

5 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the fiscal year 2024
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 2023
2. QR Code for downloading the invitation to the Annual General Meeting of Shareholders for the fiscal year 2024
3. QR Code for downloading the Annual Report Form 56-1 One Report and the financial statements for the fiscal year 2023
4. Criteria for Director Nomination
5. Brief history and relevant information of the nominees for director positions replacing those who have vacated their positions according to the term
6. Information of independent directors proposed by the Company to act as proxies for shareholders who cannot attend the meeting
7. Definition of independent directors of the Company
8. Company regulations related to the Shareholders' Meeting
9. Proxy Form Types A, B, and C
10. Instructions regarding documents and evidence showing shareholder status or representation of shareholders, and criteria for voting at the shareholders' meeting.
11. Guidelines for participating in the Annual General Meeting of Shareholders for the year 2024 via electronic media using the Blockchain AGM system
12. Procedures for attending the Annual General Meeting of Shareholders for the year 2024 in person at the meeting venue (physical)
13. Personal Data Protection Act (PDPA) Statement
14. Map for document delivery and meeting venue
15. Request form for meeting supplementary documents and pre-submitted questions for the Annual General Meeting of Shareholders for the fiscal year 2024

The Board of Directors of JMT Network Services Public Company Limited ("the Company") resolved to hold the 2024 Annual General Meeting of Shareholders on 5 April 2024, at 11:00 a.m. The Company has added a way to join the meeting in the form of a hybrid system (Hybrid Meeting) (You can choose to attend the meeting either AGM or participate in the Company's meeting room). 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 27 February 2024, as the record date for shareholders entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2024.

For the agenda setting of the Annual General Meeting of Shareholders for the fiscal year 2024, 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 12 October 2023, and 31 January 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 2024. Therefore, the Company hereby announces the agenda for the shareholders' annual meeting for the year 2024 as resolved by the Board of Directors, as follows:

Agenda 1. Consideration of approving the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023

Facts and Rationale

The Annual General Meeting of Shareholders for the fiscal year 2023 of the Company was held on 4 April 2023. 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 2023 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 2023 to the Stock Exchange of Thailand through the SETLINK system since 17 April 2023, 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 2024 to consider approving the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023 of the Company, which was held on 4 April 2023. 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. Consideration for acknowledging the Company's performance report for the fiscal year 2023

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 2566, 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. 3. The key highlights are summarized as follows:

Items	Consolidated Financial Statements	Separate Financial Statements
Total assets (Million Baht)	42,444.4	40,135.2
Total liabilities (Million Baht)	15,137.0	13,591.3
Total shareholders' equity (Million Baht)	27,307.4	26,543.9
Issued and fully paid up (Million Baht)	729.9	729.9
Total revenues (Million Baht)	5,086.6	2,962.4
Net Profit (Million Baht)	2,010.7	2,010.7
Earnings per share (Baht/share)	1.38	1.38

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 2023. The Company has summarized its performance for the fiscal year 2023, as shown in the 2023 annual report (Form 56-1 One Report), as presented in attachment no. 3.

Resolution

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

Agenda 3. Consideration for the approval of the Company's financial statements for the year ending 31 December 2023

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 2023. 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 2023 as shown in the 2023 Annual Report (Form 56-1 One Report) as submitted in attachment no. 3.

Resolution

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

Agenda 4. Consider approving the allocation of profits from the operation results of the year 2023 as statutory reserve, and approve the dividend payment for the year 2023

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 expand 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 the year 2023 as per the consolidated financial statements, the Company reported a net profit for the year 2023 amounting to 2,010,656,351 Baht, equivalent to earnings per share of 1.38 Baht (net profit in separate financial statements of the Company, amounting to 2,010,656,351 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 2023 to shareholders at a rate of 0.83 baht per share, amounting to a total of 1,206,393,811 baht. equivalent to approximately 60.0 percent of the net profit of consolidated financial statements, in accordance with the Company's dividend policy, as detailed below.

1) Interim Dividend for the first half of the year 2023 (from 1 January 2023 to 30 June 2023):

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. 7/2023 held on 10 August 2023, 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 0.34 Baht per share for ordinary shares of the company, totaling 1,459,632,385 shares, amounting to 496,275,011 Baht. The aforementioned dividends were paid to shareholders on 8 September 2023.

2) Final Dividend for the second half of the year 2023 (from 1 July 2023 to 31 December 2023) (subject to approval at the Annual General Meeting of Shareholders for the year 2024):

At the Company's Board of Directors meeting no. 1/2024 held on 12 February 2024, it was approved to distribute dividends at the rate of 0.49 Baht per share for ordinary shares of the company, totaling 1,459,739,561 shares, amounting to 710,082,360 Baht. The dividend payment date was set for 3 May 2024, 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 2023 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 2024.

Description of dividend payment

Description of dividend payment	Amount
Net Profit after income tax expenses for the year 2023 (Consolidated financial statements)	2,010,656,351 Baht
Paying dividends at a rate of 60% of the Company's net profit.	1,206,393,811 Baht
Calculate the dividend per share rate (with 1,459,739,561 shares outstanding at the end of 2023)	0.83 Baht/Share
Interim dividend (the first half of the year 2023)	0.34 Baht/Share
The remaining dividend per share	0.49 Baht/Share
Total dividend calculated by the number of current 1,459,739,561 shares (the second half of the year)	710,082,360 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 2022 to 2023

Description of dividend payment	2022	2023
1. Net profit (Baht)	1,745,574,599	2,010,656,351
2. Ordinary shares (Share)	1,459,158,077	1,459,739,561
3. Earnings per share (Baht)	1.22	1.38
4. Dividend per share ratio (Baht/Share)	1.08	0.83

Description of dividend payment	2022	2023
- Interim dividends for the first half-year performance	0.49	0.34
- Dividends for the second half-year performance	0.59	0.49
5. Total dividends (Baht)	1,575,868,469	1,206,357,371
- Interim dividends for the first half-year performance	714,965,204	496,275,011
- Dividends for the second half-year performance	860,903,265	710,082,360
6. Dividend Payout Ratio (percent)	90	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 2023 (1 January 2023 - 30 June 2023) at the rate of 0.34 Baht per share for ordinary shares of the Company, totaling 496,275,011 Baht for 1,459,632,385 shares. The dividend was paid to shareholders on 8 September 2023.
- (2) Approval of the dividend payment from the Company's operational performance in the second half of 2023 (1 July 2023 – 31 December 2023) at the rate of 0.49 Baht per share for ordinary shares of the Company, totaling 710,082,360 Baht for 1,459,739,561 shares. The dividend payment is scheduled for 3 May 2024, 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 2024.

In this regard, the Company has set the record date for dividend entitlement on 18 April 2024, and scheduled the dividend payment on 3 May 2024. Nonetheless, the right to receive the dividend remains uncertain pending approval at the Annual General Meeting of Shareholders in 2024.

Resolution

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

Agenda 5. Consider and approve the appointment of directors to replace the directors who are required to retire by rotation for the fiscal year 2024

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 2024 Annual General Meeting of Shareholders, the following 2 directors will retire by rotation:

<u>List of Directors</u>	<u>Position</u>
1. Mr. Adisak Sukumvitaya	Director / Chairman of the Board
2. Mr. Somsak Athisaitrakul	Independent director/ Audit Committee/ Chairman of the Nomination and Remuneration Committee

The Company has announced on the Company's website and through the Stock Exchange of Thailand's news system, opening the opportunity for shareholders to propose individuals for consideration for election as directors of the company at the Annual General Meeting of Shareholders for the year 2024 between 12 October 2023, and 31 January 2024, following the principles of good corporate governance of the registered company. However, upon the expiration of the period specified by the Company, no shareholder has proposed any individual for consideration for election as directors of the Company.

The Company's board of directors (excluding directors with voting rights) has conducted the selection process by considering the qualifications as 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 considered through a rigorous screening process as prescribed by the company. Also, the Board of Directors has thoroughly and carefully considered and deemed appropriate to propose 2 director nominees who are fully qualified to perform company's business and for serving as directors of the company, to the Annual General Meeting of Shareholders for the Year 2024 to elect in replacement of those who are due to retire by rotation in 2024, which are as follows:

1. Mr. Adisak Sukumvitaya	Director / Chairman of the Board for another term
2. Mr. Somsak Athisaitrakul	Independent director/ Audit Committee/ Chairman of the Nomination and Remuneration Committee for another term

As it is considered that all 2 nominated persons are appropriate to be considered for election as company directors because they have knowledge and abilities that are beneficial to the company's operations. They also have knowledge and expertise in business administration, finance and experience in managing and developing organizations. The company director also considered and resolved that the nominated director in (2) is proposed to be independent directors of the Company; the qualifications comply with legal requirements for independent directors and meet all criteria for independence as defined by the company. (details of which as appear in Enclosure 7) and can provide their opinions independently and in accordance with the relevant guidelines. Additionally, the individual nominated as an independent director do not hold the position of director or management in any companies which have conflicts of interest with the Company.

The Nomination and Remuneration Committee's 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 and Remuneration Committee carefully assessed suitability to maximize benefits for the Company's business operations, considering the composition of the board, expertise, experience in management, as well as relevant criteria and qualifications. The Nomination and Remuneration Committee therefore proposes the re-election of both retiring directors for another term. After thorough consideration, the Nomination and Remuneration 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. 5). Consequently, the Committee recommends that the Annual General Meeting of Shareholders for the year 2024 consider approving the re-election of the directors who are 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. Mr. Adisak Sukumvitaya	*4,443,464	0.30%	4,443,464
2. Mr. Somsak Athisaitrakul	*2,080,579	0.14%	2,080,579

*Note: Number of shares, book closing information as of 28 December 2023

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 and Remuneration Committee. The Board of Directors has carefully considered and screened according to the Company's nomination criteria and relevant laws. The details are as follows: 1. Mr. Adisak Sukumvitaya 2. Mr. Somsak Athisaitrakul which have been carefully considered and reviewed by the Nomination and Remuneration Committee and subsequently endorsed by the Board of Directors. The nominated director in 1 is qualified as independent director as prescribed in applicable laws and regulations pertaining to independent directors and possesses complete independence in accordance with the definition of an independent director of the Company. Profiles of the nominated directors, as well as definition of an independent director, are shown in Enclosure 5 and Enclosure 7, respectively. Besides, the directors who are considered to have potential conflicts of interest in this election were not in the meeting room and did not vote for the proposal at the Board of Directors' Meetings.

Board of Directors has resolved to approve the appointment of Mr. Somsak Athisaitrakul as an independent director/ Chairman of the Board for another term (if reappointed for this term 3-years, the total period of being an independent director is 10 years). This decision is based on Mr. Somsak Athisaitrakul's knowledge and expertise, allowing 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 as 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 of approving the remuneration of the Board of Directors for the fiscal year 2024

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.

The Nomination and Remuneration Committee's Opinion

For the compensation of the Company's board of directors for the fiscal year 2024, which will be proposed at the shareholders' meeting for approval, the compensation is on a quarterly basis (4 times per a year), and a meeting allowance for meetings exceeding 8 times per a year. For the year 2024, the Company has prepared comparative data based on the director remuneration survey report for the year 2022 by the Research and Development Department of the Thai Institute of Directors (IOD) and found that the compensation set by the company exceeds the median benchmark and is close to the market average.

Board's Opinion

The Company's board of directors, through appropriate screening and consideration by the Nomination and Remuneration 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 2022 conducted by the Thai Institute of Directors Association (IOD), along with adhering to good corporate governance principles.

The components of compensation	2023	2024 (Proposed Year)
1. Remuneration for the Board of Directors		
Quarterly compensation	Baht/Person/Quarter	Baht/Person/Quarter
Chairman of the Board	60,000	60,000
Director	30,000	30,000
Attendance Fee (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
Chairman of the Board	20,000	20,000
Director	10,000	10,000
2. Sub-committee remuneration		
2.1 Audit Committee		
Quarterly compensation	Baht/Person/Quarter	Baht/Person/Quarter
Chairman of Audit Committee	60,000	60,000
Audit Committee	40,000	40,000
Attendance Fee (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
Chairman of the Board	20,000	20,000
Director	15,000	15,000
2.2 Nomination and Remuneration Committee		
Chairman of Nomination and Remuneration Committee	-None-	-None-
Nomination and Remuneration Committee	-None-	-None-
Other Compensation Benefits	-None-	-None-

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 56-1 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 2024 to be aligned with the industry practice in setting director compensation rates with other companies in the same industry and of similar size. This proposal comes from the recommendation of the Nomination and Remuneration Committee, which has considered the appropriateness based on the scope of duties and responsibilities of the board members, the Company's performance, and suitability in various aspects 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 of the company, no other benefits are received apart from meeting allowances, as detailed above, and without any additional compensation 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 for the approval of the appointment of auditors and the determination of auditors' compensation for the fiscal year 2024

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"), 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.

Audit Committee's Opinion

The Audit Committee has considered the qualifications of the auditors, taking into account both the quality of their performance and their pricing. After evaluating the experience, qualifications, and pricing, it is the opinion of the committee that EY Office Ltd. ("EY") is a reliable audit firm with a good track record and adequate personnel with the necessary knowledge and expertise. Therefore, the committee recommends to the Company's shareholders to approve the appointment of EY as the Company's audit firm and to appoint one of the following individuals from EY as the Company's auditor. Additionally, they have expressed their views on the Company's financial statements for the fiscal year 2024. It should be noted that auditors from EY Office Ltd. have been auditing the Company's accounts for the past 9 years.

Auditors' name	CPA No.	The duration of serving as the Company's auditor
1. Ms. Sumana Punpongsanon /or	5872	8 year
2. Ms. Orawan Techawatanasirikul / or	4807	2 year
3. Ms. Saranya Pludsri / or	6768	1 year
4. Mrs. Nummon Kerdmongkhonchai / or	8368	1 year
5. Ms. Wilaiporn Chaowiwatkul / or	9309	1 year
6. Ms. Somjai Khunapasut / or	4499	- year
7. Ms. Suchada Tantioran / or	7138	- year

Auditors' name	CPA No.	The duration of serving as the Company's auditor
8. Ms. Chutiwan Chanswangphuwana	8265	- 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 act 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 2024, as well as the quarterly audit fees for the year 2024 for the Company and its subsidiaries, at a total amount of 8,951,000 Baht. This proposal has been duly considered and approved by the Audit Committee and the Board of Directors. The details of the auditor's remuneration are as follows:

Comparison of auditor's remuneration from 2023 to 2024

Unit : Baht

Description	2023	2024	Percentage of change
Audit fee of the Company			
- JMT Network Services Public Company Limited	2,240,000	2,360,000	5.36%
- Subsidiaries	6,512,500	6,591,000	1.20%
Out-of-pocket expenses	actual payment	actual payment	
Total	8,752,500	8,951,000	2.27%

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

The increased accounting fees are primarily attributed to the expansion of subsidiary companies. While there hasn't been a significant increase in the Company's portion, the notable rise is observed in the subsidiary's portion. This increase is due to the significant expansion of operations.

Board's Opinion

Agree with the proposal of the Audit Committee and deem it appropriate to propose to the Annual General Meeting of Shareholders of 2024 to consider approving the appointment of the Company, 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 2024 to conduct the audit and express opinions on the Company's financial statements: Ms. Somjai Khunapasut, CPA No. 4499, or Ms. Orawan Techawatanasirikul, CPA No. 4807, or Ms. Sumana Punpongsanon, CPA No. 5872, or Ms. Saranya Pludsri, CPA No. 6768, or Ms. Suchada Tantioran, CPA No. 7138, or Ms. Chutiwan Chanswangphuwana, CPA No. 8265, or Mrs. Nummon Kerdmongkhonchai, CPA No. 8368, or Ms. Wilaiporn Chaowiwatkul, CPA No. 9309. These individuals are proposed to serve as the auditor of the Company for the year 2024, with any one of them acting as the lead auditor and providing opinions on the

Company's financial statements. In the event that the aforementioned certified accountants are unable to perform their duties, EY Office Limited shall appoint another certified accountant from the EY Office Limited 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 2024 is proposed to be 8,951,000 Baht, as recommended by the Audit Committee after due consideration and approval by the Board of Directors.

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)

Therefore, we would like to invite all shareholders to attend the Annual General Meeting (AGM) for the year 2024 as specified above. The Company will facilitate registration for attendance at the meeting through Electronic Annual General Meeting (E-AGM) from 28 March 2024 to 4 April 2024.

Furthermore, shareholders may authorize an independent director nominated by the Company to represent and vote on their behalf at the meeting. Please complete the proxy form provided attachment no.9 and return it in accordance with the instructions provided, ensuring that all details are filled in completely. You may use only one copy of the proxy form and affix a stamp duty of 20 Baht. Additionally, shareholders or their representatives must submit and/or present documents or evidence demonstrating their status as shareholders or representatives of shareholders entitled to attend the meeting, as detailed in the guidelines for the conduct of the Annual General Meeting for the year 2024 through the Blockchain AGM system as presented attachment no.11.

Yours Faithfully,



(Mr. Adisak Sukumvitaya)
Chairman of the Board

**Minutes of the 2023 Annual General Meeting of Shareholders
JMT Network Services Public Company Limited**

The meeting was held on April 4, 2023, 11.00 a.m. from the meeting Room at JMART Building B, No.189, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240.

Directors present at the meeting were listed as follows:

- | | | |
|----|-------------------------------|--|
| 1. | Mr. Adisak Sukumvitaya | Chairman of the Board |
| 2. | Ms. Yuvadee Pong-Acha | Director |
| 3. | Mr. Piya Pong-Acha | Director |
| 4. | Mr. Sutthirak Traichira-aporn | Director/ Chief Executive Officer |
| 5. | Mr. Rengchai Inghaphakorn | Chairman of the Audit Committee/
Independent Director |
| 6. | Mr. Somsak Atisaitrakul | Audit Committee/ Independent Director |
| 7. | Mr. Khanchit Kawachat | Audit Committee/ Independent Director |

Director absent the meeting:

-None-

Directors attended the meeting representing 100% of the total number of directors.

Executive present was listed as follows:

Mr. Wongsakorn Kittitrakulkarn	Chief Financial Officer / Company Secretary
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Other Attendees:

- | | | |
|----|-----------------------------|---|
| 1. | Ms. Bongkot Kriangphanamorn | The auditor from EY Office Company
Limited |
| 2. | Mr. Somchai Chinraksa | The legal consultant of Thep Company
Limited |

Mr. Somchai Chinraksa, a legal consultant from Thep Company Limited was responsible for overseeing the shareholders' meeting to be transparent and in accordance with laws and the Company's Articles of Association and being the witnesses in the vote counting procedures throughout the meeting today.

Besides, in today's meeting, Mr. Thongthos Paenglad, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, attended the meeting in a physical form, and Ms. Umassaya

Charoenchai, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, participated in the observation in the form of E-AGM.

Meeting Preliminaries

Mr. Panya Chutisiriwong, the meeting moderator, greeted and welcomed all shareholders, the Board of Directors, and executives and invited attendees to the 2023 Annual General Meeting of Shareholders of JMT Network Services Public Company Limited.

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.jmntnetwork.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	
Approved	15,331,539	1,073,821,602	32,419	1,089,185,560	100.00000
Disapproved	-	-	-	-	-
Total	15,331,539	1,073,821,602	32,419	1,089,185,560	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

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 Prasartthong, 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	
Approved	15,413,113	979,507,537	32,419	994,953,069	91.34151
Disapproved	-	94,314,067	-	94,314,067	8.65849
Total	15,413,113	1,073,821,604	32,419	1,089,267,136	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

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	-	-	-	-	-
Total	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)

Audit/review of the Company's financial statement	2022	2023	%
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
Total	7,402,500	9,252,500	24.99

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 Kittitrakulkarn, 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	
Approved	15,592,913	1,057,953,405	32,419	1,073,578,737	98.54346
Disapproved	-	15,868,199	-	15,868,199	1.45654
Total	15,592,913	1,073,821,604	32,419	1,089,446,936	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

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 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.</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 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>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 three (3) 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 summons of a meeting may be notified by electronic means or any other means and an earlier date of the meeting may be fixed.</p> <p>The proceedings under paragraph one may be replaced by means of advertising through electronic media per the rules prescribed by the Registrar.</p> <p>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.</p>

Existing Regulations	Proposed Regulations
	<p>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.</p> <p>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.</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, whether through physically attend or electronic media, 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 prescribed.</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 in compliance with the law 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>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>

Existing Regulations	Proposed Regulations
<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 jointly responsible to the</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 jointly responsible to the</p>

Existing Regulations	Proposed Regulations
<p>Company for expenses incurred from such meeting.</p>	<p>Company for expenses incurred from such meeting.</p> <p>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.</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>The proceedings under paragraph one may be replaced by means of advertising through electronic media per the rules prescribed by the Registrar.</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</p>	<p>Article 37. At a meeting of shareholders, whether through physically attend or electronic media, 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</p>

Existing Regulations	Proposed Regulations
<p>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 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>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 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>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</p>

Existing Regulations	Proposed Regulations
<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>Registrar.</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 or through electronic media per the rules prescribed by the Registrar 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 63. -None-</p>	<p>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.</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	-	-	-	-	-
Total	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 Prasarthong, 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

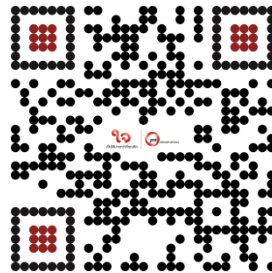
Signed  the Minutes Taker
(Mr. Wongsakorn Kittitrakulkarn)
Company Secretary

QR Code for downloading the invitation to
The Annual General Meeting of Shareholders for the fiscal year 2024



Attachment No. 3

QR Code for downloading the Annual Report Form 56-1 One Report
And the financial statements for the fiscal year 2023



Criteria for Nomination of Director

There are two directors who must retire by rotation.

In determining which directors must retire by rotation, the Company must comply with Article 18 of its Articles of Association, which states that:

"At each annual general meeting of shareholders, at least one-third of the total directors must retire by rotation, but if it is not a multiple of three, the number of directors nearest to one-third must retire.

Any retiring director under paragraph one is eligible for re-election if it is resolved at the meeting to retain him/her in that office. For the first and second years after the registration of the Company, all of the directors must draw lots to select who will retire by rotation. In subsequent years, the director who has remained in office for the longest period must retire." In this year, there are two directors who must retire by rotation as follows:

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mr. Adisak Sukumvitaya	*4,443,464	0.30%	*4,443,464
2. Mr. Somsak Athisaitrakul	*2,080,579	0.14%	*2,080,579

*Note Number of shares, book closing information as of December 28, 2023

At the time of re-election of the retiring directors, the Board of Directors took into account the opinion of the Nomination Committee and the retiring directors abstained from voting on this item of the agenda. Taking into account suitability for the position and the best interests of the Company, the remaining directors opined that the two retiring directors have knowledge, expertise and experience in the Company's business, all of which will enable the efficient management of the Company's operations for its growth in the future. For so long as they held office as directors, their performance has contributed to the success of the Company. All two of the retiring directors are fully qualified as required by the Public Limited Companies Act B.E.2535 (1992) (as amended in 2011). Therefore, the Board of Directors deemed it appropriate to propose that the two retiring directors be re-appointed as directors of the Company for another term.

List of the directors who must retire by rotation and are nominated for the re-election.

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mr. Adisak Sukumvitaya	*4,443,464	0.30%	*4,443,464
2. Mr. Somsak Athisaitrakul	*2,080,579	0.14%	*2,080,579

*Note Number of shares, book closing information as of December 28, 2023

Brief Profiles of the nominated directors to replace those retired by rotation

Mr. Adisak Sukumvitaya

Age : 67 years old

Position in the Company : Director/Chairman of the Board

Type of director: Director/Chairman of the Board



Educational background :

Bachelor of Economics Kasetsart University
 Master of Economics Kasetsart University

Training on Director’s Roles :

2009	Director Accreditation Program (69/2008)	Thai Institute of Directors
2013	Senior Executive Course	Capital Market Academy (CMA), Class 15

Employment History

2022 – present	Director	JDN Company Limited
2019 – present	Director	J P2P Company Limited
2017 – present	Director	J Ventures Company Limited
2016 – present	Chairman	Singer Thailand Public Company Limited
2015 – present	Director	Singer Thailand Public Company Limited
2014 – present	Director	JAS Asset Public Company Limited
2013 – present	Chairman	J Asset Management Company Limited
2012 – present	Chairman	JMT Network Services Public Company Limited
2004 – present	Executive Chairman	Jaymart Group Holdings Public Company Limited
1990 – present	Director/Chief Executive Officer	Jaymart Group Holdings Public Company Limited
2016 – 2021	Chairman	SG Capital Company Limited
2016 – 2022	Chairman	Jaymart Mobile Company Limited
2013 – 2018	Chairman	J & P (Thailand) Company Limited
2013 – 2018	Director	J Capital Company Limited
1994 – 2012	Director	JMT Network Services Public Company Limited

Number of terms of being the Company's director: 2012 – present 11 years (4 terms)

If elected to this position, he will hold the position for another 3 years, a total of 14 years.

Shareholding proportion of the Company:

JMT Network Services Public Company Limited 0.30% (4,443,464 shares)

Shareholding proportion of affiliated companies:

JAS Asset Public Company Limited 1.00% (11,389,549 shares)

Jaymart Group Holdings Public Company Limited 12.90% (188,088,916 shares)

Attendance the Board of Directors Meeting in 2023

- Board of Directors: 9/9 times (equivalent to 100.00%)

Current Director Positions

Listed Companies on the Stock Exchange of Thailand:

Director/ Chief Executive Officer	Jaymart Group Holdings Public Company Limited
Director	JAS Asset Public Company Limited
Director	Singer Thailand Public Company Limited

Non-Listed Companies:

Director	JDN Company Limited
Director	J P2P Company Limited
Director	J Ventures Company Limited
Chairman	J Asset Management Company Limited

Special interest in this meeting:

Agenda 6 Consideration of approving the remuneration of the Board of Directors for the fiscal year 2024.

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: Yes

Having special interests that are different from other directors: None

Brief Profiles of the nominated directors to replace those retired by rotation

Name - Surname: Mr. Somsak Athisaitrakul

Age: 58 years old

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

Type of director: Independent Director / Audit Committee
Chairman of the Nomination and Remuneration Committee



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	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

Number of terms of being the Company's 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.
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.

Attendance the Board of Directors Meeting in 2023

- Board of Directors: 9/9 times (equivalent to 100.00%)

Attendance the Sub-committee remuneration Meeting in 2023

- Audit Committee: 4/4 times (equivalent to 100.00%)
- Nomination and Remuneration Committee: 2/2 times (equivalent to 100.00%)

Shareholding proportion of the Company:

JMT Network Services Public Company Limited 0.14% (2,080,579 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)

Current Director Positions

Listed Companies on the Stock Exchange of Thailand:

-None-

Non-Listed Companies:

-None-

Special interest in this meeting:

Agenda 6 Consideration of approving the remuneration of the Board of Directors for the fiscal year 2024.

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

Profiles of the Independent Directors Proposed by the Company to Act as Proxies

Name - Surname: Mr. Rengchai Ingkhaphakorn

Age: 67 years old

ID card number: 5100200277359

Position in the Company:

The Company’s Director (Independent Director)

Chairman of the Audit Committee

Address: 100/445 Maneeya Masterpiece Village Rattanathibet Road, Sai Ma Subdistrict, Mueang District, Nonthaburi Province 11000



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

2011 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 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

Special interest in this meeting: -None-

Profiles of the Independent Directors Proposed by the Company to Act as Proxies

Name - Surname: Mr. Khanchit Kawachat

Age: 58 years old

ID card number: 3100200373556

Position in the Company:

The Company’s Director (Independent Director)

Member of the 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/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-

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.

Company's Articles of Association Relating to 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 33. 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 or 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.

Form of Proxy, Form B.

stamp
20 baht

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 6)

(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 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. 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 2023 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 2023.

(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, 2023.
 - (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 and approve the allocating profits from the operating results ending in 2023 as legal reserves, along with the dividend payment for the year 2023.
 - (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 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.
 - To elect directors as a whole
 - Approve Disapprove Abstain
 - The appointment of an individual.
 - Name of Director : Mr. Adisak Sukumvitaya
 - Approve Disapprove Abstain
 - Name of Director : Mr. Somsak Athisaitrakul
 - Approve Disapprove Abstain

- Agenda no. 6 To consider and approve the determination of directors' remuneration 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. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2023.
 - (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.

The 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. 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 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.

To elect directors as a whole
 Approve Disapprove Abstain

The appointment of an individual.
 Name of Director : Mr. Adisak Sukumvitaya
 Approve Disapprove Abstain

Name of Director : Mr. Somsak Athisaitrakul
 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
 (.....)

stamp
20 baht

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

(3) 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 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. 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:

(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 2023 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 2023.
(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, 2023.
 - (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 and approve the allocating profits from the operating results ending in 2023 as legal reserves, along with the dividend payment for the year 2023.
 - (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 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.
 - To elect directors as a whole
 - Approve Disapprove Abstain
 - The appointment of an individual.
 - Name of Director : Mr. Adisak Sukumvitaya
 - Approve Disapprove Abstain
 - Name of Director : Mr. Somsak Athisaitrakul
 - Approve Disapprove Abstain

- Agenda no. 6 To consider and approve the determination of directors' remuneration 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. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2023.
 - (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 C.

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

The 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 11:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. 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 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.

To elect directors as a whole
 Approve Disapprove Abstain

The appointment of an individual.
 Name of Director : Mr. Adisak Sukumvitaya
 Approve Disapprove Abstain

Name of Director : Mr. Somsak Athisaitrakul
 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
 (.....)

Explanation regarding documents and evidence proving the identity of a shareholder or a representative of a shareholder entitled to attend the meeting in order to register and vote at the shareholders' meeting.

The Company will hold the Annual General Meeting of Shareholders 2024 on 5 April 2024 at 11:00 a.m. in the form of a hybrid system (Hybrid Meeting) (option to join the meeting via E-AGM or in the conference room provided by the company) By broadcasting live through the ZOOM program from the meeting room on the 2nd floor, Building B, Jay Mart Public Company Limited, No.189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

In order to conduct the 2024 Annual General Meeting via electronic media in a transparent and fair manner and to benefit the shareholders, the Company deems it appropriate to review documents and evidence demonstrating the identity of a shareholder or a representative of the shareholder entitled to attend the meeting in order for continued practice by the shareholders. The Company would like to clarify the following to the shareholders:

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.

**Guidelines for the 2024 Annual General Meeting of Shareholders
Via electronic media using the Blockchain AGM system**

**The Company has added a contact channel to inquire about how to register to attend the meeting at:
Investor Relations Department JMT Network Services Public Company Limited
Please contact at telephone number 02 308 8152, 02 308 8197, or 02 308 8068
e-mail : ir@jaymart.co.th**

With the Board of Directors of JMT Network Services Public Company Limited (the "Company") resolving to hold the 2024 Annual General Meeting of Shareholders on 5 April 2024 at 11:00 a.m. in the form of a hybrid system (Hybrid Meeting) (option to join the meeting via E-AGM or in the conference room provided by the company) By broadcasting live through the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holding Public Company Limited, No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

The company values the implementation of government policies to limit the spread of the epidemic. and under the law facilitating e-meeting meetings according to the Notification of the Ministry of Information and Communication Technology on Security and Security Measures of Electronic Meetings B.E. 2557 (2014)

The company would like to let you know the rules and procedures for the 2024 Annual General Meeting of Shareholders at this time. The company will be open for electronic registration via the Blockchain AGM Voting Application system from 28 March 2024 onwards, to facilitate more shareholders. Individual shareholders and shareholders of Thai nationality Confirmation must be made prior to the date of the shareholders' meeting. and authenticate using government identity verification standards, as well as install applications Follow the steps below for e-meeting and e-kyc authentication, as well as Blockchain voting.

1. Applications that shareholders must install

- 1.1 Download and install the AGM Voting application to vote at the Annual General Meeting of Shareholders 2024.
- 1.2 Download the ZOOM app to view the live stream of the Annual General Meeting of Shareholders 2024.

Description of program installation and use

1.1 Installing the AGM Voting application

The AGM Voting application can be installed on your mobile device or communication device by following the link or scanning the QR Code by attached.

AGM Voting Application

Android	https://play.google.com/store/apps/details?id=th.co.jventures.agm
iOS	https://apps.apple.com/tt/app/agm-voting/id1509242272



1.2 Installing the ZOOM application

The ZOOM application can be installed on a mobile device or communication device by following the link or scanning.

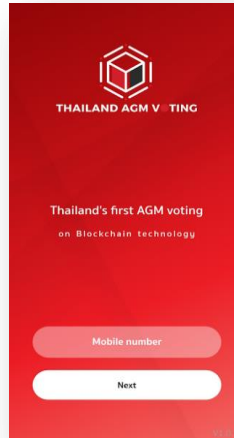
Please see the attached QR Code.

Android	https://play.google.com/store/apps/details?id=us.zoom.videomeetings
iOS	https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307

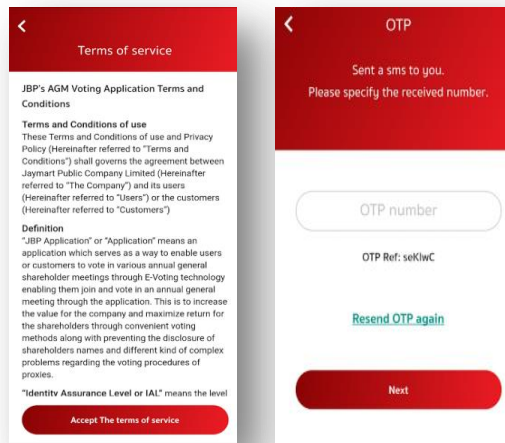


2. Registration for right on the AGM Voting application

2.1 Please input your phone number and click "Accept" to agree to the terms of service.



2.2 Input the correct OTP number received via SMS.



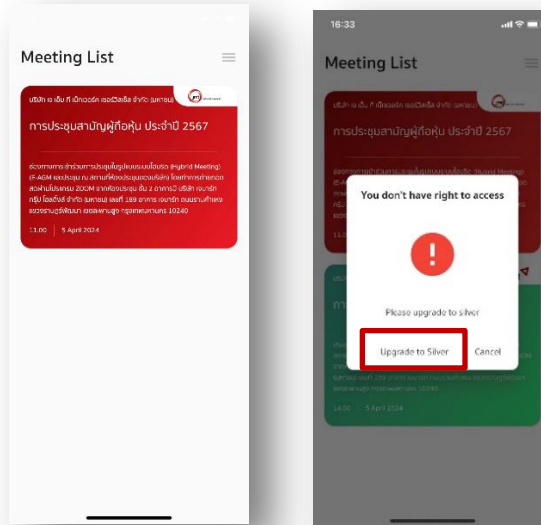
2.3 Please create a 6-digit password and enter it twice for confirmation.



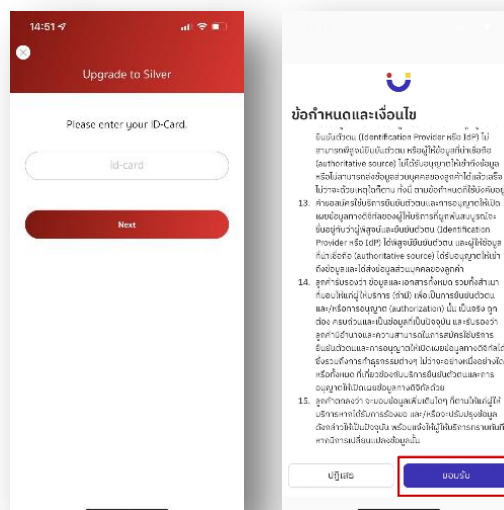
3. Identity verification is required prior to registration for exercising rights and participating in online meetings.

For individuals who have previously verified their identity with the Jaymart group of companies, you may proceed directly to step 4.

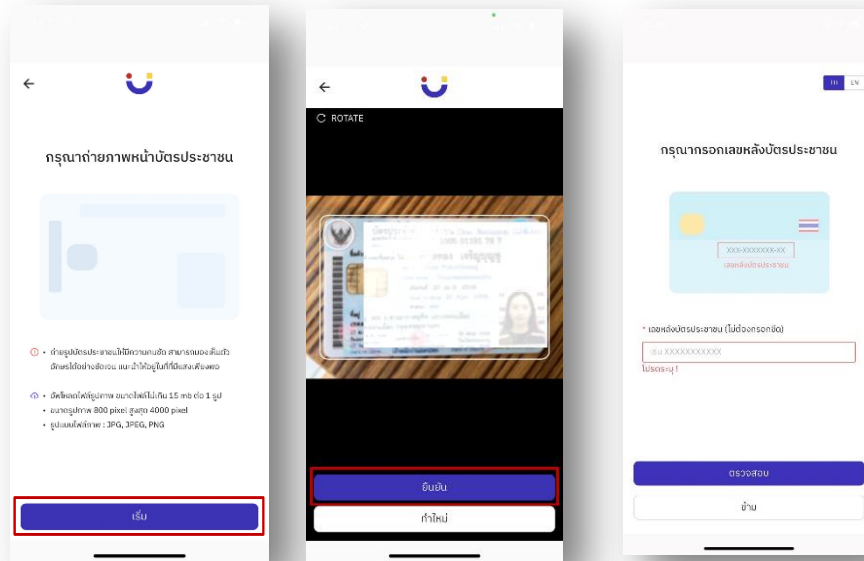
To register for exercising your rights and participating in online meetings through the application, please choose the desired meeting for authentication and select "Upgrade to Silver" for verification.



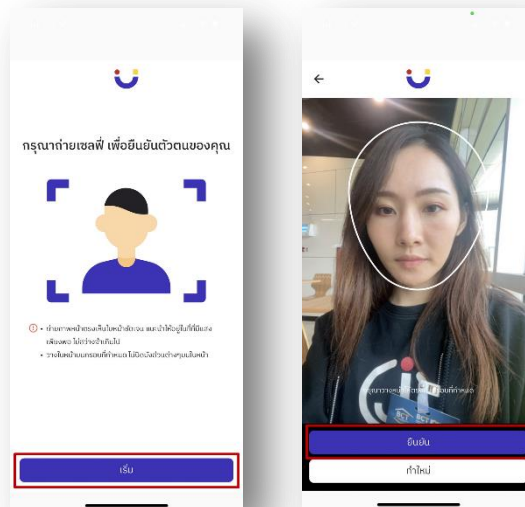
3.1 Please enter your ID number and click "Next," then proceed to accept the terms and conditions by clicking the respective button.



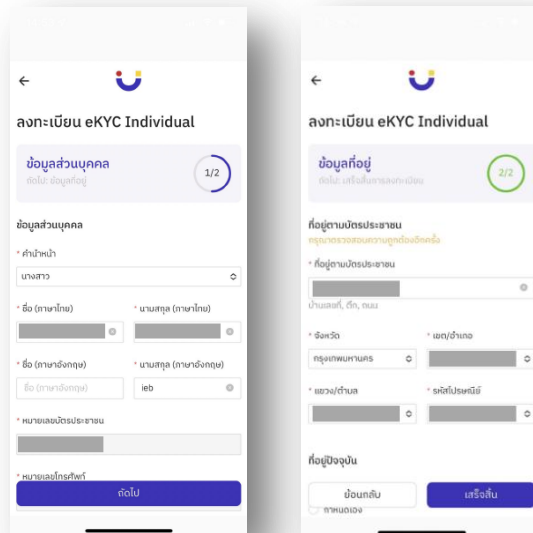
3.2 click "Start" to capture a photo of your ID card, then confirm the photo and enter the number located on the back of your ID card. Alternatively, you can choose to skip this step.



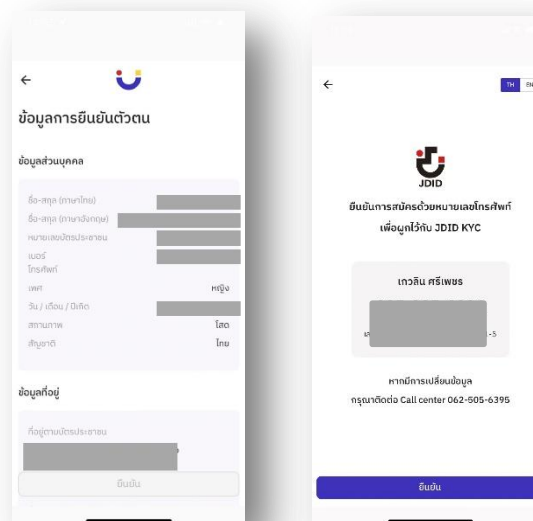
3.3 Please initiate the process by clicking on "Start" to capture a photo for identity verification. Afterward, proceed to confirm the captured photo.



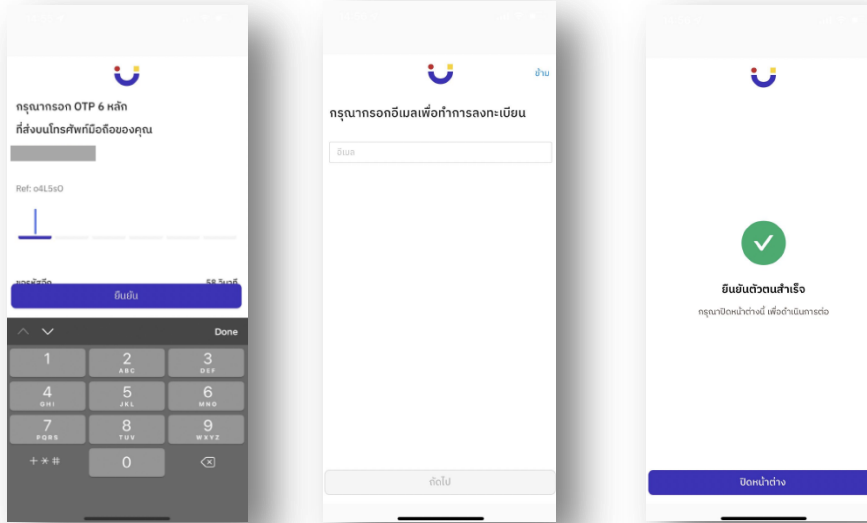
3.4 Please review the provided information. If any details are incorrect, you can click to edit them. Once you have finished editing, press "Next" to proceed.



3.5 Please review the accuracy of the information once more, then press "Confirm" to proceed.



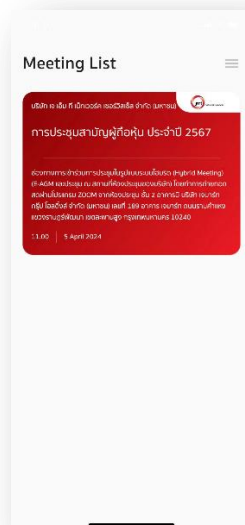
3.6 Enter the OTP received via SMS, and optionally, you can provide your email (this step can be skipped). Once the identity verification process is successful, press "Close window" to return to the Meeting List page.



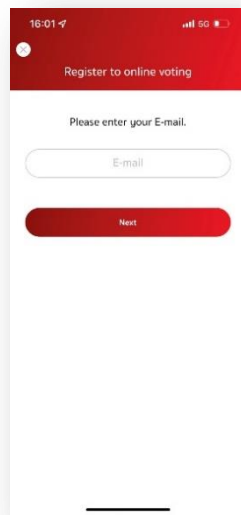
4 AGM Voting The registration process for utilizing rights on the AGM Voting application.

Registration will be available starting from March 28, 2024, onwards.

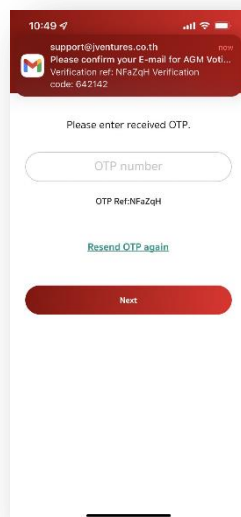
4.1 Please proceed to register in order to utilize your voting rights through the application. You can do so by selecting the meeting where you wish to confirm your rights.



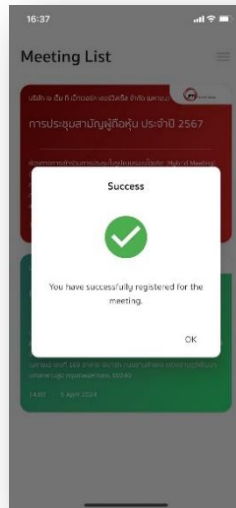
4.2 Please provide a contact email address. Your information will be securely stored by the company. This email will be used to send your Username and Password for accessing the e-meeting system via Zoom Meeting by April 4, 2024. These details will be sent from IR@jaymart.co.th.



4.3 Please input the correct OTP number received from the email.



4.4 Finalize the registration process to utilize your online voting rights through the application.



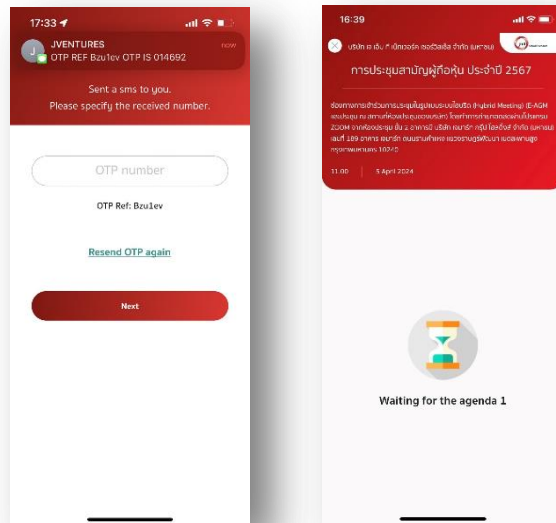
5 April 5, 2024 Access AGM Voting platform.

The company suggests that you have two devices ready: one for voting on the agenda and another for joining the e-meeting via Zoom Meeting application. Log into the system using the provided Meeting ID and Password sent to you via email. Participate in the e-meeting as instructed in the email.

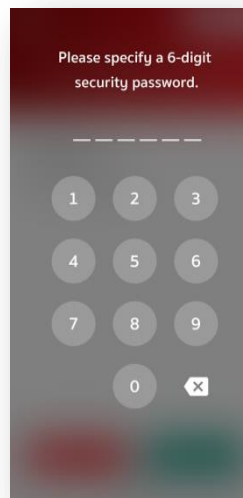
5.1 Please return to the AGM Voting application and participate in the meeting via the Zoom meeting system. Join the e-meeting using the provided Meeting ID and Password sent to you via email by the company. During the meeting, you can submit questions via the Chat box within the Zoom meeting system.



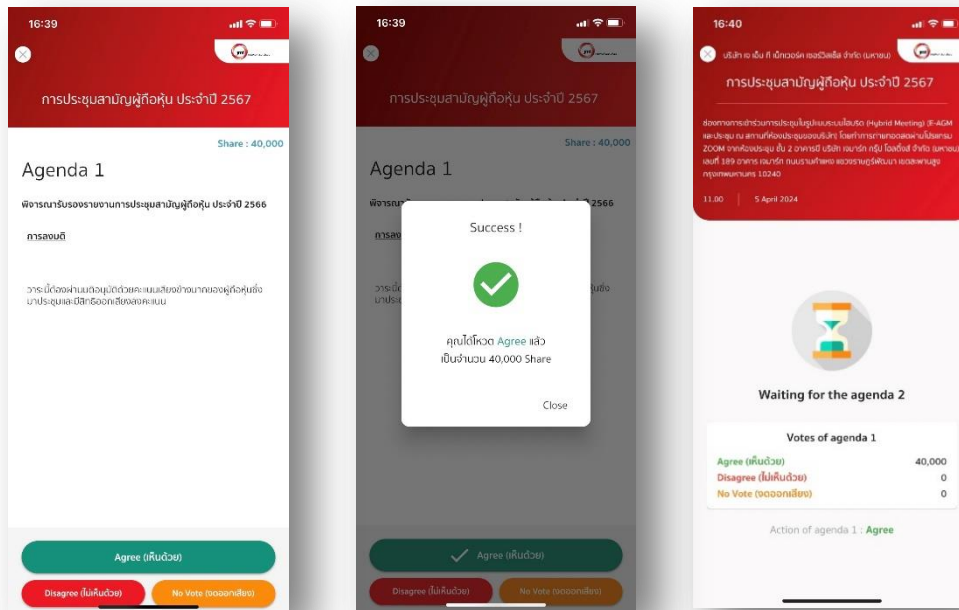
5.2 Please enter the OTP received from the SMS message. Once the OTP is successfully entered, the "Waiting For the Agenda 1" screen will be displayed. When it's time to vote, wait for comments from the officials conducting the meeting. The chairman of the meeting will announce the start of the voting process.



5.3 When the chairman invites comments, the system will prompt you to input the correct password. This procedure is mandatory before contributing any comments. Furthermore, it is essential to select "Pin" to confirm your presence on the designated agenda, ensuring precise inclusion in the voting tally

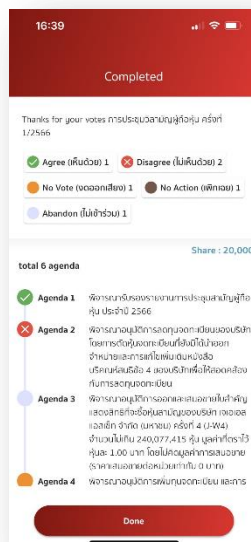


5.4 In summary, there will be three types of voting: agree, disagree, and abstain. Should any shareholder wish to express disagreement or abstention, they should press the respective "disagree" or "abstain" button. Conversely, for agreement, shareholders should select the "agree" option. All votes will be processed via the voting system. It's noteworthy that in the absence of a vote, the company will interpret this as an agreement with each agenda item.



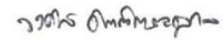
5.5 Continue to repeat steps 5.3 to 5.4 for each agenda until all agendas are concluded. Upon completion of all agendas, shareholders who voted through the Blockchain AGM system will have access to view the voting results for each agenda during the e-meeting.

5.6 Upon completion of voting for every agenda item, the system will present the voting details of shareholders.



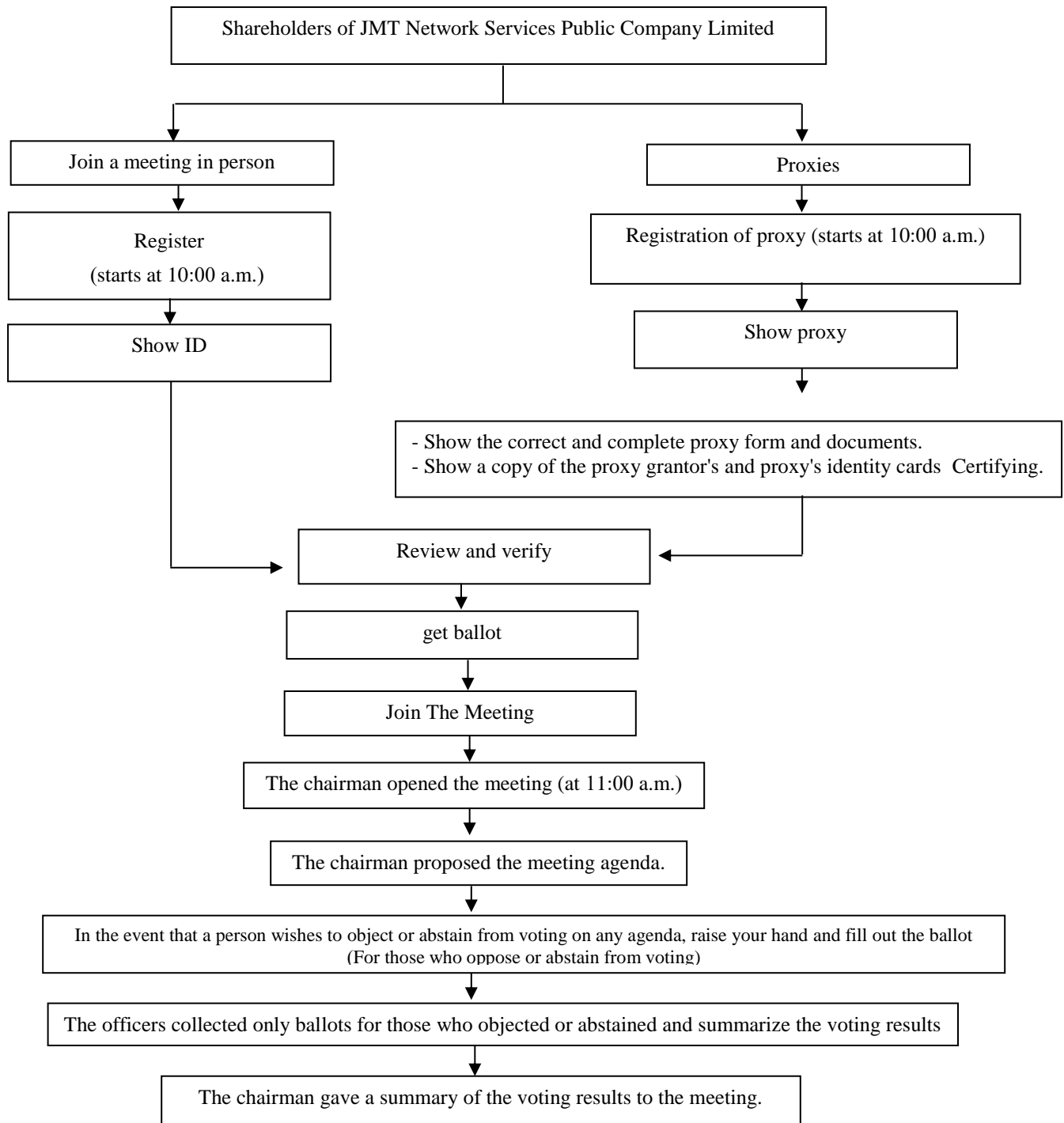
Please be informed accordingly and requesting cooperation from all shareholders on this occasion.

Sincerely yours,



Mr. Wongsakorn Kittittrakulan
Company Secretary

**Procedures for attending the 2024 Annual General Meeting of Shareholders
In person at the meeting place (Physical)
JMT Network Services Public Company Limited
5 April 2024**



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

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 2024 Annual General Meeting of Shareholders under the law.
- To deliver the notice of the 2024 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 2024 Annual General Meeting of Shareholders.

Data Processing

The Company uses the Personal Data relating to the 2024 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 2024 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 2024 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

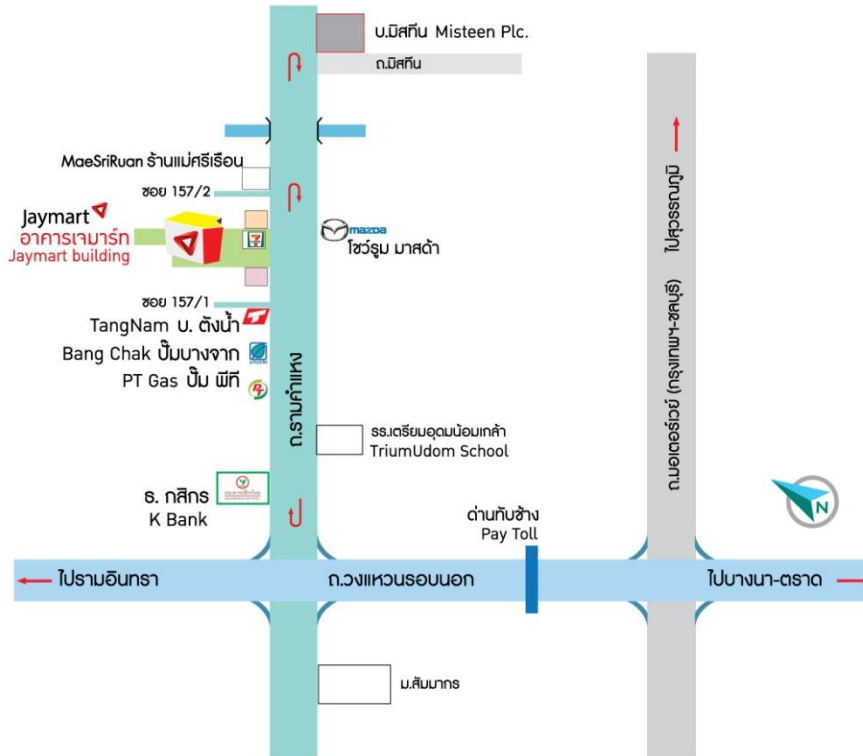
- 1) by post: "Investor Relations Department, JMT Network Services Public Company Limited, Jay Mart Building 187, 189 Ramkhamhaeng Road, Rattana Sub-district, Saphan Sung District, Bangkok 10240
- 2) by email: DPO_Jmt@jaymart.co.th

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 2024 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.

Map for document delivery and meeting venue



Remark: Send the proxy documents for the 2024 Annual General Meeting of Shareholders to “Investor Relations” on 7th Floor, at headquarter of the company, No. 187, 189 Jay Mart Building, 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. 58, No. 113, No. 519, No. 8, No. 168, 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 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 8152, 02 308 8197, or 02 308 8068.

**Form for Requesting Meeting Documents and Submitting Questions in Advance,
as Per the Agenda for the 2024 Annual General Meeting of Shareholders.**

Shareholders are invited to request meeting documents and submit questions in advance, in accordance with the agenda for the 2024 Annual General Meeting of Shareholders, via email. Please address all document requests to 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 2024 Annual General Meeting of Shareholders
- () Annual Report 2023 (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).....

Kindly note: For inquiries in advance regarding the agenda for the shareholder meeting, please submit questions by 5:00 p.m. on April 1, 2024.