- Translation –

8 October 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2021 (E-EGM)

Attention: Shareholders of Jaymart Public Company Limited

Enclosures
1. Registration Form
2. Copy of minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
3. QR Code for downloading the Invitation to the Extraordinary General Meeting of Shareholders No. 2/2021
4. Capital Increase Report Form (Form 53-4)
5. Information Memorandum on the Offering and Issuance of Newly Issued Ordinary Shares in Jaymart Public Company Limited to Private Placement Investors
6. Summary of Issuance of Warrants to Subscribe for Ordinary Shares in Jaymart Public Company Limited No. 6 (JMART-W6) to Private Placement Investors who subscribe for and are allocated ordinary shares in Private Placement
7. Profiles of independent directors being nominated as proxies
8. Company's articles of association relating to the shareholders' meeting
9. Proxy form A, B, and C
10. Explanation regarding documents and evidence proving the identity of the shareholder or shareholder representative, as well as voting criteria at the shareholders' meeting
11. Guidelines for the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM)
12. Shareholders and Investors' Privacy Policies
13. Map for delivery of proxy documents

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

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

Facts and Rationale

The Extraordinary General Meeting of Shareholders No. 1/2021 was held on 24 June 2021, 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. It was 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 to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on 24 June 2021. The Board of Directors has considered and agreed that it was correctly recorded in accordance with the resolution of the shareholders' meeting. The copy of the minutes correctly recorded is as specified in *Enclosure 2.*

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 2 To consider and acknowledge an interim dividend payment

Facts and Rationale

The interim dividend payment was considered by the Board of Directors' Meeting No. 7/2021. According to the resolution, an interim dividend of 0.40 Baht per share, totaling 414,326,324 Baht, will be paid from the Company's profit for the period 1 January - 30 June 2021. The dividend will be paid in cash from the net operating profit of the first half of 2021.

The mentioned dividend payment rate was previously notified to the shareholders via the SET's information reporting system. The dividend payment is at the rate of 0.40 Baht per share, representing a dividend of 414,326,324 Baht, with the record date set on 24 August 2021 and the XD sign on 23 August 2021, and the dividend payment date on 8 September 2021.

Board's Opinion

Agreed to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and acknowledge the interim dividend payment.

Resolution

This agenda is for acknowledgment. No voting.

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

Facts and Rationale

According to Section 136 of Public Limited Companies Act, B.E. 2535 (as amended), the Company may issue new shares when all shares have been sold and fully paid-up, except for the remaining shares which are issued for the exercise of warrants reserved for the exercise of the warrant to subscribe for the shares. The Company shall cancel the

unissued shares which are not reserved for the exercise of the Company's warrants before the issuance of new shares. Since the Company plans to increase its registered capital, it must therefore reduce its registered capital first.

The Company currently has a registered capital in the amount of 1,159,077,312 Baht, divided into 1,159,077,312 ordinary shares at a par value of 1.00 Baht per share and a paid-up capital of 1,032,583,940 Baht, divided into 1,032,583,940 ordinary shares at a par value of 1.00 Baht per share. There are 16,369 unissued ordinary shares at a par value of 1.00 Baht each. They are the remaining shares from the reservation for the exercise of warrants to subscribe for ordinary shares of the Company No. 5 (JMART-W5) offered to existing shareholders in proportion to their shareholding (Rights Offering).

The Company shall reduce its registered capital in the amount of 16,369 Baht from the existing registered capital of 1,159,077,312 Baht to 1,159,060,943 Baht by canceling 16,369 unissued ordinary shares at the par value of 1.00 Baht per share, and amend Clause 4. of the Company's Memorandum of Association regarding the registered capital, to be consistent with the capital reduction as follows:

"Clause 4.	Registered Capital of	1,159,060,943 Baht	(One Thousand One Hundred Fifty Nine Million Sixty Thousand Nine Hundred Forty Three Baht)
	Divided into	1,159,060,943 shares	(One Thousand One Hundred Fifty Nine Million Sixty Thousand Nine Hundred Forty Three shares)
	At the par value of	1 Baht per share	(One Baht)
	Categorized into		
	Ordinary shares	1,159,060,943 shares	(One Thousand One Hundred Fifty Nine Million Sixty Thousand Nine Hundred Forty Three shares)
	Preference shares	- shares	(-shares)"

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

Board's Opinion

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the capital reduction of the Company in the amount of 16,369 Baht from the existing registered capital of 1,159,077,312 Baht to 1,159,060,943 Baht by canceling 16,369 unissued ordinary shares at the par value of 1.00 Baht per share, the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to be consistent with the capital reduction, and delegation of power as proposed above.

Resolution

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

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

Facts and Rationale

As the Company desires to issue the newly issued ordinary shares for the purpose of (1) offering to the Private Placement investors at a fixed offering price; (2) reserving for the exercise of the warrants to subscribe for ordinary shares (JMART-W6) which are allocated to the Private Placement investors who subscribe for and are allocated newly issued ordinary shares in Private Placement; and (3) reserving for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Subscribe for Ordinary Shares of Jaymart Public Company Limited No. 3 and No. 4 respectively ("**Terms and Conditions**") as the Company has adjusted the rights of the warrants due to the Company's payment of dividend which is higher than the rate specified in the Terms and Conditions to preserve the interests of the holders of the warrants.

Therefore, the Company shall increase its registered capital by 384,803,597 Baht from the existing registered capital of 1,159,060,943 Baht to 1,543,864,540 Baht by issuing 384,803,597 ordinary shares with a par value of 1.00 Baht per share with details of the capital increase objectives as appeared in the Capital Increase Report Form (F53-4) in *Enclosure 4*, and amend Clause 4. of the Company's Memorandum of Association regarding registered capital to be consistent with the increase in the Company's registered capital, as follows:

"Clause 4.	Registered capital	1,543,864,540 Baht	(One Thousand Five Hundred Forty Three Million Eight Hundred Sixty Four Thousand Five Hundred Forty Baht)
	Divided into	1,543,864,540 shares	(One Thousand Five Hundred Forty Three Million Eight Hundred Sixty Four Thousand Five Hundred

		Forty shares)
At the par value	1 Baht per share	(One Baht)
Categorized into		
Ordinary shares	1,543,864,540 shares	(One Thousand Five Hundred Forty Three Million Eight Hundred Sixty Four Thousand Five Hundred Forty shares)
Preferred shares	- shares	(-shares)"

As Agenda 5 and Agenda 6 are related to Agenda 4. Therefore, if Agenda 4 is not approved by the Extraordinary General Meeting of Shareholders No. 2/2021, Agenda 5 and Agenda 6 will not be considered.

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

Board's Opinion

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the capital increase of the Company by 384,803,597 Baht from the existing registered capital of 1,159,060,943 Baht to 1,543,864,540 Baht by issuing 384,803,597 ordinary shares with a par value of 1.00 Baht per share, the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to be consistent with the increase in the Company's registered capital, and delegation of power as proposed above.

Resolution

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

Agenda 5 To consider and approve the issuance and offering of warrants to subscribe for ordinary shares of the Company No. 6 (JMART-W6)

Facts and Rationale

Further to the capital increase plan of the Company pursuant to Agenda 4 above, the Company desires to issue ordinary shares together with the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) to be allocated to investors who subscribe for and are allocated ordinary shares in Private Placement at a fixed

offering price, namely (1) VGI Public Company Limited in the amount of 25,337,882 units and (2) U City Public Company Limited in the amount of 16,723,002 units. The exercise ratio is 1 unit of JMART-W6 to 1 ordinary share and the exercise price is 30.3370 Baht per share. The term of JMART-W6 warrants is no more than 3 years 9 months from the issuance date. The details are shown in *Enclosure 6*.

The Private Placement investors have the potentials and abilities to genuinely invest in the Company and are not connected persons for the purpose of the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Connected Transaction Requirements, dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, dated 19 November 2003 (as amended).

The JMART-W6 warrants will not be listed on the SET and the issuance and offering of such warrants is not the offering at a price which is less than 90 percent of the market price. "Market Price" means the weighted average price of the Company's ordinary shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors of the Company has resolved to propose to the meeting of shareholders to approve the offering of the warrants. If the offering price of the warrants to the Private Placement investors is lower than 90 percent of the market price, before the SET allows the new shares from the exercise of JMART-W6 warrants to be listed securities, those who exercise the right with respect to the warrants must not sell any shares from the exercise of warrants for a period of 1 year from the date on which the shares start trading on the SET. After 6 months, the person may sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

As Agenda 5 is related to and conditional upon Agenda 6.1 and Agenda 6.2. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 2/2021, the agendas which are related to and conditional upon the others will not be considered and it will be deemed that the agendas which are related to and conditional upon the others which have already been approved will be cancelled.

The Board of Directors, the Executive Committee, a person assigned by the Board of Directors and/or the Executive Committee have the power to determine the details related to the issuance and offering of the warrants, including but not limited to the issuance date of the warrants, the first exercise date, the last exercise date and the exercise of the warrants to subscribe for ordinary shares as well as the conditions and related details, word or text correction in the minutes of the shareholders' meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing the application and supporting documents relevant to the issuance of warrants, including contacting and submitting an application and supporting documents to government agencies or agencies involved in the issuance of warrants and taking any

action as necessary and appropriate in connection with the issuance and offering of the warrants.

Board's Opinion

It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the issuance and offering of warrants to subscribe for ordinary shares of the Company No. 6 (JMART-W6) in the amount of 42,060,884 units to be allocated to investors who subscribe for and are allocated ordinary shares in Private Placement, and delegation of power as proposed above.

Resolution

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

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

Facts and Rationale

Further to the capital increase plan of the Company pursuant to Agenda 4 above, this capital increase and allocation of newly issued ordinary shares will help the Company to be able to raise funds in a short period and alleviate some investment burdens of the existing shareholders in the capital increase. Moreover, the responses received from potential investors provide assurance to the existing shareholders that the capital increase will be successful. Consequently, the Company will be able to increase its capital as expected which will provide opportunities for the Company to expand its business operations, enhancing the Company's competitiveness and development for sustainable growth.

6.1 To allocate 342,361,387 newly issued ordinary shares at a par value of 1.00 Baht at a fixed offering price of 30.3370 Baht per share to the Private Placement investors, totaling 10,386,217,397.42 Baht, which will be offered to the following investors:

(a) to allocate 206,241,800 newly issued ordinary shares at a par value 1.00 Baht per share at the offering price of 30.3370 Baht per share to VGI Public Company Limited, totaling 6,256,757,486.60 Baht; and

(b) to allocate 136,119,587 newly issued ordinary shares at a par value 1.00 Baht per share at the offering price of 30.3370 Baht per share to U City Public Company Limited, totaling 4,129,459,910.82 Baht.

The Private Placement investors who will have newly issued ordinary shares allocated to them at a fixed offering price have the potentials and abilities to genuinely invest in the Company and are not connected persons for the purpose of the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Connected Transaction Requirements, dated 31 August 2008 (as

amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, dated 19 November 2003 (as amended).

On 26 August 2021, the Company has entered into two share subscription agreements namely (1) the share subscription agreement between the Company and VGI Public Company Limited and (2) the share subscription agreement between the Company and U City Public Company Limited. The two share subscription agreements include conditions precedent whereby the transaction shall take place once all the conditions precedent stipulated under the relevant agreement has been satisfied or waived by the relevant party. The main conditions precedent under such share subscription agreements are as follows:

(a) the meeting of the Board of Directors and the meeting of the shareholder of the Company shall have duly approved the issuance and allocation of the newly issued ordinary shares of the Company and the issuance and allocation of the JMART-W6 warrants to VGI Public Company Limited and U City Public Company Limited;

(b) the applications for the offering of the newly issued shares and the JMART-W6 warrants together with all supporting documents, as required by the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement (as amended) shall have been filed;

(c) the meeting of the board of directors of VGI Public Company Limited and U City Public Company Limited shall have duly approved the investment in the Company;

(d) no change, event or circumstance has occurred which has or may cause a material adverse change or effect on the assets, liabilities, business, prospects, results of operations and financial condition of the group companies since the execution date of the share subscription agreement;

(e) the Company, VGI Public Company Limited and U City Public Company Limited have received all approvals, permits, consents and waivers necessary for the execution, consummation and performance of its obligations under the relevant share subscription agreement, and such agreement shall be valid and enforceable; and

(f) the conditions precedent under the share subscription agreement between Singer Thailand Public Company Limited and U City Public Company Limited (which are similar to the conditions precedent as specified in (a)-(e) above, including obtaining the approval from the shareholders' meeting of Singer Thailand Public Company Limited in the issuance and offering of the newly issued ordinary shares and issuance of SINGER-W3

warrants to U City Public Company Limited) have been satisfied or waived by the relevant party.

The ordinary shares are offered to the Private Placement investors at a price that is not less than 90 percent of the weighted average price of the Company's shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors has resolved to propose to the general meeting of shareholders to approve the Private Placement offering. This allows sufficient time to cover trading volume and trading price to reflect the market price of the Company's shares (from 4 August 2021 until 25 August 2021 which is 33.7077 Baht per share). The offering price is 30.3370 Baht per share, which is approximately 9.9 discount from such price.

If the offering price of the newly issued ordinary shares to the private placement investors is lower 90 percent of the market price, before the SET's order to accept such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the investors from selling all such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares start trading on SET. After 6 months, such investors may sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

The details of the issuance and offering of newly issued ordinary shares of the Company to the Private Placement investors are shown in the Information Memorandum on the Offering and Issuance of Newly Issued Ordinary Shares in Jaymart Public Company Limited to the Private Placement investors, ***Enclosure 5***.

Shareholding percentage of each investor in the Company following the issuance and allocation of newly issued ordinary shares to the Private Placement investors must not cause such investors to have the obligation to make a mandatory tender offer required under the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 re: Requirements, Conditions and Methods of Takeover, dated 13 May 2011 (as amended) and related regulations and notifications, or cause a breach of the foreign shareholding limit as provided under the Company's Articles of Association, which currently allows the foreigners to hold not more than 49 percent of the total number of issued shares of the Company.

As Agenda 6.1 is related to and conditional upon Agenda 5 and Agenda 6.2. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 2/2021, the agendas which are related to and conditional upon the others will not be considered and it will be deemed that the agendas which are related to and conditional upon the others which have already been approved will be cancelled.

The Board of Directors, the Executive Committee and/or a person assigned by the Board of Directors and/or the Executive Committee have the power to determine and/or amend other details that are necessary and related to the issuance and offering of the newly issued ordinary shares to be allocated to the Private Placement investors as appropriate and to the extent that they are not inconsistent with related notification, regulation or law, including determining and amending the subscription date and offering date, payment method (whether in cash or in kind), and amount of newly issued ordinary shares allocated as well as the conditions and related details, word or text correction in the minutes of the shareholders' meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing the application and supporting documents related to the allocation of newly issued ordinary shares to the Private Placement investors, including contacting and submitting an application and supporting documents to government agencies or agencies involved in the allocation of newly issued ordinary shares as well as listing the newly issued ordinary shares as listed securities on the SET, and taking any action as necessary and relevant for the successful allocation of newly issued ordinary shares to the Private Placement investors, including appointing and assigning other appropriate persons to perform the above actions. Such action must be in accordance with the relevant laws and regulations regarding the issuance and offering of the newly issued ordinary shares.

Board's Opinion

It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the allocation of newly issued ordinary shares of the Company to the Private Placement investors at a definitive offering price, and delegation of power as proposed above.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

6.2 To allocate 42,060,884 newly issued ordinary shares at a par value of 1.00 Baht for the exercise of the JMART-W6 warrants that are allocated to the Private Placement investors who subscribe for are allocated ordinary shares in the Private Placement at a definitive offering price. Details are shown in Capital Increase Report Form (Form 53-4) in *Enclosure 4*.

Agenda 6.2 is a related matter and mutual condition with Agenda 5 and Agenda 6.1. Therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 2/2021, the related and mutual agenda will not be considered and it will be deemed that the related and mutual agenda which has already been approved will be cancelled.

The Board of Directors, the Executive Committee and/or a person assigned by the Board of Directors and/or the Executive Committee have the power to determine and/or amend other details that are necessary and related to the issuance and allocation of the newly issued ordinary shares for the exercise of warrants as appropriate and to the extent that they are not inconsistent with related notification, regulation or law, including determining and amending the offering date, payment method (whether in cash or property), and amount of newly issued ordinary shares allocated as well as the conditions and related details, word correction or the text in the minutes of the shareholders' meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing the application and supporting documents related to the allocation of newly issued ordinary shares for the exercise of warrants, as well as listing the newly issued ordinary shares as listed securities on the SET, and taking any action as necessary and relevant for the successful allocation of newly issued ordinary shares for the exercise of warrants, including appointing and assigning other appropriate persons to perform the above actions.

Board's Opinion

It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the allocation of the newly issued ordinary shares for the exercise of warrants to subscribe for ordinary shares of the Company (JMART-W6) to the Private Placement investors who subscribe for and are allocated newly issued ordinary shares in Private Placement, and delegation of power as proposed above.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

6.3 To allocate no more than 381,326 newly issued ordinary shares at a par value of 1.00 Baht for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the Term and Conditions as the Company has adjusted the rights of the warrants due to the Company's payment of dividend which is higher than the rate specified in the Terms and Conditions to preserve the interests of the holders of the warrants.

The Board of Directors, the Executive Committee and/or a person assigned by the Board of Directors and/or the Executive Committee have the power to determine and/or amend other details that are necessary and related to the allocation of the newly issued ordinary shares for the exercise of warrants as appropriate and to the extent that they are not inconsistent with related notification, regulation or law, including determining and amending the offering date, payment method (whether in cash or property), and amount of newly issued ordinary shares allocated as well as the conditions and related details, word or

text correction in the minutes of the shareholders' meeting, memorandum of association and/or various applications and/or take any action in order to comply with the order of the registrar in filing the registration of increase of registered capital of the Company to the Department of Business Development, Ministry of Commerce, signing the application and supporting documents related to the allocation of newly issued ordinary shares for the exercise of warrants, including contacting and submitting an application and supporting documents to government agencies or agencies involved in the allocation of newly issued ordinary shares as well as listing the newly issued ordinary shares as listed securities on the SET, and taking any action as necessary and relevant for the successful allocation of all newly issued ordinary shares for the exercise of warrants, including appointing and assigning other appropriate persons to perform the above actions.

Board's Opinion

It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the allocation of newly issued ordinary shares for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the Term and Conditions, and delegation of power as proposed above.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 7 To consider and approve the increase of the number of directors and appointment of a new director

Facts and Rationale

In increasing the number of directors and appointing a new director, the Nomination and Remuneration Committee has conducted a screening before submitting to the Board of Directions to consider to propose to the meeting of the shareholders to approve the appointment of a director. By considering the structure of the Board of Directors and qualifications of the director, Mr. Kitipat Chollavuth has full qualifications and does not have any prohibited characteristics according to the relevant laws and regulations, the Articles of Association of the Company, good corporate governance principles of the Company and composition of the Board of Directors. He also possesses expertise and experience that would be able to provide valuable recommendations to the Company. The Nomination and Remuneration Committee therefore deemed it appropriate to increase the number of directors of the Company from 7 to 8 persons by nominating Mr. Kitipat Chollavuth to be appointed as a director of the Company.

Board's Opinion

It is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the increase in the number of directors from 7 to 8 persons and the appointment of a new director, Mr. Kitipat Chollavuth, to support the business expansion of the Company. Mr. Kitipat Chollavuth has full

qualifications and does not have any prohibited characteristics according to the relevant laws and regulations, the Articles of Association of the Company, good corporate governance principles of the Company and composition of the Board of Directors. He also possesses expertise and experience to provide valuable recommendations to the Company.

Resolution

The resolution of this agenda must be approved by the majority of votes of the shareholders attending the meeting and casting their votes.

Agenda 8 To consider other matters (if any)

We would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM) on the above-mentioned date and time. In addition, from 21 October 2021 to 29 October 2021, the Company will open registration for the meeting via electronic media (E-EGM).

In this regard, the shareholders can authorize the Company's proposed independent directors to act as proxies and attend the meeting on their behalf. *Enclosure 10* contains guidelines for the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM).

The date set by the Company for determining the names of shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM) is 10 September 2021 (Record Date).

Yours faithfully,
Jaymart Public Company Limited

(Mr. Pitsnu Pong-Acha)
Chairman of Board

Enclosure 2

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
Jaymart Public Company Limited

The Meeting was held on 24th June 2021, 02.00 p.m., live broadcast from the meeting room at JMART Building B, No.189, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240.

On the meeting's date, directors were attending both from the live broadcast location and participated via electronic media, a total of 7 people out of the total 7 directors, representing 100% of the total number of directors, as follows:

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

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

The moderator informed that in the online meeting today, shareholders had one vote for one share. Also, the Company reported the shareholders of the procedures for casting a ballot in each agenda as follows:

1. Due to this meeting was conducted via electronic media. Therefore, the ballots were not printed for the participants.

2. In voting, the shareholders selected the E-Voting tab to vote on each agenda within the specified time (1 minute). When shareholders chose a vote, the system would have a pop-up confirming the vote. The agenda for acknowledgment, attendees would not be able to vote.

3. If shareholders wished to change their voting, it could be done by pressing the new score again. If the agenda had been closed for voting, shareholders wouldn't be able to vote or change the vote.

4. For attendees via mobile phones or tablets, you were asked to switch from Microsoft Teams back to Chrome to vote in the E-Voting menu.

5. When you finished voting please returned to the E – meeting window (Microsoft Team program) to continue watching the video and audio of the meeting.

6. The system would collect scores by counting the votes from those who voted via E-Voting and voted in advance via the proxy forms.

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

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

- In vote counting, except for Agenda 2, which was an agenda for acknowledgment, therefore, no voting was required.
- The resolution for Agenda 1 and Agenda 6 would be passed by a majority of the total shares of all shareholders presents at the meeting and cast their votes.
- In agenda 3 and Agenda 5, 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.

The meeting would consider the matters in order of the agenda in the invitation letter by presenting information in each agenda and allowing shareholders to ask questions or express their opinions before voting for that agenda.

In the case that shareholders who wish to ask questions by typing a message could do as follows:

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

In the case that shareholders who wish to ask questions by discussion could do as follows:

1. Go to the Reactions menu at the top.
2. Press the Raise Hand button.
3. When the moderator called the name, the staff would proceed to open the mic for you to inquire. You would have to press Unmute and turn on the mic on your device. If shareholders could not speak through the mic (within 1 minute), please typed questions via Chat instead so that the moderator would read the questions to the meeting on your behalf.
4. At each question, either by typing a message or conversation, attendees stated their names and surnames every time for the benefit of taking complete and accurate minutes of the meeting.
5. The Company allowed the attendees to submit questions in each agenda. If there were no attendees to inquire within 2 minutes, the Company would continue the meeting. If shareholders had additional questions, they could type in via Chat. The staff would read your questions later.
6. When the inquiry was complete, please press the “Lower Hand” button to put your hand down.

If opinion or question did not correspond to the agenda, the chairman of the meeting would ask to propose or ask again during the consideration of that agenda or agenda 7, which was the agenda to consider other matters.

For transparency in the vote counting, the Company invited Mr. Sakol Sukwanitvichai, a shareholder from the Thai Investors Association's Rights Protection Volunteer, to monitor and observe vote-counting in the shareholders' meeting.

Subsequently, Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the meeting, declared the meeting open.

Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the meeting, greeted and thanked all the shareholders who attended the Extraordinary General Meeting of Shareholders No. 1/2021 of Jaymart Public Company Limited on 24 June 2021 via electronic media (register online). It was at 2:05 p.m., 30 shareholders attended the meeting in person, counting 9,194,609 shares, representing 0.90% of the total number of 1,024,047,503 issued shares. 508 proxies were attending the meeting, holding 592,823,516 shares, representing 57.89% of the total 1,024,047,503 issued shares

538 shareholders and proxies attended the meeting, totaling 602,018,125 shares, representing 58.79% of the total 1,024,047,503 issued shares, thereby constituting a quorum according 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 2021 Annual General Meeting of Shareholders

The Chairman asked the meeting to consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, held on 9th April 2021. The Board had viewed that its copy was correctly recorded according to the resolution of the shareholders' meeting. The details of which were as shown in Enclosure No. 2.

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

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

(1)

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

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

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. Therefore, 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 in voting, the shareholders to go to the E-Voting tab to vote within the specified time (1 minute). Then, when you clicked to vote, the system would pop up to confirm your vote.

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

For attendees via mobile phones or tablets, you were asked to switch from Microsoft Teams back to Chrome to vote in the E-Voting menu. Then closed the vote, and the moderator informed the meeting's resolution.

When you finished voting please returned to the E – meeting window (Microsoft Team program) to continue watching the video and audio of the meeting. Then, the staff would collect all the votes from the voting system.

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

Resolution	Number of votes	Representing the percentage of the number of shares attending the meeting and casting vote
Approved	602,018,125	100.0000
Disapproved	-	-
Abstained	-	-
Total	602,018,125	100.0000

Agenda 2 To consider and acknowledge the interim dividend payment

The Chairman assigned Ms. Ladda Waruntharakul, Director of Accounting & Finance, to report to the meeting.

Ms. Ladda Waruntharakul, Director of Accounting & Finance, proposed to the meeting as follows:

According to the resolution of the Board of Directors Meeting No. 4/2021 considered the payment of interim dividends from the net profit after tax period 1 January – 31 March 2021. Accordingly, the interim dividend would be paid from the Company's profit at the rate of 0.15 baht per share, representing a dividend of 153,607,125 baht by paying a cash dividend from the net profit of Q1/2021 operating results.

However, the said dividend payment rate was the same rate notified to the shareholders through the SET's information reporting system. The dividend payment was at the rate of 0.15 baht per share, representing a dividend of 153,607,125 baht. The record date was set on 27 May 2021 and posted XD sign on 25 May 2021. The payment was made on 11 June 2021.

Therefore, the Meeting was required to acknowledge.

The Chairman requested shareholders to impose questions.

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

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

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

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

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

Agenda 3 To consider and approve the reduction of the Company's registered capital by canceling the unsold registered shares and amendments to Clause 4 of the Company's Memorandum of Association to comply with the registered capital reduction

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

The moderator presented to the meeting that the Company currently had a registered capital of 1,470,720,796 shares, divided into ordinary shares 1,470,720,796 shares with a par value of 1 baht per share and a paid-up registered capital of 1,024,047,503 baht divided into ordinary shares 1,024,047,503 shares with a par value of 1 baht per share. Therefore, the Company had 362,643,484 shares of unissued and completed registered shares with a par value of 1 baht per share. In which the shares issued according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2020 to support the issuance of new shares to the existing shareholders proportionate to their shareholding, amounting to 271,982,613 shares and for private placement under the General Mandate of 90,660,871 shares. The Board of Directors deemed that the Extraordinary General Meeting of Shareholders No. 1/2021 considered and approved the reduction of registered capital by canceling the unsold ordinary shares before the capital increase to comply with the Public Limited Companies Act B.E. 2535 (and its amendments). Therefore, the Company had to reduce the Company's registered capital from 1,470,720,796 baht to 1,108,077,312 baht by canceling the 362,643,484 unsold ordinary shares, and the allocation period had expired at a par value of 1 baht per share. And then approved the amendment to Clause 4 of the Company's Memorandum of Association Re: Registered Capital to be consistent with the registered capital reduction as follows:

“Clause 4.	Registered Capital of	1,108,077,312 Baht	(one thousand one hundred and eight million seventy-seven thousand three hundred and twelve baht)
	Divided into	1,108,077,312 shares	(one thousand one hundred and eight million seventy-seven thousand three hundred and twelve shares)
	At the par value of	1 Baht	(One Baht)
	Categorized into		
	Ordinary shares	1,108,077,312 shares	(one thousand one hundred and eight million seventy-seven thousand three hundred and twelve shares)
	Preference shares	- shares	(- shares)”

The Chairman requested shareholders to impose questions.

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

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

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

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

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. Therefore, this agenda would be approved by a vote of not less than three-fourths of the total shares of all shareholders presents at the meeting and eligible to cast votes.

The moderator informed the meeting that in voting, the shareholders to go to the E-Voting tab to vote within the specified time (1 minute). Then, when you clicked to vote, the system would pop up to confirm your vote.

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

For attendees via mobile phones or tablets, you were asked to switch from Microsoft Teams back to Chrome to vote in the E-Voting menu. Then closed the vote, and the moderator informed the meeting's resolution.

When you finished voting please returned to the E – meeting window (Microsoft Team program) to continue watching the video and audio of the meeting. Then, the staff would collect all the votes from the voting system.

Resolution The meeting considered and approved to reduce the registered capital of the Company from 1,470,720,796 baht to 1,108,077,312 baht by canceling unsold ordinary shares, and the allocation period had expired, totaling 362,643,484 shares with a par value of 1 baht per share, which were the shares issued according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2020. It was to support the issuance of new shares to the existing shareholders proportionate to their shareholding amount of 271,982,613 shares and to offer to the private placement under the General Mandate of 90,660,871 shares. In addition, the meeting approved the amendment to Clause 4 of the Company's Memorandum of Association Re: registered capital to be consistent with the reduction of the Company's registered capital as details proposed in all respect, with the following votes:

Resolution	Number of votes	Representing the percentage of the number of shares attending the meeting and eligible to vote
Approved	595,245,025	98.8749
Disapproved	6,773,100	1.1251
Abstained	-	-
Total	602,018,125	100.0000

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

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

The moderator proposed to the meeting to support the issuance and allocation of warrants to purchase newly issued ordinary shares of the Company to the existing shareholders proportionate to their shareholding (Rights Offering) (JMART-W5). Accordingly, the Board of Directors Meeting No. 4/2021 considered and approved the increase of the Company's registered capital by 51,000,000 baht from the original registered capital of 1,108,077,312 baht to 1,159,077,312 baht by issuing 51,000,000 newly issued ordinary shares with a par value of 1 baht per share. The objectives of the capital increase were shown in the Capital Increase Report Form (F53-4) Enclosure No. 4. Accordingly, the Board of Directors deemed that the Extraordinary General Meeting of Shareholders No. 1/2021 considered and approved the increase of the Company's registered capital of 51,000,000 baht from the original registered capital of 1,108,077,312 baht to 1,159,077,312 baht by issuing 51,000,000 newly-issued ordinary shares with a par value of 1 baht per share. In addition, the meeting

approved the amendment to Clause 4 of the Company's Memorandum of Association to comply with the Company's registered capital increase as follows:

"Clause 4.	Registered Capital of	1,159,077,312 Baht	(one thousand one hundred fifty nine million seventy seven thousand three hundred twelve baht)
	Divided into	1,159,077,312 shares	(one thousand one hundred fifty nine million seventy seven thousand three hundred twelve shares)
	At the par value of	1 Baht	(One Baht)
	Categorized into		
	Ordinary shares	1,159,077,312 shares	(one thousand one hundred fifty nine million seventy seven thousand three hundred twelve shares)
	Preference shares	- shares	(- shares)"

The Chairman requested shareholders to impose questions.

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

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

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

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

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

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

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. Therefore, this agenda would be approved by a vote of not less than three-fourths of the total shares of all shareholders presents at the meeting and eligible to cast votes.

The moderator informed the meeting that in voting, the shareholders to go to the E-Voting tab to vote within the specified time (1 minute). Then, when you clicked to vote, the system would pop up to confirm your vote.

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

For attendees via mobile phones or tablets, you were asked to switch from Microsoft Teams back to Chrome to vote in the E-Voting menu. Then closed the vote, and the moderator informed the meeting's resolution.

When you finished voting please returned to the E – meeting window (Microsoft Team program) to continue watching the video and audio of the meeting. Then, the staff would collect all the votes from the voting system.

Resolution The meeting considered and approved to increase the Company's registered capital in the amount of 51,000,000 baht from the original registered capital of 1,108,077,312 baht to 1,159,077,312 baht by issuing 51,000,000 newly issued ordinary shares with a par value of 1 baht per share. In addition, the meeting approved the amendment to Clause 4 of the Company's Memorandum of Association Re: registered capital to be

consistent with the increase of the Company's registered capital as details proposed in all respect, with the following votes:

Resolution	Number of votes	Representing the percentage of the number of shares attending the meeting and eligible to vote
Approved	595,245,025	98.8749
Disapproved	6,773,100	1.1251
Abstained	-	-
Total	602,018,125	100.0000

Agenda 5 To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares No. 5 (JMART-W5) allocated to the Company's existing shareholders in proportion to their shareholding

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

The moderator proposed to the meeting that due to the Company's need to use the money for working capital for the Company's business in 2024, the Company would have a loan due in approximately 3,500 million baht. Therefore, the Board of Directors Meeting No. 4/2021 deemed it appropriate to issue and allocate the warrants to purchase the Company's ordinary shares No. 5 ("JMART-W5") to distribute to the existing shareholders proportionate to their shareholding (Right Issue). It was to support the need for money arising in the future and for the Company's working capital. The issuance of such warrants, if the conversion were complete, the issuance of such warrants would help the Company's debt to equity ratio (D/E Ratio) be at an appropriate level. It also had strong financial ratios and was ready for future growth. Therefore, the Board of Directors Meeting No. 4/2021 resolved to approve the Company to issue and allocate warrants to purchase ordinary shares of the Company in the amount of not exceeding 51,000,000 units to the existing shareholders proportionate to their shareholding allocated free of charge. The exercise price would be 70 baht per share, and the warrant term was four years.

However, the allocation ratio was uncertain depending on the results of the exercise of the warrants to purchase the Company's ordinary shares No. 3 ("JMART-W3") and the warrants to purchase the Company's ordinary shares No. 4 ("JMART-W4), which was scheduled to exercise on 30 June 2021. Nevertheless, the allocation ratio would be in the range of 20.07936–21.72701 existing shares per 1 warrant (calculated for 2 cases, i.e., if no JMART-W3 and JMART-W4 holders exercise their conversion rights this time and if all holders of JMART-W3 and JMART-W4 exercise the whole amount of JMART-W3 and JMART-W4 conversion rights on the above exercise date).

The Board of Directors would determine the final allocation ratio after knowing the exact result of the exercise of JMART-W3 and JMART-W4 conversion rights by 9 July 2021.

In addition, 16 July 2021 was set as the date to determine the lists of shareholders who would be entitled to receive the warrants to purchase the Company's ordinary shares No. 5 (Record Date). However, the date for determining the lists of the shareholders was uncertain until approval from the shareholders' meeting.

In this regard, the Board of Directors and/or Executive Committee and/or a person assigned by the Board of Directors or the Executive Committee were set to have the power to determine details related to the issuance and offering the warrants, including but not limited to the issuance date of the warrants, the first exercise date, and the last exercise date as well as the exercise of conversion rights to purchase ordinary shares. It also included the conditions and related details word correction or the text in the minutes of the shareholders' meeting memorandum and/or various applications and/or take any action in order to comply with the order of the registrar in filing the

registration of an increase in the registered capital of the Company to the Department of Business Development Ministry of Commerce, signing documents for permission and necessary evidence related to the issuance of warrants. Besides, it comprised contacting and submitting an application for permission, such documents, and evidence to government agencies or agencies involved in the issuance of warrants and listing them on the Stock Exchange of Thailand and any action as necessary and appropriate in connection with the issuance and offering of warrants at this time.

The Chairman requested shareholders to impose questions.

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

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

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

(2)

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

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. Therefore, this agenda would be approved by a vote of not less than three-fourths of the total shares of all shareholders presents at the meeting and eligible to cast votes.

The moderator informed the meeting that in voting, the shareholders to go to the E-Voting tab to vote within the specified time (1 minute). Then, when you clicked to vote, the system would pop up to confirm your vote.

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

For attendees via mobile phones or tablets, you were asked to switch from Microsoft Teams back to Chrome to vote in the E-Voting menu. Then closed the vote, and the moderator informed the meeting's resolution.

When you finished voting please returned to the E – meeting window (Microsoft Team program) to continue watching the video and audio of the meeting. Then, the staff would collect all the votes from the voting system.

Resolution The meeting considered and approved to issue and allocate warrants to purchase ordinary shares of Company No. 5 ("JMART-W5") in the amount of not exceeding 51,000,000 units to the Company's existing shareholders proportionate to their shareholding allocated free of charge. The exercise price would be 70 baht per share. The warrant term was four years as details proposed in all respect, with the following votes:

Resolution	Number of votes	Representing the percentage of the number of shares attending the meeting and eligible to vote
Approved	595,245,025	98.8749
Disapproved	6,773,100	1.1251
Abstained	-	-
Total	602,018,125	100.0000

Agenda 6 To consider and approve the allocation of the Company's newly issued ordinary shares to support the exercise of the warrants to purchase the Company's ordinary shares No. 5 (JMART-W5)

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

Mr. Panya Chutisiriwong proposed to the meeting to comply with the increase of registered capital and the issuance and offering of warrants to purchase the Company's ordinary shares in the above agenda. Accordingly, the Board of Directors Meeting No. 4/2021 considered and approved the allocation of the Company's newly issued ordinary shares No. 5 (JMART-W5) in the amount of 51,000,000 shares with a par value of 1 baht per share. It was allocated to the Company's existing shareholders proportionate to their shareholding to support the exercise of the warrants to purchase the Company's ordinary shares. Therefore, it deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider and approve the allocation of 51,000,000 newly issued ordinary shares with a par value of 1 baht per share to support the exercise of the warrants to purchase the Company's newly issued ordinary shares No. 5 (JMART-W5). In addition, if there were remaining shares due to the non-exercise of warrants to purchase newly issued shares, the Company would propose to the shareholders' meeting for further consideration.

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

The Chairman requested shareholders to impose questions.

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

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

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

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

Since there was no inquiry or need for amendment, the Chairman asked the meeting to cast their votes in the voting system. Therefore, 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 in voting, the shareholders to go to the E-Voting tab to vote within the specified time (1 minute). Then, when you clicked to vote, the system would pop up to confirm your vote.

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

For attendees via mobile phones or tablets, you were asked to switch from Microsoft Teams back to Chrome to vote in the E-Voting menu. Then closed the vote, and the moderator informed the meeting's resolution.

When you finished voting please returned to the E – meeting window (Microsoft Team program) to continue watching the video and audio of the meeting. Then, the staff would collect all the votes from the voting system.

Resolution The meeting considered and approved the allocation of 51,000,000 newly issued ordinary shares with a par value of 1 baht per share to support the exercise of the warrants to purchase the Company's ordinary shares No. 5 (JMART-W5) and the authorization of determining the details related to the issuance and offering of warrants this time as details proposed in all respect, with the following votes:

Resolution	Number of votes	Representing the percentage of the number of shares attending the meeting and casting vote
Approved	595,245,025	98.8749
Disapproved	6,773,100	1.1251
Abstained	-	-
Total	602,018,125	100.0000

Agenda 7 To consider other matters

The Chairman informed the meeting that there was no agenda to consider other matters for this meeting and asked whether anyone would propose other issues or ask questions for the meeting to consider further.

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

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

(3)

In the case that shareholders who wish to ask questions by discussion could do as follows:

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

(4)

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

The moderator read the question of Mr. Sakol Sukwanitvichai, Rights Protection Volunteer from the Thai Investors Association, which asked questions through the system of

submitting questions in advance whether the Company plan to deal with regulations related to the issuance of Cryptocurrencies or Digital Token?

Mr. Adisak Sukhumvitya, Chief Executive Officer, explained the issue of Cryptocurrency or Digital Token that the SEC had issued regulations to regulate four types together. The Company was confident that what the Company was doing was not against the SEC's rules because the Company had continually consulted with the relevant authorities. Therefore, the SEC's notification effective on 11 June 2021 did not affect the Company's operational plans.

Mr. Sakol Sukwanitvichai, Rights Protection Volunteer from the Thai Investors Association, questioned that the Company had issued Cryptocurrencies and Digital Token. How were the accounts recorded?

Ms. Ladda Waruntharakul, Director of Accounting & Finance, clarified that the Company had issued cryptocurrencies by offering digital token "JFin" coin. Therefore, the Company had an accounting record "burden from issuing and offering digital tokens," which was under the category of liabilities in the statement of financial position.

The moderator asked if there were any further questions from the online channel.

Since no shareholder proposed any other matter for consideration, the Chairman asked Mr. Adisak Sukhumvitya, Chief Executive Officer, to state the meeting.

Mr. Adisak Sukhumvitya further declared to the meeting that the Company's operating results this year would grow more than 50% during the coronavirus situation. Due to the Company had a business in the form of synergy together within the group of companies.

The Chairman thanked all shareholders for attending the meeting today and wished you all good health and far away from the COVID-19. Then the Chairman declared the Extraordinary General Meeting of Shareholders No. 1/2021 closed.

The meeting was adjourned at 03.00 p.m.

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

Signed _____ the Minutes Taker

(Ms. Ladda Waruntharakul)

Enclosure 4

(F 53-4)

Capital Increase Report Form

Jay Mart Public Company Limited

26 August 2021

We, Jay Mart Public Company Limited (the "Company"), hereby report on the resolution of Board of Directors Meeting No. 8/2021, held on 26 August 2021, relating to the capital increase and allocation of the newly issued share, as follows:

1. **The reduction and increase of the registered capital**

1.1 The reduction of the registered capital

The Board of Directors' meeting has approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve to the capital reduction in the amount of 16,369 Baht from the existing registered capital of 1,159,077,312 Baht to 1,159,060,943 Baht by cancelling 16,369 unissued ordinary shares at a par value of 1.00 Baht per share reserved for the exercise of the Company's warrants' program No. 5 (JMART-W5) to be offered to the existing shareholders in proportion of their shareholdings (Rights Offering).

1.2 The increase of the registered capital

The Board of Directors' meeting has approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the increase of the registered capital of the Company in the amount of 384,803,597 Baht from the existing registered capital of 1,159,060,943 Baht to 1,543,864,540 Baht by issuing 384,803,597 newly issued ordinary shares with a par value of 1.00 Baht per share, totaling 384,803,597 Baht. The details of the capital increase are as follows:

Type of Capital Increase	Type of Share	Number of Shares (million shares)	Par value (baht/share)	Total Value (baht/share)
☑ Specifying the purpose of using proceeds	Ordinary shares Preferred shares	384,803,597	1.00	384,803,597
☐ General Mandate	Ordinary shares Preferred shares	-	-	-

2. Allotment of new shares

2.1 Specifying the purpose of using the proceeds

Allocated to	Number of shares (shares)	Ratio (old : new)	Sale price (Baht/share)	Date and Time for Subscription and Payment	Notes
1. Private Placement investors which are not Company's connected person at a definitive offering price	342,361,387	-	30.3370	To consider and determine the details at a later time.	Please see Note (1)
2. To reserve for the exercise of the warrants to subscribe for the newly issued ordinary shares to be allocated to the Private Placement investors who subscribe for and are allocated the newly issued ordinary shares in Private Placement (JMART-W6)	42,060,884	1 unit of warrant (JMART-W6) : 1 newly issued ordinary share	without consideration	To consider and determine the details at a later time.	Please see Note (2)
3. To reserve for the exercise of JMART-W3 and JMART-W4 warrants that have been adjusted in accordance with the Term and Conditions Governing the Rights and Obligations of Issuers and	381,326	None (To reserve for the exercise of JMART-W3 and JMART-W4 warrants that have been adjusted)	None (To reserve for the exercise of JMART-W3 and JMART-W4 warrants that hat have been adjusted)	None (To reserve for the exercise of JMART-W3 and JMART-W4 warrants that have been adjusted)	Please see Note (3)

Allocated to	Number of shares (shares)	Ratio (old : new)	Sale price (Baht/share)	Date and Time for Subscription and Payment	Notes
Holders of JMART-W3 and JMART-W4 respectively (the "Terms and Conditions")					

Notes:

(1) Approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the allocation of 342,361,387 ordinary shares at a par value of 1.00 Baht per share to the following Private Placement investors at an offering price of 30.3370 Baht per share, totaling not less than 10,386,217,397.42 Baht.

(1.1) Allocated 206,241,800 newly issued ordinary shares (at a par value of 1.00 Baht per share) at a definitive offering price of 30.3370 Baht per share, totaling no less than 6,256,757,486.60 Baht to VGI Public Company Limited; and

(1.2) Allocated 136,119,587 newly issued ordinary shares (at a par value of 1.00 Baht per share) at a definitive offering price of 30.3370 Baht per share, totaling no less than 4,129,459,910.82 Baht to U CITY Public Company Limited.

The Private Placement investors, who will be allocated the newly issued ordinary shares at a definitive offering price, have the potentials and abilities to genuinely invest in the Company and are not connected persons under the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 re: Connected Transaction Requirements, dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, dated 19 November 2003 (as amended).

In this respect, the Board of Directors' meeting of the Company has resolved that the Company to enter into two share subscription agreements as follows: (1) the share subscription agreement between the Company and VGI Public Company Limited and (2) the share subscription agreement between the Company and U CITY Public Company Limited. The share subscription agreements include conditions precedent whereby the transaction shall take place once all the conditions precedent stipulated under the relevant agreement has been satisfied or waived by the relevant party. The main conditions precedent under the share subscription agreements are as follows:

(a) the meeting of the Board of Directors and the meeting of the shareholders of the Company shall have duly approved the issuance and allocation of the newly issued ordinary shares of the Company and the issuance and allocation of the JMART-W6 warrants to VGI Public Company Limited and U CITY Public Company Limited;

(b) the applications for the offering of the newly issued shares and the JMART-W6 warrants together with all supporting documents, as required by the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement (as amended) shall have been filed;

(c) the meeting of the Board of Directors of VGI Public Company Limited and U CITY Public Company Limited shall have duly approved the investment in the Company;

(d) no change, event or circumstance has occurred which has or may cause a material adverse change or effect on the assets, liabilities, business, prospects, results of operations and financial condition of the group companies since the execution date of the share subscription agreement;

(e) the Company, VGI Public Company Limited and U CITY Public Company Limited have received all approvals, permits, consents and waivers necessary for the execution, consummation and performance of its obligations under the share subscription agreement, and such agreement shall be valid and enforceable; and

(f) the conditions precedent under the share subscription agreement between Singer Thailand Public Company Limited and U CITY Public Company Limited (which are similar to the conditions precedent as specified in (a)-(e) above, including obtaining the approval from the shareholders meeting of Singer Thailand Public Company Limited in the issuance and allocation of the newly issued ordinary shares and the issuance and allocation of SINGER-W3 warrants to U City Public Company Limited) have been satisfied or waived by the relevant party.

The newly issued ordinary shares are offered to Private Placement investors at the price that is not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of Thailand ("**SET**") in the past 15 consecutive business days before the date on which the Board of Directors has resolved to propose to the general meeting of shareholders to approve the offering of the newly issued ordinary shares to the Private Placement investors, which is sufficient for covering trading volume and trading prices to reflect the Company's share market price (from 4 - 25 August 2021, which is 33.7077 Baht per share.). The offering price is 30.3370 Baht per share, which is approximately 9.9 percent discount from such price.

If the offering price of the newly issued ordinary shares to the Private Placement investors is lower than 90 percent of the market price, before the SET allows the newly issued ordinary shares to be listed securities, the Company shall not allow the Private Placement investors to sell such newly issued ordinary shares for a period of one year from the date on which the Company's newly issued ordinary shares start trading on SET. After 6 months, the investors may start to sell 25 percent of the total number of shares that are subject to the sale restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

The details of the issuance and offering of newly issued ordinary shares of the Company to the Private Placement investors are specified in the Information Memorandum regarding the issuance and offering of newly issued ordinary shares of Jay Mart Public Company Limited to Private Placement Investors, Enclosure 5.

Shareholding percentage of the Private Placement investors in the Company after the issuance and allocation of newly issued ordinary shares to the Private Placement investors must not result in such investors being required to make a mandatory tender offer as required under the Notification of the Capital Market Supervisory Board No. Tor Chor 12/2554 re: Requirements, Conditions and Methods of Takeover, dated 13 May 2011 (as amended) and

related regulations and notifications, or cause a breach of the foreign shareholding limit as specified under the Company's Articles of Association, which is currently not exceeding 49 percent of the total number of paid-up shares of the Company.

(2) Approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the issuance and offering of the warrants to subscribe for the newly issued ordinary shares of the Company (JMART-W6) in the amount of 42,060,884 units without consideration (i.e. offering price per unit is 0.00 Baht), which have 42,060,884 ordinary shares reserve for exercise of the warrants, to be allocated to investors who subscribe for and are allocated ordinary shares in Private Placement, which are VGI Public Company Limited in the amount of 25,337,882 units and U CITY Public Company Limited in the amount of 16,723,002 units. The exercise ratio of warrants is one unit of JMART-W6 to one ordinary share. Term of JMART-W6 warrants is no more than 3 years 9 months from issuing date of JMART-W6 warrants and the exercise price is 30.3370 Baht per share. Details of JMART-W6 warrants are shown in Enclosure 6.

The JMART-W6 warrants will not be listed on the SET. The offering of these warrants is not an offering at a price that is lower less than 90 percent of the market price which means the weighted average price of the Company's ordinary shares on the SET in the past 15 consecutive business days before the date on which the Board of Directors of the Company has resolved to propose to the meeting of shareholders to approve the offering of the warrants. If the offer price of the warrants to the Private Placement investors is lower than 90 percent of the market price, before the SET allow the new shares from the exercise of JMART-W6 warrants to be listed securities, those who exercise the right with respect to the warrants must not sell any shares from the exercise of warrants for a period of one year from the date on which the shares start trading on the SET. After 6 months, the investors may start to sell 25 percent of the total number of shares that are subject to the sale restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

(3) Approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2021 to consider and approve the allocation of no more than 381,326 ordinary shares at a par value of 1.00 Baht per share for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the Term and Conditions Governing the Rights and Obligations of Issuers and Holders of Jay Mart Public Company Limited warrants No.3 and No.4 respectively (the "Terms and Conditions") as the Company has adjusted the rights of the warrants to preserve the interests of the holders of the warrants due to the Company's payment of dividend which is higher than the rate specified in the Terms and Conditions.. If there are the remaining shares from such allocation, the Company must further reduce its registered capital by cancelling the remaining ordinary shares. The Company will be required to obtain the approval from the shareholders meeting in doing so.

In this regard, the Board of Directors, the Executive Committee, a person delegated by the Board of Directors and/or the Executive Committee have the power to determine details related to the issuance and offering of the warrants, including but not limited to the issuance date of the warrants, the first exercise date and the last exercise date, the exercise of the warrants to subscribe for ordinary shares as well as the conditions and related details, word or text correction in any related documents, the minutes of the shareholders' meeting, Memorandum of Association and/or applications and/or take any action in order to comply with the order of the registrar in filing the application for the registration of increase of the registered capital of the Company to the Department of Business Development, Ministry of Commerce, executing the application and necessary supporting documents relevant to the issuance of the warrants including contacting and filing such application or documents to the relevant government agencies or authorities involved in the issuance of warrants and take any other action which are deem necessary and appropriate in connection with the issuance and offering of warrants.

2.2 General Mandate

- None –

3. **Setting the date of the general meeting of shareholders to approve the capital increase and the allotment of new shares**

The Extraordinary General Meeting of Shareholders No. 2/2021 has been fixed to be held on 1 November 2021 at 2.00 p.m. through electronic media (E-EGM). The recording date to determine the shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2021 has been fixed to be 10 September 2021.

4. **Approval of the capital increase/share allocation by the relevant governmental agency and conditions thereto (if any)**

4.1 The Company is required to obtain an approval from the shareholders meeting for the issuance and offering of newly issued ordinary shares to the Private Placement investors in Private Placement and the issuance and offering of the warrants to subscribe for the newly issued ordinary shares of the Company (JMART-W6) to be allocated to investors who subscribe for and are allocated ordinary shares in Private Placement. .

4.2 The Company is required to obtain an approval from the shareholders meeting for the allocation of newly issued ordinary shares to the Private Placement investors in Private Placement and the allocation of newly issued ordinary shares for exercise of the JMART-W6 warrants which are allocated to the Private Placement investors who subscribe for and are allocated ordinary shares in the Private Placement.

4.3 The Company is required to file the application for the reduction and increase of the registered and paid-up capital and amendment to the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital to the Department of Business Development, the Ministry of Commerce.

4.4 The Company is required to obtain an approval from the Securities and Exchange Commission (the "SEC") for (1) issuance and offering of newly issued ordinary shares to the Private Placement investors; and (2) issuance and offering of the warrants to the Private Placement investors and ordinary shares for exercise the rights of the warrants to subscribe for the newly issued ordinary shares to the Private Placement investors.

4.5 The Company is required to obtain an approval from SET for listing its newly issued ordinary shares and ordinary shares newly issued as a result of the exercise of the rights of the warrants to subscribe for the newly issued ordinary shares allocated to the Private Placement investors (JMART-W6) on SET after the rights under such warrants are exercised.

5. Objectives of the capital increase and plans to use the proceeds received from the capital increase

The Company intended to issue new ordinary shares in combination with JMART-W6 warrants to raise funds for additional investment in its subsidiaries and associates which are (1) JMT Network Services Public Company Limited ("JMT") and (2) Singer Thailand Public Company Limited ("SINGER"). The Company will also use the proceeds as a funds to repay some loans to financial institutions and repay debentures. The details of the use of the proceeds from capital increase are as specified in Enclosure 5.

After receiving the proceeds from the offering of the newly issued ordinary shares, the Company plans to take the following actions:

Objectives	Estimated Proceeds (million Baht)	Time Estimated for Use of Proceeds
Proceeds from the offering of newly issued ordinary shares to the Private Placement investors		
(1) Investment in the Company's subsidiaries and associates		
- Purchase newly issued ordinary shares in the capital increase of JMT	5,384.27	Within 2021
- Purchase newly issued ordinary shares in the capital increase of SINGER	1,232.09	Within 2021
(2) Repayment of loans to the financial institutions and debentures	3,769.06	Within 2024
Total proceeds from the offering of the newly issued ordinary shares	10,386.22	
Proceeds from exercise of JMART-W6 warrants		
(1) Repayment of debentures	1,276.00	Within 2024
Total proceeds from exercise of JMART-W6 warrants	1,276.00	
Total	11,662.22	

6. Benefits which the Company will receive from the capital increase/share allotment

6.1 The Company is able to raise funds in a short period of time and alleviate some investment burdens of existing shareholders in this capital increase.

6.2 The responses that the Company has received from potential investors give confidence to existing shareholders that the capital increase will be successful and allow the Company to meet its objectives in fundraising and in taking up the opportunity of investing in projects that have good returns. This will enhance the Company's potentials and competitiveness in developing its business for sustainable growth.

6.3 A public offering of securities involves lengthy process of preparation and approvals from relevant authorities for uncertain period of time beyond control of the Company. Therefore, the Board of Directors considers it is an appropriate approach to raise funds through the issuance and offering of the newly issued ordinary shares in combination with JMART-W6 warrants to the Private Placement investors who have financial potentials and firm financial positions and who are prepared in paying price to increase the capital. The approach is appropriate and corresponds with the Company's objectives in fundraising. The Company will receive funds in an immediate term and can mitigate possible risks associated with fundraising amidst current economic volatility.

6.4 This capital increase will be enable the Company to invest in its subsidiaries and strengthen and stabilize the Company's financial status. The Company is able to repay some debts to the financial institutions as planned, resulting in efficient operation of the Company for future growth.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1 The dividend policy

The Company has the policy to pay dividends to the shareholders at a rate of not less than 50.0 percent of the net profit as specified in the consolidated financial statements after deducting corporate income tax and legal reserve. The Board of Directors' resolutions on annual dividend payment must be submitted for approval of shareholders' meetings, except an interim dividends payment, which can be approved by the Board of Directors but must be reported to acknowledge inthe subsequent shareholders' meeting. The dividend payment is subject to the economic situation, the Company's cash flow and investment plans of the Company and its affiliates each year as necessary and appropriate, and also subject to other considerations that the Board of Directors may deem appropriate.

7.2 The eligibility to receive dividends from the Company's business operation

Persons who are allocated the newly issued ordinary shares to Private Placement investors and warrants to subscribe for newly issued ordinary shares (JMART-W6) are eligible to receive dividends from the Company's business operation after exercising the right to purchase the Company's newly issued ordinary shares and being registered as the Company's shareholders and the Company declares dividend payment, in accordance with the applicable laws and regulations.

8. **Others details necessary for shareholders to approve the capital increase/share allotment**

An overview of the impact on existing shareholders from the issuance and offering of newly issued ordinary shares (PP) and warrants to subscribe for ordinary shares in the Company (JMART-W6) to Private Placement Investors can be summarized as follows:

	(a) In case of offering the newly issued ordinary shares to Private Placement investor in full	(b) In case of offering the newly issued ordinary shares Private Placement investor, and exercising JMART-W6 warrants in full
Price Dilution	Reduced by 2.49 percent	Reduced by 2.71 percent
EPS Dilution	Reduced by 24.90 percent	Reduced by 27.13 percent
Control Dilution	Reduced by 24.90 percent	Reduced by 27.13 percent

Details of the calculations are as follows:

Price Dilution

(a) After the issuance and offering of the Company's newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants (JMART-W6), there will be a price dilution, which will reduce by approximately 2.49 percent. Details of how the price dilution is calculated are as follows:

$$= \frac{\text{Market Price before the offering} - \text{Market Price after the offering}}{\text{Market Price before the offering}}$$

$$= \frac{33.7077 - 32.8684}{33.7077}$$

$$= 2.49 \text{ percent}$$

Whereby the market price after the offering is calculated from:

$$= \frac{(\text{Market Price before the offering} \times \text{Number of paid-up shares}) + (\text{Definitive offering price in the Private Placement} \times \text{Number of new ordinary shares offered at a definitive offering price in the Private Placement})}{\text{Number of paid-up shares} + \text{Number of new ordinary shares offered at a definitive offering price in the Private Placement ice}}$$

$$= \frac{(33.7077 \times 1,032,583,940) + (30.3370 \times 342,361,387)(33.7077 \times 1,032,583,940) + (30.3370 \times 342,361,387)}{1,032,583,940 + 342,361,387}$$

= 2.8684 Baht per share

Remark: Market price before the offering is equivalent to the weighted average price in the past 15 consecutive business days before the Board of Directors' meeting No. 8/2021 held on 26 August 2021 (between 4 – 25 August 2021) which is 33.7077 Baht per share (based on information from www.set.or.th).

(b) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed and warrants (JMART-W6) is fully exercised, there will be a price dilution, which will reduce by approximately 2.71 percent. Details of how the price dilution is calculated are as follows:

$$= \frac{\text{Market Price before the offering} - \text{Market Price after the offering}}{\text{Market Price before the offering}}$$

$$= \frac{33.7077 - 32.7933}{33.7077}$$

= 2.71 percent

Whereby the market price after the offering is calculated from:

$$= \frac{(\text{Market Price before the offering} \times \text{Number of paid-up shares}) + (\text{Definitive offering price in the Private Placement} \times \text{Number of new ordinary shares offered at a definitive offering price in the Private Placement}) + (\text{Exercise price of JMART-W6} \times \text{Number of ordinary shares for the exercise of JMART-W6})}{\text{Number of paid-up shares} + \text{Number of new ordinary shares offered at a definitive offering price in the Private Placement} + \text{Number of ordinary shares for the exercise of JMART-W6}}$$

$$= \frac{(33.7077 \times 1,032,583,940) + (30.3370 \times 342,361,387) + (30.3370 \times 42,060,884)}{1,032,583,940 + 342,361,387 + 42,060,884}$$

= 32.7933 Baht per share

Remark: Market price before the offering is equivalent to the weighted average price in the past 15 consecutive business days before the Board of Directors' meeting No. 8/2021 held on 26 August 2021 (between 4 – 25 August 2021) which is 33.7077 Baht per share (based on information from www.set.or.th).

Earnings Per Share Dilution

(a) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants (JMART-W6), there will be an earnings per share dilution, which will reduce by approximately 24.90 percent. Details of how the earnings per share dilution is calculated are as follows:

$$= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$$

$$= \frac{1.06 - 0.79}{1.06}$$

= 24.90 percent

whereby the earning per share before the offering are calculated from:

$$= \frac{\text{Net Profit}}{\text{Number of Paid-Up Shares}}$$

$$= \frac{1{,}098{,}107{,}000}{1{,}032{,}583{,}940}$$

= 1.06 Baht per share

whereby the earnings per share after the offering are calculated from:

$$= \frac{\text{Net Profit}}{\text{Number of paid-up shares + Number of new ordinary shares offered at a definitive price in the Private Placement}}$$

$$= \frac{1,098,107,000}{1,032,583,940 + 342,361,387}$$

= 0.79 Baht per share

Remark : Earning per share before and after the offering are calculated based on net profit attributable to the parent company of the most recent 12-month financial period until 30 June 2021 based on the Company's audited and reviewed consolidated financial statements.

(b) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the number of newly issued ordinary shares is fully subscribed and warrants (JMART-W6) is fully exercised, there will be an earnings per share dilution, which will reduced by approximately 27.13 percent. Details of how the earnings per share dilution is calculated are as follows:

$$= \frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$$

$$= \frac{1.06 - 0.79}{1.06}$$

= 24.90 percent

whereby the earnings per share before the offering are calculated from:

$$= \frac{\text{Net Profit}}{\text{Number of Paid-Up Shares}}$$

$$= \frac{1,098,107,000}{1,032,583,940}$$

= 1.06 Baht per share

whereby the earnings per share after the offering are calculated from:

$$= \frac{\text{Net Profit}}{\text{Number of Paid-Up Shares} + \text{Number of new ordinary shares offered at a definitive price in the Private Placement} + \text{Number of ordinary shares for the exercise of JMART-W6}}$$

$$= \frac{1,098,107,000}{1,032,583,940 + 342,361,387 + 42,060,884}$$

= 0.77 Baht per share

Remark : Earning per share before and after the offering are calculated based on net profit attributable to the parent company of the most recent 12-month financial period until 30 June 2021 based on the Company's audited and reviewed consolidated financial statements.

Control Dilution

(a) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants (JMART-W6), there will be a control dilution, which will reduce by approximately 24.90 percent. Details of how the control dilution is calculated are as follows:

$$= \frac{\text{Number of new ordinary shares offered at a definitive price in the Private Placement}}{\text{Number of Paid-Up Shares} + \text{Number of new ordinary shares offered at a definitive price in the Private Placement}}$$

$$= \frac{342,361,387}{1,032,583,940 + 342,361,387}$$

= 24.90 percent

(b) After the issuance and offering of the ordinary in the Company's capital increase, if the total number of ordinary shares is fully subscribed and warrants (JMART-W6) is fully exercised, there will be a control dilution, which will reduce by approximately 27.13 percent. Details of how the control dilution is calculated are as follows:

$$= \frac{\text{Number of new ordinary shares offered at a definitive price in the Private Placement + Number of ordinary shares for the exercise of JMART-W6}}{\text{Number of Paid-Up Shares + Number of new ordinary shares offered at a definitive price in the Private Placement + Number of ordinary shares for the exercise of JMART-W6}}$$

$$= \frac{342,361,387 + 42,060,884}{1,032,583,940 + 342,361,387 + 42,060,884}$$

27.13 percent

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Dates
1	Holding the Board of Directors Meeting No. 8/2021	26 August 2021
2	Determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 2/2021 (Record Date)	10 September 2021
3	Holding the Extraordinary General Meeting of Shareholders No. 2 /2021	1 November 2021
4	Registering the reduction/increase of registered capital and amendment of the Company's Memorandum of Association to be in line with the capital reduction/increase with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date that the shareholders' meeting resolves to approve the reduction and increase of registered capital

No.	Procedures	Dates
5	Applying for the approval from the SEC for (1) the issuance and offering of newly issued ordinary shares to Private Placement investors; and (2)) the issuance and offering of warrants to Private Placement investors	Possibly within 2 weeks from the date that the shareholders meeting resolves to approve the issuance and offering of newly issued ordinary shares and warrants to Private Placement investors
6	Offering for sale of newly issued ordinary shares to the Private Placement investors	After the SEC grants permission under clause 5; possibly 3 months from the date that the shareholders meeting resolves to approve the issuance and offering of newly issued ordinary shares to the Private Placement investors
7	Issuing and allocating the warrants to subscribe for the newly issued ordinary shares to the Private Placement investors (JMART-W6)	Same as clause 6
8	Registering the paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Possibly within 14 days from the end of subscription period of the newly issued ordinary shares of the Private Placement investors and within 14 days from the exercise date of the JMART-W6 warrants
9	Filing the application for listing the newly issued ordinary shares offered to the Private Placement investors to the SET	Within 30 days after the completion of the offering of the newly issued ordinary shares to the Private Placement investors
10	Filing the application for listing the newly issued ordinary shares from the exercise of the warrants to subscribe for the newly issued ordinary shares issued and allocated to the Private Placement investors who subscribe for and is allocated newly issued ordinary shares in Private Placement (JMART-W6) to the SET	Within 30 days from the exercise date of the warrants

The Company hereby certifies that the information contained in this report form is true and complete in all respects

Please be informed accordingly.

Sincerely yours,

(Ms. Ladda Waruntarakul)

Company Secretary

Enclosure 5

Information Memorandum on the Issuance and Offering of Newly Issued Ordinary Shares of Jay Mart Public Company Limited to Private Placement Investors

The Board of Directors' Meeting of Jay Mart Public Company Limited (the "**Company**") No. 8/2021 on 26 August 2021 resolved to propose to the Extraordinary General Meeting of Shareholders No 2/2021 to consider and approve the increase in registered capital of the Company in the amount of 384,803,597 Baht from the existing registered capital of 1,159,060,943 Baht to 1,543,864,540 Baht by issuing 342,361,387 shares at a par value of 1.00 Baht per share for the purpose of 1) the allocation of the newly issued ordinary shares to the Private Placement investors at a definitive offering price (Private Placement) 2) the reservation for the exercise of the warrants to subscribe for the newly issued ordinary shares which are allocated to the Private Placement investors who subscribe for and are allocated the newly issued ordinary shares at a definitive offering price and 3) the reservation for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the Term and Conditions Governing the Rights and Obligations of Issuers and Holders of Jay Mart Public Company Limited warrants No. 3 and No. 4 respectively (the "**Terms and Conditions**") and to approve the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to be in line with the increase of the Company's registered capital.

The allocation of the newly issued ordinary shares of the Company and the warrants to subscribe for the newly issued ordinary shares to the Private Placement investors have details as follows:

1. Details of the Offering

1.1 Procedures for Offering and allocation of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares in the Company (JMART-W6) to the Private Placement investors

The Company will allocate 342,361,387 newly issued ordinary shares at a par value of 1.00 Baht per share to Private Placement investors at the offering price of 30.3370 Baht per share, totaling 10,386,217,397.42 Baht, which is the offering that the Company's meeting of shareholders has resolved to determine the definitive offering price, together with the allocation of the warrants to subscribe for the newly issued ordinary shares of the Company to be allocated to the investors who subscribed for and are allocated newly issued ordinary shares in Private Placement (JMART-W6) in the amount of 42,060,884 units without consideration (i.e. offering price per unit is 0.00 Baht) at the exercise price of 30.3370 Baht per share Details of allocations are as follow:

(a) Allocated 206,241,800 newly issued ordinary shares at a par value of 1.00 Baht per share and the warrants to subscribe for the newly issued ordinary shares of the Company (JMART-W6) in the amount of 25,337,882 units to VGI Public Company Limited ("VGI"); and

(b) Allocated 136,119,587 newly issued ordinary shares at a par value of 1.00 Baht per share and the warrants to subscribe for the newly issued ordinary shares of the Company (JMART-W6) in the amount of 16,723,002 unitsto U CITY Public Company Limited ("U").

The Board of Directors considered that such Private Placement investors have the potentials and abilities to genuinely invest in the Company and can contribute to support the Company's business as discussed in further details in Clause 4 of this document.

The Private Placement investors, who will be allocated the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares of the Company in the Private Placement are not connected persons under the Notification of the Capital Market Supervisory Board No. Tor Chor 21/2551 re: Connected Transaction Requirements, dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, dated 19 November 2003 (as amended)

In this respect, the Board of Directors' meeting of the Company has resolved that the Company will enter into two share subscription agreements as follows: (1) the share subscription agreement between the Company and VGI Public Company Limited and (2) the share subscription agreement between the Company and U CITY Public Company Limited. The share subscription agreements include conditions precedent whereby the transaction shall take place once all the conditions precedent stipulated under the relevant agreement has been satisfied or waived by the relevant party. The main conditions precedent under such share subscription agreements are as follows:

(a) the meeting of the Board of Directors and the meeting of the shareholders of the Company shall have duly approved the issuance and allocation of the newly issued ordinary shares of the Company and the issuance and allocation of the JMART-W6 warrants to VGI Public Company Limited and U CITY Public Company Limited;

(b) the applications for the offering of the newly issued shares and the JMART-W6 warrants together with all supporting documents, as required by the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through a Private Placement (as amended) shall have been filed;

(c) the meeting of the Board of Directors of VGI Public Company Limited and U CITY Public Company Limited shall have duly approved the investment in the Company;

(d) no change, event or circumstance has occurred which has or may cause a material adverse change or effect on the assets, liabilities, business, prospects, results of operations and financial condition of the group companies since the execution date of the share subscription agreement;

(e) the Company, VGI Public Company Limited and U CITY Public Company Limited have received all approvals, permits, consents and waivers necessary for the execution, consummation and performance of its obligations under the share subscription agreement, and such agreement shall be valid and enforceable; and

(f) the conditions precedent under the share subscription agreement between Singer Thailand Public Company Limited and U CITY Public Company Limited (which are similar to the conditions precedent as specified in (a)-(e) above, including obtaining the approval from the shareholders meeting of Singer Thailand Public Company Limited in the issuance and allocation of the newly issued ordinary

shares and the issuance and allocation of SINGER-W3 warrants to U City Public Company Limited) have been satisfied or waived by the relevant party.

The newly issued ordinary shares are offered to Private Placement investors at the price that is not less than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of Thailand ("**SET**") in the past 15 consecutive business days before the date on which the Board of Directors has resolved to propose to the meeting of shareholders to approve the offering of the newly issued ordinary shares to the Private Placement offering investors, which is sufficient for covering trading volume and trading prices to reflect the Company's share market price (from 4 - 25 August 2021) which is 33.7077 Baht per share. The offering price is 30.3370 Baht per share, which is approximately 9.9 percent discount from such price.

If the offering price of the newly issued ordinary shares to the Private Placement investors is lower than 90 percent of the market price, before the SET allows the newly issued ordinary shares to be listed securities, the Company shall not allow the Private Placement investors to sell such newly issued ordinary shares for the period of one year from the date on which the Company's newly issued ordinary shares start trading on SET. After 6 months, the investors may start to sell 25 percent of the total number of shares that are subject to the sale restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements, Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

Following the issuance and allocation of the newly issued ordinary shares to each investor and each investor has fully exercised the JMART-W6 warrants, each investor will have the following shareholding percentage in the Company:

(a) VGI Public Company Limited will hold 206,241,800 shares, representing 15.0 percent of the total issued and sold shares after the registration of increase of paid-up capital of the Company from the offering of the newly issued ordinary shares to the Private Placement investors in full and the rights to subscribe for the newly issued ordinary shares under the JMART-W6 warrants have been exercised in full (calculated on the assumption that the holders of the warrants to subscribe for the newly issued ordinary shares of the Company at the present have fully exercised their rights).

(b) U CITY Public Company Limited will hold 136,119,587 shares, representing 9.90 percent of the total issued and sold shares after the registration of increase of paid-up capital of the Company from the offering of the newly issued ordinary shares to the Private Placement investors in full and the rights to subscribe for the newly issued ordinary shares under the JMART-W6 warrants have been exercised in full (calculated on the assumption that the holders of the warrants to subscribe for the newly issued ordinary shares of the Company at the present have fully exercised their rights).

Shareholding percentage of the Private Placement investors calculated after the issuance and allocation of the newly issued ordinary shares in full and the rights to subscribe for the newly issued ordinary shares under the JMART-W6 warrants have been exercised in full based on the assumption that the holders of the warrants to subscribe for the newly issued ordinary shares of the Company at the present have fully exercised their rights is shown in the following table.

The Private Placement Investors	VGI Public Company Limited	U City Public Company Limited
The number of newly issued ordinary shares offering to the Private Placement investors (Shares)	206,241,800	136,119,587
The number of warrants (Units)	25,337,882	16,723,002
Total number of newly issued ordinary shares offering to the Private Placement investors and newly issued ordinary shares for reservation for the exercise of the warrants (Shares)	231,579,682	152,842,589
Total number of issued and sold shares (Shares) (In the case that the holders of JMART-W3, JMART-W4 and JMART-W5 has fully exercised their rights including the newly issued shares for the exercise of the existing warrants for approval this time)		1,159,442,269
The number of newly issued ordinary shares offering to the Private Placement investors and newly issued ordinary shares for reservation for the exercise of JMART-W6 warrants (Shares)		384,422,271
Total		1,543,864,540
Shareholding percentage of the Private Placement investors	15.0%	9.9%

In addition, shareholding percentage of the Private Placement investors calculated only the issuance and allocation of the newly issued ordinary shares to the Private Placement investors without the issuance and allocation of other ordinary shares and the conversion rights under the remaining warrants is shown in the following table.

The Private Placement Investors	VGI Public Company Limited	U City Public Company Limited
The number of newly issued ordinary shares offering to the Private Placement investors (Shares)	206,241,800	136,119,587
Total number of newly issued ordinary shares offering to the Private Placement investors (Shares)		342,361,387
The total number of issued and sold shares at the date the Board of Directors has resolved to approve the issuance and offering of newly issued ordinary shares to the Private Placement investors		1,032,583,940
Total		1,374,945,327
Shareholding percentage of the Private Placement investors	15.0%	9.9%

Shareholding percentage of the Private Placement investors in the Company after the issuance and allocation of newly issued ordinary shares to the Private Placement investors must not result in such investors being required to make a mandatory tender offer as required under the Notification of the Capital Market Supervisory Board No. Tor Chor

12/2554 re: Requirements, Conditions and Methods of Takeover, dated 13 May 2011 (as amended) and related regulations and notifications, or cause a breach of the foreign shareholding limit as specified under the Company's Articles of Association, which is currently not exceeding 49 percent of the total number of paid-up shares of the Company.

1.2 **Procedure for determining the offering price and market price in case of offering of the newly issued ordinary shares to Private Placement investors**

The offering price of the newly issued ordinary shares to the Private Placement investors is 30.3370 Baht per share, which is the price derived from negotiation and agreements among the Company and (1) VGI Public Company Limited and (2) U CITY Public Company Limited, taking into account the current economic and capital market conditions. Such offering price is a price that is not lower than 90 percent of the weighted average price of the Company's ordinary shares on the Stock Exchange of Thailand ("**SET**") in the past 15 consecutive business days before the date on which the Board of Directors of the Company has resolved to propose to the Extraordinary General Meeting of the Shareholders to approve the issuance and offering of the newly issued ordinary shares to the Private Placement investors (from 4 - 25 August 2021), which is 33.7077 Baht per share. The offering price is 30.3370 Baht per share, which is approximately 9.9 percent discount from such price.

In this respect, the Board of Directors are of the view that determining the discount offering price by rely on the average price during such 15-business day period is sufficient for covering trading volume and trading prices to reflect the Company's share market price.

1.3 **Types of investor who will be entitled to be offered in the offering of the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (JMART-W6) to the Private Placement investors**

The Company will allocate the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares in the Company (JMART-W6) to (1) VGI Public Company Limited and (2) U CITY Public Company Limited. Key information about investors and the Company's relationship with them are as follows:

(1) VGI Public Company Limited ("VGI")

Company's Name	VGI Public Company Limited
Business Operation	Advertising, payment and logistics
Country of Incorporation	Thailand
Company's Place of Business	9th floor, TST Tower, 21 Viphavadi - Rangsit Road, Chomphon, Chatuchank Bangkok 10900
Company Registration Date	5 April 1995
Names of Ten Major	1. Bangkok Mass Transit System 29.66%

Shareholders as of 16 July 2021		Public Company Limited[/1]	
	2.	BTS Group Holdings Public Company Limited[/2]	21.95%
	3.	Bangkok Bank Public Company Limited	8.36%
	4.	Thai NVDR Company Limited	4.11%
	5.	UBS AG SINGAPORE BRANCH	3.23%
	6.	LGT BANK (SINGAPORE) LTD	2.16%
	7.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	1.55%
	8.	CREDIT SUISSE (SINGAPORE) LIMITED	1.39%
	9.	BANK OF SINGAPORE LIMITED-THB SEG AC	1.16%
	10.	Bualuang Long-Term Equity Fund	0.92%
Names of Management Team	1.	Mr. Keeree Kanjanapas	Chairman of the board of directors
	2.	Mr. Kavin Kanjanapas	Chairman of the executive committee / directors
	3.	Mr. Marut Arthakaivalvatee	Vice chairman of the board of directors
	4.	Mr. Lap Shun Nelson Leung	Chief executive officer
Relationship with the Company	N/A		

[/1] Top 5 shareholders of Bangkok Mass Transit System Public Company Limited as of 17 July 2020

1.	BTS Group Holdings Public Company Limited	97.48%
2.	Thai minority shareholders	2.39%
3.	Asia Premium Holdings Company Limited	0.03%
4.	MISS TSE WING YIN, JESS	0.01%
5.	MR. LO YUN SUM	0.01%

Source: BOL Data Base (www.corpus.bol.co.th)

[/2] Top 5 shareholders of BTS Group Holdings Public Company Limited as of 27 April 2021

1.	Mr. Keeree Kanjanapas	19.45%
2.	Thai NVDR Company Limited	8.92%
3.	UBS AG SINGAPORE BRANCH	6.31%
4.	Mr. Kavin Kanjanapas	4.58%
5.	Social Security Office	3.40%

Source: www.set.or.th

(2) U CITY Public Company Limited ("U" or "U City")

Company's Name	U CITY Public Company Limited
Business Operation	conducting the business of full-range real estate development

	for lease, service, sale and management.
Country of Incorporation	Thailand
Company's Place of Business	21th floor, TST Tower, 21 Viphavadi - Rangsit Road, Chomphon, Chatuchank Bangkok 10900
Company Registration Date	23 June 1988
Names of Top Ten Shareholders as of 2 March 2021	1. BTS Group Holdings Public Company Limited/1 36.22% 2. PHILLIP SECURITIES (HONG KONG) LIMITED 10.78% 3. Thai NVDR Company Limited 3.11% 4. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED 1.83% 5. Mr. Komol Jungrungruangkit 1.77% 6. Mr. Sukanya Thongpan 1.63% 7. Mr. Chatchai Keerativorasakul 1.16% 8. Mr, Chaiyan Chakarakul 0.87% 9. Mr. Nettirach Phongnaruesorn 0.68% 10. Mr. Thongplew Siripornpitak 0.55%
Names of Management Team	1. Mr. Keeree Kanjanapas Chairman of the board of directors 2. Mr. Surajit Gongvatana Chairman of the executive committee / Independent Director 3. Ms. Soraya satiangoset Chief executive officer (Acting) / Director 4. Mr. Kavin Kanjanapas Director 5, Mr. Kong Chi Keung Director
Relationship with the Company	N/A

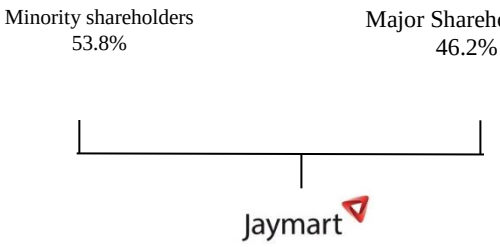
/1 Top 5 shareholders of BTS Group Holdings Public Company Limited as of 27 April 2021

1.	Mr. Keeree Kanjanapas	19.45%
2.	Thai NVDR Company Limited	8.92%
3.	UBS AG SINGAPORE BRANCH	6.31%
4.	Mr. Kavin Kanjanapas	4.58%
5.	Social Security Office	3.40%

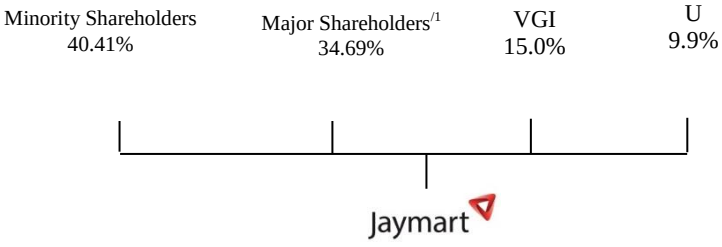
Source: www.set.or.th

Shareholding structure of the Company both Pre and Post Transaction

Pre Transaction Structure



Post Transaction Structure/2



Based on shareholding percentage as of 24 August 2021

/1 Major Shareholders consist of

1.	Mr. Adisak Sukumvitaya	16.71%
2.	Mr. Ekachai Sukumvitaya	11.01%
3.	Ms. Yuvadee Pong-acha	10.77%
4.	Ms. Jutamas Sukumvitaya	7.71%

/2 Shareholding percentage of VGI and U City is calculated from the number of shares after the offering of newly issued ordinary shares together with warrants (JMART-W6) to the Private Placement investors which are VGI and U, and VGI and U have exercised the right to subscribe for the newly issued ordinary shares under JMART-W6 warrants in full, and on assumption that the existing holders of JMART-W3, JMART-W4 and JMART-W5 warrants at the present exercise their rights to purchase ordinary shares in full.

After the completion of the transaction, VGI Public Company Limited shall be entitled to nominate a person to be appointed as a director of the Company, while U CITY Public Company Limited shall have no such right.

2. Objective of the issuance of newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) and planned use of proceeds

The Company intended to issue and offer the ordinary shares in combination with JMART-W6 warrants to raise funds for investment by subscribing the Rights Offering shares in subsidiaries and associates which are (1) JMT Network Services Public Company Limited ("JMT") and (2) Singer Thailand Public Company Limited ("SINGER") to maintain the shareholding percentage in such subsidiaries and associates. The Company will also use the proceeds as a fund to repay some loans to financial institutions and repay debentures. The Company has no plan to use the proceeds from this capital increase to invest in any project.

After receiving the proceeds from the issuance and offering of the newly issued ordinary shares, the Company plans to take the following actions:

Objectives	Estimated Proceeds (million Baht)	Time Estimated for Use of Proceeds
Proceeds from the offering of newly issued ordinary shares to the Private Placement investors		
(1) Investment in the Company's subsidiaries and associates - Purchase newly issued ordinary shares of JMT -Purchase newly issued ordinary shares of SINGER	 5,384.27 1,232.09	 Within 2021 Within 2021
(2) Repayment of loans to the financial institutions and debentures	3,769.86	Within 2024
Total proceeds from the offering of the newly issued ordinary shares	10,386.22	
Proceeds from exercise of JMART-W6 warrants		
(1) Repayment of debentures	1,276.00	Within 2024
Total proceeds from exercise of JMART-W6 warrants	1,276.00	
Total	11,662.22	

Remark: 42.06 million units of JMART-W6 warrants, exercise ratio is 1 unit of warrant to 1 share with an exercise price of 30.3370 Baht per share with a term of no more than 3 years 6 months, can be exercised on the last business day of the quarter. The first exercise date is 30 December 2021.

2.1 The capital increase in JMT in the amount of 5,384.27 million Baht. JMT is a subsidiary in which the Company holds 53.95 percent of the total issued and paid-up shares. JMT plans to offer 240.96 million newly issued ordinary shares to the existing shareholders in proportion of their shareholdings (Rights Offering) at an offering price of 41.50 Baht per share, totaling of 10,000 million Baht. Therefore, to maintain the shareholding percentage in JMT, the Company will need to purchase newly issued ordinary shares in the amount of approximately 5,384.27 million Baht. Such capital increase is in the process of proposing to the Extraordinary General Meeting of Shareholders of JMT to approve in the Extraordinary General Meeting No. 1/2021 to be held on 1 November 2021. If the shareholders' meeting of JMT resolves to approve, it is expected that JMT will be able to proceed with the capital increase within 2021.

The JMT's objectives of use of proceeds received from such capital increase are for use in its core business which is acquisition of the non-performing loans to manage by bidding for debts from financial institutions which provide hire-purchase loans, personal loans providers, credit cards providers and financial institutions which provide home loans. In the period of 2018-2020, JMT has a growth rate of investment funds from purchasing non-performing

loans at 11 percent per annum and a revenue from business of non-performing loans management increases by an average of 32.5 percent per annum. As of the first 6 months of 2021, JMT has the revenue from non-performing loans management business in the amount of 1,378.70 million Baht, representing 84.8 percent of the total revenue and has a growth rate of 14.5 percent compared to the same period last year. For the first 6 months of 2021, JMT invested in purchasing the non-performing loans, both secured and unsecured, totaling 3,336 million Baht, which significantly increased comparing to those from the same period of the previous year resulting from the outbreaks of COVID-19 which JMT still foresee an opportunity to purchase additional good non-performing loans. This capital increase will help JMT to strengthen its capital structure and to be ready for the investment in the debts management, especially during the period when the supporting measures during the outbreaks of COVID-19 for debtors of the financial institutions ends, where JMT anticipates that a large number of non-performing loans (NPL) will be entered into the economic system. Therefore, it is necessary for JMT to secure funding sources to support the acquisition of debts for management, which is its core business. JMT expects to have a good rate of returns on the investment in purchasing debts due to its careful consideration before making a decision to invest. This capital increase also stabilizes JMT's financial structure, reduces financial costs including enhancing business operational capacity which will positively effect on growth and increase JMT's profitability as well as enabling JMT to operate its business in a stable manner which will benefit JMT and all its shareholders including the Company as a major shareholder.

JMT's operating results during 2018 - 2020 and the first 6 months of 2020 and 2021

(**Unit : million Baht**)	**2018**	**2019**	**2020**	**Jan-Jun 2020**	**Jan-Jun 2021**
Revenue from non-performing loans management					
Interest revenue	1,228.38	1,293.13	1,725.75	749.60	940.90
Profit from loans purchased	269.56	655.68	902.89	454.60	437.80
Total revenue from business of non-performing loans management	1,497.94	1,948.81	2,628.63	1,204.20	1,378.70
Other revenues	386.95	575.75	562.12	322.60	246.60
Total revenue	1,884.89	2,524.56	3,190.75	1,526.80	1,625.30
Net profit	479.70	649.40	1,036.10	427.17	566.77
Net profit margin	25.4%	25.7%	32.5%	28.0%	34.9%
The purchase value of non-performing loans	2,583.00	3,368.00	3,516.00	1,983.00	3,336.00

Source: JMT

2.2 The capital increase in SINGER in the amount of 1,232.09 million Baht. SINGER is an associate in which the Company holds 35.23 percent of the total issued and paid-up shares. SINGER plans to offer 96.34 million newly issued ordinary shares to the existing shareholders in proportion of their shareholdings (Rights Offering) at an offering price of 36.3005 Baht per share, totaling of 3,497.24 million Baht. Therefore, to maintain the shareholding percentage in SINGER, the Company will need to purchase newly issued ordinary shares in the amount of approximately 1,232.09 million Baht. Such capital increase is in the process of proposing to the Extraordinary General Meeting of Shareholders of SINGER to approve in the Extraordinary General Meeting No. 1/2021 to be held on 26 October 2021. If the shareholders' meeting of SINGER resolves to approve, it is expected that SINGER will be able to proceed with the capital increase within 2021.

SINGER plans to use the proceeds from the capital increase as working capital in expanding the businesses of loans operated by SG Capital Co., Ltd. ("SG Capital"), a subsidiary of SINGER in which SINGER holds 99.99 percent of the total issued and sold shares, comprising of the proceeds for business of car loans which has a rate of return of approximately 15.2 percent and a net rate of return on financial costs of approximately 9.4 percent, and the proceeds for hire-purchase loans for electrical appliances for household and commercial which has a rate of return of approximately 22.3 percent and a net rate of return on financial costs of approximately 16.5 percent. Such businesses are the core business of SINGER having the potential to grow. During 2018-2020 and the first half of 2021, SINGER continues to receive higher interest income from hire purchase and car loans, from 647.36 million Baht in 2018 to 972.36 million Baht in 2020, or an average growth rate of 22.6 percent per year, and 681.02 million Baht in the first half of 2021, while a number of debtors from loan services during 2018 to 30 June 2021 increased over 100 percent.

SINGER's operating results during 2018 - 2020 and the first 6 months of 2021

(Unit : million Baht)	2018	2019	2020	Jan-Jun 2020	Jan-Jun 2021
Sales revenue	1,876.28	1,529.39	2,454.80	1,172.68	1,405.61
Interest income from hire purchase and lending	647.36	753.40	972.36	425.26	681.02
Sales and interest income	2,523.64	2,282.78	3,427.16	1,597.94	2,086.63
Total income	2,888.02	2,610.37	3,658.43	1,667.96	2,154.55
Net profit	(80.77)	165.89	443.30	201.91	322.75
Net profit margin	(2.80)	6.36	12.12	12.10%	14.98%

Receivables unit : million Baht	2018	2019	2020	30 Jun 2021
Receivables under hire purchase agreements	2,285.62	2,260.42	3,346.08	4,228.41
Receivables under car loans	1,008.71	1,267.42	2,971.57	4,065.52
Total receivables	3,294.33	3,527.84	6,317.64	8,293.94

Source: SINGER's financial statements

As the lending business of SINGER heavily relies on working capital, Singer does not plan to use the money received from this capital increase to invest in any projects apart from utilizing it as a working capital for business operation.

2.3 To repay loans to the financial institutions or to repay debentures in the amount of 3,769.86 million Baht during 2022 - 2024. As of 30 June 2021, the Company had short-term loans with maturity less than 1 year in the amount of 103 million Baht and debentures with maturity during 2022 - 2024 in the amount of 5,143 million Baht. As of 30 June 2021, the Company had debt-to-equity ratio at 1.88 times (calculated from total liabilities from consolidated financial statements and total shareholders' equity) and interest bearing debt-to-equity ratio at 1.52 times. This capital increase will make the Company to have debt-to-equity ratio at 0.90 times and interest bearing debt-to-equity ratio at 0.73 times and if the Company immediately use the proceeds from this capital increase to repay all loans, the Company's debt-to-equity ratio will be at approximately 0.71 times and the Company's interest bearing debt-to-equity ratio will be at approximately 0.54 times.

The total proceeds to be received from the offering of newly issued ordinary shares and the exercise of the rights under warrants is 11,662.22 million Baht. Most of them are to be used in the capital increase in the Company's subsidiary and associate to maintain the shareholding percentage. Therefore, it may be considered that the Company has risks from the investment in its subsidiary and associate. However, each subsidiary and associate will use its proceeds receiving from the capital increase in its core businesses which are the investment in purchasing non-performing loans to manage by JMT, the expansion of the businesses of hire-purchase loans for electrical appliances for household and commercial including the business of car loans by SINGER, which JMT and SINGER have an expertise in, without any investment in any new projects or businesses resulting in the Company having significantly different business operational risks.

3. The potential impacts on the existing shareholders from the offering of the newly issued ordinary shares and the warrant to subscribe for the ordinary shares of the Company (JMART-W6) to the Private Placement investors

An overview of the impact on the existing shareholders from the issuance and offering of the newly issued ordinary shares (PP) and warrants to subscribe for the ordinary shares of the Company (JMART-W6) can be summarized as follows:

	(a) In case of offering the newly issued ordinary shares to Private Placement investor in full	(b) In case of offering the newly issued ordinary shares Private Placement investor, and exercising JMART-W6 warrants in full
Price Dilution	Reduced by 2.49 percent	Reduced by 2.71 percent
EPS Dilution	Reduced by 24.90 percent	Reduced by 27.13 percent
Control Dilution	Reduced by 24.90 percent	Reduced by 27.13 percent

Details of the calculation are as follows:

3.1 Price Dilution

(a) After the issuance and offering of the Company's newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants (JMART-W6), there will be a price dilution, which will reduce by approximately 2.49 percent. Details of how the price dilution is calculated are as follows:

$$\text{Price Dilution} = \frac{\text{Market Price before the offering - Market Price after the offering}}{\text{Market Price before the offering}}$$

$$= \frac{33.7077 - 32.8684}{33.7077}$$

$$= 2.49 \text{ percent}$$

the market price after the offering = $\frac{\text{(Market Price before the offering x Number of paid-up shares) + (Definitive offering price in the Private Placement x Number of new ordinary shares offered at a definitive offering price in the Private Placement)}}{\text{Number of paid-up shares + Number of new ordinary shares offered at a definitive offering price in the Private Placement}}$

$= \frac{(33.7077 \times 1{,}032{,}583{,}940) + (30.3370 \times 342{,}361{,}387)}{1{,}032{,}583{,}940 + 342{,}361{,}387}$

= 32.8684 Baht per share

Remark: Market price before the offering is equivalent to the weighted average price in the past 15 consecutive business days before the Board of Directors' meeting No. 8/2021 held on 26 August 2021 (between 4– 25 August 2021) which is 33.7077 Baht per share (based on information from www.set.or.th).

(b) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed and warrants (JMART-W6) is fully exercised, there will be a price dilution, which will reduce by approximately 2.71 percent. Details of how the price dilution is calculated are as follows:

Price Dilution = $\frac{\text{Market Price before the offering - Market Price after the offering}}{\text{Market Price before the offering}}$

$= \frac{33.7077 - 32.7933}{33.7077}$

= 2.71 percent

The market price after the offering = $\frac{\text{(Market Price before the offering x Number of paid-up shares) + (Definitive offering price in the Private Placement x Number of new ordinary shares offered at a definitive offering price in the Private Placement) + (Exercise price of JMART-W6 x Number of ordinary shares for the exercise of JMART-W6)}}{}$

Number of paid-up shares + Number of new ordinary shares offered at a definitive offering price in the Private Placement + Number of ordinary shares for the exercise of JMART-W6

= (33.7077 x 1,032,583, 940) + (30.3370 x 342,361,387) + (30.3370x 42,060,884)

1,032,583,940 + 342,361,387 + 42,060,884

= 32.7933 Baht per share

Remark: Market price before the offering is equivalent to the weighted average price in the past 15 consecutive business days before the Board of Directors' Meeting No. 8/2021 held on 26 August 2021 (between 4– 25 August 2021) which is 33.7077 Baht per share (based on information from www.set.or.th).

3.2 Earing per share Dilution

(a) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants (JMART-W6), there will be an earnings per share dilution, which will reduce by approximately 24.90 percent. Details of how the earnings per share dilution is calculated are as follows:

EPS Dilution = $\frac{\text{EPS before the offering – EPS after the offering}}{\text{EPS before the offering}}$

= $\frac{1.06 - 0.79}{1.06}$

= 24.90 percent

EPS before the offering = $\frac{\text{Net Profit}}{\text{Number of Paid-Up Shares}}$

= $\frac{1,098,107,000}{1,032,583,940}$

= 1.06 Baht per share

EPS after the offering = $\frac{\text{Net Profit}}{\text{Number of paid-up shares + Number of new ordinary shares offered at a definitive price in the Private Placement}}$

= $\frac{1,098,107,000}{1,032,583,940 + 342,361,387}$

= 0.79 Baht per share

Remark : Earning per share before and after the offering are calculated based on net profit attributable to the parent company of the most recent 12-month financial period until 30 June 2021 based on the Company's audited and reviewed consolidated financial statements

(b) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the number of newly issued ordinary shares is fully subscribed and warrants (JMART-W6) is fully exercised, there will be an earnings per share dilution, which will reduced by approximately 27.13 percent. Details of how the earnings per share dilution is calculated are as follows:

EPS Dilution = $\frac{\text{EPS before the offering} - \text{EPS after the offering}}{\text{EPS before the offering}}$

= $\frac{1.06 - 0.77}{0.77}$

= 27.13 percent

EPS before the offering = $\frac{\text{Net Profit}}{\text{Number of Paid-Up Shares}}$

= $\frac{1,098,107,000}{1,032,583,940}$

= 1.06 Baht per share

$$\text{EPS after the offering} = \frac{\text{Net Profit}}{\text{Number of Paid-Up Shares} + \text{Number of new ordinary shares offered at a definitive price in the Private Placement} + \text{Number of ordinary shares for the exercise of JMART-W6}}$$

$$= \frac{1{,}098{,}107{,}000}{1{,}032{,}583{,}940 + 342{,}361{,}387 + 42{,}060{,}884}$$

= 0.77 Baht per share

Remark : Earning per share before and after the offering are calculated based on net profit attributable to the parent company of the most recent 12-month financial period until 30 June 2021 based on the Company's audited and reviewed consolidated financial statements

3.3 Control Dilution

(a) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed before the exercise of warrants (JMART-W6), there will be a control dilution, which will reduce by approximately 24.90 percent. Details of how the control dilution is calculated are as follows:

$$\text{Control Dilution} = \frac{\text{Number of new ordinary shares offered at a definitive price in the Private Placement}}{\text{Number of Paid-Up Shares} + \text{Number of new ordinary shares offered at a definitive price in the Private Placement}}$$

$$= \frac{342{,}361{,}387}{1{,}032{,}583{,}940 + 342{,}361{,}387}$$

= 24.90 percent

(b) After the issuance and offering of the newly issued ordinary shares to the Private Placement investors, if the total number of newly issued ordinary shares is fully subscribed and warrants (JMART-W6) is fully exercised, there will be a

control dilution, which will reduce by approximately 27.13 percent. Details of how the control dilution is calculated are as follows:

$$\text{Control Dilution} = \frac{\text{Number of new ordinary shares offered at a definitive price in the Private Placement + Number of ordinary shares for the exercise of JMART-W6}}{\text{Number of Paid-Up Shares + Number of new ordinary shares offered at a definitive price in the Private Placement + Number of ordinary shares for the exercise of JMART-W6}}$$

$$= \frac{342,361,387 + 42,060,884}{1,032,583,940 + 342,361,387 + 42,060,884}$$

$$= 27.13 \text{ percent}$$

3.4 The benefits which the shareholders receive comparing to the impacts on earnings per share dilution and control dilution

The issuance and offering of newly issued ordinary shares and warrants to the Private Placements investors will impact on earnings per share dilution or control dilution, and the rate of return on equity may decrease at first. However, the Company plans to use the proceeds from offering of newly issued ordinary shares to invest in subsidiary and associate which are JMT, which operates non-performing loans management business with the plan to use its capital to expand the business of purchasing loans, and SINGER, which operates the business of hire-purchase loans for electrical appliances, car loans with the plan to use its capital to expand the lending business which will increase the income and profits of the business while the Company still maintains its shareholding percentage and profit share in both companies. Therefore, it is expected that this capital increase will bring greater benefit to the Company and shareholders. In addition, this capital increase will strengthen the financial structure and reduce the debt-to-equity ratio of the Company in the long term. The overview of the operating results of JMT and SINGER during 2018 - 2020 and the first 6 months of 2021 are shown in clause 2.1 and 2.2.

4. Opinion of the Board of Directors on the matters

4.1 Reasons and Necessities of issuance and allocation of the newly issued ordinary shares and the warrants to subscribe for ordinary shares of the Company (JMART-W6) to the Private Placement investors

The Board of Directors has considered that this capital increase for using the proceeds to invest in the newly issued ordinary shares of its subsidiary to maintain shareholding percentage in its subsidiary and associate and to repay debts to financial institutions as discussed in Clause 2 is reasonable and necessary. The issuance and offering of newly issued ordinary shares and the warrants to subscribe for ordinary shares of the Company (JMART-W6) to the Private Placement investors will enable the Company to raise funds in short terms and alleviate some investment burdens of existing shareholders in the capital increase. In addition, a public offering of securities involves lengthy process of preparation and approvals from relevant

authorities for uncertain period of time beyond control of the Company. Therefore, the Board of Directors considers it is an appropriate approach to raise funds through the Private Placement of the Company's newly issued ordinary shares in combination with warrants to subscribe for ordinary shares of the Company (JMART-W6) to the Private Placement investors who have financial potentials and firm financial positions and who are prepared in paying price to increase the capital. The approach is appropriate and corresponds with the Company's objectives in fundraising. The Company will receive funds in an immediate term and can mitigate possible risks associated with fundraising amidst current economic volatility. Furthermore, this capital increase will enable the Company to invest in its subsidiaries and strengthen and stabilize the Company's financial status by repaying some debts to the financial institutions as planned, resulting in the decrease of the Company's debt-to-equity ratio.

4.2 Feasibility of the plan for use of proceeds from the offering of newly issued ordinary shares, and the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6)

The Board of Directors has considered that the Company will use the proceeds from the offering of newly issued ordinary shares in the amount of 10,386.22 million Baht, which is expected to be completed within 2021, to invest in its subsidiary and associate within 2021. Consequently, such subsidiary and associate will have sufficient funding sources to support their future business expansion.

The Company will use the proceeds from the exercise of rights to subscribe for newly issued ordinary shares under the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) in the amount of 1,276.0 million Baht with term of warrants no more than 3 years 6 months to support the repayment of debentures. However, in the case that no one exercises their conversion rights under the JMART-W6 warrants, the Company will still be able to secure loans from other sources for the repayment of such debentures.

In this respect, the Company will increase its capital only when all conditions precedent stipulated in the relevant share subscription agreements have been satisfied.

The Board of Directors has considered that the Company's plan for use of proceeds including the subsidiary's and associate's plan for use of proceeds are feasible since it will be used to expand the normal business of the subsidiary and associate which according to the past operating results of the subsidiary and associate, there are business expansions and continuous revenue and profits growth.

4.3 Reasonableness of the capital increase, plan for use of proceeds and sufficiency of funding

The Board of Directors has considered that this capital increase is reasonable and will be for the best interests of the Company. The Company needs to raise funds in the amount of 10,386.22 million Baht to invest in JMT in the amount of 5,384.27 million Baht and invest in SINGER in the amount of 1,232.22 million Baht to maintain the shareholding percentage in such subsidiary and associate including the repayment of loans to the financial institutions in the amount of 3,769.86 million Baht to decrease the debt-to-equity ratio of the Company, increase liquidity in business operation and enhance growth potential of group companies.

4.4 **Impact on the business operation, financial position and operating results due to the capital increase and planed implementation of the plan for use of proceeds**

The Board of Directors has considered that this capital increase will be beneficial to the Company's business as it will enable the Company to invest in its subsidiaries and strengthen and stabilize the Company's financial status including the decrease of liabilities which results in the decrease in debt-to-equity ratio of the Company. As of 30 June 2021, the Company had debt-to-equity ratio at 1.88 times (calculated from total liabilities from consolidated financial statements and total shareholders' equity) and interest bearing debt-to-equity ratio at 1.52 times. After this capital increase, the Company will have debt-to-equity ratio at 0.90 times and interest bearing debt-to-equity ratio at 0.73 times and if the Company immediately use the proceeds from this capital increase to repay all loans, the Company's debt-to-equity ratio will be at approximately 0.71 times and the Company's interest bearing debt-to-equity ratio will be at approximately 0.54 times. This capital increase also strengthen business operation of group companies and positively effect on growth and increase profitability of the Company as well as enabling the group companies to operate its business in more stable manner which will benefit the Company and all its shareholders.

4.5 **Appropriateness of share price and price of warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) offered to the Private Placement investors and the basis for determination of the price**

The Board of Directors has considered that the offering price of newly issued ordinary shares and the exercise price of the warrants to subscribe for newly issued ordinary shares in the Company (JMART-W6) offered to the Private Placement investors are appropriate, which are the price derived from negotiation and agreements among the Company and (1) VGI Public Company Limited and (2) U CITY Public Company Limited, taking into account the current economic and capital market conditions. Such offering price of newly issued ordinary shares and exercise price of the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) offered to the Private Placement investors is a definitive offering price that is not lower less than 90 percent of the weighted average price of the Company's shares on the SET in the past 15 consecutive business days, which is a sufficient period for covering trading volume and trading prices to reflect the Company's share market price (from 4 - 25 August 2021), which is 33.7077 Baht per share before the date on which the Board of Directors has resolved to propose to the meeting of shareholders to approve the offering of shares and warrants to subscribe for ordinary shares of the Company (JMART-W6) to the Private Placement investors

4.6 **Reasons and necessities of allocation of shares to the Private Placement investors and the allocation of warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6)**

The Board of Directors has considered that the offering of the newly issued ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) to the Private Placement investors will help alleviate some investment burdens for existing shareholders in this capital increase. The Company will receive funds in an immediate term to enhance the Company's potentials for growth and business development for sustainable growth because these Private Placement

investors have solid financial position and capital potentials and can genuinely invest in the Company.

The Board of Directors has considered that the allocation of the newly issued ordinary shares to the Private Placement investors at a definitive offering price together with warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) is necessary due to the following reasons:

(a) Procedure of the allocation of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) can be completed within a short timeframe which will support the Company's plan for use of proceeds both in terms of investments and repayment of debts that become due.

(b) The investors who are offered the newly issued ordinary shares and the warrants to subscribe for the newly issued ordinary shares of the Company (JMART-W6) have solid financial position and potential to genuinely invest in the Company.

(c) The allocation of the newly issued ordinary shares and the warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) to Private Placement investors will alleviate investment burdens of existing shareholders in the current economic conditions may affect the existing shareholders in terms of availability of funds, and may result in the Company not being able to raise funds. Therefore, it is necessary to increase capital as soon as possible. Therefore, it is necessary that the capital increase should be completed as soon as possible.

(d) To add a group of shareholders with financial potentials to support the Company in its plan of business expansion and to benefit from new business opportunities which may arise in both short and medium term, particularly additional business opportunities which the Company has to consider and negotiate promptly, and to be capable of handling various situations which may arise and require the use of capital in the future.

(e) To enhance strategic business opportunities by the group of new investors, which have the potential to operate the business contributing to strengthening the growth or synergy of the business such as advertising business, logistics business etc., which will create better business opportunities in the future.

5. The Board of Directors' affirmation on the capital increase

Under section 85 of the Public Company Limited Act, B.E. 2535, shareholders may claim damages from any directors who fail to perform duties of honesty and care to protect the Company's interest in the capital increase causing damage to the Company. If such non-performance of duties causes the directors or their related persons to receive undue benefits, shareholders may on behalf of the Company exercise the right to claim against the directors for disgorgement of the benefits under section 89/18 of the Securities and Exchange Act, B.E. 2535.

In addition, the Board of Directors certifies that the Board of Directors has exercised care in considering and verifying information received from Private Placement investors for the offering of newly issued ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) in Private Placement at a definitive offering price and has considered that the allocation of newly issued ordinary shares and warrants to subscribe for newly issued ordinary shares of the Company (JMART-W6) to such Private Placement investors at a definitive

offering price is appropriate because the investors have the solid financial position and the potential and ability to genuinely invest in the Company. In addition, they will further enhance the Company's financial strength and create benefits for the Company.

The Company certifies that this Information Memorandum is accurate and complete in all respects.

Sincerely yours

(Ms. Ladda Waruntarakul)
Company Secretary

Enclosure 6

Summary of Issuance of Warrants to Subscribe for Ordinary Shares in Capital Increase of Jay Mart Public Company Limited No. 6 (JMART-W6) to Private Placement Investors who Subscribe for and are Allocated Ordinary Shares in Private Placement

Issuer	Jay Mart Public Company Limited ("**Company**" or "**JMART**")
Category of warrants	Warrants to subscribe for ordinary shares in capital increase of Jay Mart Public Company Limited No. 6 allocated to investors who subscribe for and are allocated newly issued ordinary shares in Private Placement at a definitive offering price (JMART-W6) ("**Warrants**")
Type	Warrants entered in a named certificate to subscribe for the Company's ordinary shares and non-transferable except in case of a transfer by succeession, which the Company has already registered the transfer restriction of the Warrants with the Office of the Securities and Exchange Commission.
Number of warrants issued	42,060,884 units
Exercise ratio	One unit of JMART-W6 is entitled to purchase one ordinary share of the Company unless the exercise ratio is adjusted in accordance with the conditions of right adjustments.
Exercise price	30.3370 baht per share unless the exercise price is adjusted in accordance with the conditions of right adjustments.
Offering price	0.00 baht per unit
Term of warrants	No more than 3 years 9 months from issuance date of the Warrants and the Company shall not extend the term of the Warrants after issuance.
Allocation method	To be allocated to Private Placement investors who subscribe for and are allocated newly issued ordinary shares of the Company as follows: (1) VGI Public Company Limited in the amount of 25,337,882 units; and (2) U City Public Company Limited in the amount of 16,723,002 units.
Date of issuance	The Board of Directors, Executive Committee and/or a person assigned by the Board of Directors and/or the Executive Committee shall determine the date of issuance of JMART-W6.
First exercise date and	The first exercise date shall be on 30 December 2021 and the last exercise date shall be the date that the Warrants completes the term of

exercise schedule	3 years 9 months from the issuance date. If the last exercise date falls on a day which is not a business day, then the last exercise date shall be moved up to the business day prior to such exercise date. Warrants holders can exercise their rights to purchase the Company's ordinary shares on the last business day of every quarter of each calendar year (the last business day of March, June, September, and December) throughout the term of Warrants ("**Exercise date**"). If the Exercise Date falls on a day which is not a business day, then the Exercise date shall be moved up to the business day prior to such Exercise Date.
Notification period of intention to exercise	Warrants holders who wish to exercise their rights to purchase the Company's ordinary shares shall give notification of intention to exercise the right to purchase ordinary shares within 15 days prior to each Exercise Date. If the Exercise Date falls on a day which is not a business day, then the exercise date shall be moved up to the business day prior to such Exercise Date.
Notification of intention to exercise may not be cancelled	Once the Warrants holders have notified the intention to exercise the right to purchase ordinary shares in accordance with the Warrants, the Warrants holders may not cancel such notification of intention to exercise.
Number of ordinary shares to be allocated and reserved for the exercise of warrants	42,060,884 shares (par value of 1.00 baht). The amount of ordinary shares allocated to support the Warrants (JMART-W6) together with the amount of ordinary shares allocated to support other warrants of the Company are not more than 50 percent of the total number of sold shares of the Company, calculated according to the following formula: = Shares reserved for Warrants in this offering + shares reserved for warrants in other offerings* Total number of sold shares of the Company** = 42,060,884 + 126,858,329 = 12.29 % 1,032,583,940 + 342,361,387 *Remarks:* ** Shares reserved for warrants in other offerings include shares reserved for outstanding JMART-W3, JMART-W4 and JMART-W5 in the amount of 27,285,690, 48,589,008 and 50,983,631 shares respectively, totaling 126,858,329 shares.* *** The total number of sold shares of the Company is calculated from the sum of number of paid-up shares before the capital increase and number of ordinary shares other than ordinary shares allocated to support the Warrants (JMART-W6) which the Company offered together with the newly issued Warrants (JMART-W6), which is equal to 342,361,387 shares.*

Secondary market for warrants	The Company will not list the Warrants on the SET.
Secondary market for ordinary shares from the exercise of warrants	The Company will list ordinary shares from the exercise of the Warrants on the SET.
Impact on shareholders	(1) Price Dilution (2) Earning Per Share Dilution (3) Control Dilution Details are shown in the Capital Increase Form (F53-4) (*Enclosure 4*) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of Jay Mart Public Company Limited to Private Placement Investors (*Enclosure 5*).
Reasons for issuance of new shares to support the adjustment of rights	The Company will adjust the exercise price and/or the exercise ratio upon occurrence of any of the events provided under the Term and Conditions of the Warrants, each of which is an event described under Clause 11 (4) (Khor) of the Notification of the Capital Market Supervisory Board No. Tor Chor 34/2551 re: Application and Approval for the Offering of Warrants to Subscribe Newly Issued Shares, and New Shares for the Exercise of Warrants.
Registrar of warrants	Any person appointed to act as the registrar of Warrants.
Objective of the issuance of warrants and the benefit which the Company will gain from the allocation of newly issued shares	The Company will use the proceeds, if all Warrants holders exercise the right to purchase ordinary shares which is expected to receive approximately 1,276 million baht, to repay debentures. Details are shown in the Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of Jay Mart Public Company Limited to Private Placement Investors (*Enclosure 5*).
Benefit to the shareholders from the capital increase	Shareholders will gain benefit from a stronger financial structure including the readiness of funds and financial liquidity which will bring benefits to the Company as well as create value added for shareholders in the long term.
Others	If the offering price of the warrants to Private Placement investors is lower than 90 percent of the market price, before the SET allows the new shares from the exercise of warrants to be listed securities, those who exercise the right with respect to the warrants must not sell any shares from the exercise of warrants for a period of one year from the date on which the shares start trading on the SET. After six months, the person may sell up to 25 percent of the total number of shares that are subject to the restrictions in accordance with the requirements under the Notification of the Stock Exchange of Thailand re: Requirements,

	Conditions and Methods of Considering an Application to List Ordinary or Preferred Shares, 2015, dated 11 May 2015 (as amended).

Enclosure 7

Profiles of independent directors being nominated as proxies for shareholders who are unable to attend the meeting

Name : Mr. Phisit Dachanabhirom

Age : 79 years old

National ID : 5120100005519

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

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

Education :

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

Director Program :

2004	Director Accreditation Program (13/2004)	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, Chairman of Audit Committee	Berli Jucker PCL.
Present	President of Employee Coorperative	Berli Jucker PCL.
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
-None-

Family relationship with management or major shareholders
-None-

Relationship with company/subsidiaries, affiliates or juristic person that may cause conflict of interest currently or over the last two years
-None-

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

Provider of occupation specialty service such as accounting audit or legal consultancy

-None-

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

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

Profiles of independent directors being nominated as proxies for shareholders who are unable to attend the meeting

Name : Mr. Suwit Kingkaew

Age : 70 years old

National ID : 5100200026607

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

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

Education

1970	Agricultural Economics B.E. (Science)	Kasetsart University
1990	Master of Business Administration	Kasetsart University
2010	Justice Executive Program	Justice Institute, Court of Justice

Director Program

2006	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
1980-1984	Sale Manager	Charoen Pokphand Industry Co., Ltd.
1984-1992	General Manager	Charoen Pokphand Engineering Co., Ltd.
2019-2020	Deputy Vice President	CP All PLC.
2020-Present	Advisor to the Executive Committee	CP All PLC.
2020-Present	Director	Value Creation Consulting Co., Ltd.

Agenda that consider to be a conflict agenda in this meeting

-None-

Family relationship with management or major shareholders

-None-

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

-None-

Directors who involve in managing business, employees, or consultants with regular salary

-None-

Provider of occupation specialty service such as accounting audit or legal consultancy

-None-

Significant business relationship that may undermine director's independence and responsibilities

-None-

Having a special interest that is different from other directors

-None-

Enclosure 8

Company's articles of association relating to shareholders' meeting

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Chapter 5 Shareholders Meeting

Clause 35. The board of directors shall hold an annual general meeting of shareholders within four months from the end of the fiscal year of the Company.

Any other shareholders' meeting apart from the above shall be called an "extraordinary meeting".

The board of directors may call an extraordinary general meeting of shareholders at any time as it deems appropriate or when one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold enter into a letter requesting the board of directors to call for an extraordinary meeting at any time. However, the matter and reasons for the request of the meeting shall be clearly stated in the said letter. In such case, the board of directors shall arrange a shareholders' meeting to be held within fifteen days from the date of receiving the letter from the shareholders.

If the board of directors does not hold a meeting within the time specified in the third paragraph, the shareholders who entered into a letter or other shareholders collectively holding shares in the number as prescribed, may call the meeting by themselves within forty-five days from the expiration of the period as specified in the third paragraph. In such case, the meeting shall be deemed as being convened by the board of directors, and the Company shall be responsible for necessary expenses incurred as a result of calling the meeting, and shall provide appropriate facilitation.

In case it appears that the number of shareholders attending the shareholders' meeting called by the shareholders as specified in the fourth paragraph does not constitute meeting quorum as prescribed in Clause 38, the shareholders as specified in the fourth paragraph shall be responsible for expenses incurred as a result of calling the meeting against the Company.

The general meeting of shareholders of the Company shall be held at the area where the headquarters of the Company is located or nearby provinces or any other place as the board of directors will determine.

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

Clause 36. In calling a shareholders meeting, the board of directors shall prepare a notice calling for the meeting stating the place, date, time, agenda of the meeting and the matter to be proposed to the meeting together with reasonable details by indicating clearly whether it is a matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the board of directors on the aforementioned matters, and the said notice shall be delivered to the shareholder and the registrar for their information not less than seven days before the date of the meeting. The notice calling for the meeting

shall be published in a newspaper for three consecutive days before the date of the meeting at least three days.

Clause 37. The shareholders may appoint another person to vote on their behalf in the shareholders' meeting provided that the proxy shall be made in writing in the form prescribed by the registrar and given to the chairman of the board or the person designated by the chairman of the board at the meeting place before the proxy attends the meeting.

Clause 38. In the shareholders' meeting, there shall be at least twenty-five shareholders and proxies from shareholders
(if any), or not less than one-half of the total number of shareholders, and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold in order to constitute a quorum.

In the event that it appears that at any shareholders' meeting when the appointment has passed by an hour, the number of shareholders attending the meeting is still inadequate for a quorum as specified, if the shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders no less than seven days before the meeting date. In the subsequent meeting, a quorum shall not not required.

Clause 39. The chairman of the board of directors presides over the shareholders' meeting. If the chairman does not attend the meeting until half an hour has passed, the vice chairman shall preside over the meeting. If there is no vice-chairman, or there is but he does not attend the meeting or is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 40. In voting, one share is entitled to one vote, and the resolution of the shareholders' meeting shall consist of the following votes:

(1) In an ordinary event, a majority vote of the shareholders who attend the meeting and cast their votes. If there are equal votes, the chairman of the meeting shall have an additional casting vote.

(2) In the following cases, a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote:

(a) sale or transfer of all or a significant portion of the Company's business to another person;

(b) purchase or acceptance of business transfers of other companies or private companies by the Company;

(c) entering into, amendment or termination of the lease agreement of the entire Company business or some important parts. Assignment to other people to manage the Company's business or merger with other people for the purpose of sharing profit and loss;

(d) amendment to the memorandum of association or articles of association;

(e) increase or reduction of the Company's capital or the issuance of debentures; and

(f) merger or dissolution of the Company.

Clause 41. Business that should be transacted by the annual general meeting are as follows:

(1) consideration on the report of the board of directors proposed to the meeting showing that in the past year the business of the Company has been managed;
(2) consideration and approval of the balance sheet;
(3) consideration of profit allocation (if any);
(4) election of directors to replace those retiring by rotation;
(5) appointment of an auditor and determination of remuneration; and
(6) other businesses.

Enclosure 9

Jaymart

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.

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;

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 .....

any one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2021 on Monday 1 November 2021, 2:00 p.m., to be the Electronic Meeting (E-EGM) format only 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

(.....)

Remarks

A shareholder may grant a proxy to only one person to attend and vote. 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.

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;

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 Extraordinary General Meeting of Shareholders No. 2/2021 on Monday 1 November 2021, 2:00 p.m., to be the Electronic Meeting (E-EGM) format only 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 of Shareholders No. 1/2021.

☐ (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. 2** To acknowledge an interim dividend payment.
(This agenda is for acknowledgment. No voting)

☐ **Agenda no. 3** To consider and approve the reduction of the registered capital by canceling authorised but unissued shares and approve the amendment of Clause 4. of the Memorandum of Association of the Company to be consistent with the reduction of registered capital.

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

☐ (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 issuance and offering of warrant to purchase ordinary shares of the Company No. 6 (JMART-W6).

☐ (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. 6** To consider and approve the allocation of newly issued ordinary shares of the Company.

☐ **Agenda no. 6.1** To consider and approve the allocation of newly issued ordinary shares of the Company to private placement investors.

☐ (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. 6.2** To consider and approve the allocation of newly issued ordinary shares of the Company for the exercise of the JMART-W6 warrants that are allocated to the private placement investors who subscribe for and are allocated ordinary shares in the Private Placement

☐ (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. 6.3** To consider and approve the allocation of newly issued ordinary shares of the Company for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the terms and conditions as the Company has adjusted the rights of the warrants.

☐ (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 increase of the number of directors and appointment of a new director.

☐ (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** To consider 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 to attend and vote. 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. 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 Extraordinary General Meeting of Shareholders No. 2/2021 on Monday 1 November 2021, 2:00 p.m., to be the Electronic Meeting (E-EGM) format only or such other date, time and place as may be adjourned.

☐ Agenda no. ..... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda no. ..... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda no. ..... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda no. ..... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda no. ..... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Proxy Form C

For foreign shareholders who appointed a custodian in Thailand

Form of Proxy, Form C.

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;

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 my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2021 on Monday 1 November 2021, 2:00 p.m., to be the Electronic Meeting (E-EGM) format only 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;
  - ☐ Preferred shares: ..... shares in total, which are entitled to cast ..... votes,

  Total: ..... votes

(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 of Shareholders No. 1/2021.

☐ (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. 2** To acknowledge an interim dividend payment.
(This agenda is for acknowledgment. No voting)

☐ **Agenda no. 3** To consider and approve the reduction of the registered capital by cancelling authorised but unissued ordinary shares and approve the amendment of Clause 4. of the Memorandum of Association of the Company to be consistent with the reduction of registered capital.

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

☐ (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 issuance and offering of warrant to purchase ordinary shares of the Company No. 6 (JMART-W6).

☐ (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. 6** To consider and approve the allocation of newly issued ordinary shares of the Company.

☐ (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. 6.1** To consider and approve the allocation of newly issued ordinary shares of the Company to private placement investors.

☐ (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. 6.2** To consider and approve the allocation of newly issued ordinary shares of the Company for the exercise of the JMART-W6 warrants that are allocated to the private placement investors who subscribe for and are allocated ordinary shares in the Private Placement

☐ (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. 6.3** To consider and approve the allocation of newly issued ordinary shares of the Company for the exercise of the JMART-W3 and JMART-W4 warrants in accordance with the terms and conditions as the Company has adjusted the rights of the warrants.

☐ (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 increase of the number of directors and appointment of a new director.

☐ (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** To consider 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 authorized signatory of the proxy form is licensed to operate the custodial business.
3. A shareholder may grant a proxy to only one person to attend and vote. 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. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization 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 Extraordinary General Meeting of Shareholders No. 2/2020 to be held on Monday 1 November 2021, 2:00 p.m., to be the Electronic Meeting (E-EGM) format only or such other date, time and place as may be adjourned.

☐ Agenda no. ..... re: .....

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve 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

☐ 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

Enclosure 10

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

The Company will hold the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM) on Monday 1 November 2021, 2:00 p.m., which will broadcast live from the meeting room on the 2nd floor, Building B, Jaymart Public Company Limited, No. 189, Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240.

In order to conduct the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media in a transparent and fair manner and to benefit the shareholders, the Company deems it appropriate to review documents and evidence demonstrating the identity of a shareholder or a representative of the shareholder entitled to attend the meeting in order for continued practice by the shareholders. The Company would like to clarify the following to the shareholders:

1. For Individual Shareholders

1.1 In case the shareholder attends the meeting in person, such shareholder shall present the identification document issued by government authorities, which has not yet expired and bears the shareholder's photograph, e.g. the identification card (ID), driver's license or passport.

1.2 In case the shareholder assigns a proxy:

(a) The Proxy Form, attached to the Notice of the meeting, which is completely filled in and signed by the proxy grantor and the proxy.

(b) A photocopy of identification document of the shareholder issued by government authorities, as specified in above Item 1.1, and certified as true by the proxy grantor.

(c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1.

2. For Juristic Shareholders

2.1 In case the authorized representative attends the meeting in person:

(a) The identification document of such authorized representative issued by a government authorities, as specified in above Item 1.1.

(b) A photocopy of the affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the meeting is authorized to act on behalf of the juristic person which is the shareholder.

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 mutandis* to a non-Thai shareholder or attendant of the meeting or a shareholder which is a juristic person incorporated under foreign law, as the case may be, subject to the following conditions:

(a) A certificate of juristic person can be a document issued by government authorities where that juristic person is situated or by the authorized person of such juristic person. The document shall provide details of the juristic person, authorized signatory, condition of signatory and the location of headquarter.

(b) Thai or English translation is required to be attached for any original document which is not made in Thai or English and such translation must be certified by the authorized representative of such juristic person.

Enclosure 11

Guidelines for the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM)

Due to the outbreak of the COVID 19, Jay Mart Public Company Limited (the "**Company**") is aware of and concerned about the risk of an epidemic as a result of the outbreak and the safety of shareholders who attend the meeting. Thus, the Company will hold the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM) only, and the Company would like to inform the guidelines for the meeting via electronic media (E-EGM) as follows:

1. Appointment of Independent Directors by Proxy

   The Company requests the cooperation of shareholders to appoint a proxy to any of the Company's independent directors in accordance with *Enclosure 7* instead of attending the meeting in person by using the meeting notification form, Proxy form "Form B" in accordance with *Enclosure 9* to be delivered to * Company Address * within 29 October 2021.

2. Verification of the shareholder's identity

   In case of individual shareholders who are Thai shareholders, the Chairman of the Board of Directors deems appropriate that the Company will increase channels for attendees to attend the meeting via electronic media and vote through the Blockchain system with the Blockchain AGM system via the application Blockchain AGM. Prior to the date of the shareholders' meeting, the shareholders shall complete confirmation and authentication in accordance with the government's identity verification standard, as well as installation of application for participation in an e-meeting, e-kyc authentication and Blockchain voting. Shareholders who wish to attend the meeting in person via electronic media (E-EGM) must install the JDID and AGM Voting applications on their mobile device or other device that can download the applications only (the shareholders can learn more about the method and download the applications from the Company's website and the SET's website). Online registration is available for the shareholders from 21 October 2021 to 29 October 2021.

3. Participation in the Extraordinary General Meeting of Shareholders No. 2/2021 via electronic media (E-EGM)

   The shareholders must install the JDID and AGM Voting applications on their mobile device or other device that can download the applications only. The shareholders can download the applications from the Company's website and the SET's website.

4. Pre-submission of questions

   The shareholders can submit questions about each agenda in advance via email: ir@jaymart.co.th within 29 October 2021. The Company will collect relevant questions and record the minutes of the meeting following the conclusion of the meeting.

5. Throughout the meeting agenda, the Company will record video and audio, and will post on the Company's website: www.jaymart.co.th following the conclusion of the meeting.

6. Contact channels

Investor Relations Department, 187, 189 Jay Mart Building, 7th Floor,
Ramkhamhaeng Road, Ratthana Sub-district, Saphan Sung District, Bangkok 10240
E-Mail : panya@jaymart.co.th, Piyawan@jaymart.co.th, kulchaya@jaymart.co.th
Telephone : 02-308-8196, 02-308-8068, 02-308-8197

Enclosure 12

Shareholders and Investors' Privacy Policies

Jay Mart Public Company Limited ("**the Company**") assures shareholders, investors, and/or anyone interested in investing in the Company ("you") that all of your personal information is protected. The Company guarantees that personal data will be protected and processed using the best available security measures. As a result, the company intends to inform you as a shareholder, which invests in the company's shares, and investors, as well as anyone who has contacted us for information about the company, about this privacy policy for shareholders and investors. ("Privacy Statement") which states that the company is required by law to collect, use, and disclose or forward your personal information in order to perform its duties as a company to you, such as the Public Limited Companies Act and the Civil and Commercial Code

The Company reserves the right to revise this Policy from time to time in order to comply with applicable practices, laws, and regulations. The Company will notify you of any changes by making the revised policy available to you via the Company's various communication channels.

Personal data processed

In principle, the Company could obtain your personal information directly from the information you provide to the Company. or by looking through the company's share register book Thailand Securities Depository Company Limited serves as the Company's securities registrar. However, the company is required to collect, collect, and use your personal information in the manner described below.

1. Personal information: Name, surname, nationality, occupation, and current address are all examples of general information about you as a shareholder. Your bank account information was held in a number of shares. Identification number, email address, and phone number.

2. If you are a major shareholder as defined by the regulatory authority, including but not limited to the Securities and Exchange Commission and the Thai Stock Exchange, The company must collect additional personal information about you, such as your history (e.g., education history, work experience, etc.) and a photograph of you or the representative of such juristic person's shareholder.

3. If you are a major shareholder as defined by the regulations of the regulatory authority, including but not limited to the Securities and Exchange Commission and the Thai Stock Exchange, The company must collect additional personal information about you, such as your history (e.g., education history, work experience, etc.) and a photograph of you or the representative of the shareholder of such juristic person. Meeting attendance data indicating that such shareholders attended the shareholders' meeting, which may include Attendance registration information, which may include proxies on behalf of shareholders, as well as video and audio recording during the meeting in both online and offline meeting formats, and in the case of electronic meetings, information.

4. **Other personal information that you may provide to the Company for processing for other purposes.**

In the case of shareholders who hold shares in the name of a legal person, the company is required to collect and use director information. or if the shareholder appoints another person to attend the meeting and exercises his legal shareholder rights The processing of such a person's information is required by the Company. It is being processed on your behalf as a shareholder. and in such a case, the fact that you are a person who sends personal information to such a person's company. The

company will assume that You have given me a guarantee that You have the right to disclose such persons' personal information to the company. for processing in accordance with this policy

Purpose for collecting personal information

The Company collects and uses your personal information for a variety of purposes, including the ones listed below:

1. For the performance of duties under the law that the company owes to you in accordance with the shareholders' rights such as company management (e.g., start-up, capital increase, capital reduction, business restructuring, change of registration), shareholder notification and exercise of legal rights ,such as the invitation letter to the company's general meeting of shareholders Submission of the Company's annual report to shareholders in accordance with their rights Dividends are paid to shareholders. Preparation of accounts for the payment of such dividends, as well as the various legal duties of being a public limited company and a company listed on the Thai Stock Exchange.

2. For the management of responses to communications with which you communicate with the Company เช่น such as informing you of your communications and responding to your inquiries Managing Complaints or Providing Opinions.

3. For the company's or others' legitimate interests such as meeting organization and administration, as well as attendance registration resolutions recording Information about your attendance at the meeting will be disseminated via the website and other communication channels. This is an example of acting in the best interests of the company's transparency and good governance, as well as for the benefit of its shareholders. Oversight of risk management and internal controls, as well as internal audits and the exercise of legal claims.

4. Particularly in the case of a major shareholder as stated in the definition for the preparation of documents for the Company's annual report, which the Company is required to prepare and may be required to submit to the relevant departments. or made public in accordance with the conditions and requirements imposed by applicable laws This may entail disclosing your information via the Company's website.

Duration of processing your personal data

To the extent necessary, the Company is required to process and collect your personal data for the purposes stated above. (i) to respond to communications from you, or (ii) for as long as you are a shareholder of the Company and the Company has legal obligations to you; or (iii) Throughout the period the Company may have obligations under other laws to retain your personal information. The Company reserves the right to retain the personal information of the shareholders for an additional reasonable period in accordance with the appropriate age limit. After you terminate your status as a shareholder if the Company may have any claim you may have against the Company According to the general legal age of up to 10 years.

Disclosure of personal information

Personal information you provide to the Company will not, in general, be disclosed to third parties. However, in some cases, your personal information may be required to be disclosed to the following individuals:

1. Affiliates, business partners, or external service providers who assist the Company in its business operations and legal obligations to its shareholders including defending the company's legal rights including, but not limited to, Thailand Securities Depository Co., Ltd. as the Company's securities registrar. including legal counsel, accounting consultants, and other consultants, as well

as internal and external auditing firms, etc. The guarantee company will only disclose for the stated data processing purposes and will do so sparingly.

2. If the company is legally obligated or subject to a judgment or order of a government agency, it may be required to disclose your personal information to such entities. To comply with our legal obligations, the Company will only perform as needed in accordance with the duties.

3. In some cases, the Company may be required to release its annual report. which may include personal information of a major shareholder of the Company for the purpose of contract execution or liaising with the Company's contracting parties In accordance with such requirements, the Company may be required to disclose personal information of major shareholders to business partners or the general public. The company will operate under the principle of the company's lawful interests. and will only take actions that are necessary without risking the data subject's rights; and

4. Other entities to whom you have expressly consented can receive such information from the Company.

Assurances that appropriate data security measures will be implemented

We guarantee reasonable security measures to protect your personal information from unauthorized access, use, alteration, correction, or disclosure. void of authority or wrongdoing Furthermore, the Company has established internal guidelines to determine the right to access or use personal data of the personal data subject to maintain the data's confidentiality and security. The Company will conduct periodic reviews of such measures to ensure that they are in accordance with industry standards and applicable laws.

Data Subject Rights

Your legal rights are acknowledged and respected by the company. In relation to your personal data under the Company's control, the following conditions apply in accordance with the law:

1. The right to request access to and a copy of personal data

2. Personal information may be requested. If the Company creates personal data in a format that can be read or commonly used by automated tools or equipment. including the right to request that such data be transmitted or transferred to another personal data controller

3. Right to object to personal data processing

4. The right to request that personal data be deleted, destroyed, or converted into non-personally identifiable information when such data is no longer required or when the personal data subject withdraws their consent.

5. The right to request a suspension of the use of personal data when personal data must be deleted or when such data is no longer required.

6. The right to withdraw consent to the processing of previously provided information by the user for the stated purpose.

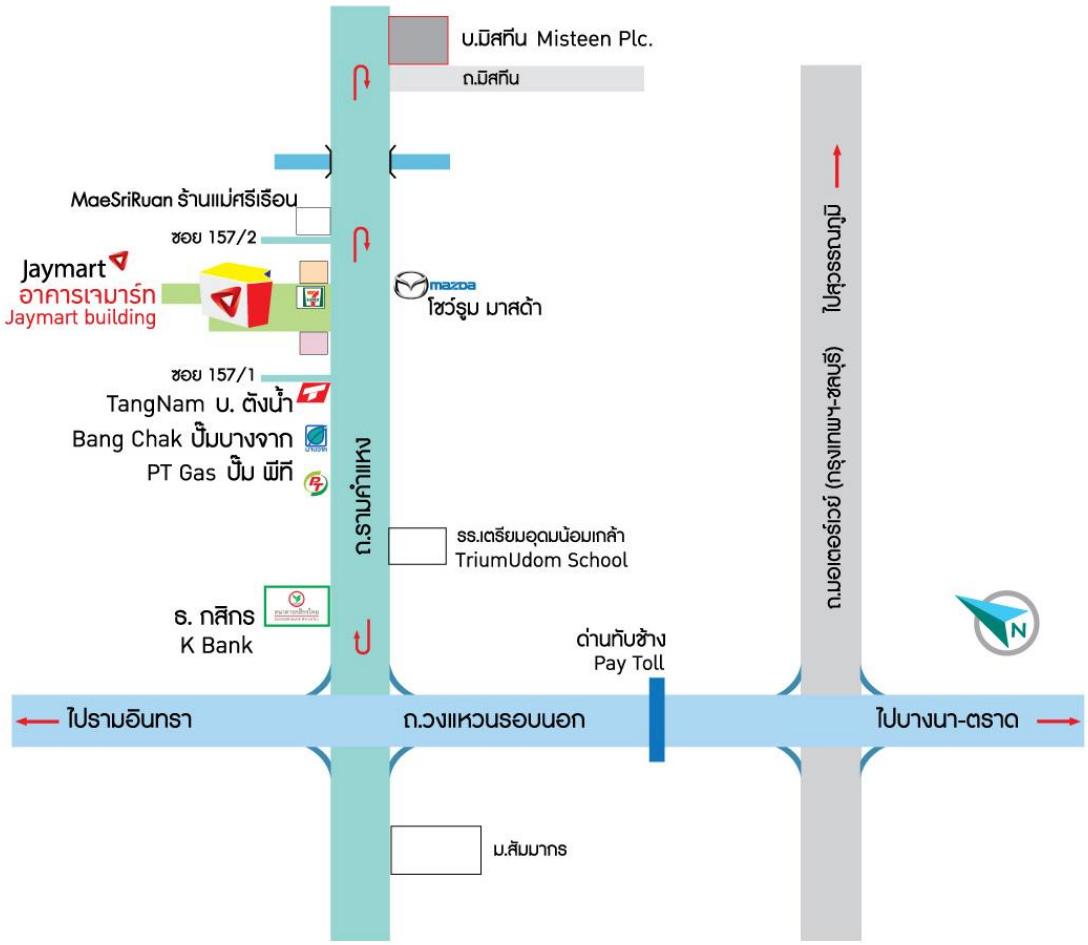
7. The right to request that personal data be updated and corrected.

8. The right to file a complaint

You can apply for the above rights by contacting the company using the contact information provided. Within a reasonable timeframe under the legal framework, the Company will consider and notify the results of the shareholders', investors', and/or interested parties' consideration of the Company's investment. Please contact: The Group's Personal Data Protection Committee can be reached via e-mail at: dpo_jaymart@jaymart.co.th

Enclosure 13

Map for delivering Proxy documents



บริษัท เจมาร์ท จำกัด (มหาชน)
Jaymart Public Company Limited
187,189 อาคารเจมาร์ท ถนนรามคำแหง แขวงราษฎร์พัฒนา เขตสะพานสูง กทม.10240
187,189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana
Saphan Sung, Bangkok 10240, Thailand. Tel 02 308 9000

Remark: Send the proxy documents for the Extraordinary General Meeting of Shareholders No. 2/2021(E-EGM) to "Investor Relations" on 7TH Floor, at headquater of the company, No. 187, 189 Jay Mart Building, Ramkhamhaeng Rd., Ratthana Sub-district, Saphan Sung District, Bangkok 10240

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

Buses that pass by No. 58, No. 113, No. 519, No. 8, No. 168, No. 514, No. 519