

- Translation -

8 October 2021

**Subject:** Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021(E-EGM)

**Attention:** Shareholders of JMT Network Services Public Company Limited

**Enclosures:**

1. Registration form
2. Copy of the minutes of the 2021 Annual General Meeting of Shareholders
3. QR code for downloading the invitation to the Extraordinary General Meeting of Shareholders No. 1/2021
4. Capital increase report form (Form 53-4)
5. Summary of key features of the issuance and offering of warrants to purchase newly issued ordinary shares of JMT Network Services Public Company Limited no. 4 to existing shareholders of the company who subscribed for and are allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (JMT-W4)
6. Profiles of independent directors being nominated as proxies
7. Company's articles of association relating to the shareholders meeting
8. Proxy form A, B, and C
9. Explanation regarding documents and evidence proving the identity of the shareholder or shareholder representative, as well as voting criteria at the shareholders meeting
10. Guidelines for attending the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic media (E-EGM)
11. Shareholders and Investors' Privacy Policies
12. Map for delivery of proxy documents

The Board of Directors of JMT Network Services Public Company Limited (the "**Company**") has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2021 on Monday, 1 November 2021, at 10:00 a.m., via electronic media (E-EGM) only which the Company will broadcast live from Meeting Room, 2nd Floor, Building B, 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Soong District, Bangkok, 10240, to consider matters under the agendas as follows:

**Agenda 1. To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders**

**Facts and Rationale**

The 2021 Annual General Meeting of Shareholders was held on 9 April 2021, and the copy of the minutes was submitted to the Stock Exchange of Thailand ("**SET**") and the Ministry of Commerce within the period prescribed by law. It was also delivered to the shareholders together with

the invitation, and disclosed on the Company's website. It appeared that no one objected or requested for amendment.

**Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and certify the minutes of the 2021 Annual General Meeting of Shareholders which was held on 9 April 2021. The Board of Directors has considered and agreed that it is correctly recorded according to the resolution of the meeting with copy of the minutes as appeared in Enclosure 2.

**Resolution**

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

**Agenda 2. To consider and acknowledge an interim dividend payment**

**Facts and Rationale**

The interim dividend payment was considered by the Board of Directors' Meeting No. 4/2021. According to the resolution, an interim dividend of 0.40 Baht per share, totaling 439,366,251 Baht, will be paid from the Company's profit for the period 1 January - 30 June 2021. The dividend will be paid in cash from the net operating profit of the first half of 2021.

The mentioned dividend payment rate was previously notified to the shareholders via the SET's information reporting system. The dividend payment is at the rate of 0.40 Baht per share, representing a dividend of 439,366,251 Baht, with the Record Date set on 24 August 2021 and the XD sign on 23 August 2021, and the dividend payment date on 6 September 2021.

**Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and acknowledge the interim dividend payment.

**Resolution**

This agenda is for acknowledgment. No voting.

**Agenda 3. To consider and approve the reduction of the registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company to be consistent with the reduction of registered capital**

**Facts and Rationale**

According to Section 136 of the Public Limited Companies Act, B.E. 2535 (as amended), the Company may issue new shares when all shares have been sold and fully paid-up, except for the remaining shares which are issued for the exercise of warrants to purchase shares. The Company shall cancel the unsold shares which are not reserved for the exercise of the Company's warrants before the issuance of new shares. Since the Company

plans to increase its registered capital, the Company must therefore reduce its registered capital first.

The Company currently has a registered capital in the amount of 787,150,286.00 Baht, divided into 1,574,300,572 ordinary shares at a par value of 0.50 Baht per share and a paid-up capital of 558,109,654.00 Baht, divided into 1,116,219,308 ordinary shares at a par value of 0.50 Baht per share. There are 356,737,212 unsold ordinary shares at a par value of 0.50 Baht per share. They are shares reserved for the issuance of shares to Private Placement investors under General Mandate which the allocation period has expired.

The Company shall reduce its registered capital in the amount of 178,368,606.00 Baht from the original registered capital of 787,150,286.00 Baht to 608,781,680.00 Baht by canceling 356,737,212 unsold ordinary shares at the par value of 0.50 Baht per share, and amend Clause 4. of the Company's Memorandum of Association regarding the registered capital, to be consistent with the capital reduction as follows:

Clause 4.	Registered Capital	608,781,680.00 Baht	(Six Hundred Eight Million Seven Hundred Eighty One Thousand Six Hundred Eighty Baht)
	Divided into	1,217,563,360 shares	(One Thousand Two Hundred Seventeen Million Five Hundred Sixty Three Thousand Three Hundred Sixty Shares)
	At par value of	0.50 Baht per share	(Zero Point Five Baht)
	Categorized into		
	Ordinary shares	1,217,563,360 shares	(One Thousand Two Hundred Seventeen Million Five Hundred Sixty Three Thousand Three Hundred Sixty Shares)
	Preference shares	- shares	(-shares)"

The Company's Board of Directors, Executive Committee, persons delegated by the Board of Directors and/or Executive Committee have the power to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association and to lodge with the Department of Business Development, the Ministry of Commerce, an application to amend the Company's Memorandum of Association, to amend or vary the application or any particulars contained in the application to be lodged with the Department of Business Development, the Ministry of Commerce, and to take any necessary and relevant steps as may be appropriate to comply with the laws, rules, regulations and interpretation of relevant government agencies including advice or recommendations of the registrar and officials.

#### **Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the capital reduction of the Company in the amount of 178,368,606.00 Baht from the original registered capital of 787,150,286.00 Baht to 608,781,680.00 Baht by canceling 356,737,212 unsold ordinary shares at the par value of 0.50 Baht per share, the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to be consistent with the registered capital reduction, and the delegation of power as proposed above.

#### **Resolution**

The resolution of this agenda must be approved by not less than three fourth (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

#### **Agenda 4. To consider and approve the increase of the registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company to be consistent with the increase of registered capital**

#### **Facts and Rationale**

The Company desires to issue newly issued ordinary shares for (1) offering to existing shareholders in proportion to their shareholdings (Rights Offering); (2) reserving for the exercise of the warrants to purchase ordinary shares of the Company No. 4 (JMT-W4) which are allocated to existing shareholders who subscribed for and are allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering); and (3) reserving for the exercise of the JMT-W2, JMT-W3 and JMT-ESOP W1 warrants in which the exercise price and ratio have been adjusted.

Therefore, the Company shall increase its registered capital by 155,790,065.00 Baht from the original registered capital of 608,781,680.00

Baht to 764,571,745.00 Baht by issuing 311,580,130 ordinary shares with a par value of 0.50 Baht per share with details of the capital increase objectives as appeared in the Capital Increase Report Form (F 53-4) in Enclosure 4., and amend Clause 4. of the Company's Memorandum of Association regarding registered capital to be consistent with the increase in the Company's registered capital, as follows:

Clause 4.	Registered Capital	764,571,745.00 Baht	(Seven Hundred Sixty Four Million Five Hundred Seventy One Thousand Seven Hundred Forty Five Baht)
	Divided into	1,529,143,490 shares	(One Thousand Five Hundred Twenty Nine Million One Hundred Forty Three Thousand Four Hundred Ninety Shares)
	At par value of	0.50 Baht per share	(Zero Point Five Baht)
	Categorized into		
	Ordinary shares	1,529,143,490 shares	(One Thousand Five Hundred Twenty Nine Million One Hundred Forty Three Thousand Four Hundred Ninety Shares)
	Preference shares	- shares	(-shares)"

Agenda 5 and Agenda 6 are related to Agenda 4. Therefore, if Agenda 4 is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, Agenda 5 and Agenda 6 will not be considered.

The Company's Board of Directors, Executive Committee, persons delegated by the Board of Directors and/or Executive Committee have the power to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association and to lodge with the Department of Business Development, the Ministry of Commerce, an application to amend the Company's Memorandum of Association, to amend or vary the application or any particulars contained in the application to be lodged with the Department of Business Development, the Ministry of Commerce, and to take any necessary and relevant steps as may be appropriate to comply with the laws, rules,

regulations and interpretation of relevant government agencies including advice or recommendations of the registrar and officials.

### **Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the capital increase of the Company by 155,790,065.00 Baht from the original registered capital of 608,781,680.00 Baht to 764,571,745.00 Baht by issuing 311,580,130 ordinary shares with a par value of 0.50 Baht per share, the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to be consistent with the increase in the Company's registered capital, and the delegation of power as proposed above.

The Board of Directors is of the opinion that the Company will be able to raise funds at approximately 16,345 million Baht, divided into (1) proceeds from the offering of newly issued ordinary shares to existing shareholders of approximately 10,000 million Baht and (2) proceeds from the offering of JMT-W4 warrants of approximately 6,345 million Baht, provided that the Company offered and allocated all newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) and the JMT-W4 warrants have been exercised in full. The Company plans to use the proceeds from this capital increase for investment in its current business which includes purchasing and managing distressed debts, for working capital, and for repayment of the Company's debts.

### **Resolution**

The resolution of this agenda must be approved by not less than three fourth (3/4) of the total votes of the shareholders attending the meeting and having the right to vote.

### **Agenda 5. To consider and approve the issuance and offering of warrants to purchase newly issued ordinary shares of the Company No. 4 (JMT-W4)**

#### **Facts and Rationale**

Further to the capital increase plan of the Company pursuant to Agenda 4 above, the Company desires to issue and offer warrants to purchase newly issued ordinary shares of the Company No. 4 (JMT-W4) in the amount not exceeding 70,500,000 units without consideration (offering price per unit is 0 Baht) at the exercise price of 90 Baht per share to be allocated to existing shareholders of the Company who subscribed for and are allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 3.418 newly issued ordinary per 1 unit of JMT-W4 warrant. Fractions derived from the calculation will be rounded down. The exercise ratio is 1 unit of warrant to 1 ordinary shares with a term of 3 years and the exercise price

of 90 Baht per share (unless the exercise ratio is adjusted according to the rights adjustment conditions stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer of JMT-W4 Warrants). The details of the JMT-W4 warrants are specified in Enclosure 5.

Agenda 5 is a related matter and mutual condition with Agenda 6.1 and Agenda 6.2. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, the related and mutual agenda will not be considered and it will be deemed that the related and mutual agenda which has already been approved will be cancelled.

The Board of Directors, Executive Committee, persons delegated by the Board of Directors and/or the Executive Committee have the power to determine details related to the issuance and offering of the warrants, including but not limited to the issuance date of the warrants, the first exercise date, the last exercise date and the exercise of conversion rights to purchase ordinary shares as well as the conditions and related details, word or text correction in the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing an application and supporting documents relevant to the issuance of warrants, including contacting and submitting the application and supporting documents to government agencies or agencies involved in the issuance of warrants and taking any action as necessary and appropriate in connection with the issuance and offering of warrants. Such action must be in accordance with the relevant laws and regulations.

### **Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 4 (JMT-W4) in the amount not exceeding 70,500,000 units without consideration (offering price per unit is 0 Baht) at the exercise price of 90 Baht per share to be allocated to existing shareholders of the Company who subscribed for and are allocated newly issued ordinary shares issued and offered to shareholders, and the delegation of power as proposed above.

### **Resolution**

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



## **Agenda 6. To consider and approve the allocation of newly issued ordinary shares of the Company**

### **Facts and Rationale**

Further to the capital increase plan of the Company pursuant to Agenda 4 above and the resolutions of the Board of Directors Meeting No. 5/2021 on Thursday, 26 August, 2021 and the Board of Directors Meeting No. 6/2021 on Monday 4 October 2021, the Company desires to allocate not exceeding 311,580,130 newly issued ordinary shares with a par value of 0.50 Baht per share as follows:

- 6.1 To allocate not exceeding 240,963,856 newly issued ordinary shares with a par value of 0.50 Baht per share to the existing shareholders in proportion to their shareholdings (Rights Offering) at the allocation ratio of 4.674 existing ordinary shares to 1 newly issued ordinary share and at the offering price of 41.50 Baht per share. Such allocation ratio has been determined by the Board of Directors Meeting No. 6/2021 on 4 October 2021 after knowing the result of the exercise of warrants to purchase ordinary shares of the Company No. 2 (JMT-W2), warrants to purchase ordinary shares of the Company No. 3 (JMT-W3) and warrants to purchase ordinary shares of the Company No. 1 that were offered to directors, executives and employees of the Company and/or subsidiaries (JMT-ESOP W1).

For the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings, the fractions derived from calculation will be rounded down. The shareholders may subscribe for the newly issued ordinary shares in excess of their shareholdings (Oversubscription). The oversubscribing shareholders will have oversubscription shares allocated to them only when there are remaining shares from the allocation to the existing shareholders who subscribe for shares in proportion to their shareholdings.

For the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholdings, if there are remaining newly issued ordinary shares after the first round of the allocation to the existing shareholders of the Company in proportion to their shareholdings, the Company will allocate such remaining newly issued ordinary shares to the existing shareholders who have indicated their interest in oversubscribing for the shares at the same price with the rights offering shares having details as follows:



- (a) If the number of remaining shares after the first round of allocation to the existing shareholders in proportion to their shareholdings is greater than or equal to the shares oversubscribed by the existing shareholders, the Company will allocate such remaining shares to all shareholders who have oversubscribed and paid for the shares according to the number of shares for which they have oversubscribed.
- (b) If the number of remaining shares after the first round of allocation to the existing shareholders in proportion to their shareholdings is lower than the number of shares oversubscribed by the existing shareholders, the Company will allocate such remaining shares to shareholders who have oversubscribed according to the following steps:
  - 1) Shares will be allocated in proportion to the shareholding of each oversubscribing shareholder whereby the shareholding percentage of each oversubscribing shareholder will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder.
  - 2) Shares remaining after allocation under item 1) will be allocated to each oversubscribing shareholder who has not been allocated in full according to the number of shares subscribed, whereby their shareholding percentage will be multiplied by the number of remaining shares to arrive at the number of shares that each oversubscribing shareholder is entitled to be allocated. Fractions of shares will be rounded down. The number of shares to be allocated will not in any case exceed the number of shares subscribed and paid for by each shareholder. Allocation must then repeat following the procedure under item 2) until no share is left or allocation is not possible due to fractions of shares.

If there are still remaining newly issued ordinary shares from the allocation to existing shareholders in proportion to the shareholdings and the allocation to oversubscribing shareholders (Oversubscription), the Company must reduce its registered capital by cancelling the remaining newly issued shares. The Company will be required to obtain approval from the shareholders meeting in the next shareholders meeting.

In allocating newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) mentioned above, the Board of Directors may at its discretion refuse to offer or allocate such newly issued ordinary shares to any person or subscriber as the Company considers appropriate if the offering or allocation causes or may cause the Company:

- (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; or
- (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; or
- (c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant subscribers or groups or executing the relevant processes; or
- (d) to breach the requirements, methods or conditions prescribed by the Company in relation to the offering or allocation of the newly issued ordinary shares.

The factors used by the Company to support its consideration to not offer or allocate newly issued ordinary shares, include but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws and performing duties under foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the shares are offered and allocated to the relevant

subscribers or groups. Furthermore, the Company may offer or allocate the newly issued ordinary shares to any specific person or subscriber who is entitled to the allocation subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or allocation at relevant times.

In this connection, the Company has the right to not offer nor allocate the newly issued ordinary shares, or deny the subscription of the newly issued ordinary shares from the shareholders who have their mailing addresses outside Thailand. The Company has the right to use its discretion in changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful offering of newly issued ordinary shares. The Company may further announce the additional terms and/or conditions of the offering and allocation of the newly issued ordinary shares for information (if any).

The Company has fixed 8 November 2021 to be the Record Date to determine the shareholders who will be entitled to be allocated and offered newly issued ordinary shares in proportion to their shareholdings and entitled to be allocated JMT-W4 warrants. The Board of Directors may change the Record Date for the Rights Offering as it considers appropriate. The Company will inform shareholders of the change, if any.

The Company has fixed the subscription period for the newly issued ordinary shares to be from 14 December 2021 to 20 December 2021.

However, the Record Date to determine the shareholders who will be entitled to be allocated and offered newly issued ordinary shares in proportion to their shareholdings and entitled to be allocated JMT-W4 warrants, and subscription period for the newly issued ordinary shares are not certain until they have been approved by the shareholders meeting.

Please consider additional details in the Capital Increase Report Form (F 53-4) in Enclosure 4.

Agenda 6.1 is a related matter and mutual condition with Agenda 5 and Agenda 6.2. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, the related and mutual agenda will not be considered and it will be deemed that the related and mutual agenda which has already been approved will be cancelled.

The Board of Directors, the Executive Committee, persons delegated by the Board of Directors and/or Executive Committee have the power to determine and/or amend other details that are necessary and related to the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Rights Offering) in all respects, including but not limited to, determining and amending the Record Date, subscription date and offering date as well as the conditions and related details, word or text correction in the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the application for registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing an application and supporting documents relevant to the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering), including contacting and submitting the application and supporting documents to government agencies or agencies involved in the issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering), and taking any action as necessary and relevant for the successful issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering), including appointing and assigning other appropriate persons to perform the above actions. Such action must be in accordance with the relevant laws and regulations.

### **Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of not exceeding 240,963,856 newly issued ordinary shares with a par value of 0.50 Baht per share to the existing shareholders in proportion to their shareholdings (Rights Offering) at the allocation ratio of 4.674 existing ordinary shares to 1 newly issued ordinary

share and at the offering price of 41.50 Baht per share, and the delegation of power as proposed above.

## **Resolution**

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

- 6.2 To allocate not exceeding 70,500,000 newly issued ordinary shares with a par value of 0.50 Baht for the exercise of the JMT-W4 warrants allocated to the shareholders of the Company who subscribed for and are allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 3.418 newly issued ordinary share per 1 unit of JMT-W4 warrant. Please consider additional details in the Capital Increase Report Form (Form 53-4) in Enclosure 4.

Agenda 6.2 is a related matter and mutual condition with Agenda 5 and Agenda 6.1. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, the related and mutual agenda will not be considered and it will be deemed that the related and mutual agenda which has already been approved will be cancelled.

The Board of Directors, Executive Committee, persons delegated by the Board of Directors and/or the Executive Committee have the power to determine and/or amend other details that are necessary and related to the issuance and offering of the newly issued ordinary shares for the exercise of JMT-W4 warrants allocated to shareholders who subscribed for and are allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering) in all respects, including but not limited to determining and amending conditions and related details, word correction or the text in the minutes of the shareholders meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing an application and supporting documents relevant to the issuance and offering of newly issued ordinary shares for the exercise of the JMT-W4 warrants, including contacting and submitting the application and supporting documents to government agencies or

agencies involved in the issuance and offering of newly issued ordinary shares for the exercise of the JMT-W4 warrants, and taking any action as necessary and relevant for the successful issuance and offering of newly issued ordinary shares for the exercise of the JMT-W4 warrants, including appointing and assigning other appropriate persons to perform the above actions. Such action must be in accordance with the relevant laws and regulations.

### **Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of not exceeding 70,500,000 newly issued ordinary shares with a par value of 0.50 Baht for the exercise of the JMT-W4 warrants allocated to the shareholders of the Company who subscribed for and are allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 3.418 newly issued ordinary share per 1 unit of JMT-W4 warrant, and the delegation of power as proposed above.

### **Resolution**

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

- 6.3 To allocate not exceeding 116,274 newly issued ordinary shares with a par value of 0.50 Baht for the exercise of the JMT-W2, JMT-W3 and JMT-ESOP W1 warrants in accordance with the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase for Ordinary Shares of JMT Network Services Public Company Limited No. 2, No. 3 and No. 1 which were offered to directors, executives and employees of the Company and/or subsidiaries respectively ("**Terms and Conditions**") in order to preserve the interests of the holders of the warrants as the Company has adjusted the rights of the warrants due to the Company's payment of dividend which is higher than the rate specified in the Terms and Conditions. Please consider additional details in the Capital Increase Report Form (Form 53-4) in *Enclosure 4*.

The Board of Directors, Executive Committee and/or persons delegated by the Board of Directors and/or the Executive Committee have the power to determine and/or amend other details that are necessary and related to the issuance and offering

of the newly issued ordinary shares for the exercise of JMT-W2, JMT-W3 and JMT-ESOP W1 in all respects, including but not limited to determining and amending the conditions and related details, word correction or the text in the minutes of the shareholders meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing an application and supporting documents relevant to the issuance and offering of newly issued ordinary shares for the exercise of the JMT-W2, JMT-W3 and JMT-ESOP W1 warrants, including contacting and submitting the application and supporting documents to government agencies or agencies involved in the issuance and offering of newly issued ordinary shares for the exercise of the JMT-W2, JMT-W3 and JMT-ESOP W1 warrants, and taking any action as necessary and relevant for the successful issuance and offering of newly issued ordinary shares for the exercise of the JMT-W2, JMT-W3 and JMT-ESOP W1 warrants, including appointing and assigning other appropriate persons to perform the above actions. Such action must be in accordance with the relevant laws and regulations.

#### **Board's Opinion**

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of not exceeding 116,274 newly issued ordinary shares with a par value of 0.50 Baht for the exercise of rights from the adjustment of rights of the JMT-W2, JMT-W3 and JMT-ESOP W1 warrants, and the delegation of power as proposed above.

#### **Resolution**

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

#### **Agenda 7. To consider other matters (if any)**

We would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2021 via electronic media (E-EGM) on the above-mentioned date and time. The Company will open registration for the meeting via electronic media (E-EGM) from 21 October 2021 to 29 October 2021.

For any shareholder who wishes to grant a proxy to another person to attend the meeting and vote on his/her behalf, please fill in all the details in only one of the proxy forms in Enclosure 8 with



stamp duty of 20 Baht affixed, and submit and/or present documents or evidence proving the identity of the shareholder or shareholder representative entitled to attend the meeting as specified in Enclosure 9.

Yours faithfully



(Mr. Adisak Sukumvitaya)

Chairman of the Board