

- Translation -

15 March 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders
Attention: Shareholders of Jaymart Public Company Limited

- Enclosures
1. Registration Form
 2. Copy of Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
 3. QR Code for downloading the 2020 Annual Report and Financial Statements 2020.
Company for the year ended 31 December 2020 in QR Code format
 4. Criteria for Nomination of Director
 5. Curriculum vitae and relevant information of the person nominated for the position of replacement director.
 6. Articles of Association of J Ventures Company Limited to be proposed to shareholders for approval.
 7. Information of independent directors proposed by the company to act as a proxy on behalf of the shareholders who are unable to attend the meeting
 8. Definition of independent director
 9. Company's articles of association relating to shareholders' meeting
 10. Proxy form A, B, and C
 11. Documents or evidence showing an identity of the shareholder or proxy entitled to attend the meeting
 12. Procedures for attending the Annual General Meeting of Shareholders 2021
 13. Map of the venue for the meeting
 14. Criteria of forwarding the question
 15. Annual Report Requisition Form

The Board of Directors of Jaymart Public Company Limited (the "Company") has resolved to hold the Annual General Meeting of Shareholders 2021 on Friday 9 April 2021, 2 pm., at JMART Building B, No.189, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240 to consider matters under the agendas as follows:

Agenda 1. To consider and certify the minutes of Extraordinary General Meeting No.1/2020

Facts and Rationale

The Extraordinary General Meeting of Shareholders No.1/2020 on Monday 2 November 2020, and the copy of the minute was submitted to the Stock Exchange of Thailand (SET) within 14 days from the date of the shareholders' meeting. And The Board of Directors has considered and agreed that it is correct according to the resolution of the shareholders' meeting. Also uploaded on the Company's website (<http://www.jaymart.co.th>) to be disclosed to the shareholders and general investors. It appeared that no one objected or requested for amendment.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2020 of Shareholders to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2020 on Monday 2 November 2020. Board of Directors has considered and agreed that it is correct according to the resolution of the shareholders' meeting. With details in the copy of the minutes of the extraordinary general meeting of shareholders No.1/2020 which has been recorded as actually appeared in the enclosure No. 2.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders in attendance and eligible for voting.

Agenda 2. To consider and acknowledge the report on the Company's operating result as at the year 2020

Facts and Rationale

Summary of the Company's operation results for the fiscal year ended of 31 December 2020.

Items	Unit: Million Baht	
	Consolidated financial statements	Separate financial statements
Current assets	8,820	2,836
Total assets	25,901	10,129
Current liabilities	9,547	4,687
Total liabilities	19,135	6,390
Shareholders' equity	6,766	3,739
Total revenue	11,204	77
Net profit (loss)	798	798

Details of the Company's operation results are elaborated in the 2020 Annual Report.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and acknowledge the Annual Report and Company's operating results for the year 2020.

Resolution

This agenda included for acknowledgement and needs no vote

Agenda 3. To consider and approve the audited financial statement for the year ended 31 December 2020

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535 (1992), Section 112 required the board of directors must cause to be made a balance-sheet (statement of financial position) and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to their submission to a meeting of shareholders for consideration and approval. The Board of Directors therefore provided the audited financial statements for the fiscal year ending 31 December 2020, to propose to the meeting to consider and approve.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the Company's consolidated financial statements for the fiscal year ended 31 December 2020, which has been reviewed by the auditors and revealed in the annual report enclosed herewith the invitation.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders in attendance and eligible for voting.

Agenda 4. To consider and approve the dividend payment derived from operation results for the year ended 31 December 2020 and acknowledge the interim dividend payment.

Facts and Rationale

As to the company has performed well in the year 2020. According to the audited financial statements for the fiscal year ended 31 December 2020, the Company had net profit totaling 797,871,159 Baht.

In this regard, the Company has already allocated legal reserve of 10% of the registered capital according to the regulations of the company. Therefore, no additional legal reserve is required at this general meeting of shareholders.

The company has a policy to pay dividends not less than 50% of the net profit after tax deduction and legal reserve, based on the consolidated financial statements The Board of Directors has the authority to consider to except do not implement the policy or change the policy from time to time. Under the condition that the operation must bring maximum benefit to the shareholders of the company and Subsidiaries Company.

For example, use as a reserve for loan repayments. Use as investment funds for expanding the business of the company or in the case of changes in market conditions which may affect the cash flow of the company and Subsidiaries Company in the future.

And in accordance with the Public Limited Companies Act 1992, Section 115 and the Articles of Association of Article 46. Stipulating that the company shall pay dividends from profits only and do not pay dividends in the case that the company still has an accumulated loss.

Dividend payment details

Allocate profit and pay dividends in cash. From the net profits of the company according to the company's consolidated financial statements ending on December 31, 2020. After deducting legal reserve, the total amount is not more than 638,296,927 baht Or equivalent to the dividend payment rate is 0.69 baht / share.

The details of dividend payment are as follows.

Details of dividends presented	Amount
Net profit after after tax deduction for the year 2020 (consolidated financial statements)	797,871,159 Baht
Pay dividends at the rate of 80 percent	638,296,927 Baht
Dividend per share rate (Number of shares 921,433,589 shares)	0.69 Baht/Share
Interim dividend payment (first half of 2020)	0.45 Baht/Share
Remaining dividends per share	0.24 Baht/Share

By specifying the list of shareholders entitled to receive dividends on 21 April 2021 (Record Date) and payment of dividends on 7 May 2021. However determination of list of shareholders entitled to receive dividends and company dividend payment schedule still uncertain. Due to having to wait for approval from the shareholders' meeting of the company

Board's Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the dividend omission due to the needs to reserve capital for business expansion.

Agreed to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the dividend payment as detailed above

Which the Board of Directors has considered in accordance with the provisions of the Public Limited Company Act Company regulations The company's performance and financial status as well as taking into account all stakeholders with the opinion that

As of 31 December 2020, the company has a net profit of 797,871,159 baht with no accumulated loss. And as the company has a policy to pay dividends of not less than 50 percent of the net profit after tax and legal reserve by considering the consolidated financial statements

The Board of Directors has the authority to consider, except to not implement the policy or change the policy from time to time.

This dividend payment is according to the company's dividend policy. Therefore, it is appropriate to pay dividends to shareholders from retained earnings for the operating period from 1 January to 31 December 2020.

Dividend payment in the amount of 638,296,927 baht, equal to the rate of dividends per share at the rate of 0.69 baht per share.

In which the company has paid the interim dividends (the first half of 2020)

Paid at the rate of 0.45 baht per share as of 31 December 2020

The remaining dividend payment per share is 0.24 baht / share, or equivalent to dividend payment at the rate of 80.0 percent.

Which is comparable to the rate of dividend payment in 2019 that the company had paid at 85.0 percent and in accordance with the company's dividend policy

By specifying the list of shareholders entitled to receive dividends on 21 April 2021 (Record Date) and payment of dividends by May 7, 2021

The right to receive dividends is still uncertain. Due to having to wait for approval from the shareholders' meeting of the company

Comparison of dividend payment rates for the year 2017 to 2020

Details	2017	2018	2019	2020
1. Net profit (loss) (Baht)	490,159,700	(277,061,530)	533,848,956	797,871,159
2. Legal Reserve 10%	-	-	-	-
3. Number of shares (Share)	734,249,340	734,250,240	906,608,710	921,433,589
4. Rate of dividend/share (Baht/Share)	0.50	non-dividend payment	0.5008224	0.69
- Interim dividends for the first 6 months (Baht/Share)	0.18		0.2608224	0.45
- The second half dividend (Baht/Share)	0.32		0.24	0.24
5. Total amount of dividend (Baht)	367,619,776	non-dividend payment	454,049,950	638,296,927
6. Dividend payout ratio/net profit (%)	74.90	non-dividend payment	85.0521	79.3

Note: * The number of shares shown in the table is the amount of paid-up shares that appear in the annual financial statements for that year. For the period from 1 January to 31 December 2020.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders in attendance and eligible for voting.

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

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 (1992), Section 71 and the Company's articles of association Item 17, defined that at least one-third of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third shall vacate office. The director who vacates office under this section may be re-elected. At the 2021 Annual General Meeting, the following 2 directors will to retire by rotation:

- (1) Mr. Pisnu Pong-Acha Chairman of the Board/Independent Director
- (2) Mr. Adisak Sukumvitaya Director/Chief Executive Officer

Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee has considered nomination criteria and method by taking into account the structure of the Board and qualifications of each director, including for the best benefit of the Company's operation and views that those 2 directors who will retire by rotation should be re-elected to hold another term of office. Whereas, the nominated persons are able to express their opinions independently in compliance with relevant rules, brief profiles are shown in Enclosure No. 5. Therefore, the Committee deemed it appropriate to propose to the 2021 Annual General Meeting to consider and approve the appointment of two directors as follows.

- (1) Mr. Pisnu Pong-Acha Chairman of the Board/Independent Director
(2) Mr. Adisak Sukumvitaya Director/Chief Executive Officer

Details of shareholding by nominated directors

Persons nominated for directorship positions	Number of shares	Ratio	Voting rights
1. Mr. Pisnu Pong-Acha	656,882	0.07%	0.07%
2. Mr. Adisak Sukumvitaya	174,886,204	18.98%	18.98%

The Company has allowed the shareholders to nominate qualified persons to be elected as the director according to the nomination procedure in advance during 16 October 2020 to 31 January 2021 via the Company's website, which appeared that no shareholder has nominated any qualified persons to be elected as the Company's director.

Board's Opinion

The Board of deemed it appropriate to propose the 2020 Annual General Meeting of Shareholders to approve the re-appointment of the 2 following directors for another term.

- (1) Mr. Pisnu Pong-Acha Chairman of the Board/Independent Director
(2) Mr. Adisak Sukumvitaya Director/Chief Executive Officer

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders in attendance and eligible for voting.

Agenda 6. To consider and approve the director's remuneration for the year 2021

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 (1992), Section 90 and the Company's articles of association Item 33, directors are entitled to receive remuneration from the Company in the form of reward, meeting allowance, commission, bonus or any other form of compensation pursuant to the Company's articles of association or as determined by the shareholders' meeting. The amount of remuneration may be definitely fixed or outlined and from time to time or indefinitely

until further notice. Directors may also be entitled to per diem and welfares according to the Company's regulation.

Nomination and Remuneration Committee's Opinion

For the year 2021, the Nomination and Remuneration Committee has set the remuneration for the directors by considering responsibility and the performance of the board of directors of the company. And comparative data refer to other companies in the same industry, similar sizes and characteristics. Including inquiring the directors' remuneration with the Thai Institute of Directors Association (IOD). And found that the remuneration for the directors were close to the market average.

Board's Opinion

Deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the remuneration of directors for the year 2021, not exceeding 5,000,000 Baht, in the form of monthly compensation. The details are as follows.

Board of Directors	2019	2020	2021
	Remuneration/ Person/Month	Remuneration /Person/Month	Remuneration/ Person/Month
Board of Directors of the Company			
Chairman of the Board	45,000	45,000	45,000
Vice Chairman of the Board	40,000	40,000	40,000
Director	25,000	25,000	25,000
Audit Committee			
Chairman of the Audit Committee	45,000	45,000	45,000
Member of the Audit Committee	25,000	25,000	25,000
Nomination and Remuneration Committee	-None-	-None-	-None-

The scope of duties and responsibilities of the Board of Directors and its subcommittees shall appear in the annual report under the heading of management and corporate governance.

Resolution

The resolution of this agenda must be approved by not less than two third of votes of the shareholders in attendance and eligible for voting.

Agenda 7. To consider and approve the appointment of auditors and their remuneration for the year 2021.

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 (1992), Section 120 requires that the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration on yearly basis and the former auditor(s) may be re-appointed. In addition, pursuant to the Notification of the Capital Market Supervisory Board, the Company shall rotate its auditor if that auditor has rendered his/her service for 7 consecutive accounting period. Such rotation needs not to change the audit firm as the latter may nominate its other auditor to assume the duties in replace of the auditor. However, the Company may re-appoint any auditors to resume his/her function only

when the period of two consecutive accounting periods has lapsed since his/her last rotation.

Board's Opinion

The Board of Directors agreed with the proposal of the Audit Committee and deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the appointment of auditors from EY Office Limited to be the Company's auditor and its subsidiaries for the year 2021. The following auditors shall conduct audit works and give comment to the Company's financial statements.

Miss Rungnapa Lertsuwankul CPA Licence No. 3516, Being an auditor for the company for 6 years, since 2016 (never signed) or
 Ms. Ratana Jala CPA Licence No. 3734, Being an auditor for the company for 3 years, since 2019 (never signed) or
 Ms. Pimjai Manitkajohnkit CPA Licence No. 4521, Being an auditor for the company for 6 years, since 2016 (never signed) or
 Ms. Narisara Chaisuwan CPA Licence No. 4812, Being an auditor for the company for 2 years, since 2020 (never signed) or
 Ms. Wanailai Phetsang CPA Licence No. 5315, Being an auditor for the company for 4 years, since 2018 (never signed) or
 Ms. Rosaporn Decharkom CPA Licence No. 5659, being an auditor for the company for 4 years (Signed the auditor's report from 2018 to the present)
 Ms. Sumana Punpongsanon CPA Licence No. 5872 Being an auditor for the company for 6 years, since 2016 (never signed)

In the case of that the above auditors are unable to perform their duties, EY Office Limited provide other auditors of the Office to audit and comment on the company's financial statements on behalf of the above auditors.

However, the auditor from EY, that has been nominated as mentioned have no relation or interest with the Company/subsidiaries/Executives/major shareholders or any other party related thereto, and have independent views towards the on the Company's financial statements, as well as they have performed their functions as the Company's auditor for 6 consecutive years. Their remuneration for audit works in this 2021 is fixed to be 1,920,000 Baht and other expenses as actually paid.

Comparison of audit remuneration between 2018 and 2021 (unit: baht)

Financial Statements of the Company and its subsidiaries	2018	2019	2020	2021
Audit fees and quarterly review fees				
- Jaymart Public Company Limited	1,600,000	1,760,000	1,920,000	1,920,000
Other expenses	Actually	Actually	Actually	Actually

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders in attendance and eligible for voting.

Agenda 8 To Consider and approve the amendment to the Articles of Association of the company No. 5.

Facts and Rationale

The Legal Department of the Stock Exchange of Thailand has recommended amendments to the Company's Articles of Association. Clause 5. In order to comply with the regulations of the Stock Exchange of Thailand regarding the acceptance of ordinary shares or preferred shares as listed securities B.E. 2558

Old regulations	Proposed Regulations
Article 5. The share certificate of this company is a type of shareholder name only. And must have at least one director to sign or type their signature. The director will assign the share registrar under the law on securities and exchange. If the company assigns Thailand Securities Depository Company Limited to be its share registrar The procedures related to the registration of the company shall be as prescribed by the share registrar.	Clause 5. The shares of the Company are shares in the form of shareholders' names. And the share certificate must be signed or printed by at least one director. The director may assign the share registrar under the law on securities and exchange to sign or type his signature on his behalf. And if the company assigns Thailand Securities Depository Company Limited to be its share registrar The procedures related to the registration of the company shall be as prescribed by the share registrar.

Board's Opinion

Agreed to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and amend the company's regulations.

Resolution

This agenda must be approved by a vote of not less than three-fourths of the total votes of Shareholders attending the meeting.

Agenda 9 To consider and approve the amendment to the articles of association of J Ventures Company Limited (subsidiary)

Facts and Rationale

According to Jay Ventures Company Limited (a subsidiary company) has entered into a Share Subscription Agreement (SSA). And the agreement between the shareholders (Shareholders Agreement: SHA) with TIS INTEC ("TIS"), one of the leading IT companies in Japan. Operates business management and is a provider of information technology, cloud, software development, business solutions, renting real estate Divided into IT services Financial IT, IT for industry Business process outsourcing (BPO) and other management services entered into investment in J Ventures Company Limited (a subsidiary) and on February 19, 2021. J Ventures Company Limited (Subsidiary) and TIS INTEC have entered into Share Subscription Agreement (SSA) and Shareholders Agreement. (Shareholders Agreement: SHA) is already completed. According to the terms and conditions stipulated in the Share Subscription Agreement (SSA) and the shareholder agreement. (Shareholders

Agreement: SHA) requires the Company to jointly arrange for Jay Ventures Company Limited (a subsidiary) to amend the Company's Articles of Association in accordance with the terms and conditions stipulated in the Share Subscription Agreement (SSA) and the Agreement. between shareholders (Shareholders Agreement: SHA) with a draft regulation of J Ventures (Limited) as shown in the document enclosed no.6. In this regard, according to the Company's Articles of Association, (a) the amendment of the Articles of Association of J Ventures Co., Ltd., which is a subsidiary of the Company, must be approved by the Board of Directors of the Company (as specified in Article 54 (4) of Articles of Association) And (b) amendments to regulations that may materially affect the financial status and operating results of J Ventures Company Limited. This includes, but is not limited to, amendments to the regulations that affect the voting rights of the company at the board meeting. And / or the shareholders' meeting of J Ventures Company Limited or dividend payment of subsidiaries Must be approved by the shareholders' meeting with a vote of not less than three-quarters of the shareholders who attend the meeting and have the right to vote.(as specified in Article 55 (5) of the Articles of Association of the Company). In this regard, if the shareholders' meeting passes a resolution approving the amendment to the Articles of Association of J Ventures Company Limited (a subsidiary) as mentioned above. Asked the meeting to assign Chief Executive Officer and / or the person assigned by the board of directors or the chief executive officer has the authority to set or amend details on the said regulations. Including but not limited to Negotiations and agreements on regulatory requirements, including The authority to take any other necessary and appropriate action in connection with the amendment of the said regulations as it deems appropriate.

Board's Opinion

Agreed to propose to the 2021 Annual General Meeting of Shareholders to consider the amendment to articles of association of J Ventures Company Limited (subsidiary) to be consistent with the terms and conditions as specified in the Master Transaction Agreement and Shareholders Agreement as well as to consider the delegation of power, as proposed.

Resolution

This agenda must be approved by votes of not less than three-fourths of the total number of votes of the shareholders who attend Meeting and have the right to vote.

Agenda 10. To Consider other matters (if any)

Please be invited to attend the meeting at the date, time and venue as specified and the registration shall be opened from 12:00 onwards. For any shareholder who wishes to grant a proxy to another person to attend a meeting and vote on his/her behalf must grant a proxy to only one proxy holder to attend the meeting and vote on his/her behalf pursuant to the Notification of the Department of Business Development Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007), then submit it to the Company with stamp duty 20 baht, as well as documents or evidence showing an identity of the shareholder or proxy entitled to attend the meeting.

The Company has set May 7, 2021 as the date to determine the names of shareholders who will be eligible to attend the 2021 Annual General Meeting of Shareholders. The Company has provided opportunities for minor shareholders to exercise their rights to propose agenda for the 2021 Annual General Meeting of Shareholders between October 16, 2020 and January 31, 2021. The company has published the guidelines on the

website of the company. The news was announced through the Stock Exchange of Thailand. However, no shareholders proposed any agenda items.

Yours faithfully



(Mr. Pitsnu Pong-Acha)
Chairman of Board

Remark: No premium gifts will be distributed in this meeting.

- Translation -

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020
Jaymart Public Company Limited

The Meeting was held on 2nd November 2020, 10.00 a.m., at JMART Building B, No.187, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240.

Directors present at the meeting were listed as follows:

- | | | |
|----|---------------------------|--|
| 1. | Mr. Pisnu Pong-acha | Chairman of the Board |
| 2. | Mr. Adisak Sukumvitaya | Chief Executive Officer /Director |
| 3. | Ms. Yuvadee Pong-acha | Director |
| 4. | Mrs. Manee Soonthornvatin | Director |
| 5. | Mr. Phisit Dechanabhirom | Chairman of the Audit Committee/ Independent Director |
| 6. | Mr. Suwit Kingkaew | Chairman of the Nomination and Remuneration / Independent Director |
| 7. | Mr.Somsak Nontakanok | Director / Independent Director / Audit Committee |

Executive present was listed as follows:

Ms. Ladda Waruntharakul Director of Accounting & Finance/ Company Secretary

Other Attendees:

Mr. Somchai Chinraksa The legal consultant of Thep Company Limited

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

Meeting Preliminaries

The moderator introduced the Board of Directors and attendees to shareholders and proxies present at this meeting and then described the procedures and practices in casting votes as follows:

1. Vote Casting Procedures of the Meeting
Each shareholder or proxy shall have one vote for each share.
2. Voting and Vote Counting

The meeting would be conducted based on the agenda items listed in the meeting notice. When the proposal of each agenda item is completed, the meeting attendees would have an opportunity to ask questions and then cast their votes on each agenda item. The votes should be indicated on the paper ballots given to all shareholders. For the vote counting of each agenda item, the total votes cast in disapproval and abstention would be deducted from the total votes of shareholders attending the meeting and eligible to cast a vote. Any remaining vote would be regarded as an approval vote of the proposed agenda item. If any shareholder disapproves or abstains from voting on any agenda item, the shareholder shall raise hand so that the Company's officer could collect the ballots for counting votes. The voting results of each agenda item would be announced before the next agenda item was proposed for consideration. For this meeting, the Chairman allowed the shareholders to attend the meeting via e-meeting system and e-voting through Blockchain system by requesting the shareholders to vote through the AGM Voting application system according to the agenda proposed by pressing Pin. If you do not agree, please press Disagree. If you do not want to vote, you can press Abstain. And if you agree, press Agree. In case you do not press any voting buttons on each agenda, the Company would consider that you agree. For online attendees, shareholders attending the meeting were required to open the Microsoft Team Meeting system with the username and password sent by the Company via your e-mail in order to watch the shareholders' meeting and consider the details of each agenda.

The votes that would be considered the resolution of the meeting were as follows:

1. Voting at the meeting, all shareholders would have votes equal to the number of shares held according to the laws and the Articles of Association of the Company.
2. In each agenda, the Chairman would ask the shareholders who had ballots to cast their votes in all cases such as Agree, Disagree, or Abstain. The Company would collect all ballots and counted the votes only for Disagree or Abstain. Any remaining votes would be regarded as an approval vote of the proposed agenda item. The vote counting was from the meeting room and via the online system.
3. After the shareholders had voted on the ballots, please send them to the Company's staff for counting votes.
4. The resolution for Agenda 1 and Agenda 3 would be passed by a majority of the total shares of all shareholders presents at the meeting and cast their votes. In agenda 2 and Agenda 4, the resolutions would be passed by a vote of not less than three-fourths of the total shares of all shareholders presents at the meeting and eligible to cast their votes.
5. If there was a shareholder or proxy wish to express an opinion or ask a question in each agenda, please introduced himself/herself to the meeting that being the shareholder or proxy and specified the name before proposing further comments so that the Company could summarize the questions and answers then be recorded in the minutes of the Company's meeting.

To comply with the Good Corporate Governance, the moderator then declared to the meeting that the Company would invite two people from the minority shareholders being as witnesses in the vote-counting procedures at the voting point. The shareholder who wished to be a volunteer please raise his/her hand and specify the name to be recorded in the minutes of the meeting.

However, there was no shareholder volunteer to be a witness in the vote counting.

The moderator then invited the Chairman to declare the Meeting open.

Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the meeting and declared to the Meeting that the time was at 10.07 p.m. and there were a total of 47 shareholders present in person, accounting for 418,624,469 shares or equivalent to 46.17 percent of the total of 906,608,710 shares.

There were a total of 305 proxies, accounting for 133,810,789 shares or equivalent to 14.76 percent of the total of 906,608,710 shares.

There were also 11 shareholders who had registered to attend the meeting via electronic media (online registration), accounting for 372,718 shares or equivalent to 0.04 percent of the total of 906,608,710 shares.

There were a total of 363 shareholders and proxies attending the meeting, totaling 552,807,976 shares, representing 60.98 percent of the total 906,608,710 shares as of 25th September 2020 (Record date), thereby constituting a quorum pursuant to the Company's Articles of Association. The Chairman then declared the meeting open.

Meeting Commenced

Agenda 1 To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders

The Chairman asked the meeting to consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders, which was held on 4th June 2020, the details of which were as shown in Enclosure No. 2. The Board had viewed that its copy was correctly recorded according to the resolution of the shareholders' meeting, including it was delivered to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law. Besides, the Company had already disclosed through its website. Therefore, the Board deemed it appropriate to propose to the meeting to certify the said minute.

The Chairman asked if anyone in the meeting had any inquiry or opinion regarding this agenda item. Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes. This agenda would be approved by the majority votes of the total shares of shareholders present at the meeting and cast their votes.

The moderator informed the meeting that if there was anyone who disagreed, please raised his/her hand so that the staff could collect the ballots. For the shareholders attending the meeting online please pressed the pin to access the voting system. If anyone disagreed or abstained from voting, please press the button Disagree or Abstain. For shareholders who agreed, they might press the Agree button. If there were no disagree or abstain votes from the shareholders attending the online meeting, the Company would consider that you had agreed.

Resolution The meeting considered and approved to certify the Minutes of the 2020 Annual General Meeting of Shareholders, with the following votes:

Resolution	Attending the Meeting	Online Meeting	Total	Equivalent to %
Approved	552,320,803	187,645	552,508,448	99.8618
Disapproved	-	-	-	-
Abstained	764,500	-	764,500	0.1382
Total	553,085,303	187,645	553,272,948	100.0000
Voided ballot	-	-	-	

Note: 1. There were 2 additional shareholders attending the meeting, representing 650,045 shares.

2. Online attendees didn't attend this agenda in the amount of 185,073 shares.

Agenda 2 To consider and approve the capital increase under the General Mandate and the amendment to Clause 4 of the Company's Memorandum of Association to reflect the capital increase

The Chairman proposed to the meeting that to increase the flexibility and rapidity of raising funds if the Company needed to use the capital increase and enabling the Company to have a source of funds that was ready for investment or business expansion in the future as well as to help strengthen liquidity and financial structure to and more stable, which would bring benefits to the Company and helped create long-term returns for shareholders. The Board of Directors, therefore, deemed it appropriate to approve the issuance and offering of newly issued ordinary shares under a general mandate to the existing shareholders according to their shareholding proportion and offered to the Private Placement. Details of the objectives of the capital increase and the use of the capital increase appeared in the capital increase report form of the Company (Form 53-4) that had already been sent to the shareholders together with this invitation letter (Enclosure No. 4).

The Board of Directors deemed to propose to the shareholders' meeting to consider and approve the increase of registered capital of the Company under the General Mandate of Baht 362,643,484 by issuing 362,643,484 ordinary shares at a par value of Baht 1 per share from the existing registered capital of Baht 1,108,077,312 to be the newly registered capital of Baht 1,470,720,796, divided into ordinary shares 1,470,720,796 shares at a par value of Baht 1 per share, including the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital as mentioned above. Details were as follows:

“Clause 4.	Registered Capital of	1,470,720,796 Baht	(One thousand four hundred seventy million seven hundred twenty-seven hundred ninety-six Baht)
		1,470,720,796 shares	(One thousand four hundred seventy million seven hundred twenty-seven hundred ninety-six shares)
	Divided into		
	At the par value of	1 Baht	(One Baht)
	Categorized into		
	Ordinary shares	1,470,720,796 shares	(One thousand four hundred seventy million seven hundred twenty-seven hundred ninety-six shares)
	Preference shares	-shares	(-shares)”

The Company would increase its registered capital by issuing new shares, which there was no reduction of the registered capital by reducing the number of unissued shares. Due to they were the shares issued by the Company to support the warrants to purchase ordinary shares of the Company No. 3 (JMART-W3) and No. 4 (JMART-W4) following Section 136 (1) of the Public Companies Limited Act, B.E. 2535. The Chairman gave the opportunity to the shareholders to ask questions or express their opinions.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, inquired that according to the 2020 Annual General Meeting of Shareholders in Agenda 4: To consider other matters, Mr. Adisak Sukumvitaya had informed the meeting that within these two years, the Company did not need to increase capital. However, the Extraordinary General Meeting of Shareholders No. 1/2020 informed that there was a resolution to approve the capital increase. Therefore, I would like to ask about the reasons for requesting a capital increase this time.

Mr. Adisak Sukumvitaya, Chief Executive Officer of Jaymart Public Company Limited, clarified that the Company fundamentally could be managed under synergy during the coronavirus (COVID-19) epidemic situation. Requesting a specific capital increase framework (Private Placement) would not be granted to any person but was an act in an investment or stock exchange in businesses that could be capped. The objective of capital increase under General Mandate was to increase the flexibility and speed of investment in business expansion and made the Company ready for investment or business expansion in the future. After the coronavirus (COVID-19) outbreak, there were many companies that Company was interested in investing. The General Mandate capital increase framework would expire if the Company did not use the said framework. By using General Mandate, the Company viewed that the investing with some companies would strengthen our Synergy.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked whether the capital increase under the General Mandate would be valid until the Annual General Meeting of Shareholders in the next year or not.

Mr. Adisak Sukumvitaya, Chief Executive Officer of Jaymart Public Company Limited, reported to the meeting that the capital increase in the form of General Mandate was placed as a matter of opportunity. Therefore, I would like to inform this shareholders' meeting that the Company would request a resolution every time there was a capital increase under General Mandate in order to comply with the regulations. And the capital increase under General Mandate would be valid until the Annual General Meeting of Shareholders next year.

Since there were no questions, the Chairman asked the Meeting to cast their votes for this agenda which needed to be approved by not less than three-fourths of the total shares of all shareholders presents at the meeting and eligible to cast their votes.

The moderator informed the meeting that if there was anyone who disagreed, please raised his/her hand so that the staff could collect the ballots. For the shareholders attending the meeting online please pressed the pin to access the voting system. If anyone disagreed or abstained from voting, please press the button Disagree or Abstain. For shareholders who agreed, they might press the Agree button. If there were no disagree or abstain votes from the shareholders attending the online meeting, the Company would consider that you had agreed.

Resolution The meeting considered and approved the increase of registered capital of the Company under the General Mandate of Baht 362,643,484 by issuing 362,643,484 ordinary shares at a par value of Baht 1 per share from the existing registered capital of Baht 1,108,077,312 to be the newly registered capital of Baht 1,470,720,796, divided into ordinary shares 1,470,720,796 shares at a par value of Baht 1 per share, including the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the increase in the Company's registered capital as mentioned above. Details were as follows:

“Clause 4.	Registered Capital of	1,470,720,796 Baht	(One thousand four hundred seventy million seven hundred twenty-seven hundred ninety-six Baht)
		1,470,720,796 shares	(One thousand four hundred seventy million seven hundred twenty-seven hundred ninety-six shares)
	Divided into		
	At the par value of	1 Baht	(One Baht)
	Categorized into		

Ordinary shares	1,470,720,796 shares	(One thousand four hundred seventy million seven hundred twenty-seven hundred ninety-six shares)
Preference shares	-shares	(-shares)''

According to the Chairman proposed in all respects with the following votes.

Resolution	Attending the Meeting	Online Meeting	Total	Equivalent to %
Approved	534,729,868	329,074	535,058,942	96.4286
Disapproved	17,331,909	-	17,331,909	3.1236
Abstained	2,484,600	-	2,484,600	0.4478
Total	554,546,377	329,074	554,875,451	100.0000
Voided ballot	-	-	-	

Note: 1. There were 2 additional shareholders attending the meeting, representing 261,991 shares.
2. Online attendees didn't attend this agenda in the amount of 43,644 shares.

Agenda 3 To consider and approve the allocation of the newly issued ordinary shares of the Company to support the capital increase under the General Mandate

The Chairman assigned Ms. Ladda Waruntharakul to report to the meeting.

Ms. Ladda Waruntharakul proposed to the meeting that due to the increase in registered capital of Baht 362,643,484 by issuing 362,643,484 newly issued ordinary shares with a par value of Baht 1 per share. Therefore, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares under the General Mandate of 362,643,484 shares with a par value of Baht 1 per share to support the capital increase under the General Mandate as detailed information about the capital increase and allocation of newly issued ordinary shares appeared in the Capital Increase Report Form (F53-4) - Enclosure no. 4 as follows:

(1) Allocation of not more than 271,982,613 newly issued ordinary shares with a par value of Baht 1 per share offering to the existing shareholders in proportion to their shareholding.

(2) Allocation of not more than 90,660,871 newly issued ordinary shares with a par value of Baht 1 per share to offering to specific investors (Private Placement) under the Notification of Capital Market Supervisory Board Tor Jor 39/2559, Application for Approval and Granting of Approval for Offering of Newly Issued Shares (and its amendments). The offering price wasn't considered as an offer for the sale of shares at a discount as announced above.

The allocation of the newly issued ordinary shares under (1) and (2) above had not exceed 271,982,613 shares or 30% of the paid-up capital of the Company as of the date the Board of Directors resolved to increase the capital under the General Mandate in the amount of Baht 906,608,710 or equivalent to 906,608,710 paid-up shares (par value of Baht 1.00) under the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information in respect of Capital Increase of Listed Companies B.E. 2563.

The Board of Directors and/or the Company's Executive Committee and/or the person assigned by the Board of Directors and / or the Company's Executive Committee had the power to

consider offering the newly issued ordinary shares under the General Mandate according to (1) and (2) at the same time or many times. This had to be completed within the date the Company held the next Annual General Meeting of Shareholders or within the day required by laws to hold the next Annual General Meeting of Shareholders (whichever came first). Besides, defined details related to allocation such as the offering price, the subscription ratio, the date for determining the lists of shareholders entitled to subscribe for the newly issued ordinary shares, conditions, subscription period, including the order of allocation of the newly issued ordinary shares or took any action as necessary and appropriate in connection with the allocation of the said newly issued ordinary shares, as well as determined the "market price" according to the Notification of Securities and Exchange Commission. If the private placement that had been allocated the shares under (2) was considered a "connected person", the Company would comply with the Notification of the Capital Market Supervisory Board and the relevant Notification of the SEC. Then, gave the opportunity to the shareholders to ask questions or express their opinions.

Since there were no questions, the Chairman asked the meeting to cast their votes for this agenda which needed to be approved by the majority of the total number of votes of the shareholders in attendance and eligible to vote.

The moderator informed the meeting that if there was anyone who disagreed, please raised his/her hand so that the staff could collect the ballots. For the shareholders attending the meeting online please pressed the pin to access the voting system. If anyone disagreed or abstained from voting, please press the button Disagree or Abstain. For shareholders who agreed, they might press the Agree button. If there were no disagree or abstain votes from the shareholders attending the online meeting, the Company would consider that you had agreed.

Resolution The meeting considered and approved the allocation of 362,643,484 newly issued ordinary shares with a par value of Baht 1 per share to support the capital increase under the General Mandate, as detailed as proposed by the Chairman in all respects with the following votes.

Resolution	Attending the Meeting	Online Meeting	Total	Equivalent to %
Approved	534,733,053	359,366	535,092,419	96.4289
Disapproved	17,331,909	-	17,331,909	3.1234
Abstained	2,484,600	-	2,484,600	0.4477
Total	554,549,562	359,366	554,908,928	100.0000
Voided ballot	-	-	-	
Note: 1. There were 2 additional shareholders attending the meeting, representing 675 shares.				
2. Online attendees didn't attend this agenda in the amount of 13,352 shares.				

Agenda 4 To consider and approve the issuance and offering of debentures of not exceeding Baht 3,000 million

The Chairman assigned Ms. Ladda Waruntharakul to report to the meeting that the Company planned to use the Company's funds by having the financial planning in the next three years. The Company had considered that the Company and its subsidiaries would expand their business, including the payment of outstanding debt and/or used as working capital to support the aforementioned activities. The Board of Directors Meeting, therefore, resolved to

propose to the shareholders' meeting to consider and approve the issuance and offering of debentures in the amount not exceeding Baht 3,000 million with the details as follows:

- Objective** : To repay outstanding debts and/or use it as working capital, including business expansion.
- Type of Debentures** : All types of debentures, with and/or without a name registered, secured and/or unsecured debentures, with and/or without the debenture holder's representative depending on market conditions at the time of offering.
- Size of Debentures** : The total amount of debentures shall not exceed Baht 3,000 million at any given moment. It could be issued and offered for sale only one set or several at the same time. In the event of early redemption of debentures and/or maturity debentures, the Company was able to issue new debentures. The offering value of the new debentures combined with the value of the existing debentures that had not yet been redeemed shall not exceed the said total amount or its equivalent.
- Term of Debentures** : Not exceeding 20 years from the issued date.
- Denomination** : Offering in Thai Baht and/or in other currencies equivalent within the limit.
- Interest Rate** : Depending on the market conditions at the time of each issuance and offering and other relevant factors.
- Early redemption** : The bondholders and/or the Company might or might not have the right to redeem the debentures early. It would be under the terms and conditions of each bond issuance.
- Offering** : The debentures might be issued and offered in one or several tranches and/or in a project and/or on a revolving basis. It might be offered domestically and/or internationally by way of the public offering and/or private placement and/or local institutional investors and/or foreign institutional investors and/or high-net-worth investors at the same time or several times following the rules stipulated in the Notification of the Securities and Exchange Commission and/or the Capital Market Supervisory Board or other relevant regulations effective at the time of the issuance and offering of the debentures.
- Other conditions** : The issuance and offering of debentures would depend on the suitability of the market conditions at the time of issuing and offering debentures each time and other relevant factors.

In this regard, assigned to the Board of Directors or the Executive Committee or the person assigned by the Executive Committee had the power to set rules, conditions, and other details related to the issuance and offering of debentures in parts that had not been determined yet as necessary and deemed appropriate to be required under applicable laws and regulations, such as the name of debentures, the type of debentures, the number of debentures to be issued and offered each time, collateral guarantee, offering price per unit, term of debentures, redemption period, right of early redemption, any other rights and duties following the type of debentures to be issued each time, interest rate, principal and interest payment, method and period of the offering and allocation as well as its details, appointment of financial advisor and/or underwriter for debentures, debenture registrar, debenture holders' representative, including the listing of the aforementioned debentures as securities on the bond market, the Stock Exchange of Thailand, Securities Trading Center or any secondary market, including any organization as well as having the power to request for permission

to disclose information and any other action with the related agencies, and had the power to take any action as necessary and appropriate in connection with the issuance and offering of debentures.

The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the issuance and offering of debentures of not exceeding Baht 3,000 million to repay the outstanding debt and/or used as working capital, including business expansion as described above. Therefore, required the meeting to consider and ask questions.

Mr. Piyaphong Prasartthong, a shareholder attending the meeting in person, asked whether the issuance of debentures of Baht 3,000 million, which intended to be used for buying mobile phones or expanding branches to support the 5G network or not.

Ms. Ladda Waruntharakul, Director of Accounting & Finance, declared to the meeting that the issuance of debentures amounting to Baht 3,000 million was not issued to purchase mobile phones because the subsidiary company, Jaymart Mobile Company Limited already had a bank limit. The issuance of debentures in the amount of Baht 3,000 million would be used for the business expansion of Jaymart Public Company Limited and for the subsidiary that had issued and allocated warrants to purchase ordinary shares (warrant). In which Jaymart would exercise the conversion rights of its subsidiary and used to repay the debt partly along with business expansion.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, inquired whether the debt to equity ratio before the issuance or retroacted before the issuance of debentures. If combined with the capital increase under the general mandate, how much was the debt to equity ratio?

Ms. Ladda Waruntharakul, Director of Accounting & Finance, clarified to the meeting that last quarter's debt to equity ratio, especially the interest-bearing debt, was 2.57 times. If there was the issuance of debentures in the next year, the Company would try to control the interest to not exceed 4.0 times according to the Company policy.

Since there were no questions, the Chairman asked the Meeting to cast their votes for this agenda which needed to be approved by not less than three-fourths of the total shares of all shareholders presents at the meeting and eligible to cast their votes.

The moderator informed the meeting that if there was anyone who disagreed, please raised his/her hand so that the staff could collect the ballots. For the shareholders attending the meeting online please pressed the pin to access the voting system. If anyone disagreed or abstained from voting, please press the button Disagree or Abstain. For shareholders who agreed, they might press the Agree button. If there were no disagree or abstain votes from the shareholders attending the online meeting, the Company would consider that you had agreed.

Resolution The meeting considered and approved the issuance and offering of debentures in the amount not exceeding Baht 3,000 million, the details as proposed by the Chairman in all respects with the following votes.

Resolution	Attending the Meeting	Online Meeting	Total	Equivalent to %
Approved	553,715,683	355,811	554,071,494	99.8455
Disapproved	854,100	-	854,100	0.1539
Abstained	-	3,555	3,555	0.0006
Total	554,569,783	359,366	554,929,149	100.0000
Voided ballot	-	-	-	

Note: 1. There was an additional shareholder attending the meeting, representing 20,221 shares.

2. Online attendees didn't attend this agenda in the amount of 13,352 shares.

Agenda 5 To consider other matters (if any)

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

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, questioned that the real estate business of JAS Asset Public Company Limited had some problems during the Coronavirus (COVID-19) outbreak, which I wondered how it affected JAS Asset Public Company Limited.

Mr. Adisak Sukumvitaya, Chief Executive Officer of Jaymart Public Company Limited, reported to the meeting that JAS Asset Public Company Limited this year had the same impact as every company. However, with management, administration, and even cost-cutting methods, JAS could return to profitability. From now on, there would be more projects, but the scheme would be made into a low-cost, single-story community mall and located in places with a crowded consumer or population. After the Company had experience in many projects, it had gained the trust of other operators such as KFC, Burger King, Top Supermarket, Max Value, and Fitness. The Company became confident in developing quality projects towards the future. The Company was in the process of opening a new shopping center, Khubon Road area it was expected to be built and operated in 2021, which could generate long-term income for the Company continuously.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked that how was the progress of the JFin coin?

Mr. Thanawat Lertwattanarak, Chief Executive Officer of J Ventures Co., Ltd., clarified that the company had used the proceeds from its funding two years ago to invest in the development of Digital Landing Platform (DDL P). The system was divided into two types: 1. Lending without collateral assets or used credit guarantee which the company had already proceeded called “Pa” as a mechanism for lending using Credit Scoring to ensure lending accuracy. 2. Financial transactions in the free world using a full Block chain, also known as Decentralize Finance.

Since there was no further business to be discussed, the Chairman requested all shareholders to deliver the signed ballot to the Company's staff in order to be recorded and kept as evidence, then stated appreciation to the meeting and declared the meeting closed.

The meeting was adjourned at 10.15 a.m.

Signed  Chairman of the Meeting
(Mr. Pisnu Pong-acha)
Chairman of the Board

Signed  the Minutes Taker
(Ms. Ladda Waruntharakul)
Company Secretary

Rules and Procedures for Nomination of Directors

There are two directors who must retire by rotation.

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

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

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

Persons nominated for directorship positions	Number of shares	Ratio	Voting rights
1. Mr. Pisnu Pong-Acha	656,882	0.07%	0.07%
2. Mr. Adisak Sukumvitaya	174,886,204	18.98%	18.98%

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

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

Persons nominated for directorship positions	Number of shares	Ratio	Voting rights
1. Mr. Pisnu Pong-Acha	656,882	0.07%	0.07%
2. Mr. Adisak Sukumvitaya	174,886,204	18.98%	18.98%

The Company's total number of outstanding shares as at 31 December 2020 is 921,433,589 shares.

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

Mr. Pisnu Pong-acha

Age 66 years old Nationality : Thai

Position in the Company Chairman of the Board (Independent Director)

Education

1994 Master of Business Administration, Rangsit University

Previous Experience

2002 -Present	Director	Jaymart Public Co., Ltd.
1980 -1984	General Manager	Chiang Inn Hotel
1984 - Present	Partner Manager	Hahdeng Trading Ltd., Part



Type of director: Director

The director's term in office: 18 years

If you are elected to this position He will hold the position for another 3 years. Will be 21 years old.

The amount of Company's shares held by the director: 656,882 share (0.07%)

The number of meetings attended

(The nominated person does not hold a position of director or executive in other organization that may have conflict of interest with the Company)

Board of Directors	10 of 10 meetings (100.00%)
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Experience:

Having conflict of interest with business partners of the Company and its subsidiaries, direct and indirect.

Position in other organization

Other Listed Companies :

-None-

Other Non-Listed Companies :

General Manager Chiang Inn Hotel

Partner Manager Hahdeng Trading Ltd., Part

Agenda that consider to be conflict agenda:

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

Agenda 6 To consider and approve the director's remuneration for the year 2021

Stakeholders / subsidiaries / companies / associates or entities may have a conflict (in the last 2 years) as follows.

- Being a committee who involved in the management employee / staff/ or consultant who receives a regular salary.

Prohibited qualifications

1. Holds no history of criminal offenses in crimes against property, caused by dishonest acts
2. Holds no transaction which may cause conflict of interest with the Company during the past fiscal year.

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

Mr. Adisak Sukumvitaya

Age 64 years old **Nationality** : Thai

Position in the Company Director/Chief Executive Officer

Education

1979 B.E. (Economics) Kasetsart University

1981 MBA (Economics) Kasetsart University

Seminar

2008 Director Accreditation Program (69/2008)
Thai Institute of Directors Association

2013 Executive Program (CMA15) Capital Market Academy, SET



Previous Experience

1990 - Present	Director and Chief Executive Officer	Jaymart PCL.
2004 - Present	Chairman of the Executive Committee	Jaymart PCL.
2016 – Present	Chairman of the Board	Jaymart Mobile Co., Ltd
2016 – Present	Chairman of the Board	Singer Thailand PCL
2016 – Present	Chairman of the Board	SG Capital Co., Ltd
2012 - Present	Chairman of the Board	JMT Network Services PCL.
1993 - 2011	Director	JMT Network Services PCL.
2013 - Present	Chairman of the Board	J Asset Management Co. Ltd
2013 - Present	Chairman of the Board	Jaymart Insurance Broker Co., Ltd
2012 - Present	Chairman of the Board	JAS Asset PCL.
2017 – Present	Director	J Ventures Co., Ltd

Type of director : Director/Chief Executive Officer

The director's term in office: 30 years

If you are elected to this position He will hold the position for another 3 years. Will be 33 years old.

The amount of Company's shares held by the director: 174,886,204 share (18.98%)

The number of meetings attended

(The nominated person does not hold a position of director or executive in other organization that may have conflict of interest with the Company)

Board of Directors 10 of 10 meetings (100.00%)

Position in other organization

Other Listed Companies :

-None-

Other Non-Listed Companies :

-None-

Agenda that consider to be conflict agenda :

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

Agenda 6 To consider and approve the director's remuneration for the year 2021

Stakeholders / subsidiaries / companies / associates or entities may have a conflict (in the last 2 years) as follows.

- Being a committee who involved in the management employee / staff/ or consultant who receives a regular salary.

Prohibited qualifications

1. Holds no history of criminal offenses in crimes against property, caused by dishonest acts
2. Holds no transaction which may cause conflict of interest with the Company during the past fiscal year.

ARTICLES OF ASSOCIATION
OF
J VENTURES CO., LTD.
(AMENDMENT)

By the special resolution of the Extraordinary General Meeting of Shareholders No. 1/2021 on February 24, 2021, this amendment of Articles of Association shall be effective as follows:

Chapter 1. General Provision

1. Unless otherwise stipulated in these Articles of Association, the provisions of the Civil and Commercial Code of Thailand regarding limited companies shall apply.
2. Any amendments or changes to these Articles of Association shall be proposed to the general meeting of shareholders in order to amend or change in accordance with the law.

Chapter 2. Shares and Shareholders

3. All the shares of the Company shall consist solely of the fully paid-up ordinary shares entered in name certificates and the share certificates of the Company shall be signed by at least one director with the Company's seal affixed.
4. The shares of the Company shall be divided into four (4) groups:
 - (1) Group A Shares consisting of 7,999,998 shares Nos. 00001 - 79998, 100001 - 8020000, including all other shares to be further held by Group A Shareholder (“**Group A Shares**”) whereby the shareholder who holds Group A Shares shall be regarded as “**Group A Shareholder**”
 - (2) Group B Shares consisting of 2,000,000 shares Nos. 79999 - 99998, 8020001 - 10000000, including all other shares to be further held by Group B Shareholder (“**Group B Shares**”) whereby the shareholder who holds Group B Shares shall be regarded as “**Group B Shareholder**”
 - (3) Group C Share consisting of 1 share No. 99999, including all other shares to be further held by Group C Shareholder (“**Group C Shares**”) whereby the shareholder who holds Group C Share shall be regarded as “**Group C Shareholder**” and
 - (4) Group D Shares consisting of 2,000,001 shares Nos. 100000, 10000001 - 12000000, including all other shares to be further held by Group D Shareholder (“**Group D Shares**”) whereby the shareholder who holds Group D Share shall be regarded as “**Group D Shareholder**”
5. Any transfer of shares in the Company shall be made in writing and signed by the transferor and the transferee whose signatures shall be certified by two witnesses, and shall be valid

against the Company or third person when the transfer is duly recorded by the Company in the shareholders register book.

6. The transfer of share in the Company shall be subject to the following share transfer restrictions:

(1) Group A and Group B Shareholders shall not transfer or otherwise dispose of any of its shares unless a prior written consent of Group D Shareholder is granted. Notwithstanding the foregoing, Group A Shareholder shall be entitled to transfer or otherwise dispose of its shares by giving an advance written notice to Group D Shareholder if such transfer or disposal will not cause Group A Shareholder to hold fifty (50%) or less of the total shares in the Company. For the avoidance of doubt, Group B Shareholder shall not transfer or otherwise dispose of any of its shares until the fiscal year that the Company is profitable and financially solvent.

(2) Right of First Refusal

If at any time any shareholder (the “**Offering Shareholder**”) receives a bona fide offer from any third party purchaser (the “**Third Party Purchaser**”) to purchase any or all portion of the shares in the Company (the “**Offered Shares**”) owned by the Offering Shareholder and the Offering Shareholder desires to transfer the Offered Shares (the “**Proposed Transfer**”), then the Offering Shareholder shall first make an offering of the Offered Shares to the other shareholders (the “**ROFR Rightholders**”) in accordance with the following:

(a) The Offering Shareholder shall, as soon as practicably possible after its receipt of the offer from the Third-Party Purchaser, give a written notice (the “**Offering Shareholder Notice**”) to the ROFR Rightholder stating that it has received a bona fide offer from the Third-Party Purchaser and specifying:

- (i) the number of the Offered Shares to be transferred by the Offering Shareholder;
- (ii) the per share purchase price, which shall be calculated based on the fair market value as determined by the valuer of the Offering Shareholder, and the other material terms and conditions of the transfer; and
- (iii) the proposed date, time and location of the closing of the transfer, which shall be within ninety (90) business days from the date of the Offering Shareholder Notice (the “**ROFR Payment Period**”).

The Offering Shareholder Notice shall constitute the Offering Shareholder's offer to transfer the Offered Shares to the ROFR Rightholder, provided that the sale price of the Offered Shares shall eventually be the fair market value, whereby the offer shall be irrevocable until the end of the ROFR Notice Period.

(b) Upon receipt of the Offering Shareholder Notice, the ROFR Rightholder shall have sixty (60) business days (the “**ROFR Notice Period**”) to elect to purchase the Offered Shares by delivering a written notice (the “**ROFR Notice**”) to the Offering Shareholder stating that it accepts the offer to purchase such Offered

Shares on the terms and conditions specified in the Offering Shareholder Notice and the per share purchase price, which shall be calculated based on the fair market value as determined by the Valuer of the ROFR Rightholder to be used to finally determine the fair market value. For the avoidance of doubt, in the case where the ROFR Rightholder does not specify its fair market value as aforementioned in the ROFR Notice, the sale price of the Offered Shares shall be the fair market value as specified by the Offering Shareholder in the Offering Shareholder Notice. Any ROFR Notice shall be binding upon delivery and irrevocable by the ROFR Rightholder.

For the purpose of these Articles of Association, “**Valuer**” means an internationally reputable independent institution, which must be any one of the “Big 4” accounting firms consisting of KPMG, Deloitte, EY and PwC to determine the fair market value.

(c) If the ROFR Rightholder does not deliver a ROFR Notice during the ROFR Notice Period or does not make all required payment for acquiring the Offered Shares within the ROFR Payment Period, it shall be deemed to have waived all of its rights to purchase the Offered Shares under this Article 6(2) and the Offering Shareholder may, at any time, transfer all or any of the Offered Shares to the Third Party Purchaser on terms and conditions no more favorable than those set forth in the Offering Shareholder Notice.

(d) Each of the Offering Shareholder and the ROFR Rightholder shall take all actions as may be reasonably necessary to consummate the transfer contemplated by this Article 6(2), including entering into agreements and delivering certificates and instruments and consents as may be deemed necessary or appropriate.

(3) Tag Along right

If the Offering Shareholder wishes to sell all of its shares in the Company to the Third Party Purchaser and Group D Shareholder elects not to exercise its right of first refusal under Article 6(2), then during the ROFR Notice Period, Group D Shareholder may elect to transfer all of its shares to the Third Party Purchaser by delivering a written notice to the Offering Shareholder indicating the number of shares which Group D Shareholder desires to have included in the Proposed Transfer, on the same terms, but no less favorable than as described in the Offering Shareholder Notice.

(4) The Company shall give a written notice to Group D Shareholder prior to any change in the number of its shareholders.

7. The Company shall not hold its own shares or accept the pledge of own shares.

Chapter 3. Directors

8. The Company's board of directors shall consist of five (5) directors, one (1) of which shall be a director nominated by Group D Shareholder (“**Group D Director**”).

9. If there is any vacancy occurring in the board of directors, except in the case of retirement due to rotation, the board of directors may appoint any person as a new director in place of the

vacating director. The person so appointed shall retain his office only during such time as the vacating director was entitled to retain the office.

10. The quorum of the board of directors' meeting, or any adjourned meeting of the board of directors, shall be deemed to exist where a majority of the board of directors are present.

In the case where the Board's Reserved Matters shall be discussed at a meeting of the board of directors, a quorum for a meeting of the board of directors is the presence of a majority of the board of directors with attendance of Group D Director.

11. The following matters shall be discussed at a meeting of the board of directors (the "**Board's Reserved Matters**"):
 - (1) any transactions relating to capital expenditure that are above the amount equivalent to Baht thirty million (30,000,000); and
 - (2) Shareholders' Reserved Matters.
12. The board of directors shall be responsible for managing all of the Company's businesses. The directors shall elect one (1) director among them to be the chairman of the board of directors.
13. The board of directors shall be entitled to specify or amend the authority of the authorized director who shall sign to bind the Company.
14. All resolutions of the board of directors shall require the affirmative vote of a majority of the directors present at such meeting. In the case of an equality of votes, the chairman shall cast another vote as a casting vote.

Chapter 4. General Meeting of Shareholders

15. A general meeting of shareholders shall be held within six (6) months after the registration of incorporation of the Company, and shall subsequently be held at least once in each year. This meeting shall be called an "annual general meeting". All other general meetings shall be called "extraordinary general meetings".
16. The board of directors may, whenever they think fit, summon a general meeting of shareholders, or when shareholders holding not less than one-fifth (1/5) of the total number of shares of the Company make a request in writing for an extraordinary general meeting to be convened.
17. Notice of summoning a general meeting of shareholders shall be published at least once in a local newspaper at least seven (7) days prior to the meeting and sent to all shareholders whose names appeared in the Company's share register book via registered mail at least seven (7) days prior to the meeting, except for the notice of summoning a general meeting of shareholders to consider any matter which requires a special resolution, the notice period shall be at least fourteen (14) days before the date of the meeting.
18. Any shareholder who is unable to attend the meeting in person may appoint other person as a proxy.
19. The chairman of the board of directors shall act as the chairman of every general meeting of

- shareholders. In the case where the chairman is absent or is not present at the meeting, the shareholders present at the meeting shall elect one (1) of the shareholders to be the chairman of the meeting.
20. At every general meeting of shareholders, shareholders representing not less than one-fourth (1/4) of the total registered capital of the Company shall be present in person or by proxies in order to constitute a quorum. Any resolution at the general meeting of shareholders, other than the Shareholders' Reserved Matters, shall be resolved by the majority votes of the shareholders attending the meeting and having the right to vote. In the case of an equality of votes, the chairman of the meeting shall cast another vote as a casting vote.
 21. In calculating the votes at a general meeting of shareholders, whether on a show of hands or by secret ballots, a shareholder shall have one (1) vote per one (1) share.
 22. The following matters (the "**Shareholders' Reserved Matters**") shall be resolved by the special resolution of the general meeting of shareholders only, provided that it shall be approved by the affirmative votes of not less than three-fourth (3/4) of total votes of the shareholders attending the meeting and having the right to vote:
 - (1) any amendment to Memorandum of Association and/or Articles of Association;
 - (2) any increase or decrease of registered capital of the Company;
 - (3) dissolution of the Company;
 - (4) amalgamation with any another company; and
 - (5) allotment of new shares as fully or partly paid-up otherwise than by money.
 23. In the case of dissolution of the Company, a general meeting of shareholders may appoint one (1) person or more, whether such person is a director of the Company or not, to be the auditor, and may specify the scope of authority of such auditor as it deems appropriate.

Chapter 5. Balance Sheet and Information Rights

24. The directors shall prepare a balance sheet stating amount of assets and liabilities of the Company and statements of profit and loss for each Company's fiscal year. The fiscal year of the Company shall commence on 1 January and end on 31 December of each year.
25. The Company's balance sheet must be examined by at least one (1) auditor and submitted for approval at a general meeting of shareholders within four (4) months from the date of the balance sheet.
26. The Company shall provide each shareholder with the following information, annually and quarterly:
 - (1) monthly financial reports; and
 - (2) annual audited financial statements and auditor reports.

Chapter 6. Dividends and Reserves

27. The Company shall appropriate to a reserve fund, at every distribution of dividend, at least

one-twentieth (1/20) of the profits arising from the business of the Company, until the reserve fund reaches one-tenth (1/10) part of the capital of the Company or such higher proportion thereof.

Chapter 7. Funding and Financial Matter

28. In the case where the Company needs funds to operate its business other than the capital injection by the shareholders, neither shareholder will have any obligation to contribute additional funds or provide financing to the Company, or provide any guarantee or security collateral for or in favour of the Company unless agreed otherwise by the shareholders. However, if, due to the reasonable need by the Company for additional funds, it is agreed by the shareholders that such funds shall be raised through the issuance by the Company of additional shares, each shareholder may exercise its pre-emptive right to subscribe to such shares in proportion to their existing percentage of shares held in the Company, provided that if either shareholder (in such capacity, “**Declining Party**”) does not elect to subscribe to such shares, notwithstanding any other provisions contained herein to the contrary, the other shareholders shall have the right to subscribe to the shares which had been offered to the Declining Party.

Chapter 8. Management to Comply with the Parent Company's Management Control Policy

29. The articles under this Chapter are aimed at establishing measures and mechanisms, whether directly or indirectly, for managing the business of the Company in accordance with the policy of the parent company, including the laws and the relevant notifications, regulations and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

In the event that the articles under this Chapter prescribe that any transaction or action, which is significant or has an impact on the financial status and operating results of the Company and/or the parent company, is required to be approved by the board of directors or general meeting of shareholders of the parent company (as the case may be), directors of the Company shall be responsible for summoning the board of directors' meeting and/or general meeting of shareholders of the Company to consider and approve, and/or to enter into such transaction after obtaining the approval from the board of directors and/or general meeting of shareholders of the parent company. In this regard, the Company shall disclose information and comply with the rules, conditions, procedures and methods related to such matter to be approved as specified in the laws, including the relevant notifications, regulations and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, *mutatis mutandis* (to the extent that it is not conflicting or contradicting).

All articles under Chapter 8, Management to Comply with the Parent Company's Management Control Policy, shall be in effect so long as the parent company remains the parent company of the Company, or has a controlling power over the business of the Company. In this regard, the definition of the parent company and the controlling power over the business shall be in accordance with the laws on securities and exchange.

30. The following transactions or actions of the Company shall be approved by the board of directors or general meeting of shareholders of the parent company (as the case may be):

- (1) Matters need to be approved by the board of directors of the parent company
 - (a) appointment or nomination of a person to be a director or an executive of the Company at least in proportion to the shareholding of the parent company in the Company;
 - (b) increase of registered capital and allotment of shares, including decrease of registered capital and/or the paid-up capital of the Company, which is not in proportion to the existing shareholding of the shareholders, or any other action resulting in reduction of the proportion of voting rights of the Company, whether directly and indirectly, in a general meeting of shareholders of the Company at any level, of more than ten percent (10%) of all voting rights of the Company;
 - (c) consideration of distribution of the annual dividend and interim dividend of the Company (if any);
 - (d) amendment to the Articles of Association, except for the amendment to the significant matters as prescribed under Article 30 (2)(e);
 - (e) consideration of the annual budget of the Company, except in the case where it has been described in the Delegation of Authority;
 - (f) appointment of the Company's auditor in the case where such auditor is not affiliated with the audit firm which is a full member of the same affiliation as the parent company's auditor, which is not in accordance with the policy for appointment of the parent company's auditor that the auditor of the Company shall be affiliated with the audit firm in the same affiliation as the auditor of the parent company.

The following transactions under items (g) to (j) are considered to be material transactions. The act of entering such transactions would have a significant impact on the financial status and operating result of the Company, therefore, it would first need to be approved by the board of directors of the parent company. In this regard, when comparing the size of transaction that the Company will enter into with the size of the parent company (by applying the rules for calculating the transaction as prescribed in the Notification of the Capital Market Supervisory Board, and the Notification of the Stock Exchange of Thailand on the acquisition or disposal of assets and/or related-party transactions, *mutatis mutandis* (as the case may be)), such transaction shall be approved by the board of directors of the parent company. The transactions are as follows:

- (g) in the event that the Company agrees to enter into a transaction with the Company's related person, or a transaction relating to the acquisition or disposal of assets of the Company, including but not limited to the following events:
 - (i) transferring or waiving of rights and benefits, including the waiving of claims against those who cause damages to the Company;

- (ii) selling or transferring of all or a significant part of the Company's business to other persons;
 - (iii) purchasing or accepting of the transfer of business of other companies;
 - (iv) entry into, modification or termination of all or significant part of the agreement relating to the rental of the Company's business, assignment of other persons to manage the business of the Company, or merger of the business of the Company with other persons;
 - (v) renting or leasing of all or a significant part of the business or assets of the Company;
- (h) borrowing of money, lending of money, credit provision, guarantee provision entry into a transaction binding the Company to be responsible for additional financial obligations, or provision of any other kind of financial assistance to other persons which is not a normal business of the Company;
- (i) dissolution of the Company; and
- (j) any other transaction which is not normal business transaction of the Company and has a significant impact on the Company.
- (2) Matters need to be approved by a general meeting of shareholders of the parent company
- (a) the event where the Company agrees to enter into a transaction with a related person of the Company or the parent company, or a transaction relating to the acquisition or disposal of assets of the Company, provided that, when comparing the size of transaction that the Company will enter into with the size of the parent company (by applying the rules for calculating the transaction as prescribed in the relevant Notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand *mutatis mutandis*), such transaction shall be approved by a general meeting of shareholders of the parent company;
 - (b) increase of registered capital by issuing new shares and allotment of shares, including decrease of registered capital of the Company, which is not in proportion to the existing shareholding of the shareholders resulting in reduction of the proportion of voting rights of the parent company, whether directly and indirectly, in a general meeting of shareholders of the Company at any level, to less than fifty percent (50%) of all voting rights at a general meeting of shareholder of the Company;
 - (c) dissolution of the Company, provided that, when comparing the size of business to be dissolved by the Company with the size of the parent company (by applying the rules for calculating the transaction as prescribed in the Notification of the Capital Market Supervisory Board, and the Notification of the Stock Exchange of Thailand in relation to the acquisition or disposal of assets and/or the amendment thereof which is in force at that time, *mutatis mutandis*), such transaction shall be approved by the general meeting of shareholders of the parent company;
 - (d) any other transaction which is not normal business transaction of the Company and have a significant impact on the Company, provided that, when comparing the

size of such transaction with the size of the parent company (by applying the rules for calculating the transaction as prescribed in the Notification of the Capital Market Supervisory Board, and the Notification of the Stock Exchange of Thailand in relation to the acquisition or disposal of assets and/or the amendment thereof which is then in force, *mutatis mutandis*), such transaction shall be approved by the general meeting of shareholders of the parent company;

- (e) amendment to the Company's Articles of Association in the matters that may significantly affect the financial status and operating result of the Company, including but not limited to the amendment to the Company's Articles of Association which may affect the voting rights of the parent company at the board of directors' meeting and/or general meeting of the Company, or the distribution of dividend of the Company.

31. The directors and executives shall have the duties as follows:

- (1) directors and executives of the Company shall disclose for the acknowledgement of the parent company, the complete and accurate information regarding the financial status and operating result, related transactions of the Company, including the acquisition or disposal of assets and/or significant transactions, within a reasonable period of time as specified by the parent company;
- (2) directors and executives of the Company shall disclose and submit information relating to their personal interests and related persons to the Company's board of directors to acknowledge relationship and entry into transactions with the Company or the parent company in a way that may cause a conflict of interest, and shall avoid entering into a transaction which may cause a conflict of interest. The board of directors of the Company shall be responsible for informing such information to the board of directors of the parent company within the period of time specified by the parent company as supporting information for making of any decision or approval, which shall take into account the overall interests of the Company and the parent company.

In this regard, the directors of the Company shall not take part in approving the matters in which they have direct and/or indirect stake or conflict of interest.

The following actions, which result in a director, an executive or related person of the Company receiving other financial benefits than those normally expected by such persons, or cause damages to the Company or the parent company, shall be deemed as actions which are significantly in conflict with the interests of the Company:

- (a) entering into a transaction between the Company and a director, an executive, or a related person which is not in accordance with the rules on the related-party transaction;
- (b) exploitation of the parent company's information, or information of the Company, except for the information that has already been disclosed to the public; and
- (c) using of the assets or business opportunities of the parent company or the Company in the same manner as the parent company does, and is in violation of

the rules or general practice as prescribed by the Capital Market Supervisory Board.

- (3) directors and executives of the Company shall report the business plans, business expansion, large investment projects as approved by the parent company, including the joint investments with other entrepreneurs to the parent company through a monthly performance report, and shall clarify and/or submit the documents as the information for consideration if requested by the parent company;
 - (4) directors and executives of the Company shall appropriately clarify and/or submit to the parent company, the information or documents related to the operation if requested by the parent company;
 - (5) directors and executives of the Company shall clarify and/or submit the relevant information or documents to the parent company in the case where there has been any significant matter detected by the parent company; and
 - (6) supervise the Company to have an internal control system, risk management system, and an anti-fraud system as appropriate, which shall be efficient and concise enough to ensure that the operations of the Company are in accordance with the policy of the parent company, the provisions of this Chapter 8, laws and notifications on good corporate governance of a listed company, including the relevant notifications, regulations and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, and arrange for a clear work system to show that the Company has the system sufficient for disclosing the information of the significant transactions as described in the rules continuously and indubitably, with a channel for directors and executives of the parent company to obtain information of the Company in order to monitor the operating result and financial status, transactions between the Company and its directors and executives, and the significant transactions of the Company effectively. In addition, the directors and executives shall arrange for a mechanism to examine such system in the Company by allowing the team of internal examiners and independent directors of the parent company to directly access the information and report the result of such examination to the directors and executives of the parent company for ensuring that the Company has consistently followed the established work system.
32. The directors, executives, staffs, employees or assignees of the Company, including the spouse and underage children of such persons shall be prohibited from using inside information of the parent company and of the Company, either derived from the performance of their duties or in any other way that has or may have a significant impact on the Company and/or the parent company for the benefit of oneself or others, whether directly and/or indirectly and whether there has been any reward or not.
33. Directors, executives or related persons of the Company shall enter into the transactions with the Company only after such transactions have been approved by the board of directors of the Company and/or the board of directors of the parent company and/or a general meeting of shareholders of the Company and/or a general meeting of shareholders of the parent company, as the case may be, depending on the calculated transaction size (by applying the rules for calculating the transaction as prescribed in the Notification of the Capital Market Supervisory

Board, and the Notification of the Stock Exchange of Thailand on the related-party transaction, *mutatis mutandis*), except for entering into the transactions which are commercial agreements in the same manner as an ordinary person would enter into with a general contracting party under the same situation, with the trade bargaining power that is not influenced by the fact that such persons are directors, executives or related persons, as the case may be, and are commercial agreements as approved by the board of directors of the parent company, or in accordance with the principles approved by the board of directors of the parent company.

Chapter 9. Deadlock

34. A deadlock event (the “**Deadlock Event**”) shall be deemed to have occurred if:
- (1) a resolution at any meeting of the board of directors on any Board’s Reserved Matters cannot be passed after three (3) successive attempts;
 - (2) a resolution at any meeting of the shareholders on any Shareholders’ Reserved Matters cannot be passed after three (3) successive attempts;
 - (3) a general meeting of the shareholders or a meeting of the board of directors cannot be convened because of the absence of the requisite quorum, after three (3) successive attempts; or
 - (4) a resolution at any meeting of the shareholders has passed even in the case where Group D Shareholder casts negative votes or abstains from voting.
35. In the event that the Deadlock Event has occurred (which, for the avoidance of doubt: (a) in the case of a vote against a resolution proposed at the meetings of the board of directors, shall be the vote against the same resolution at the third meeting of the board of directors; (b) in the case of a vote against a resolution proposed at the shareholders’ meetings, shall be the vote against the same resolution at the third meeting of the shareholders; (c) in the case of inquorate meetings of the board of directors, shall be the third inquorate meeting of the board of directors; and (d) in the case of inquorate shareholders’ meetings, shall be the third inquorate shareholders’ meeting), Group D Shareholder shall be entitled to exercise a put option to require other shareholders to purchase all of its shares in the Company at a Deadlock Market Price and other shareholders shall be entitled to exercise a call option to purchase all shares in the Company held by Group D Shareholder at a Deadlock Market Price.

For the purpose of these Articles of Association, “**Deadlock Market Price**” means the market price agreed upon by the shareholders, provided that in the case where the shareholders fail to reach agreement on such market price, it shall be determined by the Valuer.

This Articles of Association has been approved by the Extraordinary General Meeting of Shareholders on 24 February 2021.

(Signature)_____ - Signature - _____ Directors

(Ms. Yuwadee Pong-Acha)

(Signature)_____ - Signature - _____ Directors

(Mr. Thanawat Lertwattanak)

Profiles of independent directors being nominated as proxies

Name : Mr. Phisit Dachanabhirom

Age : 79 years old **Nationality :** Thai

National ID : 5120100005519

Address : 10 Soi rewadee 18 Talat khwan, Mueang Nonthaburi,
Nonthaburi 11000

Position in Company : Director/Independent Director
Chairman of Audit Committee

Education :

1964	B.E. (Accounting)	Thammasat University
	B.E. (Commerce)	Thammasat University
	CPA No.966	

Director Program :

2004	Director Accreditation Program	Thai Institute of Directors Association
2005	Audit Committee Program (6/2005)	Thai Institute of Directors Association
2007	Director Certification Program (87/2007)	Thai Institute of Directors Association

Past Experience:

1963 - 2000	Chief Financial Officer, Deputy Managing Director Berli Jucker PCL. Chairman of Audit Committee
Present	President of Berli Jucker Employee Cooperative
2001 - Present	Chairman of Executive Committee Professional Alliance Group Limited.
2007 - Present	Independent Director, Chairman of Auditor Committee RS. PCL.
2013 – Present	Director Donmuang Tollway PCL.

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

Agenda 6 To consider and approve the director's remuneration for the year 2021

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-



Profiles of independent directors being nominated as proxies

Name : Mr. Suwit Kingkaew
Age : 70 years old **Nationality :** Thai

National ID : 51002100026607
Address : 37/214 Soi Ladprakao 62 Anusaowaree, Bangkhen,
 Bangkok 10220

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



Education

1974 Agricultural Economics B.E. (Science) Kasetsart University
 1995 Master of Business Administration Kasetsart University
 2010 Justice Executive Program Justice Institute, Court of Justice

Director Program

2005 Director Certification Program Thai Institute of Directors Association

Previous Experience

1974-1980 Plan and Policy Analyst Office of the National Economic and Social Development Board
 1980-1992 Sale Manager Charoen Pokphand Industry Co., Ltd.
 1992-1994 General Manager Charoen Pokphand Engineering Co., Ltd.
 2019-2020 Deputy Vice President C.P. Seven Eleven PLC.
 2020-Present Advisor to the Executive Committee CP All PLC.
 2020-Present Director CP All PLC.

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

Agenda 6 To consider and approve the director's remuneration for the year 2021

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 shareholders' meeting

Clause 53. Articles in this Chapter are intended to enable the Company to directly or indirectly regulate and administer the business of the Company's subsidiary and affiliate as well as to determine procedures in following up the management work of the subsidiary and affiliate.

For the purpose of interpretation under this Chapter "Subsidiary" and "Affiliate" mean the subsidiary or affiliate which have core business as stipulated in Clause 18/1 of which the total size are as specified in Clause 18 (2) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 28/2551 Re: Application and Permission for Offering of New Shares (as amended or to be amended) and the Notification of Securities and Exchange Commission (SEC) No. Kor Jor. 17/2551 Re: Determination of Definition in the Notification relating to Issuance and Offer of Securities (as amended or to be amended).

In case where the articles in this Chapter determine that any transactions or actions which are significant or have effect to the financial status and operation of the Subsidiary or Affiliate require the approval of board of directors or shareholders' meeting (as the case may be), the board of directors is required to hold its board's and/or shareholders' meetings to consider and approve such transactions or actions. In this regards, (as far as the relevant laws concerned) the Company is also required to disclose information and complies with the rules, conditions, steps and procedures relating to the proposed matter as stipulated in the Public Companies Act, the Civil and Commercial Code, securities law and relevant laws including notifications, regulations and rules of the Capital Market Supervisory Board, the SEC and the Securities and Exchange of Thailand (as far as practicable) in all respects.

Clause 54. The following transactions or actions of the Subsidiary or Affiliate require board's approval:

- (1) Appointment and proposal of any person as director or management of the Subsidiary or Affiliate (at least) in proportion to the Company's shareholding percentage in the Subsidiary or Affiliate

Except as provided otherwise in this Articles of Association or by the board of directors, the appointed or proposed director or management has his/her own discretion to vote for general administrative matters and normal business operation at the board's meeting of the Subsidiary and Affiliate as deemed appropriate taking into account the best interest of the Subsidiary or Affiliate (as the case may be)

The name of the appointed or proposed director and management must appear on the name of director and management of securities issuing companies (White List) and have qualifications, roles, duties and responsibilities as required by the relevant laws as well as do not have untrust characters as per the SEC's Notification Re: Determination of Untrust Characters of Director and Management.

- (2) the capital increase by issuing new shares of the Subsidiary and the allotment of new shares including the reduction of registered or paid up capital of the Company which is not in proportion to the existing shareholding percentage or any other actions which may affect to the direct or indirect voting exercise of the Company in the shareholders' meeting of the Subsidiary at any level to reduce more than 10 percent of the total votes of the Subsidiary
- (3) the distribution of annual dividend or interim dividend (if any) of the Subsidiary
- (4) the amendments to the articles of association of the Subsidiary, except for the amendments to the articles of association which are considered as material matters under Clause 54 (5)
- (5) annual budget of the Company and the group of its Subsidiaries, except where it is specified in delegation of authority
- (6) the appointment of auditor of the Subsidiary (only in case where the auditor is not under auditing firm which is a full member of the same firm of the Company's auditor, which is not consistent with the policy for appointing auditor of the Company in which the Subsidiary's auditor must be the member of the same auditing firm group as the Company

The transactions under (7) to (10) are considered as material transactions and if the Subsidiary enters into, it will materially affect the financial status or operating results of the Subsidiary. Therefore, before the board's meeting of the Subsidiary and the director appointed by the Company to be director of the Subsidiary exercising his/her vote, such director must be granted the approval by the board of directors of the Company on that specific matter in advance, provided that such matter must be the case when the calculation of the size of the transaction that the Subsidiary is about to enter into in comparison with the nature and/or size of the Company (the calculation criteria of the size of transaction as stipulated in the connected transaction rules or assets acquisition and disposition rules (as the case may be) shall apply *mutatis mutandis*), falls under the criteria which requires the approval of the board of directors of the Company, which are as follows:

- (7) the case where the Subsidiary enters into transaction with the connected person of the Company or the Subsidiary or transaction relating to acquisition and disposition of assets of the Subsidiary, which include but not limited to the followings:
 - (a) the transfer or disclaim benefit including waiver of claim to the person who cause damage to the Subsidiary
 - (b) sale or transfer of the Subsidiary's business in whole or in part to other person
 - (c) purchase or accept the transfer of other company's business to be the business of the Subsidiary
 - (d) entry into, amendment to and cancellation of agreement relating to the lease of material part or all business of the Subsidiary, assignment to

other person to take over management the Subsidiary or consolidation the business of the Subsidiary with other person with the purpose to share loss and profit

- (e) provision of lease or hire purchase of material part or all business or properties of the Subsidiary
- (8) borrowing, lending, provision of credit, guarantee, contract which binds the Subsidiary and increases its financial burden or provision of financial assistance in any other aspects to other person with significant amount and it is not considered the normal course of business of the Subsidiary.
- (9) dissolution of the Subsidiary
- (10) any other transaction which is not in the normal course of business of the Subsidiary and materially affect the Subsidiary

Clasue 55. Before the Subsidiary entering into the following transactions, it requires the approval of the shareholders' meeting of not less than three-fourths of the total votes of the shareholders attending the meeting and having voting rights:

- (1) the Subsidiary agrees to enter into a transaction with the connected person of the Company or the Subsidiary or the transaction relating to asset acquisition or disposition of the the Subsidiary, provided that the size of such transactions to be entered into by the Subsidiary (when compared with the nature and/or size of the Company (the calculation criteria of the size of transaction as stipulated in the connected transaction rules or assets acquisition and disposition rules (as the case may be) shall apply mutatis mutandis)) falls under the criteria which requires the approval of the shareholders' meeting of the Company.
- (2) the capital increase by issuing new shares of the Subsidiary and the allotment of new shares including the reduction of registered or paid up capital of the Company which is not in proportion to the existing shareholding percentage or any other actions which may affect to the direct or indirect voting exercise of the Company in the shareholders' meeting of the Subsidiary at any level to reduce to be less than the percentage as required by the relevant law and cause the Company to lose control in the Subsidiary, provided that upon the calculation of the size of the transaction to compare with the size of the Company (the calculation criteria of the size of transaction as stipulated in the assets acquisition and disposition rules (as the case may be) shall apply mutatis mutandis), such transaction falls under the criteria which requires the approval of the shareholders' meeting of the Company
- (3) the dissolution of the Company, provided however that upon the calculation of the size of the Subsidiary to be dissolved to compare with the size of the Company (the calculation criteria of the size of transaction as stipulated in the assets acquisition and disposition rules (as the case may be) shall apply mutatis mutandis) such transaction falls under the criteria which requires the approval of the shareholders' meeting of the Company
- (4) any other transaction which is not in the normal course of business of the Subsidiary and will have material effect to the Subsidiary, provided however that upon the calculation of the size of the transaction to be entered into by

the Subsidiary to compare with the size of the Company (the calculation criteria of the size of transaction as stipulated in the assets acquisition and disposition rules (as the case may be) shall apply mutatis mutandis)) such transaction falls under the criteria which requires the approval of the shareholders' meeting of the Company

- (5) the amendments to articles of association of the Subsidiary which may materially affect the financial status and operating results of the Subsidiary, which includes (but not limited to) the amendments to the Subsidiary's articles of association that [negatively] affect the voting rights of the Company at the board's and/or shareholders' meetings of the Subsidiary or the distribution of dividend of the Subsidiary.

Clause 56. The board of directors of the Company shall supervise the board of directors and management of the Subsidiary and Affiliate (as far as practicable) to ensure the compliance with their duties and responsibilities as required by law, articles of association and the Company's policy.

Clause 57. The board of directors of the Company must ensure that the Subsidiary has internal control system, risk management system and fraud prevention system as well as appropriate, effective and concise monitoring measure to follow the operating results of the Subsidiary and Affiliate, which is sufficient to ensure that the operations of the Subsidiary and Affiliate will actually and continuously comply with plan, budget and policy of the Company (the articles in this Chapter 8 shall include laws and notifications regarding good corporate governance of listed companies and the relevant notifications, regulations and rules of the Capital Market Supervisory Board, the SEC and the SET. Also it must monitor the Subsidiary and/or Affiliate to ensure that that the Subsidiary and/or Affiliate discloses information, financial status and operating results, the entry into connected transaction and transaction that may cause conflict of interest, the transaction of material acquisition and disposition of asset and any other material transactions or operations according to criteria of corporate governance and administration of the Subsidiary and Affiliate as required by the relevant Notifications of the Capital Market Supervisory Board and the SEC (as amended and to be amended) (as the case may be) in all respects.

Clause 58. The Company must ensure the attendance and voting exercise of the Subsidiary's director(s), which is nominated by the Company, at every board's meeting of the Subsidiary, which considers the agenda that is considered material to the Subsidiary's business operation, as instructed by the Company.

Clause 59. The followings are the duties of the Subsidiary's directors and management:

- (1) directors and management must correctly and completely disclose the information relating to the financial status and operating results, entry into the connected transaction of the Subsidiary as well as the transaction of acquisition and disposition of assets and/or the material transaction to the Company within the reasonable period as required by the Company.
- (2) directors and management must disclose and deliver information of their interest and the interest of their related person(s) to the board of directors of the Subsidiary so that the board is aware of their relationship and the transaction with the Subsidiary in the manner, which may cause conflict of

interest and to avoid the entry into the transaction which may cause conflict of interest with the Company and/or the Subsidiary. Also the board of directors of the Subsidiary is required to inform such matters to the board of directors of the Company for further information in considering and approving the relevant matters within the period required by the Company, such considering shall be conducted by taking the Company's benefits and/or the Subsidiary's benefit into account.

The Company's directors shall not be involved in the approving process of the matter(s) that they have direct or indirect interest or conflict of interest.

The following actions, which are considered financial benefit conferred to the directors, management or related person(s) of the Subsidiary in addition to the normally anticipated benefit or cause the damage to the Company or the Company incurs damage, shall presume that such actions are the actions with material conflict of interest of the Company and/or the Subsidiary:

- (a) the transaction between the Subsidiary and its directors, management and related person(s), which does not comply with the connected transaction rules;
 - (b) the use of the Subsidiary's information that comes to their knowledge, except for the information that has already been disclosed to public; and
 - (c) the use of the Subsidiary's properties or business opportunity in the same manner as the Subsidiary, which is in violation of the general rules and practice as stipulated by the Capital Market Supervisory Board.
- (3) directors and management of the Subsidiary must report business operation plan, expansion of business, major investment project approved by the Company and the joint venture with other business operators to the Company through monthly operation report and, upon the Company's request, must explain to the Company and/or provide the Company with the supporting documents.
 - (4) directors and management of the Subsidiary must explain to the Company and/or provide the Company with information and documents relating to its business operation upon the Company's reasonable request.
 - (5) directors and management of the Subsidiary must explain in person and provide the Company with the relevant information and documents in case where the Company discovers material issues.
 - (6) directors and management must supervise and have responsibility to procure that the Subsidiary has appropriate, efficient and concise internal control system, risk management system, fraud prevention system to ensure that the Subsidiary's operation actually complies with the Company's policy, the articles under this Chapter 8, laws and the notification regarding good corporate governance of listed companies the relevant notifications, regulations and rules of the Capital Market Supervisory Board, the SEC and the SET. Also directors and management must procure that the Subsidiary has clear working system to show that the Company has sufficient, constant and reliable system in disclosing the entry into material transaction as per the

specified criteria and to provide access to directors and management of the Subsidiary to receive the Subsidiary's information in following up its operation and financial status, the entry into transaction between the Company and its directors/management of the Subsidiary and the entry into material transaction with efficiency. In addition, they must provide for monitoring mechanism such system of the Subsidiary by allowing internal audit team and audit committee of the Subsidiary to directly access the information and audit report of such system to the directors and management of the Subsidiary to ensure that the Subsidiary always complies with the provided system.

- Clause 60. Directors, management, staff, employees and assignee(s) of the Company and the Subsidiary including their spouses and underage children shall be prohibited from using inside information of the Subsidiary (whether or not such information is acquired through their duties or else), which has or may have material effect to the Subsidiary, for their own direct or indirect benefit or direct or indirect benefit of other person(s) (whether or not they have receive consideration in doing so).
- Clause 61. Directors, management or the person with the relationship with the Subsidiary may enter into the transactions with the Subsidiary only when such transactions are approved by the boards and/or shareholders' meetings of the Subsidiary (as the case may be) depending on the size of the transactions (the calculation criteria of the size of transaction as stipulated in the Capital Market Supervisory Board and the SET regarding connected transaction rules shall apply mutatis mutandis), except for the transactions which is considered as commercial agreement in the same nature in which reasonable man would do with its counter party in the same situation with commercial bargaining power that has no influence from such directors, management and person (as the case may be) and approved by the board of directors of the Subsidiary or complies with the terms approved by the board of directors of the Subsidiary.



**Proxy Form A and B
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 at

Date Month Year

(1) I/We nationality
, residing/located at No., Road, Tambol/Kwaeng
....., Amphur/Khet, Province,
Postal Code

(2) being a shareholder of JAY MART Public Company Limited, holding
..... shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(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

(3) age years, residing/located at No. ..
, Road, Tambol/Kwaeng, Amphur/Khet,
, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2021 to be held on 9 April 2021 at 14:00 p.m. at the company's office, No. 189 Jaymart Building B, Ramkhamhaeng Road, Ratpatthana, Sapansoong, Bangkok or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

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 at

Date Month Year

(1) I/We nationality
, residing/located at No., Road, Tambol/Kwaeng
....., Amphur/Khet, Province, Postal Code

(2) being a shareholder of Jay Mart Public Company Limited, holding shares
in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(3) I/We wish to appoint

(1) age
years, residing/located at No., Road, Tambol/Kwaeng
....., Amphur/Khet, Province, Postal Code

(2) age
years, residing/located at No., Road, Tambol/Kwaeng
....., Amphur/Khet, Province, Postal Code

(3) age
years, residing/located at No., Road, Tambol/Kwaeng
....., Amphur/Khet, Province, Postal Code

any one of them as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2021 to be held on 9 April 2021 at 14:00 p.m. at the company's office, No. 189 Jaymart Building B, Ramkhamhaeng Road, Sapansoong, Ratpathana, Bangkok or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda no. 1 To certify the minutes of Extraordinary General Meeting No.1/2020

(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. 2 To acknowledge the report on the Company's operating result as at the year 2020

(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. 3 To consider and approve the Company's financial statements for the year ended December 31, 2020.

(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. 4 Consider and approve the payment of dividends from the operation results ended on December 31, 2020 and acknowledge the interim dividend payment.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda no. 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation.
- (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:
- To elect directors as a whole
- Approve.....votes Disapprove.....votes Abstain.....votes
- The appointment of an individual.
- Name of Director : Mr. Pisnu Pong-Acha
- Approve Disapprove Abstain
- Name of Director : Mr. Adisak Sukumvitaya
- Approve Disapprove Abstain
- Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2021.
- (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. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2021.
- (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. 8 Consider and approve the amendment of the Company's Articles of Association, Clause 5.
- (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. 9 To consider the amendment of Article of Association of J Ventures Co., Ltd.
- (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. 10 Other matters (if any)
- (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

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
(.....)

Signed Grantee
(.....)

Signed Grantee
(.....)

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 Jay Mart Public Company Limited.

For the Annual General Meeting of Shareholders 2021 to be held on 9 April 2021 at 14:00 p.m. at the company's office, No. 189 Jaymart Building B, Ramkhamhaeng Road, Ratpathana, Sapansoong, Bangkok 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



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

Date Month Year

(1) We
located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code
in our capacity as the custodian for

being a shareholder of Jay Mart Public Company Limited, holding shares in total which are entitled to cast votes as follows:

ordinary shares: shares in total which are entitled to cast votes; and

preferred shares: shares in total which are entitled to cast votes,

(2) We wish to appoint

(1) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(2) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code, or

(3) age years,
residing/located at No. Road, Tambol/Kwaeng
Amphur/Khet, Province, Postal Code

any one of them as our proxy to attend and vote on our behalf at the Annual General Meeting of Shareholders 2021 to be held on 9 April 2021 at 14:00 p.m. at the company's office, No. 189 Jaymart Building B, Ramkhamhaeng Road, Ratpathana, Sapansoong, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy as follows:
 - Ordinary shares: shares in total, which are entitled to cast votes; and
 - Preferred shares: shares in total, which are entitled to cast votes, Total:

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- Agenda no. 1 To certify the minutes of Extraordinary General Meeting No.1/2020
- (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. 2 To acknowledge the report on the Company's operating result as at the year 2020
 - (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. 3 To consider and approve the Company's financial statements for the year ended December 31, 2020.
 - (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. 4 Consider and approve the payment of dividends from the operation results ended on December 31, 2020 and acknowledge the interim dividend payment.
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda no. 5 To consider and approve the appointment of directors in place of those who are due to retire by rotation.
 - (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:
 - To elect directors as a whole
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - The appointment of an individual.
 - Name of Director : Mr. Pisnu Pong-Acha
 - Approve Disapprove Abstain
 - Name of Director : Mr. Adisak Sukumvitaya
 - Approve Disapprove Abstain
- Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2021.
 - (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. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2021.
 - (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. 8 Consider and approve the amendment of the Company's Articles of Association, Clause 5.
 - (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. 9 To consider the amendment of Article of Association of J Ventures Co., Ltd.
 - (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. 10 Other matters (if any)
 - (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

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed Grantor
 (.....)
 Signed Grantee
 (.....)
 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.

Attachment to Proxy Form C.

A proxy is granted by a shareholder of Jay Mart Public Company Limited.

For the Annual General Meeting of Shareholders 2021 to be held on 9 April 2021 at 14:00 p.m. at the company's office, No. 189 Jaymart Building B, Ramkhamhaeng Road, Ratpathana Sapansoong, Bangkok 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 with votes Disapprove with votes Abstain with votes
 - 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 with votes Disapprove with votes Abstain with votes
 - 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 with votes Disapprove with votes Abstain with votes
 - 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 with votes Disapprove with votes Abstain with votes

Documents or evidence showing an identity of the shareholder or proxy entitled to attend the meeting

1. For Individual Shareholders

- 1.1 In case the shareholder attending the Meeting in person shall present the identification document issued by government authorities, which has not yet expired and bearing the shareholder's photograph, e.g. the identification card (ID), driver's license or passport.
- 1.2 In case the shareholder assigns a proxy:
 - (a) The Proxy Form, attached to the Notice of the Meeting, which is completely filled in and signed by the proxy grantor and the proxy.
 - (b) A photocopy of identification document of the shareholder issued by government authorities, as specified in above Item 1.1, and certified as true by the proxy grantor.
 - (c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1

2. For Juristic Shareholders

- 2.1 In case the authorized representative attending the Meeting in person:
 - (a) The identification document of such authorized representative issued by a government authorities, as specified in above Item 1.1
 - (b) A photocopy of the Affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person which is the shareholder.
- 2.2 In case of appointment of a proxy:
 - (a) The Proxy Form, attached to the Notice of the Meeting, which is completely filled in and signed by the proxy grantor and the proxy.
 - (b) A photocopy of the Affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person which is the shareholder.
 - (c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1

3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law

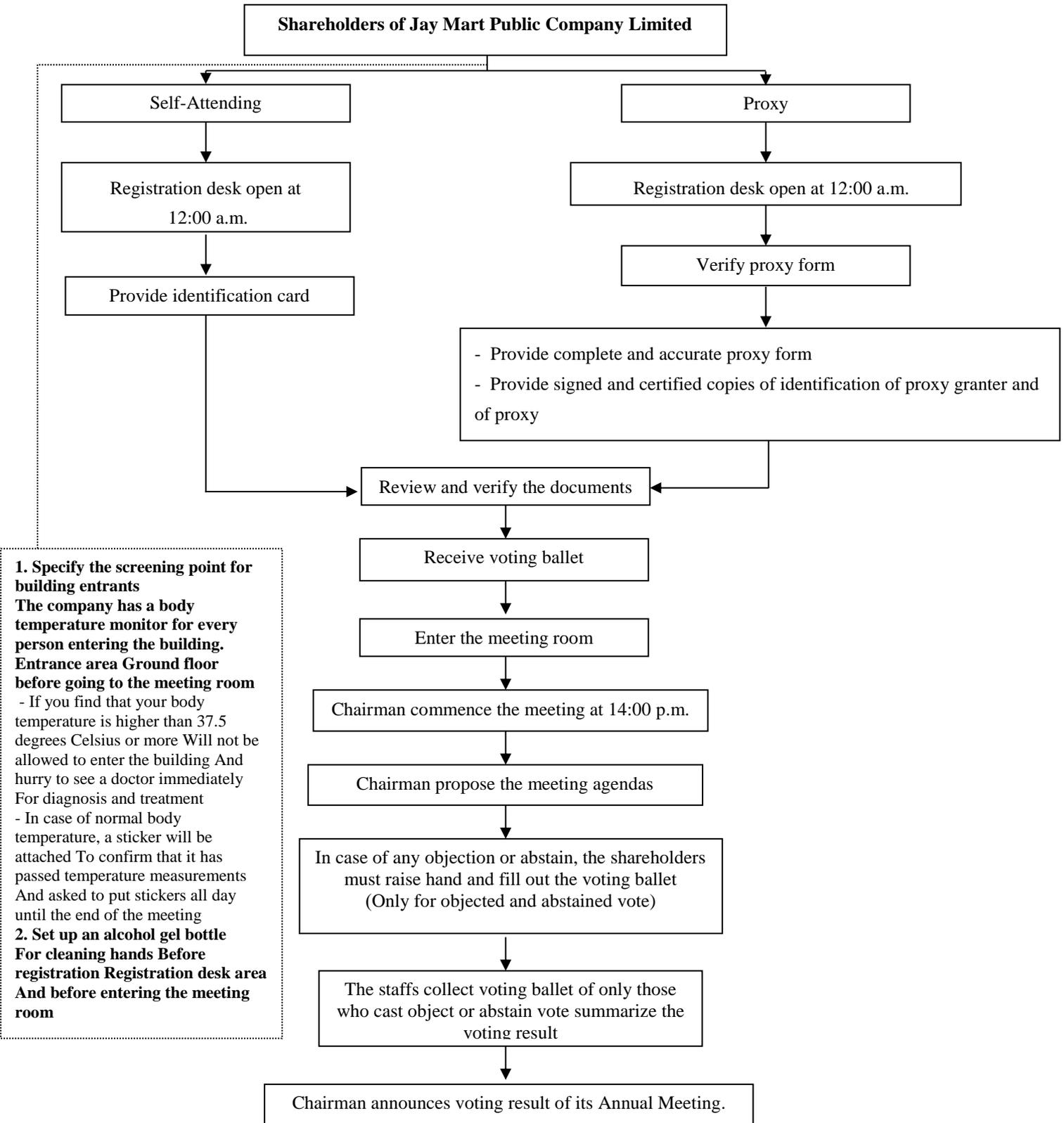
Provisions specified in Item 1 and 2 shall be applied mutatis to a non-Thai shareholder or attendant of the meeting or, as the case may be, a shareholder which is a juristic person incorporated under foreign law, subject to the following conditions:

- (a) A Certificate of juristic person can be a documents issued by government authorities where that juristic person is situated or by the authorized person of such juristic person. The document shall certify the authorized signatory, authorization or condition of signatory and the location of headquarter.
- (b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person.

Procedures for attending the 2021 Annual General Meeting of Shareholders

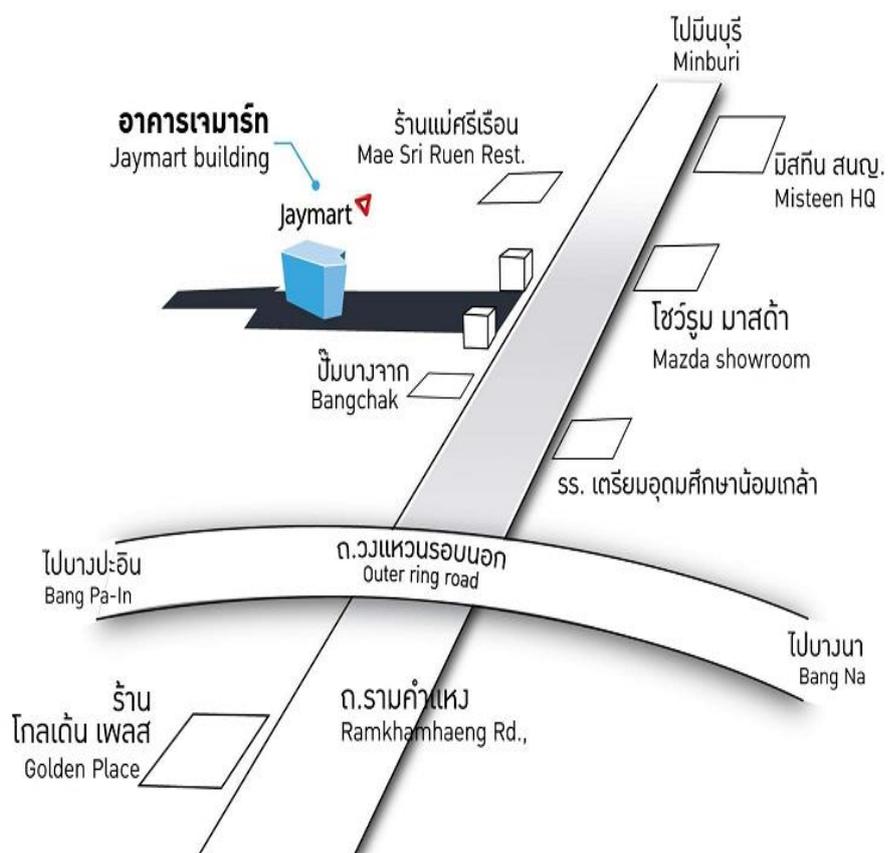
Jay Mart Public Company Limited

9 April 2021



***Please return all voting cards for all agendas to the Company’s officer when the meeting is completed.**

Map of the venue for the Annual General Meeting 2021



The venue for the Annual General Meeting of Shareholder of the year 2021 is at JMART HQ
189 Jaymart Bldg. B, Ramkhamhaeng Road, Ratpatthana, Sapansoong, Bangkok 10240
Tel 02 308 9000, 02 483 7979

Bus No : 58, 113, 519, 8, 514, 519 and 168

Remark : The company reserves the right to refrain from giving away gifts at the shareholders' meeting.

To be in accordance with the campaign of the Thai Investors Association

**Criteria of forwarding the question
Annual General Meeting 2021
April 9, 2021**

The Company respects the rights of shareholders and treats all shareholders equally in accordance with the Principles of Corporate Governance. Therefore, the company give an opportunity to the shareholders who wish to forward the questions regarding to the Annual General Meeting 2021 through the following channels.

1. E-mail Address : panya@jaymart.co.th; piyawan@jaymart.co.th;
chuleewan@jmtnetwork.co.th; kulchaya@jaymart.co.th

2. Post To : Investor Relations
Jaymart Public Company Limited
187, 189 Jaymart Building, Ramkhamhaeng Road,
Ratpatthana, Sapansoong, Bangkok 10240

Nevertheless, the shareholder who shall forward the question in advance, please inform the following information to the company as follows;

1. Name – Surname of shareholder
2. The Number of held shares
3. Phone Number
4. Any Questions regarding to the Annual General Meeting 2021

Annual Report Requisition Form

A shareholder, who would like to receive a hard copy of Annual Report, please fill in the details below and send this form to the channel as follows;

1. E-mail Address : panya@jaymart.co.th; piyawan@jaymart.co.th;
chuleewan@jmntnetwork.co.th; kulchaya@jaymart.co.th

2. Post To : Investor Relations
Jaymart Public Company Limited
187, 189 Jaymart Building, Ramkhamhaeng Road,
Ratpathhana, Sapansoong, Bangkok 10240

To Investor Relations

I, Company _____
Address, _____

Contact number : Home _____ Office _____ Mobile _____

Would like to receive a hard copy of the following reports. (Please mark your choice)

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