

5 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the fiscal year 2024
Attention: Shareholders of Jaymart Group Holdings Public Company Limited
Attachment

1. Copy of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023
2. QR Code for downloading the invitation to the Annual General Meeting of Shareholders for the fiscal year 2024
3. QR Code for downloading the Annual Report Form 56-1 One Report and the financial statements for the fiscal year 2023
4. Criteria for Director Nomination
5. Brief history and relevant information of the nominees for director positions replacing those who have vacated their positions according to the term
6. Information of independent directors proposed by the Company to act as proxies for shareholders who cannot attend the meeting
7. Definition of independent directors of the Company
8. Company regulations related to the Shareholders' Meeting
9. Proxy Form Types A, B, and C
10. Instructions regarding documents and evidence showing shareholder status or representation of shareholders, and criteria for voting at the shareholders' meeting.
11. Guidelines for participating in the Annual General Meeting of Shareholders for the year 2024 via electronic media using the Blockchain AGM system.
12. Procedures for attending the Annual General Meeting of Shareholders for the year 2024 in person at the meeting venue (physical)
13. Personal Data Protection Act (PDPA) Statement
14. Map for document delivery and meeting venue
15. Request form for meeting supplementary documents and pre-submitted questions for the Annual General Meeting of Shareholders for the fiscal year 2024

The Board of Directors of Jaymart Group Holdings Public Company Limited ("the Company") resolved to hold the 2024 Annual General Meeting of Shareholders on 5 April 2024, at 2:00 p.m. The Company has added a way to join the meeting in the form of a hybrid system (Hybrid Meeting) (You can choose to attend the meeting either AGM or participate in the Company's meeting room). By conducting a live broadcast through the Zoom program from Jaymart Group Holdings Public Company Limited's meeting room, 2nd Floor, Building B, located at 189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240, which serves as the same meeting venue, and designating on 27 February 2024, as the record date for shareholders entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2024.

For the agenda setting of the Annual General Meeting of Shareholders for the fiscal year 2024, the Company has announced on its website and notified through the news system of the Stock Exchange of Thailand to provide an opportunity for shareholders to submit important agenda items in advance between 12 October 2023, and 31 January 2024, in accordance with good corporate governance principles of the registered company. However, when the deadline set by the Company passed, it appeared that no shareholder had proposed agenda items for the Annual General Meeting of Shareholders for the year 2024. Therefore, the Company hereby announces the agenda for the shareholders' annual meeting for the year 2024 as resolved by the Board of Directors, as follows:

Agenda 1 Consideration of approving the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023

Facts and Rationale

The Annual General Meeting of Shareholders for the fiscal year 2023 of the Company was held on 4 April 2023. The Company submitted the minutes of the meeting to the Stock Exchange of Thailand (“SET”) and disclosed them to comply with good corporate governance principles. Jaymart Group Holdings Public Company Limited (“the Company”) disclosed the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023 on the Company's website under the main heading “Investor Relations”, sub-heading “Information for Shareholders”, sub-heading “Shareholder Meetings” (<https://www.jaymart.co.th/th/investor-relations/document/shareholder-meetings>), and the Company has also submitted copies of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023 to the Stock Exchange of Thailand through the SETLINK system since 17 April 2023, for disclosure to shareholders and general investors. It appears that no one has objected to or requested amendments.

Board’s Opinion

It is appropriate to propose to the Annual General Meeting of Shareholders for the fiscal year 2024 to consider approving the minutes of the Annual General Meeting of Shareholders for the fiscal year 2023 of the Company, which was held on 4 April 2023. The Board of Directors of the Company is of the opinion that the minutes have been accurately recorded in accordance with the resolutions of the meeting, with copies of the minutes being accurately recorded as presented attachment no.1.

Resolution

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

Agenda 2 Consideration for acknowledging the company's performance report for the fiscal year 2023.

Facts and Rationale

In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments) (“PLCA”) and Article 44 of the company Regulations, which stipulates that the board of directors must prepare a balanced financial statement and profit and loss account as of the end of the company's fiscal year to be presented to the shareholders’ meeting at the annual general meeting for approval, the board of directors must have the company's auditors complete the examination of the financial statements before presenting them to the shareholders' meeting. The Company has prepared the operational results for the fiscal year 2023, with details appearing in the 2023 annual report (Form 56-1 One Report) (financial statements section) as submitted, summarized as follows:

Items	Consolidated Financial Statements	Separate Financial Statements
Total assets (Million Baht)	62,239.6	28,742.2
Total liabilities (Million Baht)	29,511.8	10,123.2

Items	Consolidated Financial Statements	Separate Financial Statements
Total shareholders' equity (Million Baht)	32,727.8	18,619.0
Issued and fully paid up (Million Baht)	1,457.6	1,457.6
Total revenues from sales (Million Baht)	13,743.5	70.3
Net Profit (Loss) (Million Baht)	(447.0)	(447.0)
Earnings per share (Baht/share)	(0.308)	(0.308)

The Company has summarized its performance for the fiscal year 2023, as shown in the 2023 Annual report (Form 56-1 One Report).

Board's Opinion

It is proposed to present to the Annual General Meeting of Shareholders for consideration and acknowledgment of the Company's performance for the fiscal year 2023. The Company has summarized its performance for the fiscal year 2023, as shown in the 2023 annual report (Form 56-1 One Report), as presented in attachment no. 3.

Resolution

This agenda item is for acknowledgment. There will be no voting.

Agenda 3 Consideration for the approval of the Company's financial statements for the year ending 31 December 2023.

Facts and Rationale

In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) ("PLCA") and Article 44 of the Company Regulations, which stipulate that the board of directors must prepare balanced financial statements and profit and loss accounts as of the end of the company's fiscal year to be presented to the shareholders' meeting at the annual general meeting for approval, the board of directors must ensure that the company's auditors complete the examination of the financial statements before presenting them to the shareholders' meeting. Additionally, Article 45 of the Company Regulations mandates that the board of directors must send the following documents to the shareholders along with the notice of the annual general meeting: (1) copies of the balanced financial statements and profit and loss accounts that have been audited, along with the auditors' report, and (2) the annual report of the board of directors.

Board's Opinion

It is proposed to present to the Annual General Meeting of Shareholders for consideration and approval the financial statements, profit and loss accounts, and auditors' reports for the fiscal year ended 31 December 2023. These documents have been audited by the auditors and have been reviewed by the Audit Committee. They have also received approval from the Board of Directors. The Company has summarized its performance for the fiscal year 2023, as shown in the 2023 annual report (Form 56-1 One Report), as presented in attachment no. 3.

Resolution

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

Agenda 4 Consideration for approving the retention of profits from the operations for the fiscal year ended 2023 as reserves according to the law, and the decision to non-payment dividend for the fiscal year 2023.

Facts and Rationale

In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 and Article 46 of the Company Regulations, it is prohibited to distribute dividend payments from sources other than profits when the company has accumulated losses. Dividend payments must be distributed equally per share, unless specified otherwise in the regulations. The board of directors may temporarily distribute dividends to shareholders when it deems the company's profits sufficient to do so, subject to approval by the shareholders' meeting or the board of directors, as appropriate. Additionally, Article 47 of the Company Regulations stipulates that the company must allocate a portion of its net profits each year to reserves, which must be no less than 5% of the net profits minus accumulated losses, until the reserves reach at least 10% of the registered capital.

The Company has a policy to distribute dividends of no less than 50% of the net profits after tax and statutory reserves, considering the overall financial situation. However, the board of directors has the authority to temporarily exempt or modify this policy as deemed necessary. Due to the Company's losses according to both the consolidated financial statements and separate financial statements for the fiscal year ended 31 December 2023, amounting to 447.0 million baht, it is not possible to allocate profits for reserves according to the law or to distribute dividend payments.

Board's Opinion

It is proposed to present to the Annual General Meeting of Shareholders for consideration and approval the retention of profits from the operations for the fiscal year ended 2023 as reserves according to the law, and the decision to non-payment dividend for the fiscal year 2023, as detailed above.

Resolution

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

Agenda 5 To consider and approve the appointment of directors to replace those who retired by rotation for the year 2024

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 Section 71 and the Company's articles of association Item 18, requires that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. At the 2024 Annual General Meeting of Shareholders, the following 2 directors will retire by rotation:

List of Directors

- (1) Mr.Somsak Nontakanok
- (2) Mrs.Chitkasem Moo-Ming

Position

Independent Director /Audit Committee
Director

The Company has announced on the company's website and through the Stock Exchange of Thailand's news system, opening the opportunity for shareholders to propose individuals for consideration for election as directors of the company at the Annual General Meeting of Shareholders for the year 2024 between 12 October 2023, and 31 January 2024, following the principles of good corporate governance of the registered company. However, upon the expiration of the period specified by the Company, no shareholder has proposed any individual for consideration for election as directors of the Company.

The Company's board of directors (excluding directors with voting rights) has conducted the selection process by considering the qualifications as stipulated by law, regulations, relevant requirements, and the composition of the Board of Directors (Skill Matrix). The qualifications, skills, experience, expertise, and suitability deemed most beneficial to the company's operations were thoroughly considered through a rigorous screening process as prescribed by the company. Also, the Board of Directors has thoroughly and carefully considered and deemed appropriate to propose 2 director nominees who are fully qualified to perform company's business and for serving as directors of the company, to the Annual General Meeting of Shareholders for the Year 2024 to elect in replacement of those who are due to retire by rotation in 2024, which are as follows:

- | | |
|----------------------------|---|
| (1) Mr.Somsak Nontakanok | Position: Independent Director/
Audit Committee for another term |
| (2) Mrs.Chitkasem Moo-Ming | Position: Director for another term |

As it is considered that all 2 nominated persons are appropriate to be considered for election as company directors because they have knowledge and abilities that are beneficial to the company's operations. They also have knowledge and expertise in business administration, finance and experience in managing and developing organizations. The company director also considered and resolved that the nominated director in (1) is proposed to be independent directors of the Company; the qualifications comply with legal requirements for independent directors and meet all criteria for independence as defined by the company (details of which as appear in Enclosure 7) and can provide their opinions independently and in accordance with the relevant guidelines. Additionally, the individual nominated as an independent director do not hold the position of director or management in any companies which have conflicts of interest with the Company.

The Nomination and Remuneration Committee's Opinion

The appointment of directors to replace those whose terms are expiring has undergone a thorough evaluation process as prescribed by the Nomination and Remuneration Committee. The committee has considered the suitability of the proposed directors to best serve the Company's business and operations, in line with the composition of the Board of Directors, considering their knowledge, skills, management experience, and expertise, as well as meeting the relevant criteria. Consequently, it is proposed to re-elect both directors whose terms are expiring for another term. The selection and compensation committee has thoroughly evaluated and found that the proposed individuals can provide independent opinions on the Company's operations and meet the qualifications as required by laws and regulations regarding the requirements for independent directors. Detailed profiles of both individuals are provided in attachment no. 5.

The shareholding information of the directors proposed for re-election in this instance.

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mr.Somsak Nontakanok	*0	0%	-None-
2. Mrs.Chitkasem Moo-Ming	*0	0%	-None-

* Note: Number of shares, book closing information as of 28 December 2023

The proposed directors for re-election do not hold managerial positions in other companies that may cause conflicts of interest or compete with the Company.

Board's Opinion

It is deemed appropriate to propose that the 2024 Annual General Meeting of Shareholders to elect two person(s) to be the Company's Board of Directors to replace those who are due to retire by rotation, namely 1. Mr.Somsak Nontakanok 2. Mrs.Chitkasem Moo-Ming which have been carefully considered and reviewed by the Nomination and Remuneration Committee and subsequently endorsed by the Board of Directors. The nominated director in 1 is qualified as independent director as prescribed in applicable laws and regulations pertaining to independent directors and possesses complete independence in accordance with the definition of an independent director of the Company. Profiles of the nominated directors, as well as definition of an independent director, are shown in Enclosure 5 and Enclosure 7, respectively. Besides, the directors who are considered to have potential conflicts of interest in this election were not in the meeting room and did not vote for the proposal at the Board of Directors' Meetings.

The Board of Directors has resolved to approve the appointment of Mr.Somsak Nontakanok as an independent director/audit committee member for another term (if reappointed for this term 3-years, the total period of being an independent director is 9 years). This decision is based on Mr.Somsak Nontakanok's knowledge and expertise, allowing him to provide valuable advice and recommendations to the company. The board has thoroughly considered and concluded that the proposed individual for the position of independent director can provide independent opinions and meets the qualifications as required by relevant laws and regulations regarding the criteria for independent directors.

Resolution

This agenda item will require individual voting, with approval by a significant majority of the shareholders present and voting at the meeting.

Agenda 6 Consideration of approving the remuneration of the Board of Directors for the fiscal year 2024.

According to Section 90 of the Public Limited Company Act B.E. 2535 and Article 34 of the Company's Regulations, directors are entitled to receive remuneration from the company in the form of salaries, bonuses, meeting allowances, gratuities, bonuses, or other compensation as determined by the shareholders' meeting, which may be fixed amounts, based on criteria, or temporarily specified until changed. Additionally, they may receive allowances and various benefits according to the company's regulations.

The provisions in one paragraph do not affect the rights of employees or staff of the Company who have been elected as directors of the Company to receive compensation or benefits from the Company as employees of the Company.

Determining appropriate director compensation is considered one of the practices under good corporate governance principles to maintain shareholder benefits and motivate capable directors to perform their duties for the company. The board should establish policies and criteria for determining director compensation that align with the duties and responsibilities of the directors, considering both the format and amount of compensation compared to similar industries, companies with similar revenue, and companies with comparable market capitalization in the same group.

The Nomination and Remuneration Committee's Opinion

For the director's remuneration for the fiscal year 2024 to be proposed at the shareholder's meeting for approval, it will be paid in the form of monthly compensation. In determining the director's compensation for the year 2024, the Company considered the following criteria: appropriateness based on their responsibilities, the Company's performance, the board's performance, the level of delegated responsibilities, and good corporate governance practices. The Company also conducted a benchmarking exercise based on the Director Remuneration Survey 2022 by the Thai Institute of Directors (IOD) and found that the proposed compensation falls within the median range and is comparable to the market average. Therefore, it is deemed appropriate to propose to the shareholders' meeting to set the director's remuneration at an amount not exceeding 5,000,000 Baht, with no additional benefits, and to be paid in monthly compensation at the same rate as the previous year.

Board's Opinion

The Company's board of directors, through appropriate screening and consideration by the Nomination and Remuneration Committee, has evaluated the criteria for setting compensation for board members. This evaluation takes into account the appropriateness relative to their duties, the performance of the board, the level of responsibility delegated to them, and industry benchmarks for director compensation in similar-sized companies within the same industry (Industry and Size of Company Benchmark). Additionally, the board has referred to the director compensation survey report for the year 2022 conducted by the Thai Institute of Directors Association (IOD), along with adhering to good corporate governance principles.

The components of compensation	2023	2024 (Proposed Year)
1. Remuneration for the Board of Directors		
Monthly benefits	Baht/Person/Month	Baht/Person/Month
Chairman of the Board	50,000	50,000
Vice Chairman of the Board	40,000	40,000
Director	30,000	30,000
2. Sub-committee remuneration		
2.1 Audit committee		
Monthly benefits	Baht/Person/Month	Baht/Person/Month
Chairman of the Audit Committee	50,000	50,000

The components of compensation	2023	2024 (Proposed Year)
Audit Committee	30,000	30,000
2.2 Nomination and Remuneration Committee		
Chairman of Nomination and Remuneration Committee	-None-	-None-
Nomination and Remuneration Committee	-None-	-None-
Other Compensation Benefits	-None-	-None-

Note: For the director compensation survey conducted by the Thai Institute of Directors Association (IOD), it is conducted every two years.

As for the details of the scope of authority and responsibilities of the Company's board of directors and its sub-committees, as shown in the annual report (Form 56-1 One Report), Section 2, Category 2.2 on Corporate Governance Structure, it is proposed that the Annual General Meeting of Shareholders consider approving the compensation of the Board of Directors and its subcommittees for the year 2024. This includes monthly compensation, which should be aligned with the industry practices for setting director compensation rates among similar-sized companies within the same industry. This proposal comes from the Nomination and Compensation Committee, which has considered the appropriateness based on the roles and responsibilities of the board, the Company's performance, and suitability in various aspects such as continuous business expansion, company success, and growth, leading to increased responsibilities for the board and its sub-committees. Additionally, in determining the compensation for the directors, board members, and sub-committee members, no other benefits are received apart from those specified above, excluding any compensation received in their capacity as employees of the Company.

Resolution

This agenda's resolution must be approved by not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

Agenda 7 Consideration for the approval of the appointment of auditors and the determination of auditors' compensation for the fiscal year 2024

Facts and Rationale

According to Section 120 of the Public Company Limited Act B.E. 2535 and Item 41 of the Company's articles of association, the business to be conducted at the Annual General Meeting of Shareholders shall include (5) appointing the auditor(s) and determining their remuneration. Furthermore, according to Notification of the Securities and Exchange Commission (SEC) No. 44/2556 regarding the criteria, conditions, and methods for disclosing financial status and performance of securities issuers dated 22 October 2013 ("Notification No. 44/2556"), companies issuing securities, whose shares are listed on the Stock Exchange of Thailand, are required to rotate their auditors to ensure auditor independence. This is because such companies have direct responsibility for financial reporting and selecting suitable auditors. The notification mandates that these companies rotate their auditors every 7 consecutive accounting periods, regardless of whether they are consecutive or not. The rotation does not necessarily require changing the auditing firm; the company may appoint other auditors within the audit office to replace the outgoing auditor.

However, the company may reappoint an auditor who has completed 5 consecutive accounting periods since their last rotation, provided they have ceased to perform their duties from the rotation process.

Audit Committee's Opinion

The Audit Committee has considered the qualifications of the auditors, taking into account both the quality of their performance and their pricing. After evaluating the experience, qualifications, and pricing, it is the opinion of the committee that EY Office Ltd. ("EY") is a reliable audit firm with a good track record and adequate personnel with the necessary knowledge and expertise. Therefore, the committee recommends to the Company's shareholders to approve the appointment of EY as the Company's audit firm and to appoint one of the following individuals from EY as the Company's auditor. Additionally, they have expressed their views on the Company's financial statements for the fiscal year 2024. It should be noted that auditors from EY Office Ltd. have been auditing the Company's accounts for the past 9 years.

Auditors' name	CPA No.	The duration of serving as the Company's auditor
1. Ms. Sumana Punpongsanon /or	5872	- years
2. Ms. Orawan Techawatanasirikul / or	4807	- years
3. Ms. Saranya Pludsri / or	6768	- years
4. Mrs. Nummon Kerdmongkhonchai / or	8368	- years
5. Ms. Wilaiporn Chaowiwatkul / or	9309	- years
6. Ms. Somjai Khunapasut / or	4499	- years
7. Ms. Suchada Tantioran / or	7138	- years
8. Ms. Chutiwan Chanswangphuwana	8265	- years

In the event that the aforementioned auditor is unable to fulfill their duties, EY is authorized to appoint another licensed auditor from their office to act as the Company's auditor and provide opinions on the Company's financial statements in place of the aforementioned auditor.

Additionally, it is proposed to set the auditing fees for the Company for the year 2024, as well as the quarterly audit fees for the year 2024 for the Company and its subsidiaries, at a total amount of 23,701,000 Baht. This proposal has been duly considered and approved by the Audit Committee and the Board of Directors. The details of the auditor's remuneration are as follows:

Comparison of auditor's remuneration from 2023 to 2024

			Unit : Baht
Description	2023	2024	Percentage of change
Audit fee of the Company - Jaymart Group Holdings Public Company Limited	3,130,000	260,000	4.15 %

Description	2023	2024	Percentage of change
- Subsidiaries	19,112,500	20,441,000	6.95 %
Out-of-pocket expenses	actual payment	actual payment	
Total	22,242,500	23,701,000	6.56 %

Additionally, there are no additional fees (Non-Audit Fee). The Company and its subsidiaries engage the services of the same auditing firm.

In addition, the audit fees for the Company and its subsidiaries have increased from the previous year due to the expansion of operations in additional business sectors related to increased investment activities. This includes operations related to digital asset transactions and the integration of technology into the Company's operations.

Board's Opinion

Agree the proposal of the Audit Committee and recommend to the Annual General Meeting of Shareholders for the year 2024 to approve the appointment of the auditor(s) from EY as the auditors of the Company and its subsidiaries. It is proposed that either Ms. Somjai Khunapasut, CPA No. 4499, or Ms. Orawan Techawatanasirikul, CPA No. 4807, or Ms. Sumana Punpongsanon, CPA No. 5872, or Ms. Saranya Pludsri, CPA No. 6768, or Ms. Suchada Tantioran, CPA No. 7138, or Ms. Chutiwan Chanswangphuwana, CPA No. 8265, or Mrs. Nummon Kerdmongkhonchai, CPA No. 8368, or Ms. Wilaiporn Chaowiwatkul, CPA No. 9309 be appointed as the auditors for the year 2024 to audit and express an opinion on the financial statements of the Company. In the event that the aforementioned licensed auditors are unable to perform their duties, EY shall procure another licensed auditor from EY to act on behalf of the Company, with the auditor providing no other services to the Company and having no relationship or vested interest with the Company/subsidiaries, management, major shareholders, or any related parties. The audit fee for the Company for the year 2024 is proposed to be THB 23,701,000, and no additional fees (Non-Audit Fee). as recommended by the Audit Committee and approved by the Board of Directors.

Resolution

This agenda item must be approved by a majority vote of the shareholders present and voting at the meeting.

Agenda 8 Consider other matters (if any)

Therefore, we would like to invite all shareholders to attend the Annual General Meeting (AGM) for the year 2024 as specified above. The Company will facilitate registration for attendance at the meeting through Electronic Annual General Meeting (E-AGM) from 28 March 2024 to 4 April 2024.

Furthermore, shareholders may authorize an independent director nominated by the Company to represent and vote on their behalf at the meeting. Please complete the proxy form provided attachment no.9 and return it in accordance with the instructions provided, ensuring that all details are filled in completely. You may use only one copy of the proxy

form and affix a stamp duty of 20 Baht. Additionally, shareholders or their representatives must submit and/or present documents or evidence demonstrating their status as shareholders or representatives of shareholders entitled to attend the meeting, as detailed in the guidelines for the conduct of the Annual General Meeting for the year 2024 through the Blockchain AGM Voting system as presented attachment no.11.

Yours Faithfully,
Jaymart Group Holdings Public Company Limited



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

Enclosure No. 1

**Minutes of the 2023 Annual General Meeting of Shareholders
Jaymart Public Company Limited**

The meeting was held on April 4, 2023, 02.00 p.m. from the meeting Room at JMART Building B, No.189, 2nd Floor, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240.

Directors present at the meeting were listed as follows:

- | | |
|-----------------------------|--|
| 1.Mr. Pisnu Pong-acha | Chairman of the Board |
| 2.Mr. Adisak Sukumvitaya | Chief Executive Officer /Director |
| 3.Ms. Yuvadee Pong-acha | Director |
| 4.Mrs. Manee Soonthornvatin | Director |
| 5.Mr. Phisit Dechanabhirom | Chairman of the Audit Committee/ Member of the Nomination
and Remuneration Committee / Independent Director |
| 6.Mr. Suwit Kingkaew | Chairman of the Nomination and Remuneration / Member of the
Audit Committee / Independent Director |
| 7.Mr.Somsak Nontakanok | Independent Director / Member of the Audit Committee |
| 8. Mrs. Chitkasem Moo-Ming | Director |

All 8 directors attended the meeting, representing 100 percent of the Board of Directors.

Executives attending the meeting were as follows:

- | | |
|-------------------------|---|
| Mr. Kittipat Chonlawut | Deputy Chief Executive Officer |
| Ms. Ladda Waruntharakul | Director of Accounting & Finance/ Company Secretary |

Other attendees attending the meeting were as follows:

- | | |
|-----------------------|--|
| Ms. Rosaporn Dejakom | The auditor from EY Office Company Limited |
| 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.

Besides, in today's meeting, Mr. Thongthos Paenglad, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, attended the meeting in a physical form, and Ms. Umassaya

Charoenchai, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, participated in the observation in the form of E-AGM.

Meeting Preliminaries

Mr. Panya Chutisiriwong, the meeting moderator, greeted and welcomed all shareholders, the Board of Directors, and executives and invited attendees to the 2023 Annual General Meeting of Shareholders of Jaymart Public Company Limited.

In this meeting, the Company added a way to attend the meeting in the form of a hybrid system (Hybrid Meeting) (shareholders could participate in the meeting via electronic media (E-AGM) and vote in the system (AGM Voting) according to the laws related to meetings via electronic media or attended the meeting at the Company's meeting room according to the conditions set by government agencies to prevent the spread of COVID-19.

Before the meeting was called to order, the MC advised that the Company would collect, use, and disclose personal data of the attendees, such as still images, audio recordings, and moving images, for the purposes of recording and preparation of the minutes of the meeting, or conducting of the meeting. In addition, the procedures and rules for the meeting were as follows:

Voting and Vote Counting at the Meeting Venue (Physical)

1. Voting at the meeting, all shareholders have votes equal to the number of shares they hold, following the laws and the Company's article of association.
2. In each agenda, the Chairman shall ask the shareholders with ballot papers to vote in all cases; Approve, Disapprove, or Abstain. The Company shall collect all ballots and count only the votes for Disapprove or Abstain, deducted from the total votes of the shareholders in attendance and casting their votes. The remaining votes are considered Approve votes.
3. When the shareholders cast their votes in the ballot papers, please pass the card to the staff to count the votes at the vote counting point.
4. In vote counting, except Agenda 2, an agenda for acknowledgment, voting is not required. Agenda 1, 3,4,5,7 must be approved by a majority vote of the shareholders attending the meeting and casting their votes. Agenda 6 must be approved by a vote of at least two-thirds of all shareholders attending the meeting. And Agenda 8, 9 must be approved by a vote of at least three-fourths of all shareholders attending the meeting and eligible to vote.
5. In every agenda, if shareholders or proxies wish to express their opinions or ask a question, please raise your hand. After the Chairman's permission, he/she shall declare to the meeting first that be a shareholder or proxy, including name and surname, before further comments or questions so that

the Company would have summarized the comments or questions and answers to be recorded in the Company's meeting minutes.

Resolutions and Vote Counting for Electronic Meeting Attendance (E-AGM)

1. Voting at the meeting, shareholders or proxies have one vote per share.
2. The meeting shall be conducted as agenda items in the order of the invitation letter. When the presentation of each agenda has ended, there shall be an opportunity for questioning.
3. Shareholders attend the meeting via the Application Zoom Meeting by logging in through the Username and Password that the Company has sent via your e-mail to watch the shareholders' meeting and consider the details of each agenda during the meeting. Those who have questions can send them via the Zoom meeting system through Chat.
4. Then, the attendees eligible for voting can vote through the Block chain AGM system by pressing the Pin to vote in each agenda after the Chairman calls for voting.
5. There are three types of voting; Approve, Disapprove, and Abstain. Press the Disapprove or Abstain button if any shareholder disapproves or abstains from voting. In case any shareholder approves, press Approve. The votes shall be included in the vote processing system. If you do not press any voting, the Company shall assume that you approved each agenda and shall announce the voting results in that agenda before considering the following ones.

The following cases would be considered voided ballots.

- (1) A ballot with more than one box marked or no box marked at all to indicate voting.
- (2) A ballot crossed out and without signature.
- (3) A ballot without signature

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

1. Go to the Reactions menu at the top.
2. Press the Raise Hand button.
3. When the moderator calls the name, the staff shall open the mic for you to inquire. First, you have to press Unmute and turn on the mic on your device. If shareholders can not speak through the mic (within 1 minute), please type questions via Chat so that the moderator reads the questions to the meeting on your behalf.

4. In each question, either through typing messages or through conversation, ask the attendees to notify their names and surnames every time for the benefit of taking accurate and completing the meeting's minutes.
5. The Company allows the shareholders to submit questions to each agenda. If no attendees inquire within 2 minutes, the Company shall continue the meeting. If shareholders have additional questions, they can type their questions through Chat. The staff shall read your questions later.
6. Press the "Lower Hand" button to put your hand down when the inquiry is complete.

Subsequently, Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the meeting was invited to declare the meeting open and continue the session.

Mr. Pisnu Pong-acha, the Chairman of the Board, presided over the Meeting; "**the Chairman**" greeted and thanked all the shareholders who attended the 2023 Annual General Meeting of Shareholders of Jaymart Public Company Limited on Tuesday, April 4, 2023. It was at 02:08 p.m.

There were 60 shareholders attending the Meeting in person, holding 64,188,307 shares, representing 4.40 percent of the total 1,457,319,589 shares.

There were 318 proxies attending the Meeting, holding 904,841,479 shares, representing 62.09 percent of the total 1,457,319,589 shares.

8 people registered online by themselves, holding 555,460 shares, representing 0.04 percent of the total 1,457,319,589 shares.

The quorum was 386 persons, holding 969,585,246 shares, representing 66.53 percent of the total shares sold, 1,457,319,589 shares, thereby constituting a quorum according to the Company's Articles of Association. The Chairman then declared the Meeting open.

Then, the moderator declared to the meeting that in order to comply with good corporate governance principles. Therefore, the Company invited a representative from minority shareholders to witness the vote counting at the voting point by asking shareholders to raise their hands and notify their names for recording in the meeting minutes.

However, there was no shareholder present to witness the vote counting.

Meeting Commenced

Agenda 1. To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2022

The Chairman asked the meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2022, held on September 29, 2022. The Company sent the minutes of such

meeting to the Stock Exchange of Thailand ("SET") and disclosed the minutes of the meeting to shareholders and general investors via the Company's website (<https://www.jaymart.co.th>).

The Board of Directors considered and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2022 held on September 29, 2022, as shown in Enclosure no.1.

Mr. Panya Chutisiriwong, the meeting moderator, asked the meeting whether there would be any shareholders wishing to ask questions or not.

The moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 1, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution

The Meeting considered and unanimously approved to certify the Minutes of the Extraordinary General Meeting of Shareholders No. 3/2022 as proposed in all respects, with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	904,841,479	366,218	969,396,004	100.00000
Disapproved	-	-	-	-	0.00000
Total	64,188,307	904,841,479	366,218	969,396,004	100.00000
Abstained	-	-	-	-	-
Voided Ballot	-	-	-	-	-

Agenda 2. To consider and acknowledge the Company's operating results for the year 2022

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the operating results of the Company for the year 2022 to the meeting.

The Company's operating results in the fiscal year ended December 31, 2022, to comply with good corporate governance, the Company would like to explain as follows. In 2022, the Company made a significant development, the Company's vision: Technology Investment Holding Company. In terms of performance, the details were as follows.

Total Revenue 2022

- Total revenue was 13,920 million baht, an increase of 2,127 million baht or 18% growth from the previous year, 2021.
- Revenue grew across all business segments, especially mobile and accessories distribution. Under the operation of Jaymart Mobile Co., Ltd., sales growth increased by 17%. Besides, rental income from rental area management of subsidiaries of JAS Asset Public Company Limited grew by 22% due to the ease of the situation of COVID 2019. In addition, the non-performing debt management business grew by more than 19%.

Total Cost 2022

- The total cost was 9,609 million baht, an increase of 19% from 2021. The increasing cost was the cost of products in the distribution in the mobile business of 17%, which grew according to the expansion of business sales, including the increased cost of services of non-performing debt management business. The cost from the insurance business was increased by 118%, arising from the insurance expenses due to COVID, which was a one-time fee.

Gross Profit 2022

- Gross profit was 4,311 million baht, an increase of 17% from 2021 due to sales growth in all business segments of subsidiaries.

Selling, General and Administrative Expense 2022

- Selling, general and administrative expense was equal to 2,278 million baht, an increase of 28% from 2021. It resulted from the group's return to normal business operations and expansion into growth segments, such as mobile phone distribution and non-performing debt management.

Net Profit (Attributable to Major Shareholders) 2022

- Net profit was 1,795 million baht, a 27% decrease from 2021. However, the Company had an extra profit from the capital increase in Singer Thailand Public Company Limited to a private placement worth 1,230 million baht in 2021 and an additional gain from the change in the investment proportion of KBJ Capital Co., Ltd. in the amount of 66 million baht. Therefore, excluding the items mentioned above, in 2021, the Company would grow by 53%.

Total Assets 2022

Total assets were equal to 55,401 million baht, an increase of 22% from 2019 or an increase of 10,122. It was due to increased cash and cash equivalents, investment in Joint Venture (JK AMC), investments in associated companies from previous investments in 2022, including a loan for the purchase of accounts receivable, and real estate increased investment in a subsidiary of JAS Asset Public Co., Ltd.

Total Liabilities 2022

- Total liabilities were 24,620 million baht, an increase of 33% from 2021 due to the Company issuing more debentures in the past year, 2022.

Shareholder's Equity 2022

- Shareholders' equity was 30,781 million baht, an increase of 15% from 2021 due to the rise in net profit, a surplus on changes in investments in associated companies, and increased advance share value. As a result, the Company had a debt-to-equity ratio of 0.80 times, an increase from 2021 that was 0.69 times.

In terms of the Company's ESG developments, last year, the Company had a framework for sustainable development of Jaymart Public Company Limited. In 2022, the Company prepared sustainability report to report on ESG performance by working with the Company's executives in setting the framework for the Company's sustainable development to set objectives and analyzing indicators in terms of ESG operations. The report on ESG performance in three dimensions in 2022 was as follows:

1. Corporate Governance Dimension
2. Social Dimension
3. Environmental Dimension

In addition, in the past year, the Company was supported by the Stock Exchange of Thailand to participate in the Care the Whale project in campaigning on waste management. Furthermore, there were the "Care the Whale Project" and "Care the Bear Project" to raise awareness among stakeholders about environmental issues, especially carbon emissions to the world's atmosphere. As a result, it received good

cooperation from various stakeholders. Finally, and most importantly, the Company gave importance to human resource development by organizing training courses related to work and recreational activities so that employees were happier at work and had good hygiene.

Next, the moderator invited Mr. Adisak Sukhumvitya, Chief Executive Officer, to provide the shareholders with direction on operational goals and essential plans for 2023.

Mr. Adisak Sukhumvitya, Chief Executive Officer, greeted the shareholders and discussed the direction and policy of the Company in the year 2023.

In the past year, 2022, the Company foresaw the investment in big companies and doing synergy together with the group of companies. For example, there was the investment in BNN Restaurant Group Co., Ltd. ("BNN") (Suki Tee Noi), worth 1,200 million baht, which would begin to recognize the return on investment after "Suki Tee Noi" was listed on the Stock Exchange of Thailand. Buriram Sugar Public Company Limited ("BRR"), Singer group would do business with 20,000 farmer households. Bangkok Dec-Con Public Company Limited ("BKD") would synergize with the Company in the future, such as developing real estate projects for rent with subsidiaries of JAM and JK and bringing NPA assets to be decorated for further development and sale in the future.

For 2023, the Company continued to look for suitable opportunities for new investments, which the Company thought could invest, increase the ecosystem, and help expand the Company's business group. Besides, we had to look at all the things that could be utilized or enhance the existing stuff for maximum benefit.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, asked if J Ventures Co., Ltd. had issued 100 million tokens and was sued by 2 cases and wanted the Company to clarify the reason and guidelines for solving problems that arose.

Chief Executive Officer, Mr. Adisak Sukhumvitaya, explained that the problem was separate from the Company. It was a matter between the token holder and the exchange. The Company was only a coordinator. Then, the person taking care of the tokens would explain further. The staff in charge of the token issue further clarified to the meeting that the holder transferred the tokens to the exchange but made a mistake. And after that, the token holder contacted the exchange but received no help. As a result, the token holder filed a lawsuit against both the exchange and the Company. The token holder asked the Company to help verify the information, and the Company confirmed that the token had been successfully transferred out of the Company's system. The Company performed its duties in this respect entirely and correctly in all respects.

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer, being a proxy of the Thai Investors Association, asked if, in addition to BNN Restaurant Group Co., Ltd. ("BNN") (Suki Tee Noi) that would be listed on the stock market, were there any other companies? What were the results of the Company's investment in associated companies and joint ventures, approximately 10 Companies? Which companies stood out the most? And which companies were in recovery?

Mr. Adisak Sukumvitaya, Chief Executive Officer, assigned Mr. Kittipat Chonlawut, Deputy Chief Executive Officer, to explain to the meeting.

Mr. Kittipat Chonlawut, Deputy Chief Executive Officer, clarified that in 2022; many companies were established, such as JGS Synergy Power Co., Ltd. (JGS) as a joint venture between Jay Mart, Gunkul and Singer, to do Solar Rooftop installation business. Currently, it has been operating for about one year. In the past year, the operating result still had little loss. Since it was the beginning of the investment, however, it was expected that in 2023 the Company would start recognizing profits. Jaydee Group Co., Ltd. was a joint venture between Jaymart and provincial dealers. It was a business selling electrical appliances of various brands in general, which was a highly competitive business. Currently, sales are increasing. BNN Restaurant Group Co., Ltd. ("BNN") (or Suki Tee Noi), in which the Company held 30 percent of shares; Suki Tee Noi's performance had always been profitable. In 2023, there were plans to submit information reports to the authorities. It was expected that BNN would be listed on the Stock Exchange of Thailand within 2024. As for Buriram Sugar Public Company Limited ("BRR"), the Company held no more than 10% of the shares. Last year, the turnover was over 700 million baht, and this year it still had a good turnover. Last month, the Company acquired 15% of shares in PRTR, doing business related to HR work. Last year's turnover was worth more than 200 million baht, and this year still had continuous good results. Overall, all of the businesses mentioned above showed promising results.

Mr. Jatuporn Pliencharoen, a shareholder attending the meeting via the online system, asked whether the Company planned to provide housing loans via the blockchain system or not. Due to there was the number of home loan borrowers who could not reach the bank, that would be another option for housing loans.

Mr. Panya Chutisiriwong, the moderator, explained that the Company invested in Avantis Laboratory (Thailand) Co., Ltd. (Avantis), a tokenized business in real estate, and invited related persons from J Ventures Co., Ltd. to explain further. The official of J Ventures Co., Ltd. informed the meeting that the Company had invested in Avantis, a specialist in real estate tokenization.

Mr. Suksan Pitahotara, a shareholder attending the meeting via the online system, inquired about the progress of the Virtual Bank.

Mr. Kittipat Chonlawut, Deputy Chief Executive Officer, provided details about Virtual Bank. The Bank of Thailand roughly announced the framework that there would be about three licenses for virtual banks. In addition, the Bank of Thailand extended the period for selecting companies that met all qualifications according to the criteria set by the Bank of Thailand. According to the Bank of Thailand's measures, the purpose of doing a Virtual Bank was to reach a group of customers who did not have a regular income, customers without collateral, and customers lacking the opportunity to access available financial services. Jaymart itself had an ecosystem in retail, finance, and technology (Retail, Finance, and Technology). KBJ Capital was doing personal loan business. Singer and SGC provided loans to unsecured and underserved customers, which would have the experience consistent with the objectives of doing Virtual Banking according to the criteria set by the Bank of Thailand. The Company has consulted with a financial advisor and legal advisor. It was in the process of studying to prepare a work plan and set a framework. If there were progress, the Company would report further.

A shareholder attending the meeting in person asked that, as Mr. Adisak Sukhumvitaya stated above, the Company had invested in Buriram Sugar Public Company Limited (“BRR”) by the Singer group to provide services and provide loans for the group of farmers. How was the progress? Was it as expected by the Company? What kind of synergy was investing in PRTR company engaging business related to HR work?

Mr. Adisak Sukhumvitaya, Chief Executive Officer, said that the Company had a team working together with BRR, where the Company had Mr. Kittipat Chonlawut as an executive in the working team. As for PRTR, Mr. Kittipat Chonlawut was the one who joined the negotiations. Therefore, Mr. Kittipat Chonlawut was asked to explain to the meeting.

Mr. Kittipat Chonlawut, Deputy Chief Executive Officer, declared that for BRR, Singer had issued a loan called "Ngoen Kieow," a short-term loan to farmers to use as production factors such as sugar cane and fertilizer. Then, when it was time to harvest the produce, the farmers would bring it back to sell to the BRR's factory. The Company would then deduct the money the farmers borrowed and send it to Singer. At present, more than 300 million baht in loans have been issued. The Company introduced various products of the group to sell to interested farmers to be able to purchase products and pay in installments. Currently, the Company has sales of about 5-10 million baht monthly. SGC also presented products related to vehicles, such as agricultural vehicles for sugarcane farmers. As for the investment in PRTR, PRTR came to help outsource

recruiting employees for the Company, such as debt accelerators, including the training of PRTR employees to supplement the matter of e-training in the part of BNN (Suki Tee Noi). After the Company acquired shares in PRTR, BNN (Suki Tee Noi) contracted with PRTR to hire payroll, outsource and recruit executives for BNN. Besides, J Ventures Co., Ltd. released HR Loan under "Pa Advance."

Mr. Jatuporn Pliencharoen, a shareholder attending the meeting via the online system, asked if other companies, such as Singer or other companies: if there was an opportunity to recognize a loss from investment in the income statement.

Mr. Panya Chutisiriwong, the moderator, explained that before the Company invested in other companies, the team had studied information, doing analysis, and data analysis to present to executives every time before investing in other companies. Therefore, the invested share price would depend based on each business.

The Chairman asked the meeting whether any shareholders wished to ask questions. However, there was no one asked questions. The Chairman then informed that the meeting had acknowledged the Company's operating results for the fiscal year ending December 31, 2022, which the auditor had already audited. This agenda was for acknowledgment. Therefore, no voting was required.

Resolution The Meeting considered and acknowledged the report on the Company's operating result for the year 2022 as proposed.

Agenda 3. To consider and approve the Company's financial statements for the year ended December 31, 2022

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the Company's financial statements for the year ended December 31, 2022 to the meeting.

In order to comply with the Public Company Limited Act B.E. 2535, Section 112, the Board of Directors must prepare the balance sheet (statement of financial position) and profit and loss statement at the end of the Company's fiscal year and must arrange for the auditor to examine the such balance sheet and profit and loss account before proposing to the Annual General Meeting of Shareholders for approval. Therefore, the Board of Directors arranged to prepare financial statements for the fiscal year ending December 31, 2022, audited by the auditor to be proposed to the Annual General Meeting of Shareholders, as prescribed by Section 112 of the Public Company Limited Act B.E. 2535.

The Board of Directors considered and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the statement of financial position and statement of comprehensive income ending December 31, 2022, and the auditor's report that was reviewed by the Audit

Committee and audited and certified by the Company's auditors. The details appeared in the 2022 annual report (Form 56-1 One Report) (The statement of financial position section) as shown in Enclosure no. 3.

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

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

The Chairman asked the meeting to consider and approve the Company's financial statements in the voting system for the fiscal year ending December 31, 2022. This agenda had to be approved by the majority of attending shareholders and cast their votes.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 3, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and unanimously approved to certify the Company's financial statements for the year ended December 31, 2022, as proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	64,188,307	904,841,479	361,418	969,391,204	100.00000
Disapproved	-	-	-	-	0.00000
Total	64,188,307	904,841,479	361,418	969,391,204	100.00000
Abstained	-	-	-	-	0.00000
Voided Ballot	-	-	-	-	-

Agenda 4. To acknowledge the interim dividend payment and consider approving the profits' allocation from the 2022 operating results

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to present details to the meeting to acknowledge the interim dividend payment from the first half of 2022 operating results and to approve the allocation of profits from the 2022 operating results at the rate of 1.11 baht per share, which already paid 0.45 baht per share. Therefore, the remaining amount would be paid at 0.66 baht per share in this period.

Since the Company had an excellent operating performance in 2022 from the numbers in the financial statements for the year ended December 31, 2022, which the auditor audited, the Company had a net profit from the consolidated financial statements for 2022 of 1,794,961,092 baht.

In this regard, the Company allocated legal reserves of 10 percent of the registered capital according to the regulations of the Company. Therefore, there was no need to set aside additional legal reserves in this Annual General Meeting of Shareholders.

The Company had the policy to pay dividends at the rate of not less than 50% of net profit after tax and legal reserve, mainly considering the consolidated financial statements (with additional conditions). In this regard, the Company's Board of Directors had the authority to consider exempting from the said policy or change such policy from time to time. However, it had to be under the condition that such action had to be in the best interest of the shareholders of the Company, for example, to use as a reserve for loan repayment, an investment to expand the Company's business, or in case of changes in market conditions, which might affect the Company's cash flow in the future. Besides, according to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 46 of the Company's Articles of Association, pay dividends from profits only. The dividends are prohibited if there are still accumulated losses.

The Company allocated profits and paid dividends in the form of cash from the Company's net profit according to its consolidated financial statements ending December 31, 2022, after deducting legal reserves, the total amount of not exceeding 1,615,464,983 baht or equivalent to a dividend payment rate of 1.11 baht/share. The details of dividend payment were as follows:

Dividend Details Proposed	Amount
Net profit after tax for the period 1 January - 31 December 2022 (consolidated financial statements)	1,794,961,092 baht
Net profit per share (1,426,952,481 shares at par value of 1.0 baht per share)	1.23 baht per share
<u>Cash dividend</u> payment from the net profit of 2022 operating results (90.0%)	
Equivalent to dividend payment per share (number of shares 1,426,952,481 shares at a par value of 1.0 baht per share)	1.11 baht per share
The Company has paid interim dividends for the first half of the year.	0.45 baht per share
Remaining dividend paid per share	0.66 baht per share
Total dividend paid calculated from current shares 1,457,319,589 shares (second half of the year)*	961,830,929

The Company already announced an interim dividend payment at the rate of 0.45 baht/share (from the first half of 2022 operating results) as of December 31, 2022, so there was still a dividend payment per share of 0.66 baht/share, or equivalent to a dividend payment at the rate of 0.45 baht/share. 90.0 percent, this was higher than the dividend payment rate in 2020 and 2021 that the Company previously paid at 79.3 percent and 89.5 percent, in line with the Company's dividend payment policy.

Comparison of dividend payout ratios for operating results from 2021 to 2022

List	2021	2022
1. Net Profit (Baht)	2,467,594,907	1,794,961,092
2. Legal reserve 10%	-	-
3. Number of paid-up shares (shares) *	1,382,213,768	1,426,952,481
4. Dividend per share (baht/share)	1.61	1.11
- <i>Interim dividend for the first 6 months (baht/share)</i>	0.55	0.45

- Dividend for the last 6 months (baht/share)	1.06	0.66
5. Total dividend paid (Baht)	2,208,497,442	1,615,464,983
6. Dividend payout ratio per net profit (%)	89.5	90.0

The Board of Directors considered and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider omitting the allocation as a legal reserve and approved the dividend payment from the operating results of the year 2022 for the period from 1 January 2022 to 31 December 2022 at the rate of 1.11 baht per share, which the Company already paid an interim dividend at the rate of 0.45 baht per share. Therefore, the remaining dividend would be paid at 0.66 baht per share, paid from the net profit in cash, and acknowledged the interim dividend payment.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 4, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and unanimously approved the acknowledgment of the interim dividend payment from the first half of 2022 operating results and approved the allocation of profits from the 2022 operating results for 1 January 2022 - 31 December 2022 at the rate of 1.11 baht per share. The Company already paid an interim dividend of 0.45 baht per share. The remaining dividend would be paid at the rate of 0.66 baht per share, as details proposed in all respects, with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	904,841,479	367,785	969,397,571	100.00000
Disapproved	-	-	-	-	0.00000
Total	64,188,307	904,841,479	367,785	969,397,571	100.00000
Abstained	-	-	94	94	0.00000
Voided Ballot	-	-	-	-	-

Agenda 5. To consider and approve the appointment of directors to replace those who retired by rotation for the year 2023

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the appointment of the directors for the year 2023 replacing of those who retire by rotation to the meeting.

In order to comply with good corporate governance principles, the moderator invited 2 directors who retired by rotation, namely Mrs. Manee Soonthornvatin and Mr. Suwit Kingkaew, to leave the meeting temporarily while waiting for the approval of the appointment of directors to replace the retired directors for the year 2023.

Mr. Panya Chutisiriwong, the meeting moderator of the Company, informed the Chairman and the meeting that this agenda would be divided into 2 sub-agenda to comply with good corporate governance principles. The Company would vote separately for each agenda. Accordingly, it would be divided into Agenda 5.1 and 5.2, respectively.

According to the Public Company Limited Act B.E. 2535 Section 71 and the Company's articles of association Item 18, requires that at least one-third (1/3) of the number of directors shall vacate office at every Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. At the 2023 Annual General Meeting of Shareholders, the following directors would retire by rotation:

List of Directors

Position

(3) Mrs.Manee Soonthornvatin

Director

(4) Mr. Suwit Kingkaew

Independent Director

The appointment of directors to replace those retiring by rotation was carefully considered following the nomination process specified by the Company. The Nomination and Remuneration Committee considered the suitability that would be most beneficial to the business and operations of the Company according to the composition of the directors and knowledge management experience, including expertise and qualifications according to the relevant rules and regulations. Therefore, the Nomination and Remuneration Committee proposed to re-elect the two directors who retired by rotation to be in office for another term. In addition, the Nomination and Remuneration Committee considered that the person nominated as an independent director would be able to express opinions on the Company's operations independently and is qualified following relevant laws and regulations relating to independent directors as detailed biographies of both persons appearing in Enclosure no. 5. Therefore, the Board of Directors deemed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the re-election of directors who retired by rotation to be in office for another term.

Shareholding information of the directors nominated for re-election in this time

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mrs. Manee Soonthornvatin	* 858,676	0.06%	0.06%
2. Mr. Suwit Kingkaew	789,790	0.05%	0.05%

*Note: Number of shares, book closing information as of December 30, 2022

The directors nominated for re-appointment were not executives in other companies that might cause conflicts of interest or is in business competition with the Company.

The Company announced on its website and through the news system of the Stock Exchange of Thailand to provide an opportunity for shareholders to nominate a person to be considered for election as a director of the Company at the 2023 Annual General Meeting of Shareholders between 4 November 2022 and 31 January 2023 following the principles of corporate governance good performance of listed companies. However, upon the expiration of the period specified by the Company, it appeared that no shareholder nominated a person to be elected as the Company's director at all.

The Board of Directors (excluding interested directors) conducted the nomination by considering the qualifications as specified in the law, the Company's Articles of Association, relevant requirements, and composition of the Board of Directors (Skill Matrix), qualifications, skills, experience, expertise as appropriate that would be of the most significant benefit to the Company's operation and through a careful screening process. The Company's directors, who had to retire from positions 1 to 2, including two persons, were qualified for the Company's business. Therefore, nominating the 1st to 2nd committee members to be re-elected for another term was deemed appropriate. Mr. Suwit Kingkaew, nominated as an independent director,

possesses complete independence according to the definition of an independent director of the Company according to relevant laws (Details appeared in Enclosure no. 8) who could give opinions independently and follow relevant rules. In addition, both persons did not hold positions as directors or executives in other businesses that might cause conflicts of interest with the Company.

Therefore, it was deemed to propose to the 2023 Annual General Meeting of Shareholders to consider re-appointing the two directors to serve for another term.

Agenda 5.1 Mrs.Manee Soonthornvatin The meeting was asked to consider voting. This agenda needed to be approved by a majority vote of the shareholders attending the meeting and eligible to vote.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting.

When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and unanimously approved the appointment of the directors for the year 2023 replacing of those who retired by rotation to resume her position for another term, with the following votes:

Agenda 5.1 Mrs.Manee Soonthornvatin was re-appointed as a director with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	882,804,152	361,818	947,354,277	97.72668
Disapproved	-	22,037,327	-	22,037,327	2.27332
Total	64,188,307	904,841,479	361,818	969,391,604	100.00000
Abstained	-	-	4,400	4,400	0.00000
Voided Ballot	-	-	-	-	-

Agenda 5.2 Mr. Suwit Kingkaew The meeting was asked to consider voting. This agenda needed to be approved by a majority vote of the shareholders attending the meeting and eligible to vote.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting.

When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and unanimously approved the appointment of the directors for the year 2023 replacing of those who retired by rotation to resume his position for another term, with the following votes:

Agenda 5.2 Mr. Suwit Kingkaew was re-appointed as an independent director with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	873,886,342	363,385	938,438,034	96.80674
Disapproved	-	30,955,137	94	30,955,231	3.19326
Total	64,188,307	904,841,479	363,479	969,393,265	100.00000
Abstained	-	-	4,400	4,400	0.00000
Voided Ballot	-	-	-	-	-

After the agenda was considered, the meeting moderator invited Mrs.Manee Soonthornvatin and Mr. Suwit Kingkaew back to the meeting as usual for consideration in the next agenda.

Agenda 6. To consider and approve the director's remuneration for the year 2023

The Chairman assigned Mr. Panya Chutisiriwong, the Company's meeting moderator, to propose the details of directors' remuneration for 2023 to the meeting.

According to the Public Company Limited Act B.E. 2535 Section 90 and the Company's articles of association Item 33, directors are entitled to receive remuneration in the form of reward, meeting allowance, commission, bonus, or any other form of compensation according to the articles of association or as determined by the shareholders' meeting. The amount of remuneration may be fixed or outlined and from time to time or indefinitely until further notice. Directors may also be entitled to per diem and welfares according to the Company's regulation.

Appropriate determination of remuneration for directors was considered one of the principles of good corporate governance to protect the interests of shareholders and motivate them, including retaining directors who could work for the Company. Accordingly, the Board of Directors would formulate a policy and criteria for determining remuneration for directors that were in line with the duties and responsibilities of the directors by considering information in terms of forms and the amount of remuneration for directors compared to those in the same industry group, similar income, and companies with a market capitalization in the same group.

The remuneration of the Board of Directors for 2023 would be presented to the shareholders' meeting for approval in the form of quarterly remuneration (4 times per year) and meeting allowance for meetings in excess of 8 times per year. Besides, in 2023, the Company made comparative data referring to the 2022 Director Compensation Survey Report of the Research and Development Department of the Thai Institute of Directors (IOD) found that the remuneration of directors as the Company determined within the median criteria and at a rate close to the overall average of the market.

The Board	2023 (Proposed Year)
	remuneration/ person/month
Board of Directors	
Chairman of the Board	50,000
Vice Chairman of the Board	40,000
Director	30,000
Audit Committee	
Chairman of the Audit Committee	50,000
Member of the Audit Committee	30,000
Nomination and Remuneration Committee	-None-

The Board of Directors considered and deemed it appropriate for the Annual General Meeting of Shareholders to consider approving the directors' remuneration for the year 2023 in the amount not exceeding 5,000,000 baht without any other benefits by paying in the form of monthly compensation at the same rate as approved by the 2022 Annual General Meeting of Shareholders. It followed as proposed by the Nomination and Remuneration Committee, which considered the suitability from the scope of duties and responsibilities of the Board of Directors, the Company operating results, including taking into account the suitability in various respects such as the success and growth of the Company, which resulted in more duties of the Board of Directors and subcommittees and was approved by the Board of Directors.

The Board of Directors and sub-committees did not receive any benefits other than the remuneration detailed above. The details of the scope of duties and responsibilities of the Company's Board of Directors and sub-committees appeared in the Annual Report (Form 56-1 One Report) under Section 2 part 2.2 Management and Corporate Governance.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 6, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and approved the director's remuneration for the year 2023 by not less than two-thirds (2/3) of the total number of votes of shareholders attending the meeting as proposed in all respects, with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	904,841,479	363,479	969,393,265	99.99955
Disapproved	-	-	-	-	0.00000
Abstained	-	-	4,400	4,400	0.00045
Total	64,188,307	904,841,479	367,879	969,397,665	100.00000
Voided Ballot	-	-	-	-	-

Agenda 7. To consider and approve the appointment of auditors and their remuneration for the year 2023

The Chairman assigned Mr. Panya Chutisiriwong, the Company's meeting moderator, to propose the details of the appointment of the auditor and the determination of the auditor's remuneration for the year 2023 to the meeting.

According to the Public Company Limited Act B.E. 2535 Section 120 and the Company's articles of association Item 41, it is required that the Annual General Meeting of Shareholders shall appoint the auditor(s) and fix their remuneration yearly. The former auditor(s) may be re-appointed.

Besides, the Capital Market Supervisory Board notification requires that the Company rotate its auditor if that auditor has rendered his/her service for seven consecutive accounting periods. Such rotation needs not to change the audit firm as the latter may nominate its other auditors to assume the former auditor's duties. However, the Company may re-appoint any auditor to resume his/her function only when the period of five consecutive accounting periods has elapsed since his/her last rotation.

For the year 2023, the Audit Committee considered the auditors' qualifications by considering both in terms of quality (Performance), which was based on experience, qualifications of auditors, and the price (Price). As a result, it was of the opinion that the auditors from EY Office Company Limited ("EY") were reliable audit firms with good performance, sufficient personnel, and knowledge. Therefore, the Audit Committee gave the opinion to the Board of Directors to propose to the shareholders to approve the appointment of EY as the Company's audit firm and its subsidiaries. Besides, it was deemed appropriate to appoint one of the following persons from EY to be the Company's auditor and express an opinion on the Company's financial statements for 2023.

1. Ms. Wanwilai Phetsang, CPA No. 5315, or
2. Ms. Rosaporn Decharkom, CPA No. 5659, or
3. Ms. Sumana Punpongsanon, CPA No. 5872, or
4. Ms. Bongkot Kriangphanamorn, CPA No.6777, or
5. Ms. Orawan Techawatanasirikul, CPA No. 4807, or

6. Ms. Saranya Pludsri, CPA No. 6768, or
7. Mrs. Nummon Kerdmongkhonchai, CPA No.8368, or
8. Ms. Wilaiporn Chaowiwatkul, CPA No.9309

Suppose the auditors mentioned above can't perform their duties. In that case, EY Office Limited shall assign other certified auditors of the firm to audit and express opinions on the Company's financial statements in place of such auditors.

The audit fee and quarterly review fees of the Company and its subsidiaries for the year 2023 were proposed to be determined in the total amount of 22,242,500 baht as suggested by the Audit Committee that appropriately reviewed, and the Board of Directors approved. Accordingly, the auditor's remuneration was as follows:

Comparison of auditor's remuneration from 2022 to 2023 **(Unit: Baht)**

Audit/review of the Company's financial statement	2022	2023	%
Jay Mart Public Company Limited	2,325,000	3,130,000	34.62
Subsidiaries	15,773,500	19,112,500	21.17
Other service fees	Actually paid	Actually paid	Actually paid
Total	18,098,500	22,242,500	22.90

The audit fee and the quarterly review fee of the Company were in the amount of 3,130,000 baht, an increase of 34.62% from 2022. If including subsidiaries, the quarterly review fee of the Company and its subsidiaries for 2023 was 22,242,500 baht, an increase of 22.90 percent from 2022, excluding other expenses (actual payment).

In this regard, the audit fee for the part of the Company and its subsidiaries was increased from the previous year due to the expansion of operations in additional businesses related to increased business investment, including operations related to digital asset transactions.

The Chairman asked the meeting whether any shareholders wished to ask questions.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by the majority of attending shareholders and cast their votes.

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 7, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. The deadline for voting was now over. Therefore, we would like to close the voting on this agenda. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and unanimously approved the appointment of auditors and their remuneration for the year 2023 as proposed in all respects, with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	899,695,779	363,479	964,247,565	99.46918
Disapproved	-	5,145,700	-	5,145,700	0.53082
Total	64,188,307	904,841,479	363,479	969,393,265	100.00000
Abstained	-	-	4,400	4,400	0.00000
Voided Ballot	-	-	-	-	-



Agenda 8. To consider and approve the change of company name from Jay Mart Public Company Limited to Jay Mart Group Holdings Public Company Limited and approve the amendment of Clause 1 of the Company's Memorandum of Association to be consistent with the change of the Company's name

The Chairman declared to the meeting that to be consistent with the Company's vision and business expansion. Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the change of the Company's name from Jay Mart Public Company Limited to Jay Mart Group Holdings Public Company Limited, the Company's seal, and the Company's regulations as well as amending Clause 1 of the Company's Memorandum of Association to be consistent with the change of the Company's name. The details were as follows:

1. Change of the Company name as follows:

	Former name	Proposed change
Thai	บริษัท เจ มาร์ท จำกัด (มหาชน)	บริษัท เจมาร์ท กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน)
English	JAY MART Public Company Limited	Jaymart Group Holdings Public Company Limited

2. Change of the Company seal to be consistent with the change of the Company's name as follows:



Former name	Proposed change
 <p>JAY MART บริษัท เจ มาร์ท จำกัด (มหาชน) JAY MART Public Company Limited</p>	 <p>Jaymart GROUP บริษัท เจมาร์ท กรุ๊ป โฮลดิ้งส์ จำกัด (มหาชน) Jaymart Group Holdings Public Company Limited</p>

3. Amendment to Clause 1 of the Company's Memorandum of Association to be consistent with the change of the Company's name. In this regard, cancel the original statement and use the following information instead.

Clause 1. The Company name is "Jaymart Group Holdings Public Company Limited"

English name, "Jaymart Group Holdings Public Company Limited"

4. Amendment to the Articles of Association of the Company to be consistent with the change of the Company's name, the Company seal, and to comply with the law on public limited companies as amended. The details appeared in the new draft of the Company's Articles of Association (only the revised part), as shown in Enclosure no.6.

Existing Regulations	Proposed Regulations
Article 1 .This regulation shall be called Articles of Association of Jay Mart Public Company Limited	Article 1 .This regulation shall be called Articles of Association of Jaymart Group Holdings Public Company Limited,
Clause 2 :In these Articles of Association, the term "Company" refers to Jay Mart Public Company Limited. In these Articles, "law" refers to the law governing public limited companies, including securities and exchange laws and other relevant law	Clause 2 :In these Articles of Association, the term "Company" refers to Jaymart Group Holdings Public Company Limited. In these Articles, "law" refers to the law governing public limited companies, including securities and exchange laws and other relevant laws.
Article 51 .The Company's seal shall be used as affixed herein. 	Article 51 .The Company's seal shall be used as affixed herein. 

The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the change of the Company's name from Jay Mart Public Company Limited to Jay Mart Group Holdings Public Company Limited and approve the amendment of the Company's Memorandum of Association Clause 1 to be consistent with the change of the Company's name.

In this regard, the Board of Directors, Executive Board of the Company, or people assigned by the Board of Directors and/or the Executive Board of the Company to have the authority to proceed with the amendment of the Memorandum of Association, the article of associations mentioned above, including having the power to take any action as necessary and in connection with such action as it deemed appropriate to comply with the law regulations and the interpretation of relevant government agencies, as well as according to the instructions or orders of the registrar or officials.

Therefore, the meeting was asked to consider and make inquiries.

Mr. Panya Chutisiriwong, the moderator, informed the criteria and method of inquiry for attending the electronic meeting (E-AGM) to the meeting.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote.

Mr. Panya Chutisiriwong, the moderator, said to the meeting that anyone who disapproved, please raise your hand for the staff to collect ballots. And for attending the electronic meeting (E-AGM) before voting in Agenda 8, shareholders had to verify their identity again.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and approved a resolution of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote to approve the change of company name from Jay Mart Public Company Limited to Jay Mart Group Holdings Public Company Limited and the amendment of Clause 1 of the Company's Memorandum of Association; amendment of the Company's articles of association and its seal to be consistent with the change of the Company's name, including approving assignments according to the details that proposed in all respects, with the following votes:

	Number of Votes Cast (1 Share per 1 Vote)				
Resolution	Present	Proxies	Online	Total	%
Approved	64,188,307	903,715,779	367,879	968,271,965	99.88388
Disapproved	-	1,125,700	-	1,125,700	0.11612
Abstained	-	-	-	-	0.00000
Total	64,188,307	904,841,479	367,879	969,397,665	100.00000
Voided Ballot	-	-	-	-	-

Agenda 9. To consider and approve the amendment of the Company's Articles of Association to be in line with the change of the Company's name, and the Company seal and to comply with the law on public limited companies with additional amendments

The Chairman proposed to the meeting that in order to make the Articles of Association of the Company comply with the amended Public Limited Companies Act, the Board of Directors' Meeting,



therefore, resolved to amend the Company's Articles of Association No. 1, 2, 25, 28, 32, 35, 36, 37, 38, 46, 53 and amend the numbering of the new Articles. The details were as follows:

Existing Regulations	Proposed Regulations
Article 1. This regulation shall be called Articles of Association of Jay Mart Public Company Limited	Article 1. This regulation shall be called Articles of Association of Jaymart Group Holdings Public Company Limited,
<p>Clause 2: In these Articles of Association, the term "Company" refers to Jay Mart Public Company Limited.</p> <p>In these Articles, "law" refers to the law governing public limited companies, including securities and exchange laws and other relevant laws.</p>	<p>Clause 2: In these Articles of Association, the term "Company" refers to Jaymart Group Holdings Public Company Limited.</p> <p>In these Articles, "law" refers to the law governing public limited companies, including securities and exchange laws and other relevant laws.</p>
<p>Article 25. Meetings of the Board of Directors shall be summoned by the Chairman of the Board. If a request is made by at least two directors for a summons of a meeting of the Board of Directors, the Chairman of the Board or the person entrusted shall fix the meeting date within fourteen days as from the requested date.</p>	<p>Article 25. Meetings of the Board of Directors shall be summoned by the Chairman of the Board.</p> <p>When there is a reasonable cause or to protect the rights or benefits of the Company, at least two directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. The subject and reason to be proposed to the meeting must also be specified. In such a case, the Chairman shall call and fix the meeting date within fourteen days from the requested date.</p> <p>In case the Chairman fails to comply under paragraph two, the directors may jointly call and fix a meeting of the Board of Directors to consider the requested matter within fourteen days from the date of expiration of the period under paragraph two.</p> <p>If the Chairman is absent for any reason, the Vice Chairman shall call the meeting of the Board of Directors. If the Vice Chairman is absent for any reason, at least two directors may jointly call a meeting of the Board of Directors.</p>
<p>Article 28. In summoning a meeting of the Board of Directors, the Chairman of the Board or the person entrusted shall send a written notice summoning a meeting to directors not less than seven days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the Company, a summons of a meeting may be notified by other means and an earlier date of the meeting may be fixed.</p>	<p>Article 28. In summoning a meeting of the Board of Directors, the chairman or a person assigned by him shall send a notice of the meeting to the directors not less than three days prior to the date of the meeting. Unless it is urgently necessary to protect the benefits of the company. The meeting may be notified by electronic means or by any other means and the date of the meeting may be set earlier. The proceedings under the first paragraph may be replaced by means of advertising through electronic media in</p>

Existing Regulations	Proposed Regulations
	accordance with the rules prescribed by the Registrar.
<p>Article 32. The Board of Directors must meet at least once every three months at the locality where the principal business office of the Company is located or in a nearby province, unless the articles of association of the Company require meetings to be held elsewhere and by how as determined by the Chairman or the person entrusted.</p> <p>Meetings of the Board of Directors or sub-committees of the Company may be held via electronic media means in compliance with the law as prescribed.</p>	<p>Article 32. The Board of Directors must meet at least once every three months at the locality where the principal business office of the Company is located or in a nearby province, unless the articles of association of the Company require meetings to be held elsewhere and by how as determined by the Chairman or the person entrusted.</p> <p>Meetings of the Board of Directors or sub-committees of the Company may be held via electronic media means in compliance with the law governing electronic meetings. In such a case, the head office of the Company shall be deemed to be the meeting place.</p>
<p>Article 35. The Board of Directors must cause an annual general meeting of shareholders to be held within four months as from the date on which the accounting year of the Company ends.</p> <p>Meetings of shareholders other than the one under paragraph one shall be called “extraordinary meetings”.</p> <p>The Board of Directors may summon an extraordinary meeting whenever it deems appropriate. Or one or more shareholders holding shares in the aggregate number of not less than ten percent of the total number of shares sold, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within fifteen days as from the date of receipt the written request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the date under paragraph three. In this regard, the meeting shall be deemed as the Shareholders’ Meeting called by the Board of Directors. The Company</p>	<p>Article 35. The Board of Directors must cause an annual general meeting of shareholders to be held within four months as from the date on which the accounting year of the Company ends.</p> <p>Meetings of shareholders other than the one under paragraph one shall be called “extraordinary meetings”.</p> <p>The Board of Directors may summon an extraordinary meeting whenever it deems appropriate. Or one or more shareholders holding shares in the aggregate number of not less than ten percent of the total number of shares sold, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within fifteen days as from the date of receipt the written request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the date under paragraph three. In this regard, the meeting shall be deemed as the Shareholders’ Meeting called by the Board of Directors. The Company</p>

Existing Regulations	Proposed Regulations
<p>shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph four is not constitute a quorum as prescribed in Article 38, the shareholders under paragraph four shall jointly responsible to the Company for expenses incurred from such meeting.</p> <p>The Company's shareholder meeting shall be held in the locality where the principal business office of the Company is located or in a nearby province or any other place as determined by the Board of Directors.</p> <p>The Company's shareholder meeting may be held via electronic means by complying with the laws as prescribed.</p>	<p>shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.</p> <p>In case the meeting summoned by such shareholders under paragraph four is not constitute a quorum as prescribed in Article 38, the shareholders under paragraph four shall jointly responsible to the Company for expenses incurred from such meeting.</p> <p>The Company's shareholder meeting shall be held in the locality where the principal business office of the Company is located or in a nearby province or any other place as determined by the Board of Directors.</p> <p>The Company's shareholder meeting may be held via electronic media means in compliance with the law governing electronic meetings.</p> <p>In such a case, the head office of the Company shall be deemed to be the meeting place.</p> <p>In the case where the shareholders call the meeting by themselves under paragraph four, a shareholder calling a meeting may send a meeting invitation to shareholders by electronic means if such shareholder has informed the intention or given consent to the Company or the Board of Directors as specified in Article 53.</p>
<p>Article 36. In summoning a meeting of shareholders, the Board of Directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.</p>	<p>Article 36. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.</p> <p>The proceedings under paragraph one may be replaced by means of advertising through</p>

Existing Regulations	Proposed Regulations
	electronic media per the rules prescribed by the Registrar.
Article 37. A shareholder may appoint another person as a proxy for attending and voting at the meeting. However, the proxy must be written in writing per the form prescribed by the Registrar. The proxy shall be submitted 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.	Article 37. A shareholder may appoint another person as a proxy for attending and voting at the meeting. However, the proxy must be written in writing per the form prescribed by the Registrar. The proxy shall be submitted 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. The proxy under paragraph one may be performed by electronic means instead. However, it must use a safe and reliable method that the shareholder makes the proxy. It shall follow the criteria prescribed by the Registrar.
Article 38. At a meeting of shareholders, the presence of not less than twenty five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum. When one hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven days prior to the meeting. At this later, a quorum as prescribed is not compulsory.	Article 38. At a meeting of shareholders, whether through physically attend or electronic media , the presence of not less than twenty five shareholders and their proxies (if any) or not less than one half of the total number of shareholders, with the aggregate number of shares of not less than one-third of the number of shares sold, is required to constitute a quorum. When one hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified, if such meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders not less than seven days prior to the meeting. At this later, a quorum as prescribed is not compulsory.
Article 46. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid. Unless in the case of preferred shares specified otherwise by the Articles of Association. Dividends are divided equally according to the number of shares. The Board of Directors may, from time to time, pay interim dividends to shareholders when it is	Article 46. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid. Unless in the case of preferred shares specified otherwise by the Articles of Association. Dividends are divided equally according to the number of shares. The Board of Directors may, from time to time, pay interim dividends to shareholders when it is

Existing Regulations	Proposed Regulations
apparent that the Company has such reasonable profits as to justify such payment. When dividends have been paid, the Board of Directors shall report to the shareholders' meeting or the Board of Directors for a resolution, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper.	apparent that the Company has such reasonable profits as to justify such payment. When dividends have been paid, the Board of Directors shall report to the shareholders' meeting or the Board of Directors for a resolution, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper or through electronic media per the rules prescribed by the Registrar.
Article 51. The Company's seal shall be used as affixed herein. 	Article 51. The Company's seal shall be used as affixed herein. 
Article 53. - Promoted to Article 54.-	contains a new Article 53 as follows: Article 53. In the event that the company or the board of directors has a duty to deliver letters or documents under the Public Limited Companies Act B.E. 2535 (including any amendments) to directors, shareholders or creditors of the company. If such person has notified the intention or consented to send the letter or document by electronic means The company or the board of directors may send such letter or document by electronic means in accordance with the rules prescribed by the Registrar.
Article 53. - Article 61. Same order.	Article 54. - Article 62. Amend the new number.

In this regard, the Board of Directors, Executive Board of the Company, or people assigned by the Board of Directors and/or the Executive Board of the Company to have the authority to proceed with the amendment of the Memorandum of Association, the article of associations mentioned above, including having the power to take any action as necessary and in connection with such action as it deemed appropriate to comply with the law regulations and the interpretation of relevant government agencies, as well as according to the instructions or orders of the registrar or officials.

Therefore, the meeting was asked to consider and make inquiries.

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote.

Mr. Panya Chutisiriwong, the moderator, said to the meeting that anyone who disapproved, please raise your hand for the staff to collect ballots. And for attending the electronic meeting (E-AGM) before voting in Agenda 9, shareholders had to verify their identity again.

In voting, the shareholders were requested to press the pin to enter the voting system via Application Block chain AGM Voting. If anyone disapproves or abstains, please press vote on the Disapprove or Abstain button. Shareholders, who approve, please press vote on the Approve button.

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. When you finish voting, please back to the Application Zoom Meeting to continue watching the video and audio of the meeting.

Resolution The Meeting considered and approved a resolution of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and eligible to vote to approve the amendment of the Company's Articles of Association No. 1, 2, 25, 28, 32, 35, 36, 37, 38, 46, 53 and amend the numbering of the new Articles as details proposed in all respects, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	64,188,307	903,715,779	367,879	968,271,965	99.88388
Disapproved	-	-	-	-	0.00000
Abstained	-	1,125,700	-	1,125,700	0.11612
Total	64,188,307	904,841,479	367,879	969,397,665	100.00000
Voided Ballot	-	-	-	-	-

Agenda 10. To consider and approve other matters (if any)

The Chairman asked the meeting if anyone would propose other matters or inquire to consider further.

Mr. Panya Chutisiriwong, the moderator said to the meeting that for Electronic Meeting Attendance (E-AGM):

If shareholders wish to ask questions by typing a message, they can do the following:

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

In case the shareholders wish to ask questions by discussion, they can do as follows:

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

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

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer and a proxy of the Thai Investors Association, asked what aspects of the risk the Company looked at. And as it appeared in newspaper news, the issue of selling Big Lot shares, which was an issue that might affect the stock price and investor confidence. Therefore, he asked the executives to clarify such issues.

Mr. Adisak Sukhumvitaya, Chief Executive Officer, clarified the risks of the group of companies as follows; Risk 1: COVID unlocking from the Bank of Thailand, some companies in the group might be affected in such matters. Risk 2: The overall picture of the economy in Thailand was still a concern. As for the news issue of the sale of Big Lot shares, it prevented the stock price from falling exaggeratedly. Besides, the original shareholders did not leave the Company in any way because it was a beloved business and established by themselves.

Ms. Nuchanart Pangchana, a shareholder attending the meeting via the online system, suggested that in the case of E-AGM, to verify identity for the meeting could use a copy of the ID card with a cross written to attach and send to verify identity, which initially refused. A copy of the original ID card was required. The matter of ID cards was significant according to the PDPA law. Therefore, she disagreed with going to the Jaymart shop and putting an ID card into the shop's machine to Dip Chip the information. Thus, she asked to offer another way of information not to allow the card to be inserted into the machine.

Mr. Panya Chutisiriwong, the moderator, said that the matter was taken into consideration to improve whether the system could be improved or not, and this system had to comply with the standard regulations of ETDA as well.

A shareholder attending the meeting via the online system inquired about the progress of cooperation between JK AMC and business expansion plans amid rising bad debts.


Mr. Panya Chutisiriwong, the moderator, clarified that Mr. Suthirak Trichira-Arporn, Chief Executive Officer of JMT Network Services Public Company Limited, already declared that JK AMC was established, a joint venture between J Asset Management Company Limited, which was a subsidiary under the management of JMT Co., Ltd., in collaboration with Kasikornbank Business Group with registered and paid-up capital of 10,000 million baht. Over 70,000 million baht has been purchased to manage and collect the debt. Last year, the profit was 197 million baht; this year, it could still make good profits.


Mr. Pornprom Phakpiam, a shareholder attending the meeting via the online system, inquired about the Company's direction to become a Holding Company.

Mr. Adisak Sukhumvitaya, Chief Executive Officer, clarified that from the first day of starting a business, he always had the idea of expanding the business through our methods, unlike others. Therefore, business development was intended to be done, and that happened because of the intention and brought technology to help drive business. Consequently, it was the origin of the business in the form of a holding company.

Since no one proposed other matter to be discussed, the Chairman then asked all shareholders to deliver the signed ballots to the Company's employees to be recorded and kept as further evidence. Finally, the Chairman appreciated the meeting and declared the meeting closed.

The Meeting was adjourned at 03.40 p.m.

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

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

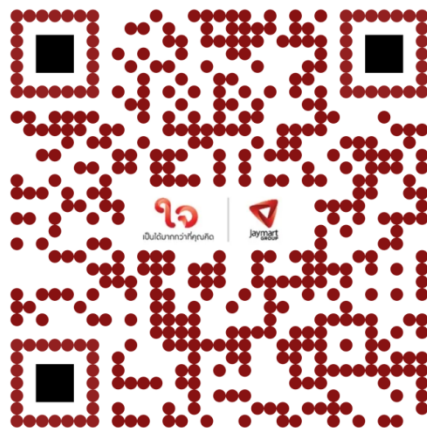
Enclosure No. 2

QR Code for downloading
The invitation to the Annual General Meeting of Shareholders for the fiscal year 2024



Enclosure No. 3

QR Code for downloading
The Annual Report Form 56-1 One Report and the financial statements for the fiscal year 2023



Enclosure No. 4

Director Nomination Criteria

There are two directors who must retire by rotation.

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

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

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

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mr.Somsak Nontakanok	*0	0%	-None-
2. Mrs.Chitkasem Moo-Ming	*0	0%	-None-

* Note: Number of shares, book closing information as of 28 December 2023

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

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

List of Persons Nominated as Directors	No. of Shares	%	Voting Rights
1. Mr.Somsak Nontakanok	*0	0%	-None-
2. Mrs.Chitkasem Moo-Ming	*0	0%	-None-

* Note: Number of shares, book closing information as of 28 December 2023

Enclosure No. 5

**Brief profile and related information of the candidate for the director position
to replace those who retire by rotation**

Name - Surname: Mr.Somsak Nontakanok

Current Positions on the Company's Board: Independent Director /Audit Committee

Type of director Appointment: Independent Director /Audit Committee

Age: 67



Education qualification

1978	B.E. (Accounting)	Thammasat University
1981	Certificate of Accounting	Thammasat University
1987	Master of Accounting	Thammasat University
1999	MBA (Finance)	Manchester University, UK
2008	CAIA	Chartered Alternative Investment Analyst
2010	FRM	Global Association of Risk Professional

Director Accreditation Program organized by the Thai Institute of Directors Association (IOD)

2015	CGI 5/2015 Corporate Governance for Capital Market Intermediaries, Thai IOD
1999	Company Director Course, Singapore Institution of Directors

Past Experience :

2017 – Present	Director/Independent Director /Audit Committee	Jaymart Group Holdings PCL.
2013 – Present	Lecturer	Siam University
2010 – 2013	Lecturer	Mahidol University

Current Director Positions

Listed Companies on the Stock Exchange of Thailand:

-None-

Non-Listed Companies: (1 companies)

Lecturer Siam University

Number of terms of being the Company's director: 2017 – Present 6 years (2 terms)

If elected to this position, she will hold the position for another 3 years, a total of 9 years.

Number of terms of being the Independent Director: 2017 – Present 6 years (2 terms)

If elected to this position, she will hold the position for another 3 years, a total of 9 years.

Holding of Company Securities

Shareholding proportion of the Company:

Jaymart Group Holdings Public Company Limited 0.00% (0 shares)

Shareholding proportion of affiliated companies:

JAS Asset Public Company Limited 0.00% (0 shares)

JMT Network Services Public Company Limited 0.00% (0 shares)

Attendance the Board of Directors Meeting in 2023

- Board of Directors: 10/10 times (equivalent to 100.00%)

Attendance the Sub-committee remuneration Meeting in 2023

- Audit Committee: 4/4 times (equivalent to 100.00%)

Special interest in this meeting:

Agenda 6 Consideration of approving the remuneration of the Board of Directors for the fiscal year 2024.

Positions in businesses that compete with/related to the Company's business that may cause a conflict of interest: None

Family relationship among other directors, executives, or major shareholders of the Company or its subsidiaries: None

Qualified as a director according to the laws and do not have prohibited characteristics according to the notification of the Capital Market Supervisory Board: Yes

Illegal record in the past 10 years: None

The significant business relationship that may cause the inability to act independently: None

Having special interests that are different from other directors: None

Information for considering the election of independent directors

(Having interests in the company/parent Company/subsidiaries/associated companies or juristic persons that may have conflicts at present or in the past 2 years)

Being a director who is involved in the management, staff, employee, or consultant who receives regular salary: No

Being a professional service provider (e.g., auditor, legal advisor, financial advisor): No

The significant business relationship that may affect the inability to act independently: None

Being a business operator or a director who is involved in the management, employee, staff, or consultant who receives a regular salary or holds more than one percent of the total number of shares with voting rights of any business which has the same nature and is in significant competition with the business of the Company, or its subsidiaries: No

Enclosure No. 5

Brief profile and related information of the candidate for the director position to replace those who retire by rotation

Name - Surname: Mrs.Chitkasem Moo-Ming

Current Positions on the Company's Board: Director

Type of director Appointment: Director

Age: 48



Education qualification

Bachelor's degree, Finance and Banking, Chulalongkorn University.
Master of Business Administration (MBA), Finance and Strategy,
University of North Carolina at Chapel Hill, USA.

Director Accreditation Program organized by the Thai Institute of Directors Association (IOD)

2012	Company Secretary Program (CSP)	Thai Institute of Directors Association
2014	Director Certification Program (DCP)	Thai Institute of Directors Association

Work history in the past 5 years

2021 – present	Director	Jaymart Group Holdings PCL.
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Listed Companies on the Stock Exchange of Thailand:

2019 – present,	Risk Management Committee Member	VGI PCL.
2016 – Present:	Service Committee Member and Chief Financial Officer	VGI PCL.
2016 – 2016:	Deputy Managing Director, Finance and Accounting Department	Oishi Group PCL.
2013 – 2016:	Secretary	Oishi Group PCL
2013 – 2016:	Assistant Managing Director, Finance and Accounting	Oishi Group PCL.
2012 – 2016:	Risk Management Committee Member	Oishi Group PCL.

Other Companies:

2012 – 2016:	Risk Management Committee Member	Oishi Group PCL.
2016 – 2016	Director and Executive Vice President	Thai Drink Co., Ltd.
2015 – 2016	Director	Food of Asia Co., Ltd.
2015 – 2016	Director	Oishi Group Limited Liability Company, Vietnam
2014 – 2016	Director	Oishi Myanmar Limited, Myanmar
2014 – 2016	Director	S.P.M. Food and Beverage Co., Ltd
2014 – 2016	Director	Oishi F&B (Singapore) Pte.Ltd, Singapore
2013– 2016	Director	Oishi International Holding Limited, Hong Kong

Current Director Positions

Listed Companies on the Stock Exchange of Thailand: (1 companies)

Risk Management Committee Member and Service Committee Member, Chief Financial Officer at VGI PCL.

Non-Listed Companies:

-None-

Number of terms of being the Company's director: 2021 – Present 2 years (1 terms)

If elected to this position, he will hold the position for another 3 years, a total of 5 years.

Holding of Company Securities

Shareholding proportion of the Company:

Jaymart Group Holdings Public Company Limited 0.00% (0 shares)

Shareholding proportion of affiliated companies:

JAS Asset Public Company Limited 0.00% (0 shares)

JMT Network Services Public Company Limited 0.00% (0 shares)

Attendance the Board of Directors Meeting in 2023

- Board of Directors: 10/10 times (equivalent to 100.00%)

Special interest in this meeting:

Agenda 6 Consideration of approving the remuneration of the Board of Directors for the fiscal year 2024.

Positions in businesses that compete with/related to the Company's business that may cause a conflict of interest: None

Family relationship among other directors, executives, or major shareholders of the Company or its subsidiaries: None

Qualified as a director according to the laws and do not have prohibited characteristics according to the notification of the Capital Market Supervisory Board: Yes

Illegal record in the past 10 years: None

The significant business relationship that may cause the inability to act independently: None

Having special interests that are different from other directors: None

Enclosure No. 6

Profiles of independent directors being nominated as proxies

Name : Mr. Phisit Dachanabhirom

Age : 82 years old **Nationality :** Thai

ID card number: 5120100005519

Address:

10 Soi Rewadee 18, Talad Khwan Subdistrict,
Mueang Nonthaburi District Nonthaburi 11000

Position in the Company:

Director (Independent Director)/

Chairman of the Audit Committee/The Nomination and Remuneration Committee

Education :

Bachelor of Accounting, Thammasat University

Bachelor of Commerce, Thammasat University

Certified Public Accountant Registration No. 966

Director Program :

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

Work experience:

2023 – Present	Independent Director, Chairman of Audit Committee, Gift Infinite Public Company Limited
2007 - Present	Independent Director, Chairman of Audit Committee RS Public Company Limited
2002 – Present	Director/Independent Director/ /Chairman of the Audit Committee/ Nomination and Compensation Committee Jaymart Group Holdings Public Company Limited
2001 – Present	Executive Chairman Professional Alliance Group Company Limited.
1997 – Present	Executive committee Polipharm Company Limited
Present	Advisor, Employee Savings Cooperative, Berli Jucker Company Limited
1963 – 2000	Finance and Accounting Director, Deputy Managing Director, Director, and Chairman of the Audit Committee, Berli Jucker Public Company Limited
2013 - 2021	Director, Don Muang Tollway Public Company Limited

Special interest in this meeting: -None-



Enclosure No. 6

Profiles of independent directors being nominated as proxies

Name : Mr. Suwit Kingkaew
Age : 73 years old **Nationality :** Thai

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

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

Education

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

2005 Director Certification Program Thai Institute of Directors Association

Previous Experience

2020 – Present	Advisor to the Executive Committee	CP All Public Company Limited
2020 – Present	Director	Value Creation Consulting Company Limited
2002 – Present	Director/ Independent Director	Jaymart Group Holdings Public Company Limited
	/Audit Committee/Chairman of the Nomination and Remuneration Committee	
2019 – 2020	Senior Deputy Managing Director	CP All Public Company Limited
1984 – 1992	General Manager	Charoen Pokphand Engineering Company Limited
1980 – 1984	Sales Manager	Charoen Pokphand Agricultural Industry Company Limited
1974 – 1980	Policy and Planning Analysis Officer	
	Office of the National Economic and Social Development Council	

Special interest in this meeting: -None-



Enclosure No. 7**Definition of independent director**

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

Qualifications of Independent Director of the Company

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

Each independent director must be elected through the nomination procedures of the Board of Directors. The Company's definition of "independent director" is stricter than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. For instance, a regularly-paid advisor is prohibited from being appointed as an independent director of the Company and each independent director must be free of prohibited characteristics and must not, for a period of two years prior to their appointment, have been a party to a transaction which could give rise to a possible conflict of interest with the Company.

Company's articles of association relating to shareholders' meeting

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.

**Proxy Form B
For Natural Person and Juristic Person**

- » Please sign either Proxy Form 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 you in any agenda, please mark x in front of (b) of such agenda item

The Company has added a channel for sending proxy documents for individuals and juristic persons.

You can scan the signed proxy form and supporting documents. Then send to email:

kulchaya@jaymart.co.th

The staff will respond by email to confirm that the Company received the document. If there is no reply email from the Company, please contact at telephone number 02 308 8197, 02 308 8152, or 02 308 8068.

stamp
20 Baht

Form of Proxy, Form B.

Written 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 Jaymart Group Holdings Public Company Limited (The Company),
Holding the total amount of shares which the voting rights or votes as follows:
Ordinary shares: shares which the voting rights or votes; and
Preferred shares: shares which the voting rights or votes,

(3) Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 6)

(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

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 2:00 p.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phathana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

(4) I/We grant authority to my/our proxy to vote on my/our behalf at the aforementioned meeting in the following manner:

- ☐ Agenda 1. To consider and certify the 2023 Annual General Meeting of Shareholders
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ Approve ☐ Disapprove ☐ Abstain

- ☐ Agenda no. 2 To acknowledge the report on the Company's operating result as at the year 2023.

(This agenda item is included for acknowledgment and does not require a resolution.)

- ☐ Agenda no. 3 To consider and approve the Company's financial statements for the fiscal year ending on December 31, 2023.
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 4 To Consider and approve the exclusion of allocating profits from the operating results ending in 2023 as legal reserves, along with the suspension of dividend payment for the year 2023.
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2024.
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ To elect directors as a whole
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The appointment of an individual.
- Name of Director : Mr. Somsak Nontaganok
- ☐ Approve ☐ Disapprove ☐ Abstain
- Name of Director : Mrs. Chitkasem Moo-ming
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2024.
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2024.
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 8 Other matters (if any)
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ 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 Proxy
(.....)

Signed Proxy
(.....)

Remarks

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

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Jaymart Group Holdings Public Company Limited.

The 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 2:00 p.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

☐ 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. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2024.

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ To elect directors as a whole

☐ Approve ☐ Disapprove ☐ Abstain

☐ The appointment of an individual.

Name of Director : Mr. Somsak Nontaganok

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director : Mrs. Chitkasem Moo-ming

☐ Approve ☐ Disapprove ☐ Abstain

I/we affirm that the statements in this supplemental proxy form are accurate, comprehensive, and truthful in every aspect.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Enclosure No. 9

Form of Proxy, Form C.

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

The Company has added a channel for sending proxy documents for individuals and juristic persons.

You can scan the signed proxy form and supporting documents. Then send to email:

kulchaya@jaymart.co.th

The staff will respond by email to confirm that the Company received the document. If there is no reply email from the Company, please contact at telephone number 02 308 8197, 02 308 8152, or 02 308 8068.

Form of Proxy, Form C.

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

Written 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 Jaymart Group Holdings Public Company Limited, holding shares in total which are entitled to cast votes as follows:

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

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

(2) We wish to appoint

(1) age years,

residing/located at No. Road, Tambol/Kwaeng

Amphur/Khet, Province, Postal Code, or

(2) age years,

residing/located at No. Road, Tambol/Kwaeng

Amphur/Khet, Province, Postal Code, or

(3) age years,

residing/located at No. Road, Tambol/Kwaeng

Amphur/Khet, Province, Postal Code, or

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 2:00 p.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

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

☐ The voting right in all the voting shares held by us is granted to the proxy.

☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:

☐ Ordinary shares: shares in total, which are entitled to cast votes; and

☐ Preferred shares: shares in total, which are entitled to cast votes, Total:
.....

(4) I/We grant authority to my/our proxy to vote on my/our behalf at the aforementioned meeting in the following manner:

☐ Agenda 1. To consider and certify the 2023 Annual General Meeting of Shareholders

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. 2 To acknowledge the report on the Company's operating result as at the year 2023.

(This agenda item is included for acknowledgment and does not require a resolution.)

☐ Agenda no. 3 To consider and approve the Company's financial statements for the fiscal year ending on December 31, 2023.

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. 4 To Consider and approve the exclusion of allocating profits from the operating results ending in 2023 as legal reserves, along with the suspension of dividend payment for the year 2023.

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2024.

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ To elect directors as a whole

☐ Approve ☐ Disapprove

☐ Abstain

☐ The appointment of an individual.

Name of Director : Mr. Somsak Nontaganok

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director : Mrs. Chitkasem Moo-ming

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda no. 6 To consider and approve the determination of directors' remuneration for the year 2024.

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ Approve

☐ Disapprove

☐ Abstain

- ☐ Agenda no. 7 To consider and approve the appointment of auditors and set the audit fee for the year 2024.
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda no. 8 Other matters (if any)
- ☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- ☐ (b) To grant my/our proxy to votes at my/our desire as follows.
- ☐ 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 Proxy
(.....)

Signed Proxy
(.....)

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. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s). 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 Jaymart Group Holdings Public Company Limited.

The 2024 Annual General Meeting of Shareholders scheduled for April 5, 2024, at 2:00 p.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), allowing attendees to choose between participating electronically (E-AGM) or physically at the company's meeting room. The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

☐ 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. 5 To consider and approve the appointment of directors to replace those scheduled for retirement by rotation for the year 2024.

☐ (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.

☐ (b) To grant my/our proxy to votes at my/our desire as follows.

☐ To elect directors as a whole

☐ Approve ☐ Disapprove ☐ Abstain

☐ The appointment of an individual.

Name of Director : Mr. Somsak Nontaganok

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director : Mrs. Chitkasem Moo-ming

☐ Approve ☐ Disapprove ☐ Abstain

I/we affirm that the statements in this supplemental proxy form are accurate, comprehensive, and truthful in every aspect.

Signed Grantor
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

Enclosure No. 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 2024 Annual General Meeting of Shareholders on 5 April 2024 at 2:00 p.m. in the form of a hybrid system (Hybrid Meeting) (option to join the meeting via E-AGM or in the conference room provided by the company) By broadcasting live through the ZOOM program from the meeting room on the 2nd floor, Building B, Jay Mart Public Company Limited, No.189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

In order to conduct the 2024 Annual General Meeting 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 issued by the Department of Business Development for no more than 6 months.
 - 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 issued by the Department of Business Development for no more than 6 months.

- (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 No. 11**Guidelines for the 2024 Annual General Meeting of Shareholders
via electronic media using the Blockchain AGM system**

**The Company has added a contact channel to inquire about how to register to attend the meeting at:
Investor Relations Department Jaymart Group Holdings Public Company Limited
Please contact at telephone number 02 308 8152, 02 308 8197, or 02 308 8068
e-mail : ir@jaymart.co.th**

With the Board of Directors of Jaymart Group Holdings Public Company Limited (the "Company") resolving to hold the 2024 Annual General Meeting of Shareholders on 5 April 2024 at 02:00 p.m. in the form of a hybrid system (Hybrid Meeting) (option to join the meeting via E-AGM or in the conference room provided by the company) By broadcasting live through the ZOOM program from the meeting room on the 2nd floor, Building B, Jay Mart Public Company Limited, No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

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

The company would like to let you know the rules and procedures for the 2024 Annual General Meeting of Shareholders at this time. The company will be open for electronic registration via the Blockchain AGM Voting Application system from 28 March 2024 onwards, to facilitate more shareholders. Individual shareholders and shareholders of Thai nationality Confirmation must be made prior to the date of the shareholders' meeting. and authenticate using government identity verification standards, as well as install applications Follow the steps below for e-meeting and e-kyc authentication, as well as Blockchain voting.

1. Applications that shareholders must install

- 1.1 Download and install the AGM Voting application to vote at the Annual General Meeting of Shareholders 2024.
- 1.2 Download the ZOOM app to view the live stream of the Annual General Meeting of Shareholders 2024.

Description of program installation and use

1.1 Installing the AGM Voting application

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

AGM Voting Application

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

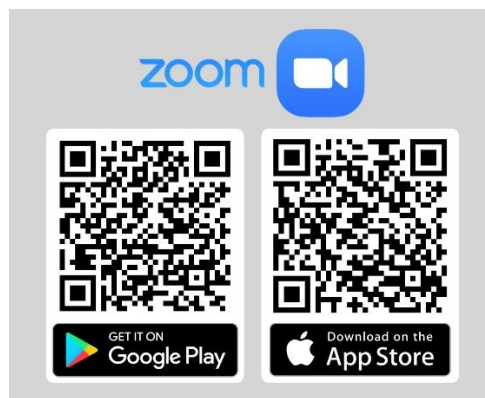


1.2 Installing the ZOOM application

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

Please see the attached QR Code.

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



2. Registration for right on the AGM Voting application

2.1 Please input your phone number and click "Accept" to agree to the terms of service.

2.2 Input the correct OTP number received via SMS.

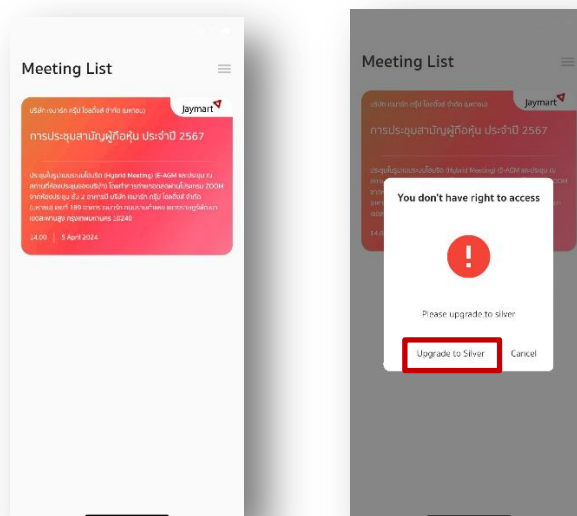
2.3 Please create a 6-digit password and enter it twice for confirmation.



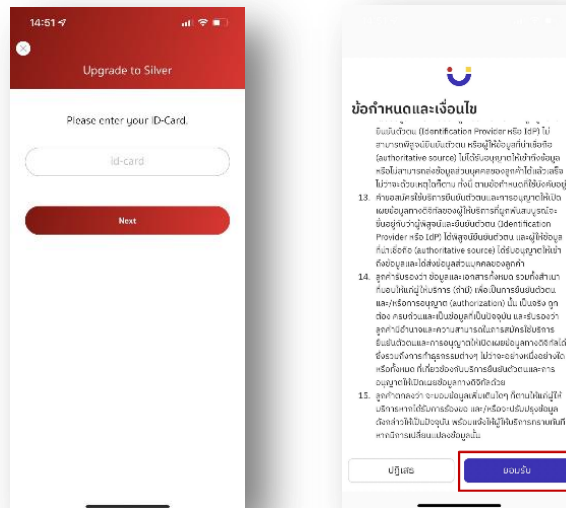
3. Identity verification is required prior to registration for exercising rights and participating in online meetings.

For individuals who have previously verified their identity with the Jaymart group of companies, you may proceed directly to step 4.

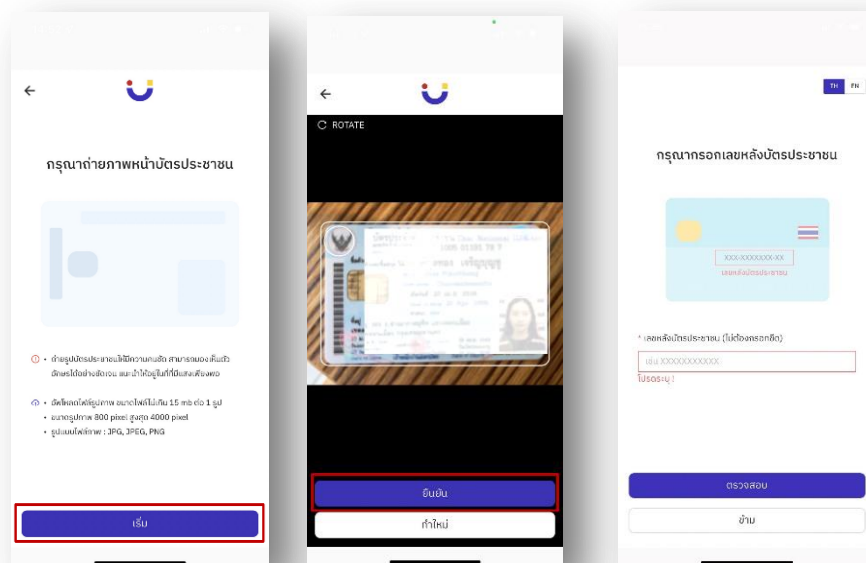
3.1 To register for exercising your rights and participating in online meetings through the application, please choose the desired meeting for authentication and select "Upgrade to Silver" for verification.



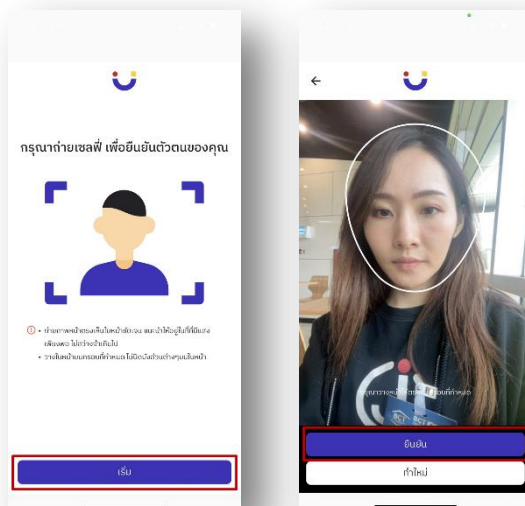
3.2 Please enter your ID number and click "Next," then proceed to accept the terms and conditions by clicking the respective button.



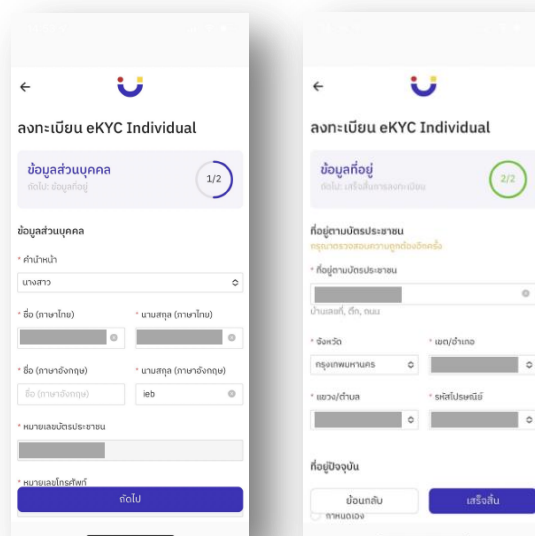
3.3 click "Start" to capture a photo of your ID card, then confirm the photo and enter the number located on the back of your ID card. Alternatively, you can choose to skip this step.



3.4 Please initiate the process by clicking on "Start" to capture a photo for identity verification. Afterward, proceed to confirm the captured photo.



3.5 Please review the provided information. If any details are incorrect, you can click to edit them. Once you have finished editing, press "Next" to proceed.



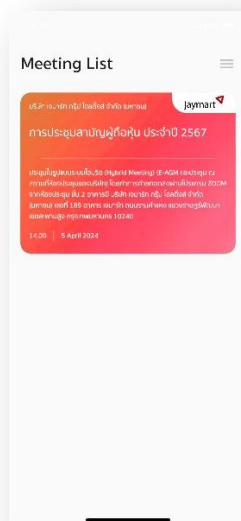
3.6 Please review the accuracy of the information once more, then press "Confirm" to proceed.

3.7 Enter the OTP received via SMS, and optionally, you can provide your email (this step can be skipped). Once the identity verification process is successful, press "Close window" to return to the Meeting List page.

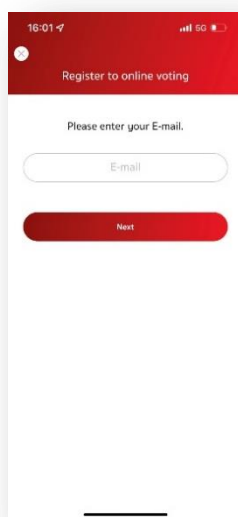
4 **The registration process for utilizing rights on the AGM Voting application.**

Registration will be available starting from March 28, 2024, onwards.

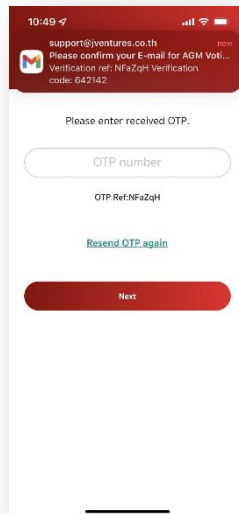
- 4.1 Please proceed to register in order to utilize your voting rights through the application. You can do so by selecting the meeting where you wish to confirm your rights.



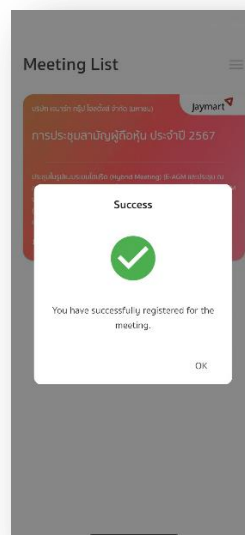
- 4.2 Please provide a contact email address. Your information will be securely stored by the company. This email will be used to send your Username and Password for accessing the e-meeting system via Zoom Meeting by April 4, 2024. These details will be sent from IR@jaymart.co.th.



4.3 Please input the correct OTP number received from the email.



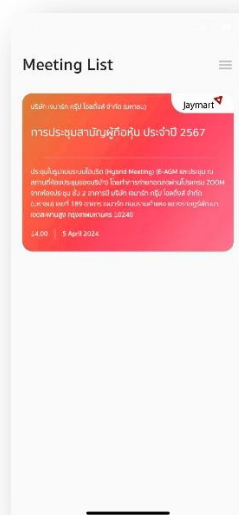
4.4 Finalize the registration process to utilize your online voting rights through the application.



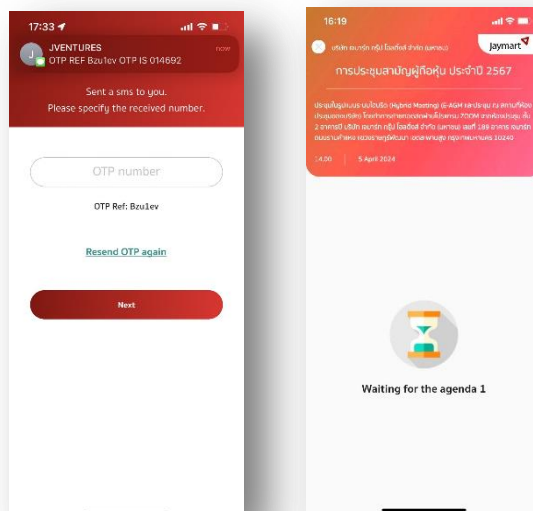
5 April 5, 2024 Access AGM Voting platform.

The company suggests that you have two devices ready: one for voting on the agenda and another for joining the e-meeting via Zoom Meeting application. Log into the system using the provided Meeting ID and Password sent to you via email. Participate in the e-meeting as instructed in the email.

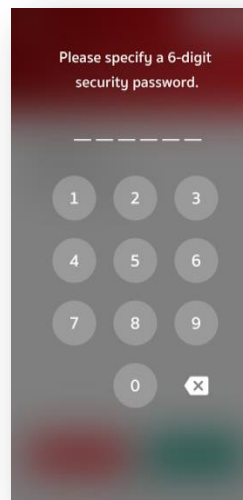
- 5.1 Please return to the AGM Voting application and participate in the meeting via the Zoom meeting system. Join the e-meeting using the provided Meeting ID and Password sent to you via email by the company. During the meeting, you can submit questions via the Chat box within the Zoom meeting system.



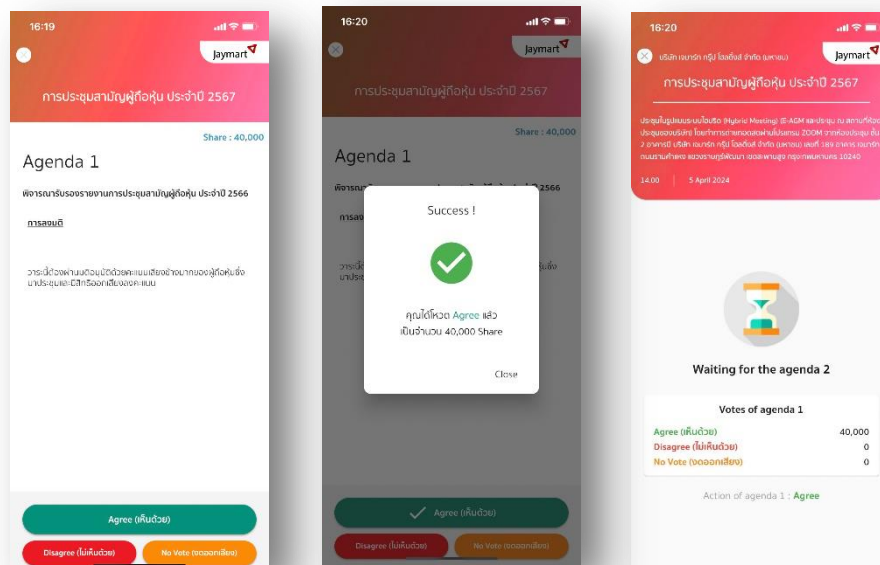
- 5.2 Please enter the OTP received from the SMS message. Once the OTP is successfully entered, the "Waiting For the Agenda 1" screen will be displayed. When it's time to vote, wait for comments from the officials conducting the meeting. The chairman of the meeting will announce the start of the voting process.



- 5.3 When the chairman invites comments, the system will prompt you to input the correct password. This procedure is mandatory before contributing any comments. Furthermore, it is essential to select "Pin" to confirm your presence on the designated agenda, ensuring precise inclusion in the voting tally.



- 5.4 In summary, there will be three types of voting: agree, disagree, and abstain. Should any shareholder wish to express disagreement or abstention, they should press the respective "disagree" or "abstain" button. Conversely, for agreement, shareholders should select the "agree" option. All votes will be processed via the voting system. It's noteworthy that in the absence of a vote, the company will interpret this as an agreement with each agenda item.



5.5 Continue to repeat steps 5.3 to 5.4 for each agenda until all agendas are concluded. Upon completion of all agendas, shareholders who voted through the Blockchain AGM system will have access to view the voting results for each agenda during the e-meeting.

5.6 Upon completion of voting for every agenda item, the system will present the voting details of shareholders.

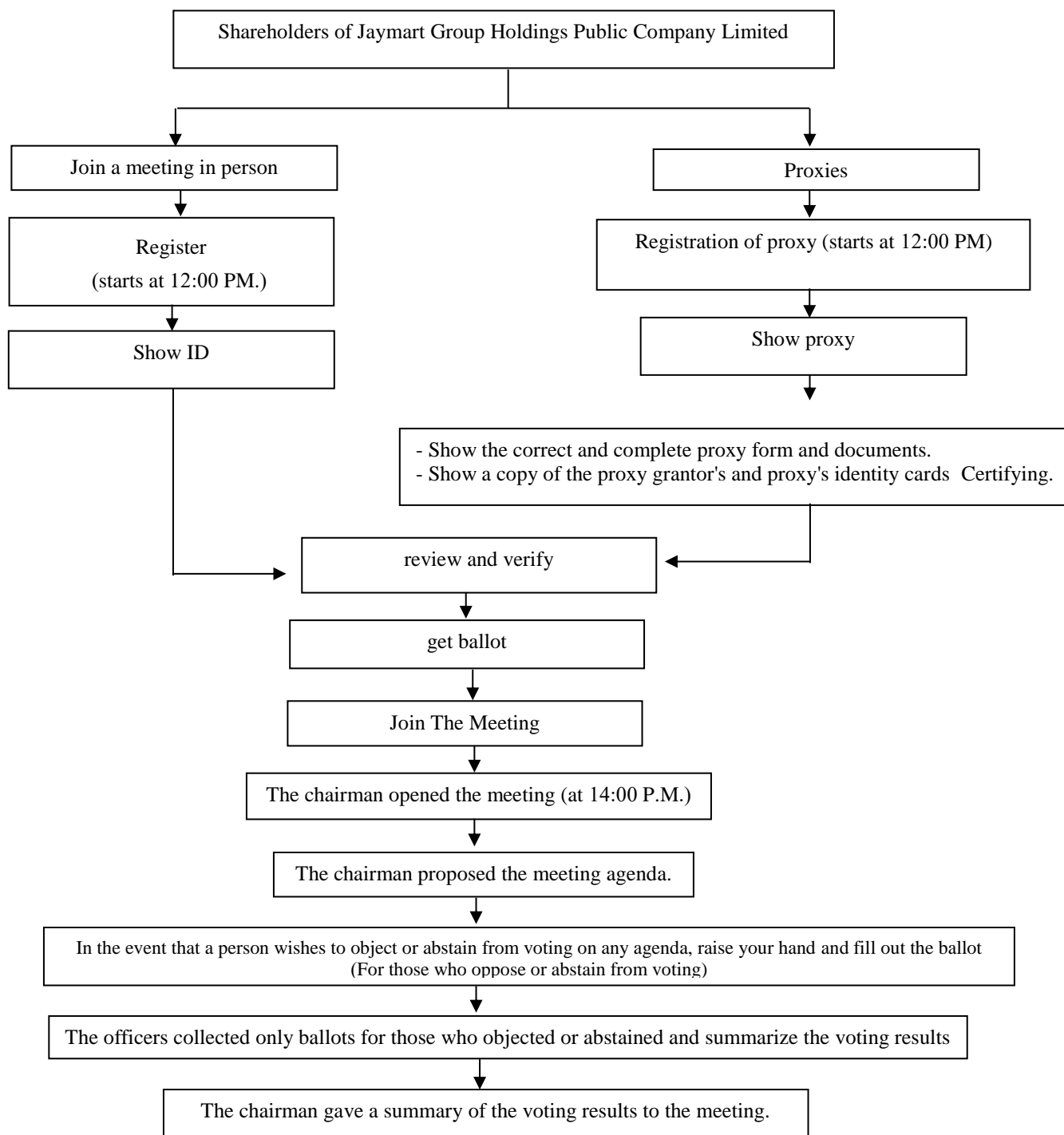


Please be informed accordingly and requesting cooperation from all shareholders on this occasion.

sincerely yours

(Ms. Ladda Waruntarakul)
Company Secretary

**Procedures for attending the 2024 Annual General Meeting of Shareholders
in person at the meeting place (Physical)
Jaymart Group Holdings Public Company Limited
5 April 2024**



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

Privacy Notice (PDPA)

Jaymart Group Holdings Public Company Limited (the "**Company**") prioritizes the collection and protection of your personal data, therefore, the Company would like to inform the guidelines in order to comply with Personal Data Protection Act, B.E. 2562 (PDPA) as follows:

Definition

"Company" means Jaymart Group Holdings Public Company Limited

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

"Personal Data Protection Laws" means Personal Data Protection Act B.E. 2562 (as amended) and the relevant laws.

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

Purposes, necessities and Personal Data to be collected

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

- To summon and hold the 2024 Annual General Meeting of Shareholders under the law.
- To deliver the notice of the 2024 Annual General Meeting of Shareholders together with its enclosures

Source of Personal Data

- Receive directly from You through the channels which the Company provides to verify the identity to attend the meeting.
- Receive from Thailand Securities Depository Company Limited (TSD) as the Company's securities Registrar as of the latest Record Date.
- Receive from the video and voice records during the 2024 Annual General Meeting of Shareholders.

Data Processing

The Company uses the Personal Data relating to the 2024 Annual General Meeting of Shareholders to summon the meeting, verify identity to attend the meeting, count the quorum, count the votes, or take any action relating to the meeting and disclose the Personal Data to the 2024 Annual General Meeting of Shareholders Service Provider to process such actions.

Period of Collecting Personal Data

The Company will collect your Personal Data as specified in this document throughout the period which the data is required to be used and as required by law for the purpose of the arrangement of the 2024 Annual General Meeting of Shareholders.

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

Data Subject's Rights

As You are a data subject, You have the rights as stipulated in Personal Data Protection Act B.E. 2562 including the right to withdraw the consent, the right to request access and receiving the Personal Data, the right to request amendment of the Personal Data, the right to request deletion and destruction of the Personal Data, the right to request suspension of the use of the Personal Data, the right to request transfer of the Personal Data by means prescribed by law, the right to complain, and the right to object to the collection, use or disclosure of the Personal Data relating to You. In case You would like to exercise such rights, please contact

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

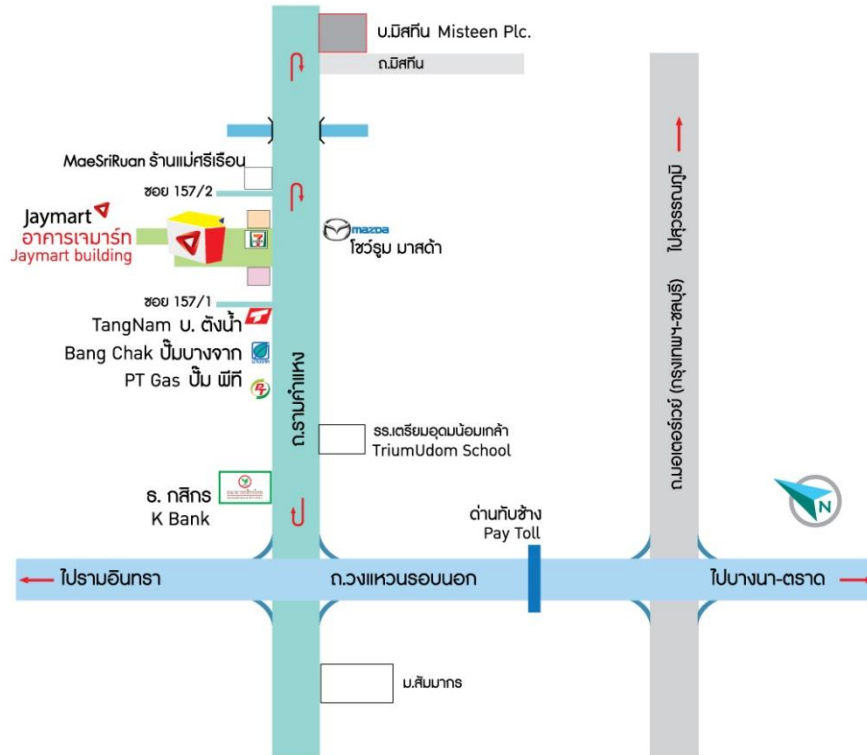
Security Measures

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

Remark In the identification documents which you send to the company such as copy of national identification card or other official documents, you can conceal the sensitive information before sending to the company, such as race, blood type, religion, which is not an information necessary for the 2024 Annual General Meeting of Shareholders. If you do not conceal such information, the company will reserve the right to conceal such information on the documents without being regarded as the collection of your sensitive information.

Enclosure No. 14

Map for document delivery and meeting venue



บริษัท เจมาร์ค จำกัด (มหาชน)
Jaymart Public Company Limited
187,189 อาคารเจมาร์ค ถนนรามคำแหง แขวงราษฎร์พัฒนา เขตสะพานสูง ถนน.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 2024 Annual General Meeting of Shareholders to “Investor Relations” on 7th Floor, at headquarter of the company, No. 187, 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Sub-district, Saphan Sung District, Bangkok 10240. Telephone. 02-308-8197, 02-308-8152, 02-308-8068
Buses that pass by No. 58, No. 113, No. 519, No. 8, No. 168, No. 514, No. 519

The Company has added a channel for sending proxy documents for individuals and juristic persons. You can scan the signed proxy form and supporting documents. Then send to email: kulchaya@jaymart.co.th
The staff will respond by email to confirm that the Company received the document. If there is no reply email from the Company, please contact at telephone number 02 308 8152, 02 308 8197, or 02 308 8068.

Enclosure No. 15

**Form for Requesting Meeting Documents and Submitting Questions in Advance,
as Per the Agenda for the 2024 Annual General Meeting of Shareholders.**

Shareholders are invited to request meeting documents and submit questions in advance, in accordance with the agenda for the 2024 Annual General Meeting of Shareholders, via email. Please address all document requests to IR@jaymart.co.th or alternatively, you may check the box () and provide the necessary details below for postal delivery to the Investor Relations Department, Jaymart Group Holdings Public Company Limited, located at No. 187-189 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

- () Notice of the 2024 Annual General Meeting of Shareholders
() Annual Report 2023 (Form 56-1 One Report)

Part 1: Shareholder Information

Name-Surname.....
Address:.....Mu.....Soi.....Village.....
Road..... Subdistrict..... District.....
Province..... Postal Code..... Telephone.....
Email:..... Number of Shares Held:..... Shares

Information on Interests (if any):

.....
.....
.....
.....
.....

Part 2: Inquiry

- 1).....
.....
.....
2).....
.....
.....
3).....
.....
.....

Kindly note: For inquiries in advance regarding the agenda for the shareholder meeting, please submit questions by 5:00 p.m. on April 1, 2024.