

- Translation -

September 7, 2022.

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2022

Attention: Shareholders of JMT Network Services Public Company Limited

Enclosures: 1. Copy of the minutes of the 2022 Annual General Meeting of Shareholders

- 2. QR code for downloading the invitation to the Extraordinary General Meeting of Shareholders No. 2/2022
- 3. Profiles of Independent Directors being nominated as proxies
- 4. Definition of the Company's Independent Director
- 5. Company's articles of association relating to shareholders' meeting
- 6. Proxy form A, B, and C
- 7. Explanation regarding documents and evidence proving the identity of the shareholder or shareholder representative, as well as voting criteria at the shareholders meeting
- 8. Guidelines for the Extraordinary General Meeting of Shareholders No. 2/2022 via electronic media with Blockchain AGM system
- 9. Procedures for physically attending the Extraordinary General Meeting of Shareholders No. 3/2022 at the meeting location (Physical)
- 10. Privacy notice (PDPA)
- 11. 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. 2/2022 on Thursday, 29 September 2022, at 11:00 a.m., The company has added channels for joining meetings in the form of a hybrid meeting system. (You can choose to attend the meeting via E-EGM or in the company's meeting room, depending on the conditions set by government agencies to prevent the spread of COVID-19.) by online broadcasts via ZOOM from the meeting room, 2nd floor, Building B, Jay Mart Public Company Limited, No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240, which is also used as a meeting place, to consider matters under the agendas as follows:

Agenda 1. To consider and certify the minutes of the 2022 Annual General Meeting of Shareholders

Facts and Rationale

The 2022 Annual General Meeting of Shareholders was held on Friday, 8 April 2022, and the copy of the minutes was submitted to the Stock Exchange of Thailand ("SET") and disclosed on the Company's website (https://www.jmtnetwork.co.th)

Board's Opinion

It is considered appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2022 to consider and certify the minutes of The 2022 Annual General Meeting of Shareholders which was held on Friday, 8 April 2022. as appeared in *Enclosure 1*.

Resolution

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

Agenda 2 To acknowledge the payment of the interim dividend from the operating results of the six-month period ended 30 June 2022.

Facts and Rationale

According to the Public Company Act B.E. 2535, Section 115 and Article 46 of the Company's Articles of Association require companies to pay dividends from profits only. And do not pay dividends in the event that the company still has accumulated losses from consolidated financial statements For the six-month period ending June 30, 2022, which has been audited by the auditor The company has a net profit from operating results in the total amount of 798,025,713 baht and because the company has a legal reserve not less than the amount required by law.

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

In this regard, the Company has determined the list of shareholders who are entitled to receive dividends on August 25, 2022, and the dividend will be paid on September 7, 2022.

Details of dividend payment

The company allocates profits and pays dividends in cash. From the Company's net profit according to the Company's consolidated financial statements ending June 30, 2022, after deducting the legal reserve the total amount is not more than 714,965,204 baht or equivalent to a dividend payment rate of 0.49 baht/share, with details of the dividend payment as follows:

	Amount
Net Profit After Tax Period 1 Jan 30 Jun. 2022 (Consolidated Financial Statements)	798,025,713 Baht
Earning per share (1,459,112,661 shares at a par value of 0.50 baht per share)	0.55 baht per share
Paying cash dividends from net profit from operating results for the first half of the year 2022 at the rate of 90% of net profit	
Calculated as the dividend payout ratio per share	0.49 baht per share
(1,459,112,661 shares at a par value of 0.50 baht per share)	(Calculated as dividends paid 714,965,204 baht)
Calculated as Dividend Payout Ratio	90%

Dividend Policy: Not less than 50 percent of net profit after tax and statutory reserve, taking into account the consolidated financial statements.

Board's Opinion

It is advisable to propose to the Extraordinary General Meeting of Shareholders No. 2/2565 to consider and approve the dividend payment as detailed above. The Board of Directors has considered in accordance with the provisions of the Public Limited Companies Act. Articles of Association Operating results and financial status of the company. Including considering all stakeholders, it is of the view that as of June 30, 2022, the Company had a net profit of 798,025,713 baht, with no accumulated loss. And according to the company's policy to pay dividends not less than 50 percent of net profit after tax and legal reserve by considering the consolidated financial statements. The Board of Directors has the power to consider waiving the said policy or changing the said policy from time to time. This dividend payment is in line with the company's dividend payment policy; therefore, it is appropriate to pay dividends to shareholders from retained earnings for the operating results of 1 Jan. - 30 Jun. 2022 (Financial Statements Total) paid a dividend of 714,965,204 baht, equivalent to the dividend payment rate per share. at the rate of 0.49 baht per share. This is in line with the company's dividend payment policy. by specifying the list of shareholders who are entitled to receive dividends on Thursday, August 25, 2022 (Record Date), and the dividend payment date is scheduled for Wednesday, September 7, 2022 Details of dividend payment comparison for the operating results of the year 2019-2021

Items	2019	2020	2021
	Par price 0.50	Par price 0.50	Par price 0.50
	baht	baht	baht
1. Net Profit (Baht)	681,362,997	1,047,040,708	1,400,373,769
2. Set aside 10% legal reserve	1	-	-
3. Number of shares (shares) *	888,508,576	976,091,341	1,367,310,111
4. Dividend paid per share (Baht/Share)	0.58	0.86	0.82
5. Dividend payout ratio (percentage)	75	75	75
6. Interim dividend for the first half year's	0.25	0.45	0.40
performance (Baht/Share)			
7. Interim dividend for the second half of the	0.33	0.41	0.42
year's performance (Baht/Share)			

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

Resolution

This agenda is for acknowledgment. no voting

Agenda 3 <u>To consider and approve the issuance and offering of additional debentures of the</u> Company in the amount of 17 billion baht

Facts and Rationale

Due to the company's need for capital which must reserve funds to repay outstanding debts and/or use as working capital including business expansion Buying non-performing debt.

At present, the Company has a credit limit of 13,000 million baht that has been approved by the shareholders' meeting as follows:

Propose for approval	Amount
Extraordinary General Meeting of Shareholders No. 1/2017 (6 November 2017)	5,000,000,000
Extraordinary General Meeting of Shareholders No. 1/2019 (20 December 2019)	5,000,000,000
Extraordinary General Meeting of Shareholders No. 1/2020 (2 November 2020)	3,000,000,000

At present, debentures have been issued and offered for sale in the amount of 4,697 million baht and there are remaining debentures of 8,303 million baht. Therefore, it is proposed to the Extraordinary General Meeting of Shareholders No. 3/2565 to consider and approve the issuance and offering of more debentures of the Company. amount 17,000 million baht

Board's Opinion

It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2022 to consider the issuance and offering of 17 billion baht or equivalent additional debentures of the Company, with the following items:

Objective	:	to pay off outstanding debts and/or as working capital for business expansion
Debenture type	:	Debentures of all kinds Type specifying the holder's name or not specifying the
		holder's name Non-subordinated type with or without collateral and with or without a
		debenture holder representative, depending on market suitability at the time of
		debenture issuance and offering each time.
Offering value	:	The total amount does not exceed 17,000 million baht at any one time. It can be
		issued and offered for sale only one set or several sets at the same time. However, in
		the case of early redemption of the bonds and/or maturity The company can issue
		additional new bonds. The offering value of the new bonds plus the value of the
		existing debentures that have not yet been redeemed shall not exceed the
		aforementioned total amount or the equivalent.
duration of the	:	As specified on each occasion, depending on market conditions at the time of issuing

debentures		and offering debentures, or according to the terms and conditions of the debentures
		issued at that time.
currency	:	Thai baht and/or equivalent foreign currency
interest rate	:	It is determined by the market conditions at the time of issuance and offer as well as
		other factors
early redemption	:	Debenture holders may or may not be able to request early redemption of their
		debentures, and/or the company may or may not be able to request early redemption,
		depending on the terms and conditions of each debenture issuance.
offering	:	Offering debentures at one time and/or several times and/or as a project and/or in a
		revolving basis. Selling the said debentures in the country and/or abroad to general
		investors (Public Offering)and/or private placement and/or domestic institutional
		investors and/or foreign institutional investors and/or high net worth investors in the
		country and/or abroad at the same time or several times. In accordance with the rules
		prescribed in the Securities and Exchange Commission's Notification and/or the
		Capital Market Supervisory Board's Notification or other relevant regulations in
		effect at the time of the issuance and offer for sale of the debentures
other conditions	:	The issuance and offering of debentures will be determined by the suitability of
		market conditions. when issuing and offering debentures and other related factors

The total credit line for the company will be 30,000 million baht. The company may issue and sell additional debentures, as well as sell debentures to replace existing debentures redeemed within the specified amount. Debentures issued by the company but not yet redeemed. The amount must never exceed the aforementioned limit (Revolving Basis).

The Board of Directors or the Executive Committee, or the person assigned by the Board of Directors or the Executive Committee, are assigned in this regard. Has the authority to prescribe rules, conditions, and other details pertaining to the issuance and offering of debentures in the component that has yet to be determined as necessary and appropriate to be prescribed in accordance with relevant laws and regulations. Such as the name of the debenture, the nature of the debenture sale Number of debentures to be issued and offered for sale each time Type of debenture, guarantee, collateral, offering price per unit, maturity, redemption period Right of early redemption Other rights and duties according to the type of debentures to be issued each time interest rate Method of payment of principal and interest Methods and timing of the offering and allocation and details of the offering, Appointment of a financial advisor and/or a debenture underwriter Loan registrar bondholder representative, including registration of such debentures as Securities listed on The Stock Exchange of Thailand, Fixed income securities stock exchange or any secondary market, including any organization. In addition to the authority to request permission to disclose information and to take other actions against Related agencies, the authority to take all necessary and reasonable actions in connection with the issuance and offering of debentures.

Resolution

This agenda must be approved by a vote of at least three-fourths of the shareholders who attend the meeting and have the right to vote.

Agenda 4 To consider other matters (if any)

Because of the current number of COVID-19 virus-infected patients In Thailand, the number is growing by the day. The Company is aware of and concerned about all shareholders' and attendees' health and safety. As a result, a Hybrid Meeting (E-EGM + Physical) channel for joining the meeting has been added. The following are the specifics about the Hybrid Meeting:

1) Electronic Meeting Attendance (E-EGM)

To allow shareholders to attend the meeting via electronic media, the Company has added an electronic media meeting attendance channel (E-EGM). and vote in the system (AGM Voting) in accordance with electronic meeting law.

2) Attending the meeting at the meeting place (Physical)

Shareholders/proxies wishing to attend the Extraordinary General Meeting of Shareholders No. 3/2022 at the meeting location should contact the meeting location. To prevent the spread of the coviral-19 virus and to comply with the requirements of the relevant government agencies, the company would like to inform you that As a result, shareholders/proxies can be accommodated in the meeting room at the meeting location. (A maximum of 50 people).

Therefore, shareholders are inquired to either attend the meeting in person or send a proxy on their behalf if they wish to attend the Extraordinary General Meeting of Shareholders No. 3/2022. Pre-registration must be completed prior to the meeting (by scanning the QR Code to register), as shown below.



As a result, the Company invites shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2022 via electronic media (E-EGM) on the above-mentioned date and time. In addition, from September 22, 2022, to September 28, 2022, the company will accept registrations for the meeting via electronic media (E-EGM).

The Company requests cooperation from shareholders who wish to attend the Extraordinary General Meeting of Shareholders No. 3/2022 in person to comply with preventive measures and guidelines for attending the Extraordinary Meeting. The Company's Shareholders No. 3/2022 strictly.

If shareholders are unable to attend the meeting via electronic media (E-EGM), those who can appoint the company's independent directors. As stated in the company's invitation to the Extraordinary General Meeting of Shareholders No. 2/2022 to be a proxy. Attend and vote on your behalf at the meeting. Please complete one of the proxy forms. to be complete, as shown

in Enclosure 6. You are required to submit and/or present documents or evidence proving that you are a shareholder, or a representative of the shareholders authorized to attend the meeting as stated, with the option to select just one copy and a 20 baht stamp duty. The rules for the Electronic Extraordinary General Meeting of Shareholders No. 2/2022 are detailed in Enclosure 8.

In this regard, the Company continues to monitor the counting of shareholders' votes from ballots, which is done in accordance with the law in all respects.

Furthermore, the Company has determined that the date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2022 will be August 25, 2022. (Record Date).

Yours faithfully

(Mr. Adisak Sukumvitaya) Chairman of the Board

Minutes of the 2022 Annual General Meeting of Shareholders JMT Network Services Public Company Limited

The meeting was held on Friday April 8, 2022, 11.00 a.m. via electronic media (E-AGM), broadcasted live from the meeting Room at JMART Building B, No.189, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240.

In today's meeting, directors were attending the meeting via electronic media (E-AGM), a total of 6 people out of the total seven directors.

Directors present at the meeting were listed as follows:

1. Mr. Adisak Sukumvitaya Chairman of the Board

Ms. Yuvadee Pong-Acha Director
 Mr. Piya Pong-Acha Director

Mr. Sutthirak Traichira-aporn
 Mr. Rengchai Ingkhaphakorn
 Director/ Chief Executive Officer
 Chairman of the Audit Committee/

Independent Director

6. Mr. Somsak Atisaitrakul Audit Committee/ Independent Director

Director absent the meeting was listed as follows *Due to engaged in duties*:

1. Mr. Khanchit Kawachat Audit Committee/ Independent Director

Directors attended the meeting representing 85.72% of the total number of directors.

Executive present was listed as follows:

Mr. Wongsakorn Kittitrakulkarn Chief Financial Officer / Company Secretary

Other Attendees:

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

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

Meeting Preliminaries

Mr. Panya Chutisiriwong, the meeting moderator, greeted and welcomed all shareholders, board of directors, executives, and other attendees to attend the 2022 AGM of JMT Network Services Public Company Limited. For this AGM, the Company followed the instructions and measures of government agencies to reduce the spread of coronavirus disease 2019 or COVID-19. Therefore, the meeting format was changed to electronic media (E-AGM). In addition, the Company notified all attendees through various channels to facilitate registration for those who attended the meeting in advance. Before the meeting commenced, the meeting moderator suggested and informed that at this meeting, the Board of Directors, executives, and legal advisors of the Company attend the meeting. A list of names appeared in the minutes of the meeting.

Then, the moderator informed the meeting that:

- 1. In voting at today's online meeting, shareholders or proxies had one vote per share.
- 2. Procedures and practices for voting and vote-counting in each agenda were as follows:
- 1. The meeting would be conducted as agenda items in the order shown in the invitation letter. When the presentation of each agenda had ended, there would be an opportunity for questioning.
- 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 during the meeting. Those who had questions could send them via the Zoom meeting system through Chat.
- 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.
- 5. The votes would be considered as the resolutions of the meeting were as follows:
- In vote counting, except Agenda 2, an agenda for acknowledgment, therefore, no voting was required.
- The resolutions for Agenda 1, 3, 4, and 7 required a majority vote of the shareholders attending the meeting and casting their votes. The resolutions for Agenda 5 required a majority vote of the shareholders attending the meeting and casting their votes (voting individually).
- Agenda 6, the resolutions required a vote of not less than three-fourths of all shareholders attending the meeting.

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

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

In case the shareholders 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 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.
- 4. In each question, either through typing messages or through conversation, ask the attendees to notify their names and surnames every time for the benefit of taking accurate and completed the meeting's minutes.
- 5. The Company allowed the shareholders to submit questions to each agenda. If no attendees were inquiring within 2 minutes, the Company would continue the meeting. If shareholders had additional questions, they could type their questions through Chat. The staff shall read your questions later.
- 6. When the inquiry is complete, press the "Lower Hand" button to put your hand down.

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 8, which was the agenda to consider other matters.

For transparency in the vote counting, the Company invited Ms. Umassaya Charoenchai, a shareholder from the Thai Investors Association's Rights Protection Volunteer, 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.

Meeting Commenced

Mr. Adisak Sukumvitaya, the Chairman of the Board, presided over the meeting and notified the meeting that at 11:08 a.m., 26 shareholders attended the meeting via the online system in person, holding 5,910,227 shares, representing 0.43% of the total of 1,370,126,961 shares.

There were 1,458 proxies attending the meeting via the online system, accounting for 1,015,750,745 shares or equivalent to 74.14% of the total of 1,370,126,961 shares.

There were a total of 1,484 shareholders and proxies attending the meeting via the online system, totaling 1,021,660,972 shares, representing 74.57% of the total 1,370,126,961 issued shares, thereby constituting a quorum according to the Company's Articles of Association. The Chairman then declared the meeting open.

Meeting Commenced at 11.10 a.m.

Agenda 1. To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

The Chairman asked the meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, held on February28, 2022. The Company sent the minutes of such meeting to the Stock Exchange of Thailand ("SET") and disclosed the minutes of the meeting to shareholders and general investors via the Company's website (https://www.jmtnetwork.co.th).

Therefore, it was deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, convened on Monday, February 28, 2022, shown in Enclosure No. 1.

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item.

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 Application Zoom Meeting 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 for approval of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 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 prior to Agenda 1; shareholders had to verify their identity again before voting (allowing shareholders to verify their identity again by 30 seconds).

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

Resolution The Meeting considered and unanimously approved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, with the following votes:

Resolution	Number of votes	%
Approved	1,020,669,440	100.0000
Disapproved	-	-
Total	1,020,669,440	100.0000
Abstained	211,826	-

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

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the operating results of the Company for the year 2021 to the meeting.

Summary of the Company's performance in the fiscal year ending on December 31, 2021; to comply with good corporate governance, the Company would like to explain the Company's operating results in 2021. In the past 2021, the Company made essential developments as follows:

- 1. The Company had the highest purchase value of NPLs at 8,516 million baht by purchasing both unsecured and secured non-performing debts.
- 2. The Company had the highest net profit for the 6th year in a row with a net profit of 1,400 million baht.
- 3. The Company acquired a real estate appraisal company to expand the Company business.
- 4. The Company entered into a memorandum of understanding to joint venture with KASIKORN BANK Business Group to do business according to debt collection and manage non-performing debts.

In terms of the operating results, the details were as follows:

The total revenue of the Company in 2021 was 3,625.0 million baht, an increase of 14% due to the change in income as follows:

- 1. Interest income, dividends, and gains from loans from receivables purchases in 2021 were 3,130 million baht, an increase from 2020 by 501 million baht or 19%. It was due to storage efficiency and the quality of the non-performing debt that the Company acquired during the past year. As a result, interest income, dividends, and gains from loans from receivables purchases accounted for 86% of the total revenue. In addition, it was due to the expansion of investment in purchasing more non-performing debts causing the proportion of income from the purchase of debt to be managed clearly increased.
- 2. Income from contracts with customers (income in the debt collection business) in 2021 was 301 million baht, a decrease from 2020 equal to 61.5 million baht or 17%. However, the revenue from debt collection services accounted for 8.3% of the total income, similar to the last year.
- 3. Underwriting income in 2021 was 194 million baht, a slight decrease from the previous year due to the underwriting control focusing on the Company's performance.

The Company had a cost of service of 1,034 million baht, close to 2020, due to the excellent control of costs related to expenses.

As for the gross profit margin in the consolidated financial statements, it was found that in 2021 the Company had a gross profit of 2,591.0 million baht. The Company made a gross profit margin from the consolidated financial statements was 71.5%, an increase from the previous year of 2020, reflecting the continuous improvement of management efficiency.

In terms of selling, general & administrative expenses, it was 657 million baht, close to 2020, with lower credit losses.

The Company had a net profit according to the consolidated financial statements in 2021 equal to 1,400.4 million baht, an increase from 2020 equaled to 353.4 million baht or an increase of 33.8%, representing a net profit margin of 38.6%.

As for the statement of financial position as of December 31, 2021, the Company had total assets of 28,036.2 million baht, divided into current assets of 11,085.0 million baht, or 39.5% of total assets. The increased items of current assets were cash and other current financial assets. It was the money management from receiving the capital increase at the end of 2021 by investing through short-term funds.

The Company had total liabilities of 8,959 million baht compared to 2020, an increase of 443 million baht or 4.9%. There were significant changes in 2021, namely, increased non-current liabilities, such as short-term loans from financial institutions, accounts payable from purchase receivables, and debentures term within one year. For long-term liabilities, the reduction in the portion of the repayable debentures, its term was greater than one year.

The Company had a debt to equity ratio and the interest-bearing debt to equity ratio as of December 31, 2021, was 0.45 times and 0.39 times, respectively. It was decreased because, at the end of last year, there was a capital increase from shareholders in the part of the capital increase in proportion to their shareholding (Right Offering).

In terms of the Company's ESG development, last year, the Company had a framework for sustainable development of JMT Network Services Public Company Limited. Emphasis was placed on three areas to ensure that operations followed the sustainability management policy. Therefore, JMT Network Services Public Company Limited set a framework for sustainable development under the conceptual framework, consisting of 3 aspects: create sustainable returns, create a sustainable society, and create a zero-carbon society. They were the heart of the Company's business to provide guidelines for sustainable development and make the Company aware of the impact that might occur from doing business in all dimensions. Also, the Company had a comprehensive assessment of the risks that might arise in any negative way, which would lead to sustainable business development. In addition, in the area of anti-corruption, the Company announced its intention against corruption, which was in the process of entering the CAC project to certify the Company.

The Company attached great importance to the development of the human resource capital of the organization to be able to work happily and in good health, especially during the COVID-19 outbreak.

The moderator invited Mr. Sutthirak Traichira-aporn, Chief Executive Officer, to discuss the Company's policy, direction, and business plan in 2022 (Forward Looking).

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, greeted shareholders and discussed the direction and policies of the Company. In 2022, the Company set a target to use the budget for the initial debt purchase of approximately 10,000 million baht. Due to last year, the Company used the budget to buy the highest debt, compared to 2 years ago, from 3,000 million baht to 8,000 million baht. In addition, the Company expected that there would be a large amount of bad debt released after the end of the bailout measures from various financial institutions in the second half of this year. Therefore, the Company had to prepare the budget for debt purchases to give the Company a direction to grow according to the goals set.

The Chairman allowed shareholders to ask 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 Application Zoom Meeting 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.

Since there were no questions or suggestions for amendments, the Chairman then informed that the meeting had acknowledged the Company's operating results for the fiscal year ended December 31, 2021, which the Company's auditor had already audited. This agenda was for acknowledgment. Therefore, no voting was required.

Resolution The Meeting considered and acknowledged the report on the Company's operating result for the year 2021 as proposed.

Agenda 3. To consider and approve the Company's financial statements for the year ended December 31, 2021

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the Company's financial statements for the year ended December 31, 2021 to the meeting.

In order to comply with the Public Company Limited Act, B.E. 2535, Section 112, requires the Board of Directors to prepare a balance sheet (Statement of financial position) and profit and loss account at the end of the Company's fiscal year and have to arrange for the auditor to review the balance sheet and the profit and loss account before proposing to the Annual General Meeting of Shareholders for approval. Accordingly, the Board of Directors prepared the financial statements for the fiscal year ending on December 31, 2021, audited by the auditor to be presented to the Annual General Meeting of Shareholders for consideration and approval as prescribed by Section 112 of the Public Limited Companies Act B.E. 2535.

Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the consolidated financial statements of the Company for the fiscal year ending on December 31, 2021, audited by the Company's auditor and disclosed in the Company's annual report (Form 56-1 One Report), sent to shareholders together with the meeting invitation letter. The auditor opined that the Company's financial statements were correct in the essence of the Financial Reporting Standards.

The operating results and the financial position summary were reported in the previous agenda.

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item.

The moderator informed the meeting that there were questions from the shareholders regarding the Company's operating results. However, the questions would be answered in Agenda 8, other matters agenda, by asking permission to proceed with the meeting to complete each schedule first.

The Chairman then asked the meeting to vote for approval of the Company's financial statements for the fiscal year ended December 31, 2021, 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 prior to this Agenda; shareholders had to verify their identity again before voting (allowing shareholders to verify their identity again by 30 seconds).

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

Resolution The Meeting considered and unanimously approved to certify the Company's financial statements for the year ended December 31, 2021, with the following votes:

Resolution	Number of votes	%
Approved	1,020,655,174	100.0000
Disapproved	-	-
Total	1,020,655,174	100.0000
Abstained	212,826	-

Agenda 4. To consider and acknowledge the interim dividend payment from the operating results of the first half of 2021 and approve the profit's appropriation from the operating results of 2021 at the rate of 0.82 baht per share and already paid 0.40 baht per share, therefore, the remaining payment in this period of 0.42 baht per share

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report to the meeting to acknowledge the interim dividend payment from the operating results of the first half of 2021 and approve the profit's appropriation from the operating results of 2021 at the rate of 0.82 baht per share and already paid 0.40 baht per share, therefore, the remaining payment in this period of 0.42 baht per share.

According to the Public Limited Companies Act B.E. 2535, Section 115 and Clause 46 of the Company's Articles of Association requires the Company to pay dividends from profits only and not pay dividends if the Company still has accumulated losses. Accordingly, from the financial statements for the fiscal year ended 31 December 2020, which the auditor had audited, the Company had a total net profit from operating results of 1,400,373,769 baht. The Company had legal reserves of not less than those required by the laws and regulations of the Company, therefore, requesting approval to suspend the allocation of money as a legal reserve and approve the allocation of profit from the operating results of the year 2020 for the period of 31 January 2021 - 31 December 2021 at the rate of 0.82 baht per share from the net profit. The dividend payment would be made in the form of cash.

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

The Company had the policy to pay dividends at the rate of not less than 50% of the net profit after tax and legal reserve by considering the consolidated financial statements. The Company's Board of Directors had the power to consider except not operating following the policies above or change such policy from time to time under the condition. The action had to be in the best interests of the Company's shareholders and its subsidiaries. For example, it was used as a reserve for loan repayment, an investment to expand the Company's business, or a change in market conditions, which might affect the cash flow of the Company and its subsidiaries in the future. It was also following the Public Limited Companies Act 1992, Section 115, and Article 46 of the Company's Articles of Association. The Company shall pay dividends from profits only and do not pay dividends if the Company still has accumulated losses.

Therefore, it was deemed to propose to the 2022 Annual General Meeting of Shareholders to consider refraining from the allocation of legal reserves due to the Company having legal reserves of not less than those required by law and approve the dividend payment of profit from the operating results of the year 2021 for the period of January 31, 2021 - December 31, 2021, at the rate of 0.82 baht per share, paid from the net profit by paying dividends in cash. In addition, the Company informed the shareholders about the interim dividend payment of 0.40 baht per share from the operating results of the first half of 2021. Hence, the remaining payment in this period was 0.42 baht per share.

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item.

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 Application Zoom Meeting 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 for acknowledgement the interim dividend payment from the operating results of the first half of 2021 and approve the profit's appropriation from the operating results of 2021 at the rate of 0.82 baht per share and

already paid 0.40 baht per share, therefore, the remaining payment in this period of 0.42 baht per share 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 prior to this Agenda; shareholders had to verify their identity again before voting (allowing shareholders to verify their identity again by 30 seconds).

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

Resolution

The Meeting considered and unanimously approved to acknowledge the interim dividend payment from the operating results of the first half of 2021 and approve the profit's appropriation from the operating results of 2021 at the rate of 0.82 baht per share and already paid 0.40 baht per share, therefore, the remaining payment in this period of 0.42 baht per share, with the following votes:

Resolution	Number of votes	%
Approved	1,020,656,215	100.0000
Disapproved	-	-
Total	1,020,656,215	100.0000
Abstained	221,826	-

Agenda 5. To consider and approve the appointment of directors for the year 2022 replacing of those who retire by rotation

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the appointment of the directors for the year 2022 replacing of those who retire by rotation to the meeting.

Mr. Panya Chutisiriwong, the moderator, informed the Chairman and the meeting that this agenda would be divided into two sub-agendas. In order to comply with the good corporate governance principles, the Company would vote on separate agendas, which would be divided into agenda 5.1 and agenda 5.2, respectively.

According to the Public Company Limited Act B.E. 2535, Section 71 and the Company's articles of association Article 17, defines that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. The directors who retired at this 2022 Annual General Meeting of Shareholders were as follows:

Lists of Directors

Types of Directors

(1) Ms. Yuvadee Pong-acha Director

(2) Mr. Sutthirak Traichira-aporn Director/ Chief Executive Officer

Shareholding information of the directors nominated to be re-elected at this time

List of persons nominated as directors	Number of shares	%	Voting Rights
1. Ms. Yuvadee Pong-acha	*12,382	0.001%	0.00%
2. Mr. Sutthirak Traichira-aporn	*121,676	0.009%	0.01%

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

The appointment of directors replacing those retiring by rotation had been through a process of scrutiny or careful consideration by the Nomination and Remuneration Committee, which considered the suitability that would be the most beneficial to the Company's operations according to the composition of the directors along with the knowledge and ability of management experience, including expertise. Therefore, the Nomination and Remuneration Committee proposed to elect the two directors who retired by rotation to be re-elected for another term. In addition, the Nomination and Remuneration Committee considered that the persons nominated to be independent directors would be able to express their opinions independently on the Company's operations and follow the relevant rules; the details of their biographies were shown in Enclosure No. 8. Therefore, the Board of Directors deemed to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the election of two directors who retired by rotation to be re-elected for another term, namely:

It was deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the election of 2 directors who vacated office by rotation to be re-elected for another term as follows:

Lists of Directors

Types of Directors

(1) Ms. Yuvadee Pong-acha Director

(2) Mr. Sutthirak Traichira-aporn Director/ Chief Executive Officer

Directors were nominated to be re-elected as directors, not being an executive in other companies that might cause conflicts of interest or having a condition of competing in business with the Company.

In this regard, the Company allowed shareholders to nominate qualified persons to be considered for election as directors according to the nomination process in advance from November 5, 2021, to January 31, 2022, via the Company's website. However, no shareholder was nominating a person to be elected as the Company's director at the 2022 Annual General Meeting of Shareholders.

Therefore, it was deemed to propose to the 2022 Annual General Meeting of Shareholders to consider re-appointing the two directors to serve for another term.

Agenda 5.1 Ms. Yuvadee Pong-Acha The meeting was asked to consider voting. This agenda needed to be approved by a majority vote of shareholders present at the meeting and cast their votes.

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

Resolution

The Meeting considered and unanimously approved the appointment of the directors for the year 2022 replacing of those who retire by rotation to be re-elected as the Company's director for another term, with the following votes:

5.1 Ms. Yuvadee Pong-acha , with the following	g votes:
---	----------

Resolution	Number of votes	%
Approved	979,012,351	95.9005
Disapproved	41,850,582	4.0995
Total	1,020,862,933	100.0000
Abstained	8,292	-

<u>Agenda 5.2 Mr. Sutthirak Traichira-aporn</u> The meeting was asked to consider voting. This agenda needed to be approved by a majority vote of shareholders present at the meeting and cast their votes.

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

Resolution

The Meeting considered and unanimously approved the appointment of the directors for the year 2022 replacing of those who retire by rotation to be re-elected as the Company's director for another term, with the following votes:

5.2 Mr. Sutthirak Traichira-aporn, with the following votes:

Resolution	Number of votes	%
Approved	986,181,505	96.6093
Disapproved	34,611,948	3.3907
Total	1,020,793,453	100.0000
Abstained	77,813	-

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

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

According to the Public Company Limited Act B.E. 2535 Section 90, and the Company's articles of association Article 33, the directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, commission, bonus, or any other form of compensation following the Articles of Association or resolutions of meetings of shareholders. It might be fixed, or the criteria that shall be used for consideration periodically or shall be effective eternally until there is a change. In addition, the directors are entitled to receive allowances and welfare according to the Company regulations.

For the Board of Directors' remuneration for the year 2022 to be proposed to the shareholders' meeting for approval by paying in the form of meeting allowances; the Nomination and Remuneration Committee proposed adjusting the directors' remuneration from the previous year by considering the responsibility and performance of the Board of Directors. Besides, after collecting information on the directors' remuneration, it found that the Company had not proposed to adjust the remuneration of the Board of Directors from 2015 to 2021. In addition to these reasons, the Company has achieved the highest profitability since its establishment. The Company also made reference comparisons with other companies with the same income and nature of business as the Company. In addition, the Company inquired about the directors' remuneration with the Thai Institute of Directors Association (IOD) and found that the Company directors' remuneration was set at a rate close to the overall market average.

It was deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the remuneration of directors per quarter (4 times per year) as follows:

Chairman	adjusted from	50,000 baht	proposed to be 60,000 baht
Director	adjusted from	20,000 baht	proposed to be 30,000 baht
Chairman (Audit Committee)	adjusted from	50,000 baht	proposed to be 60,000 baht
Audit Committee	adjusted from	30,000 baht	proposed to be 40,000 baht

The directors' remuneration in 2022 was fixed at not exceeding 5,000,000 baht. There was a proposal to adjust the directors' remuneration to increase from the previous year by considering the responsibility and performance of the Board of Directors. For the past year, 2021 was considered the year that the Company had a good performance and recorded the highest record for the 6th consecutive year, which was the highest record of the Company's net profit since its establishment. The Board of Directors would receive quarterly remuneration (4 times per year) and meeting allowance for meetings in excess of 8 times per year as follows:

Board	2021		2022	
	Remuneration / person / quarter	Meeting allowance / person / time	Remuneration / person / quarter	Meeting allowance / person / time
Board of Directors				
Chairman	50,000	20,000	60,000	20,000
Director	20,000	10,000	30,000	10,000
Audit Committee				
Chairman	50,000	20,000	60,000	20,000
Members	30,000	15,000	40,000	15,000
Nomination and Remun	eration Committee			
Chairman	-None-	-None-	-None-	-None-
Members	-None-	-None-	-None-	-None-

Note: The meeting allowance would be paid only to directors attending the meeting.

In determining the directors' remuneration this time, the Company's board of Directors and subcommittees did not receive any benefits other than meeting allowances as detailed above. The details of the scope of duties and responsibilities of the Board of Directors and the Company's sub-committees appeared in the annual report (Form 56-1 One Report) under the topic of Management and Corporate Governance.

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item.

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 Application Zoom Meeting 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 for approval the director's remuneration for the year 2022 in the voting system. This agenda had to be approved by not less than two-thirds (2/3) of the total shares of shareholders present at the meeting.

The moderator informed the meeting that prior to this Agenda; shareholders had to verify their identity again before voting (allowing shareholders to verify their identity again by 30 seconds).

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

Resolution The Meeting considered and unanimously approved the director's remuneration for the year 2022, with the following votes:

Resolution	Number of votes	%
Approved	1,010,967,506	99.0303
Disapproved	9,687,609	0.9490
Total	211,926	0.0208
Abstained	1,020,867,041	100.0000

Agenda 7. To consider and approve the appointment of auditors and their remuneration for the year 2022

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

According to the Public Company Limited Act B.E. Section 120, the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration yearly. The former auditor(s) may be reappointed.

Besides, the Notification of Capital Market Supervisory Board requires the listed companies to arrange auditor rotation. Suppose any auditor has performed the duty of reviewing or auditing and expressing opinions on the Company's financial statements for seven consecutive fiscal years by rotation. There is no need to change to a new auditor company. The Company may appoint other auditors in that auditing firm instead of the former auditors. However, the Company may appoint an auditor who retired from the auditor's rotation after at least two fiscal years since the date of retirement.

For the year 2022, the Audit Committee considered and proposed the appointment of auditors from EY Office Company Limited to be the Company's auditors, including assessing and proposing their remuneration by taking into account reliability, resource sufficiency, and the amount of audit work of that auditing office and the experience of personnel assigned to audit the Company's accounts. The lists of auditors were as follows:

- 1. Ms. Ratana Jala, Certified Public Accountant No. 3734, has been an auditor for the Company for three years since 2019 (never signed) or
- 2. Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521, has been an auditor for the Company for six years since 2016 (never signed) or
- 3. Ms. Wilaiwan Phetsang, Certified Public Accountant No. 5315, has been an auditor for the Company for four years since 2018 (signed the auditor's report from 2018 to the present) or
- 4. Ms. Rosaporn Decharkom, Certified Public Accountant No. 5659, has been an auditor for the Company for six years since 2016 (never signed) or
- 5. Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872, has been an auditor for the Company for six years since 2016 (never signed)
- 6. Ms. Bongkot Kriangphanamorn, Certified Public Accountant No. 6777, nominated to be an auditor for the Company in 2022 (never signed) or
- 7. Ms. Orawan Techawatanasirikul, Certified Public Accountant No. 4807, nominated to be an auditor for the Company in 2022 (never signed)

They would audit and express their opinions on the Company's financial statements. However, suppose the auditors mentioned above were unable to perform their duties. In that case, EY Office Company Limited shall procure another certified public accountant of the Office to audit the accounts and express opinions on the Company's financial statements on behalf of such auditors.

The auditor above has been the Company's auditor for the seventh year with no relationship and no interest in the Company, its subsidiaries, the major shareholders, or their connected persons. Therefore, the auditor could perform independent auditing and express opinions related to the Company's financial statement. Consequently, it was deemed appropriate to approve the Company's quarterly audit and review fees, the amount of not exceeding 2,065,000 baht per year, excluding the audit fee and quarterly review fee of the subsidiary in the amount of 4,837,500 baht, totaling the audit fee for the year 2022, of not exceeding 6,902,500 per year and other service fees according to actually paid. In this regard, the Company's audit/quarterly review fee in 2022 increased by approximately 7% from 2021, excluding other expenses and subsidiaries.

Table Comparing Audit Fees

Checklist Financial Statements of the Company and	2020	2021	2022
Subsidiaries			
Audit Fee (Quarterly)			
- JMT Network Services Public Company Limited	1,925,000	1,925,000	2,065,000
- Subsidiaries	4,125,000	4,125,000	4,837,500
Other expenses	Actual pay	Actual pay	Actual pay
Total	6,140,000	6,140,000	6,902,500

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item.

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 Application Zoom Meeting 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 for approval the appointment of auditors and their remuneration for the year 2022 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 prior to this Agenda; shareholders had to verify their identity again before voting (allowing shareholders to verify their identity again by 30 seconds).

In voting, the shareholders were requested to 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. 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 assumed that the votes were in agreement with the meeting.

(Waited until the time was up 1 minute)

The deadline for voting was now over. Therefore, we would like to close the voting on this agenda when you finish voting.

Please back to the Application Zoom Meeting to continue watching the video and audio of the meeting. Then, the staff would collect all the votes from the voting system.

Resolution The Meeting considered and unanimously approved the appointment of auditors and their remuneration for the year 2022, with the following votes:

Resolution	Number of votes	%
Approved	1,006,729,338	98.6312
Disapproved	13,971,031	1.3688
Total	1,020,700,369	100.0000
Abstained	167,672	-

Agenda 8. To consider other matters (if any)

The Chairman asked whether any shareholder wished to propose any other matter to the meeting for consideration.

Mr. Teekaphan Charoenpong, a shareholder, had questions via message channels as follows:

1. The result of measures to help debtors of the Bank of Thailand would cause bad debt to come out more than in the pre-Covid situation. JMT forecasted how many more years would the amount of bad debt from the Covid period be higher than usual and how much each year?

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that the amount of Non-Performing Loan (NPL) was only for the consumer loan. The amount of bad debt over the past two years increased. If compared as a percentage, it was 2.9-3.0%. The financial institutions provided more credit, causing bad debt in the past two years to increase more than before, amounting to 90,000 million baht/quarter. At this time, the

amount was approximately 140,000 million baht/quarter—the amount of bad debt rose from the existing by about two times. From the preceding, the amount of bad debt pending release was only for the consumer group with financial institutions under the supervision of the Bank of Thailand, excluding the Non-Bank segment, which was more extensive.

- 2. In 2023-2026, how much bad debt would come out per year, and how much did the Company plan to buy per year?
- Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that, as usual, the amount of the Non-Performing Loan (NPL) balance was approximately 90,000-100,000 million baht per quarter. However, the current figure was 140,000 million baht per quarter. In addition, JMT planned a budget to purchase debt released in cash, amounting to approximately 10 billion baht per year.
- 3. In the future, if the bad debt was insufficient quantity to the needs of AMC or higher competition, what would the Company do?
- Mr. Sutthirak Traichira-aporn, Chief Executive Officer, answered that the amount of debt was released in the market. However, if the budget of all major companies AMC was put together, it still couldn't buy all the debt that the financial institution released. In addition, during the coronavirus situation, financial institutions released an increasing amount of debt every year. Therefore, the amount of debt was still sufficient to meet the needs of AMC to buy debt to manage indeed.
- 4. What were the advantages of collaborating with banks, and how were they more advantageous than other AMC competitors that did not cooperate with that bank?
- Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that the advantage was the opportunity for the Company to receive more debt to manage. It was a type of debt that financial institutions usually did not sell to outsiders.
 - 5. What risks were JMT worried about in the next 3-5 years?
- Mr. Sutthirak Traichira-aporn, Chief Executive Officer, replied that the Company had only one concern: the bank would not grant credit to customers.
 - 6. Asking the Board of Directors to consider paying dividends in the form of shares, was it possible?

For this question, the meeting moderator requested to record and take it for further consideration as appropriate.

Ms. Umassaya Charoenchai, Shareholders' Right Protection Volunteer, Thai Investors Association, would like to ask the Chairman for other matters agenda on the development of the Company's Blockchain AGM conference system whether when the shareholders who were juristic persons to be able to vote by themselves on the date of the shareholders' meeting?

Mr. Worapoj Tarasirisakul, Chief Technology Officer (CTO), J Ventures Company Limited, explained that the Company consulted with the Electronic Transactions Development Agency (Public Organization), Ministry of Digital Economy and Society (ETDA), a government agency that oversees the information and

communication technology standards required for electronic transactions. However, the institution (ETDA) has not yet established a standard for verifying the identity of legal entities. For that reason, the Company could not develop a Blockchain AGM meeting system for voting for juristic person shareholders. The Company itself was ready to create the Blockchain AGM system, but there was no standard to support it from the government. If the government had a standard, the Company was ready to take action immediately as well.

Mr. Piyapong Prasartthong, a shareholder, attending the meeting in person via the online system, asked whether JMT participated in the debt reconciliation program of the Legal Execution Department before filing a lawsuit or not.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, answered that JMT joined the action with the Legal Execution Department to mediate the debtor before suing the court and especially the debtors who were customers of JMT itself, both in Bangkok and provincial.

Mr. Piyapong Prasartthong further asked that JMT had a plan to buy NPL debt or assets foreclosed after the debtor applied for a loan but was prosecuted according to the law and already sued the court.

Mr. Sutthirak Traichira-aporn, Chief Executive Officer, clarified that this part of the debt was included.

The meeting informed the Chairman of the meeting that there were no additional questions from the message channel.

Since there was no further business to be discussed, the Chairman then declared the meeting closed and stated appreciation to the meeting.

The Meeting adjourned at 12.11 a.m.

Signed

Chairman of the Meeting

(Mr. Adisak Sukumvitaya) Chairman of the Board

Signed

39Q16

the Minutes Taker

(Mr. Wongsakorn Kittitrakulkarn) Company Secretary

Enclosure 3.

Profiles of Independent Directors being Nominated as Proxies

Name : Mr. Somsak Atisaitrakul

Age : 56 Years

National ID Number : 3100400686990

Position in the Company: Director (Independent Director)/Audit Committee/

Chairman of Nomination and Remuneration Committee

Address : 555/9 Khlong Lam Jee 29 Nawamin, Bueng Kum, Bangkok

Education: 1994 Master of Business Administration Kasetsart University

1989 Bachelor of Engineering Chulalongkorn University

Director Role and duty training:

Director Accreditation Program (DAP) of Thai Institute of Directors Association

Past Experience:

2016 – present Director and Chairman of Nomination JMT Network Services PCL.

and Remuneration Committee

2556 – 2558 Country Lead (Mobile) Lenovo 2550 – 2554 Head of Mobile Phone LG

Agenda that consider to be a conflict agenda in this meeting:

-None-

Prohibited properties

-None-

Percentage of shareholding in the company

JMT Network Services Public Company Limited 3,580,579 share (0.25%)

Percentage of shareholding in affiliated companies

Jaymart Public Company Limited 3,696,800 share (0.26%)

Family relationship with management or major shareholders

-None-

Relationship with company/subsidiaries, affiliates or juristic person. That may cause conflict of interest currently or over the last two years.

-None-



Directors who involve in managing business, employees, or consultants with regular salary -None-

Provider of occupation specialty service such as accounting audit or legal consultancy -None-

Significant business relationship that may undermine director's independence and responsibilities -None-

Having a special interest that is different from other directors -None-

Enclosure 3.

Profiles of Independent Directors being Nominated as Proxies

Name : Mr. Kanchit Kawachart

Age : 56 Years

National ID Number : 3100200373556

Position in the Company: Director/Independent Director and Audit Committee

Address : 20/666 Prachachune Road, Bang Tarad, Pakred, Nonthaburi 11120

Education: Master of Business Administration University of Missouri, U.S.A

Bachelor of Architecture King Mongkut's Institute of Ladkrabang

Certification: Director Accreditation Program (DAP) of Thai Institute of Directors

Past Experience:

2012- Present	Director and Director of the Audit Committee, JMT Network Services PCL.
2014 - Present	Chairman of The Board , Mindset Entertainment Company Limited
2013 - 2014	Chief Executive Officer-Digital TV Business, GMM Grammy PCL.
2005 - 2013	Director and Vice President Chief Financial Officer Investment and Business
	Development, Work Point Entertainment PCL.
2002 - 2005	Vice President of Investment Banking Department, Thanachart Securities Company
	Limited.
1999 - 2001	Assistant Vice President Development Fund, Ayudhya JF Asset Management (AJF).
1994 – 1999	Assistant Vice President, Product Development, Securities One PCL.
1988 – 1989	Architect Architect 49 Limited.

Agenda that consider to be a conflict agenda in this meeting:

Agenda 6 To consider and approve the director's remuneration for the year 2022

Prohibited properties

-None-

Percentage of shareholding in the company

JMT Network Services Public Company Limited 22,380 share (0.00%)

Percentage of shareholding in affiliated companies

-None-

Family relationship with management or major shareholders

-None-



Relationship with company/subsidiaries, affiliates or juristic person. That may cause conflict of interest currently or over the last two years.

-None-

Directors who involve in managing business, employees, or consultants with regular salary -None-

Provider of occupation specialty service such as accounting audit or legal consultancy -None-

Significant business relationship that may undermine director's independence and responsibilities -None-

Having a special interest that is different from other directors -None-

Definition of independent director

"**Independent director**" is defined by the Company to mean a director who does not perform managerial duties and is independent from the Company's top management and controlling shareholders. An independent director must have the following qualifications:

Qualifications of Independent Director of the Company

- 1. An Independent Director must not hold shares which exceed one per cent of the total paid-up share capital of the Company or any of its subsidiary companies, affiliated companies, associated companies or related companies; however, this includes shares held by his/her affiliated persons.
- 2. An Independent Director must not be involved in the business management of the Company, nor may they be hired as an employee, staff member or regularly-paid advisor of the Company or any of its subsidiary companies, affiliated companies, associated companies, related companies or major shareholders.
- 3. An Independent Director must not, either directly or indirectly, have an interest in or benefit from the finance or management in the Company or any of its subsidiary companies, affiliated companies, associated companies or related companies. This must be true particularly for the period of two years prior to their appointment as an independent director.
- 4. An Independent Director must not be an affiliated person or close relative of any executive or major shareholder of the Company.
- 5. An Independent Director must not be appointed as a representative to look after the interests of any director, major shareholder or shareholder who is an affiliated person of a major shareholder of the Company.
- 6. An Independent Director must perform his/her duties and express his/her opinion or report on the performance of duties as designated by the Board of Directors, free of control by any executive or major shareholder of the Company, including their affiliated persons or close relatives.
- 7. An Independent Director must disclose information about his/her current position as independent director of any members of the Company's Group (if applicable), including information about any remuneration received from those entities.
- 8. An Independent Director must not act as current director of any kind in a listed company which is a member of the Company's Group. Each independent director must be elected through the nomination procedures of the Board of Directors. The Company's definition of "independent director" is stricter than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. For instance, a regularly-paid advisor is prohibited from being appointed as an independent director of the Company and each independent director must be free of prohibited characteristics and must not, for a period of two years prior to their appointment, have been a party to a transaction which could give rise to a possible conflict of interest with the Company.

Company's Articles of Association Relating to the Shareholders Meeting

Chapter 1 General

- **Article 1.** This agreement is called "the Articles of Association of JMT Network Services Public Company Limited".
- **Article 2.** The term "Company" in this Articles of Association refers to JMT Network Services Public Company Limited.
- Article 3. Any additions or amendments to the Articles of Association or the Memorandum of Association can be done upon a resolution being passed to that effect at the meeting of shareholders with the votes of not less than three quarters (3/4) of the total votes of shareholders present at the meeting and have the right to vote.
- Article 4. Unless otherwise provided in the Articles of Association, the provisions under the Public Limited Companies Act and the Securities and Exchange Act shall be applied to the Company.

Chapter 3 The Board of Directors and its Power

- **Article 15.** The Company has one Board of Directors, which comprises at least five (5) members. The Directors shall elect the Chairman from among themselves and may also elect the Vice Chairman and other positions deemed appropriate. More than half of the total number of directors must reside in the Kingdom.
- **Article 16.** The Director need not to be the Company's shareholder.
- **Article 17.** The Directors must be elected at a meeting of shareholders in accordance with the rules and procedures as follows:
 - 1) A shareholder has the number of votes equivalent to the number of shares held by such shareholder:
 - 2) Each shareholder may cast the votes for electing one or more person(s) as directors. In the case of electing more than one person as directors, shareholder cannot split his votes for different persons;
 - 3) The persons who received highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors of the Company intended to have or elected by the meeting. In the event of a tie vote among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the Company intended to have or elect by the meeting, the Chairman shall have a casting vote.
- **Article 18.** At annual general meeting of shareholders in every year, one-third (1/3) of the directors shall retire from the office, or if their number is not divisible by three (3), then the directors in the number nearest to one-third (1/3) shall retire from their office.

The directors retired from their offices in the first and second years after the incorporation of the Company shall be made by drawing lots. For subsequent years, the director who has held office longest shall retire.

The retiring directors may be re-elected.

- **Article 19.** In addition to the retirement by rotation, a director vacates office upon:
 - (1) Death;
 - (2) Resignation;
 - (3) Being disqualified or being under any of the prohibitions under the Public Limited Companies Act;
 - (4) Removal by a resolution of a meeting of shareholders;
 - (5) Removal by a court order.
- Article 21. In case of a vacancy in the Board of Directors for reasons other than the retirement by rotation, the Board of Directors shall elect a person who is qualified and not under any of prohibitions under the Public Limited Companies Act as the substitute director at the next meeting of the Board of Directors unless the remaining term of office of the director is less than two (2) months.

The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

According to first paragraph, a resolution of the Board of Directors must acquire at least three quarters (3/4) of the total votes of the remaining directors.

- Article 23. The shareholders meeting may pass a resolution removing any director from office prior to retirement by rotation, by votes of not less than three quarters (3/4) of the number of shareholders resent at the meeting and have the right to vote and who have shares totaling not less than half (1/2) of the number of shares held by the shareholders present at the meeting and have the right to vote.
- **Article 24.** The Board of Directors shall be responsible for all matters of the Company, and have the power to operate under the laws, objectives, the Articles of Association of the Company, as well as the resolutions of the meeting of shareholders.

The Board of Directors may delegate its power to one or several persons to perform any tasks on behalf of the Board of Directors.

Article 33. The rewards and remuneration of the directors are determined by the shareholders meeting.

The directors are entitled to receive remuneration from the Company in the form of gratuities, meeting allowances, rewards, bonuses, or any other forms of benefits pursuant to the Article of Association or the shareholders meeting consideration. Such remuneration may be fixed number or prescribed according to the regulation from time to time or remaining until there is any change. Moreover, the directors are also entitled to receive any allowance and welfare according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of the Company's staffs and employees, who have been appointed to be a director, to receive the remuneration and benefits as the Company's staffs and employees.

The payment of remuneration in the first and the second paragraphs must not contradict to the qualifications of independent directors stipulated in the Securities and Exchange Act.

Chapter 4 Shareholders Meeting

Article 34. The shareholders meeting shall be held at the area where the headquarters of the Company is located or nearby provinces or any other place as the Board of Directors will determine.

The meeting of shareholders of the Company may be held via electronic media in accordance with the applicable laws.

Article 35. The meeting of shareholders shall be held at least once a year, which is called "annual general meeting". Such annual general meeting shall be held within four (4) months after the end of the fiscal year of the Company.

All other meetings of shareholders are called "extraordinary general meeting".

The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or one shareholder or shareholders holding shares totaling not less ten (10) percent of the total number of shares sold may submit their names in request directing to the Board of Directors to summon an extraordinary at any time, provided that the written request shall explicitly specify the agendas and reasons for calling such meeting. The Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such written request from such shareholders.

If the Board of Directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting by themselves within forty-five (45) days from the date on which the period of time specified in the paragraph three ends. Such meeting shall be deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for all necessary expenses incurred from such meeting.

In the case where the quorum of any meeting called by the shareholders under paragraph four cannot be constituted as specified in Article 37, the shareholders under paragraph four shall compensate the Company the expenses incurred from such meeting.

Article 37. In order to constitute a quorum, there shall be shareholders or proxies (if any) present at a shareholders meeting in the amount of not less than twenty-five (25) persons or not less than one half of the total number of shareholders and hold shares totaling not less than one-third (1/3) of the total number of shares sold.

In the event that at any shareholders meeting, if one (1) hour has passed from the appointment and the number of shareholders attending the meeting is still inadequate for a quorum as specified, if such shareholders meeting was called as a result of the request by the shareholders, such meeting shall be canceled. If such meeting was not called as a result of the request by the shareholders, the meeting shall be called once again and the notice of the meeting must be sent to the shareholders not less than seven (7) days before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

- Article 38. Shareholders may appoint any person as their proxy to attend the meeting and cast the vote on their behalf. The appointment of a proxy shall be made in writing signed by a grantor and in the form designated by the Registrar. The instrument of proxy shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting prior to the proxy attending the meeting, which have minimum details as follows:
 - A. The number of shares held by grantor;

- B. Name of the grantor;
- C. The number of the meeting appointing the proxy to attend and have the right to vote.
- Article 39. The shareholders meeting shall be conducted in accordance with the sequence of agendas prescribed in the notice of the meeting, unless the meeting has resolved to change the sequence of agendas with a vote of not less than two-third (2/3) of the number of shareholders present at the meeting.

After the meeting has completely considered the matters of agendas prescribed in the notice of the meeting, shareholders holding shares totaling not less than one-third (1/3) of the total number of share sold may request the meeting to consider other matters other than those prescribed in the notice of the meeting.

In the event that the meeting does not completely consider all the agendas prescribed in the notice of the meeting as well as agendas requested by shareholders within the meeting and needs to reschedule the meeting, the meeting shall set the date, time, and venue for the next meeting and a notice shall be sent to the shareholders by the Board of Directors not less than seven (7) days prior to the date of such meeting and published in the newspapers not less than three (3) days prior to the date of such meeting for three (3) consecutive days.

- Article 40. The Chairman of the Board shall be the chairman of shareholders meeting. If the Chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall be the chairman of the meeting. If there is no Vice Chairman of the Board or Vice Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
- **Article 41.** In the shareholders meeting, shareholders shall have one vote per share.

Any shareholder who has a special interest in any resolution shall not be entitled to vote on such resolution, except a resolution concerning appointment of directors.

- Article 42. Any resolution or approval of the shareholders meeting shall be made by majority vote of the shareholders who attend the meeting and have the right to vote, unless stated otherwise in the Articles of Association or in the laws or in the following matters which a resolution of the shareholders meeting shall require a vote of not less than three quarter (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - a. Sale or transfer of all or a significant portion of the Company's business to another person;
 - b. Purchase of acceptance of business transfer of other public companies or private companies;
 - c. Entering into, amendment or termination of the lease agreement of the entire Company business or some important parts. Assignment to other people to manage the Company's business or merger with other people for the purpose of sharing profit and loss;
 - d. Amendment to the Memorandum of Association or Articles of Association;
 - e. Increase or decrease of the registered capital;
 - f. Issuance of debentures;
 - g. Merger or dissolution of the Company.

Chapter 8 Accounting, Finance, and Auditing

- **Article 55**. The Board of Directors shall prepare the balance sheet and the profit and loss account as of the last day of the fiscal year of the Company to be submitted to an annual general meeting of shareholders for consideration and approval, which the Board of Directors shall have such documents to be audited by an auditor prior to submission to the shareholders meeting.
- **Article 56.** The Board of Directors shall deliver the following documents to the shareholders meeting together with the notice of the annual general meeting of shareholders:
 - (1) Copies of the balance sheet and the profit and loss account audited by the auditor, together with the audit report of the auditor;
 - (2) The annual report of the Board of Directors and supporting documents.
- Article 57. The Board of Directors shall make available and keep a register of directors, the minutes of Board of Directors meeting, the minutes of shareholders meeting as well as the records of all of the resolutions of the meetings at the Company's headquarter or may assign any person to keep such documents in any area where the Company's headquarter is located or nearby provinces, provided that prior notification thereof shall be given to the Registrar.
- **Article 58.** An auditor shall be appointed at an annual general meeting of shareholders. The shareholders meeting may re-appoint the former auditor.
- **Article 59.** The remuneration for the auditor shall be determined at the shareholders meeting.
- **Article 60.** A director, staff member, employee or person holding any position or having any duty in the Company at the time shall not be appointed as an auditor.
- **Article 61.** The auditor has the duty to attend every shareholders meeting at which the balance sheet, the profit and loss account and problems relating to the Company's accounts are to be considered in order to clarify the auditing of accounts to the shareholders. The Company shall also deliver the reports and documents of the Company, which are to be received by the shareholders at that shareholders meeting, to the auditor.



Proxy form A, B, and C

For Natural Person and Juristic Person

- » Please sign either Proxy Form A or B and attach a copy of your national identification card.
- » Please return the entire proxy form and the barcode to the company.
- » If you wish to appoint a proxy to vote on your behalf as deemed appropriate by the proxy in any agenda, please mark x in front of (a) of such agenda item.
- » If you wish to appoint a proxy to vote on your behalf as deemed appropriate by you in any agenda, please mark x in front of (b) of such agenda item

Form of Proxy, Form A. (General Form)

	Made	e at	
		Month	
(1) I/We		natior	nality,
residing/located at No.	,	Road, Tambol/Kwaeng	,
Amphur/Khet	, Province	, Postal Code	
(2) being a shareholder of JMT	Network Serv	vices Public Company Limited, ho	lding shares in
total which are entitled to cast	vote	es as follows:	
ordinary shares:	shares in tota	al which are entitled to cast	votes; and
preferred shares:	shares in tota	al which are entitled to cast	votes,
(3) I/We wish to appoint			
(1)		age years, residing/locate	ed at No,
Road, Tambol/Kwaeng			
, Postal Code	, or		
(2)		age years, residing/locate	ed at No,
Road, Tambol/Kwaeng			
, Postal Code			
(3)		age years, residing/locate	ed at No,
Road, Tambol/Kwaeng			
, Postal Code			
of Shareholders No. 2/2022 on Thursda extraordinary general meeting only (E-E 2 nd Floor, Building B, Jaymart Public Co Rat Phatthana Sub-district, Saphan Sung be adjourned. Any acts or performance caused by the performance in all respects.	EGM), which ompany Limig District, Bar	the Company will broadcast live ted, No. 189 Jay Mart Building, Fingkok 10240 or such other date, t	from Meeting Room, Ramkhamhaeng Road, ime and place as may
	Signed (_ Grantee _)
	Signed (_Grantee _)
	Signed (_Grantee _)

Remarks

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

Form of Proxy, Form B.

(Form Specifying Various Particulars for Authorisation Containing Clear and Concise Details)

		Made a	t			
		Date	Month	Year		
(1) I/We				nation	nality	,
residing/located at No.						
Amphur/Khet						
(2) being a sha	reholder of JMT	Γ Network Servic	es Public Compa	any Limited, ho	lding	
shares in total which are	e entitled to cast	t	votes as follo	ws:		
ordinary sh	ares:	shares in total	which are entitle	d to cast	votes; a	nd
preferred sl	nares:	shares in total	which are entitle	d to cast	votes,	
(3) I/We wish	to appoint					
(1)					age	years,
residing/located at No.		,	Road, Tambol/	Kwaeng		,
Amphur/Khet		, Province		, Postal Code		, or
(2)					age	years,
residing/located at No.		,	Road, Tambol/	Kwaeng		,
Amphur/Khet		., Province		, Postal Code		, or
residing/located at No.						
Amphur/Khet		, Province		, Postal Code		
any one of them as my			•		•	
of Shareholders No. 2/2		• •		•		
extraordinary general n	•					•
2 nd Floor, Building B, J				Aart Building, F	Ramkhamh	naeng Road
Rat Phatthana Sub-distr	ict, Saphan Sun	ig District, Bangk	ok 10240			
	•	proxy to cast the	e votes on my/or	ur behalf at the	above me	eting in th
followi	ng manners:					
☐ Agenda n	o. 1 To conside	er and certify the	2022 Annual Ger	neral Meeting o	f Sharehol	lders
\Box (a) The	e proxy is entitle	ed to cast the vote	es on my/our beh	alf at its own d	iscretion.	
\Box (b) The	e proxy must ca	st the votes in acc	cordance with the	e following inst	ructions:	
	\Box Approve		sapprove	☐ Abstai	in	

th	o acknowledged the paymers as a six-month period ended this agenda included for a	30 June 2022.	end from the operating results for eeds no resolution)
ex \Box (a) The prov \Box (b) The pro	acceeding Baht 17,000 Mill axy is entitled to cast the voxy must cast the votes in	ion otes on my/our behalf at	
☐ (a) The proxy☐ (b) The proxy	o consider other matters (is entitled to cast the vote must cast the votes in acc oprove	s on my/our behalf at it	
(5) If the votes which the proxy form, those votes are invas the shareholder.		•	r specified instruction in this t by me/us in my/our capacity
considers or resolves on any n relevant facts, then the proxy w	natter other than those stavill be entitled to cast the caused by the proxy at the	ated above, or there is a votes on my/our behalf the above meeting, exce	at his/her own discretion. ept voting in contravention of
		(
		(Grantee
	Signed		
	Signed		Grantee

Remarks

- 1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
- 2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- 3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form B.

Attachment to Proxy Form B.

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

For at the Extraordinary General Meeting of Shareholders No. 2/2022 on Thursday, September 29, 2022, at 11:00 a.m.,. to be the Electronic Meeting (E-EGM) format only or such other date, time and place as may be adjourned.

Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain
Agenda no. re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain
Agenda no re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain
Agenda no re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain
Agenda no re:
(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The proxy must cast the votes in accordance with the following instructions:
☐ Approve ☐ Disapprove ☐ Abstain



Proxy Form C

For foreign shareholders who appointed a custodian in Thailand

Form of Proxy, Form C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)

			Made at	t			
			Date	Month		Year	
	We						
	No						
	het						1n
our capacit	y as the custodian	tor			,		
•	reholder of JMT Nentitled to cast				, holding	sl	nares in total
ordinary sh	ares:	shares in total	l which are	e entitled to cas	t	votes; and	l
preferred sl	hares:	shares in total	l which are	e entitled to cas	t	votes,	
(2)	We wish to appoi	nt					
	(1)					age	years,
residing/loc	cated at No.						
	het						
	(2)						
	cated at No.						
Ampnur/K	het	, Province		, Posta	i Code		, or
	(3)					age	years,
residing/loc	cated at No.						
	het						
Shareholde (E-EGM) f	f them as our proxers No. 2/2022 on format only or such	Thursday, Septe other date, time	ember 29, and place	2022, at 11:00 as may be adjoin	0 a.m., to urned.	be the E	lectronic Meeting
(3)	manner:	proxy to attend the	ne meeting	g and cast the vi	otes on ot	n benan m	tule following
	\Box The voting rig	ght in all the voting	ng shares l	held by us is gra	anted to th	ne proxy.	
	\Box The voting rig	ght in part of the	voting sha	ares held by us i	s granted	to the prox	xy as follows:
	Ordinary shares:	shares in	total, whi	ch are entitled t	o cast	votes	; and
	Preferred shares:	shares in	total, whi	ch are entitled t	o cast	votes	s,
	Total:	votes					

(4		authorise ving manı		y to cast the vot	es on my/ou	ır behalf at the	e above meeting i	n the
	□ (a) The pro	oxy is entitled	to cast the vote the votes in acc	s on my/ou	r behalf at its of th the followin		lers
	Agen	da no. 2	the six-mon	th period ended	30 June 20	22.	d from the operat	ing results for
		(a) The j	exceeding B broxy is entitle	aht 17,000 Milled to cast the vo	ion otes on my/o	our behalf at it	debenture in the ts own discretion. wing instructions Abstain	
	□ (a) The pro	oxy is entitled	to cast the vote the votes in acc	s on my/ou	th the following		
	m, those	votes are				•	specified instructory me/us in my/or	
considers relevant f	or resolacts, then	ves on an	y matter othe y will be entit	er than those statled to cast the v	ated above, votes on my	or there is an /our behalf at	on any agenda, the change or additional his/her own discr	tion to the etion.
		_		by the proxy at y/our acts and p			ot voting in contra s.	ivention of
				Signed			Grantor	
				Signed			Grantee	
				Signed			Grantee	
					()	

Remarks

- 1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
- 2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
 - (2) a certification that the authorised signatory of the proxy form is licensed to operate the custodial business.
- 3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
- 4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
- 5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorisation in the Attachment to Proxy Form C.

Explanation regarding Documents and Evidence Proving the Identity of the Shareholder or Shareholder Representative, as well as Voting Criteria at the Shareholders Meeting

As a result of the company The Extraordinary General Meeting of Shareholders No. 2/2022 was held on September 29, 2022, at 11:00 a.m. (EGM + Physical) by live broadcasting via ZOOM program from the meeting room, 2nd floor, Building B, Jay Mart Public Company Limited, No. 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240, which is also used as a meeting venue. In order for the Extraordinary General Meeting of Shareholders No. 2/2022 on September 29, 2022 at 11:00 a.m. of the Company to be transparent and fair. and benefit the shareholders The company therefore deems that the documents should be examined. and evidence showing ownership of shareholders or representatives of shareholders who are entitled to attend the meeting for the shareholders to adhere to The Company would like to clarify to the shareholders as follows:

1. For Individual Shareholders

- 1.1 In case the shareholder attends the meeting in person, such shareholder shall present the identification document issued by government authorities, which has not yet expired and bears the shareholder's photograph, such as the identification card (ID), driver's license or passport.
- 1.2 In case the shareholder appoints a proxy:
 - (a) The Proxy Form, as attached to the Notice of the Meeting, completely filled in and signed by the proxy grantor and the proxy.
 - (b) Copy of identification document of the shareholder issued by government authorities, as specified in Item 1.1, and certified as true by the proxy grantor.
 - (c) The identification document of the proxy issued by government authorities, as specified in Item 1.1.

2. For Juristic Person Shareholders

- 2.1 In case the authorized representative attends the meeting in person:
 - (a) The identification document of such authorized representative issued by government authorities, as specified in Item 1.1.
 - (b) Copy of the Certificate of Incorporation of the juristic person shareholder certified as true by the juristic person's representative, showing that the representative attending the meeting is authorized to act on behalf of the juristic person which is the shareholder.
- 2.2 In case the shareholder appoints a proxy:
 - (a) The Proxy Form, as attached to the Notice of the Meeting, completely filled in and signed by the proxy grantor and the proxy.
 - (b) Copy of the Certificate of Incorporation of the juristic person shareholder certified as true by the juristic person's representative, showing that the representative signing the

- Proxy Form is authorized to act on behalf of the juristic person which is the shareholder.
- (c) The identification document of the proxy issued by government authorities, as specified in Item 1.1.
- 3. For Non-Thai Shareholders or Juristic Person Shareholders Incorporated under Foreign Law Provisions specified in Item 1 and 2 shall be applied mutatis mutandis to a non-Thai shareholder or attendee or a shareholder which is a juristic person incorporated under foreign law, as the case may be, subject to the following conditions:
 - (a) A certificate of juristic person can be a document issued by government authorities where such juristic person is situated or by the authorized person of such juristic person. The document shall provide details of the juristic person, authorized signatory, condition or limitation of signatory and the location of headquarter.
 - (b) That or English translation is required to be attached for any original document which is not made in That or English and such translation must be certified as true and correct by the authorized representative of such juristic person.

Guidelines for the Extraordinary General Meeting of Shareholders No. 3/2022 via electronic media using the Blockchain AGM system

With the Board of Directors of JMT Network Services Public Company Limited (the "Company") resolving to hold the Extraordinary General Meeting of Shareholders No. 2/2022 on Thursday, September 29, 2022, at 11:00 a.m., the Company has decided to hold the Extraordinary General Meeting of Shareholders No. 2/2022. Join the meeting in a hybrid system (Hybrid Meeting) (E-EGM and meeting at the company's meeting room) by broadcasting live through the ZOOM program from the meeting room, 2nd floor, Building B, Jay Mart Co., Ltd. Public Company Limited No. 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

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

The company would like to let you know the rules and procedures for the Extraordinary General Meeting of Shareholders No. 3/2565 at this time. The company will be open for electronic registration via the Blockchain AGM Voting Application system from September 22 through September 28, 2022, to facilitate more shareholders. Individual shareholders and shareholders of Thai nationality Confirmation must be made prior to the date of the shareholders' meeting, and authenticate using government identity verification standards, as well as install applications Follow the steps below for e-meeting and e-kyc authentication, as well as Blockchain voting.

1. Applications that shareholders must install

- 1.1 Download and run the Join application to confirm your e-kyc identity. Only Gold members may be shareholders. Dip Chip can help you become a gold member right away at any Jay Mart store near you. your residence.
- 1.2 Download and install the AGM Voting application to vote at the Extraordinary General Meeting of Shareholders No. 2/2022.
- 1.3 Download the ZOOM app to view the live stream of the Extraordinary General Meeting of Shareholders No. 2/2022.

Description of program installation and use

1.1 Downloading and Installing the Join Application

You can install the Join application on your mobile device or communication device by following the link or scanning the QR Code provided.

Application Join

Android	https://bit.ly/3tonpRd
iOS	https://apple.co/3Fp19bW



1.2 Installing the AGM Voting application

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

AGM Voting Application

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



1.3 Installing the ZOOM application

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

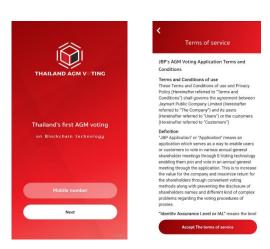
Please see the attached QR Code.

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



2. Registration for right on the AGM Voting application

(Open for registration between 22 September - 28 September 2022)



2.1 Enter the correct OTP number received from SMS.



2.2 Enter a 6-digit password here (2 times). It is recommended that you use the same password as you did when you joined.



2.3 Through the application, you can register for the right to comment. by choosing the meeting for which you want to confirm permission



2.4 <u>IR@jaymart.co.th</u> 2.4 Enter an email address for contact. Your information will be saved by the company. to submit the Username and Password to your registered email address with the application for Attend meetings via e-meeting via Zoom Meeting by September 28, 2022, which will be exported from IR@jaymart.co.th



2.5 Enter the correct OTP number received from the email.



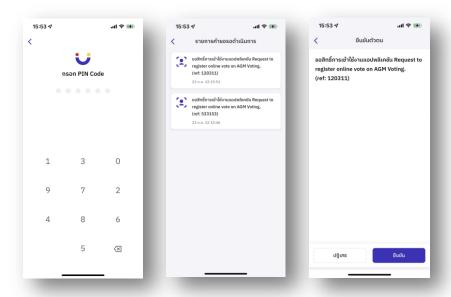
2.6 Verify your identity according to the digital ID standard.



- 2.7 The system will prompt you to confirm your identity. According to the credibility standards of the things used to authenticate, through the Join application. AAL 2.2 (Authenticator Assurance Level)
- 2.8 Accept the terms and conditions of service.



2.9 Enter the Join password correctly and click to accept the request for access to the AGM Voting application.



2.10 Follow the authentication instructions on the screen. and take one photo with a straight face



2.11 Return to the AGM Voting application.



2.12 Completion of the application's registration process for the right to comment.

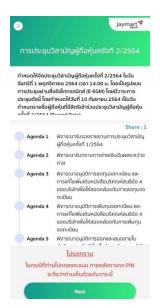
3. Start using the AGM voting system on September 29, 2022.

The company recommends that you bring two devices: one for voting according to the agenda and one for attending the meeting via e-meeting with Application Zoom Meeting by logging in with Meeting Id and Password. e-meeting meeting, which the company has sent to you in response to your email notification.

3.1 Launch the AGM Voting application and choose the meeting in which you want to vote.



3.2 Press Next button to start the meeting.



- 3.3 The system will prompt you to confirm your identity. According to the credibility standards of the things used to authenticate, through the Join application. AAL 2.2 (Authenticator Assurance Level)
- 3.4 Accept the service terms and conditions.



3.5 Correctly enter the Join password.



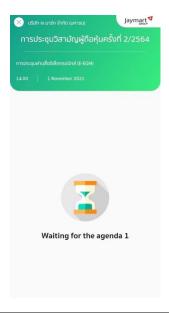
3.6 Follow the on-screen instructions for authentication. and snap a single photo with a straight face.



3.7 Return to the AGM Voting application and watch the meeting via Zoom meeting system by joining the meeting via e-meeting with Application Zoom Meeting by logging in via Meeting Id and Password to access the e-meeting meeting system as organized by the company. Send to you via email. During the meeting, those who have questions can send questions via the Zoom meeting system at the Chat channel.



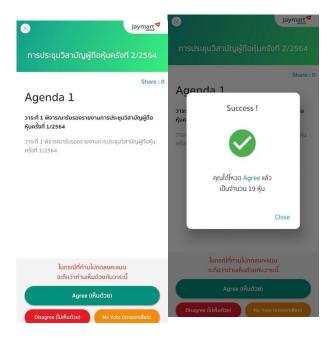
3.8 The voting period waiting for the meeting's staff to offer their opinion. During the voting period, the meeting's chairman will make an announcement.



3.9 You will be asked to enter a valid password when the chairman opens the room for comments. (Must specify each time before commenting) However, to count as a sound base, you must press the button to show that you are in the said agenda.



3.10 Voting There will be three options for voting: agree, disagree, and abstain. If a shareholder disagrees or abstains, they should press the Disagree or Abstain button. Any shareholder who agrees to press consent the votes will be entered into the voting system. If you do not cast a vote, the company will assume that you agree on all the agenda items.



3.11 Steps 3.8 through 3.10 must be repeated until all agendas are completed. When all agendas have been completed by shareholders voting via the Blockchain AGM system, the results of each agenda will be displayed at the e-meeting meeting.

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

Sincerely Yours,

390K

Mr. Wongsakorn Kittitrakulkan Company Secretary

Procedures for attending the Extraordinary General Meeting of Shareholders No. 2/2022

JMT Network Services Public Company Limited 29 September 2022 Shareholders of Jay Mart Public Company Limited Join a meeting in person Proxies Registration of proxy (starts at 12:00 PM) Register (starts at 12:00 PM.) Show ID Show proxy - Show the correct and complete proxy form and documents. - Show a copy of the proxy grantor's and proxy's identity cards review and verify get ballot Join The Meeting The chairman opened the meeting (at The chairman proposed the meeting agenda. In the event that a person wishes to object or abstain from voting The officers collected only ballots for those who objected or abstained and summarize the voting results

The chairman gave a summary of the voting results to the meeting.

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

Privacy Notice (PDPA)

JMT Network Services Public Company Limited (the "Company") prioritizes the collection and protection of your personal data, therefore, the Company would like to inform the guidelines in order to comply with Personal Data Protection Act, B.E. 2564 (PDPA) as follows:

Definition

"Company" means JMT Network Services Public Company Limited

"You" means a data subject such as a shareholder and a proxy

"Personal Data Protection Laws" means Personal Data Protection Act B.E. 2564 (as amended) and the relevant laws.

"Personal Data" means any information relating to a person, which enables the identification of such person, whether directly or indirectly, but not including the information of the deceased persons in particular under Personal Data Protection Laws.

Purposes, necessities and Personal Data to be collected

The Company has to collect your Personal Data which You have informed the Company e.g., name, surname, mobile phone number and national identification card number, electronic traffic information, and other information relating to your meeting for the following purposes.

- To summon and hold the to the Extraordinary General Meeting of Shareholders No. 2/2022 through electronic media (E-EGM) under the law.
- To deliver the notice of to the Extraordinary General Meeting of Shareholders No. 2/2022 together with its enclosures

Source of Personal Data

- Receive directly from You through the channels which the Company provides to verify the identity to attend the meeting.
- Receive from Thailand Securities Depository Company Limited (TSD) as the Company's securities Registrar as of the latest Record Date.
- Receive from the video and voice records during to the Extraordinary General Meeting of Shareholders No. 2/2022 through electronic media (E-EGM).

Data Processing

The Company uses the Personal Data relating to the E-EGM to summon the meeting, verify identity to attend the meeting, count the quorum, count the votes, or take any action relating to the meeting and disclose the Personal Data to the E-EGM Service Provider to process such actions.

Period of Collecting Personal Data

The Company will collect your Personal Data as specified in this document throughout the period which the data is required to be used and as required by law for the purpose of the arrangement of to the Extraordinary General Meeting of Shareholders No. 2/2022 through electronic media (E-EGM).

For shareholders and proxies who have queries during the meeting, the Company may record your name and surname in the minutes of the meeting which such minutes will be disclosed on the Company's website and submitted to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce and any relevant agencies prescribed by law.

Data Subject's Rights

As You are a data subject, You have the rights as stipulated in Personal Data Protection Act B.E. 2564 including the right to withdraw the consent, the right to request access and receiving the Personal Data, the right to request amendment of the Personal Data, the right to request deletion and destruction of the Personal Data, the right to request suspension of the use of the Personal Data, the right to request transfer of the Personal Data by means prescribed by law, the right to complain, and the right to object to the collection, use or disclosure of the Personal Data relating to You. In case You would like to exercise such rights, please contact

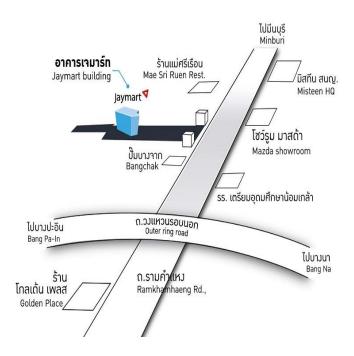
- 1) by post: "Investor Relations Department, JMT Network Services Public Company Limited, Jay Mart Building 187, 189 Ramkhamhaeng Road, Ratthana Sub-district, Saphan Sung District, Bangkok 10240
- 2) by email: DPO_Jmt@jaymart.co.th

Security Measures

The Company provides the Personal Data protection system according to "Personal Data Protection Policy" of the Company for protecting the access, change, and destruction without the Company's permission by using the standard security system to protect your Personal Data. For the collection, use and/or disclosure of the Personal Data, whether in whole or in part, the Company agrees to operate in accordance with the rights and obligations under the Personal Data Protection Laws.

Remark In the identification documents which You send to the Company such as copy of national identification card or other official documents, You can conceal the sensitive information before sending to the Company, such as race, blood type, religion, which is not an information necessary for to the Extraordinary General Meeting of Shareholders No. 2/2022 through electronic media (E-EGM). If You do not conceal such information, the Company will reserve the right to conceal such information on the documents without being regarded as the collection of your sensitive information.

Map for Delivery of Proxy Documents



Remark

Please deliver the Proxy Form for the Extraordinary General Meeting of Shareholders No. 2/2022 to 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok, 10240.

Telephone 02-308-8152, 02-308-8197, 02-308-8068

Buses that pass by No. 58, No. 113, No. 514, No. 519, No. 168