:** The majority votes of total votes of the shareholders who attended the meeting and voted

## **Agenda 8 To Consider Other Issues**

The Company has listed the names of the shareholders who have right to attend Annual General Meeting of Shareholders for 2024 (on record date) on 7<sup>th</sup> March 2024.

The Company is well-aware of the pandemic situation and would like to express its concern towards the safety of all shareholders, therefore, has determined to hold the 2024 Annual General Meeting of Shareholders via electronic devices. In this regard, any shareholders who are willing to attend the meeting, kindly be instructed according to the measures and guidelines for electronic Annual General Meeting of Shareholders (E-AGM) in Enclosure 8 and 12 **by clearly clarifying your e-mail and mobile number to attend the meeting.**

If any shareholder wishes to appoint another person to attend the Meeting and vote as his or her proxy, please assign the representative who is of legal age. Also, kindly fill in and execute only one of the Proxy Forms; Proxy Form A. and Form B. (Enclosure 11) and the Proxy Form C. is only for the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper and can be downloaded from the Company's website at [www.sammakorn.co.th](http://www.sammakorn.co.th) under section Investor Relation, sub-section Shareholder Information/Shareholders' Meeting and **submit it to the following channels;**

1. E-mail: [IR@sammakorn.co.th](mailto:IR@sammakorn.co.th) And
2. Mail address to Investor Relation, Sammakorn Public Company Limited,  
Spring Tower Building, 21<sup>st</sup> Floor, 188 Phayathai Road, Thung Phayathai, Ratchathewi  
Bangkok 10400

Any shareholder may appoint independent directors, the details as follows:

1. Mr. Tawatchai Chongdarakul
2. Ms. Koonthala Sasasmit

The profile of the independent director who is proposed to be a proxy of shareholders in case of proxy granting is attached here to in the Enclosure 5.

The Company has posted the Notice calling the Meeting and Enclosure on the Company's website [www.sammakorn.co.th](http://www.sammakorn.co.th) In addition, any shareholders who wish to receive the Form 56-1 One Report 2023 in hard copy, kindly fill out the request form requesting for Form 56-1 One Report 2023 and/or Sustainability and Development Report in Enclosure 10 and send it by e-mail to E-mail : [IR@sammakorn.co.th](mailto:IR@sammakorn.co.th) or Tel. 02-106-8300.

In this regard, in order to promote a concise meeting and adhere to the meeting agenda, which is legally required, the Meeting will accept only questions in written as you may send questions prior to the meeting date to our Investor Relations at [IR@sammakorn.co.th](mailto:IR@sammakorn.co.th) The Board of Directors shall provide answers publicly disclosed on the Company's website, together with the Minutes of 2024 Annual General Meeting of Shareholders within 14 days from the meeting date.

Sincerely yours,



(Mrs. Supanee Tanchaisrinakorn)

Company Secretary

By order of the Board

Remark: The Company will maintain your Personal Data as necessary for a reasonable period of time to achieve the objectives of the Company for collecting such data, however the Company may retain your Personal Data for a longer period if it is necessary for the Company to comply with applicable law