

## Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 JMT Network Services Public Company Limited

The Extraordinary General Meeting of Shareholders No. 1/2021 was convened on Monday 1 November, 2021 at 10.00 a.m., broadcasted live from the office at 189, JMART Building B, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok 10240.

In today's meeting, directors were attending the meeting both from the live broadcast location and via electronic media, a total of 6 people out of the total seven directors, representing 86% of the total number of directors, as follows:

### 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-	Director/Chief Executive Officer
	aporn	
5.	Mr. Khanchit Kawachat	Audit Committee/Independent Director
6.	Mr.Somsak Nontakanok	Independent Director/Audit Committee

#### Director absent the meeting was listed as follows:

1. Mr. Rengchai Ingkhaphakorn Chairman of the Audit Committee/Audit Committee

#### Executive present at the meeting was listed as follows:

1. Mr. Wongsakorn Kittitrakulkarn Chief Financial Officer/ Company Secretary

### **Other Attendees:**

1.	Mrs. Ratchada Klewpatinond	Financial Advisor from KGI Securities (Thailand) PCL
2.	Mr. Chayaporn Euakowitchai	Financial Advisor from KGI Securities (Thailand) PCL
3.	Ms. Chonnikarn Aranyarat	Financial Advisor from KGI Securities (Thailand) PCL
4.	Ms. Saowaluck Chonglerttham	Financial Advisor from KGI Securities (Thailand) PCL



- 5. Ms. Thananan Sungnuan
- 6. Ms. Nathathai Israngura Na Ayudhya

Legal advisor from Baker & McKenzie Limited Legal advisor from Baker & McKenzie Limited

- 7. Mr. Kittichai Samranbamrung Le
- 8. Mr. Somchai Chinraksa

Legal advisor from Baker & McKenzie Limited Legal advisor from Thep Company Limited

Mr. Somchai Chinraksa, the legal advisor 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.

Ms. Umassaya Charoenchai, a Rights Protection Volunteer, was a proxy from the Thai Investors Association.

## **Meeting Preliminaries**

The moderator, introduced the Board of Directors and attendees to the meeting and then declared that the Extraordinary General Meeting of Shareholders No. 1/2021 today. The Company had followed the instructions and measures of government agencies to reduce the spread of the coronavirus disease 2019 or COVID-19. Therefore, the meeting format had been changed to include meetings via electronic media or E-EGM with notification through various channels to have a pre-registration to attend the meeting.

The moderator informed the meeting that;

- 1. Voting at today's online meeting, shareholders or proxies shall have one share per one vote.
- 2. Procedures and practices for voting and vote-counting in each agenda were as follows:
  - The meeting would be conducted based on the agenda items listed in the meeting notice. When the proposal of each agenda item was completed, the meeting attendees would have an opportunity to ask questions.
  - 2) Shareholders attended the meeting via Application Zoom Meeting by logging in through the Username and Password that the Company had sent via your e-mail to watch the shareholders' meeting and consider the details of each agenda. In addition, those who have questions could send questions via the Zoom meeting system via Chat during the session.
  - 3) Then, the attendees eligible for voting could vote through the Block chain AGM system by pressing the Pin to vote in each agenda after the Chairman called for voting.



- 4) There were three types of voting; Agree, Disagree and Abstain. If any shareholder disagrees or abstains from voting, press the Disagree or Abstain button. In case any shareholder agrees, press Agree. The votes would be included in the vote processing system. If you did not press any voting, the Company would assume that you agreed on each agenda and would announce the voting results in that agenda before considering the next one.
- 3. Resolution of the Meeting would be as follows:
  - Agenda 2 was an acknowledgment agenda. Therefore, no resolution was required.
  - Agenda 1 and Agenda 6.3 required a majority vote of the shareholders attending the meeting and casting their votes.
  - Agenda 3 and Agenda 4 required a vote of not less than three-fourths of shareholders attending the meeting and eligible to cast their votes.
  - Agenda 5, Agenda 6.1-6.2 were related matters and mutual conditions with Agenda 6.1 and 6.2. Therefore, if the Extraordinary General Meeting of Shareholders No. 1/2021 did not approve any agenda, there would be no consideration of the ones related to each other and mutually conditional with the unapproved agenda. Accordingly, it also would be deemed that the agenda associated with each other and was a mutual condition that had already been approved shall be canceled. However, these agendas required a majority vote of the shareholders attending the meeting and eligible to cast their votes.

If shareholders wished to ask questions by typing a message, they could do the following:

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

In case the shareholders wished to ask questions by discussion, they could do as follows:

- 1. Go to the Reactions menu at the top.
- 2. Press the "Raise Hand" button.
- 3. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You had to press Unmute and turn on the mic on your device. If shareholders could not speak through the mic (within 1 minute), please type questions



via Chat instead so that the moderator would read the questions to the meeting on your behalf.

- 4. Questioning, whether typing a message or through conversation, the attendees, please informed their names and surnames every time for the benefit of taking complete and accurate minutes of the meeting.
- 5. The Company allowed the attendees to submit questions in each agenda. If no attendees asked questions within 2 minutes, the Company would proceed with the meeting. If shareholders had additional questions, they could type in via Chat. The staff would read your questions afterward.
- 6. When the inquiry was complete, press the "Lower Hand" button.

If an opinion or question were not relevant to the agenda, the Chairman of the meeting would ask to propose or ask again during the consideration of that agenda or agenda 7, which was the agenda to consider other matters.

For transparency in the vote counting, the Company invited Ms. Umassaya Charoenchai to monitor and observe vote-counting in the shareholders' meeting.

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, thanked all shareholders for attending the Extraordinary General Meeting of Shareholders No. 1/2021 of JMT Network Services Public Company Limited on 1 November 2021via electronic media (register online). It was at 10.14 a.m., 51 shareholders attended the meeting in person, counting 10,890,892 shares, representing 0.98% of the total number of issued shares. 852 proxies were attending the meeting, holding 782,407,765 shares, representing 70.09% of the total number of issued shares. In total, 903 shareholders and proxies were attending the meeting, counting 793,298,657 shares, equivalent to 71.07% of the total number of issued shares as of the date of determining the lists of shareholders who had the right to attend the Extraordinary General Meeting of Shareholders No.1/2021(Record Date) (on 10 September 2021) amounting to 1,116,219,308 shares, thereby constituting a quorum according to the Company's Articles of Association. The Chairman then declared the meeting open.



## Agenda 1. To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders

The Chairman asked the meeting to consider and certify the minutes of the 2021 Annual General Meeting of Shareholders, which was held on 9 April 2021. The details of which were as shown in Enclosure No. 2. The Board deemed that the minutes were recorded correctly and submitted to the Stock Exchange of Thailand (SET) and the Ministry of Commerce within the period prescribed by law as well as published on the Company's website. Therefore, the Board deemed it appropriate to propose to the meeting to certify the said minute.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

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

In case the shareholders wished to ask questions by discussion, they could do as follows:

- 1. Go to the Reactions menu at the top and press the Raise Hand button.
- 2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by the majority votes of the total shares of shareholders present at the meeting and eligible to cast their votes.

The moderator informed the meeting that prior to Agenda 1; shareholders had to verify their identity again before voting.

For voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.



Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**<u>Resolution</u>** The meeting considered and approved to certify the Minutes of the 2021 Annual General Meeting of Shareholders, held on 9 April 2021, with the following votes:

Resolution	Number of votes	Percentage of the number of shares attending the meeting and eligible to cast votes
Approved	791,525,069	99.9999
Disapproved	-	-
Abstained	1,001	0.0001
Total	791,526,070	100.0000

### Agenda 2. To consider and acknowledge the interim dividend payment

The Chairman assigned Mr. Sutthirak Traichira-aporn, to report the interim dividend payment to the meeting.

According to the resolution of the Board of Directors Meeting No. 4/2021, considering the interim dividend payment for net profit after tax for the period 1 January – 30 June 2021, announcing interim dividend payment from the Company's yield at the rate of 0.40 baht per share, equivalent to dividend paid in the amount of 439,366,251 baht. Accordingly, the cash dividend was delivered from the net profit from the first half of 2021.

The said dividend payment rate was the same rate notified to the shareholders through the SET's information reporting system. Paying dividends at 0.40 baht per share represented a dividend of 439,366,251 baht. However, the date for determining the list of shareholders entitled to receive the dividends (Record Date) was 24 August 2021, and was not eligible to receive dividends (XD) on 23 August 2021. Therefore, the dividend payment date was on 6 September 2021, which the Company had already paid the said dividends.

Therefore, the Board of Directors deemed it appropriate to propose to the meeting to consider and acknowledge the said interim dividend payment.

Thus, the Meeting was required to acknowledge.

The Chairman requested shareholders to impose questions.



The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

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

In case the shareholders wished to ask questions by discussion, they could do as follows:

- 1. Go to the Reactions menu at the top and press the Raise Hand button.
- 2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

The Chairman informed the meeting that Agenda 2 was an acknowledgment agenda. Therefore, if there were no questions, please proceed to Agenda 3.

## Agenda 3. To consider and approve the reduction of the Company's registered capital and amendment to Clause 4 of the Company's Memorandum of Association to comply with the registered capital reduction

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

Mr. Panya Chutisiriwong presented to the meeting that according to the Public Limited Companies Act, B.E. 2535 (and its amendments), Section 136 stipulates that "a company may increase its registered capital by issuing new shares when all shares have been sold and fully paid up or, in the case where shares have not fully been sold, the remaining shares must be ones issued to support the exercise of the warrants to purchase shares." Therefore, the Company had to write off the registered ordinary shares that had not been sold and not intended to support the exercise of the warrants to purchase before issuing such capital increase shares. Due to the Company planning to increase its registered capital, the Company had to reduce the registered capital first.

The Company currently had a registered capital of 787,150,286.00 shares, divided into ordinary shares 1,574,300,572 with a par value of 0.50 baht per share. In this regard, the Company had a total of 356,737,212 unissued registered ordinary shares with a par value of 0.50 baht per share, divided into (1) the remaining shares after being allocated to support the exercise of warrants to purchase newly ordinary shares of the Company No. 2 (JMT-W2) amounting 248 shares with a par



value of 0.50 baht per share (2) the remaining shares after the allotment to support the exercise of the warrants to purchase the Company's ordinary shares offering to directors, executives, and employees of the Company and/or its subsidiaries No. 1 (JMT-ESOPW1) amounting to 133,500 shares with a par value of 0.50 baht per share (3) shares that support the issuance offering to the PP under General Mandate, which had matured, amounting to 356,603,464 shares, with a par value of 0.50 baht per share of the Company No. 2 (JMT-W2), amounting to 222,518 shares, with a par value of 0.50 baht per share (2) support for the exercise of warrants to purchase newly issued ordinary shares of the Company No. 3 (JMT-W3), amounting to 88,342,029 shares, with a par value of 0.50 baht per share (3) support the exercise of warrants to purchase newly issued ordinary shares of the Company No. 3 (JMT-W3), amounting to 88,342,029 shares, with a par value of 0.50 baht per share (3) support the exercise of warrants to purchase newly issued ordinary shares of the Company No. 3 (JMT-W3), amounting to 88,342,029 shares, with a par value of 0.50 baht per share (3) support the exercise of warrants to purchase newly issued ordinary shares of the Company No. 1 (JMT-ESOPW1), amounting to 2,652,558 shares with a par value of 0.50 baht per share.

The Company had to reduce the Company's registered capital by 178,368,606.00 baht from the original registered capital of 787,150,286.00 baht as registered capital 608,781,680.00 baht by canceling 356,737,212 unissued registered ordinary shares with a par value of 0.50 baht per share and amending the Company's Memorandum of Association Clause 4 Re: Registered Capital to be consistent with the registered capital reduction as follows:

"Clause	Registered	608,781,680.00 Baht	(six hundred eight million seven
4.	Capital of		hundred and eighty one thousand siv
			hundred and eighty baht)
	Divided into	1,217,563,360 shares	(one thousand two hundred and
			seventeen million five hundred
			sixty three thousand three hundred
			and sixty shares)
	At the par	0.50 Baht	(fifty satang)
	value of		
	Categorized into		
	Ordinary	1,217,563,360 shares	(one thousand two hundred and
	shares		seventeen million five hundred
			sixty three thousand three hundred



and sixty shares) - shares (-shares)"

Preference shares

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to sign applications or in any documents related to the registration of amendments to the Company's Memorandum of Association and applying for registration of amendments to the Company's Memorandum of Association with Department of Business Development Ministry of Commerce, making amendments or changes to applications or text of such documents related to the registration of amendments to the Company's Memorandum of Association that had to be filed with the Department of Business Development Ministry of Commerce and having the power to take any action as necessary and in connection with such action as deemed appropriate and to comply with the law regulations and interpretation of relevant government agencies, including following the advice or order of the registrar or officer.

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the reduction of the Company's registered capital in the amount of 178,368,606.00 baht from the original registered capital 787,150,286.00 baht as registered capital 608,781,680.00 baht by canceling 356,737,212 unissued registered ordinary shares with a par value of 0.50 baht per share and the amendment to the Company's Memorandum of Association Clause 4 Re: Registered Capital to be consistent with the registered capital reduction and the delegation of powers as proposed above.

The Chairman requested shareholders to impose questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

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

In case the shareholders wished to ask questions by discussion, they could do as follows:

- 1. Go to the Reactions menu at the top and press the Raise Hand button.
- 2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.



If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by a vote of not less than threefourths of the total shares of all shareholders present at the meeting and eligible to cast votes.

The moderator informed the meeting that for voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.

Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**Resolution** The meeting considered and approved the reduction of the Company's registered capital in the amount of 178,368,606.00 baht from the original registered capital 787,150,286.00 baht as registered capital 608,781,680.00 baht by canceling 356,737,212 unissued registered ordinary shares with a par value of 0.50 baht per share and the amendment to the Company's Memorandum of Association Clause 4 Re: Registered Capital to be consistent with the registered capital reduction as details proposed in all respect, with the following votes:

Resolution	Number of votes	Percentage of the number of
		shares attending the meeting and
		eligible to cast votes
Approved	791,320,322	100.0000
Disapproved	-	-
Abstained	-	-
Total	791,320,322	100.0000



## Agenda 4. To consider and approve the increase of registered capital and amendments to Clause 4 of the Company's Memorandum of Association to comply with the registered capital increase

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

Mr. Panya Chutisiriwong presented to the meeting that because the Company intended to issue new ordinary shares to (1) offer to the existing shareholders in proportion to their shareholdings (Rights Offering) (2) support the exercise of the warrants to purchase the Company's newly issued ordinary shares No. 4 (JMT-W4) allocated to the existing shareholders of the Company who subscribed and received the allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings and (3) support the exercise of warrants under the JMT-W2, JMT-W3 and JMT-ESOP W1 that had been adjusted by the price and exercise ratio adjustments.

Therefore, the Company had to increase its registered capital by 155,790,065.00 baht from the original registered capital of 608,781,680.00 baht as a newly registered capital of 764,571,745.00 baht by issuing 311,580,130 newly ordinary shares with a par value of 0.50 baht per share and the amendment to the Company's Memorandum of Association Clause 4 Re: Registered Capital to be consistent with the increase in the registered capital of the Company as follows:

"Clause	Registered	764,571,745.00 Baht	(seven hundred sixty-four million
4.	Capital of		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 the par	0.50 Baht	(fifty satang)
	value of		
	Categorized into		
	Ordinary	1,529,143,490 shares	(one thousand five hundred
	shares		twenty-nine million one hundred
			forty-three thousand four hundred
			ninety shares)



- shares (-shares)"

However, Agenda 5 and 6 were related to Agenda 4. Therefore, if Agenda 4 was not approved by the Extraordinary General Meeting of Shareholders No. 1/2021, Agenda 5 and 6 would not be considered.

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to sign applications or in any documents related to the registration of amendments to the Company's Memorandum of Association and applying for registration of amendments to the Company's Memorandum of Association with Department of Business Development Ministry of Commerce, making amendments or changes to applications or text of such documents related to the registration of amendments to the Company's Memorandum of Association that had to be filed with the Department of Business Development Ministry of Commerce and having the power to take any action as necessary and in connection with such action as deemed appropriate and to comply with the law regulations and interpretation of relevant government agencies, including following the advice or order of the registrar or officer.

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the increase of the Company's registered capital by 155,790,065.00 baht from the original registered capital of 608,781,680.00 baht as a newly registered capital of 764,571,745.00 baht by issuing 311,580,130 newly ordinary shares with a par value of 0.50 baht per share and the amendment to the Company's Memorandum of Association Clause 4 Re: Registered Capital to be consistent with the increase in the registered capital of the Company and the delegation of powers as proposed above.

In addition, in the case where the Company offered and allocated all newly issued ordinary shares to the existing shareholders in proportion to their shareholdings (Rights Offering) and JMT-W4 warrants had been fully exercised to purchase ordinary shares. As a result, the Company would be able to raise funds in the amount of approximately 16,345 million baht, divided into (1) proceeds from the offering of newly-issued ordinary shares to the existing shareholders in the amount of approximately 10,000 million baht (2) proceeds from the offering of shares of JMT-W4 warrants in the amount of approximately 6,345 million baht. The Company planned to use the proceeds from this



capital increase as investments in its existing business, i.e., purchasing and managing distressed debts, as working capital and used to repay the Company's debts.

The Chairman requested shareholders to impose questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

1. Go to the Chat menu in the Zoom program to type a message.

2. Press the Enter key to send the message to the system.

In case the shareholders wished to ask questions by discussion, they could do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.

2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Mr. Thongthod Phaenglad, a shareholder, asked about the capital increase purpose.

Mr. Panya Chutisiriwong, Chief Investor Relations Officer, answered that the objectives of this capital increase were for the operation of the Company, which had two parts, i.e., buying debt and returning debt to debentures and financial institutions. In this regard, Mr. Sutthirak Traichiraaporn, Chief Executive Officer, would brief the plan to buy debt.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, further informed that JMT had used its budget to buy more debt accordingly in the past two years. Last year we spent more than three billion investments. As for half a year that has passed, we had used about three billion, almost the same as last year for the whole year. Therefore, this year we forecasted the highest investment. The management also assessed the situation after the Bank of Thailand's measures should have eased measures soon. The earliest preliminary would be at the end of the year. If there were no further expansion, it would probably be around March of next year. It meant that there would be more NPL next year. The indicator was that in the period from last year to this year, the amount of NPL emerged was 2.9%, or about 150 billion. However, the special mention in stage 2 according to the new accounting standard was about three hundred thousand million. Therefore, we predicted that there would be a lot of NPL coming out from next year onwards, almost two years. Thus, we needed to prepare for funding in order to have enough funds to auction these NPLs back in the next two years.

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Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by a vote of not less than threefourths of the total shares of all shareholders present at the meeting and eligible to cast votes.

The moderator informed the meeting that for voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.

Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**Resolution** The meeting considered and approved to the increase of the Company's registered capital by 155,790,065.00 baht from the original registered capital of 608,781,680.00 baht as a newly registered capital of 764,571,745.00 baht by issuing 311,580,130 newly ordinary shares with a par value of 0.50 baht per share and the amendment to the Company's Memorandum of Association Clause 4 Re: Registered Capital to be consistent with the increase in the registered capital of the Company as details proposed in all respect, with the following votes:

Resolution	Number of votes	Percentage of the number of shares attending the meeting and eligible to cast votes
Approved	791,657,297	99.9591
Disapproved	324,100	0.0409
Abstained	1	0.0000
Total	791,981,398	100.0000



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

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

Mr. Panya Chutisiriwong proposed that due to the Company's registered capital increase plan in Agenda 4 above. The Company, therefore, intended to issue and offer warrants to purchase newly issued ordinary shares of Company No. 4 (JMT-W4) in the amount of not exceeding 70,500,000 units as free warrants (offering price per unit equaled 0 baht). Accordingly, the exercise price was 90 baht per share to be allocated to the existing shareholders, subscribed and received the allocation of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Rights Offering). Thus, in the newly issued ordinary shares ratio, such investors had subscribed and allocated 3.418 ordinary shares per 1 unit of JMT-W4 warrant. Suppose there were a fraction of the warrants remaining from the calculation according to the allocation ratio, the fractions were round off. The exercise ratio was equal to 1 unit per 1 ordinary share. The JMT-W4 warrants were valid for three years. The exercise price was equivalent to 90 baht per share (except in the case where the exercise ratio was adjusted according to the rights adjustment conditions specified in the terms and conditions of the issuer's rights and obligations JMT-W4). The essential details of the JMT-W4 warrant were shown in Enclosure No. 5.

However, Agenda 5 was a related matter and a mutual condition with Agenda 6.1 and 6.2. Therefore, if the Extraordinary General Meeting of Shareholders No. 1/2021 did not approve any agenda, there would be no consideration of the one related to each other and mutually conditional with the unapproved agenda. Accordingly, it also would be deemed that the agenda associated with each other and was a mutual condition that had already been approved shall be canceled.

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to determine details related to the issuance and offering the warrants, including but not limited to the issuance date of the warrants, the first exercise date, and the last exercise date as well as the exercise of conversion rights to purchase ordinary shares. It also included the conditions and related details word correction or the text in the minutes of the shareholders' meeting, memorandum and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of an increase in the registered capital of the Company to the Department of Business Development Ministry of Commerce, signing documents for permission and necessary evidence related to the issuance of warrants. Besides, it comprised contacting and submitting an application for



permission, such documents, and evidence to government agencies or agencies involved in the issuance of warrants and any action as necessary and appropriate in connection with the issuance and offering of warrants at this time. Any action had to be made following applicable laws and regulations.

The Board of Directors deemed it 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 as free warrants (offering price per unit equaled 0 baht). The exercise price was 90 baht per share to be allocated to the Company's existing shareholders who subscribed and received the allotment of the newly issued ordinary shares issued and offered to the shareholders and the delegation of powers as proposed above.

The Chairman requested shareholders to impose questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

1. Go to the Chat menu in the Zoom program to type a message.

2. Press the Enter key to send the message to the system.

In case the shareholders wished to ask questions by discussion, they could do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.

2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Mr. Alongkorn Ruenrom, a shareholder, asked if the exercise price of JMT-W4 was 90 baht per share, what was the pricing guideline and assessed from what.

Mr. Panya Chutisiriwong, Chief Investor Relations Office, answered that assessed from the future growth direction based on the 3-year age of JMT-W4 in terms of earnings per share growth potential.

Mr. Adisak Sukhumvitya, Chairman of the Board, further replied that JMT had consistently exceeded its operating results regardless of the conditions. In addition, in the next three years, the Bank of Thailand tried to ease various measures causing more debt to enter the system. Therefore, we anticipated that we would need to accumulate resources to cover this rare opportunity in the next three years. Accordingly, I thought this pricing was appropriate.



Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by the majority votes of the total shares of shareholders present at the meeting and cast votes.

The moderator informed the meeting that for voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.

Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**Resolution** The meeting considered and approved 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 as free warrants (offering price per unit equaled 0 baht). The exercise price was 90 baht per share to be allocated to the Company's existing shareholders who subscribed and received the allotment of the newly issued ordinary shares issued and offered to to the shareholders in proportion to their shareholdings (Rights Offering) as details proposed in all respect, with the following votes:

Resolution	Number of votes	Percentage of the number of shares attending the meeting and eligible to cast votes
Approved	789,330,139	99.7680
Disapproved	1,835,900	0.2320
Abstained	-	-
Total	791,166,039	100.0000



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

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

Mr. Panya Chutisiriwong proposed that due to the Company's registered capital increase plan in Agenda 4 above and according to the resolution of the Board of Directors Meeting No. 5/2021 on Thursday 26 August 2021 and the resolution of the Board of Directors' Meeting No. 6/2021 on Monday 4 October 2021. Accordingly, the Company intended to allocate the number of newly issued ordinary shares not exceeding 311,580,130 shares with a par value of 0.50 baht per share, details as follows:

## Agenda 6.1 To consider and approve the allocation of newly issued ordinary shares offering to the existing shareholders of the Company in proportion to their shareholdings (Rights Offering)

Mr. Panya Chutisiriwong proposed to the meeting that the Company would 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 share allotment ratio of 4.674 existing ordinary shares to 1 newly issued ordinary share by fixing the offering price at 41.50 baht per share. The allocation as mentioned above ratio was determined by the Board of Directors Meeting No. 6/2021 on 4 October 2021 after acknowledging the result of the conversion of warrants to purchase the Company's ordinary shares 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 offering to directors executives and employees of the Company and/or its subsidiaries (JMT-ESOP W1).

In the allocation of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding in this time if there was a fraction of the share resulting from the calculation. Such a fraction was rounded off. In this regard, the shareholders might oversubscribe for the newly issued ordinary shares. The existing shareholders who oversubscribed would be allocated oversubscribed shares only when there were remaining shares from the allotment to the existing shareholders who had fully subscribed according to their rights only then.

In the allocation of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding this time, ordinary shares remained from the allocation to the



existing shareholders in proportion to their shareholding in the first round. Accordingly, the Company would allocate the remaining newly issued ordinary shares to the existing shareholders who oversubscribed in proportion to their current shareholding at the same price as the shares allocated according to the rights as follows:

(A) If the remaining shares from the allocation to the Company's existing shareholders in proportion to their shareholdings in the first round were greater than or equaled to the number of shares oversubscribed by the existing shareholders, the Company would allocate the remaining shares to the oversubscribing persons and paid all the subscription fees according to the amount indicating their intention to oversubscribe.

(B) If the remaining shares from the allocation to the Company's existing shareholders in proportion to their shareholdings in the first round were less than the number of shares oversubscribed by the existing shareholders, the Company would allocate the remaining shares to the oversubscribing persons according to the following steps:

1) It was allocated according to the existing shareholding proportion of each subscriber exceeding the right by multiplying the current shareholding proportion of each oversubscribed person by the number of remaining shares. It would be the number of shares that those subscribers had the right to be allocated. In the case of fractions of shares, such fractions shall be rounded down. However, the number of shares to be allocated would not exceed the number of shares each shareholder subscribed to and already paid.

2) Suppose there were remaining shares after the allocation under Clause 1). In that case, it would be allocated to oversubscribed individuals who had not been allocated in full according to the number of shares subscribed by multiplying the current shareholding proportion of each oversubscribed person by the number of remaining shares. It would be the number of shares that those subscribers had the right to be allocated. In the case of fractions of shares, such fractions shall be rounded down. However, the number of shares to be allocated would not exceed the number of shares each shareholder subscribed to and already paid. In this regard, the allocation of shares to the oversubscribing persons would be carried out following the method under Clause 2) until no remaining shares from the allocation or could not be allocated anymore due to it being a fraction of a share.

In addition, if there were still ordinary shares remaining from the allocation to the Company's existing shareholders in proportion to their shareholding and the allocation to the shareholders who oversubscribe (Oversubscription). The Company had to reduce the Company's



registered capital by cutting off the remaining shares from the offering. However, the Company had to seek approval in such a matter from the shareholders' meeting.

In the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholdings (Rights Offering) as mentioned above, the Board of Directors had the right to use its discretion to consider not offering or allocating such newly issued ordinary shares to any person or subscriber as the Company deemed appropriate. If the offering or allocation of such newly issued ordinary shares caused or it might result;

(A) It was contrary to any law, rule, or regulation of Thailand or abroad and/or the Articles of Association of the Company; or

(B) The Company had any obligations or duties to perform or to take any additional action beyond reasonable obligations under the laws or regulations relating to the issuance and offering of securities under Thai law; or

(C) The Company had incurred additional expenses and/or unreasonable risks in various aspects compared to the benefits that the Company would receive if the offering and allocation of the newly issued ordinary shares were made, including related actions; or

(D)It was not under the Company's rules, procedures, or conditions to offer or allocate such newly issued ordinary shares.

In this regard, the components used by the Company to consider not to offer or not allocate such newly issued ordinary shares including but not limited to additional obligations of the Company under foreign law or the obligation to investigate legal matters and/or the performance of duties under foreign law of the Company, increased costs of the Company in auditing, seeking advice under foreign laws and the implementation of responsibilities under foreign laws and/or risks of the Company in various fields compared to the benefits that the Company would receive if there were an offering and the allocation of shares to the subscriber or related group. In addition, the Company might offer or allocate the newly issued ordinary shares to a specific person or subscriber who was entitled to receive the allocation of shares under international guidelines or exemptions that existed under foreign law that was in force and could be implemented at that time.

Besides, the Company had the right not to offer and not allocate the Company's newly issued ordinary shares to, including refusing to subscribe for the newly issued ordinary shares of the Company by the Company's shareholders who had a delivery address outside Thailand. The Company also had the right to use its discretion to change the relevant details as appropriate concerning the elements used in the consideration mentioned above, including but not limited to the



determination of a list of unrestricted countries and/or a list of restricted countries to make the offering newly issued ordinary shares successful. In addition, the Company might inform additional terms and/or conditions for the offering and allocating such newly issued ordinary shares (if any).

The Company fixed that 8 November 2021 was the date to determine the lists of eligible shareholders to be allocated and offered the newly issued ordinary shares in proportion to their shareholdings and be allotted JMT-W4 warrants (Record Date). In this regard, the Board of Directors might consider changing the date to determine the lists of shareholders entitled to be allocated and offered of newly issued ordinary shares in proportion to their shareholdings and allotted JMT-W4 warrants (Record Date) mentioned above. According to various cases as the Board of Directors deemed appropriate. If there were a change, the Company would inform further.

The Company set the subscription date for newly issued ordinary shares from 14-20 December 2021.

However, the determination of the date to determine the lists of shareholders entitled to be allocated and offered the newly issued ordinary shares in proportion to their shareholdings and allotted of JMT-W4 warrants (Record Date), including the subscription date, was uncertain until approval from the shareholders' meeting.

However, Agenda 6.1 was a related matter and a mutual condition with Agenda 5 and 6.2. Therefore, if the Extraordinary General Meeting of Shareholders No. 1/2021 did not approve any agenda, there would be no consideration of the one related to each other and mutually conditional with the unapproved agenda. Accordingly, it also would be deemed that the agenda associated with each other and was a mutual condition that had already been approved shall be canceled.

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to determine details and/or amendment other information necessary and relevant to the issuance and offering of newly issued ordinary shares to be allocated to the existing shareholders in proportion to their shareholdings (Rights Offering) in all respects, including but not limited to determination and amendment of the date for determining the lists of shareholders entitled to the allotment and offering of newly issued ordinary shares in proportion to shareholdings (Record Date), determination and amendment of the subscription date, and offering date of newly issued ordinary shares, including conditions and related details word correction or text in a document, minutes of the shareholders' meeting, memorandum and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the Company to the



Department of Business Development Ministry of Commerce, signing of various application documents and necessary evidence relating to the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholdings (Rights Offering) all mentioned above. It included contacting and submitting an application for permission, such documents, and evidence to government agencies or agencies related to the issuance and offering of the Company's newly-issued ordinary shares to the existing shareholders in proportion to their shareholding (Rights Offering) and took any necessary and relevant actions for the issuance and offering of newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholdings (Rights Offering) all of the above had been successful, including appointing and assigning other suitable persons to be sub-appointed to perform the above actions. However, any action had to be made under relevant laws and regulations.

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of newly issued ordinary shares in the amount of not more than 240,963,856 shares with a par value of 0.50 baht per share to the existing shareholders of the Company in proportion to their shareholdings (Rights Offering) at a share allotment ratio of 4.674 existing ordinary shares to 1 newly issued ordinary share by fixing the offering price of the newly issued ordinary shares at 41.50 baht per share and the delegation of powers as proposed above.

The Chairman requested shareholders to impose questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

1. Go to the Chat menu in the Zoom program to type a message.

2. Press the Enter key to send the message to the system.

In case the shareholders wished to ask questions by discussion, they could do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.

2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Ms. Umassaya Charoenchai, a Rights Protection Volunteer from the Thai Investors Association, asked that in determining the price of the offering of newly issued ordinary shares to the existing shareholders at the price of 41.50 baht per share, what the considerations were. The



information found that companies in the same group would have the meeting today (afternoon) with different proposals. Therefore, what are the different approaches/policies in the offering?

Mr. Panya Chutisiriwong, Chief Investor Relations Office, answered that the price was determined using the average price of the past 15 days and reduced by not exceeding 10% before the date of the Board's resolution, which was discounted from the market price. Currently, the price of JMT was above that price. Therefore, the proposed price of 41.50 baht was beneficial to all shareholders.

Ms. Oranuch Wongpiriyapong, a shareholder, asked if this capital increase was allocated JMT-W4 as well.

Mr. Panya Chutisiriwong, Chief Investor Relations Office, answered that shareholders who had the right to subscribe for newly issued ordinary shares and exercised their rights would be entitled to JMT-W4.

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by the majority votes of the total shares of shareholders present at the meeting and cast votes.

However, Agenda 6.1 was a related matter and a mutual condition with Agenda 5 and 6.2. Therefore, if the Extraordinary General Meeting of Shareholders No. 1/2021 did not approve any agenda, there would be no consideration of the one related to each other and mutually conditional with the unapproved agenda. Accordingly, it also would be deemed that the agenda associated with each other and was a mutual condition that had already been approved shall be canceled.

The moderator informed the meeting that for voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.

Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**<u>Resolution</u>** The meeting considered and approved the allocation of newly issued ordinary shares in the amount of not more than 240,963,856 shares with a par value of 0.50 baht per



share to the existing shareholders of the Company in proportion to their shareholdings (Rights Offering) at a share allotment ratio of 4.674 existing ordinary shares to 1 newly issued ordinary share by fixing the offering price of the newly issued ordinary shares at 41.50 baht per share as details proposed in all respect, with the following votes:

Resolution	Number of votes	Percentage of the number of shares attending the meeting and eligible to cast votes
Approved	790,835,938	99.9588
Disapproved	324,100	0.0410
Abstained	2,000	0.0003
Total	791,162,038	100.0000

# Agenda 6.2 To consider and approve the allocation of newly issued ordinary shares to support the exercise of the JMT-W4 allocated to the shareholders of the Company who subscribe and receive the allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings (Rights Offering)

Mr. Panya Chutisiriwong proposed to the meeting that the Company would allocate not exceeding 70,500,000 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of the JMT-W4 warrants given to the Company's shareholders who subscribed and be allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings (Rights Offering) in the ratio which such investors subscribed and be allocated 3.418 ordinary shares per 1 unit of JMT-W4 warrant.

However, Agenda 6.2 was a related matter and a mutual condition with Agenda 5 and 6.1. Therefore, if the Extraordinary General Meeting of Shareholders No. 1/2021 did not approve any agenda, there would be no consideration of the one related to each other and mutually conditional with the unapproved agenda. Accordingly, it also would be deemed that the agenda associated with each other and was a mutual condition that had already been approved shall be canceled.

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to determine details and/or amendment other information necessary and relevant to the issuance and



offering of newly issued ordinary shares to support the exercise of the JMT-W4 allocated to the shareholders of the Company who subscribe and receive the allotment of the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings (Rights Offering) in all respects, including but not limited to determination and amendment of relevant information, word correction or text in a document, minutes of the shareholders' meeting, memorandum and/or any requests and/or any actions to comply with the order of the registrar in filing the registration of the increase of registered capital of the Company to the Department of Business Development Ministry of Commerce, signing of various application documents and necessary evidence relating to the issuance and offering of newly issued ordinary shares of the Company to support the exercise of the JMT-W4 as mentioned above. It also included contacting and submitting an application for permission, such documents, and evidence to government agencies or agencies related to the issuance and offering of the Company's newly issued ordinary shares to support the exercise of the JMT-W4 and took any necessary and relevant actions for the issuance and offering of newly issued ordinary shares of the Company to support the exercise of the JMT-W4 all of the above had been successful, including appointing and assigning other suitable persons to be sub-appointed to perform the above actions. However, any action had to be made under applicable laws and regulations.

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of not more than 70,500,000 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of JMT- W4 allocated to the shareholders who subscribed and allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings (Rights Offering) in the ratio of newly issued ordinary shares which such investors subscribed and allocated 3.418 ordinary shares per 1 unit of JMT-W4 and the delegation of powers as proposed above.

The Chairman requested shareholders to impose questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

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

In case the shareholders wished to ask questions by discussion, they could do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.



2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by the majority votes of the total shares of shareholders present at the meeting and eligible to cast votes. However, Agenda 6.2 was a related matter and a mutual condition with Agenda 5 and 6.1. Therefore, if the Extraordinary General Meeting of Shareholders No. 1/2021 did not approve any agenda, there would be no consideration of the one related to each other and mutually conditional with the unapproved agenda. Accordingly, it also would be deemed that the agenda associated with each other and was a mutual condition that had already been approved shall be canceled.

The moderator informed the meeting that for voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.

Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**Resolution** The meeting considered and approved the allocation of not more than 70,500,000 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of JMT- W4 allocated to the shareholders who subscribed and allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholdings (Rights Offering) in the ratio of newly issued ordinary shares which such investors subscribed and allocated 3.418 ordinary shares per 1 unit of JMT-W4 as details proposed in all respect, with the following votes:



Resolution	Number of votes	Percentage of the number of shares attending the meeting and eligible to cast votes
Approved	789,123,924	99.7679
Disapproved	1,835,900	0.2321
Abstained	-	-
Total	790,959,824	100.0000

# Agenda 6.3 To consider and approve the allocation of newly issued ordinary shares to support the exercise of warrants under the JMT-W2, JMT-W3, and JMT-ESOP W1 following the terms and conditions due to the Company adjusting the warrants' rights

Mr. Panya Chutisiriwong proposed to the meeting that the Company would allocate not exceeding 116,274 newly-issued ordinary shares, divided into (1) not exceeding 22,742 shares with a par value of 0.50 baht per share to support the exercise of the warrants under the JMT-W2 following the terms on rights and duties of the issuer and holders of the Warrants to purchase new ordinary shares of the Company No.2 (2) not exceeding 90,824 shares with a par value of 0.50 baht per share to support the exercise of the warrants under the JMT-W3 following the terms on rights and duties of the warrants under the JMT-W3 following the terms on rights and duties of the issuer and holders of the warrants to purchase new ordinary shares of the Company No.3 and (3) not exceeding 2,708 shares, with a par value of 0.50 baht per share, to support the exercise of the warrants under the JMT-ESOP W1 following the terms on rights and duties of the issuer and holders of the company No.1 offering to directors, executives and employees of the Company adjusted the rights of warrants from the case that the Company paid dividends over the rate specified in the terms and conditions in order to preserve the interests of the warrant holders not to be inferior.

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to determine details and/or amendment other information necessary and relevant to the issuance and offering of newly issued ordinary shares of the Company to support the exercise of JMT-W2, JMT-W3, and JMT-ESOP W1 in all respects, including but not limited to determination and amendment of relevant information, word correction or text in a document, minutes of the shareholders' meeting, memorandum and/or any requests and/or any actions to comply with the order of the registrar in



filing the registration of the increase of registered capital of the Company to the Department of Business Development Ministry of Commerce, signing of various application documents and necessary evidence relating to the issuance and offering of newly issued ordinary shares of the Company to support the exercise of JMT-W2, JMT-W3, and JMT-ESOP W1 all of the above. It also included contacting and submitting an application for permission, such documents, and evidence to government agencies or agencies related to the issuance and offering of the Company's newly issued ordinary shares to support the exercise of JMT-W2, JMT-W3, and JMT-ESOP W1 and took any necessary and relevant actions for the issuance and offering of newly issued ordinary shares of the Company to support the exercise of the of JMT-W2, JMT-W3, and JMT-ESOP W1 all of the above had been successful, including appointing and assigning other suitable persons to be sub-appointed to perform the above actions. However, any action had to be made under applicable laws and regulations.

The Board of Directors deemed it 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 per share to support the exercise of right from the adjustment of warrants under the JMT-W2, JMT-W3, and JMT-ESOP W1 and the delegation of powers as proposed above.

The Chairman requested shareholders to impose questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

1. Go to the Chat menu in the Zoom program to type a message.

2. Press the Enter key to send the message to the system.

In case the shareholders wished to ask questions by discussion, they could do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.

2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. This agenda had to be approved by the majority votes of the total shares of shareholders present at the meeting and eligible to cast votes.



The moderator informed the meeting that for voting, the shareholders please press the pin to enter the voting system via the AGM Voting Application. If anyone disagrees or abstains, please press vote on the Disagree or Abstain button. For shareholders who agree, please press vote on the Agree button.

If the shareholder logged in to attend the meeting but did not vote on any agenda, the system would assume that the votes agreed with the meeting.

Voting time was now over. I wanted to close the voting on this agenda. When you finished voting, please come back to the Application Zoom Meeting to continue watching the video and audio of the meeting. The staff would collect all the votes from the voting system.

**<u>Resolution</u>** The meeting considered and approved the allocation of not exceeding 116,274 newly issued ordinary shares with a par value of 0.50 baht per share to support the exercise of right from the adjustment of warrants under the JMT-W2, JMT-W3, and JMT-ESOP W1 as details proposed in all respect, with the following votes:

Resolution	Number of votes	Percentage of the number of
		shares attending the meeting and
		eligible to cast votes
Approved	790,520,937	99.9988
Disapproved	8,500	0.0011
Abstained	600	0.0001
Total	790,530,037	100.0000

#### Agenda 7. To consider other matters

The Chairman informed the meeting that there was no agenda to consider other matters, and he asked the meeting whether there would be any further questions.

The moderator informed the meeting that if shareholders wished to ask questions by typing a message, they could do the following:

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

In case the shareholders wished to ask questions by discussion, they could do as follows:

1. Go to the Reactions menu at the top and press the Raise Hand button.



2. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device.

If shareholders could not speak through the mic (within 1 minute), please type questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.

Mr. Supeeranut Kaveewat, a shareholder, asked how the synergy with the BTS group progressed.

Mr. Adisak Sukhumvitya, Chairman of the Board, answered that we worked really hard to prepare to do synergy with BTS, which still could not inform much. However, we might have an opportunity to announce a joint synergy plan after the capital increase was complete, probably at the beginning of January, because the money would come in around mid-December.

Mr. Thongthod Phaenglad, a shareholder, asked if the impact of COVID-19 would cause some problems in the financial system of the NPL debtors who bought them. How did you view this issue? And what was the action plan to achieve the goals?

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, responded that it had been affected since last year. The affected customers were still the same main customers. The proportion of people affected was about ten percent, which we could take care of and support them. While unaffected customers still had the same ability to pay, so did not worry.

Mr. Thongthod Phaenglad, a shareholder, asked that according to Agenda 4, some of the capital increase's objective was to pay off the debentures. Therefore, I wanted to know how much the current debenture debt was.

Mr. Wongsakorn Kittitrakulkarn, Chief Financial Officer, replied that we currently had a stock limit of about 13 billion. We already spent nearly 6,600 million.

Ms. Umassaya Charoenchai, a Rights Protection Volunteer from the Thai Investors Association, asked that observed by the shareholders of the Company in the case of the registration system for the Extraordinary General Meeting of Shareholders this time, there were three issues, i.e., (1) it was quite complicated and linked to the Company membership application (2) verification was required at JMT branches, usually located in department stores. Amid the COVID-19 situation created concerns about risks (3), there was a specification of the device used to attend the meeting, which might not facilitate individual shareholders. In this regard, the Association asked the Company to record the questions and answers in the minutes of this meeting for general explanations to the shareholders as well.



Mr. Panya Chutisiriwong, Chief Investor Relations Officer, answered that the system we developed with our technology by J Ventures Co., Ltd. complied with e-Meeting standards and NDID system standards by using the highest level of standards for authentication and verification, which was the same level as the bank. The authentication level was AAL 2.3, and the verification identity level was AAL 2.2. Therefore, at this meeting, we considered the standards of the meeting as a priority. However, the Company accepted suggestions as we were the Company that did much technology in Blockchain. We promised that we would develop a simpler, better, and user-friendly system for more shareholders. Accordingly, we would like to offer our apologies here.

Since there was no shareholder imposed an additional question. The Chairman then asked Mr. Adisak Sukhumvitya, Chief Executive Officer, to declare the meeting close. Mr. Adisak Sukhumvitya thanked all shareholders for taking the time to attend the forum today, wished you all good health far away from the COVID-19, and then declared the Extraordinary General Meeting of Shareholders No. 1/2021 closed.

The meeting was adjourned at 11.53 a.m.

Signed

Chairman of the Meeting aya)

(Mr. Adisak Sukumvitaya) Chairman of the Board

Signed

the Minutes Taker

(Mr. Wongsakorn Kittitrakulkarn) Company Secretary