

15 March, 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

Attention: Shareholders of JMT Network Services Public Company Limited

Enclosures:

1. Registration Form
2. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
3. Copy of 2020 Annual Report and Copy of the Financial Statements of the Company for the year ended 31 December 2020 in QR Code format
4. Criteria for Nomination of Director
5. Brief profiles of the nominated directors to replace those retired by rotation
6. Definition of the Company's Independent Director
7. Profiles of Independent Directors being nominated as proxies
8. Company's articles of association relating to shareholders' meeting
9. Proxy form A, B, and C
10. Documents and evidence showing the rights for attendance must be shown on the meeting date
11. Procedures for attending the 2021 Annual General Meeting of Shareholders
12. Map of the venue for the meeting
13. Criteria of forwarding the question Annual General Meeting 2021
14. Annual Report Requisition Form

The Board of Directors of JMT Network Services Public Company Limited has resolved to hold 2021 Annual General Meeting of Shareholders on 9 April 2021, 11:00 hrs. At Jaymart Building B, No.189, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, to consider matters under the agendas as follows:

Agenda 1. To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2020

Facts and Rationale

The Extraordinary General Meeting of Shareholders No.1/2020 was held on 2 November 2020, and the copy of the minutes of was correctly recorded and submitted to the Stock Exchange of Thailand (SET) and Ministry of Commerce the prescribed period as the legal requirement, which has been already delivered to shareholders together with the invitation.

Board's Opinion

The Board of Directors deemed it to propose to the Meeting of Shareholders to consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2020 held on 2 November 2020, which was correctly recorded and uploaded on the Company's website, the details appeared in Enclosure No. 3.

Resolution

This agenda must be approved by the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 2. To consider and acknowledge the report on the Company's operating result for the year 2020

Facts and Rationale

Summary of the Company's operating results for the fiscal year ended on 31 December 2020:

Unit: Million Baht

	Consolidated financial statements	Separate financial statements
Current assets	3,833.8	7,342.8
Total assets	14,270.4	13,014.4
Current liabilities	2,577.6	1,437.4
Total liabilities	8,515.8	7,290.4
Shareholders' equity	5,754.5	5,724.1
Total revenue	3,190.8	1,465.9
Net profit	1,047.0	1,047.0

Details of the Company's operating results are elaborated in the 2020 Annual Report.

Board's Opinion

The Board of Directors deemed it to propose the Annual Report and the Board of Directors' report to the General Meeting of Shareholders to acknowledge the Company's operating results for the year 2020, details appeared in the Annual Report 2020. (Enclosure No.3).

Resolution

This agenda included for acknowledgment and needs no resolution.

Agenda 3. To consider and approve the Company's financial statements for the year ended 31 December 2020

Facts and Rationale

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 112 requires the board of directors must cause to be made a balance-sheet (statement of financial position) and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to their submission to a meeting of shareholders for consideration and approval. The Board of Directors provided the audited financial statements for the fiscal year ending 31 December 2020, to propose to the meeting to consider and approve (Enclosure No.3).

Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the Statement of Financial Position and a profit and loss account as of the end of 31 December 2020, as well as Auditor's report which has been reviewed by the Audit Committee and certified by the Company's auditor. Details are revealed in the annual report in the part of the statement of financial position (Enclosure No.3).

Resolution

This agenda must be approved by the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 4 **To consider and approve the dividend payment derived from operation results for the year ended 31 December 2020. And acknowledge the interim dividend payment from the year 2020 performance.**

Facts and Rationale

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 115 and the Company's Articles of Association Item 46, no dividends shall be paid otherwise than out of profits. According to the audited financial statements for the fiscal year ended 31 December 2020, the Company had net profit totaling 1,047,040,708 Baht. Due to the company have legal reserves not less than the amount required by law. In consequence, there is the allocation of profit from 2020 operating results period from 1 July - 31 December 2020 at a rate of 0.86 baht per share, which shall be paid from retained earnings by cash dividends payment.

Whereas, the company has announced the interim dividend payment from the operating results of the first half of the year 2020 at a rate of 0.45 baht per share, Therefore, the total dividend payment for the year 2020. The remaining balance is paid in this period by 0.41 baht per share. The record date to determine the rights of shareholders to receive dividend payments will be on 21 April 2021. The dividend payment date is set to be on 5 May 2021.

The dividend payment as mentioned above still uncertain. It depends on the resolution of the Annual General Shareholder's Meeting on 9 April 2021.

Board's Opinion

It is deemed appropriate to propose that the Annual General Meeting of Shareholders for the year 2021 consider refraining from the allocation of reserve funds. According to the law and approved the payment of dividends from profits from the operating results of 2020. For the period 31 January 2020 - 31 December 2020 at the rate of 0.86 baht per share paid from net profit. By paying dividends in cash and acknowledge the interim dividend payment.

Details of the dividend payment for the operating results of 2019 and 2020

Details	2019	2020
	Par value of 0.50 Baht	Par value of 0.50 Baht
1. Net profit (Baht)	681,362,997	1,047,040,708
2. Legal Reserve 10%	-	-
3. Number of shares (Share)*	888,508,576	976,091,341
4. The rate of dividend/share for a period of 1 January - 31 December	0.58	0.86
5. The rate of dividend / net profit (%)	75	75
6. Interim dividends for the first half-year operating results (Baht/Share)	0.25	0.45
7. Interim dividends for the second half results (baht / share)	0.33	0.41

*Remark : Number of shares at the end of the year

Resolution

This agenda included for acknowledgment and needs no resolution.

Agenda 5. To consider and approve the appointment of directors replacing those who retire by rotation

Facts and Rationale

Pursuant to the Company's articles of association, defined that at least one-third 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 shall vacate office. The director who vacates office under this section may be re-elected. At the 2021 AGM, the following two directors will retire by rotation:

- | | | |
|------------------|-------------|---|
| (1) Mr. Adisak | Sukumvitaya | Director |
| (2) Mr. Rengchai | Inkapakorn | Director/Independent Director/
Chairman of Audit Committee |

Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee has taken into account the criteria and procedures of nomination by taking into account the structure of the Board and qualifications of each director, including for the best benefit of the Company's operation and views that those two directors who will retire by rotation should be re-elected to hold another term of the office. Whereas the nominated persons are able to express their opinions independently to comply with relevant rules, their brief profiles are shown in Enclosure No. 5. Therefore, the Committee deemed it to propose to the 2021 Annual General Meeting of Shareholders as follows.

- | | | |
|------------------|-------------|---|
| (1) Mr. Adisak | Sukumvitaya | Director |
| (2) Mr. Rengchai | Inkapakorn | Director/Independent Director/
Chairman of Audit Committee |

Details of shareholdings by nominated directors

Persons nominated for directorship positions	Number of shares	Voting rights
1. Mr. Adisak Sukumvitaya	200	200
2. Mr. Rengchai Inkapakorn	None	None

* Remark: Registration book closing date on December 30, 2020

The Company has allowed the shareholders to nominate qualified persons to be elected as the director according to the nomination procedure in advance from 16 October 2020 to 31 January 2021 via the Company's website, which appeared that no shareholder has nominated any qualified persons to be elected as the Company's director.

Board's Opinion

The nominees for this time have gone through a moderation process and careful consideration of the Board of Directors. It is considered appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the election of two directors who retire by rotation for another term as follows:

- | | |
|-----------------------------|---|
| (1) Mr. Adisak Sukumvitaya | Director |
| (2) Mr. Rengchai Inkapakorn | Director/Independent Director/
Chairman of Audit Committee |

Resolution

This agenda must be approved by the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 6. To consider and approve the directors' remuneration for the year 2021

Facts and Rationale

Pursuant to the Public Company Limited Act B.E. 2535 (1992), Section 90 and the Company's articles of association Item 34, directors are entitled to receive remuneration from the Company 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 definitely fixed or outlined and from time to time or indefinitely until further notice. Directors may also be entitled to per diem and welfare according to the Company's regulation.

Board's Opinion

The Board of Directors deemed it to propose to the Annual General Meeting of Shareholders to approve the remuneration for directors for the year 2021, not exceeding 5,000,000 Baht, which it is at an appropriate rate and same rate as the previous year. The Board of Directors shall receive remuneration on a quarterly basis (4 times per year) and meeting allowances for meetings in excess of 8 times per year, details are as follows.

Board of Directors	2020		2021	
	Remuneration / Quarter	Meeting Allowance /Person/Time	Remuneration / Quarter	Meeting Allowance /Person/Time
Board of Directors of the Company				
Chairman of Board	50,000	20,000	50,000	20,000
Director	20,000	10,000	20,000	10,000
The Audit Committee				
Chairman	50,000	20,000	50,000	20,000
Member	30,000	15,000	30,000	15,000
The Remuneration and Nomination Committee				
Chairman	-None-	-None-	-None-	-None-
Member	-None-	-None-	-None-	-None-

*The Executive Directors of the Company will not receive remuneration.

In determining the remuneration for directors, the Company has adhered to the original practice, which is to consider the Company's performance, business size, duties and responsibilities of the board of directors. And suitability to the current economic conditions by comparing with information from The remuneration for directors for the year 2020 is presented by the Thai Institute of Directors Association (IOD) for the year 2021 as proposed as appropriate compensation.

The Board of Directors and sub-committees receive no benefits other than quarterly remuneration or meeting allowances as detailed above. The details of scope, powers, duties and responsibilities of the Board of Directors and the Company's sub-committees are as follows: Appear according to the annual report under the topic of management and corporate governance.

Resolution

This agenda must be approved by not less than two-thirds of the total votes of the shareholders in attendance.

Agenda 7. To consider and approve the appointment of the auditors and their remuneration for the year 2020

Facts and Rationale

Pursuant to the Public Company Limited Act B.E. 2535 (1992), Section 120, requires that the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration on a yearly basis and the former auditor(s) may be re-appointed.

In addition, the notification of the Capital Market Supervisory Board requires that the Company shall rotate its auditor if that auditor has rendered his/her service for Six consecutive accounting period. Such rotation needs not to change the audit firm as the latter may nominate its other auditors to assume

the duties in replace of the former auditor. However, the Company may re-appoint any auditors to resume his/her function only when the period of two consecutive accounting period has elapsed since his/her last rotation.

Board's Opinion

The Board of Directors agreed with the proposal of the Audit Committee and deemed it to propose to the 2021 Annual General Meeting of Shareholders to consider and approve to appoint the auditors from EY Office Limited is the Company's auditor and its subsidiaries for the year 2021. The following auditors shall conduct audit works and give comment to the Company's financial statements.

Miss Runnapa Lertsuwankul	CPA Licence No. 3516, Being an auditor for the company for 5 years, since 2016 (Signed the auditor's report from 2017) or
Ms. Ratana Jala	CPA Licence No. 3734, Being an auditor for the company for 2 years, since 2016 (never signed) or
Ms. Pimjai Manitkajohnkit	CPA Licence No. 4521, Being an auditor for the company for 5 years, since 2016 (never signed) or
Ms. Narisara Chaisuwan	CPA Licence No. 4812, Being an auditor for the company for 1 years, since 2016 (never signed) or
Ms. Wanilai Phetsang	CPA Licence No. 5315, Being an auditor for the company for 3 years, since 2016 (Signed the auditor's report from 2018-2019) or
Ms. Rosaporn Decharkom	CPA Licence No. 5659, being an auditor for the company for 5 years (Signed the auditor's report from 2016) or
Ms. Sumana Punpongsanon	CPA Licence No. 5872 Being an auditor for the company for 5 years, since 2016 (never signed) or

In the event that the aforementioned auditors are unable to perform their duties, EY Office Company Limited shall appoint another certified auditor of the EY Office Company Limited to audit and express an opinion on the Company's financial statements on behalf of the auditors as follows.

The above nominated auditors have performed their functions as the auditor for 7 consecutive years and have no relation or interest with the Company/subsidiaries

/executives/major shareholders or any other party related thereto, so they have independent views towards the on the Company's financial statements. Thus, deemed it to approve their remuneration for approving the audit fee and quarterly review fee for 1,925,000 Baht, excluded the fee of its subsidiaries of 4,125,000 Baht, so total audit fees for the year 2021 equal to 6,140,000 Baht, And other service fees as actually paid. The rate is the same as last year.

Comparison of audit remuneration between 2020 and 2021

(Unit: Baht)

Details of audit/review of financial statements of the Company and its subsidiaries	2020 (Baht)	2021 (Baht)
Audit fees and review fees (quarterly)		
- JMT Network Services Public Company Limited	1,925,000	1,925,000
- Subsidiaries	4,125,000	4,125,000
Other Expenses	Actually	Actually
Total	6,140,000	6,140,000

Resolution

This agenda must be approved by the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 8. To consider and approve the amendment to Clause 3 of the Company's Memorandum of Association by amendment the company objective article 8.

Facts and Rationale

To provide the company with objectives that cover products and businesses that operate Therefore, the meeting was proposed to consider and comment on the amendment of Clause 3 of the Memorandum of Association of the Company.

Board's Opinion

Proposed to the meeting to approve the amendment of Clause 3 of the Memorandum of Association of the Company By amending the objectives in item 8 as follows;

Exiting	To propose
Clause 8. To operate the business of hotels, restaurants, bars, nightclubs	Clause 8. To operate the business of hotels, restaurants, bars, nightclubs Restaurant business, coffee shop, cafe shop (Cafe ') serving food, desserts and beverages. It can be eaten in a store or served as a packaged service for consumers to take away.

However, the amendment of the objectives of that company The Company has to amend clause 3 of the memorandum of association of the company on the objectives of the company. In accordance with the amendment of the objectives of the company above. Therefore proposed amendments as follows (The number of points remains the same)

"Clause 3. Objectives of the company are 33 items, details in the attached form Bor Mor Jor 002" And propose to the person assigned by the board of directors or authorized directors or Chief Executive Officer is the operator of registration of amendments to the objectives and memorandum of association of the company to the public company registrar Department of Business Development Ministry of Commerce with the power to edit and add words or to perform any action in order to comply with the order of the registrar and for the successful registration.

Resolution

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 9. To Consider other matters (if any)

Please be invited to attend the meeting on the date, time and venue as specified. The registration shall be opened from 09:00 onwards. For any shareholder who wishes to grant a proxy to another person to attend a meeting and vote on his/her behalf must grant a proxy to only one proxy holder to attend the meeting and vote on his/her behalf pursuant to the Notification of the Department of Business Development Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007), then submit it to the Company with stamp duty 20 baht, as well as present the documents or evidence showing an identity of the shareholder or proxy entitled to attend the meeting.

Yours faithfully



(Mr. Adisak Sukumvittaya)
Chairman of Board