



**Invitation to the Annual General Meeting of Shareholders**

**For the fiscal year 2025**

**10 April 2025**

**At 11:00 a.m.**

**Join the meeting in the form of a hybrid system**

5 March 2025

Subject: Invitation to the Annual General Meeting of Shareholders for the fiscal year 2025  
Attention: Shareholders of JMT Network Services Public Company Limited  
Attachment

1. Copy of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024
2. QR Code for downloading the invitation to The Annual General Meeting of Shareholders for the fiscal year 2024
3. Brief history and relevant information of the nominees for director positions replacing those who have vacated their positions according to the term
4. Definition of independent directors of the Company
5. Information about the independent director nominated by the company to act as a proxy on behalf of the shareholders
6. Guidelines for Attending the Shareholders' Meeting via Electronic Media (E-AGM)
7. Explanation of the Required Documents and Proof of Shareholder Status or Proxy Representation, as well as the Voting Procedures at the Shareholders' Meeting
8. Proxy Forms A, B, and C
9. The Company's Articles of Association Regarding the Shareholders' Meeting
10. Personal Data Protection Act (PDPA)
11. Procedures for Attending the Annual General Meeting of Shareholders for 2025 in Person at the Meeting Venue (Physical Attendance)
12. Map for document delivery and meeting venue
13. Form for Requesting Meeting Documents and Submitting Questions in Advance, as Per the Agenda for the 2025 Annual General Meeting of Shareholders.

The Board of Directors of JMT Network Services Public Company Limited ("the Company") resolved to hold the 2025 Annual General Meeting of Shareholders on 10 April 2025, at 11:00 a.m. The Company has added a way to join the meeting in the form of a hybrid system (Hybrid Meeting), By conducting a live broadcast through the Zoom program from Jaymart Group Holdings Public Company Limited's meeting room, 2nd Floor, Building B, located at 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240, which serves as the same meeting venue, and designating on 26 February 2025, as the record date for shareholders entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2025.

For the agenda setting of the Annual General Meeting of Shareholders for the fiscal year 2025, the Company has announced on its website and notified through the news system of the Stock Exchange of Thailand to provide an opportunity for shareholders to submit important agenda items in advance between 3 October 2024, and 31 December 2024, in accordance with good corporate governance principles of the registered company. However, when the deadline set by the Company passed, it appeared that no shareholder had proposed agenda items for the Annual General Meeting of Shareholders for the year 2025. Therefore, the Company hereby announces the agenda for the shareholders' annual meeting for the year 2025 as resolved by the Board of Directors, as follows:

### **Agenda 1. Consideration of Certifying the Minutes of the 2024 Annual General Meeting of Shareholders**

#### **Facts and Rationale**

The Annual General Meeting of Shareholders for the fiscal year 2025 of the Company was held on 5 April 2024. The Company submitted the minutes of the meeting to the Stock Exchange of Thailand ("SET") and disclosed them to comply with good corporate governance principles. JMT Network Services Public Company Limited ("the Company") disclosed the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024 on the Company's website under the main heading "Investor Relations", sub-heading "Information for Shareholders", sub-heading "Shareholder Meetings" (<https://www.jmtnetwork.co.th/th/investor-relations/document/shareholder-meetings>), and the Company has also submitted copies of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024 to the Stock Exchange of Thailand through the SETLINK system since 19 April 2024, and it has been submitted to the Department of Business Development, Ministry of Commerce, within the time frame required by law for disclosure to shareholders and general investors. It appears that no one has objected to or requested amendments.

**Board’s Opinion**

It is appropriate to propose to the Annual General Meeting of Shareholders for the fiscal year 2025 to consider approving the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024 of the Company, which was held on 5 April 2024. The Board of Directors of the Company is of the opinion that the minutes have been accurately recorded in accordance with the resolutions of the meeting, with copies of the minutes being accurately recorded as presented attachment no.1.

**Resolution**

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

**Agenda 2. Acknowledgement of the company’s performance report for the year 2024**

**Facts and Rationale**

According to Section 112 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments) ("PLC Act") and Article 54 of the Company Regulations, it is stipulated that the board of directors must prepare financial statements and profit and loss accounts at least once every twelve months, which constitutes the company's accounting year. Article 55 further mandates that the board of directors must ensure the preparation of balance sheets and profit and loss accounts as of the end of the company's accounting year for presentation to the shareholders' ordinary annual general meeting for approval. The board of directors must arrange for the auditors to complete the audit before presenting to the shareholders' meeting. The company has prepared the operational results report for the year 2024, with details appearing in Section 3 of the financial statements of the annual report (Form 56-1 One Report) which can be downloaded via the QR code provided with the attachment no. 2. The key highlights are summarized as follows:

Items	Consolidated Financial Statements	Separate Financial Statements
Total assets (Million Baht)	40,552	38,651
Total liabilities (Million Baht)	12,902	11,772
Total shareholders' equity (Million Baht)	26,879	26,879
Issued and fully paid up (Million Baht)	730	730
Total revenues (Million Baht)	5,312	3,647
Net Profit (Million Baht)	1,615	1,615
Earnings per share (Baht/share)	1.11	1.11

**Board’s Opinion**

It is proposed to present to the Annual General Meeting of Shareholders for consideration and acknowledgment of the Company's performance for the fiscal year 2024. The Company has summarized its performance for the fiscal year 2024, as shown in the 2024 annual report (Form 56-1 One Report), as presented in attachment no. 2.

**Resolution**

This agenda item is for acknowledgment. There will be no voting.

**Agenda 3. Consideration and approval of the financial position and comprehensive income statement of the company for the year 2024, ending on December 31, 2024, which has been audited by the certified public accountants**

**Facts and Rationale**

According to Section 112 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments) ("PLC Act") and Article 55 of the Company Regulations, it is stipulated that the board of directors must arrange for the preparation of balance sheets and profit and loss accounts as of the end of the company's accounting year for submission to the shareholders' ordinary annual general meeting for approval. The board of directors must ensure that the auditors complete the audit before presenting to the shareholders' meeting. Additionally, Article 56 requires the board of directors to send the following documents to the shareholders along with the notice of the annual ordinary general meeting: (1) Copies of the balance sheet and profit and loss accounts that have been audited by the auditors, along with the auditors' report on the audit of the accounts; (2) Annual reports of the board of directors; and (3) Supplementary documents supporting the aforementioned reports.

**Board’s Opinion**

It is appropriate to propose for consideration and approval at the Annual General Meeting of Shareholders meeting the financial statements, completed profit and loss accounts, and the audited financial statements for the fiscal year ending 31 December 2024. These have been audited by the auditors and have undergone examination by the audit committee, as well as receiving approval from the Company's board of directors. The Company has summarized the

Company's operations for the year 2024 as shown in the 2024 Annual Report (Form 56-1 One Report) as submitted in attachment no. 2.

### **Resolution**

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

### **Agenda 4. Consideration of the allocation of the annual net profit as legal reserve, acknowledgement of the interim dividend payment, and approval of the dividend payment for the year 2024**

#### **Facts and Rationale**

According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 47 of the Company Regulations, it is prohibited to announce permission for dividend payments except by resolution of the shareholders' meeting or the board of directors. In the event of dividend payments during the interim period, such payments must be notified in writing to the shareholders and advertised in newspapers or electronically. These actions must comply with the criteria and procedures as prescribed by law, and dividend payments must be made within one month from the date of such resolution. If the company still has accumulated losses, dividend payments are prohibited. Furthermore, according to Article 49, dividends should be distributed equally per share unless otherwise specified in the company's regulations for preferred shares. Article 50 stipulates that a portion of the net profit for the year should be allocated to reserves, not less than 5 percent of the net profit for the year, minus any accumulated losses, until such reserves reach at least 10 percent of the registered capital. In addition to these reserves, the board of directors may propose to the shareholders' meeting to allocate other reserve funds as deemed beneficial for the company's operations. Upon approval from the shareholders' meeting, the company may allocate these reserves according to the law, followed by reserves of surplus capital per share, to compensate for accumulated losses.

The Company has a dividend policy to pay dividends at a rate of not less than 50 percent of the net profit after tax and statutory reserve, considering the importance of consolidated financial statements. However, the Board of Directors has the authority to exempt from adhering to this policy or temporarily change it, provided that such actions maximize benefits to shareholders of the Company and its subsidiary, for example, use it as reserves for loan repayments, investing in expanding the company's business, or in cases where there are changes in market conditions that may impact the future cash flow of the Company and its subsidiaries, as deemed appropriate or suitable by the Company's board of directors.

Based on the Company's operational performance and financial position in 2024, as per the consolidated financial statements, the Company reported a net profit for the year 2024 amounting to 1,615,223,198 Baht, which is equivalent to earnings per share of 0.66 Baht (the net profit in the separate financial statements of the Company also amounts to 1,615,223,198 Baht). This is due to the Company having legal reserves equal to or exceeding the amount required by law. Accordingly, we respectfully request approval to refrain from allocating legal reserves. Furthermore, the Company proposes to distribute dividends for the operating results in 2024 to shareholders at a rate of 0.66 Baht per share, amounting to a total of 969,133,919 Baht. This is equivalent to approximately 60.0 percent of the net profit according to the consolidated financial statements, in accordance with the Company's dividend policy, as detailed below.

#### **1) Interim Dividend for the first half of the year 2024 (from 1 January 2024 to 30 June 2024):**

The Company hereby reports on the payment of interim dividends in accordance with Article 48 of the Company's regulations, which stipulates that the Board of Directors may temporarily distribute interim dividends to shareholders when it appears to the board that the Company has sufficient profit to do so. Upon such distribution of dividends, the shareholders are informed at the next shareholder meeting. In this regard, at the company's Board of Directors meeting no. 3/2024 held on 9 August 2024, it was resolved to distribute interim dividends for the first half of the year 2023 (from 1 January 2023, to 30 June 2023) at the rate of 0.38 Baht per share for ordinary shares of the company, totaling 1,459,739,581 shares, amounting to 554,701,041 Baht. The aforementioned dividends were paid to shareholders on 5 September 2024.

#### **2) Final Dividend for the second half of the year 2024 (from 1 July 2024 to 31 December 2024) (subject to approval at the Annual General Meeting of Shareholders for the year 2025):**

At the Company's Board of Directors meeting no. 1/2025 held on 11 February 2025, it was approved to distribute dividends at the rate of 0.28 Baht per share for ordinary shares of the company, totaling 1,459,739,581 shares, amounting to 414,432,878 Baht. The dividend payment date was set for 30 April 2025, to be paid from the accumulated profits of the company that have not yet been allocated to the net profit subject to corporate income tax at a rate of 20%. Individual shareholders may claim a tax credit on the dividends distributed for the year 2024

in accordance with Section 47 of the Revenue Code. The Company will distribute dividends to shareholders upon approval at the Annual General Meeting of Shareholders for the year 2025.

**Description of dividend payment**

Description of dividend payment	Amount
Net Profit after income tax expenses for the year 2024 (Consolidated financial statements)	1,615,223,198 Baht
Paying dividends at a rate of 60% of the Company's net profit.	969,133,919 Baht
Calculate the dividend per share rate (with 1,459,739,581 shares outstanding at the end of 2024)	0.66 Baht/Share
Interim dividend (the first half of the year 2024)	0.38 Baht/Share
The remaining dividend per share	0.28 Baht/Share
Total dividend calculated by the number of current 1,459,739,581 shares (the second half of the year)	414,432,878 Baht

Since the aforementioned dividends are paid from the annual net profit of the Company, which is subject to corporate income tax at a rate of 20% of the net profit, individual shareholders can therefore claim a tax credit at a rate equal to 20/80 of the dividends received, pursuant to Section 47 of the Revenue Code.

**Comparison of dividend payment for the financial years 2023 to 2024**

Description of dividend payment	2023	2024
1. Net profit (Baht)	2,010,656,351	1,615,223,198
2. Ordinary shares (Share)	1,459,739,561	1,459,739,581
3. Earnings per share (Baht)	1.38	1.11
4. Dividend per share ratio (Baht/Share)	0.83	0.66
- Interim dividends for the first half-year performance	0.34	0.38
- Dividends for the second half-year performance	0.49	0.28
5. Total dividends (Baht)	1,206,357,371	969,133,919
- Interim dividends for the first half-year performance	496,275,011	554,701,041
- Dividends for the second half-year performance	710,082,360	414,432,878
6. Dividend Payout Ratio (percent)	60	60

**Board's Opinion**

The Board of Directors of the Company has considered various factors such as the operational performance, cash flow projections, and dividend policy of the Company. Therefore, it is proposed for consideration at the Annual General Meeting of Shareholders as follows:

- (1) Acknowledgment of the interim dividend payment from the Company's first half-year operational performance in 2024 (1 January 2024 - 30 June 2024) at the rate of 0.38 Baht per share for ordinary shares of the Company, totaling 554,701,041 Baht for 1,459,739,561 shares. The dividend was paid to shareholders on 5 September 2024.
- (2) Approval of the dividend payment from the Company's operational performance in the second half of 2024 (1 July 2024 – 31 December 2024) at the rate of 0.28 Baht per share for ordinary shares of the Company, totaling 414,432,878 Baht for 1,459,739,581 shares and will be paid from the accumulated profits of the company that have not been allocated to the part of net profits subject to corporate income tax at the rate of 20 percent. Shareholders who are natural persons may claim tax credits for the aforementioned dividend payment according to Section 47 of

the Revenue Code. However, the right to receive the aforementioned dividend is still uncertain pending approval at the annual general meeting of shareholders in 2025.

In this regard, the Company has set the record date for dividend entitlement on 26 February 2025, and scheduled the dividend payment on 30 April 2025. Nonetheless, the right to receive the dividend remains uncertain pending approval at the Annual General Meeting of Shareholders in 2025.

### **Resolution**

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

## **Agenda 5. Consideration and approval of the appointment of directors to replace those who are retiring by rotation for the year 2025**

### **Facts and Rationale**

According to the Public Company Limited Act B.E. 2535 Section 71 and the Company's articles of association Item 18, requires that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. For the first and second years after the company is registered, the directors who must retire shall draw lots to determine who will retire. For subsequent years, the director who has served the longest shall retire. The retiring director may choose to be re-elected. At the 2025 Annual General Meeting of Shareholders, the following 3 directors will retire by rotation:

<b><u>List of Directors</u></b>	<b><u>Position</u></b>
1. Ms. Yuvadee Pong-acha	Director
2. Mr. Sutthirak Traichira-Aporn	Director/Chief Executive Officer
3. Mr. Rerngchai Inkapakorn	Independent director/ Chairman of Risk Management and Audit Committee

The Company has announced on its website and through the Stock Exchange of Thailand's news system, offering shareholders the opportunity to propose individuals for consideration for election as directors at the Annual General Meeting of Shareholders for the year 2025, between 3 October 2024 and 31 December 2024, in accordance with the principles of good corporate governance. However, upon the expiration of the specified period, no shareholder has proposed any individual for consideration for election as a director of the Company.

The Company's Board of Directors (excluding directors with voting rights) has conducted the selection process by considering the qualifications stipulated by law, regulations, relevant requirements, and the composition of the Board of Directors (Skill Matrix). The qualifications, skills, experience, expertise, and suitability deemed most beneficial to the Company's operations were thoroughly assessed through a rigorous screening process as prescribed by the Company. Additionally, the Board of Directors has carefully considered and deemed it appropriate to propose three director nominees who are fully qualified to perform the Company's business and serve as directors. These nominees will be presented to the Annual General Meeting of Shareholders for the year 2025 for election to replace those retiring by rotation in 2025, as follows:

1. Ms. Yuvadee Pong-acha	Director for another term
2. Mr. Sutthirak Traichira-Aporn	Director/Chief Executive Officer for another term
3. Mr. Rerngchai Inkapakorn	Independent director for another term

It is considered that all three nominated individuals are appropriate to be considered for election as company directors because they possess knowledge and abilities that are beneficial to the company's operations. They also have expertise in business administration, finance, and experience in managing and developing organizations. The Board of Directors has also considered and resolved that the nominated director in (3) is proposed to be an independent director of the Company; their qualifications comply with legal requirements for independent directors and meet all criteria for independence as defined by the Company (details of which appear in Enclosure 4). The nominated independent director can provide their opinions independently and in accordance with the relevant guidelines. Additionally, the individual nominated as an independent director does not hold a director or management position in any companies that have conflicts of interest with the Company.



### **Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee Opinion**

The appointment of directors to replace those retiring by rotation has undergone thorough consideration according to the Company’s designated selection process. The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee, carefully assessed the suitability of the nominees to maximize benefits for the Company’s business operations, considering the composition of the board, expertise, management experience, and other relevant criteria and qualifications. Therefore, the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee, proposes the re-election of both retiring directors for another term. After thorough consideration, the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee, believes that the proposed independent directors will be able to provide independent opinions regarding the Company’s operations and possess the qualifications required by law and the criteria for independent directors (as detailed in Attachment No. 3). Consequently, the Committees recommend that the Annual General Meeting of Shareholders for the year 2025 consider approving the re-election of the directors retiring by rotation for another term.

The shareholding information of the directors proposed for re-election in this instance.

List of Persons Nominated as Directors	No. of Shares*	Percent	Voting Rights
1. Ms. Yuvadee Pong-acha	32,864	0.00%	32,864
2. Mr. Sutthirak Traichira-Aporn	167,582	0.00%	167,582
3. Mr. Rerngchai Inkapakorn	751	0.00%	751

\*Note: Number of shares, book closing information as of 26 February 2025

The proposed directors for re-election do not hold managerial positions in other companies that may cause conflicts of interest or compete with the Company.

### **Board’s Opinion**

It is deemed appropriate to propose to the shareholders to consider and approve the election of directors as proposed by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee. The Board of Directors has carefully considered and screened the nominees according to the Company’s nomination criteria and relevant laws. The nominees are as follows:

1. Ms. Yuvadee Pong-acha
2. Mr. Sutthirak Traichira-Aporn
3. Mr. Rerngchai Inkapakorn

These nominations have been carefully reviewed and endorsed by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee and subsequently approved by the Board of Directors. The nominated director in item 3, Mr. Rerngchai Inkapakorn, is qualified as an independent director as prescribed by applicable laws and regulations concerning independent directors and possesses full independence in accordance with the Company’s definition of an independent director. Profiles of the nominated directors, as well as the definition of an independent director, are shown in Enclosures 3 and 4, respectively. Additionally, directors who were considered to have potential conflicts of interest in this election were not present in the meeting room and did not vote on the proposal during the Board of Directors’ meetings.

The Board of Directors has resolved to approve the appointment of Mr. Rerngchai Inkapakorn as an independent director/Chairman of the Board for another term. If reappointed for this 3-year term, the total period of his service as an independent director will be 15 years. This decision is based on Mr. Inkapakorn’s knowledge and expertise, which enable him to provide valuable advice and recommendations to the Company. The Board has thoroughly considered and concluded that the proposed individual for the position of independent director can provide independent opinions and meets the qualifications required by relevant laws and regulations regarding the criteria for independent directors.

### **Resolution**

This agenda item will require individual voting, with approval by a significant majority of the shareholders present and voting at the meeting.

## Agenda 6. Consideration and approval of the determination of the director's remuneration for the year 2025

### Facts and Rationale

According to Section 90 of the Public Limited Company Act B.E. 2535 and Article 33 of the company's regulations, directors' remuneration and compensation shall be determined by the shareholders' meeting. Directors may receive compensation from the company in the form of bonuses, meeting allowances, honoraria, bonuses, or other benefits as determined by the shareholders' meeting. Such compensation may be fixed, discretionary, or ongoing until further notice. Additionally, directors may receive allowances and various benefits as per the company's regulations.

The preceding paragraphs do not affect the rights of the Company's employees and staff who are elected as directors to receive compensation and benefits as employees or staff of the Company.

The determination of director's compensation in the first and second paragraphs shall not conflict with the qualifications of independent directors as specified by securities and stock market laws.

Establishing appropriate director compensation is considered a good governance practice to maintain shareholder benefits and motivate competent directors to perform their duties effectively. The board should establish policies and criteria for determining director compensation that align with the duties and responsibilities of directors, considering both the format and amount of compensation, compared with similar industry groups, companies with similar revenue, and companies with market capitalization in the same group.

### Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee Opinion

The compensation for the Board of Directors for the year 2025, which will be presented for approval at the shareholders' meeting, has been determined based on criteria that consider the appropriateness in relation to the scope of duties, the Company's performance, the Board's performance, the level of responsibility assigned, and the principles of good corporate governance. In 2024, the Company participated in a director compensation survey (Salary Survey) in collaboration with the Thai Institute of Directors Association (IOD). It was found that the compensation paid to the Company's directors, when compared to companies in the same industry and those with similar revenue and market capitalization, is within an appropriate range. This compensation is comparable to that of directors of listed companies on the Stock Exchange of Thailand, reflecting fairness and appropriateness in setting director compensation at a level aligned with industry standards.

### Board's Opinion

The Company's Board of Directors, through appropriate screening and consideration by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee has evaluated the criteria for setting compensation for board members. This evaluation takes into account the appropriateness relative to their duties, the performance of the board, the level of responsibility delegated to them, and industry benchmarks for director compensation in similar-sized companies within the same industry (Industry and Size of Company Benchmark). Additionally, the Board has referred to the director compensation survey report for the year 2024 conducted by the Thai Institute of Directors Association (IOD).

It is therefore proposed to the Annual General Meeting of Shareholders for the year 2025 to consider and approve the directors' remuneration for the year 2025, within a total amount not exceeding 5,000,000 Baht, at the same rate as in 2024. The Board will receive compensation on a quarterly basis (4 times per year), along with meeting allowances for meetings exceeding 8 times per year, as follows:

Regular remuneration	2024	2025 (Proposed Year)
<b>1. Board of Directors' remuneration</b>		
<b>Quarterly compensation</b>	Baht/Person/Quarter	Baht/Person/Quarter
Chairman of the Board	60,000	60,000
Director	30,000	30,000
<b>Attendance Fee (only directors attending the meeting)</b>	Baht/Person/Time	Baht/Person/Time
Chairman of the Board	20,000	20,000
Director	10,000	10,000
<b>2. Sub-committee remuneration</b>		
<b>2.1 Risk Management and Audit Committee</b>		
<b>Quarterly compensation</b>	Baht/Person/Quarter	Baht/Person/Quarter
Chairman of Risk Management and Audit Committee	60,000	60,000



<b>Regular remuneration</b>	<b>2024</b>	<b>2025 (Proposed Year)</b>
Risk Management and Audit Committee	40,000	40,000
<b>Attendance Fee</b> (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
Chairman of the Board	20,000	20,000
Director	15,000	15,000
<b>2.2 Nomination, Remueration, Corporate Governance, and Sustainable Development Committee</b>		
Chairman of Nomination, Remueration, Corporate Governance, and Sustainable Development Committee	<b>-None-</b>	<b>-None-</b>
Nomination, Remueration, Corporate Governance, and Sustainable Development Committee	<b>-None-</b>	<b>-None-</b>
<b>Other Compensation Benefits</b>	<b>-None-</b>	<b>-None-</b>

As for the details of the scope of authority and responsibilities of the Company's board of directors and its sub-committees, as shown in the annual report (Form 5 6 -1 One Report), Section 2 , Category 2 .2 on Corporate Governance Structure.

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the determination of the remuneration for the Board of Directors and sub-committee members for the fiscal year 2025, within a total amount not exceeding 5,000,000 Baht. This is to be aligned with industry practices in setting director compensation rates for companies in the same industry and of similar size.

This proposal is based on the recommendation of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee, which has considered the appropriateness of the compensation based on the scope of duties and responsibilities of the board members, the Company's performance, and other factors such as continuous business expansion, company success, and growth, which have led to increased responsibilities for the board and sub-committee members.

Additionally, in determining the compensation for the Board of Directors, committees, and sub-committees, no other benefits are provided apart from meeting allowances, as detailed above, and no additional compensation is given as employees of the Company.

### **Resolution**

This agenda's resolution must be approved by not less than two-thirds (2 / 3 ) of the total number of votes of shareholders attending the meeting.

### **Agenda 7. Consideration and approval of the appointment of auditors and the determination of their remuneration for the year 2025**

#### **Facts and Rationale**

In accordance with Article 120 of the Public Limited Company Act of 2535 B.E. and Article 58 of the Company regulations, it is stipulated that the appointment of auditors should be made at the Annual General Meeting of Shareholders every year. The shareholders' meeting may choose to reappoint auditors who have completed their term. Additionally, Article 59 of the Company regulations specifies that the remuneration for auditors should be determined by the shareholders' meeting. Furthermore, according to Notification of the Securities and Exchange Commission (SEC) No. 44/2556 regarding the criteria, conditions, and methods for disclosing financial status and performance of securities issuers dated 22 October 2013 ("Notification No. 44/2556"), Section 1: Thai Company, Clause 23 It is required that companies issuing securities, whose shares are listed on the Stock Exchange of Thailand, implement auditor rotation. If an auditor has performed the audit or review and expressed an opinion on the company's financial statements for seven consecutive or non-consecutive fiscal years, the company may only reappoint that auditor after a minimum of five consecutive fiscal years. However, this requirement does not apply in the following cases: (2) The Company appoints an auditor to review or audit and express an opinion on the financial statements during the specified period, in accordance with the guidelines set by the office regarding auditor rotation in the capital market, as well as the exemptions to auditor rotation in the capital market. Companies issuing securities, whose shares are listed on the Stock Exchange of Thailand, are required to rotate their auditors to ensure auditor independence. This is because such companies have direct responsibility for financial reporting and selecting suitable auditors. The notification mandates that these companies rotate their auditors every 7 consecutive accounting periods, regardless of whether they are consecutive or not. The rotation does not necessarily require

changing the auditing firm; the company may appoint other auditors within the audit office to replace the outgoing auditor. However, the company may reappoint an auditor who has completed 5 consecutive accounting periods since their last rotation, provided they have ceased to perform their duties from the rotation process.

### **Risk Management and Audit Committee's Opinion**

The Risk Management and Audit Committee has considered the qualifications of the auditors, taking into account both the quality of their performance and their pricing. After evaluating their experience, qualifications, and pricing, the committee believes that EY Office Ltd. ("EY") is a reliable audit firm with a strong track record and sufficient personnel with the necessary knowledge and expertise. Therefore, the committee recommends that the Company's shareholders approve the appointment of EY as the Company's audit firm and appoint one of the following individuals from EY as the Company's auditor. Additionally, EY has provided their opinion on the Company's financial statements for the fiscal year 2025. It should be noted that auditors from EY Office Ltd. have been auditing the Company's accounts for the past 10 years.

Auditors' name	CPA No.	The duration of serving as the Company's auditor	
1. Ms. Narissara Chaisuwan	4812	1 year	Or
2. Ms. Saranya Pludsri	6768	1 year	Or
3. Ms. Ployjuta Sucanthamal	10678	- year	

In the event that the aforementioned auditor is unable to fulfill their duties, EY is authorized to appoint another licensed auditor from their office to serve as the Company's auditor and provide opinions on the Company's financial statements in place of the aforementioned auditor.

Additionally, it is proposed to set the auditing fees for the Company for the year 2025, as well as the quarterly audit fees for the Company and its subsidiaries, at a total amount of 10,161,000 Baht. This proposal has been duly considered and approved by the Risk Management and Audit Committee and the Board of Directors. The details of the auditor's remuneration are as follows:

### **Comparison of auditor's remuneration from 2024 to 2025**

**Unit: Baht**

Description	2024	2025	Percentage of change
Audit fee of the Company			
- JMT Network Services Public Company Limited	2,360,000	2,470,000	4.66%
- Subsidiaries	6,591,000	7,591,000	16.67%
Out-of-pocket expenses	actual payment	actual payment	
Total	8,951,000	10,161,000	13.52%

Additionally, there are no additional fees (Non-Audit Fees). The Company and its subsidiaries engage the services of the same auditing firm.

The increase in audit fees for the company itself is minimal; however, there has been a notable rise of 16.67% across the subsidiaries, particularly in the insurance subsidiary, due to the adoption of new auditing standards.

#### **Reason for the Increase in Audit Fees for the JMT Group**

The audit fees are determined based on the estimated number of hours required for each company, taking into account the expansion of each business, the increase in the scale of transactions, and accounting issues or items that require additional hours from employees at all levels.

### **Board's Opinion**

I agree with the proposal of the Risk Management and Audit Committee and deem it appropriate to propose to the Annual General Meeting of Shareholders for 2025 to consider approving the appointment of EY Office Limited as the auditor of the Company and its subsidiaries. It is proposed that any one of the following certified accountants be appointed as the auditor for the year 2025 to conduct the audit and express opinions on the Company's financial statements: Ms. Narissara Chaisuwan (CPA No. 4812), Ms. Saranya Pludsri (CPA No. 6768), or Ms. Ployjuta Sucanthamal (CPA No. 10678). These individuals are proposed to serve as the auditors of the Company for the year

2025, with any one of them acting as the lead auditor and providing opinions on the Company's financial statements. In the event that any of the aforementioned certified accountants are unable to perform their duties, EY Office Limited shall appoint another certified accountant from its office to act as a substitute. The appointed auditor shall not provide any other services to the Company, nor have any relationship or interest with the Company, subsidiaries, directors, major shareholders, or related parties in any capacity. The audit fee for the Company for the year 2025 is proposed to be 10,161,000 Baht, and there are no additional fees (Non-Audit Fees), as recommended by the Risk Management and Audit Committee and approved by the Board of Directors after due consideration.

### **Resolution**

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

### **Agenda 8 Consider other matters (if any)**

The Company offers shareholders the opportunity to submit questions related to the agenda of the 2025 Annual General Meeting or other important company information in advance, prior to the meeting. Questions can be sent via email to IR@jaymart.co.th, allowing the Board of Directors or management to prepare the relevant information for clarification at the meeting.

The Company hereby invites shareholders to attend the 2025 Annual General Meeting of Shareholders at the date and time specified above.

Shareholders may appoint an independent director, as proposed by the Company, to act as their proxy to attend the meeting and vote on their behalf. Please complete the proxy form provided with the documents, selecting only one form, and affix a 20-baht stamp duty. Additionally, shareholders or their representatives must present documents or evidence confirming their status as a shareholder or authorized representative entitled to attend the meeting, as outlined in the instructions regarding shareholder status and voting criteria. These must be submitted at least two day prior to the meeting. Your cooperation is greatly appreciated.

Yours Faithfully,



(Mr. Adisak Sukumvitaya)  
Chairman of the Board



In this meeting, the Company added a way to attend the meeting in the form of a hybrid system (Hybrid Meeting) (shareholders could participate in the meeting via electronic media (E-AGM) and vote in the system (AGM Voting) according to the laws related to meetings via electronic media or attended the meeting at the Company's meeting room according to the conditions set by government agencies to prevent the spread of COVID-19.

Before the meeting was called to order, the MC advised that the Company would collect, use, and disclose personal data of the attendees, such as still images, audio recordings, and moving images, for the purposes of recording and preparation of the minutes of the meeting, or conducting of the meeting. In addition, the procedures and rules for the meeting were as follows:

### **Voting and Vote Counting at the Meeting Venue (Physical)**

1. Voting at the meeting, all shareholders have votes equal to the number of shares they hold, following the laws and the Company's article of association.
2. In each agenda, the Chairman shall ask the shareholders with ballot papers to vote in all cases; Approve, Disapprove, or Abstain. The Company shall collect all ballots and count only the votes for Disapprove or Abstain, deducted from the total votes of the shareholders in attendance and casting their votes. The remaining votes are considered Approve votes.
3. When the shareholders cast their votes in the ballot papers, please pass the card to the staff to count the votes at the vote counting point.
4. In vote counting, except Agenda 2, an agenda for acknowledgment, voting is not required. Agenda 1, 3,4,5,7 must be approved by a majority vote of the shareholders attending the meeting and casting their votes. Agenda 6 must be approved by a vote of at least two-thirds of all shareholders attending the meeting. And Agenda 8 must be approved by a vote of at least three-fourths of all shareholders attending the meeting and eligible to vote.
5. In every agenda, if shareholders or proxies wish to express their opinions or ask a question, please raise your hand. After the Chairman's permission, he/she shall declare to the meeting first that be a shareholder or proxy, including name and surname, before further comments or questions so that the Company would have summarized the comments or questions and answers to be recorded in the Company's meeting minutes.

The following cases would be considered voided ballots.

- (1) A ballot with more than one box marked or no box marked at all to indicate voting.
- (2) A ballot crossed out and without signature.
- (3) A ballot without signature

### **Resolutions and Vote Counting for Electronic Meeting Attendance (E-AGM)**

1. Voting at the meeting, shareholders or proxies have one vote per share.
2. The meeting shall be conducted as agenda items in the order of the invitation letter. When the presentation of each agenda has ended, there shall be an opportunity for questioning.
3. Shareholders attend the meeting via the Application Zoom Meeting by logging in through the Username and Password that the Company has sent via your e-mail to watch the shareholders' meeting and consider the details

of each agenda during the meeting. Those who have questions can send them via the Zoom meeting system through Chat.

4. Then, the attendees eligible for voting can vote through the Block chain AGM system by pressing the Pin to vote in each agenda after the Chairman calls for voting.
5. There are three types of voting; Approve, Disapprove, and Abstain. Press the Disapprove or Abstain button if any shareholder disapproves or abstains from voting. In case any shareholder approves, press Approve. The votes shall be included in the vote processing system. If you do not press any voting, the Company shall assume that you approved each agenda and shall announce the voting results in that agenda before considering the following ones.

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top.
2. Press the Raise Hand button.
3. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device. If shareholders can not speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.
4. In each question, either through typing messages or through conversation, ask the attendees to notify their names and surnames every time for the benefit of taking accurate and completing the meeting's minutes.
5. The Company allows the shareholders to submit questions to each agenda. If no attendees inquire within 2 minutes, the Company shall continue the meeting. If shareholders have additional questions, they can type their questions through Chat. The staff shall read your questions later.
6. Press the "Lower Hand" button to put your hand down when the inquiry is complete.

Subsequently, Mr. Adisak Sukumvitaya, the Chairman of the Board, presided over the meeting was invited to declare the meeting open and continue the session.

Mr. Adisak Sukumvitaya, the Chairman of the Board, presided over the Meeting; "**the Chairman**" greeted and thanked all the shareholders who attended the 2023 Annual General Meeting of Shareholders of JMT Network Services Public Company Limited on Tuesday, April 4, 2023. It was at 11:12 a.m.

There were 51 shareholders attending the meeting in person, holding 15,331,539 shares, representing 1.05% of the total shares, 1,459,158,077 shares.

There were 964 proxies attending the meeting, counting the number of shares 1,073,821,602 shares, equivalent to 73.59% of the total shares, 1,459,158,077 shares.

6 people registered online, holding 362,256 shares, representing 0.04% of the total shares, 1,459,158,077 shares.

The quorum was 1,021 people, holding 1,089,515,397 shares, representing 74.67% of the total shares sold, 1,459,158,077 shares, thereby constituting a quorum according to the Company's Articles of Association. The Chairman then declared the Meeting open.



Then, the moderator declared to the meeting that in order to comply with good corporate governance principles. Therefore, the Company invited a representative from minority shareholders to witness the vote counting at the voting point by asking shareholders to raise their hands and notify their names for recording in the meeting minutes.

However, there was no shareholder present to witness the vote counting.

### **Meeting Commenced**

#### **Agenda 1. To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022**

The Chairman asked the meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 of the Company was held on September 29, 2022, whereby the Company submitted the minutes of such meeting to the Stock Exchange of Thailand ("SET") and disclosed them to shareholders and general investors via the Company's website (<https://www.jmtnetwork.co.th>).

Therefore, it was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 29, 2022, as shown in *Enclosure no.1*.

The moderator asked the meeting whether there would be any shareholders wishing to ask questions or not.

Mr. Panya Chutisiriwong, the meeting moderator, said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 1, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and unanimously approved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 as proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
<b>Approved</b>	15,331,539	1,073,821,602	32,419	1,089,185,560	100.00000
<b>Disapproved</b>	-	-	-	-	-
<b>Total</b>	15,331,539	1,073,821,602	32,419	1,089,185,560	100.00000
<b>Abstained</b>	-	-	-	-	-
<b>Voided Ballot</b>	-	-	-	-	-

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

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the operating results of the Company for the year 2022 to the meeting.

Summary of the Company's performance in the fiscal year ending on December 31, 2022; to comply with good corporate governance, the Company would like to explain the Company's operating results in 2022. In the past year, 2022, the Company made essential developments as follows:

1. J Asset Management Co., Ltd. (“Subsidiary”) jointly invested with Kasikorn Vision Co., Ltd. in operating a joint venture JK Asset Management Co., Ltd. (“Joint Venture”), engaging the asset management business. Currently, the paid-up capital is 10,000 million baht.

In 2022, the Company had a total cost of 1,459 million baht, an increase of 41% from the previous year, 2021, which was an increase according to business expansion and increased insurance costs due to the COVID 2019 situation (insurance claims which a one-time cost).

In 2022, the Company had a gross profit of 2,951 million baht, an increase of 14% from 2021, representing a gross profit margin of 67%.

In 2022, the Company had selling, general & administrative expenses equal to 934 million baht, an increase of 42% from 2021 due to the number of employees increased from business expansion.

In 2022, the Company's net profit was 1,746 million baht, an increase of 25% from the previous year, 2021. However, excluding the effects of Covid insurance claims in the subsidiary Jay Mart Insurance Public Company Limited, the Company would have a net profit growth of 32%.

In 2022, the Company had total assets of 33,862 million baht, an increase of 21% from the previous year, 2021, with the majority of the increased assets being an investment in the joint venture JK AMC.

In 2022, the Company had total liabilities of 10,773 million baht, an increase of 20% from the previous year. The increase in liabilities was the issuance of debentures to support the purchase of non-performing debt. Moreover, the Company

had total shareholders' equity of 23,088 million baht, an increase of 21% due to the rise in the share premium. Besides, the Company had a debt-to-equity ratio of 0.47 times, close to 2021.

In terms of the Company's ESG developments, last year, the Company had a framework for sustainable development of JMT Network Services Public Company Limited. In 2022, the Company prepared sustainability report to report on ESG performance by working with the Company's executives in setting the framework for the Company's sustainable development to set objectives and analyzing indicators in terms of ESG operations. The report on ESG performance in three dimensions in 2022 was as follows:

1. Corporate Governance Dimension
2. Social Dimension
3. Environmental Dimension

In addition, in the past year, the Company was supported by the Stock Exchange of Thailand to participate in the Care the Whale project in campaigning on waste management. Furthermore, there were the "Care the Whale Project" and "Care the Bear Project" to raise awareness among stakeholders about environmental issues, especially carbon emissions to the world's atmosphere. As a result, it received good cooperation from various stakeholders. Finally, and most importantly, the Company gave importance to human resource development by organizing training courses related to work and recreational activities so that employees were happier at work and had good hygiene.

In terms of performance, the details were as follows.

In 2022, the Company had a total income of 4,410 million baht, growing 22%, which was the segment of non-performing debt management business with the highest growth.

The proportion of income from this management business was equal to 86% of the total revenue.

Then, the meeting moderator invited Mr. Sutthirak Traichira-aporn, Chief Executive Officer, to declare the important policies, directions, goals, and operational plans for 2023.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, greeted the shareholders and discussed direction, goals, and operational plans for 2023. In 2022, the Company underwent a significant change by establishing JK AMC and Kasikorn Bank. As a result, the group of JMT companies had a total debt for the year of 90,000 million baht. In addition, to the opportunity to buy debt in 2023, the Company prepared a budget for purchasing the debt of about 15,000 million baht in terms of the regular debt fund, excluding JK. Therefore, the Company's funds and opportunities were very ready.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, said the Company's business structure was divided into 6 types of businesses. He wanted the Company to clarify the proportion of the income of each kind of business and the budget for debt purchase in the amount of 15,000 million baht from which funding source.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that 80% of the Company's primary income came from the Company's debt management. The rest was debt collection services to financial institutions and income from insurance services. A budget of 15,000 million baht for the purchase of distressed debt would come from the Company's plan to issue debentures, including the Company's cash flow from revenue collected from customers and the Company's credit line from financial institutions.

Mr. Pramote Libratanasakul, a shareholder attending in person, inquired what percentage of Jaymart Insurance Broker Company Limited's Capital Adequacy Ratio (CAR Ratio) was.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that the ratio was about 300%, higher than the specified criteria because the Company just increased the investment.

Mr. Piyapong Prasarthong, a shareholder attending in person, inquired how profitable this year the Company expected to manage this.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that the Company set a profit target of 30% growth from last year.

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer and a proxy of the Thai Investors Association asked whether the Company had a lot of NPL debt.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, declared that the Company's business was purchasing non-performing debt. Therefore, there was no information on NPL debt because the Company was only the NPL debt manager, different from the financial group.

The moderator asked the meeting whether any shareholders wished to ask questions. However, there was no one asked questions. The moderator then informed that the meeting had acknowledged the Company's operating results for the fiscal year ending December 31, 2022. This agenda was for acknowledgment. Therefore, no voting was required.

**Resolution** The Meeting considered and acknowledged the report on the Company's operating result for the year 2022 as proposed.

**Agenda 3. To consider and approve the Company's financial statements for the year ended December 31, 2022**

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the Company's financial statements for the year ended December 31, 2022 to the meeting.

In order to comply with the Public Company Limited Act, B.E. 2535, Section 112, requires the Board of Directors to prepare a balance sheet (Statement of financial position) and profit and loss account at the end of the Company's fiscal year and have to arrange for the auditor to review the balance sheet and the profit and loss account before proposing to the Annual General Meeting of Shareholders for approval. Accordingly, the Board of Directors prepared the financial statements for the fiscal year ending on December 31, 2022, audited by the auditor to be presented to the Annual General Meeting of Shareholders for consideration and approval as prescribed by Section 112 of the Public Limited Companies Act B.E. 2535.

Therefore, it was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the statement of financial position and statement of comprehensive income ending December 31, 2022, and the auditor's report that was reviewed by the Audit Committee and audited and certified by the Company's auditors. The details appeared in the annual report 2022 (Form 56-1 One Report) (The statement of financial position section) as shown in Enclosure no. 3.

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item.

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer and a proxy of the Thai Investors Association, asked if, at the end of 2022, the Company had more than 8,000 million baht in outstanding debentures and due in 2023 in the amount of 2,600 million baht, the first due in March was 2,000 million baht. How did the Company have a plan for paying or redeeming debentures? Furthermore, how did the interest rate increase announced by the Monetary Policy Committee (MPC) affect the Company's management?

Mr. Wongsakorn Kittitrakulkarn, Chief Financial Officer, answered the question as to the debentures that would be due for repayment in early March. The Company used cash flow collected in Q4/2022 and Q1/2023 to repay its debentures. Regarding the interest rate increase by the Monetary Policy Committee (MPC), the Company mainly used debentures in this section and fixed interest rates already. So, there was no effect on the debentures that had already been issued.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, further declared that the Company already included new interest costs in advance every time buying debt. Therefore, it would not affect the Company's expenses in any way.

Mr. Prasit Suesattayasilp, a shareholder attending the meeting via the online system, wanted to know the Company's goals in terms of insurance in 2023.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, further explained that as for the insurance business this year, it was expected that the premiums would receive about 4,000 million baht. The Company set a goal of selling insurance for 40 million baht per month. The Company had average monthly sales of about 45-47 million baht.

The moderator asked the meeting to consider and approve the Company's financial statements in the voting system for the fiscal year ending December 31, 2022. This agenda had to be approved by the majority of attending shareholders and cast their votes.

The moderator asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 3, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and unanimously approved to certify the Company's financial statements for the year ended December 31, 2022, as proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	15,336,454	1,073,821,602	32,419	1,089,190,475	100.00000
Disapproved	-	-	-	-	-
Total	15,336,454	1,073,821,602	32,419	1,089,190,475	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

**Agenda 4. To acknowledge the interim dividend payment and consider approving the profits' allocation from the 2022 operating results**

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report to the meeting to acknowledge the interim dividend payment from the operating results of the first half of 2022 and approve the profit's appropriation from the operating results of 2022 at the rate of 1.08 baht per share and already paid 0.49 baht per share, therefore, the remaining payment in this period of 0.59 baht per share.

According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 47 of the Company's Articles of Association, pay dividends from profits only. The dividends are prohibited if there are still accumulated losses. Based on the financial statements for the fiscal year ended December 31, 2022, which the auditor audited, the Company had a net profit from the financial statements in the amount of 1,745,574,599 baht. Since the Company had legal reserves in the amount not less than the law specified, therefore, requesting approval to suspend the allocation of legal reserves and approve the allocation of profit (dividend payment) from the operating results of the year 2022 for the period 1 January 2022 - 31 December 2022 at the rate of 1.08 baht per share, paid from net profit and paying dividends in cash.



The Company had the policy to pay dividends at the rate of not less than 50% of net profit after tax and legal reserve, mainly considering the consolidated financial statements. In this regard, the Company's Board of Directors had the authority to consider exempting from the said policy or change such policy from time to time. However, it had to be under the condition that such action had to be in the best interest of the shareholders of the Company and its subsidiaries, for example, to use as a reserve for loan repayment, an investment to expand the Company's business, or in case of changes in market conditions, which might affect the Company's cash flow and its subsidiaries in the future. Besides, according to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 47 of the Company's Articles of Association, pay dividends from profits only. The dividends are prohibited if there are still accumulated losses.

The Company allocated profits and pays dividends in the form of cash from the Company's net profit according to its consolidated financial statements ending December 31, 2022, after deducting legal reserves, the total amount of not exceeding 1,571,017,139 baht or equivalent to a dividend payment rate of 1.08 baht/share.

In this regard, the Company already announced an interim dividend payment of 0.49 baht per share from the first half of 2022 operating results. Therefore, the remaining payment in this period was 0.59 baht per share. The list of shareholders entitled to receive dividends was scheduled on April 12, 2023, and the payment of the dividends was fixed on May 2, 2023.

Therefore, it was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider omitting the allocation of legal reserves and approve the dividend payment from the operating results of 2022 for the period 1 January 2022 - 31 December 2022 at the rate of 0.59 baht per share, paid from net profit by paying dividends in cash. In addition, the Company informed the shareholders about the interim dividend payment of 0.49 baht per share from the operating results of the first half of 2022. Hence, the remaining payment in this period was 0.59 baht per share.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 4, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this

agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and unanimously approved the acknowledgment of the interim dividend payment from the first half of 2022 operating results and approved the allocation of profits from the 2022 operating results at the rate of 1.08 baht per share. The Company already paid an interim dividend of 0.49 baht per share. The remaining dividend would be paid at the rate of 0.59 baht per share, as details proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	15,336,455	1,073,821,604	32,419	1,089,190,478	100.00000
Disapproved	-	-	-	-	-
Total	15,336,455	1,073,821,604	32,419	1,089,190,478	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

**Agenda 5. To consider and approve the appointment of directors to replace those who retired by rotation for the year 2023**

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the appointment of the directors for the year 2023 replacing of those who retired by rotation to the meeting.

In order to comply with good corporate governance principles, the moderator invited 2 directors who retired by rotation, namely Mr. Piya Pong-Acha, the director, and Mr. Khanchit Kawachat, the independent director to leave the meeting temporarily while waiting for the approval of the appointment of directors to replace the retired directors for the year 2023.

Mr. Panya Chutisiriwong, the meeting moderator of the Company, informed the Chairman and the meeting that this agenda would be divided into 2 sub-agenda to comply with good corporate governance principles. The Company would vote separately for each agenda. Accordingly, it would be divided into Agenda 5.1 and 5.2, respectively.

According to the Public Company Limited Act B.E. 2535 Section 71 and the Company's articles of association Item 18, requires that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. At the 2023 Annual General Meeting of Shareholders, the following directors would retire by rotation:

<u>List of Directors</u>	<u>Position</u>
(1) Mr. Piya Pong-Acha	Director
(2) Mr. Khanchit Kawachat	Independent Director

The appointment of directors to replace those retiring by rotation was carefully considered following the nomination process specified by the Company. The Nomination and Remuneration Committee considered the suitability that

would be most beneficial to the business and operations of the Company according to the composition of the directors and knowledge management experience, including expertise and qualifications according to the relevant rules and regulations. Therefore, the Nomination and Remuneration Committee proposed to re-elect the two directors who retired by rotation to be in office for another term. In addition, the Nomination and Remuneration Committee considered that the person nominated as an independent director would be able to express opinions on the Company's operations independently and is qualified following relevant laws and regulations relating to independent directors as detailed biographies of both persons appearing in *Enclosure no. 5*. Therefore, the Board of Directors deemed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the re-election of directors who retired by rotation to be in office for another term.

Shareholding information of the directors nominated for re-election in this time

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mr. Piya Pong-Acha	* 104,172	0.01%	0.01%
2. Mr. Khanchit Kawachat	* 22,380	0.00%	0.00%

*\*Note:* Number of shares, book closing information as of December 30, 2022

The directors nominated for re-appointment were not executives in other companies that might cause conflicts of interest or is in business competition with the Company.

The Company announced on its website and through the news system of the Stock Exchange of Thailand to provide an opportunity for shareholders to nominate a person to be considered for election as a director of the Company at the 2023 Annual General Meeting of Shareholders between 4 November 2022 and 31 January 2023 following the principles of corporate governance good performance of listed companies. However, upon the expiration of the period specified by the Company, it appeared that no shareholder nominated a person to be elected as the Company's director at all.

The Board of Directors (excluding interested directors) conducted the nomination by considering the qualifications as specified in the law, the Company's Articles of Association, relevant requirements, and composition of the Board of Directors (Skill Matrix), qualifications, skills, experience, expertise as appropriate that would be of the most significant benefit to the Company's operation and through a careful screening process. The Company's directors, who had to retire from positions 1 to 2, including two persons, were qualified for the Company's business. Therefore, nominating the 1st to 2nd committee members to be re-elected for another term was deemed appropriate. Mr. Khanchit Kawachat, nominated as an independent director, possesses complete independence according to the definition of an independent director of the Company according to relevant laws (Details appeared in *Enclosure no. 8*) who could give opinions independently and follow relevant rules. In addition, both persons did not hold positions as directors or executives in other businesses that might cause conflicts of interest with the Company.

Therefore, it was deemed to propose to the 2023 Annual General Meeting of Shareholders to consider re-appointing the two directors to serve for another term.

**Agenda 5.1 Mr. Piya Pong-Acha** The meeting was asked to consider voting. This agenda needed to be approved by a majority vote of the shareholders attending the meeting and eligible to vote.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting.

When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and unanimously approved the appointment of the directors for the year 2023 replacing of those who retired by rotation to resume his position for another term, with the following votes:

**Agenda 5.1 Mr. Piya Pong-Acha** was re-appointed as a director with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	15,336,555	1,015,985,351	32,419	1,031,354,325	94.68998
Disapproved	-	57,836,253	-	57,836,253	5.31002
Total	15,336,555	1,073,821,604	32,419	1,089,190,578	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

**Agenda 5.2 Mr. Khanchit Kawachat** The meeting was asked to consider voting. This agenda needed to be approved by a majority vote of the shareholders attending the meeting and eligible to vote.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting.

When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and unanimously approved the appointment of the directors for the year 2023 replacing of those who retired by rotation to resume his position for another term, with the following votes:

**Agenda 5.2 Mr. Khanchit Kawachat** was re-appointed as a director with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
<b>Approved</b>	15,413,113	979,507,537	32,419	994,953,069	91.34151
<b>Disapproved</b>	-	94,314,067	-	94,314,067	8.65849
<b>Total</b>	15,413,113	1,073,821,604	32,419	1,089,267,136	100.00000
<b>Abstained</b>	-	-	-	-	-
<b>Voided Ballot</b>	-	-	-	-	-

After the agenda was considered, the meeting moderator invited Mr. Piya Pong-Acha and Mr. Khanchit Kawachat back to the meeting as usual for consideration in the next agenda.

**Agenda 6. To consider and approve the director’s remuneration for the year 2023**

The Chairman assigned Mr. Panya Chutisiriwong, the Company's meeting moderator, to propose the details of directors' remuneration for 2023 to the meeting.

According to the Public Company Limited Act B.E. 2535 Section 90 and the Company’s articles of association Item 33, directors are entitled to receive remuneration in the form of reward, meeting allowance, commission, bonus, or any other form of compensation according to the articles of association or as determined by the shareholders’ meeting. The amount of remuneration may be fixed or outlined and from time to time or indefinitely until further notice. Directors may also be entitled to per diem and welfares according to the Company’s regulation.

Appropriate determination of remuneration for directors was considered one of the principles of good corporate governance to protect the interests of shareholders and motivate them, including retaining directors who could work for the Company. Accordingly, the Board of Directors would formulate a policy and criteria for determining remuneration for directors that were in line with the duties and responsibilities of the directors by considering information in terms of forms and the amount of remuneration for directors compared to those in the same industry group, similar income, and companies with a market capitalization in the same group.

The remuneration of the Board of Directors for 2023 would be presented to the shareholders' meeting for approval in the form of quarterly remuneration (4 times per year) and meeting allowance for meetings in excess of 8 times per year. Besides, in 2023, the Company made comparative data referring to the 2022 Director Compensation Survey Report of the Research and Development Department of the Thai Institute of Directors (IOD) found that the remuneration of directors as the Company determined within the median criteria and at a rate close to the overall average of the market.

The Board	2022		2023 (proposed year)	
	Remuneration / person / quarter	Meeting allowance / person / time	Remuneration / person / quarter	Meeting allowance / person / time
Board of Directors				
Chairman	60,000	20,000	60,000	20,000
Director	30,000	10,000	30,000	10,000
Audit Committee				
Chairman	60,000	20,000	60,000	20,000
Members	40,000	15,000	40,000	15,000
Nomination and Remuneration Committee				
Chairman	-None-	-None-	-None-	-None-
Members	-None-	-None-	-None-	-None-

Note: The meeting allowance would be paid only to directors attending the meeting.

Therefore, it was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of directors per quarter (4 times per year) as follows:

The Board	Remuneration/person/quarter	Meeting allowance/person/time
Chairman of the Board	60,000	20,000
Director	30,000	10,000
Chairman (Audit Committee)	60,000	20,000
Audit Committee	40,000	15,000
Chairman (Nomination)	-None-	-None-
Nomination and Remuneration	-None-	-None-

- Directors who were executives of the Company would not receive such remuneration.

The remuneration of the Board of Directors for the year 2023 would be proposed to the shareholders' meeting. The criteria for determining remuneration for the Company directors were considered by considering the suitability according to the scope of duties, the Board of Directors' performance, and responsibility level, including the principles of good corporate governance

The appropriateness was considered from the scope of duties and responsibilities of the Board of Directors, the Company performance, and taking into account the suitability in various respects such as the success and growth of the Company, which resulted in more duties of the Board of Directors and sub-committees. Besides, it was already approved by the Board of Directors.

The Board of Directors and sub-committees did not receive any benefits other than the remuneration detailed above. Details of the scope of duties and responsibilities of the Board of Directors and sub-committees of the Company appeared in the Annual Report (Form 56-1 One Report), Section 2, Section 2.2 Corporate Governance Structure.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:



1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 6, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and approved the director's remuneration for the year 2023 by not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting as proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	15,592,913	1,073,821,604	32,419	1,089,446,936	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	15,592,913	1,073,821,604	32,419	1,089,446,936	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 7. To consider and approve the appointment of auditors and their remuneration for the year 2023**

The Chairman assigned Mr. Panya Chutisiriwong, the Company's meeting moderator, to propose the details of the appointment of the auditor and the determination of the auditor's remuneration for the year 2023 to the meeting.

According to the Public Company Limited Act B.E. 2535 Section 120 and the Company's articles of association Item 58, it is required that the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration yearly. The former auditor(s) may be re-appointed.

Besides, the Capital Market Supervisory Board notification requires that the Company rotate its auditor if that auditor has rendered his/her service for seven consecutive accounting periods. Such rotation needs not to change the audit firm as the latter may nominate its other auditors to assume the former auditor's duties. However, the Company may re-appoint any auditor to resume his/her function only when the period of five consecutive accounting periods has elapsed since his/her last rotation.

For the year 2023, the Audit Committee considered the auditors' qualifications by considering both in terms of quality (Performance), which was based on experience, qualifications of auditors, and the price (Price). As a result, it was of the opinion that the auditors from EY Office Company Limited ("EY") were reliable audit firms with good performance, sufficient personnel, and knowledge. Therefore, the Audit Committee gave the opinion to the Board of Directors to propose to the shareholders to approve the appointment of EY as the Company's audit firm and its subsidiaries. Besides, it was deemed appropriate to appoint one of the following persons from EY to be the Company's auditor and express an opinion on the Company's financial statements for 2023.

1. Ms. Wanwilai Phetsang, CPA No. 5315, or
2. Ms. Rosaporn Decharkom, CPA No. 5659, or
3. Ms. Sumana Punpongsanon, CPA No. 5872, or
4. Ms. Bongkot Kriangphanamorn, CPA No.6777, or
5. Ms. Orawan Techawatanasirikul, CPA No. 4807, or
6. Ms. Saranya Pludsri, CPA No. 6768, or
7. Mrs. Nummon Kerdmongkhonchai, CPA No.8368, or
8. Ms. Wilaiporn Chaowiwatkul, CPA No.9309

Suppose the auditors mentioned above cannot perform their duties. In that case, EY Office Limited shall assign other certified auditors of the firm to audit and express opinions on the Company's financial statements in place of such auditors.

The audit fee and quarterly review fees of the Company and its subsidiaries for the year 2023 were proposed to be determined in the total amount of 9,252,500 baht as suggested by the Audit Committee that appropriately reviewed, and the Board of Directors approved. Accordingly, the auditor's remuneration was as follows:

**Comparison of auditor's remuneration from 2022 to 2023**

**(Unit: Baht)**

<b>Audit/review of the Company's financial statement</b>	<b>2022</b>	<b>2023</b>	<b>%</b>
JMT Network Services PCL.	2,065,000	2,240,000	8.47
Subsidiaries	5,337,500	7,012,500	31.38
Other service fees	Actually paid	Actually paid	Actually paid
<b>Total</b>	<b>7,402,500</b>	<b>9,252,500</b>	<b>24.99</b>

## Comparison of Audit Fees

Audit Fees	Fiscal Year 2022	Fiscal Year 2023
1. Audit fees	7,402,500	9,252,500
2. Other expenses	actual expense	actual expense

The audit fees for the Company and its subsidiaries were increased by 24.99% from 2022, while other service fees were actually paid.

The audit fees for the Company and its subsidiaries increased from the previous year as the Company's business growth increased the expected audit hours.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked whether there was an increase in the auditing standards from the previous year.

Mr. Wongsakorn Kittittrakulkarn, Chief Financial Officer, answered that the auditing standards were nothing more than the original for the Company's business group.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, further explained that TFA17 accounting standards did not come into force this year for the insurance business. However, it would be effective for the next 2 years.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 7, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and unanimously approved the appointment of auditors and their remuneration for the year 2023 as proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
<b>Approved</b>	15,592,913	1,057,953,405	32,419	1,073,578,737	98.54346
<b>Disapproved</b>	-	15,868,199	-	15,868,199	1.45654
<b>Total</b>	15,592,913	1,073,821,604	32,419	1,089,446,936	100.00000
<b>Abstained</b>	-	-	-	-	-
<b>Voided Ballot</b>	-	-	-	-	-

**Agenda 8. To consider and approve the amendment of the Articles of Association to be in line with the revision of the Public Limited Companies Act**

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report to the meeting.

Mr. Panya Chutisiriwong, the moderator, proposed to the meeting that in order to make the Articles of Association of the Company comply with the amended Public Limited Companies Act, the Board of Directors' Meeting, therefore, resolved to amend the Company's Articles of Association No. 26, 27, 28, 34, 35, 36, 37, 38, 47, and 63. The details were as follows:

Existing Regulations	Proposed Regulations
<p>Article 26. The Board of Directors' meeting shall be held at the locality where the Company's principal business office is located or in a nearby province or elsewhere as determined by the Chairman or the person entrusted.</p> <p>Meetings of the Board of Directors or sub-committees of the Company may be held via electronic media means in compliance with the law as prescribed.</p>	<p>Article 26. The Board of Directors' meeting shall be held at the locality where the Company's principal business office is located or in a nearby province or elsewhere as determined by the Chairman or the person entrusted.</p> <p>Meetings of the Board of Directors or sub-committees of the Company <b>may be held via electronic media means in compliance with the law governing electronic meetings. In such a case, the head office of the Company shall be deemed to be the meeting place.</b></p>
<p>Article 27. In summoning a meeting of the Board of Directors, the Chairman of the Board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven (7) days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the</p>	<p>Article 27. In summoning a meeting of the Board of Directors, the Chairman of the Board or the person entrusted shall send a written notice summoning a meeting to directors not less than <b>three (3)</b> days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the Company, a</p>

Existing Regulations	Proposed Regulations
<p>Company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p> <p>In case at least two directors request a meeting of the Board of Directors, the Chairman shall schedule the meeting date within fourteen (14) days from the requested date.</p>	<p>summons of a meeting may be notified <b>by electronic means</b> or any other means and an earlier date of the meeting may be fixed.</p> <p><b>The proceedings under paragraph one may be replaced by means of advertising through electronic media per the rules prescribed by the Registrar.</b></p> <p><b>When there is a reasonable cause or to protect the rights or benefits of the Company, at least two directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. The subject and reason to be proposed to the meeting must also be specified. In such a case, the Chairman shall call and fix the meeting date within fourteen (14) days from the requested date.</b></p> <p><b>In case the Chairman fails to comply under paragraph three, the directors may jointly call and fix a meeting of the Board of Directors to consider the requested matter within fourteen (14) days from the date of expiration of the period under paragraph three.</b></p> <p><b>If the Chairman is absent for any reason, the Vice-Chairman shall call the meeting of the Board of Directors. If the Vice Chairman is absent for any reason, at least two (2) directors may jointly call a meeting of the Board of Directors.</b></p>
<p>Article 28. To summon the Board of Directors' Meeting requires at least half of the total number of directors present to constitute a quorum.</p>	<p>Article 28. To summon the Board of Directors' Meeting, <b>whether through physically attend or electronic media,</b> requires at least half of the total number of directors present to constitute a quorum.</p>
<p>Article 34. The Company's shareholder meeting shall be held in the locality where the principal business office of the Company is located or in a nearby province or any other place as determined by the Board of Directors.</p> <p>The Company's shareholder meeting may be held via electronic means by complying with the laws as</p>	<p>Article 34. The Company's shareholder meeting shall be held in the locality where the principal business office of the Company is located or in a nearby province or any other place as determined by the Board of Directors.</p> <p>The Company's shareholder meeting may be held via electronic media means <b>in compliance with the law</b></p>

Existing Regulations	Proposed Regulations
prescribed.	<p>governing electronic meetings.</p> <p>If a meeting is held via electronic media, the head office of the Company shall be deemed to be the meeting place.</p>
<p>Article 35. The shareholders' meeting will be held at least once a year. Such meetings shall be called "general meetings" and to be held within four (4) months from the date on which the Company's accounting year ends.</p> <p>Meetings of shareholders other than the one under paragraph one shall be called "extraordinary meetings."</p> <p>The Board of Directors may summon an extraordinary meeting whenever it deems appropriate. Or one or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three. In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph four is not constitute a quorum as prescribed in Article 37, the shareholders under paragraph four shall</p>	<p>Article 35. The shareholders' meeting will be held at least once a year. Such meetings shall be called "general meetings" and to be held within four (4) months from the date on which the Company's accounting year ends.</p> <p>Meetings of shareholders other than the one under paragraph one shall be called "extraordinary meetings."</p> <p>The Board of Directors may summon an extraordinary meeting whenever it deems appropriate. Or one or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the date under paragraph three. In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph four is not constitute a quorum as prescribed in Article 37, the shareholders under paragraph four shall</p>



Existing Regulations	Proposed Regulations
<p>jointly responsible to the Company for expenses incurred from such meeting.</p>	<p>jointly responsible to the Company for expenses incurred from such meeting.</p> <p><b>In the case where the shareholders call the meeting by themselves under paragraph four, a shareholder calling a meeting may send a meeting invitation to shareholders by electronic means if such shareholder has informed the intention or given consent to the Company or the Board of Directors as specified in Article 63.</b></p>
<p>Article 36. In summoning a meeting of shareholders, the Board of Directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the Board of Directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. It must be advertised for three (3) consecutive days.</p>	<p>Article 36. In summoning a meeting of shareholders, the Board of Directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the Board of Directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting. It must be advertised for three (3) consecutive days.</p> <p><b>The proceedings under paragraph one may be replaced by means of advertising through electronic media per the rules prescribed by the Registrar.</b></p>
<p>Article 37. At a meeting of shareholders, the presence of not less than twenty five (25) shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third (1/3) of the number of shares sold, is required to constitute a quorum.</p> <p>When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute</p>	<p>Article 37. At a meeting of shareholders, <b>whether through physically attend or electronic media</b>, the presence of not less than twenty five (25) shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third (1/3) of the number of shares sold, is required to constitute a quorum.</p> <p>When one (1) hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of</p>

Existing Regulations	Proposed Regulations
<p>a quorum as specified, if such meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven (7) days prior to the meeting. At this later, a quorum as prescribed is not compulsory.</p>	<p>shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven (7) days prior to the meeting. At this later, a quorum as prescribed is not compulsory.</p>
<p>Article 38. A shareholder may appoint another person as a proxy for attending and voting at the meeting. However, the proxy must be written in writing per the form prescribed by the Registrar. The proxy shall be submitted to the Chairman of the Board or the people designated by the Chairman of the Board at the meeting place before the proxy attends the meeting and at least contain the following items.</p> <p>A. The number of shares held by the grantor.</p> <p>B. Proxy's name</p> <p>C. No. of the meeting where a proxy was given to attend the meeting and vote.</p>	<p>Article 38. A shareholder may appoint another person as a proxy for attending and voting at the meeting. However, the proxy must be written in writing per the form prescribed by the Registrar. The proxy shall be submitted to the Chairman of the Board or the people designated by the Chairman of the Board at the meeting place before the proxy attends the meeting and at least contain the following items.</p> <p>A. The number of shares held by the grantor.</p> <p>B. Proxy's name</p> <p>C. No. of the meeting where a proxy was given to attend the meeting and vote.</p> <p><b>The proxy under paragraph one may be performed by electronic means instead. However, it must use a safe and reliable method that the shareholder makes the proxy. It shall follow the criteria prescribed by the Registrar.</b></p>
<p>Article 47. It is disallowed to announce the approval of dividend payment, except by the resolution of the shareholders' meeting or resolutions of the Board of Directors in case of interim dividend payment. Instead, payment of dividends shall be notified in writing to the shareholders and advertise the dividend payment notice in a newspaper for three (3) consecutive days and arrange for such dividend payment to be made within one (1) month from the date of such resolution.</p>	<p>Article 47. It is disallowed to announce the approval of dividend payment, except by the resolution of the shareholders' meeting or resolutions of the Board of Directors in case of interim dividend payment. Instead, payment of dividends shall be notified in writing to the shareholders, and advertise the dividend payment notice in a newspaper <b>or through electronic media per the rules prescribed by the Registrar</b> for three (3) consecutive days and arrange for such dividend payment to be made within one (1) month from the date of such resolution.</p>

Existing Regulations	Proposed Regulations
Article 63. -None-	<p><b>Article 63. In case the Company or the Board of Directors must send letters or documents under the Public Limited Companies Act B.E. 2535 (including any amendments) to directors, shareholders, or creditors of the Company. Suppose such a person has notified the intention or consented to send the letter or document by electronic means. In that case, the Company or the Board of Directors may send such a letter or document electronically. It shall follow the criteria prescribed by the Registrar.</b></p>

The Board of Directors considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of the Articles of Association items 26, 27, 28, 34, 35, 36, 37, 38, 47, 63 to align with the revision of the Public Limited Companies Act.

In this regard, the Board of Directors, Executive Board of the Company, or people assigned by the Board of Directors and/or the Executive Board of the Company to have the authority to proceed with the amendment of the Memorandum of Association, the article of associations mentioned above, including having the power to take any action as necessary and in connection with such action as it deemed appropriate to comply with the law regulations and the interpretation of relevant government agencies, as well as according to the instructions or orders of the registrar or officials.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 8, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

**Resolution** The Meeting considered and approved a resolution of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote to approve the amendment of the Articles of Association items 26, 27, 28, 34, 35, 36, 37, 38, 47, 63, including the assignment as details proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	15,890,329	1,073,821,604	64,838	1,089,776,771	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	15,890,329	1,073,821,604	64,838	1,089,776,771	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 9. To consider and approve other matters (if any)**

The Chairman asked the meeting if anyone would propose other matters or inquire to consider further.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

1. Go to the Chat menu in the Application Zoom Meeting to type a message.
2. Press the Enter key to send the message to the system.

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

Mr. Piyapong Prasartthong, a shareholder attending in person, would like to warn the executives to beware of fraudsters using the Company's name in lending through Facebook or Line channels or investing with high returns.

Mr. Panya Chutisiriwong, the moderator of the meeting, thanked the shareholder for such notification. As a result, the Company was informed, and some actions were taken already.

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer and a proxy of the Thai Investors Association said the COVID situation had been resolved in 2023; the Company expected any risks should be especially careful about or not.


Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that the Company's only risk was that the bank did not grant credit. In terms of competitors, the non-performing debt management industry assumed that its competitors were not increasing. The competition conditions were normal. The debt management business was not buying competition. The amount of debt released in the market was greater than the debt-buying budget of the non-performing debt management companies combined.


Mr. Pramote Libratanasakul, a shareholder attending in person, asked whether JK AMC, a joint venture with Kasikorn Bank, how much financial support did Kasikorn Bank provide to the Company.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that it still used the capital of the Company. However, for future investments, the Company made some preparations. As for the source of funds, it would come from financial institutions and from borrowing from the parent company.

Since no one proposed other matter to be discussed, the Chairman then appreciated the meeting and declared the meeting closed.

The Meeting was adjourned at 12.16 a.m.

Signed  Chairman of the Meeting  
(Mr. Adisak Sukumvitaya)  
Chairman of the Board

Signed  the Minutes Taker  
(Mr. Wongsakorn Kittitrakulkarn)  
Company Secretary

Annual Report / Disclosure Form 2567 (Form 56-1 One Report) in QR Code format

56-1 ONE REPORT 2567 ช่องทางภาษาไทย



56-1 ONE REPORT 2567 ช่องทางภาษาอังกฤษ



**Information about the nominee for the director election  
(For consideration under agenda item 5)**

**Ms. Yuvadee Pong-acha**

**Age :** 68 years old

**Position in the Company :** Director/the Nomination and Remuneration Committee

**Type of director:** Director

**Educational background :**

1978 Bachelor's degree Political Sciences,  
1980 MBA

Thammasat University  
Bridgeport University, USA



**Training on Director's Roles :**

2008	Director Accreditation Program (DAP)	Thai Institute of Directors
2018	Board Nomination and Compensation Program (BNCP)	Thai Institute of Directors

**Employment History**

2017-Present	Director	J Ventures Co., Ltd.
2016-Present	Director	Jaymart Mobile Co., Ltd.
2014-Present	Executive Committee	JAS Asset Public Co., Ltd.
2013- Present	Director	J Asset Management Co., Ltd.
2012-Present	Director	JAS Asset Public Co., Ltd.
2007-Present	Director	Jaymart Group Holdings Public Co., Ltd.
	Deputy Chief Executive Officer	
	Executive Committee	
1994-Present	Director	JMT Network Services Public Co., Ltd.

**Number of terms of being the Company's director:** 2007– present 17 years (5 terms)

If elected to this position, he will hold the position for another 3 years, a total of 20 years.

**Shareholding proportion of the Company:**

JMT Network Services Public Company Limited 0.00% (32,864 shares)

**Shareholding proportion of affiliated companies:**

JAS Asset Public Company Limited 0.86% (12,577,229 shares)

Jaymart Group Holdings Public Company Limited 3.88% (57,117,454 shares)

**Attendance the Board of Directors Meeting in 2024**

- Board of Directors: 5/5 times (equivalent to 100.00%)

**Attendance the Sub-committee remuneration Meeting in 2024**

- Nomination and Remuneration Committee: 2/2 times (equivalent to 100.00%)



### **Current Director Positions**

#### Listed Companies on the Stock Exchange of Thailand: (2 companies)

Director JMT Network Services Public Co., Ltd.  
Director/ Executive Committee JAS Asset Public Co., Ltd.

#### Non-Listed Companies: (3 companies)

Director J Ventures Co., Ltd.  
Director Jaymart Mobile Co., Ltd.  
Director J Asset Management Co., Ltd.

### **Special interest in this meeting:**

-None-

Positions in businesses that compete with/related to the Company's business that may cause a conflict of interest: None

Family relationship among other directors, executives, or major shareholders of the Company or its subsidiaries: Yes

Qualified as a director according to the laws and do not have prohibited characteristics according to the notification of the Capital Market Supervisory Board: Yes

Illegal record in the past 10 years: None

The significant business relationship that may cause the inability to act independently: None

Having special interests that are different from other directors: None

**Information about the nominee for the director election  
(For consideration under agenda item 5)**

**Mr. Sutthirak Traichira-aporn**

**Age:** 48 years old

**Position in the Company :** Director/Chief Executive Officer

**Type of director:** Director

**Education :** Bachelor of Business Administration in Marketing,  
Bangkok University



**Training on Director's Roles -**

**Experience**

2022- Present	Director	JK Asset Management Co., Ltd.
2022- Present	Director	True Valuation Co., Ltd.
2013- Present	Director	J Asset Management Co., Ltd.
2013- Present	Director	Jaymart Insurance Broker Co., Ltd.
2012- Present	Director/Chief Executive Officer Executive Committee	JMT Network Services Public Co., Ltd.

**Number of terms of being the Company's director:** 2012 – present 12 years (4 terms)

If elected to this position, he will hold the position for another 3 years, a total of 15 years.

**Shareholding proportion of the Company:**

JMT Network Services Public Company Limited 0.00% (167,582 shares)

**Shareholding proportion of affiliated companies:**

JAS Asset Public Company Limited 0.00% (0 shares)

Jaymart Group Holdings Public Company Limited 0.00% (0 shares)

**Attendance the Board of Directors Meeting in 2024**

- Board of Directors: 5/5 times (equivalent to 100.00%)

**Current Director Positions**

Listed Companies on the Stock Exchange of Thailand: (0 companies)

-None-

Non-Listed Companies: (4 companies)

Director	JK Asset Management Co., Ltd.
Director	True Valuation Co., Ltd.
Director	J Asset Management Co., Ltd.
Director	Jaymart Insurance Broker Co., Ltd.

**Special interest in this meeting:**

-None-

Positions in businesses that compete with/related to the Company's business that may cause a conflict of interest: None

Family relationship among other directors, executives, or major shareholders of the Company or its subsidiaries: None

Qualified as a director according to the laws and do not have prohibited characteristics according to the notification of the Capital Market Supervisory Board: Yes

Illegal record in the past 10 years: None

The significant business relationship that may cause the inability to act independently: None

Having special interests that are different from other directors: None

**Information about the nominee for the director election  
(For consideration under agenda item 5)**

**Name - Surname:** Mr. Rerngchai Inkapakorn

**Age:** 68 years old

**Position in the Company:**

Independent Director

Chairman of the Risk Management and Audit Committee

**Type of director:** Independent Director

**Education qualification**

2008 Holcim Senior Leadership Program (LDP). Lozan, Switzerland

1990 Bachelor of Business Administration in Finance, San Francisco State University, USA

1998 Master of Business Administration, University of Phoenix, USA

**Director Certification Program**

2012 Director Accreditation Program (DAP), Thai Institute of Directors Association

**Experiences**

2013 -present	Executive Coach (Consultant)	Ananda Development Public Company Limited
2012 –present	Independent Director/Chairman of the Risk Management and Audit Committee	JMT Network Services Public Company Limited
2018 – 2022	Executive Coach	Ananda Development Public Company Limited
2013 – 2018	Chief executive of the executive office	Ananda Development Public Company Limited
2010 – 2013	Management Manager (Supply Chain Performance Management Manager)	Siam City Cement Public Company Limited
2004 – 2010	Geocycle Manager	Siam City Cement Public Company Limited

**Number of terms of being the Company's director:** 2012 – Present 12 years (4 terms)

If elected to this position, she will hold the position for another 3 years, a total of 15 years.

**Number of terms of being the Independent Director:** 2016 – Present 7 years (2 terms)

If elected to this position, she will hold the position for another 3 years, a total of 10 years.

**Shareholding proportion of the Company:**

JMT Network Services Public Company Limited 0.00% (751 shares)

**Shareholding proportion of affiliated companies:**

Jaymart Group Holdings Public Company Limited 0.00% (0 shares)

JAS Asset Public Company Limited 0.00% (0 shares)

**Attendance the Board of Directors Meeting in 2024**

- Board of Directors: 5/5 times (equivalent to 100.00%)

**Attendance the Sub-committee remuneration Meeting in 2024**

- Audit Committee: 4/4 times (equivalent to 100.00%)



### **Current Director Positions**

Listed Companies on the Stock Exchange of Thailand: (0 companies)

-None-

Non-Listed Companies: (0 companies)

-None-

### **Special interest in this meeting:**

-None-

Positions in businesses that compete with/related to the Company's business that may cause a conflict of interest: None  
Family relationship among other directors, executives, or major shareholders of the Company or its subsidiaries: None  
Qualified as a director according to the laws and do not have prohibited characteristics according to the notification of the Capital Market Supervisory Board: Yes  
Illegal record in the past 10 years: None  
The significant business relationship that may cause the inability to act independently: None  
Having special interests that are different from other directors: None

### **Information for considering the election of independent directors**

**(Having interests in the company/parent Company/subsidiaries/associated companies or juristic persons that may have conflicts at present or in the past 2 years)**

Being a director who is involved in the management, staff, employee, or consultant who receives regular salary: None

Being a professional service provider (e.g., auditor, legal advisor, financial advisor): None

The significant business relationship that may affect the inability to act independently: No

Being a business operator or a director who is involved in the management, employee, staff, or consultant who receives a regular salary or holds more than one percent of the total number of shares with voting rights of any business which has the same nature and is in significant competition with the business of the Company, or its subsidiaries: None

### **Definition of independent director**

"**Independent director**" is defined by the Company to mean a director who does not perform managerial duties and is independent from the Company's top management and controlling shareholders. An independent director must have the following qualifications:

#### **Qualifications of Independent Director of the Company**

1. An Independent Director must not hold shares which exceed one per cent of the total paid-up share capital of the Company or any of its subsidiary companies, affiliated companies, associated companies or related companies; however, this includes shares held by his/her affiliated persons.
2. An Independent Director must not be involved in the business management of the Company, nor may they be hired as an employee, staff member or regularly-paid advisor of the Company or any of its subsidiary companies, affiliated companies, associated companies, related companies or major shareholders.
3. An Independent Director must not, either directly or indirectly, have an interest in or benefit from the finance or management in the Company or any of its subsidiary companies, affiliated companies, associated companies or related companies. This must be true particularly for the period of two years prior to their appointment as an independent director.
4. An Independent Director must not be an affiliated person or close relative of any executive or major shareholder of the Company.
5. An Independent Director must not be appointed as a representative to look after the interests of any director, major shareholder or shareholder who is an affiliated person of a major shareholder of the Company.
6. An Independent Director must perform his/her duties and express his/her opinion or report on the performance of duties as designated by the Board of Directors, free of control by any executive or major shareholder of the Company, including their affiliated persons or close relatives.
7. An Independent Director must disclose information about his/her current position as independent director of any members of the Company's Group (if applicable), including information about any remuneration received from those entities.
8. An Independent Director must not act as current director of any kind in a listed company which is a member of the Company's Group. Each independent director must be elected through the nomination procedures of the Board of Directors. The Company's definition of "independent director" is stricter than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

For instance, a regularly-paid advisor is prohibited from being appointed as an independent director of the Company and each independent director must be free of prohibited characteristics and must not, for a period of two years prior to their appointment, have been a party to a transaction which could give rise to a possible conflict of interest with the Company.

**Information about the independent director nominated by the company to act as a proxy on behalf of the shareholders**

**Name - Surname:** Mr. Somsak Athisaitrakul

**Age:** 59 years old

**ID card number:** 3100200373556



**Position in the Company** : Independent Director / the Risk Management and Audit Committee  
Chairman of the Nomination and Remuneration Committee

**Address:** 555/9 Soi Klong Lamchiak 29, Nawamin Rd., Nawamin Sub-district, Bungkum district Bangkok 10230

**Education qualification**

1994 Master of Business Administration, Kasetsart University  
1989 Bachelor of Engineering Chulalongkorn University

**Director Certification Program**

Director Accreditation Program (DAP), Thai Institute of Directors Association

**Work Experiences**

2016 – Present	Independent Director/Audit Committee Chairman of the Nomination and Remuneration Committee	JMT Network Services PCL.
2013 – 2015	Country Lead (Mobile)	Lenovo
2007 – 2011	Head of Mobile Phone	LG

**Special interest in this meeting:** -None-



**Information about the independent director nominated by the company to act as a proxy on behalf of the shareholders**

**Name - Surname:** Mr. Khanchit Kawachat

**Age:** 58 years old

**ID card number:** 3100200373556

**Position in the Company:**

Independent Director

Member of the Risk Management and Audit Committee



**Address:** 20/666 Prachachuen Road, Bang Talat Subdistrict, Pak Kret District, Nonthaburi Province 11120

**Education qualification**

Master of Business Administration, University of Missouri, USA

Bachelor of Architecture, King Mongkut's Institute of Technology Ladkrabang

**Director Certification Program**

2005 Director Accreditation Program (DAP), Thai Institute of Directors Association

**Experiences**

2012 - Present	Independent Director/ the Risk Management and Audit Committee	JMT Network Services PCL.
2013 - 2014	Chief Executive Officer, Digital TV Business	GMM Grammy PCL.
2005 – 2013	Director/CFO/Asst. Business Development Executive	Workpoint Entertainment PLC.
2002 - 2005	Vice President, Investment Banking Department	Thanachart Securities Co., Ltd.
1999 - 2001	Assistant Vice President Development Fund	Ayudhya JF Asset Management
1994 - 1999	Asst. Vice President, Investment Banking Department	Securities One PLC.
1988 - 1989	Architect	Architect 49 Co., Ltd.

**Special interest in this meeting:** -None-

**ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เจ เอ็ม ที เน็ทเวอร์ค เซอร์วิส เซ็ส จำกัด (มหาชน)  
Acceptance for the invitation of online meeting of JMT Network Services Public Company Limited**

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เจ เอ็ม ที เน็ทเวอร์ค เซอร์วิส เซ็ส จำกัด (มหาชน)

Being a shareholder of Jaymart Group Holdings Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น.....หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568

I would like to participate the E-AGM for Annual General Meeting 2025

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบอำนาจให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล..... (โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัพท์มือถือ..... (โปรดระบุ)

Mobile Number Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 7 วิธีการเข้าร่วมประชุม ภายในวันที่ 3 เมษายน 2568

Please submit the required document per an attachment 7 by 3 April 2025

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

### **Rules for attending the shareholders' meeting via electronic media (E-AGM)**

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company on April 7, 2025. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

#### **Requesting to attend the meeting via electronic media**

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

#### **If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 6) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
  - 2.1 Shareholders who are natural persons:
    - If a shareholder wishes to attend the meeting in person via E-Meeting:
      - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
    - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
      - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
      - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
      - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.
  - 2.2 Shareholders who are juristic persons:
    - If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
      - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
      - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
    - If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
      - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
      - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
      - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
      - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).


3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company on April 8, 2025.

- Email channel: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
- Postal channels: details of Company address

Registration Form for the Annual General Meeting of Shareholders 2025  
 JMT Network Services Public Company Limited  
 Investor Relations Department, 7th Floor  
 No. 187, 189 Jaymart Building, Ramkhamhaeng Road  
 Ratphattana Sub-district, Saphan Sung District, Bangkok 10240

**If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code**

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://jmt.thekoble.com/aggm/emeeting/index/1">https://jmt.thekoble.com/aggm/emeeting/index/1</a>

- Fill in the information of shareholders:
  - Securities holder account number;
  - Name (do not include a title)
  - Last Name
  - ID card number;
  - Choose to accept the terms and consent to access to personal information;
  - Press "Confirm"
- Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
  - Name - Surname (English);
  - Email to receive a link to attend the meeting;
  - Mobile phone number;  
Self-Attending: Shareholder's mobile number.  
Proxy: **Proxy's mobile number**. (Used to log in system).
  - Select the attendance type:
    - Attend the meeting in person via E-AGM;
    - Authorize the natural persons to attend the meeting via E-AGM;
    - Assign a proxy to an independent director;
  - Press "Next"

**In the case of shareholders attending the meeting in person:**

Prepared shareholders' identification documents

- Attach a copy of the shareholder's identity document;
- Attach a copy of other identity documents;
- Press "Next";
- The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- Close window to finish;

**In the case of appointing the natural person to attend the meeting via E-AGM:**

Prepared shareholders' identification documents

- Attach a copy of the shareholder's identity document;
- Attach a copy of other identity documents;
- Press "Next";
- Save the proxy's information and attach supporting documents:
  - Name-surname of the proxy (Thai language);
  - Name-surname of the proxy (English);
  - Attach a copy of the proxy's identity document;
  - Attach the proxy form with complete information and signature;
- Press "Next";

6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

**In the case of appointing a proxy to an independent director:**

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from 25 March 2025 to 8 April 2025 date or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

**Electronic Meeting Attendance (E-AGM):**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 9 April 2025 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting  
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.  
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date (7-10 days before the date of the meeting specified by the Company) On April 7, 2025, at 5:00 p.m.via the following channels:

- By Email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
- By mail: details of Company address  
Registration Form for the Annual General Meeting of Shareholders 2025  
JMT Network Services Public Company Limited  
Investor Relations Department, 7th Floor  
No. 187, 189 Jaymart Building, Ramkhamhaeng Road  
Ratphattana Sub-district, Saphan Sung District, Bangkok 10240

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - By Email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
  - By mail: details of Company address  
Registration Form for the Annual General Meeting of Shareholders 2025  
JMT Network Services Public Company Limited  
Investor Relations Department, 7th Floor  
No. 187, 189 Jaymart Building, Ramkhamhaeng Road  
Ratphattana Sub-district, Saphan Sung District, Bangkok 10240

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date on April 8, 2025 through the following channels:
  - By Email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
  - Telephone: 023088197, 023088068, 023088152
  - By mail: .....(details of Company address)  
Registration Form for the Annual General Meeting of Shareholders 2025  
JMT Network Services Public Company Limited  
Investor Relations Department, 7th Floor  
No. 187, 189 Jaymart Building, Ramkhamhaeng Road  
Ratphattana Sub-district, Saphan Sung District, Bangkok 10240
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
  - Q&A Chat channel for text messages;

- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.

Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.



**Explanation of the proxy voting procedure, registration for the meeting, and the voting process during the meeting**

The company has sent out Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce. This form outlines the various items to be addressed in detail and clearly presents them to shareholders. It allows shareholders who cannot attend the meeting in person to decide whether to appoint another individual or one of the company's nominated directors as their proxy. The details of the nominated directors are provided in the attached document, allowing shareholders to select a proxy. Shareholders may name more than one proxy to provide flexibility in case the first proxy is unable to attend. However, only one proxy can attend and vote on behalf of the shareholder. The shareholder cannot divide their votes among multiple proxies. Additionally, when voting on each agenda item, shareholders are entitled to cast a vote in one of the following ways: in favor, against, or abstaining.

The company has also provided Proxy Form A, which is a simple and straightforward general proxy form, and Proxy Form C, which is specifically for shareholders who are foreign investors and appoint a custodian in Thailand to hold and manage their shares. Shareholders who are interested can download the forms from the company's website at [www.jmntnetwork.co.th](http://www.jmntnetwork.co.th)

**Registration for the Meeting**

The company will begin registering shareholders for the meeting more than one hour prior to the start of the meeting. Registration will open at 9:30 a.m. onwards at the meeting room, Building B, 2nd Floor, Jemart Group Holdings Public Company Limited (Head Office), as shown in the attached map of the meeting venue.

**Proof of Identity for Meeting Attendance**

Participants are required to present the following documents (as applicable) before entering the meeting.

1. For Individual Shareholders
  - 1.1 In case the shareholder attends the meeting in person, such shareholder shall present the identification document issued by government authorities, which has not yet expired and bears the shareholder's photograph, e.g. the identification card (ID), driver's license or passport.
  - 1.2 In case the shareholder assigns a proxy:
    - (a) The Proxy Form, attached to the Notice of the meeting, which is completely filled in and signed by the proxy grantor and the proxy.
    - (b) A photocopy of identification document of the shareholder issued by government authorities, as specified in above Item 1.1, and certified as true by the proxy grantor.
    - (c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1.
2. For Juristic Shareholders
  - 2.1 In case the authorized representative attends the meeting in person:
    - (a) The identification document of such authorized representative issued by a government authorities, as specified in above Item 1.1.
    - (b) A photocopy of the affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the meeting is authorized to act on behalf of the juristic person which is the shareholder issued by the Department of Business Development for no more than 6 months.
  - 2.2 In case of appointment of a proxy:

- (a) The Proxy Form, attached to the Notice of the meeting, which is completely filled in and signed by the proxy grantor and the proxy.
- (b) A photocopy of the affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person which is the shareholder issued by the Department of Business Development for no more than 6 months.
- (c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1.

3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law

Provisions specified in Item 1 and 2 shall be applied *mutatis mutandis* to a non-Thai shareholder or attendant of the meeting or a shareholder which is a juristic person incorporated under foreign law, as the case may be, subject to the following conditions:

- (a) A certificate of juristic person can be a document issued by government authorities where that juristic person is situated or by the authorized person of such juristic person. The document shall provide details of the juristic person, authorized signatory, condition of signatory and the location of headquarter.
- (b) Thai or English translation is required to be attached for any original document which is not made in Thai or English and such translation must be certified by the authorized representative of such juristic person.

**Form of Proxy, Form A. (General Form)**

Made at .....  
 Date ..... Month ..... Year .....

(1) I/We ..... nationality .....  
 residing/located at No. .... Road, Tambol/Kwaeng .....  
 Amphur/Khet ....., Province ....., Postal Code .....

(2) being a shareholder of JMT Network Services Public Company Limited, holding ..... shares in total which are entitled to cast ..... votes as follows:

ordinary shares: ..... shares in total which are entitled to cast ..... votes; and

preferred shares: ..... shares in total which are entitled to cast ..... votes,

(3) I/We wish to appoint

(1) ..... age ..... years, residing/located at No. ....  
 ..... Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province .....  
 ..... Postal Code ....., or

(2) ..... age ..... years, residing/located at No. ....  
 ..... Road, Tambol/Kwaeng ....., Amphur/Khet ....., Province .....  
 ..... Postal Code ....., or

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

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

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

**Remarks**

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

**Proxy Form B  
For Natural Person and Juristic Person**

- » Please sign either Proxy Form B and attach a copy of your national identification card.
- » Please return the entire proxy form and the barcode to the company.
- » If you wish to appoint a proxy to vote on your behalf as deemed appropriate by you in any agenda, please mark x in front of (b) of such agenda item

**The Company has added a channel for sending proxy documents for individuals and juristic persons.**

**[kulchava@jalmart.co.th](mailto:kulchava@jalmart.co.th)**

**You can scan the signed proxy form and supporting documents. Then send to email: [kulchava@jalmart.co.th](mailto:kulchava@jalmart.co.th)**

**The staff will respond by email to confirm that the Company received the document. If there is no reply email from the Company, please contact at telephone number 02 308 8197, 02 308 8152, or 02 308 8068.**

Affixed with a  
20 Baht stamp

**Form of Proxy, Form B.**

Written at .....

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

(1) I/We ..... nationality .....  
residing/located at No. .... Road, Tambol/Kwaeng .....  
Amphur/Khet ....., Province ....., Postal Code .....

(2) Being a shareholder of JMT Network Services Public Company Limited (The Company),  
Holding the total amount of ..... shares which the voting rights or ..... votes as follows:  
Ordinary shares: ..... shares which the voting rights or ..... votes; and  
Preferred shares: ..... shares which the voting rights or ..... votes,

(3) Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 5)

(1) ..... age ..... years,  
residing/located at No. .... Road, Tambol/Kwaeng ....., Amphur.....  
/Khet ....., Province ....., Postal Code ....., or

(2) ..... age ..... years,  
residing/located at No. .... Road, Tambol/Kwaeng ....., Amphur.....  
/Khet ....., Province ....., Postal Code ....., or

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

(4) I/We grant authority to my/our proxy to vote on my/our behalf at the aforementioned meeting in the following manner:

- Agenda 1. To consider and certify the 2024 Annual General Meeting of Shareholders
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain

Agenda no. 2 To acknowledge the report on the Company's operating result as at the year 2024.  
(This agenda item is included for acknowledgment and does not require a resolution.)

- Agenda no. 3 To consider and approve the Company's financial statements for the fiscal year ending on December 31, 2024. which has been audited by the certified public accountants.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain

- Agenda no. 4 To Consider of the allocation of the annual net profit as legal reserve, acknowledgement of the interim dividend payment, and approval of the dividend payment for the year 2024
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
- Approve                       Disapprove                       Abstain
- Agenda no. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
- To elect directors as a whole
- Approve                       Disapprove                       Abstain
- The appointment of an individual.
- Name of Director : Ms. Yuvadee Pong-acha
- Approve                       Disapprove                       Abstain
- Name of Director : Mr. Sutthirak Traichira-Aporn
- Approve                       Disapprove                       Abstain
- Name of Director : Mr. Rerngchai Inkapakorn
- Approve                       Disapprove                       Abstain
- Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
- Approve                       Disapprove                       Abstain
- Agenda no. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
- Approve                       Disapprove                       Abstain
- Agenda no. 8 Other matters (if any)
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
- Approve                       Disapprove                       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

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

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

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

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s). In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.



Attachment to Proxy Form B.

A proxy is granted by a shareholder of JMT Network Services Public Company Limited.

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

-----

Agenda no. .... re: .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. .... re: .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2025.

(a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

(b) To grant my/our proxy to votes at my/our desire as follows.

To elect directors as a whole

Approve                       Disapprove                       Abstain

The appointment of an individual.

Name of Director : Ms. Yuvadee Pong-acha

Approve                       Disapprove                       Abstain

Name of Director : Mr. Sutthirak Traichira-Aporn

Approve                       Disapprove                       Abstain

Name of Director : Mr. Rerngchai Inkapakorn

Approve                       Disapprove                       Abstain

I/we affirm that the statements in this supplemental proxy form are accurate, comprehensive, and truthful in every aspect.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

### Form of Proxy, Form C.

**(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)**

**The Company has added a channel for sending proxy documents for individuals and juristic persons.**

**You can scan the signed proxy form and supporting documents. Then send to email: [kulchava@jaymart.co.th](mailto:kulchava@jaymart.co.th)**

**The staff will respond by email to confirm that the Company received the document. If there is no reply email from the Company, please contact at telephone number 02 308 8197, 02 308 8152, or 02 308 8068.**

Affixed with a  
20 Baht stamp

### Form of Proxy, Form C.

**(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)**

Written at .....

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

(1) We .....  
located at No. .... Road, Tambol/Kwaeng .....  
Amphur/Khet ....., Province ....., Postal Code .....  
in our capacity as the custodian for .....  
being a shareholder of JMT Network Services Public Company Limited, holding .....  
shares in total which are entitled to cast ..... votes as follows:

ordinary shares: ..... shares in total which are entitled to cast ..... votes; and

preferred shares: ..... shares in total which are entitled to cast ..... votes,

(2) We wish to appoint

(1) ..... age ..... years,

Residing/located at No. .... Road, Tambol/Kwaeng .....,

Amphur/Khet ....., Province ....., Postal Code ....., or

(2) ..... age ..... years,

Residing/located at No. .... Road, Tambol/Kwaeng .....,

Amphur/Khet ....., Province ....., Postal Code ....., or

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

(3) We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
  - Ordinary shares: ..... shares in total, which are entitled to cast ..... votes; and
  - Preferred shares: ..... shares in total, which are entitled to cast ..... votes, Total: .....

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor,

Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

(4) I/We grant authority to my/our proxy to vote on my/our behalf at the aforementioned meeting in the following manner:

- Agenda 1. To consider and certify the 2024 Annual General Meeting of Shareholders
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 2 To acknowledge the report on the Company's operating result as at the year 2024. (This agenda item is included for acknowledgment and does not require a resolution.)
  
- Agenda no. 3 To consider and approve the Company's financial statements for the fiscal year ending on December 31, 2024. which has been audited by the certified public accountants.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 4 To Consider of the allocation of the annual net profit as legal reserve, acknowledgement of the interim dividend payment, and approval of the dividend payment for the year 2024
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - To elect directors as a whole
      - Approve                       Disapprove                       Abstain
    - The appointment of an individual.
      - Name of Director : Ms. Yuvadee Pong-acha
        - Approve                       Disapprove                       Abstain
      - Name of Director : Mr. Sutthirak Traichira-Aporn
        - Approve                       Disapprove                       Abstain
      - Name of Director : Mr. Rerngchai Inkapakorn
        - Approve                       Disapprove                       Abstain
  
- Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 8 Other matters (if any)
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

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

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

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

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s). In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.

### Attachment to Proxy Form C.

A proxy is granted by a shareholder of JMT Network Services Public Company Limited.

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

- 
- Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
  - Agenda no. \_\_\_\_\_ re: \_\_\_\_\_
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve                       Disapprove                       Abstain
  
  - Agenda no. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - To elect directors as a whole
      - Approve                       Disapprove                       Abstain
    - The appointment of an individual.
      - Name of Director: Ms. Yuvadee Pong-acha
      - Approve                       Disapprove                       Abstain
      - Name of Director: Mr. Sutthirak Traichira-Aporn
      - Approve                       Disapprove                       Abstain
      - Name of Director: Mr. Rerngchai Inkapakorn
      - Approve                       Disapprove                       Abstain

I/we affirm that the statements in this supplemental proxy form are accurate, comprehensive, and truthful in every aspect.

Signed \_\_\_\_\_ Grantor  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**The Company's Articles of Association Regarding the Shareholders' Meeting**

-----

**Chapter 1**  
**General**

- Article 1.** This agreement is called "the Articles of Association of JMT Network Services Public Company Limited".
- Article 2.** The term "Company" in this Articles of Association refers to JMT Network Services Public Company Limited.
- Article 3.** Any additions or amendments to the Articles of Association or the Memorandum of Association can be done upon a resolution being passed to that effect at the meeting of shareholders with the votes of not less than three quarters (3/4) of the total votes of shareholders present at the meeting and have the right to vote.
- Article 4.** Unless otherwise provided in the Articles of Association, the provisions under the Public Limited Companies Act and the Securities and Exchange Act shall be applied to the Company.

**Chapter 3**  
**The Board of Directors and its Power**

- Article 15.** The Company has one Board of Directors, which comprises at least five (5) members. The Directors shall elect the Chairman from among themselves and may also elect the Vice Chairman and other positions deemed appropriate. More than half of the total number of directors must reside in the Kingdom.
- Article 16.** The Director need not to be the Company's shareholder.
- Article 17.** The Directors must be elected at a meeting of shareholders in accordance with the rules and procedures as follows:
- (1) A shareholder has the number of votes equivalent to the number of shares held by such shareholder;
  - (2) Each shareholder may cast the votes for electing one or more person(s) as directors. In the case of electing more than one person as directors, shareholder cannot split his votes for different persons;
  - (3) The persons who received highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors of the Company intended to have or elected by the meeting. In the event of a tie vote among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the Company intended to have or elect by the meeting, the Chairman shall have a casting vote.
- Article 18.** At annual general meeting of shareholders in every year, one-third (1/3) of the directors shall retire from the office, or if their number is not divisible by three (3), then the directors in the number nearest to one-third (1/3) shall retire from their office.
- The directors retired from their offices in the first and second years after the incorporation of the Company shall be made by drawing lots. For subsequent years, the director who has held office longest shall retire.
- The retiring directors may be re-elected.
- Article 19.** In addition to the retirement by rotation, a director vacates office upon:
- (1) Death;
  - (2) Resignation;
  - (3) Being disqualified or being under any of the prohibitions under the Public Limited Companies Act;
  - (4) Removal by a resolution of a meeting of shareholders;

(5) Removal by a court order.

**Article 21.** In case of a vacancy in the Board of Directors for reasons other than the retirement by rotation, the Board of Directors shall elect a person who is qualified and not under any of prohibitions under the Public Limited Companies Act as the substitute director at the next meeting of the Board of Directors unless the remaining term of office of the director is less than two (2) months.

The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

According to first paragraph, a resolution of the Board of Directors must acquire at least three quarters (3/4) of the total votes of the remaining directors.

**Article 23.** The shareholders meeting may pass a resolution removing any director from office prior to retirement by rotation, by votes of not less than three quarters (3/4) of the number of shareholders present at the meeting and have the right to vote and who have shares totaling not less than half (1/2) of the number of shares held by the shareholders present at the meeting and have the right to vote.

**Article 24.** The Board of Directors shall be responsible for all matters of the Company, and have the power to operate under the laws, objectives, the Articles of Association of the Company, as well as the resolutions of the meeting of shareholders.

The Board of Directors may delegate its power to one or several persons to perform any tasks on behalf of the Board of Directors.

**Article 25.** The rewards and remuneration of the directors are determined by the shareholders meeting.

The directors are entitled to receive remuneration from the Company in the form of gratuities, meeting allowances, rewards, bonuses, or any other forms of benefits pursuant to the Article of Association or the shareholders meeting consideration. Such remuneration may be fixed number or prescribed according to the regulation from time to time or remaining until there is any change. Moreover, the directors are also entitled to receive any allowance and welfare according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of the Company's staffs and employees, who have been appointed to be a director, to receive the remuneration and benefits as the Company's staffs and employees.

The payment of remuneration in the first and the second paragraphs must not contradict to the qualifications of independent directors stipulated in the Securities and Exchange Act.

#### **Chapter 4** **Shareholders Meeting**

**Article 34.** The shareholders meeting shall be held at the area where the headquarters of the Company is located or nearby provinces or any other place as the Board of Directors will determine.

The meeting of shareholders of the Company may be held via electronic media in accordance with the applicable laws.

**Article 35.** The meeting of shareholders shall be held at least once a year, which is called "annual general meeting". Such annual general meeting shall be held within four (4) months after the end of the fiscal year of the Company.

All other meetings of shareholders are called "extraordinary general meeting".

The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or one shareholder or shareholders holding shares totaling not less ten (10) percent of the total number of shares sold may submit their names in request directing to the Board of Directors to summon an extraordinary at any time, provided that the written request shall explicitly specify the agendas and reasons for calling such meeting. The Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such written request from such shareholders.

If the Board of Directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount



may call the meeting by themselves within forty-five (45) days from the date on which the period of time specified in the paragraph three ends. Such meeting shall be deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for all necessary expenses incurred from such meeting.

In the case where the quorum of any meeting called by the shareholders under paragraph four cannot be constituted as specified in Article 37, the shareholders under paragraph four shall compensate the Company the expenses incurred from such meeting.

**Article 37.** In order to constitute a quorum, there shall be shareholders or proxies (if any) present at a shareholders meeting in the amount of not less than twenty-five (25) persons or not less than one half of the total number of shareholders and hold shares totaling not less than one-third (1/3) of the total number of shares sold.

In the event that at any shareholders meeting, if one (1) hour has passed from the appointment and the number of shareholders attending the meeting is still inadequate for a quorum as specified, if such shareholders meeting was called as a result of the request by the shareholders, such meeting shall be canceled. If such meeting was not called as a result of the request by the shareholders, the meeting shall be called once again and the notice of the meeting must be sent to the shareholders not less than seven (7) days before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

**Article 38.** Shareholders may appoint any person as their proxy to attend the meeting and cast the vote on their behalf. The appointment of a proxy shall be made in writing signed by a grantor and in the form designated by the Registrar. The instrument of proxy shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting prior to the proxy attending the meeting, which have minimum details as follows:

- A. The number of shares held by grantor;
- B. Name of the grantor;
- C. The number of the meeting appointing the proxy to attend and have the right to vote.

**Article 39.** The shareholders meeting shall be conducted in accordance with the sequence of agendas prescribed in the notice of the meeting, unless the meeting has resolved to change the sequence of agendas with a vote of not less than two-third (2/3) of the number of shareholders present at the meeting.

After the meeting has completely considered the matters of agendas prescribed in the notice of the meeting, shareholders holding shares totaling not less than one-third (1/3) of the total number of share sold may request the meeting to consider other matters other than those prescribed in the notice of the meeting.

In the event that the meeting does not completely consider all the agendas prescribed in the notice of the meeting as well as agendas requested by shareholders within the meeting and needs to reschedule the meeting, the meeting shall set the date, time, and venue for the next meeting and a notice shall be sent to the shareholders by the Board of Directors not less than seven (7) days prior to the date of such meeting and published in the newspapers not less than three (3) days prior to the date of such meeting for three (3) consecutive days.

**Article 40.** The Chairman of the Board shall be the chairman of shareholders meeting. If the Chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall be the chairman of the meeting. If there is no Vice Chairman of the Board or Vice Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 41.** In the shareholders meeting, shareholders shall have one vote per share.

Any shareholder who has a special interest in any resolution shall not be entitled to vote on such resolution, except a resolution concerning appointment of directors.

**Article 42.** Any resolution or approval of the shareholders meeting shall be made by majority vote of the shareholders who attend the meeting and have the right to vote, unless stated otherwise in the Articles of Association or in the laws or in the following matters which a resolution of the shareholders meeting shall require a vote of not less

than three quarter (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- a. Sale or transfer of all or a significant portion of the Company's business to another person;
- b. Purchase of acceptance of business transfer of other public companies or private companies;
- c. Entering into, amendment or termination of the lease agreement of the entire Company business or some important parts. Assignment to other people to manage the Company's business or merger with other people for the purpose of sharing profit and loss;
- d. Amendment to the Memorandum of Association or Articles of Association;
- e. Increase or decrease of the registered capital;
- f. Issuance of debentures;
- g. Merger or dissolution of the Company.

### **Chapter 8** **Accounting, Finance, and Auditing**

- Article 55.** The Board of Directors shall prepare the balance sheet and the profit and loss account as of the last day of the fiscal year of the Company to be submitted to an annual general meeting of shareholders for consideration and approval, which the Board of Directors shall have such documents to be audited by an auditor prior to submission to the shareholders meeting.
- Article 56.** The Board of Directors shall deliver the following documents to the shareholders meeting together with the notice of the annual general meeting of shareholders:
- (1) Copies of the balance sheet and the profit and loss account audited by the auditor, together with the audit report of the auditor;
  - (2) The annual report of the Board of Directors and supporting documents.
- Article 57.** The Board of Directors shall make available and keep a register of directors, the minutes of Board of Directors meeting, the minutes of shareholders meeting as well as the records of all of the resolutions of the meetings at the Company's headquarter or may assign any person to keep such documents in any area where the Company's headquarter is located or nearby provinces, provided that prior notification thereof shall be given to the Registrar.
- Article 58.** An auditor shall be appointed at an annual general meeting of shareholders. The shareholders meeting may re-appoint the former auditor.
- Article 59.** The remuneration for the auditor shall be determined at the shareholders meeting.
- Article 60.** A director, staff member, employee or person holding any position or having any duty in the Company at the time shall not be appointed as an auditor.
- Article 61.** The auditor has the duty to attend every shareholders meeting at which the balance sheet, the profit and loss account and problems relating to the Company's accounts are to be considered in order to clarify the auditing of accounts to the shareholders. The Company shall also deliver the reports and documents of the Company, which are to be received by the shareholders at that shareholders meeting, to the auditor.

## **Privacy Notice (PDPA)**

JMT Network Services Public Company Limited (the "**Company**") prioritizes the collection and protection of your personal data, therefore, the Company would like to inform the guidelines in order to comply with Personal Data Protection Act, B.E. 2562 (PDPA) as follows:

### **Definition**

"Company" means JMT Network Services Public Company Limited

"You" means a data subject such as a shareholder and a proxy

"Personal Data Protection Laws" means Personal Data Protection Act B.E. 2564 (as amended) and the relevant laws.

"Personal Data" means any information relating to a person, which enables the identification of such person, whether directly or indirectly, but not including the information of the deceased persons in particular under Personal Data Protection Laws.

### **Purposes, necessities and Personal Data to be collected**

The Company has to collect your Personal Data which You have informed the Company e.g., name, surname, mobile phone number and national identification card number, electronic traffic information, and other information relating to your meeting for the following purposes.

- To summon and hold the 2025 Annual General Meeting of Shareholders under the law.
- To deliver the notice of the 2025 Annual General Meeting of Shareholders together with its enclosures

### **Source of Personal Data**

- Receive directly from you through the channels which the Company provides to verify the identity to attend the meeting.
- Receive from Thailand Securities Depository Company Limited (TSD) as the Company's securities Registrar as of the latest Record Date.
- Receive from the video and voice records during the 2025 Annual General Meeting of Shareholders.

### **Data Processing**

The Company uses the Personal Data relating to the 2025 Annual General Meeting of Shareholders to summon the meeting, verify identity to attend the meeting, count the quorum, count the votes, or take any action relating to the meeting and disclose the Personal Data to the 2025 Annual General Meeting of Shareholders Service Provider to process such actions.

### **Period of Collecting Personal Data**

The Company will collect your Personal Data as specified in this document throughout the period which the data is required to be used and as required by law for the purpose of the arrangement of the 2025 Annual General Meeting of Shareholders.

For shareholders and proxies who have queries during the meeting, the Company may record your name and surname in the minutes of the meeting which such minutes will be disclosed on the Company's website and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce and any relevant agencies prescribed by law.

### **Data Subject's Rights**

As You are a data subject, You have the rights as stipulated in Personal Data Protection Act B.E. 2562 including the right to withdraw the consent, the right to request access and receiving the Personal Data, the right to request amendment of the Personal Data, the right to request deletion and destruction of the Personal Data, the right to request suspension of the use of

the Personal Data, the right to request transfer of the Personal Data by means prescribed by law, the right to complain, and the right to object to the collection, use or disclosure of the Personal Data relating to You. In case you would like to exercise such rights, please contact

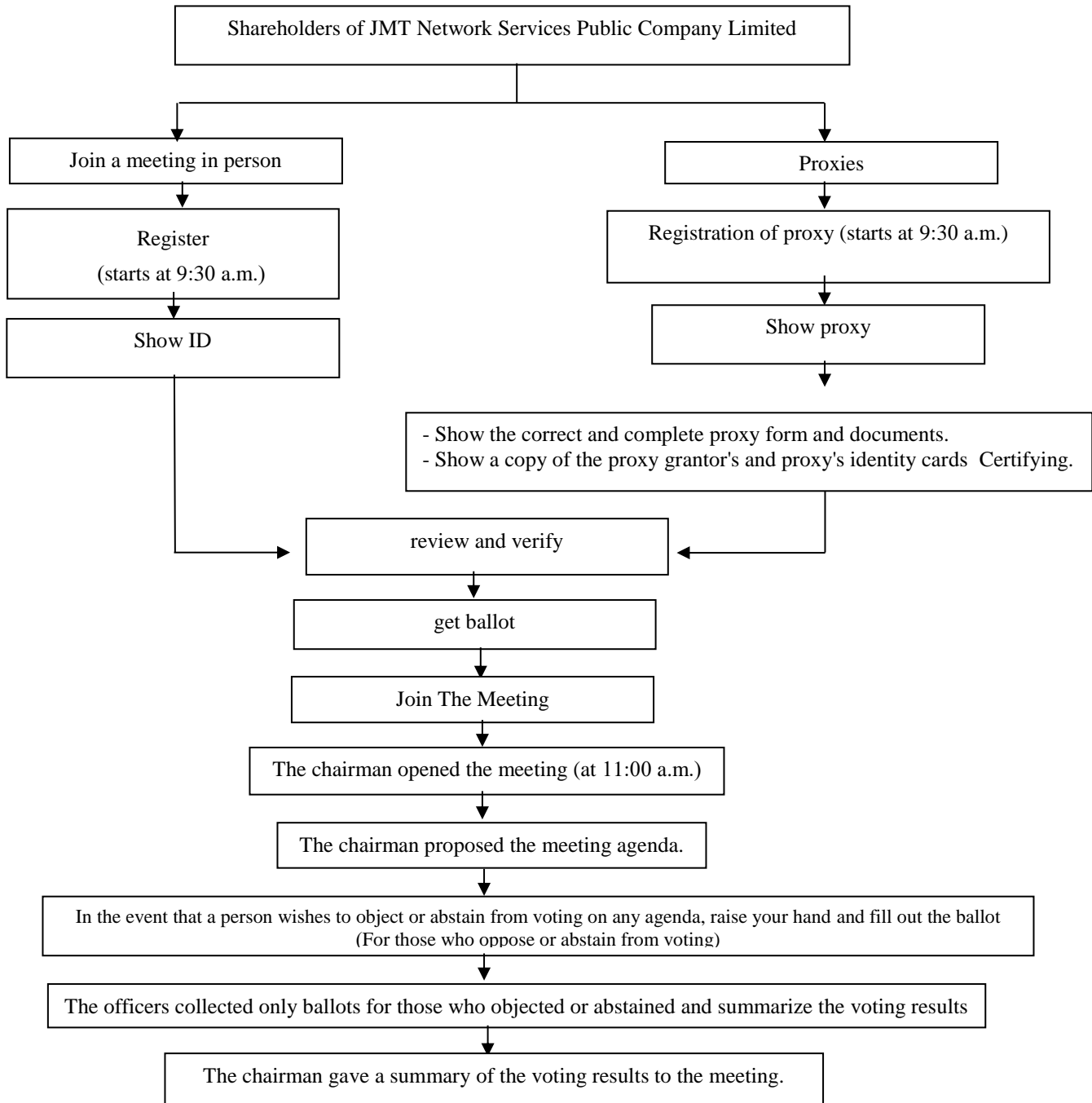
- 1) by post: "Investor Relations Department, JMT Network Services Public Company Limited, Jay Mart Building 187, 189 Ramkhamhaeng Road, Rattana Sub-district, Saphan Sung District, Bangkok 10240
- 2) by email: [DPO\\_Jmt@jaymart.co.th](mailto:DPO_Jmt@jaymart.co.th)

### Security Measures

The Company provides the Personal Data protection system according to "Personal Data Protection Policy" of the Company for protecting the access, change, and destruction without the Company's permission by using the standard security system to protect your Personal Data. For the collection, use and/or disclosure of the Personal Data, whether in whole or in part, the Company agrees to operate in accordance with the rights and obligations under the Personal Data Protection Laws.

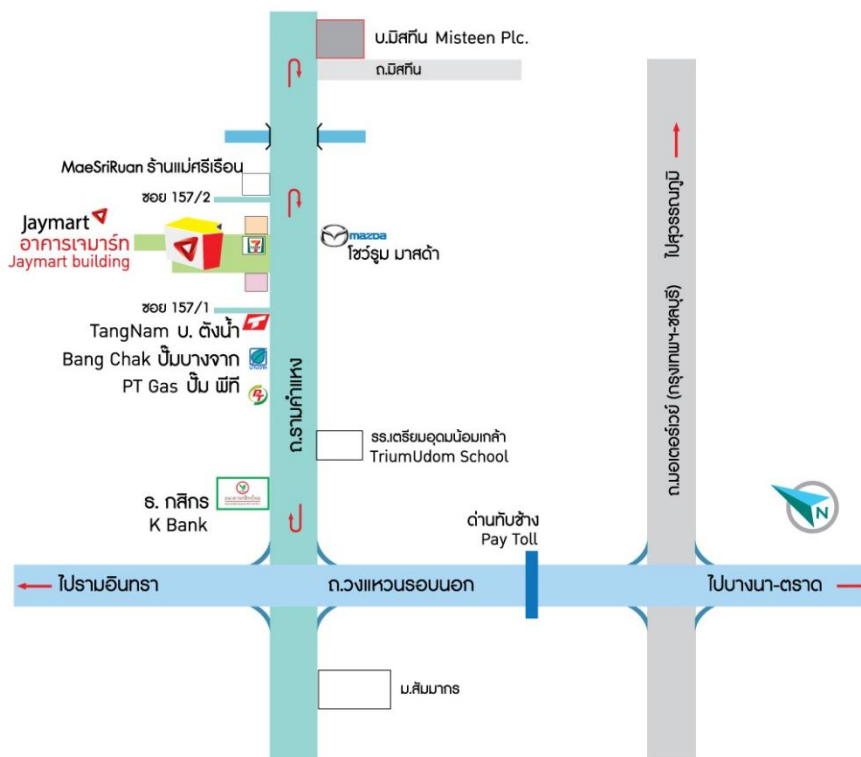
**Remark** In the identification documents which you send to the company such as copy of national identification card or other official documents, you can conceal the sensitive information before sending to the company, such as race, blood type, religion, which is not an information necessary for the 2025 Annual General Meeting of Shareholders. If you do not conceal such information, the company will reserve the right to conceal such information on the documents without being regarded as the collection of your sensitive information.

**Procedures for Attending the Annual General Meeting of Shareholders for 2025 in Person at the Meeting Venue  
(Physical Attendance)  
JMT Network Services Public Company Limited  
10 April 2025**



**\* Please return the ballots for all agenda items to the Company's staff at the end of the meeting.**

**Map for document delivery and meeting venue**



**Remark:** Send the proxy documents for the 2025 Annual General Meeting of Shareholders to “Investor Relations” on 7<sup>th</sup> Floor,  
JMT Network Services Public Company Limited  
No. 187 Jay Mart Building Floor 4-6, Ramkhamhaeng Road  
Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240.  
Telephone. 02-308-8197, 02-308-8152, 02-308-8068  
Buses that pass by No. 113, No. 514, No. 519

The Company has added a channel for sending proxy documents for individuals and juristic persons. You can scan the signed proxy form and supporting documents. Then send to email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th) on April 8, 2025. The staff will respond by email to confirm that the Company received the document. If there is no reply email from the Company, please contact at telephone number 02 308 8197, 02 308 8152, or 02 308 8068.

**Form for Requesting Meeting Documents and Submitting Questions in Advance,  
as Per the Agenda for the 2025 Annual General Meeting of Shareholders.**

Shareholders are invited to request meeting documents and submit questions in advance, in accordance with the agenda for the 2025 Annual General Meeting of Shareholders, via email. Please address all document requests to [IR@jaymart.co.th](mailto:IR@jaymart.co.th) or alternatively, you may check the box ( ) and provide the necessary details below for postal delivery to the Investor Relations Department, JMT Network Services Public Company Limited, located at No. 187-189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

- ( ) Notice of the 2025 Annual General Meeting of Shareholders
- ( ) Annual Report 2024 (Form 56-1 One Report)

**Part 1: Shareholder Information**

Name-Surname.....  
 Address:.....Mu.....Soi.....Village.....  
 Road..... Subdistrict..... District.....  
 Province..... Postal Code..... Telephone.....  
 Email:..... Number of Shares Held:..... Shares

**Information on Interests (if any):**

.....  
 .....  
 .....  
 .....

**Part 2: Inquiry**

- 1).....
- 2).....
- 3).....
- 4).....
- 5).....
- 6).....
- 7).....
- 8).....

Kindly note: For inquiries in advance regarding the agenda for the shareholder meeting, please submit questions by 5:00 p.m. on April 4, 2025.