5 March 2024

Subject: Invitation to the Annual General Meeting of Shareholders for the fiscal year 2024

Attention: Shareholders of JAS Asset Public Company Limited

Attachment

1. Copy of the minutes of Extraordinary General Meeting No. 1/2023
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. Draft of Specific Regulations, Proposed Amendments for Further Revision
7. Information of independent directors proposed by the Company to act as proxies for shareholders who cannot attend the meeting
8. Definition of independent directors of the Company
9. Company regulations related to the Shareholders' Meeting
10. Proxy Form Types A, B, and C
11. Instructions regarding documents and evidence showing shareholder status or representation of shareholders, and criteria for voting at the shareholders' meeting
12. Guidelines for participating in the Annual General Meeting of Shareholders for the year 2024 via electronic media using the Blockchain AGM system
13. Procedures for attending the Annual General Meeting of Shareholders for the year 2024 in person at the meeting venue (physical)
14. Personal Data Protection Act (PDPA) Statement
15. Map for document delivery and meeting venue
16. 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 JAS Asset Public Company Limited ("the Company") resolved to hold the 2024 Annual General Meeting of Shareholders on 5 April 2024, at 9:00 a.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 Extraordinary General Meeting 1/2023**

**Facts and Rationale**

The Extraordinary General Meeting No. 1/2023 of the Company was held on 18 December 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. JAS Asset Company Limited ("the Company") disclosed the minutes of the Extraordinary General Meeting No. 1/2023 on the Company's website under the main heading "Investor Relations", sub-heading "Information for Shareholders", sub-heading "Shareholder Meetings" (https://www.jasasset.co.th/th/investor-relations/document/shareholder-meetings?year=2023), and the Company has also submitted copies of the minutes of the Extraordinary General Meeting No. 1/2023 to the Stock Exchange of Thailand through the SETLINK system since 28 December 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 to consider approving the minutes of the Extraordinary General Meeting No. 1/2023 of the Company, which was held on 18 December 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**

According to Section 112 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments) ("PLC Act") and Article 54 of the Company Regulations, it is stipulated that the board of directors must prepare financial statements and profit and loss accounts at least once every twelve months, which constitutes the company's accounting year. Article 55 further mandates that the board of directors must ensure the preparation of balance sheets and profit and loss accounts as of the end of the company's accounting year for presentation to the shareholders' ordinary annual general meeting for approval. The board of directors must arrange for the auditors to complete the audit before presenting to the shareholders' meeting. The company has prepared the operational results report for the year 2566, with details appearing in Section 3 of the financial statements of the annual report (Form 56-1 One Report) (which can be downloaded via the QR code provided with the attachment no. 3). The key highlights are summarized as follows:

| | **Consolidated Financial Statements** | **Separate Financial Statements** |
|---|---|---|
| Total assets (Million Baht) | 5,923.0 | 5,917.4 |
| Total liabilities (Million Baht) | 3,008.2 | 3,002.6 |
| Total shareholders' equity (Million Baht) | 2,914.8 | 2,914.8 |
| Issued and fully paid up (Million Baht) | 1,140.4 | 1,140.4 |

| | Consolidated Financial Statements | Separate Financial Statements |
|---|---|---|
| Total revenues from sales and services (Million Baht) | 552.3 | 560.4 |
| Net Profit (Million Baht) | 192.6 | 192.6 |
| Earnings per share (Baht/share) | 0.1689 | 0.1689 |

**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.

**Resolution**

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

**Agenda 3 Consideration for Approval: Financial Position Statement, Profit and Loss Account, Completion of Audited Financial Statements for the Fiscal Year Ending 31 December 2023**

**Facts and Rationale**

According to Section 112 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments) ("PLC Act") and Article 55 of the Company Regulations, it is stipulated that the board of directors must arrange for the preparation of balance sheets and profit and loss accounts as of the end of the company's accounting year for submission to the shareholders' ordinary annual general meeting for approval. The board of directors must ensure that the auditors complete the audit before presenting to the shareholders' meeting. Additionally, Article 56 requires the board of directors to send the following documents to the shareholders along with the notice of the annual ordinary general meeting: (1) Copies of the balance sheet and profit and loss accounts that have been audited by the auditors, along with the auditors' report on the audit of the accounts; (2) Annual reports of the board of directors; and (3) Supplementary documents supporting the aforementioned reports.

**Board's Opinion**

It is appropriate to propose for consideration and approval at the Annual General Meeting of Shareholders meeting the financial statements, completed profit and loss accounts, and the audited financial statements for the fiscal year ending 31 December 2023. These have been audited by the auditors and have undergone examination by the audit committee, as well as receiving approval from the Company's board of directors.

**Resolution**

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

**Agenda 4 Consideration for approval of the appropriated profits from the operations for the fiscal year ending 2023, and the decision to non-payment dividend for the year 2023**

**Facts and Rationale**

According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 47 of the Company Regulations, it is prohibited to announce permission for dividend

payments except by resolution of the shareholders' meeting or the board of directors. In the event of dividend payments during the interim period, such payments must be notified in writing to the shareholders and advertised in newspapers or electronically. These actions must comply with the criteria and procedures as prescribed by law, and dividend payments must be made within one month from the date of such resolution. If the company still has accumulated losses, dividend payments are prohibited. Furthermore, according to Article 49, dividends should be distributed equally per share unless otherwise specified in the company's regulations for preferred shares. Article 50 stipulates that a portion of the net profit for the year should be allocated to reserves, not less than 5 percent of the net profit for the year, minus any accumulated losses, until such reserves reach at least 10 percent of the registered capital. In addition to these reserves, the board of directors may propose to the shareholders' meeting to allocate other reserve funds as deemed beneficial for the company's operations. Upon approval from the shareholders' meeting, the company may allocate these reserves according to the law, followed by reserves of surplus capital per share, to compensate for accumulated losses.

The Company has a dividend policy to pay dividends at a rate of not less than 50 percent of the net profit after tax and legal reserves, considering the importance of consolidated financial statements (with additional conditions). However, the Board of Directors has the authority to exempt from adhering to this policy or temporarily change it, provided that such actions maximize benefits to the company's shareholders. For instance, these funds could be used as reserves for loan repayment, invested to expand the Company's business, or utilized in response to market changes, which may impact the company's future cash flows.

Based on the Company's operational performance and financial status for the fiscal year 2023, as reflected in the consolidated financial statements, the Company achieved a net profit of 192,597,733 Baht for the year 2023, equivalent to earnings per share of 0.1689 Baht. The Company has already appropriated statutory reserve, fulfilling 10 percent of the registered capital requirement, as stipulated by the Company's regulations. Therefore, there is no need to set aside additional statutory reserve for this Annual General Meeting of Shareholders.

Given the Company's continued need to retain cash flows for future operations, it is proposed that the shareholders' meeting consider approving the reservation of profits from the operations for the fiscal year ending 2023 and the decision to non-payment dividend for the year 2023. Details are as follows:

| **Description** | **2023** |
|---|---|
| Net profit after tax for the year 2023 (company financial statements) | 192,597,733 Baht |
| Earnings per share for the year 2023 | 0.1689 Baht/Share |
| Dividend per share ratio | non-payment dividend |
| Dividend payout ratio (calculated based on the earnings per share ratio for the year 2023) | non-payment dividend |

**Board's Opinion**

It is proposed for the consideration of Annual General Meeting of Shareholders to approve the allocation of profits from the operations for the fiscal year ending 2023 and the decision to non-payment dividend for the year 2023. This is because the Company still needs to retain cash flows for future operations, as detailed above.

The Board of Directors of the Company has deliberated in accordance with the provisions of the Public Limited Companies Act, the Company's regulations, the performance and

financial position of the company, and has also taken into account the interests of all stakeholders. As of 31 December 2023, the Company had a net profit of 192,597,733 baht with no accumulated losses. In addition, the Company's policy is to pay dividends at a rate of not less than 50 percent of net profits after tax and statutory reserves, considering the consolidated financial statements as significant (with additional conditions).

However, the Board of Directors has the authority to consider exceptions to not adhere to the aforementioned policy or to temporarily modify it, provided that such actions maximize benefits for the shareholders of the Company. For example, using it as reserve funds for loan repayment, investing it to expand the company's business, or in cases where there are changes in market conditions that may impact the Company's future cash flows.

Comparison of dividend payment rates for the financial years 2022 to 2023

| Description of dividend payment | 2022 | 2023 |
|---|---|---|
| 1. Net profit | 202,336,442 Baht | 192,597,733 Baht |
| 2. Shares* | 1,140,387,074 shares | 1,140,387,074 shares |
| 3. Dividend per share ratio | 0.03 | non-payment dividend |
| 4. Total dividend payment | 34,211,612 | non-payment dividend |
| 5. The proportion of dividend payment compared to net profit according to the consolidated financial statements | 17.26% | non-payment dividend |

***Note**: The total number of shares issued and sold by the Company as at 31 December 2023 (1,140,387,074 shares)

**Resolution**

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

**Agenda 5 Consider and approve the appointment of directors to replace the directors who are required to retire by rotation for the fiscal 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. For the first and second years after the company is registered, the directors who must retire shall draw lots to determine who will retire. For subsequent years, the director who has served the longest shall retire. The retiring director may choose to be re-elected. At the 2024 Annual General Meeting of Shareholders, the following 2 directors will retire by rotation:

| List of Directors | Position |
|---|---|
| (1) Mr. Sukont Kanjana-huttakit | Independent Director / Chairman of the Board |
| (2) Mr. Adisak Sukumvitaya | 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. Sukont Kanjana-huttakit — Position: Independent Director / Chairman of the Board for another term

(2) Mr. Adisak Sukumvitaya — 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 since these three nominated directors qualifications are qualified in accordance with applicable laws and regulations pertaining to independent directors and possesses complete independence in accordance with the definition of an independent director of the Company (details of which as appear in Enclosure 8) 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. Sukont Kanjana-huttakit | *0 | 0.00 | -None- |
| 2. Mr. Adisak Sukumvitaya | *11,389,549 | 1.00 | 11,389,549 |

*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 2 person(s) to be the Company's Board of Directors to replace those who are due to retire by rotation, namely 1. Mr. Sukont Kanjana-huttakit 2. Mr. Adisak Sukumvitaya 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 8, 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. Sukont Kanjana-huttakit as an independent director/ Chairman of the Board for another term (if reappointed for this term 3-years, the total period of being an independent director is 12 years). This decision is based on Mr. Sukont Kanjana-huttakit'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**

**Facts and Rationale**

According to Section 90 of the Public Limited Company Act B.E. 2535 and Article 33 of the company's regulations, directors' remuneration and compensation shall be determined by the shareholders' meeting. Directors may receive compensation from the company in the form of bonuses, meeting allowances, honoraria, bonuses, or other benefits as determined by the shareholders' meeting. Such compensation may be fixed, discretionary, or ongoing until further notice. Additionally, directors may receive allowances and various benefits as per the company's regulations.

The preceding paragraphs do not affect the rights of the Company's employees and staff who are elected as directors to receive compensation and benefits as employees or staff of the Company.

The determination of director's compensation in the first and second paragraphs shall not conflict with the qualifications of independent directors as specified by securities and stock market laws. Establishing appropriate director compensation is considered a good governance practice to maintain shareholder benefits and motivate competent directors to perform their duties effectively. The board should establish policies and criteria for determining director compensation that align with the duties and responsibilities of directors, considering both the format and amount of compensation, compared with similar industry groups, companies with similar revenue, and companies with market capitalization in the same group.

**The Nomination and Remuneration Committee's Opinion**

For the director's remuneration of the Company for the fiscal year 2024 to be proposed to the shareholders' meeting for approval, it is proposed to be paid in the form of meeting allowances at the same rate as the previous year, not exceeding 5,000,000 baht per year. For the year 2024, the Company has compiled comparative data on director's compensation from the Director Compensation Survey Report for the year 2022 conducted by the Thai Institute of Directors Association (IOD), categorized by business sector (real estate and construction). It was found that the meeting allowances paid by the Company to the Board of Directors fall within the median range of regular compensation.

**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** | | |
| **Attendance Fee** (only directors attending the meeting) | Baht/Person/Time | Baht/Person/Time |
| Chairman of the Board | 40,000 | 40,000 |
| Director | 20,000 | 20,000 |
| **2. Sub-committee remuneration** | | |
| **Attendance Fee** (only directors attending the meeting) | Baht/Person/Time | Baht/Person/Time |
| Audit committee | | |
| Chairman of the Audit Committee | 40,000 | 40,000 |
| Audit Committee | 30,000 | 30,000 |
| Nomination and Remuneration Committee | | |
| Chairman of Nomination and Remuneration Committee | -None- | -None- |
| Nomination and Remuneration Committee | -None- | -None- |
| **Other Compensation Benefits** | -None- | -None- |

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), Sesction 2, Catergory 2.2 on Corporate Governance Structure.

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the determination of the remuneration for the Board of Directors and sub-committee members for the fiscal year 2024 to be aligned with the industry practice in setting director compensation rates with other companies in the same industry and of similar size. This proposal comes from the recommendation of the Nomination and Remuneration Committee, which has considered the appropriateness based on the scope of duties and responsibilities of the board members, the Company's performance, and suitability in various aspects such as continuous business expansion, company success, and growth, which have led to increased responsibilities for the board

and sub-committee members. Additionally, in determining the compensation for the board of directors, committees, and sub-committees of the company, no other benefits are received apart from meeting allowances, as detailed above, and without any additional compensation 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**

In accordance with Article 120 of the Public Limited Company Act of 2535 B.E. and Article 58 of the Company regulations, it is stipulated that the appointment of auditors should be made at the Annual General Meeting of Shareholders every year. The shareholders' meeting may choose to reappoint auditors who have completed their term. Additionally, Article 59 of the Company regulations specifies that the remuneration for auditors should be determined by the shareholders' meeting. 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 | 1 year |
| 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 |

| Auditors' name | CPA No. | The duration of serving as the Company's auditor |
|---|---|---|
| 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 3,175,000 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<br>JAS asset PCL<br>Senera Senior Wellness Co., Ltd. | <br>2,400,000<br>500,000 | <br>2,525,000<br>650,000 | <br>5.21 %<br>30.0 % |
| Out-of-pocket expenses | actual payment | actual payment | |
| Total | 2,900,000 | 3,175,000 | 9.48 % |

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

The audit fees for the Company and its subsidiaries have increased from the previous year due to the expansion of community malls and updated Kassone software including set-up a new company. These make the consolidation of financial statements more complicated.

**Board's Opinion**

Agree with the proposal of the Audit Committee and deem it appropriate to propose to the Annual General Meeting of Shareholders of 2024 to consider approving the appointment of the Company, EY Office Limited, as the auditor of the Company and its subsidiaries. It is proposed that any one of the following certified accountants be appointed as the auditor for the year 2024 to conduct the audit and express opinions on the Company's financial statements: 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. These individuals are proposed to serve as the auditor of the Company for the year 2024, with any one of them acting as the lead auditor and providing opinions on the Company's financial statements. In the event that the aforementioned certified accountants are unable to perform their duties, EY Office Limited shall appoint another certified accountant from the EY Office Limited to act as a substitute. The appointed auditor shall not provide any other services to the Company, nor have any relationship or interest with the Company/subsidiaries, directors, major shareholders, or related parties in any capacity. The audit fee for the Company for the year

2024 is proposed to be 3,175,000 Baht, as recommended by the Audit Committee after due consideration and approval 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 approving the amendment of the Company's regulations**

**Facts and Rationale**

Due to the Securities and Exchange Commission of Thailand's opinion regarding Article 12 in the last paragraph, which states "Repurchasing shares not exceeding/exceeding ten percent (10%) of the paid-up capital," the Stock Exchange of Thailand requests the company to consider amending the wording to comply with the Ministerial Regulation, which sets criteria and procedures for share repurchases, sales of repurchased shares, and reduction of repurchased shares of the company, Article 6/1, using the term "ten percent (10%) of the total shares sold." Please consider the amendment at the next shareholders' meeting.

**Board's Opinion**

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of further amendments to Article 12 of the company's regulations. The summarized details are as follows:

| No. | Current company regulations | New version of regulations (related ministerial regulations) |
|---|---|---|
| 12 | The Company may not hold or pledge its own shares unless under the following circumstances:<br><br>(1) The Company may repurchase shares from shareholders who voted against the resolution of the shareholders' meeting, which approved the amendment of the Company's articles regarding voting rights and dividend entitlement due to dissenting shareholders deeming themselves unfairly treated.<br><br>(2) The Company may repurchase shares for financial management purposes if the cCompany has accumulated profits and excess liquidity, and the share repurchase does not pose financial problems to the company.<br><br>Shares held by the Company do not count towards the quorum in shareholders' meetings, and the company does not have the right to vote or receive dividends on those shares. | The Company may not hold or pledge its own shares except under the following circumstances:<br><br>(1) The Company may repurchase shares from shareholders who voted against the resolution of the shareholders' meeting, which approved the amendment of the Company's articles regarding voting rights and dividend entitlement due to dissenting shareholders deeming themselves unfairly treated.<br><br>(2) The Company may repurchase shares for financial management purposes if the Company has accumulated profits and excess liquidity, and the share repurchase does not pose financial problems to the Company.<br><br>Shares held by the Company do not count towards the quorum in shareholders' meetings, and the company does not have the right to vote or receive dividends on those shares. |

| No. | Current company regulations | New version of regulations (related ministerial regulations) |
|---|---|---|
| | The Company must dispose of the shares repurchased by the company within the timeframe specified in the share repurchase program determined by the Company. In cases where the Company cannot sell the repurchased shares within the specified period, the Company must reduce its paid-up capital by canceling the registered shares that have not been sold.<br><br>Share repurchases, sale of repurchased shares, and cancellation of repurchased shares, including determining the quantity, offering price for repurchased shares, or selling price of repurchased shares, or any other related matters, shall comply with the criteria and procedures prescribed by ministerial regulations. In the case where the Company's shares are listed securities on the Stock Exchange of Thailand, the Company must comply with the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand.<br><br>The repurchase of shares not exceeding ten percent (10%) of the paid-up capital shall be the authority of the Company's board of directors to approve. In cases where the number of repurchased shares exceeds ten percent (10%) of the paid-up capital, the company must obtain a resolution from the shareholders' meeting with the majority votes of the attending shareholders who have the right to vote, and the company must repurchase the shares within one (1) year from the date of the shareholders' meeting resolution. | The Company must dispose of the shares repurchased by the company within the timeframe specified in the share repurchase program determined by the Company. In cases where the company cannot sell the repurchased shares within the specified period, the company must reduce its paid-up capital by canceling the registered shares that have not been sold.<br><br>Share repurchases, sale of repurchased shares, and cancellation of repurchased shares, including determining the quantity, offering price for repurchased shares, or selling price of repurchased shares, or any other related matters, shall comply with the criteria and procedures prescribed by ministerial regulations. In the case where the Company's shares are listed securities on the Stock Exchange of Thailand, the Company must comply with the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand.<br><br>The repurchase of shares by the Company in each program must be approved by the shareholders' meeting, unless the repurchase does not exceed ten percent (10%) of the total shares sold. In such cases, the Company may specify in its articles of association that the authority to approve such repurchases lies with the Board of Directors.<br>In cases where the number of repurchased shares exceeds ten percent (10%) of the total shares sold, the company must obtain approval from the shareholders' meeting with the majority votes of the attending shareholders who have the right to vote, and the Company must repurchase the shares within one (1) year from the date of the shareholders' meeting resolution. The provisions in paragraph five shall apply mutatis mutandis to the amendment or cancellation of the Company's share repurchase. |

**Resolution**

This agenda's resolution must be approved by not less than 3/4 of the total number of votes of shareholders attending the meeting.

**Agenda 9 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 system as presented attachment no.12.

Yours Faithfully,

JAS asset Public Company Limited

Mr. Sukont Kanjana-huttakit
Chairman of the Board

***Attachment No.1***

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**

**JAS Asset Public Company Limited**

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The meeting was held on December 18, 2023 at 10:00 a.m. from the meeting Room, 2nd Floor, Building B, Jaymart Group Holdings Public Company Limited, No.189, Ramkhamhaeng Rd., Keawng Rat Phatthana, Ket Saphan Soong, Bangkok, 10240

In today's meeting, directors attended the meeting from the live broadcast location and via electronic media, comprising 6 persons from 7 directors, accounting for 85.72 percent of the total number of directors. The Company directors attending the meeting were listed as follows:

| | |
|---|---|
| 1. Mr. Sukon Kanjanahattakit | Chairman of the Board/Independent Director |
| 2. Mr. Adisak Sukumvitaya | Director |
| 3. Mr. Suphot Sirikulphat | Director/Chief Executive Officer |
| 4. Mr. Premon Pinsakul | Independent Director/Chairman of the Audit Committee |
| 5. Ms. Pannee Cheedrum-phai | Independent Director/the Audit Committee/Chairman of the Nomination and Remuneration Committee |
| 6. Mr. Anucha Viriyachai | Independent Director/the Audit Committee/the Nomination and Remuneration Committee |

**<u>The Director was absent from the meeting</u>**

| | |
|---|---|
| Ms. Yuvadee Pong-Acha | Director/Chairman of the Executive Committee/the Nomination and Remuneration Committee |

**<u>Executive present at the meeting was listed as follows:</u>**

| | |
|---|---|
| 1. Ms. Kanokkarn Samaphutti | Director of Accounting and Finance/Company Secretary |

**<u>Other attendees:</u>**

| | |
|---|---|
| 1. Financial Advisor, Asia Plus Company Limited | Mr. Prasert Tantayawit |
| 2. Legal Advisor, CMT Counsellor | Ms. Manunya Thitinantawan |
| 3. TIA, Shareholder's rights protections volunteer | Mr. Thongthos Paenglad |

**<u>Attendee via the E-EGM</u>**

| | |
|---|---|
| TIA, Shareholder's rights protections volunteer | Ms. Umassaya Charoenchai |

**<u>Meeting Preliminaries</u>**

Mr. Panya Chutisiriwong, the meeting moderator, greeted and welcomed all shareholders, the Board of Directors, and executives and invited attendees to the Extraordinary General Meeting of Shareholders No. 1/2023 of JAS Asset 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-EGM) 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. Before entering the agenda, the meeting moderator reported to the meeting that at this meeting, the Company would process, collect, use, and disclose personal information of meeting participants, such as still images, audio, and moving images of all meeting participants for recording and preparing meeting minutes, management, meetings, etc.

Then, the meeting moderator informed the rules and procedures for voting and the resolution of the meeting in the form of a hybrid meeting (Hybrid Meeting) to the shareholders and proxies attending the meeting, which had the following important matters:

**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 shareholders having ballot papers to vote for each agenda in the ballot. The Company shall collect all ballots and only those that disapprove or abstain will be counted. The remaining votes are considered approved 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, Agenda 1, 3, 5 must be approved by a majority vote of the shareholders attending the meeting and eligible to vote. Agenda 2, 4 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 will have summarized the comments or questions and answers to be recorded in the Company's meeting minutes.

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

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

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.

Asking questions in meetings through online media

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 cannot speak through

the mic (within 1 minute), please type questions via Chat so that the moderator will read the questions to the meeting on your behalf.

4. In each question, either through typing messages or through conversation, ask the attendees to notify their names and surnames every time for the benefit of taking accurate and 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.

Press the "Lower Hand" button to put your hand down when the inquiry is complete.

Suppose it is an opinion or question that does not correspond to that agenda. In that case, the Chairman of the meeting shall ask for a new proposal or question during the consideration of that agenda or Agenda 6, another agenda for consideration.

Besides, in today's meeting, Mr. Thongthos Paenglad, a shareholder's rights protection volunteer and 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-EGM.

Subsequently, Mr. Sukon Kanjanahattakit, the Chairman of the Board, presided over the meeting was invited to declare the meeting open and continue the session.

**Meeting Commenced**

Mr. Sukon Kanjanahattakit, the Chairman of the Board, greeted and thanked all the shareholders who attended the Extraordinary General Meeting of Shareholders No. 1/2023 of JAS Asset Public Company Limited at 10:08 a.m.

There were 30 shareholders attending the meeting in person and via the online system, counting 11,336,205 shares. There were 20 proxies attending the meeting, counting 803,809,206 shares. In total, there were 50 shareholders and proxies. The number of shares counted was 815,145,411, representing 71.47971 percent of the total number of shares sold, 1,140,387,074 shares from a total of 4,534 shareholders, 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 be 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 2023 Annual General Meeting of Shareholders**

Mr. Sukon Kanjanahattakit, the Chairman of the Board, proposed to the meeting to consider and certify the minutes of the 2023 Annual General Meeting of Shareholders of JAS Asset Public Company Limited, convened on April 4, 2023. To comply with Principles of Good Corporate Governance, JAS Asset Public Company Limited (the "Company") disclosed the minutes of the 2023 Annual General Meeting of Shareholders on the Company's website under the main topic "Investor Relations" subtopic, select "Information for Shareholders" by choosing the topic "Shareholder Meetings" (https://www.jasasset.co.th/th/investor-relations/document/shareholder-meetings? year=2023) and the Company already sent a copy of the minutes of the 2023 Annual General Meeting of Shareholders to the Stock Exchange of Thailand via the SETLINK system since April 17, 2023, to disclose to shareholders and general investors. It appeared that no one objected or asked for corrections.

Therefore, it was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders of the Company held on April 4, 2023, which it was recorded correctly as in *Enclosure No. 1.*

The Chairman allowed the shareholders to make additional amendments and ask questions or offer opinions.

The moderator informed the meeting that.

**For Attending Electronic Meetings (E-EGM)**

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. The shareholders have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator will read 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 eligible to vote.

The meeting moderator declared to the meeting that for those attending the electronic meeting (E-EGM), before voting in Agenda 1, shareholders must confirm 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 will assume that the votes are in approval with the meeting. When the shareholders 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 2023 Annual General Meeting of Shareholders as proposed, with the following votes:

| | **Number of Votes Cast (1 Share = 1 Vote)** | | | | |
|---|---|---|---|---|---|
| **Resolution** | **Present** | **Proxies** | **Online** | **Total** | **%** |
| **Approved** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Disapproved** | - | - | - | - | - |
| **Abstained** | - | - | - | - | - |
| **Total** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Voided Ballot** | - | - | - | - | - |

**Agenda 2** **To consider and approve the reduction of the Company's registered capital by cutting registered shares that have not yet been issued for sale and amending Clause 4 of the Company's memorandum of association to be consistent with the reduction of registered capital.**

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

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

The Company currently had a registered capital of 1,244,160,212 shares, divided into ordinary shares 1,244,160,212 shares with a par value of 1.00 baht per share, and had paid-up registered capital of 1,140,387,074 baht, divided into number of ordinary shares 1,140,387,074 shares, and had paid-up registered capital of 1,140,387,074 baht, divided into number of ordinary shares 1,140,387,074 shares with a par value of 1.00 baht per share. Therefore, the Company had 103,773,138 registered ordinary shares that had not been issued for sale. They were the remaining shares from the allocation to (1) offer for sale to existing shareholders in proportion to their shareholding according to the resolution of the 2022 Annual General

Meeting of Shareholders (2) support the exercise of warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 1 (J-W1) ( 3) support the exercise of warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 2 (J-W2), and (4) support the exercise of warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 3 (J-W3).

The Company deemed to propose that the Extraordinary General Meeting of Shareholders No. 1/2023 consider and approve the reduction of the Company's registered capital in the amount of 43,773,138 baht from the original registered capital 1,244,160,212 baht to 1,200,387,074 baht by eliminating 43,773,138 registered ordinary shares that had not yet been sold, with a par value of 1 baht per share. They were (1) the remaining shares from supporting the exercise of warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 1 (J-W1), which expired the amount of 43,764,093 shares, and (2) the remaining shares from being offered to existing shareholders (RO) as the 2022 Annual General Meeting of Shareholders resolved to approve the increase in registered capital and the allocation of new shares to increase registered capital in the amount of 9,045 shares. Besides, to consider and approve the amendment of the Company's memorandum of association, Clause 4, regarding registered capital to be consistent with the reduction of the Company's registered capital as follows:

| | | | |
|---|---|---|---|
| "Clause 4. | Registered Capital of | 1,200,387,074.00 Baht | (One billion two hundred million three hundred eighty seven thousand seventy four baht) |
| | Divided into | 1,200,387,074 shares | (One billion two hundred million three hundred eighty-seven thousand seventy-four shares) |
| | At the par value of | 1 Baht | (One baht) |
| | Categorized into | | |
| | Ordinary shares | 1,200,387,074 shares | (One billion two hundred million three hundred eighty-seven thousand seventy-four shares) |
| | Preference shares | - shares | (-shares)" |

In this regard, the Board of Directors or Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee were set to have the power to sign applications or in any documents related to the registration of amendments to the Company's Memorandum of Association and applying for registration of amendments to the Company's Memorandum of Association with Department of Business Development Ministry of Commerce, and having the power to take any action as necessary and in connection with such action as deemed appropriate and to comply with the law regulations and interpretation of relevant government agencies, including following the advice or order of the registrar or officer. It was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2013 to consider and approve the reduction of the Company's registered capital in the amount of 43,773,138 baht from the original registered capital 1,244,160,212 baht to 1,200,387,074 baht by eliminating 43,773,138 unsold registered ordinary shares with a par value of 1.00 baht per share and amending the Company's memorandum of association, Clause 4, regarding registered capital to be consistent with the reduction of the Company's registered capital and delegation of authority as proposed above.

The Chairman allowed the shareholders to ask questions or offer opinions.
The moderator informed the meeting that.

**<u>For Attending Electronic Meetings (E-EGM)</u>**

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. The shareholders have to press Unmute and turn on the mic on your device.

If shareholders cannot speak through the mic (within 1 minute), please type questions via Chat so that the moderator will read 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 a vote of at least three-fourths (3/4) of all shareholders attending the meeting and eligible to vote.

The meeting moderator declared to the meeting that for those attending the electronic meeting (E-EGM), before voting in Agenda 2, shareholders must confirm 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. When the shareholders 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 reduction of the Company's registered capital by cutting registered shares that have not yet been issued for sale and amending section 4 of the Company's memorandum of association to be consistent with the reduction of registered capital, with the following votes:

| | Number of Votes Cast (1 Share = 1 Vote) | | | | |
|---|---|---|---|---|---|
| **Resolution** | **Present** | **Proxies** | **Online** | **Total** | **%** |
| **Approved** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Disapproved** | - | - | - | - | - |
| **Abstained** | - | - | - | - | - |
| **Total** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Voided Ballot** | - | - | - | - | - |

**Agenda 3** **To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares to the existing shareholders No.4 (J-W4).**

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

Mr. Panya Chutisiriwong, the Company's meeting moderator, reported that according to the resolution of the Board of Directors No. 6/2023, resolved to propose to the shareholders' meeting to consider and approve the issuance and offering of warrants to purchase ordinary shares of JAS Asset Company Public Company Limited No. 4 ("J-W4"), in the amount of not exceeding 240,077,415 units, without considering the offering value (the offering price per unit is equal to 0 baht) to be allocated to the Company's existing shareholders who subscribed and were given newly issued ordinary shares issued and offered in proportion to their shareholding.

It was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the issuance and offering of warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 4 ("J -W4") in the amount of not exceeding 240,077,415 units, without considering the offering value (the offering price per unit is equal to 0 baht) to be allocated to the Company's existing shareholders who subscribed and given newly issued ordinary shares issued and offered in proportion to their shareholding in the ratio of 2 newly issued ordinary shares subscribed and allocated per 1 unit of J-W4 warrant. In the case where a fraction of warrants remained from the calculation according to the said warrant allocation ratio, cut off such fraction and set the exercise ratio of J-W4 at 1 unit of warrant per 1 ordinary share. The warrants had a term of 2 years and 6 months, with the conversion exercise price being an additional 30 percent of the market price on the conversion exercise price date. The price for exercising the conversion right would be the price with 1 decimal place. When calculating the conversion exercise price as a fraction of more than 1 decimal place, it had to be rounded up in all cases (except in the case where the rate and exercise price were adjusted according to the rights adjustment conditions specified in the Terms and Conditions governing the rights and duties of the J-W4 Warrant Issuer). The Board of Directors or Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive

Committee was the person who determined the price for exercising the conversion right later. The market price on the date the conversion exercise price was determined meant the weighted average price of the Company's ordinary shares for the past 15 consecutive business days before the resolution date to determine the exercise price for the conversion of the J-W4 warrants. It would be determined after the Extraordinary General Meeting of Shareholders No. 1/2023 of the Company resolved to approve the issuance and offering of J-W4 with necessary details of the J-W4 warrant as in *Enclosure No. 4.*

In this regard, the Board of Directors or Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee had the authority to determine details related to the issuance and offering of warrants. This included, but was not limited to, the date the warrant was issued, the first exercise date and the last exercise date, and the exercise of conversion rights of warrants to purchase ordinary shares, including conditions and related details, further correction of wording or text in documents, minutes of shareholder meeting, memorandum and/or various requests and/or any action to comply with the registrar's order in submitting registration to increase the Company's registered capital with the Department of Business Development Ministry of Commerce, signing various permission request documents and necessary evidence related to the issuance of warrants. This included contacting and submitting requests for permission of such documents and evidence to government agencies or agencies associated with the issuance of warrants and any action as necessary and appropriate in connection with the issuance and offering of warrants at this time.

The Chairman asked the meeting if any shareholders wished to inquire.
The moderator informed the meeting that.

**<u>For Attending Electronic Meetings (E-EGM)</u>**

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. The shareholders have to press Unmute and turn on the mic on your device.

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

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, inquired about the determination of criteria for issuing and offering warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 4 ("J-W4"), an amount not exceeding 240,077,415 shares for a period of 2 years and 6 months. What were the Company's criteria for consideration?

Mr. Panya Chutisiriwong, the meeting moderator, explained that the Company used criteria for considering the future use of the Company's funds to determine the term of the future exercise of warrants, including the Company's future spending plans.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, further inquired whether J-W2 and J-W3 were involved in this consideration.

Mr. Panya Chutisiriwong, the meeting moderator, explained that because the current exercise prices of J-W2 and J-W3 were relatively high. It was possible that the Company would not receive money from the exercise of conversion rights of J-W2 and J-W3. Therefore, the Company had a financial reserve plan to provide sufficient liquidity for the Company's future growth by issuing and offering warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 4 ("J-W4"). The exercise price of conversion rights would be the price with an additional 30 percent of the market price on the date of determining the exercise price of conversion rights, which would have a price close to the current market price. The Company expected that when the Company issued and offered J-W4, the Company would receive money from the warrant offering according to the growth rate of profits that would be obtained each year.

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 eligible to vote.

The meeting moderator declared to the meeting that for those attending the electronic meeting (E-EGM), before voting in Agenda 3, shareholders must confirm 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. When the shareholders 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 issuance and offering of warrants to purchase the Company's ordinary shares to the existing shareholders No.4 (J-W4), with a majority vote of the shareholders attending the meeting and eligible to vote as follows:

| | Number of Votes Cast (1 Share = 1 Vote) | | | | |
|---|---|---|---|---|---|
| **Resolution** | **Present** | **Proxies** | **Online** | **Total** | **%** |
| **Approved** | 10,837,884 | 790,906,306 | 497,814 | 802,242,004 | 98.41710 |
| **Disapproved** | - | 12,902,900 | - | 12,902,900 | 1.58290 |
| **Abstained** | - | - | - | - | - |
| **Total** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Voided Ballot** | - | - | - | - | - |

**Agenda 4** **To consider and approve the increase in registered capital and the amendment of the Company's Memorandum of Association, Clause 4, to align with the increase in registered capital.**

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

Mr. Panya Chutisiriwong, the Company's meeting moderator, reported that the Company needed funds to support debt repayment and use them to invest in future projects. Therefore, the Company requested approval to increase the registered capital from the original registered capital 1,200,387,074 baht to 1,920,619,319 baht by issuing new shares in the amount of 720,232,245 shares with a par value of 1 baht per share to (1) offer for sale to existing shareholders in proportion to their shareholding; without allocating it to shareholders that would cause the Company to have duties under foreign laws (Preferential Public Offering: PPO) and (2) support the exercise of rights to purchase ordinary shares according to the warrant to purchase ordinary shares of the Company No. 4 (J-W4), which was allocated to the Company's existing shareholders of who subscribed and allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding.

Therefore, the Company deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase of the Company's registered capital in the amount of 720,232,245.00 baht from the original registered capital 1,200,387,074.00 baht to 1,920,619,319.00 baht by issuing 720,232,245 new shares with a par value of 1.00 baht per share. In this regard, the objectives and details of the capital increase appeared in the capital increase report form (F 53-4) as in Enclosure No. 3 and approval of the amendment to the Company's memorandum of association, Clause 4, regarding registered capital to be consistent with the increase in the registered capital of the Company as follows:

| | | | |
|---|---|---|---|
| "Clause 4. | Registered Capital of | 1,920,619,319.00 Baht | (One thousand nine hundred twenty million six hundred nineteen thousand three hundred and nineteen baht) |
| | Divided into | 1,920,619,319 shares | (One thousand nine hundred twenty million six hundred eleven thousand three hundred and nineteen shares) |
| | At the par value of | 1 Baht | (One baht) |
| | Categorized into | | |
| | Ordinary shares | 1,920,619,319 shares | (One thousand nine hundred twenty million six hundred eleven thousand three hundred and nineteen shares) |
| | Preference shares | - shares | (-shares)" |

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

It was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2013 to consider and approve the increase of the Company's registered capital in the amount of 720,232,245.00 baht from the original registered capital 1,200,387,074.00 baht to 1,920,619,319.00 baht by issuing 720,232,245 new shares with a par value of 1.00 baht per share to (1) offer for sale to existing shareholders in proportion to their shareholding; without allocating it to shareholders that would cause the Company to have duties under foreign laws (Preferential Public Offering: PPO) and (2) support the exercise of rights to purchase ordinary shares according to the warrant to purchase ordinary shares of the Company No. 4 (J-W4), which was allocated to the Company's existing shareholders of who subscribed and allocated newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and amending the Company's memorandum of association, Clause 4, regarding registered capital to be consistent with the increase of the Company's registered capital and delegation of authority as proposed above.

The Chairman allowed the shareholders to ask questions or offer opinions.
The moderator informed the meeting that.

**For Attending Electronic Meetings (E-EGM)**

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. The shareholders have to press Unmute and turn on the mic on your device.

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

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked the Company to provide an additional explanation regarding the repayment of debt and investment in future projects.

Mr. Panya Chutisiriwong, the meeting moderator, further clarified that the Company reported to the Stock Exchange of Thailand for repayment of debt in the capital increase report form (F53-4). The Company clearly stated the objective of the capital increase that would use the proceeds received from the offering of the Company's newly issued ordinary shares this time, which included offering new shares to existing shareholders in proportion to their shareholding and the proceeds from exercising the right to convert J-W4 to (1) be used to repay loans from Jaymart Group Holdings Public Company Limited (the "Parent Company") in the amount of 700 million baht and (2) to use as working capital for business expansion, new shopping center project that would be developed in the future.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, inquired how many times the debt to equity ratio before and after paying off debt.

Ms. Kanokkarn Samaphutti, Director of Accounting and Finance, explained that the current D/E ratio of the Company before the capital increase was 0.98 times and the Interest D/E ratio was 1.05 times, and after the capital increase, the D/E ratio of 0.70 times and Interest D/E ratio 0.30 times

Since there was no further question, the Chairman asked the meeting to cast their votes for approval. This agenda had to be approved by a vote of at least three-fourths (3/4) of all shareholders attending the meeting and eligible to vote.

The meeting moderator declared to the meeting that for those attending the electronic meeting (E-EGM), before voting in Agenda 4, shareholders must confirm 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. When the shareholders 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 increase in registered capital and the amendment of the Company's Memorandum of Association, Clause 4, to align with the increase in registered capital, with a vote of at least three-fourths of all shareholders attending the meeting and eligible to vote as follows:

| | Number of Votes Cast (1 Share = 1 Vote) | | | | |
|---|---|---|---|---|---|
| **Resolution** | **Present** | **Proxies** | **Online** | **Total** | **%** |
| **Approved** | 10,837,884 | 790,906,306 | 497,814 | 802,242,004 | 98.41710 |
| **Disapproved** | - | 12,902,900 | - | 12,902,900 | 1.58290 |
| **Abstained** | - | - | - | - | 0.00000 |
| **Total** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Voided Ballot** | - | - | - | - | - |

**Agenda 5 To consider and approve the allocation of capital increase shares.**

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

Mr. Panya Chutisiriwong, the Company's meeting moderator, reported that due to the plan to increase the Company's registered capital in agenda item 4 above. Issuing and offering newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding was a fundraising approach that was appropriate and consistent with the objectives of this capital increase. It would allow the Company to receive the required amount of capital in a short period. It could reduce the risk of fundraising from the current volatile economic conditions. Moreover, this capital increase of the Company would help the Company have funds to repay debts and loans, including making the Company a more robust and more stable financial structure and ready in terms of capital and financial liquidity to support the Company's business expansion in the future. This would bring benefits and profits to the Company and help create additional value for shareholders in the long term.

It was deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the allocation of newly issued ordinary shares, not exceeding 720,232,245 shares, with a par value of 1 baht per share, with the following details.

5.1 Allocate newly issued ordinary shares, not exceeding 480,154,830 shares, with a par value of 1 baht per share, to be offered for sale to existing shareholders in proportion to the shareholding held by each shareholder without allocating it to shareholders that would cause the Company to have duties under foreign laws (Preferential Public Offering: PPO) in the share allocation ratio of 2.5 existing ordinary shares to 1 newly issued ordinary share. In the case of a fraction of a share resulting from the calculation, that fraction must be rounded off. However, shareholders might subscribe for newly issued ordinary shares over their rights (oversubscription). The existing shareholders who subscribed over their rights would be allocated shares they subscribed over their rights only if shares remained from the allocation to the Company's existing shareholders fully subscribed following their rights. The offering price would be a discount not exceeding 10 percent of the market price on the date of setting the offering price. The market price on the offering price determination date meant the weighted average price of the Company's ordinary shares for the past 7-15 consecutive business days before the resolution date to determine the offering price of newly issued ordinary shares to existing shareholders in proportion to their shareholding. It would be determined later after the Extraordinary General Meeting of Shareholders No. 1/2023 of the Company resolved to approve the issuance and offering of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding without allocation to shareholders that would cause the Company to have obligations under foreign law (Preferential Public Offering: PPO).

The Company had a paid-up registered capital of 1,140,387,074 baht, calculated as 1,140,387,074 shares (information as of 7 November 2023). 60,000,000 shares that had not been paid were remaining to support the exercise of conversion rights of warrants to purchase ordinary shares of JAS Asset Public Company Limited No. 2 ("J-W2") and No.3 ("J-W3"). Therefore, on the date to determine the lists of shareholders entitled to be allocated and offered newly issued ordinary shares (Record Date), the Board of Directors would consider determining the date to decide after the shareholders' meeting resolved to approve this capital increase ("Record Date granting the right to subscribe for newly issued ordinary shares"). The amount of the Company's paid-up registered capital might be higher from the date the Board of Directors resolved to approve the capital increase (7 November 2023) because the conversion rights of J-W2 and J-W3 might be exercised into newly issued ordinary shares of the Company before the Record Date, given the right to subscribe for newly issued ordinary shares.

5.2 Allocate newly issued ordinary shares not exceeding 240,077,415 with a par value of 1 baht per share to support the exercise of rights under the J-W4 warrants allocated to the Company's shareholders who subscribed and allotted the newly issued ordinary shares. The capital issued and offered to existing shareholders in proportion to their shareholding in the ratio of 2 newly issued ordinary shares subscribed and allocated per 1 unit of J-W4 warrant. Please consider additional details according to the capital increase report form (F 53-4) according to *Enclosure No. 3* and necessary information on the J-W4 Warrants according to *Enclosure No. 4.*

In this regard, the Board of Directors or Executive Committee or Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee were set to have the power to determine details related to the issuance and offering the warrants this time in all respects and choosing or changing details associated with the offering of newly issued ordinary shares, including but not limited to the date to determine the lists of shareholders entitled to subscribe ordinary shares (Record Date), date to subscribe newly issued ordinary shares and receive the right to allocate warrants, offering price of ordinary shares. It also included the conditions and related details, word correction or the text in the minutes of the shareholders' meeting, memorandum and/or various applications and/or any action to comply with the order of the registrar in filing the registration of an increase in the registered capital of the Company to the Department of Business Development Ministry of Commerce, signing various permission request documents and necessary evidence related to the offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding in conjunction with the issuance and offering of warrants this time. It also comprised contacting and submitting permission applications, such documents and evidence to government agencies or agencies related to the issuance of newly issued ordinary shares and the listing of shares and warrants on the Stock Exchange, including any actions as necessary and appropriate in connection with the offering of newly issued ordinary shares to the existing shareholders in proportion to their shareholding together with the warrants this time.

The Chairman allowed the shareholders to ask questions or offer opinions.
The moderator informed the meeting that.

**<u>For Attending Electronic Meetings (E-EGM)</u>**

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. The shareholders have to press Unmute and turn on the mic on your device.

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

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked how much money the Company expected to receive from this capital increase.

Mr. Panya Chutisiriwong, the meeting moderator, further clarified that we had to wait for the resolution of the Board meeting to be considered and approved first. The Company planned to have a

meeting of the Board of Directors to consider and approve the offering price and the subscription date for newly issued ordinary shares on December 18, 2023, at 2:00 p.m.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, inquired about the Company's stock price.

Mr. Panya Chutisiriwong, the meeting moderator, further clarified that the Company's share price as of December 15, 2023 was 2.20 baht/share.

Mr. Thongthos Paenglad, a shareholder's rights protection volunteer and proxy of the Thai Investors Association inquired that the number of shares offered for sale in RO amounted to 480,154,830. How much did the Company expect to be able to sell? And how was it enough to repay the debt and use it for future projects?

Mr. Panya Chutisiriwong, the meeting moderator, further clarified that in the past, the capital increase was due to JAS Asset Public Company Limited, a subsidiary of Jaymart Group Holdings Public Company Limited. Every time, JAS Asset Public Company Limited had a capital increase. Jaymart Group Holdings Public Company Limited, the parent company, supported by using the right to increase capital allocated according to the shareholding proportion of 66.69 percent according to the right. However, the matter had to be discussed with Jaymart's Board of Directors meeting to consider this matter. Besides, the Company's accounting and finance executives had prepared a plan for cash flow to be sufficient for the Company's future operations.

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 eligible to vote.

The meeting moderator declared to the meeting that for those attending the electronic meeting (E-EGM), before voting in Agenda 5, shareholders must confirm 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. When the shareholders 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 allocation of newly issued ordinary shares, with a majority vote of the shareholders attending the meeting and eligible to vote as follows:

| | **Number of Votes Cast (1 Share = 1 Vote)** | | | | |
|---|---|---|---|---|---|
| **Resolution** | **Present** | **Proxies** | **Online** | **Total** | **%** |
| **Approved** | 10,837,884 | 790,906,306 | 497,814 | 802,242,004 | 98.41710 |
| **Disapproved** | - | 12,902,900 | - | 12,902,900 | 1.58290 |
| **Abstained** | - | - | - | - | 0.00000 |
| **Total** | 10,837,884 | 803,809,206 | 497,814 | 815,144,904 | 100.00000 |
| **Voided Ballot** | - | - | - | - | - |

**Agenda 6 To consider other matters (if any)**

The moderator invited Mr. Suphot Sirikulphat, Chief Executive Officer, to report on the progress of the Company's business operations in the past and those that would occur in the future.

Mr. Suphot Sirikulphat, Chief Executive Officer, greeted the shareholders and stated that he would like shareholders to be confident in the operation. The nature of the Company's business operations was different from other businesses. It required a relatively significant investment, and returns would return in the long term. The main business overview of the Company was the management of rental space within shopping centers for mobile phones and technology products under the name "IT Junction." It was the Company's original business and required little investment but generated many profits. The Company used to have the highest number of branches, approximately 60 branches, but the COVID-19 outbreak situation caused changes in the mobile phone market, causing the number of IT Junction area management areas to decrease. This year, the Company would return to developing IT Junction by closing unprofitable branches and developing branches that could generate profits. Next year, the Company would expand IT Junction's business model in a new way, emphasizing low investment but high returns and development and

management of the area in the form of a community shopping center (Shopping mall) under the name "The JAS," which required a relatively high investment in development. The Company used to open a shopping center in 2007 in Navanakorn called "J Avenue" but later closed the branch. However, the Company returned to open the first branch again in 2014 at The Jas Wang Hin and The Jas Ramindra, Jas Urban Srinakarin, Jas Village Amata Nakorn, Jas Green Village Khubon, Jas Green Village Bang Bua Thong, respectively. For the Company's business plan next year, the Company would build an additional 25,000 square meters of sales space. In Q1/2024, the Company would open the SENERA Center in Bang Bua Thong. Q2/2024, the Company would open Jas Green Village Ramkhamhaeng. Q3/2024 would open Jas Green Village Prawet-Sukhaphiban 2. Q4/2024 would open Jas Green Village Khon Kaen. Moreover, another business group of the Company that would generate income for the Company in the future was SENERA SENIOR WELLNESS, an elderly care service center, which had already been opened at Khubon in April. They would be opened for operation at Bang Bua Thong and Wat Lat Pladuk in February 2024, both locations. There were a total of 208 beds. The Company would start recognizing profits from managing the elderly care center from 2024 onwards. The Company also expected that SENERA SENIOR WELLNESS Company Limited would be another company that would be listed. Therefore, it was to build confidence among consumers and would like shareholders to be assured that the investment the Company received from the capital increase. The Company had brought it to develop new projects.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked to explain more about our project with J Asset Management Co., Ltd. (JAM).

Mr. Suphot Sirikulphat, Chief Executive Officer, explained further about the joint project with a subsidiary of JMT Network Services Public Company Limited, namely J Asset Management Company Limited (JAM). It was a collaborative project in the form of buying second-hand houses from JAM Company to renovate, repair them, get ready to move in and sell them to customers. The Company was still working on this project continuously. The number of houses in the project was approximately 10. The criteria for increasing or decreasing the portfolio size would be based on market trends. In terms of doing Synergy together with J Ventures Company Limited (JVC), a subsidiary company, such as J Point, the Company also used it in its shopping centers. In addition, the Company also did business together with Suki Tee Noi. The Company sent a team to help take care of construction to expand the Suki Tee Noi branches.

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

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 11.11 a.m.

Signed _____ Chairman of the Meeting

(Mr. Sukon Kanjanahattakit)

Chairman of the Board

Signed _____ the Minutes Taker

(Ms. Kanokkarn Samaphutti)

Company Secretary

***Attachment No.2***

**QR Code for downloading the invitation to**

**The Annual General Meeting of Shareholders for the fiscal year 2024**

***Attachment No.3***

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

## Criteria for Nomination of Director

**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:

**Details of shareholding by nominated directors**

| List of Persons Nominated as Directors | No. of Shares | % | Voting Rights |
|---|---|---|---|
| 1. Mr. Sukont Kanjana-huttakit | *0 | 0.00 | -None- |
| 2. Mr. Adisak Sukumvitaya | *11,389,549 | 1.00 | 11,389,549 |

*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.**

**Details of shareholding by nominated directors**

| List of Persons Nominated as Directors | No. of Shares | % | Voting Rights |
|---|---|---|---|
| 1. Mr. Sukont Kanjana-huttakit | *0 | 0.00 | -None- |
| 2. Mr. Adisak Sukumvitaya | *11,389,549 | 1.00 | 11,389,549 |

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

***Attachment No.5***

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

**Mr. Adisak Sukumvitaya**
**Age** : 67 years old

**Position in the Company** : Director
**Type of director:** Director

**Educational background** :

| | |
|---|---|
| Bachelor of Economics | Kasetsart University |
| Master of Economics | Kasetsart University |

**Training on Director's Roles** :

| | | |
|---|---|---|
| 2009 | Director Accreditation Program (69/2008) | Thai Institute of Directors |
| 2013 | Senior Executive Course | Capital Market Academy (CMA), Class 15 |

**Employment History**

| | | |
|---|---|---|
| 2022 – present | Director | JDN Company Limited |
| 2019 – present | Director | J P2P Company Limited |
| 2017 – present | Director | J Ventures Company Limited |
| 2016 – present | Chairman | Singer Thailand Public Company Limited |
| 2015 – present | Director | Singer Thailand Public Company Limited |
| 2014 – present | Director | JAS Asset Public Company Limited |
| 2013 – present | Chairman | J Asset Management Company Limited |
| 2012 – present | Chairman | JMT Network Services Public Company Limited |
| 2004 – present | Executive Chairman | Jaymart Group Holdings Public Company Limited |
| 1990 – present | Director/Chief Executive Officer | Jaymart Group Holdings Public Company Limited |
| 2016 – 2021 | Chairman | SG Capital Company Limited |
| 2016 – 2022 | Chairman | Jaymart Mobile Company Limited |
| 2013 – 2018 | Chairman | J & P (Thailand) Company Limited |
| 2013 – 2018 | Director | J Capital Company Limited |
| 1994 – 2012 | Director | JMT Network Services Public Company Limited |

**Number of terms of being the Company's director:** 2014 – present 9 years (3 terms)

If elected to this position, he will hold the position for another 3 years, a total of 12 years.

**Holding of Company Securities**

**Shareholding proportion of the Company**:

JAS Asset Public Company Limited 1.00% (11,389,549 shares)

**Attendance the Board of Directors Meeting in 2023**

- Board of Directors: 7/7 times (equivalent to 100.00%)

**Current Director Positions**

Listed Companies on the Stock Exchange of Thailand: (3 companies)

| | |
|---|---|
| Director/ Chief Executive Officer | Jaymart Group Holdings Public Company Limited |
| Director | JMT Network Services Public Company Limited |
| Director | Singer Thailand Public Company Limited |

Non-Listed Companies: (4 companies)

| | |
|---|---|
| Director | JDN Company Limited |
| Director | J P2P Company Limited |
| Director | J Ventures Company Limited |
| Chairman | J Asset Management Company Limited |

**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

***Attachment No.5***

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

**Name** : **Mr. Sukont Kanjana-huttakit**
**Age** : 77 years old
**Position in the Company** : Independent Director / Chairman
**Type of director:** Independent Director / Chairman

**Education**:
Bachelor of Accountancy, Virginia Polytechnic and StateUniversity, USA
Master of Accounting, Virginia Polytechnic and StateUniversity, USA

**Training on Director's Roles :**

| | | |
|---|---|---|
| 2007 | Director Certification Program (DCP) | Thai Institute of Directors |
| 2010 | Audit Committee Program (ACP) | Thai Institute of Directors |

**Previous Experience** :

| | | |
|---|---|---|
| 2021 – present | Director | SWP Asset Management Company Limited |
| 2019 – present | Chairman | PRTR Public Company Limited |
| 2015 – present | Chairman/ Independent Director | JAS Asset Public Company Limited |
| 2012 – present | Chairman | Srisawat Corporation Public Company Limited |
| 2017 – 2020 | Chairman | Srisawad Finance (Finance) Public Company Limited |
| 2014 – 2019 | Chairman | World Corporation Public Company Limited |
| 2009 – 2017 | Vice Chairman | CIMB Thai Bank Public Company Limited |
| | Chairman of the Audit Committee and Independent Director | |

**Number of terms of being the Company's director:** 2015 – Present 8 years (2 terms)
If elected to this position, she will hold the position for another 3 years, a total of 11 years.

**Number of terms of being the Independent Director:** 2015 – Present 8 years (2 terms)

If elected to this position, she will hold the position for another 3 years, a total of 11 years.

**The amount of Company's shares held by the director:** - share (0.00%)

**The number of meetings attended**
Board of Directors 7 of 7 meetings (100.00%)

**Current Director Positions**

Listed Companies on the Stock Exchange of Thailand:

| | |
|---|---|
| Chairman | PRTR Public Company Limited |
| Chairman | Srisawat Corporation Public Company Limited |

Non-Listed Companies:

| | |
|---|---|
| Director | SWP Asset Management Company Limited |

**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

***Attachment No. 6***

The amendment of the Articles of Association to be in line with the amended Public Limited Companies Act.

| Clause | Original regulations | New regulations |
|---|---|---|
| 12 | The Company may not hold its own shares or take them in pledge, except treasury stocks in the following cases:<br>(1) from any shareholder who objects to a shareholders' resolution approving any amendments to the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated; or<br>(2) for the purposes of its financial management in case where the Company has retained earnings and surplus liquidity, but such treasury stocks must not cause any financial difficulties to the Company.<br><br>Treasury stocks will not be part of a quorum of a meeting of shareholders, nor will the Company be eligible to cast votes or to receive dividends.<br><br>The Company must sell or dispose of all of the bought back shares within the period specified in the treasury stocks scheme. After the specified period, the Company must proceed to cancel the unsold shares it holds through a reduction of paid-up capital.<br>The treasury stocks, the sale or disposal of the treasury stocks including the number of shares, the purchase and disposal price or any other relevant procedures must be made in accordance with the criteria and procedures prescribed in the relevant ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand.<br><br>If the number of treasury stocks are ten (10) per cent of the total paid-up capital or less, the treasury stocks scheme can be approved by the board of directors. If the number of shares to be bought back is more than ten (10) per cent of the total paid-up capital, the Company must obtain a resolution passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. The Company must proceed with the share buy back within one year after obtaining the shareholders approval. | The Company may not hold its own shares or take them in pledge, except treasury stocks of shares in the following cases:<br><br>(1) from any shareholder who objects to a shareholders' resolution approving any amendments to the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated; or<br><br>(2) for the purposes of its financial management in case where the Company has retained earnings and surplus liquidity, but such treasury stocks must not cause any financial difficulties to the Company.<br><br>Treasury stocks will not be part of a quorum of a meeting of shareholders, nor will the Company be eligible to cast votes or to receive dividends.<br><br>The Company must sell or dispose of all of the bought back shares within the period specified in the share treasury stocks scheme. After the specified period, the Company must proceed to cancel the unsold shares it holds through a reduction of paid-up capital.<br><br>The treasury stocks, the sale or disposal of the treasury stocks including the number of shares, the purchase and disposal price or any other relevant procedures must be made in accordance with the criteria and procedures prescribed in the relevant ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand.<br><br>The treasury stocks scheme shall be approved by the shareholders' meeting, except in the event that, the number of treasury stocks are not exceeding the ten (10) per cent of the total number of shares sold of the Company. The Company may determine the authority of the Board of Directors in the Articles of Association to approve such treasury stocks.<br><br>In case the number of treasury stocks are exceeding ten (10) per cent of the total number of shares sold of the Company, the Company shall buy treasury stocks within one (1) year from the shareholders approval date.<br><br>The provisions of paragraph five shall apply to the amendment or cancellation of the company's share repurchase. |

***Attachment No. 7***

**Profiles of Independent Directors being nominated as proxies.**

**Name** : **Mr. Anucha Viriyachai**
**Age** : 68 years old
**ID Card** : 3100601951232
**Address**: 58/3 Senanikom 1 Road (Sena Niwet Village Project 1)
Lat Phrao Subdistrict, Lat Phrao District, Bangkok 10230

**Education**:

| | |
|---|---|
| Bachelor of Economics | Thammasat University |
| Master of Business Administration | Ohio University, USA |

**Training on Director's Roles :**

| | | |
|---|---|---|
| 2009 | Director Accreditation Program (DAP) | Thai Institute of Directors |

**Previous Experience** :

| | | |
|---|---|---|
| 2013 - Present | Independent Director and Audit Committee<br>Nomination and Remuneration Committee | JAS Asset Pcl. |
| 2004 – 2015 | Director and Chief Executive Officer | Marketing Drive Worldwide (Thailand) Co., Ltd. |
| 2000 – 2015 | Managing Director | Prakit Holding Pcl |
| 2000 – 2015 | Director and Chief Executive Officer | Prakit Advertising Co., Ltd. |

**Special interest in this meeting:** -None-

***Attachment No. 7***

**Profiles of Independent Directors being nominated as proxies.**

Name: Ms. Pannee Choedrum-Phai
Age: 68 years old Nationality : Thai
ID Card : 3100905641837
Address: 33/225 Chan Road, Chong Nonsi, Yannawa, Bangkok 10120

Educational background:

| | |
|---|---|
| Bachelor (Marketing) | Chulalongkorn University |
| Master of Business Administration | Northrop University, USA |

Training on Director's Roles:

| | | |
|---|---|---|
| 2007 | Director Certification Program (DCP) (84/2007) | Thai IOD |
| 2006 | Director Accreditation Program (DAP) (59/2006) | Thai IOD |

Experience:

| | | |
|---|---|---|
| 2017 – Present | The Business Promotion Committee | Maejo University |
| 2013 – Present | Independent Director and Audit Committee<br>Chairman of the Nomination and Remuneration Committee | JAS Asset PCL |
| 2010 – 2016 | Assist Managing Director | Islam Bank |
| 2006 – 2010 | Managing Director | Thai Samut Asset Co., Ltd. |

**Special interest in this meeting:** -None-

***Attachment No. 8***

**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.

***Attachment No. 9***

**Company's articles of association relating to shareholders' meeting**

1. **Conference**

**Section 4 Item 34** The Company's annual meeting is held in the location of the headquarter, or in provinces within the nearby vicinity, or at any other places set by the Board of Directors.

**Section 4 Item 36** To call shareholders meeting, the managing directors need to provide Letter of Meeting Appointment and specify place, date, time, agenda and subjects to shareholders, also appropriated details and specify clearly about the subject which needs to request for approval or consideration as well as the directors' opinions for the said subject and send to shareholders and registrar of public company limited to acknowledge not less than 7 days before the meeting date and advertise the statements of meeting appointment in newspaper not less than 3 days before the meeting date, and advertise for 3 consecutive days.

2. **Proxy**

**Section 4 Item 38** A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting, and have the following items at the minimum:

A. The number of shares held by the proxy
B. Name of the Proxy
C. The number of meetings attended by the proxy in which he has the right to vote

3. **Meeting Procedures**

**Section 4 Item 39** The meeting shall be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such an agenda.

After the Board of Directors has considered all the agenda prescribed in the notice of the meeting, the shareholders whose shares constitute not less than 1/3 of the total shares of the Company may request for the meeting to consider other agendas other than those prescribed in the note of the meeting.

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

**Section 4 Item 40** The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside at such meeting. If there is no Vice Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting, who is also a director, to be the Chairman. In the event that such a shareholder who is also a director is absent or unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to be the Chairman.

4. **Quorum**

**Section 4 Item 37** Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

**5. Voting**

**Section 4 Item 41** In the shareholders meeting, each shareholder shall have one vote per share. In the event that a shareholder's interests are particularly linked to an agenda, that shareholder shall not be entitled to vote in such agenda, and his vote shall be limited to the election of the Board of Directors.

**Section 4 Item 42** The voting on any agenda or approval of any projects during the shareholders meeting must be agreed upon by the majority of shareholders who attend the meeting and have the right to vote, unless stated otherwise in this Regulations or by the rule of law. The following agendas must be agreed upon by at least 1/3 of the total votes of shareholders who attend the meeting and have the right to vote:

(a) The sale or transfer of all or significant part of the business of the Company to other individuals
(b) The purchase or transfer of business of other or private company to be business of the Company
(c) The making, amendment, or cancellation of agreements related to the renting of all or significant part of the Company's businesses, the transfer of responsibilities to other individuals to manage the Company's businesses, the merger of businesses with other individuals with the objective to split the profits
(d) The amendment or addendum to the Memorandum of Association or the Company's Regulations
(e) The increase of reduce of shares
(f) The issuance of debenture
(g) The merger or cancellation of the Company

***Attachment No. 10***

**Form of Proxy, Form B.**

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Made at .....

Date .... Month ..... Year .....

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

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

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

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

(3) I/We wish to appoint

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

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

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

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 9:00 a.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.

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

☐ Agenda 1. To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

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

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

☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 2 To acknowledge the report on the Company's operating result for the year 2023. (This agenda item is included for acknowledgment and does not require a resolution.)

☐ Agenda no. 3 To consider and approve the audited financial statement for the year ended 31 December 2023

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

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

☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐Agenda no. 4 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended 31 December 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 5 To consider and approve the appointment of directors to replace those retiring 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes
☐ The appointment of an individual.
Name of Director : Mr. Sukont Kanjana-Huttakit
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes
Name of Director : Mr. Adisak Sukumvitaya
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐Agenda no. 7 To consider and approve the appointment of the auditor and the determination of the auditor's 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 8 To consider and approve the amendments of the Articles of Association to comply with the amended Public Limited Companies Act.
☐ (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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 9 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

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

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

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

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

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

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

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

**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of JAS Asset Public Company Limited.

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 9:00 a.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. .....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 retiring by rotation for the year 2024.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ To elect directors as a whole
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes
☐ The appointment of an individual.
Name of Director : Mr. Sukont Kanjana-Huttakit
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes
Name of Director : Mr. Adisak Sukumvitaya
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

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

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

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

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

**Form of Proxy, Form C.**

---

Made at .....

Date .... Month ..... Year .....

(1) We ..... located at No. ....., ..... Road, Tambol/Kwaeng....., Amphur/Khet ....., Province ....., Postal Code .....in our capacity as the custodian for……,
being a shareholder of JAS Asset 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 .....

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 9:00 a.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.

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

☐ Agenda 1. To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023

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

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

☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 2 To acknowledge the report on the Company's operating result for the year 2023. (This agenda item is included for acknowledgment and does not require a resolution.)

☐ Agenda no. 3 To consider and approve the audited financial statement for the year ended 31 December 2023

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

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

☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐Agenda no. 4 To consider and approve the non-distribution of dividend derived from the operating result in respect of the year ended 31 December 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 5 To consider and approve the appointment of directors to replace those retiring 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ The appointment of an individual.

Name of Director : Mr. Sukont Kanjana-Huttakit

☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

Name of Director : Mr. Adisak Sukumvitaya

☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐Agenda no. 7 To consider and approve the appointment of the auditor and the determination of the auditor's 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 8 To consider and approve the amendments of the Articles of Association to comply with the amended Public Limited Companies Act.

☐ (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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

☐ Agenda no. 9 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 with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

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

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

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

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

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

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

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

**Remarks**

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

**Attachment to Proxy Form C.**

A proxy is granted by a shareholder of JAS Asset Public Company Limited.

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 9:00 a.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. .....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 retiring by rotation for the year 2024.
☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:
☐ To elect directors as a whole
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes
☐ The appointment of an individual.
Name of Director : Mr. Sukont Kanjana-Huttakit
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes
Name of Director : Mr. Adisak Sukumvitaya
☐ Approve with……votes ☐ Disapprove with……..votes ☐Abstain with……..votes

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

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

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

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

***Attachment No. 11***

**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 9:00 a.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.

In order to conduct the 2024 Annual General Meeting of Shareholders via electronic media in a transparent and fair manner and to benefit the shareholders, the Company deems it appropriate to review documents and evidence demonstrating the identity of a shareholder or a representative of the shareholder entitled to attend the meeting in order for continued practice by the shareholders. The Company would like to clarify the following to the shareholders:

1. For Individual Shareholders
   - 1.1 In case the shareholder attends the meeting in person, such shareholder shall present the identification document issued by government authorities, which has not yet expired and bears the shareholder's photograph, e.g. the identification card (ID), driver's license or passport.
   - 1.2 In case the shareholder assigns a proxy:
     - (a) The Proxy Form, attached to the Notice of the meeting, which is completely filled in and signed by the proxy grantor and the proxy.
     - (b) A photocopy of identification document of the shareholder issued by government authorities, as specified in above Item 1.1, and certified as true by the proxy grantor.
     - (c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1.
2. For Juristic Shareholders
   - 2.1 In case the authorized representative attends the meeting in person:
     - (a) The identification document of such authorized representative issued by a government authorities, as specified in above Item 1.1.
     - (b) A photocopy of the affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the meeting is authorized to act on behalf of the juristic person which is the shareholder.
   - 2.2 In case of appointment of a proxy:
     - (a) The Proxy Form, attached to the Notice of the meeting, which is completely filled in and signed by the proxy grantor and the proxy.
     - (b) A photocopy of the affidavit of the juristic shareholder signed by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person which is the shareholder.
     - (c) The identification document of the proxy issued by government authorities, as specified in above Item 1.1.
3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law

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

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

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

***Attachment No. 12***

**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 JAS Asset 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 JAS Asset Public Company Limited (the "Company") resolving to hold the 2024 Annual General Meeting of Shareholders on 5 April 2024 at 09:00 a.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, Jaymart Group Holdings 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

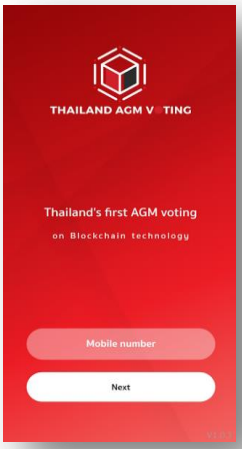
The ZOOM application can be installed on a mobile device or communication device by following the link or scanning.

Please see the attached QR Code.

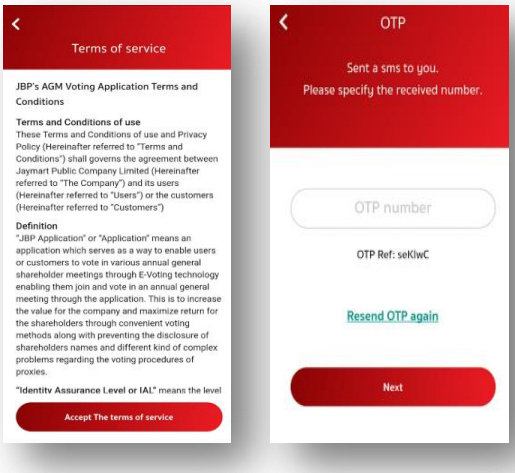
| | |
|---|---|
| Android | https://play.google.com/store/apps/details?id=us.zoom.videomeetings |
| iOS | https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307 |

## 2. Registration for right on the AGM Voting application

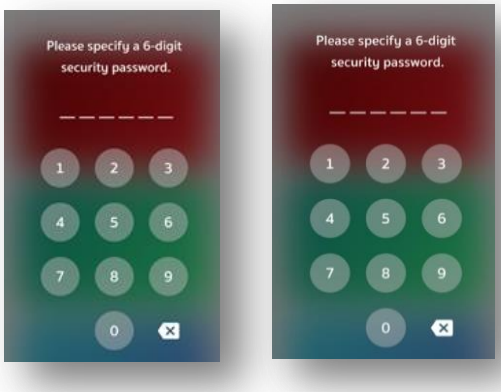
2.1 Please input your phone number and click "Accept" to agree to the terms of service.



2.2 Input the correct OTP number received via SMS.

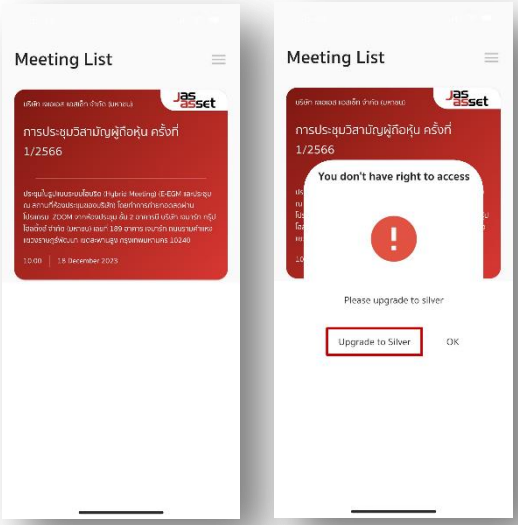



2.3 Please create a 6-digit password and enter it twice for confirmation.

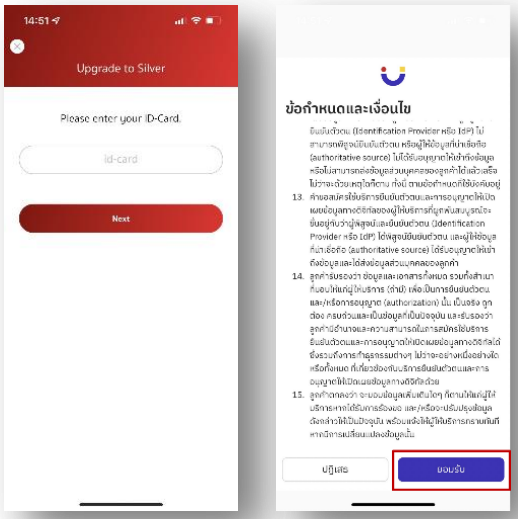



3. **<u>Identity verification is required prior to registration for exercising rights and participating in online meetings.</u>**
   **<u>For individuals who have previously verified their identity with the Jaymart group of companies, you may proceed directly to step 4.</u>**

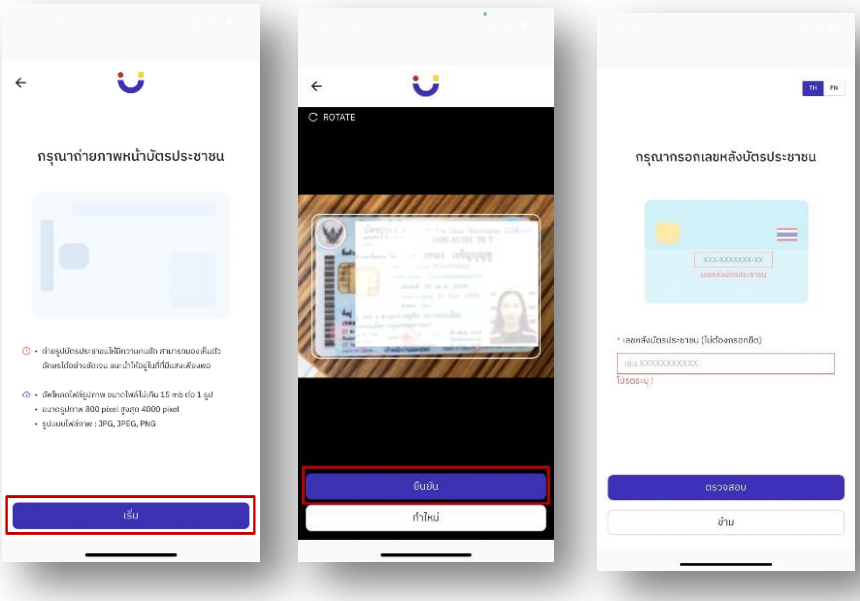
   3.1 To register for exercising your rights and participating in online meetings through the application, please choose the desired meeting for authentication and select "Upgrade to Silver" for verification.



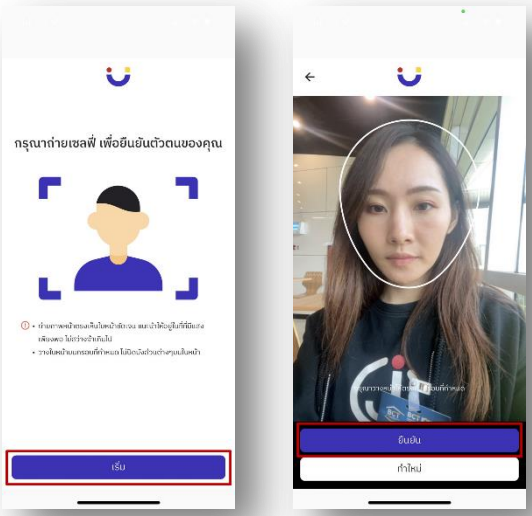
3.2 Please enter your ID number and click "Next," then proceed to accept the terms and conditions by clicking the respective button.



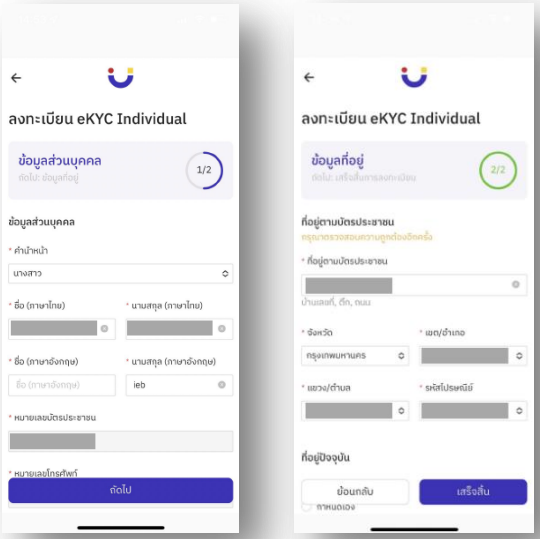

3.3 click "Start" to capture a photo of your ID card, then confirm the photo and enter the number located on the back of your ID card. Alternatively, you can choose to skip this step.



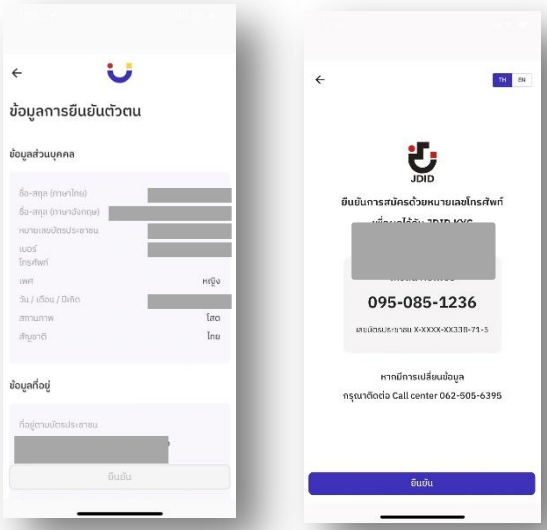
3.4 Please initiate the process by clicking on "Start" to capture a photo for identity verification. Afterward, proceed to confirm the captured photo.



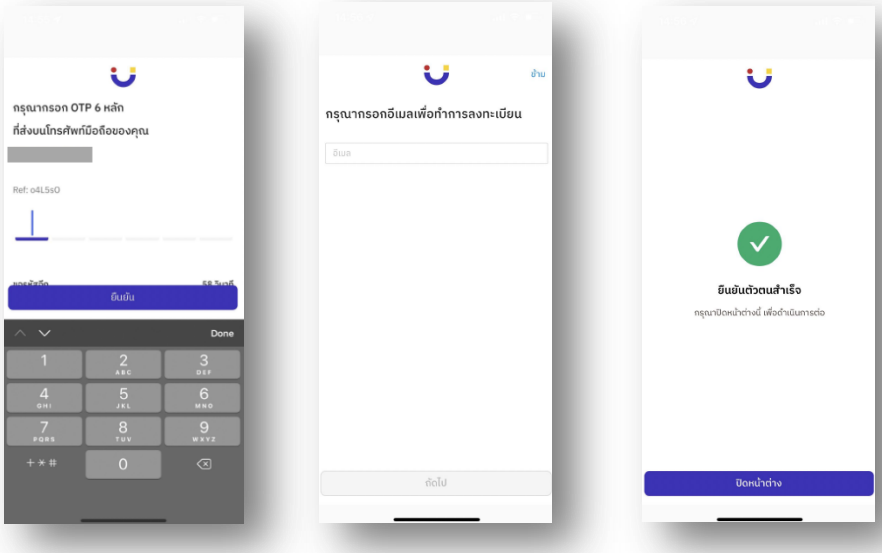

3.5 Please review the provided information. If any details are incorrect, you can click to edit them. Once you have finished editing, press "Next" to proceed.



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.

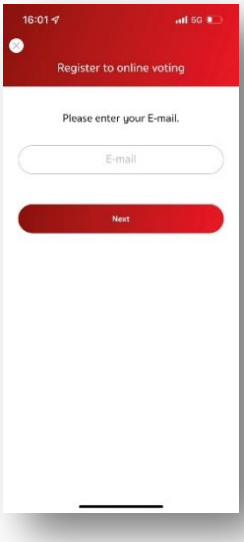


**4 <u>AGM Voting The registration process for utilizing rights on the AGM Voting application.</u>**

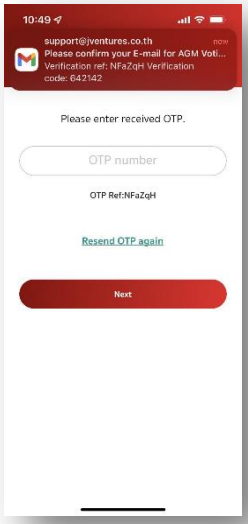
Registration will be available starting from March 28, 2024, onwards.

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.

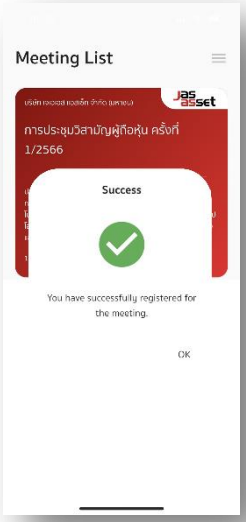
4.2 Please provide a contact email address. Your information will be securely stored by the company. This email will be used to send your Username and Password for accessing the e-meeting system via Zoom Meeting by April 4, 2024. These details will be sent from IR@jaymart.co.th.



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.

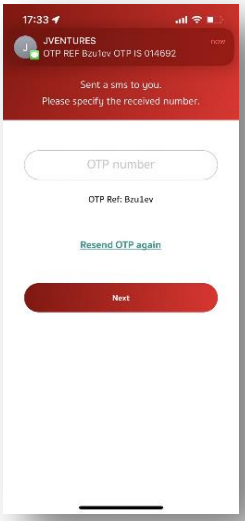


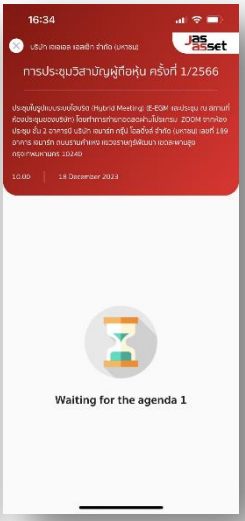
5 **<u>April 5, 2024 Access AGM Voting platform.</u>**

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.

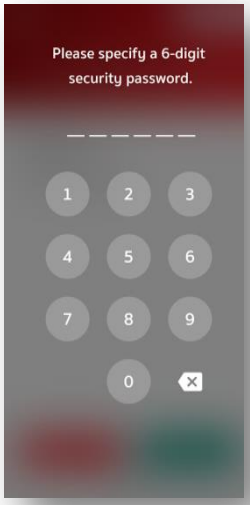
5.1 Please return to the AGM Voting application and participate in the meeting via the Zoom meeting system. Join the e-meeting using the provided Meeting ID and Password sent to you via email by the company. During the meeting, you can submit questions via the Chat box within the Zoom meeting system.

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.

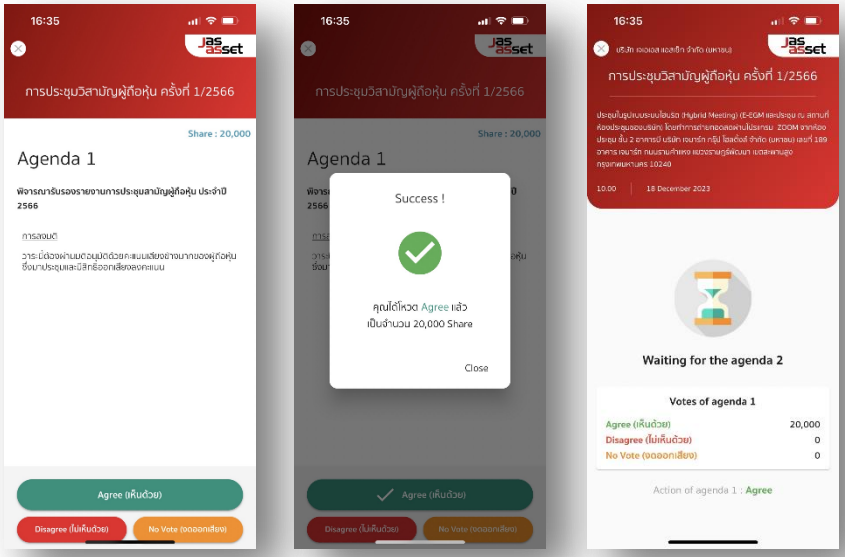


5.3 When the chairman invites comments, the system will prompt you to input the correct password. This procedure is mandatory before contributing any comments. Furthermore, it is essential to select "Pin" to confirm your presence on the designated agenda, ensuring precise inclusion in the voting tally.




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.

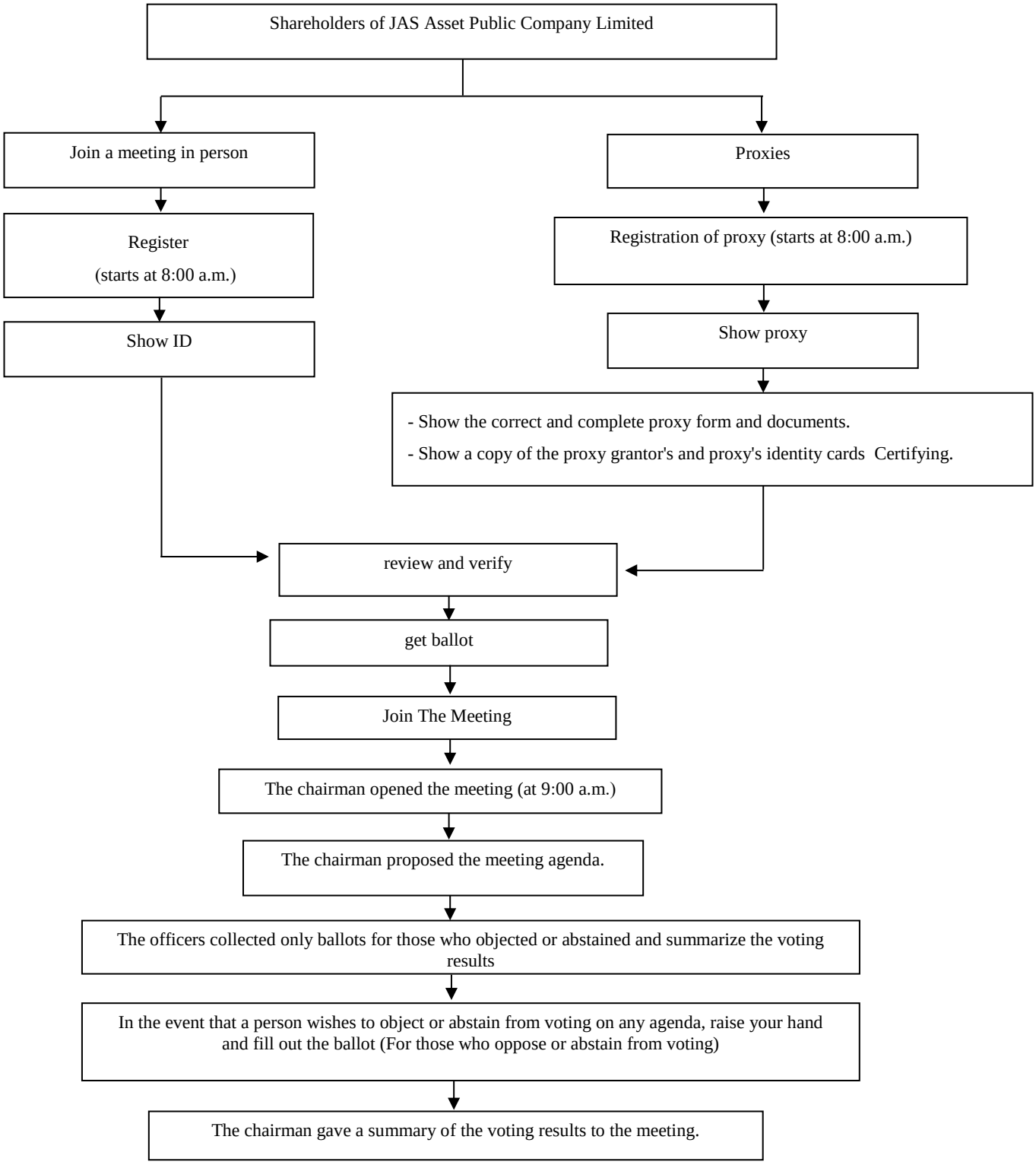
5.6 Upon completion of voting for every agenda item, the system will present the voting details of shareholders.

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

Sincerely Yours,

(Mr. Suphot Sirikulpas)
Chief Executive Officer
JAS Asset Public Company Limited

**Procedures for attending the 2024 Annual General Meeting of Shareholders in person at the meeting place (Physical)**
**JAS Asset 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.**

***Attachment No. 14***

## Privacy Notice (PDPA)

JAS Asset 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 JAS Asset 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

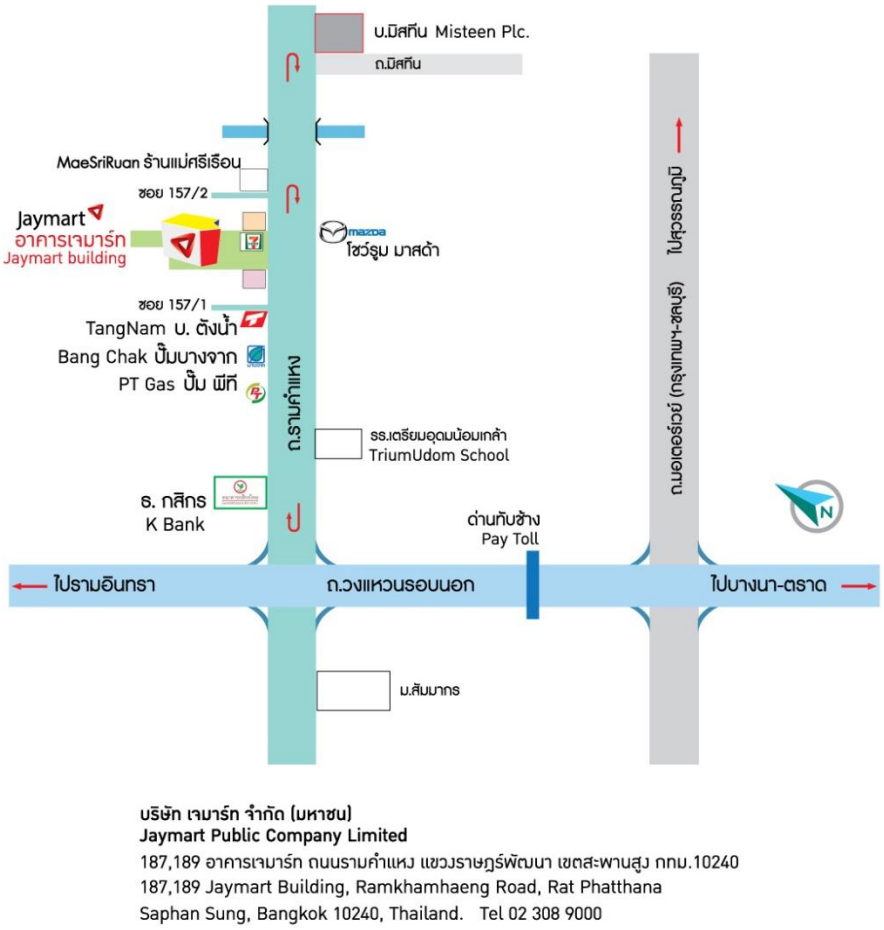
1) by post: "Investor Relations Department", JAS Asset Public Company Limited, Jay Mart Building 187, 187 Ramkhamhaeng Road, Ratthana Sub-district, Saphan Sung District, Bangkok 10240
2) by E-mail: jas-dpo@jasasset.co.th

**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.

## Map for document delivery and meeting venue




Remark: Send the proxy documents for the 2024 Annual General Meeting of Shareholders to "Investor Relations" on 7th Floor, at headquater 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.

***Attachment No. 16***

**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):
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Part 2: Inquiry
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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.