

- Translation -

8 March 2022

- Subject:** Invitation to the 2022 Annual General Meeting of Shareholders (E-AGM)
- Attention:** Shareholders of JMT Network Services Public Company Limited
- Enclosures:**
1. Copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022
 2. QR code for downloading the invitation to the 2022 Annual General Meeting of Shareholders
 3. QR code for downloading One Report and Copy of the Financial Statements of the Company for the year ended 31 December 2021
 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. Explanation regarding documents and evidence proving the identity of the shareholder or shareholder representative, as well as voting criteria at the shareholders meeting
 11. Guidelines for the 2022 Annual General Meeting of Shareholders via electronic media with Blockchain AGM system
 12. Privacy notice (PDPA)
 13. Map for delivery of proxy documents

The Board of Directors of JMT Network Services Public Company Limited (the "**Company**") has resolved to hold the 2022 Annual General Meeting of Shareholders on Friday, 8 April 2022, at 11:00 a.m., via electronic media (E-AGM) only which the Company will broadcast live from Meeting Room, 2nd Floor, Building B, 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok, 10240, to consider matters under the agendas as follows:

Agenda 1. To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

Facts and Rationale The Extraordinary General Meeting of Shareholders No. 1/2022 was held on 28 February 2022, and the copy of the minutes was submitted to the Stock Exchange of Thailand ("**SET**") and disclosed on the Company's website (<https://www.jmtnetwork.co.th>)

Board's Opinion

It is considered appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 which was held on 28 February 2022. as appeared in Enclosure 1.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders attending the meeting and having the right to vote.

Agenda 2. To consider and acknowledge the report on the Company's operating result for the year 2021**Facts and Rationale**

Summary of the Company's operating results for the fiscal year ended on 31 December 2021:

Unit: Million Baht

	Consolidated financial statements	Separate financial statements
Current assets	11,085.0	17,578.5
Total assets	28,036.2	25,964.7
Current liabilities	3,931.0	2,339.2
Total liabilities	8,959.6	6,932.6
Shareholders' equity	19,077.7	19,032.1
Total revenue	3,624.9	1,619.0
Net profit	1,400.4	1,400.4

Details of the Company's operating results are elaborated in the 2021 Annual Report. (56-1 One Report)

Board's Opinion

It is deemed appropriate to submit the 2021, 56-1 One Report and the Board of Directors' report to the shareholders' meeting for acknowledgment of the Company's operating results for the year 2021.

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 2021**Facts and Rationale**

To comply with the Public Company Limited Act, B.E. 2535, Section 112, which requires the Board of Directors to prepare a balance sheet. (Statement of financial position) and the profit and loss account at the end of the accounting year of the Company and must arrange for the auditor to examine the balance sheet and the

profit and loss account before presenting it to the shareholders' meeting at the annual general meeting. For approval The Board of Directors has arranged for the preparation of financial statements. For the fiscal year ending on December 31, 2021, which has been audited by the auditor to be presented to the shareholders' meeting for consideration and approval at the annual general meeting of shareholders as prescribed by Section 112 of the Public Limited Companies Act B.E. 2535

Board's Opinion

The Board of Directors deemed it appropriate to propose the 2022 Annual 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 2021, 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 acknowledge the payment of the interim dividend from the operating results of the year 2021 and to consider and approve the dividend payment from the operating results ended 31 December 2021.

Facts and Rationale

According to the Public Company Act B.E. 2535, Section 115 and Article 46 of the Company's Articles of Association require companies to pay dividends from profits only. and do not pay dividends in the event that the company still has accumulated losses .From the financial statements for the fiscal year ending on December 31, 2021, which have been audited by the auditor The company has a total net profit from operating results. 1,400,373,769 baht and since the Company has legal reserves of not less than those required by law therefore requesting approval to suspend the allocation of legal reserves and approve the allocation of profit from the operating results of the year 2021 for the period of January 31, 2021 - December 31, 2021 at the rate of 0.82 baht per share by paying from the net profit by paying dividends in cash.

The Company has a policy to pay dividends at a rate of not less than 50 percent of net profit after tax and legal reserve, taking into account the consolidated financial statements. The Board of Directors has the authority to consider except for not following the said policy or change the said policy from time to time under the conditions that such action must bring the maximum benefit to the shareholders of the Company and its subsidiaries For example, use it as a reserve for loan repayment. Used as an investment to expand the company's business or in the event of a change in market conditions This may affect the cash flow of the Company and its subsidiaries in the future. And according to the Public Company Limited Act B.E. 2535, Section 115 and Article 46 of the Company's Articles of Association stipulates that the company pays dividends from profits only. and do not pay dividends in the event that the company still has accumulated losses.

In this regard, the company has already announced an interim dividend of 0.40 baht per share from the results of the first half of 2021, so it has to pay another 0.42 baht per share in this period and determine the list of shareholders who are entitled to receive dividends on April 20 2022 and scheduled to pay dividends on May 5, 2022.

However, the granting of such rights of the Company is still uncertain. due to having to wait for approval from the shareholders' meeting on April 8, 2022.

Board's Opinion

It is advisable to propose to the 2022 Annual General Meeting of Shareholders to consider refraining from the allocation of legal reserves and approve the dividend payment of profit from the operating results of the year 2021 for the period of January 31, 2021 - December 31, 2021 at the rate of 0.82 baht per share, paid from the net profit by paying dividends in cash and acknowledge the interim dividend payment.

Details of the dividend payment for the operating results of 2020 and 2021

Details	2020	2021
	Par value of 0.50 Baht	Par value of 0.50 Baht
1. Net profit (Baht)	1,047,040,708	1,400,373,769
2. Legal Reserve 10%	-	-
3. Number of shares (Share)	976,091,341	1,367,310,111
4. The rate of dividend/share for a period of 1 January - 31 December	0.86	0.82
5. The rate of dividend / net profit (%)	80	75
6. Interim dividends for the first half-year operating results (Baht/Share)	0.45	0.40
7. Interim dividends for the second half results (baht / share)	0.41	0.42

Note: *The number of shares shown in the table is the number of paid-up shares that appear in the annual financial statements. for that year for the period 1 January to 31 December 2021.

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 2022 AGM, the following two directors will retire by rotation:

- | | |
|----------------------------------|-----------------------------------|
| (1) Miss Yuvadee Pong-acha | Director |
| (2) Mr. Sutthirak Trichira-aporn | Director/ Chief Executive Officer |

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 2022 Annual General Meeting of Shareholders as follows.

- | | |
|----------------------------------|-----------------------------------|
| (1) Miss Yuvadee Pong-acha | Director |
| (2) Mr. Sutthirak Trichira-aporn | Director/ Chief Executive Officer |

Details of shareholdings by nominated directors

Persons nominated for directorship positions	Number of shares	Percentage	Voting rights
1. Miss Yuvadee Pong-acha	*12,382	0.00%	0.00%
2. Mr. Sutthirak Trichira-aporn	*121,676	0.01%	0.01%

*Note: Number of shares, book closing information as of February 1, 2022

Directors nominated to be reinstated as executives in other companies that may cause conflicts of interest or having a condition of competing in business with the company.

In this regard, the Company has given the opportunity to shareholders to nominate qualified persons to be considered for election as directors. according to the recruitment process in advance From November 5, 2021 to January 31, 2022 via the Company's website And it appears that no shareholder nominated a person to be elected as a director of the Company.

Board's Opinion

The Board of deemed it to propose the 2022. Annual General Meeting of Shareholders to approve the re-appointment of the 2 following directors for another term.

- | | |
|----------------------------------|-----------------------------------|
| (1) Miss Yuvadee Pong-acha | Director |
| (2) Mr. Sutthirak Trichira-aporn | Director/ Chief Executive Officer |

Resolution

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

(voting individually)

Agenda 6. To consider and approve the directors' remuneration for the year 2022

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535, Section 90 and Article 34 of the Company's Articles of Association, directors are entitled to receive remuneration from the Company. in the form of rewards, meeting allowances, gratuities, bonuses or other benefits in accordance with the regulations or as the shareholders' meeting will consider which may be defined as a fixed number or put it as a criterion and may be stipulated from time to time, or shall remain in effect indefinitely until there is a change. and in addition to receiving allowances and welfare according to company regulations.

Board's Opinion

It was deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2022 within the amount not exceeding 5,000,000 baht. By considering the responsibility and performance of the Board of Directors, for the past year 2021 is considered the year that the Company has performed well and recorded the highest record for the 6th consecutive year. This is the company's highest net profit record. Since the establishment of the company The Board of Directors will receive quarterly remuneration (4 times per year) and meeting allowance for meetings in excess of 8 times per year as follows:

Board of Directors	2021		2022	
	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	60,000	20,000
Director	20,000	10,000	30,000	10,000
The Audit Committee				
Chairman	50,000	20,000	60,000	20,000
Member	30,000	15,000	40,000	15,000
The Remuneration and Nomination Committee				
Chairman	-None-	-None-	-None-	-None-
Member	-None-	-None-	-None-	-None-

- Directors who are executives of the Company will not receive such compensation

In determining directors' remuneration, the company has adhered to the old practice, which is to consider based on the company's operating results. Size of business, duties and responsibilities of the board of directors and appropriateness to the current economic situation The remuneration for the year 2022 as proposed is an appropriate compensation.

The Board of Directors and sub-committees do not receive any benefits other than quarterly remuneration or meeting allowances as detailed above. The details of the scope of duties and responsibilities of the Board of Directors and the Sub-Committees of the Company appear in 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 2022

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 them 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 2022 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 2022. The following auditors shall conduct audit works and give comment to the Company's financial statements.

Ms. Ratana Jala	CPA Licence No. 3734, Being an auditor for the company for 3 years, since 2019 (never signed) or
Ms. Pimjai Manitkajohnkit	CPA Licence No. 4521, Being an auditor for the company for 6 years, since 2016 (never signed) or
Ms. Wanailai Phetsang	CPA Licence No. 5315, Being an auditor for the company for 4 years, since 2016 (Signed the auditor's report from 2018-present) or
Ms. Rosaporn Decharkom	CPA Licence No. 5659, being an auditor for the company for 6 years, since 2016 (never signed) or

Ms. Sumana Punpongsanon	CPA Licence No. 5872 Being an auditor for the company for 6 years, since 2016 (never signed) or
Ms. Bongkot Kriangphanamorn	CPA Licence No. 6777, Being an auditor for the company for the year 2022 (never signed) or
Ms. Orawan Techawatanasirikul	CPA Licence No. 4807, Being an auditor for the company for the year 2022 (never signed)

If the auditors are unable to perform their duties, EY Office Company Limited shall procure another certified public accountant of the Office to audit the accounts and express opinions on the Company's financial statements on behalf of the auditors as mentioned above.

The auditor has been the Company's auditor for the 7th year, having no relationship and no interest in the Company, subsidiaries, executives, major shareholders, or those related to such persons, therefore having independence in auditing. Examine and express an opinion on the Company's financial statements and agreed to approve the Company's quarterly audit and review fees amount not more than 2,065,000 baht per year This does not include the audit fee and quarterly review fee of the subsidiary in the amount of 4,837,500 baht, totaling the audit fee for the year 2022, not exceeding 6,902,500 per year and other service fees as actually paid. Part of the Company and its Subsidiaries increased from last year.

Comparison of audit remuneration between 2020 and 2022

Details of audit/review of financial statements of the Company and its subsidiaries	2020 (Baht)	2021 (Baht)	2022 (Baht)
Audit fees and review fees (quarterly)			
- JMT Network Services Public Company Limited	1,925,000	1,925,000	2,065,000
- Subsidiaries	4,125,000	4,125,000	4,837,500
Other Expenses	Actually	Actually	Actually
Total	6,140,000	6,140,000	6,902,500

Resolution

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

Agenda 8. To consider other matters (if any)

We would like to invite all shareholders to the 2022 Annual General Meeting of Shareholders via electronic media (E-AGM) on the above-mentioned date and time. The Company will open registration for the meeting via electronic media (E-AGM) from 30 March 2022 to 7 April 2022.

For any shareholder who wishes to grant a proxy to another person to attend the meeting and vote on his/her behalf, please fill in all the details in only one of the proxy forms in Enclosure 9 with stamp duty of 20 Baht affixed, and submit and/or present documents or evidence proving the identity of the shareholder or shareholder representative entitled to attend the meeting as specified in Enclosure 11

In addition, the Company has determined that 10 March, 2022, is the date to determine the list of shareholders (Record Date) entitled to attend the 2022 Annual General Meeting of Shareholders via electronic media (E-AGM).

The Company has given the opportunity for minority shareholders to exercise their rights to propose meeting agendas in advance. To promote compliance with good corporate governance principles The company has published the rules on the company's website and notified the news via the Stock Exchange of Thailand. The Company gives the right to minority shareholders to propose agenda for the 2022 Annual General Meeting of Shareholders during 5 November 2021 to 31 January 2022. However, no shareholders proposed any agenda.

Yours faithfully



(Mr. Adisak Sukumvitaya)
Chairman of the Board