



**Invitation to the Annual General Meeting of Shareholders**

**For the fiscal year 2025**

**10 April 2025**

**At 9:00 a.m.**

**Join the meeting in the form of a hybrid system**

5 March 2025

Subject: Invitation to the Annual General Meeting of Shareholders for the fiscal year 2025

Attention: Shareholders of JAS Asset Public Company Limited

Attachment

1. Copy of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024
2. QR Code for downloading the invitation to The Annual General Meeting of Shareholders for the fiscal year 2024
3. Brief history and relevant information of the nominees for director positions replacing those who have vacated their positions according to the term (to be considered under agenda item 5)
4. The biography of the person nominated for the new director position (to be considered under agenda item 6)
5. Definition of independent directors of the Company
6. Information about the independent director nominated by the company to act as a proxy on behalf of the shareholders
7. Guidelines for Attending the Shareholders' Meeting via Electronic Media (E-AGM)
8. Explanation of the Required Documents and Proof of Shareholder Status or Proxy Representation, as well as the Voting Procedures at the Shareholders' Meeting
9. Proxy Forms A, B, and C
10. The Company's Articles of Association Regarding the Shareholders' Meeting
11. Personal Data Protection Act (PDPA)
12. Procedures for Attending the Annual General Meeting of Shareholders for 2025 in Person at the Meeting Venue (Physical Attendance)
13. Map for document delivery and meeting venue
14. Form for Requesting Meeting Documents and Submitting Questions in Advance, as Per the Agenda for the 2025 Annual General Meeting of Shareholders.

The Board of Directors of JAS Asset Public Company Limited ("the Company") resolved to hold the 2025 Annual General Meeting of Shareholders on 10 April 2025, at 9:00 a.m. The Company has added a way to join the meeting in the form of a hybrid system (Hybrid Meeting), 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 25 February 2025, as the record date for shareholders entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2025.

For the agenda setting of the Annual General Meeting of Shareholders for the fiscal year 2025, 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 3 October 2024 to 31 December 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 2025. Therefore, the Company hereby announces the agenda for the shareholders' annual meeting for the year 2025 as resolved by the Board of Directors, as follows:

### **Agenda 1 Consideration of Certifying the Minutes of the 2024 Annual General Meeting of Shareholders** **Facts and Rationale**

The Annual General Meeting of Shareholders for the fiscal year 2024 of the Company was held on 5 April 2024. 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 Minutes of the 2024 Annual General Meeting of Shareholders 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>), and the Company has also submitted copies of the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024 to the Stock Exchange of Thailand through the SETLINK system since 19 April 2024, and it has been submitted to the Department of Business Development, Ministry of Commerce, within the time frame required by law for disclosure to shareholders and general investors. It appears that no one has objected to or requested amendments.

### **Board's Opinion**

It is appropriate to propose to the Annual General Meeting of Shareholders for the fiscal year 2025 to consider approving the minutes of the Annual General Meeting of Shareholders for the fiscal year 2024 of the Company, which was held on 5 April 2024. 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 Acknowledgement of the company's performance report for the year 2024**

### **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 2024, 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. 2). The key highlights are summarized as follows:

	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
Total assets (Million Baht)	7,018	7,015
Total liabilities (Million Baht)	3,234	3,231
Total shareholders' equity (Million Baht)	3,784	3,784
Issued and fully paid up (Million Baht)	1,461	1,461
Total revenues from sales and services (Million Baht)	631	638
Net Profit (Million Baht)	166	166
Earnings per share (Baht/share)	0.1155	0.1155

### **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 2024. The Company has summarized its performance for the fiscal year 2024, as shown in the 2024 annual report (Form 56-1 One Report), as presented in attachment no. 2.

### **Resolution**

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

## **Agenda 3 Consideration and approval of the financial position and comprehensive income statement of the company for the year 2024, ending on December 31, 2024, which has been audited by the certified public accountants**

### **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 proposed to present to the Annual General Meeting of Shareholders for consideration and approval the financial statements, profit and loss accounts, and auditors' reports for the fiscal year ended 31 December 2024. These documents have been audited by the auditors and have been reviewed by the Audit Committee. They have also received approval from the Board of Directors. The Company has summarized its performance for the fiscal year 2024, as shown in the 2024 annual report (Form 56-1 One Report), as presented in attachment no. 2.

**Resolution**

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

**Agenda 4 To consider the suspension of profit allocation to the legal reserve and the withholding of dividend payments based on the company's performance in the fiscal year 2024**

**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 performance and financial position in 2024, according to the consolidated financial statements, the company recorded a net profit of 165,610,867 Baht for the fiscal year 2024, which translates to a profit per share of 0.1155 Baht. (In the company’s separate financial statements, the net profit for the fiscal year 2024 is also 165,610,867 Baht.) The company has already set aside a legal reserve in an amount not less than required by law. Therefore, approval is requested to suspend the allocation to the legal reserve and the payment of dividends for the fiscal year 2024, as detailed below:

Description	2024
Net profit after tax for the year 2024 (company financial statements)	165,610,867 Baht
Earnings per share for the year 2024	0.1155 Baht/Share
Dividend per share ratio	non-payment dividend
Dividend payout ratio (calculated based on the earnings per share ratio for the year 2024)	non-payment dividend

**Board’s Opinion**

It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval to suspend the allocation to the legal reserve and the payment of dividends for the fiscal year 2024, as the company still needs to reserve cash flow for its future operations, as outlined above. The Board of Directors has considered the provisions of the Public Limited Companies Act, the company's regulations, the

company's performance and financial position, as well as the interests of all stakeholders. It has been concluded that, as of December 31, 2024, the company has a net profit of 165,610,867 Baht with no accumulated losses. As the company has a policy of paying dividends at a rate of no less than 50% of net profit after tax and legal reserves, based primarily on the consolidated financial statements (with additional conditions). The company's Board of Directors has the authority to consider exempting the application of, or making changes to, the aforementioned policy from time to time, subject to the condition that such actions must be in the best interest of the company's shareholders. For example, the funds may be used as a reserve for loan repayments, for investment to expand the company's business, or in the event of changes in market conditions that may impact the company's future cash flow.

Comparison of dividend payment rates for the financial years 2023 to 2024

Description of dividend payment	2023	2024
1. Net profit	192,597,733 Baht	165,610,867 Baht
2. Shares	1,140,387,074 shares	1,460,730,937 shares
3. Dividend per share ratio	non-payment dividend	non-payment dividend
4. Total dividend payment	non-payment dividend	non-payment dividend
5. The proportion of dividend payment compared to net profit according to the consolidated financial statements	non-payment dividend	non-payment dividend

**Resolution**

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

**Agenda 5 Consideration and approval of the appointment of directors to replace those who are retiring by rotation for the year 2025**

**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 2025 Annual General Meeting of Shareholders, the following 3 directors will retire by rotation:

<u>List of Directors</u>	<u>Position</u>
(1) Ms. Yuvadee Pong-acha	Director/ Nomination, Remueration, Corporate Governance, and Sustainable Development Committee
(2) Mr. Suphot Sirikulapas	Director/Chief Executive Officer
(3) Ms. Pannee Choedrum-Phai	Independent Director/Audit Committee/ Chairman of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee

Note: Director No. 1, Ms. Yuvadee Pong-acha, has expressed her intention not to seek re-election for the position of director.

The Nomination, Remueration, Corporate Governance, and Sustainable Development Committee (excluding interested directors), has conducted the selection process by carefully considering the qualifications as required by law, the company's regulations, relevant requirements, and the composition of the Board of Directors (Skill Matrix). Additionally, the qualifications, skills, experience, and expertise, as deemed appropriate, have been evaluated to ensure they are in the best interest of the company's operations. The candidates have been thoroughly reviewed and vetted by the Board of Directors and have been found to meet the necessary criteria in accordance with the relevant regulations and are suitable for the company's business activities, as follows:

1. The company announced on its website and through the Stock Exchange of Thailand's news system to provide shareholders with the opportunity to propose candidates for consideration in the election of directors at the 2025 Annual General Meeting of Shareholders, from October 3, 2024, to December 31, 2024, in accordance with the principles of good corporate governance for listed companies. However, once the deadline set by the company had passed, no shareholders had proposed any candidates for election to the board.

2. The Nomination, Remueration, Corporate Governance, and Sustainable Development Committee is responsible for reviewing the list of nominees and presenting it to the Board of Directors for further submission to the shareholders' meeting for consideration in the election.

Therefore, it is deemed appropriate to propose two individuals for appointment as directors of the company and to submit their names to the 2025 Annual General Meeting of Shareholders for election to replace the directors whose terms will expire in 2025, as follows:

<u>List of Directors</u>	<u>Position</u>
(1) Mr. Suphot Sirikulapas	Director for another term
(2) Ms. Pannee Choedrum-Phai	Independent Director/Audit Committee/ Chairman of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee for another term

Based on this, it is considered that both nominated individuals are suitable for re-election to serve another term, as they possess knowledge and skills beneficial to the company's operations. Furthermore, they have expertise in business management, finance, and organizational development. The Board of Directors has also reviewed and agreed that the second nominated individual is qualified to serve as an independent director of the company, as they meet the relevant legal requirements and the criteria for independent directors. The individual satisfies all the qualifications for independence as defined by the company (details are provided in Attachment 4). This allows them to offer independent opinions in accordance with the applicable guidelines. Additionally, the nominated individual for the independent director position does not hold any directorial or executive positions in any other business that could potentially create a conflict of interest with the company.

### **The Nomination, Remueration, Corporate Governance, and Sustainable Development Committee's Opinion**

The appointment of directors to replace those whose terms are expiring has been carefully considered in accordance with the nomination process established by the company. The Nomination and Remuneration Committee, Corporate Governance, and Sustainability Development Committee has evaluated the suitability of the nominees to ensure they will provide the greatest benefit to the company's business and operations. This evaluation takes into account the composition of the board, as well as the nominees' knowledge, skills, management experience, expertise, and compliance with the relevant qualifications and regulations. The Nomination, Remueration, Corporate Governance, and Sustainable Development Committee's has therefore proposed the re-election of the two directors whose terms have expired to continue serving for another term. The Nomination, Remueration, Corporate Governance, and Sustainable Development Committee has reviewed and concluded that the individuals proposed for appointment as independent directors will be able to provide independent opinions regarding the company's operations. They also meet the qualifications as stipulated by the relevant laws regarding independent directors, as detailed in the biographies of both individuals provided in Attachment 3.

Therefore, the Board of Directors recommends that the 2025 Annual General Meeting of Shareholders consider and approve the re-election of the directors whose terms have expired to continue serving for another term.

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. Suphot Sirikulapas	*0	0.00	-None-
2. Ms. Pannee Choedrum-Phai	*0	0.00	-None-

\*Note: Number of shares, book closing information as of 25 February 2025

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 therefore proposed to the Annual General Meeting of Shareholders to consider and approve the election of two individuals as directors of the company to replace those whose terms have expired: 1. Mr. Suphot Sirikulapas 2. Ms. Pannee Choedrum-Phai, in accordance with the recommendation of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee, which has thoroughly and appropriately reviewed and evaluated the candidates based on the company's criteria and relevant laws. The



Board of Directors has approved the proposal, with the second nominee appointed as an independent director of the company, as they meet the qualifications set forth by the relevant regulations concerning independent directors and fully satisfy the company's definition of an independent director. The nominee's biography and related information, as well as the definition of an independent director, are detailed in Attachments 3 and 4. Additionally, directors with a vested interest in this matter did not cast a vote.

The Board of Directors has reviewed and concluded that the individual proposed for appointment as an independent director meets the qualifications set forth by the relevant laws and regulations concerning independent directors. Therefore, the Board has approved the appointment of Ms. Pannee Choedrum-Phai to serve another term as an independent director. (If reappointed for this term of 3 years, her total service as an independent director will amount to 13 years.) This decision is based on the fact that Ms. Pannee Choedrum-Phai possesses the knowledge and expertise to provide valuable advice and recommendations to the company. The Board has also considered that the proposed nominee is able to offer independent opinions and meets the qualifications required by the relevant laws and regulations regarding 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 and approval the appointment of new directors, as well as the changes to the names and number of directors authorized to sign on behalf of the company and the limitations on the directors' authority**

#### **Facts and Rationale**

To support the company's business expansion and enhance its management capabilities and efficiency, the Nomination and Remuneration Committee, Corporate Governance, and Sustainability Development Committee has reviewed and concluded that an additional director should be appointed. Therefore, Ms. Ladda Waruntarakul is proposed for appointment as a new director of the company.

#### **The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee's Opinion**

The appointment of this new director has been carefully considered in accordance with the nomination process established by the company. The Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee has evaluated the suitability of the candidate to ensure the greatest benefit to the company's business and operations, taking into account the composition of the board, as well as the candidate's knowledge, skills, management experience, expertise, and compliance with the relevant qualifications and regulations.

#### **Board's Opinion**

It is therefore proposed to the Annual General Meeting of Shareholders to consider and approve the election of one new director, Ms. Ladda Waruntarakul. After careful consideration, it has been concluded that Ms. Ladda Waruntarakul is suitably qualified, with the experience, knowledge, and skills that will be beneficial to the operations of the group. The nominee's biography is attached for review as per Attachment 6. This proposal is made in accordance with the recommendation of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee, which has thoroughly and appropriately reviewed the nominee based on the company's criteria and relevant laws. Additionally, to approve the changes to the names and number of directors authorized to sign on behalf of the company and the limitations on the authority of the directors, pursuant to the authority of the Board of Directors' meeting under the company's Articles of Association, Section 3: Directors and Powers of Directors, Article 30, which stipulates that:

Article 30: The number of directors authorized to sign on behalf of the company shall be two directors, who must sign jointly and affix the company's seal. The shareholders' meeting or the Board of Directors has the authority to designate the list of directors authorized to sign on behalf of the company.

To be amended as follows:

1. The names and number of directors authorized to sign on behalf of the company are as follows: Mr. Kitipat Chollavuth or Ms. Ladda Waruntarakul, signing jointly with Mr. Suphot Sirikulapas, totaling two persons, and affixing the company's seal.
2. Limitations on the authority of directors: None.

### **Resolution**

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

## Agenda 7 Consideration and approval of the determination of the director's remuneration for the year 2025

### 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 provisions of the previous paragraph shall not affect the rights of employees and staff of the company who have been elected as directors, with regard to receiving compensation and benefits in their capacity as employees or staff of the company.

Payment of compensation as stated in the first and second paragraphs shall not conflict with or be inconsistent with the qualifications of an independent director as defined by the Securities and Exchange Act.

Determining appropriate director compensation is a key aspect of good corporate governance, aimed at protecting shareholder interests, motivating directors, and retaining talented individuals to serve the company. The Board of Directors should establish policies and guidelines for setting director compensation that reflect their duties and responsibilities. This should involve considering both the structure and the amount of compensation, comparing it to similar companies within the same industry, those with comparable revenue, and those with similar market capitalization.

### The Nomination, Remueration, Corporate Governance, and Sustainable Development Committee's Opinion

For the compensation of the Board of Directors for the fiscal year 2025, which will be presented to the shareholders' meeting for approval, the criteria for determining the compensation have been considered based on the appropriateness relative to the scope of duties, the company's performance, the performance of the Board, the level of responsibility assigned, and the principles of good corporate governance.

In 2024, the company participated in a director compensation survey (Salary Survey) conducted in collaboration with the Thai Institute of Directors Association (IOD). The survey revealed that the compensation paid to the company's directors, when compared to companies in the same industry and those with similar revenue and market capitalization, is within an appropriate range. It is comparable to the compensation of directors at publicly listed companies on the Stock Exchange of Thailand, reflecting fairness and appropriateness in setting compensation at a level consistent with industry standards.

It is therefore proposed to the shareholders' meeting to consider setting the Board of Directors' compensation at an amount not exceeding 5,000,000 Baht, with no other benefits. It is also proposed that the compensation be paid in the form of meeting allowances at the same rate as last year.

### Board's Opinion

The Board of Directors has considered the criteria for determining director compensation, which has been appropriately reviewed by the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee, taking into account the appropriateness relative to the scope of duties, the Board's performance, and the level of responsibility assigned. Additionally, the director compensation rates of companies in the same industry and of similar size (Industry and Size of Company Benchmark) were also considered, based on the 2024 Director Compensation Survey report from the Thai Institute of Directors Association (IOD), as well as the principles of good corporate governance. It is therefore proposed to maintain all compensation items at the same rates as approved by the Annual General Meeting of Shareholders in 2024, with the details as follows:

The components of compensation	2024	2025 (Proposed Year)
<b>1. Remuneration for the Board of Directors</b>		
<b>Attendance Fee</b> (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
Chairman of the Board	40,000	<b>40,000</b>
Director	20,000	<b>20,000</b>
<b>2. Sub-committee remuneration</b>		
<b>Attendance Fee</b> (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
<u>Audit committee</u>		
Chairman of the Audit Committee	40,000	<b>40,000</b>
Audit Committee	30,000	<b>30,000</b>



<b>The components of compensation</b>	<b>2024</b>	<b>2025 (Proposed Year)</b>
<u>Nomination, Remueration, Corporate Governance, and Sustainable Development Committee</u> Chairman of Nomination, Remueration, Corporate Governance, and Sustainable Development Committee	-None-	-None-
<u>Nomination, Remueration, Corporate Governance, and Sustainable Development Committee</u>	-None-	-None-
<b>Other Compensation Benefits</b>	-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), Section 2, Category 2.2 on Corporate Governance Structure.

It is proposed to the Annual General Meeting of Shareholders to consider and approve the compensation for the Board of Directors and sub-committees, including meeting allowances for the fiscal year 2025, based on the performance for the year 2024, as approved by the Annual General Meeting of Shareholders in 2024. This is in line with the practice of determining director compensation in comparison to other companies in the same industry and of similar size, as proposed by the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee. The committee considered the appropriateness based on the scope of duties and responsibilities of the Board, the company's performance, and other relevant factors, such as the continuous business expansion, the success and growth of the company, which has led to an increase in the duties of the Board of Directors and sub-committees. In determining the director compensation, neither the Board of Directors nor the sub-committees will receive any additional benefits other than those outlined above, excluding any compensation in their capacity as employees of the company.

### **Resolution**

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

### **Agenda 8 Consideration for the approval of the appointment of auditors and the determination of auditors' compensation for the fiscal year 2025**

#### **Facts and Rationale**

According to Section 120 of the Public Company Limited Act B.E. 2535 and Item 41 of the Company's articles of association, the business to be conducted at the Annual General Meeting of Shareholders shall include (5) appointing the auditor(s) and determining their remuneration. Furthermore, according to Notification of the Securities and Exchange Commission (SEC) No. 44/2556 regarding the criteria, conditions, and methods for disclosing financial status and performance of securities issuers dated 22 October 2013 ("Notification No. 44/2556"), Section 1: Thai Company, Clause 23 It is required that companies issuing securities, whose shares are listed on the Stock Exchange of Thailand, implement auditor rotation. If an auditor has performed the audit or review and expressed an opinion on the company's financial statements for seven consecutive or non-consecutive fiscal years, the company may only reappoint that auditor after a minimum of five consecutive fiscal years. However, this requirement does not apply in the following cases: (2) The Company appoints an auditor to review or audit and express an opinion on the financial statements during the specified period, in accordance with the guidelines set by the office regarding auditor rotation in the capital market, as well as the exemptions to auditor rotation in the capital market, 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 2025. It should be noted that auditors from EY Office Ltd. have been auditing the Company's accounts for the past 10 years.

Auditors' name	CPA No.	The duration of serving as the Company's auditor
1. Ms. Orawan Techawatanasirikul / or	4807	2 years
2. Ms. Sumana Punpongsanon /or	5872	- years
3. Ms. Suchada Tantioran / or	7138	- years
4. Mrs. Nummon Kerdmongkhonchai / or	8368	- years
5. Ms. Wilaiporn Chaowiwatkul	9309	- 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 2025, as well as the quarterly audit fees for the year 2025 for the Company and its subsidiaries, at a total amount of 3,275,000 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:

Description	2023	2024	Percentage of change
Audit fee of the Company			
JAS asset PCL	2,525,000	2,525,000	-None-
Senera Senior Wellness Co., Ltd.	650,000	750,000	15.38%
Out-of-pocket expenses	actual payment	actual payment	
Total	3,175,000	3,275,000	3.15%

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

Audit fees for the company: Remained unchanged.

Audit fees for the subsidiary (Senera Senior Wellness Co., Ltd.): Increased by an average of 15.38%, due to business expansion and asset impairment testing.

### **Board's Opinion**

The proposal from the Audit Committee is approved, and it is deemed appropriate to present it to the Annual General Meeting of Shareholders for consideration and approval to appoint an auditor from EY Office Co., Ltd., namely Ms. Orawan Techawatanasirikul, CPA license number 4807; Ms. Sumana Punpongsanon, CPA license number 5872; Ms. Suchada Tantioran, CPA license number 7138; Mrs. Nummon Kerdmongkhonchai, CPA license number 8368; or Ms. Wilaiporn Chaowiwatkul, CPA license number 9309, to serve as the company's auditor for the year 2025. One of the aforementioned individuals shall serve as the company's auditor and provide an opinion on the company's financial statements. In the event that the aforementioned licensed auditor is unable to perform their duties, EY Office Co., Ltd. will arrange for another licensed auditor from EY Office Co., Ltd. to act as a substitute. The auditor will not provide any other services to the company. Furthermore, the proposed auditor meets the qualifications in accordance with the announcements of the Securities and Exchange Commission (SEC), and there is no relationship or conflict of interest between the auditor and the company, its subsidiaries, executives, major shareholders, or anyone related to them. As such, the auditor maintains independence in auditing and providing an opinion on the company's and its subsidiaries' financial statements. The company and its subsidiaries use the same auditing firm, and the audit fee for 2025 is set at 3,275,000 THB, with no other service fees (Non-Audit Fee), as proposed by the Audit and Risk Management Committee after due consideration, and approved by the Board of Directors.

### **Resolution**

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

#### Agenda 9 Consider other matters (if any)

The company provides an opportunity for shareholders to submit questions related to the agenda of the 2025 Annual General Meeting or any other important information about the company in advance of the meeting. Questions can be sent to the email address IR@jaymart.co.th, allowing the Board of Directors or management to prepare the necessary information for clarification during the meeting.

The company cordially invites shareholders to attend the 2025 Annual General Meeting at the date and time specified above.

Shareholders may appoint an independent director proposed by the company as their proxy to attend the meeting and vote on their behalf. Please fill out the proxy form provided with the documents, selecting only one version, and affix a stamp duty of 20 THB. In addition, shareholders or their representatives must present documents or evidence confirming their status as shareholders or authorized representatives eligible to attend the meeting, as outlined in the instructions, along with the criteria for voting at the meeting. These documents must be submitted at least two day before the meeting. We would greatly appreciate your cooperation.

Yours Faithfully,

JAS asset Public Company Limited



Mr. Sukont Kanjana-huttakit  
Chairman of the Board

**Minutes of the 2024 Annual General Meeting of Shareholders  
JAS Asset Public Company Limited**

The meeting was held on April 5, 2024, 09.00 a.m. at the meeting room, 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, No. 189 Jaymart Building, Ramkhamhaeng Rd., Keawng Rat Phatthana Ket Saphan Soong, Bangkok, 10240.

In today's meeting, directors attended the meeting from live broadcasting locations and via electronic media, a total of 7 people out of 7 directors, representing 100% of the total number of directors.

**Directors present at the meeting were listed as follows:**

- |                          |                  |  |
|--------------------------|------------------|--|
| 1. Mr. Sukont            | Kanjana-huttakit | Chairman of the Board/Independent Director   |
| 2. Mr. Adisak            | Sukumvitaya      | Director   |
| 3. Ms. Yuvadee           | Pong-Acha        | Director/ Nomination and Remuneration Committee and Corporate Governance for Sustainability  |
| 4. Mr. Suphot            | Sirikulphat      | Director/Chief Executive Officer   |
| 5. Mr. Premon            | Pinsakul         | Independent Director/Chairman of the Audit Committee   |
| 6. Ms. Pannee            | Cheedrum-phai    | Independent Director/the Audit Committee/Chairman of the Nomination and Remuneration Committee and Corporate Governance for Sustainability |
| 7. Mr. Anucha Viriyachai |                  | Independent Director/the Audit Committee/ Nomination and Remuneration Committee and Corporate Governance for Sustainability                |

**Executive present at the meeting was listed as follows:**

- |                           |  |
|---------------------------|--|
| 1. Ms. Kanokarn Samapudhi | Director of Accounting and Finance/Company Secretary |
|---------------------------|--|

**Other attendees:**

- |                                 |  |
|---------------------------------|--|
| 1. Manunya & Associates Limited | Ms. Manunya Thitinantawan                    |
| 2. The Auditor from EY Office   | Ms. Orawan Techawatanasirikul (Zoom Meeting) |

**Meeting Preliminaries**

Mr. Panya Chutisiriwong, the meeting moderator, greeted and welcomed all shareholders, the Board of Directors, and executives and invited attendees to the 2024 Annual General Meeting of Shareholders of JAS Asset Public Company Limited (**the “Company”**).

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

Before entering the agenda, the meeting moderator reported to the meeting that the Company would process, collect, use, and disclose the personal information of meeting participants, such as still images, sound and moving

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

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-AGM)**

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

Company shall assume that you approved each agenda and shall announce the voting results in that agenda before considering the following ones.

For shareholders who authorized others to attend the meeting on their behalf and voted in the proxy form, the Company recorded the said votes as the shareholders specified in the proxy form.

Asking questions from shareholders attending the meeting 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 reads the questions to the meeting on your behalf.
4. In each question, either through typing messages or through conversation, ask the attendees to notify their names and surnames every time for the benefit of taking accurate and completing the meeting's minutes.
5. The Company allows the shareholders to submit questions to each agenda. If no attendees inquire within 1 minute, 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 9, another agenda for consideration.

The Company had opened channels asking questions by submitting questions in advance to be answered on the day of the meeting.

Besides, in today's meeting, Ms. Raweewan Chaikong, 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. Sukont Kanjana-huttakit, the Chairman of the Board, presided over the meeting was invited to declare the meeting open and continue the session.

### **Meeting Commenced**

Mr. Sukont Kanjana-huttakit, the Chairman of the Board, greeted and thanked all the shareholders who attended the 2024 Annual General Meeting of Shareholders of JAS Asset Public Company Limited. The time was 9:09 a.m.

There were 22 shareholders attending the Meeting in person, holding 3,028,709 shares, representing 0.21 percent of the total 1,460,730,905 shares.

There were 23 proxies attending the Meeting, holding 1,113,254,170 shares, representing 76.21 percent of the total 1,460,730,905 shares.



6 people registered online by themselves, holding 6,459,289 shares, representing 0.44 percent of the total 1,460,730,905 shares.

The quorum was 51 people, holding 1,122,742,168 shares, representing 76.86 percent of the total shares sold, 1,460,730,905 shares, thereby constituting a quorum according to the Company's Articles of Association. The Chairman then declared the Meeting open.

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

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

### Meeting Commenced

#### **Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023**

The Chairman proposed that the meeting consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, convened on December 18, 2023. To comply with the principles of good corporate governance, the Company disclosed the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 on the Company's website under the main topic "Investor Relations" subtopic select "Information for Shareholders" Select "Shareholder Meetings" (<https://www.jasasset.co.th/th/investor-relations/document/shareholder-meetings?year=2023>). Besides, the Company already sent a copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 to the Stock Exchange of Thailand via the SETLINK system since December 28, 2023, to disclose to shareholders and general investors and it appeared that no one objected or asked for corrections.

Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, convened on December 18, 2023, which the Board of Directors deemed to be recorded correctly following the resolutions of the meeting. Accordingly, a copy of the meeting minutes was recorded accurately as in Enclosure No. 1.

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

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

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

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

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

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, no shareholders submitted questions before the meeting.

Mr. Pramote Libratanasakul, a shareholder who attended the meeting in person, asked how much money the Company received from the capital increase.

Mr. Panya Chutisiriwong, the meeting moderator, stated to the meeting that the Company received money from the allocation of additional shares in the amount of 704,756,428.20 baht, with Jaymart Group Holdings Public Company Limited exercising its right to increase capital in full according to the amount allocated.

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.

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

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

If the shareholders log in to attend the meeting but do not vote on any agenda, the system assumes that the votes are in approval with the meeting. 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 Extraordinary General Meeting of Shareholders No. 1/2023 as proposed, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,057,709	1,113,254,170	497,814	1,116,805,693	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	3,057,709	1,113,254,170	497,814	1,116,805,693	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 2 To consider and acknowledge the Company's operating results for the year 2023**

The Chairman assigned Mr. Panya Chutisiriwong, the moderator, to report the operating results of the Company for the fiscal year ending December 31, 2023 to the meeting.

Mr. Panya Chutisiriwong, the meeting moderator, summarized the Company's operating results for the year 2023 as follows.

To comply with good corporate governance, the Company would like to explain the Company's operating results in 2023 as follows.

For the overall Company's business, there had been a clear development in being a leader in rental space, both in the area of IT Junction mobile rental space and in the development of community shopping centers under the names JAS Urban and JAS Green Village, which there were six branches. In addition, the Company entered into the business of providing care for older people by developing a residential brand and treatment accommodations for older people under the Senera Senior Wellness brand. Moreover, the construction was an important factor in controlling project operations. The Company, therefore, developed a construction division under the name J Construction.

Under the vision of becoming a leader in rental space management within shopping centers and a real estate developer for a more livable community, the Company remained committed to its mission:

1. Being a rental space manager that aims to have the most branches in the country.
2. Develop real estate to meet the needs of the community.
3. Conduct business with good governance and care for employees, partners, shareholders, and society

In this regard, in terms of operating results, we would like to report operating results with the following details.

The Company's total income, including other income, in 2023 was 581 million baht, an increase of 4.4 percent. This increase was due to the launch of the new shopping center, JAS Green Village Bang Bua Thong, at the end of the third quarter of 2023. Total revenue was expected to be recognized in 2024.

Total costs, including rent and cost of sales, increased by 9.7 percent. This was due to increased rental costs from expanding rental space and opening new shopping centers, as well as utility costs and sales.

The Company's gross profit increased 3 percent due to increased rental income from opening new shopping centers and expanding rental space in shopping centers.

Selling, General and Administrative Expenses were 228 million baht, an increase of 39 percent due to personnel expenses from increased business expansion in J Construction and marketing expenses.

The Company's net profit in 2023 was 193 million baht, a decrease of 5 percent from the previous year, 2022, due to an increase in administrative costs.

The Company had total assets equal to 5,923 million baht, an increase of 26 percent from 2022 due to increased investment properties from the newly opened shopping center project in 2023, JAS Green Village Bang Bua Thong.

The Company's total liabilities were 3,008 million baht, an increase of 55 percent from the previous year, 2022, due to repaying loans from related businesses and debentures.

The Company's total shareholders' equity was 2,915 million baht, an increase of 58 percent from 2022 due to increased capital and retained earnings.

At the end of 2023, the Company's total debt-to-equity ratio (D/E ratio) was 1.03 times, up from 0.71 times last year.

### **Summary of the Company's ESG performance in 2023**

**The Company prepared a sustainability report for 2023 with brief details of the operating results as follows:**

#### **Sustainable Development**

The Company was aware of the importance of sustainable development for all stakeholders, covering economic, social, and environmental dimensions. In the past year, 2023, the Company operated according to the linkage of performance responding to the Sustainable Development Goals (SDGS).

#### **Environment**

The Company continuously implemented environmental management and resource conservation by developing to drive sustainable business, emphasizing effective environmental management models and systems to create employees' awareness of environmental protection, starting from themselves to responsibility for the environment on a large scale. In addition, the Company was aware of environmental protection in the areas where it operated by complying with relevant regulations and based on the principles of good corporate governance. The Company would operate in various places as follows:

1. To reduce greenhouse gas emissions in 2023, the Company installed a private PPA or "Private Power Purchase Agreement" solar cell system, which was a contract to purchase electricity produced from solar energy. Installation and power purchase contracts were carried out by JGS Synergy Power Company Limited, a subsidiary of Jaymart operating renewable energy business along with integrated services, adding three shopping centers, such as the Jas Wang Hin, the Jas Village Amata, and the Jas Green Village Khubon. In

2023, JAS Asset purchased electricity units from JGS Synergy Power Company Limited for 562,657.8 kWh for 1,809,025.3 baht. Purchasing electricity from the Electricity Authority would be calculated as 2,412,033.8 baht, which could be calculated as a savings of approximately 603,008.4 baht or a 25 percent reduction. It would also help reduce greenhouse gas emissions by up to 281,272.7 tCO<sub>2</sub>eq, equivalent to planting approximately 35,159 trees (an estimated number for electricity production and greenhouse gas absorption per year).

2. We continuously joined the Care the Whale network with the Stock Exchange in managing corporate waste, campaigning to reduce waste generation from the source, sorting waste before throwing it away, and managing waste correctly according to the type. We're committed to returning waste to use as much as possible through recycling and upcycling. Summary of the "Invisible Garbage" operation from January 1 - December 31, 2023, a total of 365 days, employees in the organization helped separate a total of 10,953.20 KG of waste, which could help reduce the amount of greenhouse gases by 247.04 kgCO<sub>2</sub>eq, equivalent to planting a 10-year-old large tree, 27 trees.
3. On October 20, 2023, the Company received the Greenhouse Gas Reduction Organization Award from the Stock Exchange of Thailand in collaboration with the Greenhouse Gas Management Organization (Public Organization) in the activity Climate Care Forum 2023: Time to reduce "reduce for the world" under the cooperation "Climate Care Platform" to encourage all sectors to see the importance and not delay in lowering and managing resources with value. At the event, certificates of honor were given to the "Project to support greenhouse gas reduction activities" (LESS Project) from the TGO with a special lecture, "Climate Crisis: Time to Reduce," with the symbol "Climate Clock" reflecting "time" and "time running out" to remind us not to wait to reduce for the world to reach the goal of Thailand being carbon neutral by 2050 and achieving net zero greenhouse gas emissions by 2065.

## Social

1. The Company was committed to human resource management. Therefore, it managed labor practices and maintained employees with the skills and abilities to work with the organization in the long term, reducing the problem of personnel shortages. In addition, the human resource system was continuously developed to increase employees' capabilities while also considering compliance with ethical principles and avoiding all forms of human rights violations.
2. The Company provided a comprehensive and diverse skills development program to promote the advancement of employees' personal skills and career paths. It started by identifying skill gaps, training existing skills (Upskilling), and adding new skills (Reskilling) to ensure all employees had key skill sets relevant to the Company's business strategy and vision.
3. The Company focused on enabling its business operations to coexist harmoniously and sustainably with the community, society, and environment by strengthening good relationships with the community. For example, on July 5, 2023, at 10:00 a.m. at the auditorium of Wat Lat Pladuk School, JAS Green Village Shopping Center, Bang Bua Thong, led by Mr. Suphot Sirikulphat, Chief Executive Officer, along with the Company's employees, including the school director, teachers, and students of Wat Lat Pla Duk School participated in the scholarship award ceremony for the year 2023 by awarding 50 scholarships to students, totaling 100,000 baht.

We also participated in the maintenance and development of the curriculum, amounting to 20,000 baht. After the ceremony, snacks and ice creams were distributed to every student, including 400 sets.

Conducting business activities in 2023, the Company had no disputes with communities or society. In this regard, it also valued strict compliance with human rights and environmental laws.

## Governance

1. The Company was committed to operating according to the principles of good governance, which was an essential foundation for sustainable business growth and efficient business operations. Therefore, guidelines for corporate governance have been established based on the principles of good corporate governance and various laws and regulations issued by government agencies and related regulatory agencies. The Company prepared measures to prevent and solve possible incidents and managed those risks to an acceptable level.

In 2023, the Company received a CGR score of very good or 4 stars in the past year. In 2024, the Company aimed to increase its CGR score to 5 stars by taking steps in many areas to create operating standards under good corporate governance.

2. The Company organized training on "The role of executives and employees in Anti-Corruption" to emphasize the intention to fight corruption. There was a signing ceremony declaring the purpose of preventing corruption by executives and employees on October 19, 2023, together with the Secretary-General of the Anti-Corruption Organization (Thailand) and the Thai Private Sector Collective Action Coalition Against Corruption (CAC). The purpose of organizing this event was to raise awareness of the importance of fighting corruption and creating an organizational culture that would not support, tolerate, or be involved in all forms of corruption. These things were extremely important to the credibility of society, investors, and all stakeholders of the Company toward the organization.

Mr. Suphot Sirikulphat, Chief Executive Officer, stated the direction of operational goals and the Company's important operational plans for 2024 for shareholders to know as follows:

In 2024, the Company focused more on doing business in the community. Currently, the Company has developed six community shopping centers. The Company would renovate and develop the existing shopping center for the better. This year, the Company shall open three new mixed-use shopping centers: Jas Green Village, Prawet branch, scheduled to open in the 2nd quarter of 2024; Jas Green Village, Ramkhamhaeng branch, expected to open in the 3rd quarter of 2024; and Jas Green Village, Khon Kaen branch, scheduled to open during the 4th quarter of 2024. In March, the Company opened a new elderly care center, Senera, Bang Bua Thong branch. The Company also placed great emphasis on cost control. Therefore, J Construction was established to help reduce construction costs.

The moderator allowed shareholders to ask questions.

The moderator informed the meeting that 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 shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, Ms. Raweevan Chaikong, a shareholder's rights protection volunteer and proxy of the Thai Investors Association, sent questions in advance of the meeting, asking about fluctuations in economic conditions, interest rates, and foreign currency exchange rates, including natural disasters, weather conditions, PM 2.5 dust, and conflicts abroad, etc. Did the Company have any risks that were expected to occur and affect the Company's operations in 2024? And what was the Company's approach to managing such risks?

Mr. Panya Chutisiriwong, the meeting moderator, said to the meeting that such risks were macro risks. It was a systematic risk that various companies were facing. Interest rates would have some effect on operations. However, the Company already estimated its capital needs and interest costs in its operations projection. It was still at a level that the Company could manage. The Company had no impact on its operating results for foreign factors, including wars abroad or foreign currency exchange rates.

The Chairman asked the meeting whether any shareholders wished to ask questions. However, there was no one asked questions. The Chairman then informed that the meeting had acknowledged the Company's operating results for the fiscal year ending December 31, 2023, which the auditor had already audited. This agenda was for acknowledgment. Therefore, no voting was required.

**Resolution** The Meeting considered and acknowledged the report on the Company's operating result for the year 2023 as proposed.

**Agenda 3 To consider and approve the Financial Position Statement, Profit and Loss Account, Completion of Audited Financial Statements for the fiscal year ending December 31, 2023**

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

Mr. Panya Chutisiriwong, the moderator, declared that 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 supplementary documents supporting the aforementioned reports.

Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the financial statements, completed profit and loss accounts, and the audited financial statements for the fiscal year ending December 31, 2023. These had 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. The details appeared in Section 3, Financial Statements of the Annual Registration Form, Annual report (Form 56-1 One Report).



The details of the operating results and financial status summary were reported in the previous agenda, and the meeting was then asked to consider them.

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

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

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

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

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

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

Ms. Rawewan Chaikong, a shareholder's rights protection volunteer and proxy of the Thai Investors Association, sent questions in advance of the meeting, inquiring about the income statement. It was found that there were trade receivables - unrelated businesses that were overdue for more than 12 months, amounting to 1.8 million baht, with a provision for bad debts. I would like to know how the Company managed and tracked this amount of debt.

Mr. Panya Chutisiriwong, the meeting moderator, told the meeting that the Company was in the process of collecting this debt to receive all cash flow back. This debt was the debt of the debtor affected by the COVID situation.

Ms. Kanokarn Samapudhi, Director of Accounting and Finance, further declared to the meeting that the Company had a clear process for debt collection for employees in each department, up to the process of sending it to the legal department to collect debts back into the Company's cash flow.

Mr. Pramote Libratanasakul, a shareholder attending the meeting in person, asked what caused the gain of 100 million baht from adjusting the fair value of investment properties based on the numbers in the income statement.

Ms. Kanokarn Samapudhi, Director of Accounting and Finance, explained that profits from adjusting the fair value of investment properties arise from valuing every company project using the income approach method. Cash inflows were assessed by an independent appraiser.

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.

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

In voting, the shareholders were requested to press the pin to enter the voting system via Application 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 to certify the Financial Position Statement, Profit and Loss Account, and Completion of Audited Financial Statements for the fiscal year ending December 31, 2023, as proposed, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,184,109	1,113,254,170	497,814	1,116,936,093	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
Total	3,184,109	1,113,254,170	497,814	1,116,936,093	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 4 To consider and approve the appropriated profits from the operations for the fiscal year ending 2023 and the decision to non-payment dividend for the year 2023**

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

Mr. Panya Chutisiriwong, the moderator, declared to the meeting that 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's separate financial statements had a net profit for the year 2023 of 192,597,733 baht.) The Company had legal reserves equal to that required by law. Therefore, we requested approval to refrain from allocating legal reserves because the Company still needed to reserve cash flow for future operations. Consequently, it was proposed to the shareholder meeting to consider approving the allocation of profits from operating results ending in 2023 and refraining from paying dividends for 2023, with the following details.

### **Details of dividend payment**

Description	2023
Net profit after tax for 2023 (the Company financial statement)	192,597,733 Baht
Net earnings per share for 2023	0.1689 Baht/Share
Dividend payout ratio per share	Non-Payment Dividend
Dividend payment	Non-Payment Dividend

It was deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the allocation of profits from operations for the fiscal year ending 2023 and the decision to non-pay dividends for 2023 because the Company still needed to retain cash flows for future operations as detailed above. The Board of Directors of the Company had 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 had also taken into account the interests of all stakeholders. As of December 31, 2023, the Company had a net profit of 192,597,733 baht with no accumulated losses. In addition, the Company's policy was 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 had 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 were changes in market conditions that might impact the Company's future cash flows.

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

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

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

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

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

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, no shareholders submitted questions before the meeting.

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

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

In voting, the shareholders were requested to press the pin to enter the voting system via Application 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 appropriated profits from the operations for the fiscal year ending 2023 and the decision to non-payment dividend for the year 2023, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,187,819	1,113,254,170	743,714	1,117,185,703	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
Total	3,187,819	1,113,254,170	743,714	1,117,185,703	100.00000
Voided Ballot	-	-	-	-	-

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

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

Mr. Panya Chutisiriwong, the moderator, reported to the meeting that in order to comply with good corporate governance principles, the moderator invited 2 directors who retired by rotation, namely Mr. Sukont Kanjana-huttakit and Mr. Adisak Sukumvitaya to leave the meeting temporarily while waiting for the approval of this agenda.

Also, the meeting was asked to appoint Mr. Premon Pinsakul as the temporary chairman for this agenda.

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 would retire by rotation:

	<u>List of Directors</u>	<u>Position</u>
(1)	Mr. Sukont Kanjana-huttakit	Independent Director/Chairman of the Board
(2)	Mr. Adisak Sukumvitaya	Director

The Company 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 proposed any individual for consideration for election as directors of the Company.

The Company's board of directors (excluding directors with voting rights) 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 thoroughly and carefully considered and deemed appropriate to propose 2 director nominees who were 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 were as follows:

- |                                 |  |
|---------------------------------|--|
| (1) Mr. Sukont Kanjana-huttakit | Position: Independent Director /<br>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 were appropriate to be considered for election as company directors because they had knowledge and abilities that were beneficial to the company's operations. They also had 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) was proposed to be independent directors of the Company since the nominated director qualifications were 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 appeared in Enclosure 8) and could provide their opinions independently and in accordance with the relevant guidelines. Additionally, the individual nominated as an independent director did not hold the position of director or management in any companies which have conflicts of interest with the Company.

The appointment of directors to replace those whose terms were expiring had undergone a thorough evaluation process as prescribed by the Nomination and Remuneration Committee. The committee 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 was proposed to re-elect both directors whose terms were expiring for another term. The selection and compensation committee had thoroughly evaluated and found that the proposed individuals could 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 were provided in Enclosure No. 5.

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

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

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

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

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

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, no shareholders submitted questions before the meeting.

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

Mr. Panya Chutisiriwong, the moderator, informed the Chairman and the meeting that the voting would be split individually in this agenda to comply with good corporate governance principles.

The Chairman then asked the meeting to consider and approve the appointment of the directors who retired by rotation to be re-elected for another term.

**Agenda 5.1 proposing to re-appoint Mr. Sukont Kanjana-huttakit as the independent director/Chairman of the Board for another term**

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

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

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

**Resolution** The Meeting considered and unanimously approved the appointment of Mr. Sukont Kanjana-huttakit, the director who retired by rotation, to be re-elected as the independent director/Chairman of the Board for another term with a majority vote of the shareholders attending the meeting and eligible to vote as follows:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 5.2 proposing to re-appoint Mr. Adisak Sukumvitaya as the independent director for another term**

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

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

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

**Resolution** The Meeting considered and unanimously approved the appointment of Mr. Adisak Sukumvitaya, the director who retired by rotation, to be re-elected as the director for another term with the following votes:



Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
Total	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Voided Ballot	-	-	-	-	-

The moderator invited the two directors to return to the shareholder meeting room to continue the meeting.

#### **Agenda 6 To consider and approve the director's remuneration for the year 2024**

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

Mr. Panya Chutisiriwong, the moderator, reported to the meeting that 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.

For the director's remuneration of the Company for the year 2024 to be proposed to the shareholders' meeting for approval, it was 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 had 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.

The Company's board of directors, through appropriate screening and consideration by the Nomination and Remuneration Committee, had evaluated the criteria for setting compensation for board members. This evaluation considered 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 had 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. Therefore, it was considered appropriate to propose that all remuneration items

be kept at the same rate according to the resolution of the 2023 Annual General Meeting of Shareholders, details as follows:

The Components of Compensation	2023	2024 (Proposed Year)
<b>1. Remuneration for the Board of Directors</b>		
<b>Attendance Fee</b> (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
Chairman of the Board	40,000	40,000
Director	20,000	20,000
<b>2. Sub-committee remuneration</b>		
<b>Attendance Fee</b> (only directors attending the meeting)	Baht/Person/Time	Baht/Person/Time
<u>Audit committee</u>		
Chairman of the Audit Committee	40,000	40,000
Audit Committee	30,000	30,000
<u>Nomination and Remuneration Committee</u>		
Chairman of Nomination and Remuneration Committee	<b>-None-</b>	<b>-None-</b>
Nomination and Remuneration Committee	<b>-None-</b>	<b>-None-</b>
<b>Other Compensation Benefits</b>	<b>-None-</b>	<b>-None-</b>

As for the details of the scope of authority and responsibilities of the Company's Board of Directors and its sub-committees, as shown in the annual report (Form 56-1 One Report), Section 2, Category 2.2 on Corporate Governance Structure.

It was 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 year 2024 at the same rate as in 2023 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 came from the recommendation of the Nomination and Remuneration Committee, which had 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 had 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 were received apart from meeting allowances, as detailed above, and without any additional compensation as employees of the Company.

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

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

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

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

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

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

2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, no shareholders submitted questions before the meeting.

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

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

In voting, the shareholders were requested to press the pin to enter the voting system via Application 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 director's remuneration for the year 2024, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 7 To consider and approve the appointment of auditors and their remuneration for the year 2024**

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

Mr. Panya Chutisiriwong, the moderator, reported to the meeting 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.

The Audit Committee had 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 was the opinion of the committee that EY Office Ltd. ("EY") was a reliable audit firm with a good track record and adequate personnel with the necessary knowledge and expertise. Therefore, the committee recommended 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 had expressed their views on the Company's financial statements for the fiscal year 2024. It should be noted that auditors from EY Office Ltd. had 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
7. Ms. Suchada Tantioran /or	7138	-years
8. Ms. Chutiwan Chanswangphuwana	8265	-years

In the event that the aforementioned auditor was unable to fulfill their duties, EY was 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 was 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 and there were no other service fees (Non-Audit Fee). This proposal had been duly considered and approved by the Audit Committee and the Board of Directors. The details of the auditor's remuneration were as follows:

Comparison of auditor's remuneration from 2023 to 2024 Unit: Baht

Description	2023	2024	Percentage of change
Audit fee			
JAS asset PCL	2,400,000	2,525,000	5.21%
Senera Senior Wellness Co., Ltd.	500,000	650,000	30.0%
Out-of-pocket expenses	Actual payment	Actual payment	
Total	2,900,000	3,175,000	9.48%

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

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

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

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

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

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

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, no shareholders submitted questions before the meeting.

Mr. Thara Cholpranee, a shareholder attending the meeting in person, inquired about the audit fee of Senera Senior Wellness Company Limited, which increased by 30 percent. This increase would be reflected in the capital increase in Senera Senior Wellness Company Limited, amounting to 60 million baht. How was the money received from the Company's capital increase used for business operations? It resulted in a 30 percent increase in audit fees.

Ms. Kanokarn Samapudhi, Director of Accounting and Finance, explained that the Company opened the first branch of the Senera Elderly Care Center in 2023 at Khubon. In March 2024, the Company opened the second branch of the Senera Elderly Care Center at Bang Bua Thong. As for the money received from the capital increase, the Company invested in decorating various rooms at the elderly care center.

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

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

In voting, the shareholders were requested to press the pin to enter the voting system via Application 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 appointment of auditors and their remuneration for the year 2024, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	3,198,286	1,113,254,170	743,714	1,117,196,170	100.00000
Voided Ballot	-	-	-	-	-

**Agenda 8 To consider and approve the amendment of the Company's regulations**

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

Mr. Panya Chutisiriwong, the moderator, reported to the meeting that 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.

It was 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 were as follows:

No.	Current company regulations	New version of regulations (related ministerial regulations)
12	<p>The Company may not hold or pledge its own shares unless under the following circumstances:</p> <p>(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.</p> <p>(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.</p> <p>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.</p> <p>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.</p> <p>Share repurchases, sale of repurchased shares, and</p>	<p>The Company may not hold or pledge its own shares except under the following circumstances:</p> <p>(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.</p> <p>(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.</p> <p>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.</p> <p>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.</p> <p>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</p>



No.	Current company regulations	New version of regulations (related ministerial regulations)
	<p>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.</p> <p>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.</p>	<p>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.</p> <p><b>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. 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.</b></p>

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

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

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

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

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

1. Go to the Reactions menu at the top and press the Raise Hand button.
2. When the moderator calls the name, the staff shall open the mic for you to inquire. The shareholder must press Unmute and turn on the microphone on the shareholder's device.

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

For this agenda, no shareholders submitted questions before the meeting.

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

Mr. Panya Chutisiriwong, the meeting moderator, declared to the meeting that prior to Agenda 8, shareholders had to verify their identity again before voting.

In voting, the shareholders were requested to press the pin to enter the voting system via Application 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 amendment of the Company's regulations, with the following votes:

Resolution	Number of Votes Cast (1 Share per 1 Vote)				%
	Present	Proxies	Online	Total	
Approved	3,198,286	1,113,254,170	395,900	1,116,848,356	100.00000
Disapproved	-	-	-	-	-
Abstained	-	-	-	-	-
<b>Total</b>	3,198,286	1,113,254,170	395,900	1,116,848,356	100.00000
<b>Voided Ballot</b>	-	-	-	-	-

#### **Agenda 9 To consider and approve other matters (if any)**

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

Ms. Supattra Sittichai, a shareholder attending the meeting in person, asked the board to inform the progress of the Jas Green Village Khubon project. Was there any problem with the lease agreement? And the type of shopping center project the Company would operate in the future.

Mr. Suphot Sirikulphat, Chief Executive Officer, explained that the Jas Green Village project area, Khubon, an area of 40 rai, was all rented space. At the back of the project, there would be a senior care center, Senera Senior Wellness, an area of 7 rai, divided into three buildings. The future project format would have a different context due to the location of the project and the size of the project area being different. The Company would consider various uses to meet customers' needs. At Jas Green Village, Khubon, there was a project to create Sports entertainment. Moreover, for the Jas Green Village project, there was no problem with the lease agreement as the Company had a long-term lease agreement of 30 years.

Mr. Thara Cholpranee, a shareholder attending the meeting in person, inquired about the Company that had registered for liquidation, Senera Vimut Health Service Company Limited. The Company had investments of 19 million baht and had been liquidated. The Company received back 1.6 million baht. If considering the financial statements at the end of 2023, Senera Vimut Health Service Company Limited had a total loss of 17.2 million baht caused by sales and administrative expenses. What was the cause? As a result, the Company received only 10 percent of its investment back.


Mr. Suphot Sirikulphat, Chief Executive Officer, explained that Senera Vimut Health Service Company Limited was a joint venture between JAS Asset Public Company Limited and Vimut Hospital Company Limited. The company was established to operate a Saha Clinic and Elderly Care Center. From the operating results over some time, the Company's management saw that the Company could manage on its own under the management of Senera Senior Wellness Company Limited without having to rely on joint venture partners. Therefore, it was considered appropriate to

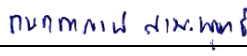
terminate the joint venture contract between JAS Asset Public Company Limited and Vimut Hospital Company Limited, including registering the dissolution of Senera Vimut Health Service Company Limited because the Company had to use services from the outsourcing of joint venture partners. It caused the Company to have increased sales and administrative expenses.

Mr. Adisak Sukumvitaya, the director, further explained that the Company was committed to doing business in caring for older people. In 2015, the Company began a study tour about caring for older people in Japan. However, there might be a better time for that. Until nine years passed, the Company built a care center for the elderly, Senera Senior Wellness, at Khubon. It could be seen that doing business required a suitable time.

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 10.48 a.m.

Signed  Chairman of the Meeting  
(Mr. Sukont Kanjana-huttakit)  
Chairman of the Board

Signed  the Minutes Taker  
(Ms. Kanokarn Samapudhi)  
Company Secretary

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

56-1 ONE REPORT 2567 ช่องทางภาษาไทย



56-1 ONE REPORT 2567 ช่องทางภาษาอังกฤษ



**Brief history and relevant information of the nominees for director positions replacing those who have vacated their positions according to the term (to be considered under agenda item 5)**

**Mr. Suphot Sirikulapas**

**Age :** 49 years old **Nationality :** Thai

**Position in the Company :** Director

**Type of director:** Director

**Educational background:**

Bachelor's degree in Financial Economics                      Ramkhamhaeng University  
 Master's degree in Management                                      Sripatum University



**Training on Director's Roles:**

2005                      Director Certification Program Thai Institute of Directors

**Employment History**

2022–present	Director	Senera Vimut Health Service Company Limited
2022–present	Director	J Vasu Pain Management Company Limited
2022–present	Director	Senera Wellness Company Limited
2017–present	Director	Brewing Happiness Company Limited
2015–present	Chief Executive Officer	JAS Asset Public Company Limited
2014–present	Director /Executive Committee	JAS Asset Public Company Limited
2013–present	Director	Jaymart Insurance Broker Company Limited
2013–present	Director	J Asset Management Company Limited

**Current Director Positions**

Listed Companies on the Stock Exchange of Thailand: (0 companies)

-None-

Non-Listed Companies: (6 companies)

Director	Senera Vimut Health Service Company Limited
Director	J Vasu Pain Management Company Limited
Director	Senera Wellness Company Limited
Director	Brewing Happiness Company Limited
Director	Jaymart Insurance Broker Company Limited
Director	J Asset Management Company Limited

**Number of terms of being the Company's director:** 2014 – present 10 years (3 terms)

If elected to this position, he will hold the position for another 3 years, a total of 13 years.

**Shareholding proportion of the Company:**

JAS Asset Public Company Limited 0.00% (0 shares)

**Shareholding proportion of affiliated companies:**

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

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

**Attendance the Board of Directors Meeting in 2024**

- Board of Directors: 6/6 times (equivalent to 100.00%)

**Special interest in this meeting:**

-None-

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



**Brief history and relevant information of the nominees for director positions replacing those who have vacated their positions according to the term (to be considered under agenda item 5)**

**Name:** Ms. Pannee Choedrum-Phai

**Age:** 69 years old    **Nationality:** Thai



**Position in the Company:**

Independent Director

Audit Committee

Chairman of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee

**Type of director:**

Independent Director

Audit Committee

Chairman of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee

**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

Board of Directors

Maejo University

2014 – Present

Independent Director

JAS Asset Public Company Limited

Audit Committee

Chairman of the Nomination, Remueration, Corporate Governance, and Sustainable Development Committee

2010 – 2016

Assist Managing Director

Islam Bank

2006 – 2010

Managing Director

Thai Samut Asset Co., Ltd.

**Current Director Positions**

Listed Companies on the Stock Exchange of Thailand: (0 companies)

-None-

Non-Listed Companies: (1 companies)

Board of Directors

Maejo University

**Number of terms of being the Company's director:** 2014 – Present 10 years (3 terms)

If elected to this position, she will hold the position for another 3 years, a total of 13 years.

**Number of terms of being the Independent Director:** 2014 – Present 10 years (3 terms)

If elected to this position, she will hold the position for another 3 years, a total of 13 years.

**Shareholding proportion of the Company:**

JAS Asset Public Company Limited 0.00% (0 shares)

**Shareholding proportion of affiliated companies:**

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

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

**Attendance the Board of Directors Meeting in 2024**

- Board of Directors: 6/6 times (equivalent to 100.00%)

**Attendance the Sub-committee remuneration Meeting in 2024**

- Audit Committee: 5/5 times (equivalent to 100.00%)
- Nomination, Remueration, Corporate Governance, and Sustainable Development Committee: 2/2 times (equivalent to 100.00%)

**Special interest in this meeting:**

-None-

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: None  
Being a professional service provider (e.g., auditor, legal advisor, financial advisor): None  
The significant business relationship that may affect the inability to act independently: No  
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: None

**The biography of the person nominated for the new director position  
(to be considered under agenda item 6)**

**Ms. Ladda Waruntarakul**

Age : 60 years old Nationality : Thai

**Type of director:** Director

**Educational background:**

Bachelor's degree in Accounting Ramkhamhaeng University

Master's degree in Accounting Ramkhamhaeng University



**Training on Director's Roles:**

Director Accreditation Program (DAP) Thai Institute of Directors

**Employment History**

2012-present	Executive Committee	Jaymart Insurance Public Company Limited
	Chief Financial Officer	
2022-present	Director	JDN Company Limited
2022-present	Director	Senera Wellness Company Limited
2022-present	Director	J Vasu Pain Management Company Limited
2021-present	Director	J Elite Company Limited
2019-present	Director	J P2P Company Limited
2017-present	Director	Brewing Happiness Company Limited
2016-present	Director	Jaymart Mobile Company Limited
2013-present	Director	Jaymart Insurance Public Company Limited
2013-present	Director	Jaymart Insurance Broker Company Limited
2013-present	Director	J Asset Management Company Limited

**Current Director Positions**

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

Director Jaymart Insurance Public Company Limited

Non-Listed Companies: (9 companies)

Director JDN Company Limited  
 Director Senera Wellness Company Limited  
 Director J Vasu Pain Management Company Limited  
 Director J Elite Company Limited  
 Director J P2P Company Limited  
 Director Brewing Happiness Company Limited  
 Director Jaymart Mobile Company Limited  
 Director Jaymart Insurance Broker Company Limited  
 Director J Asset Management Company Limited

**Shareholding proportion of the Company:**

-None-

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

### **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.

**Information about the independent director nominated by the company  
to act as a proxy on behalf of the shareholders**

**Name :** Mr. Anucha Viriyachai

**Age :** 69 years old    **Nationality:** Thai

**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
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**Previous Experience :**

2014-Present	Independent Director/Audit Committee	JAS Asset Public Company Limited
	Nomination, Remueration, Corporate Governance, and Sustainable Development Committee	
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-

**Information about the independent director nominated by the company to act as a proxy on behalf of the shareholders**

**Mr. Premon Pinskul**

**Age:** 68 years old    **Nationality:** Thai

**ID card:** 3100400642615

**Address:** 8 Sri Wiang Road, Silom Sub-district, Bang Rak District, Bangkok 10500



**Educational Background:**

Master of Business Administration	University of Detroit, USA
Master of Art (Economics)	University of Detroit, USA
Bachelor of Accounting	Thammasat University

**Training on Director’s Roles:**

2009	Director Certification Program (DCP)	Thai Institute of Directors
2010	Audit Committee Program (ACP)	Thai Institute of Directors
2010	Monitoring fraud Management (MFM) 2/2010	Thai Institute of Directors
2010	Monitoring of the Quality of Financial Reporting (MFR) 10/2010	Thai Institute of Directors
2010	Monitoring the Internal Audit Function (MIA) 7/2010	Thai Institute of Directors
2010	Monitoring the System of Internal Control & Risk Management (MIR) 8/2010	Thai Institute of Directors

**Experience:**

2023-present	Independent Director/Audit Committee	FN Factory Outlet Public Company Limited
2023-present	Chairman of the Board of Director/ Independent Director Audit Committee	OC Trading (Thailand) Company Limited
2022-present	Independent Committee/President of Audit Committee	AAS Auto Service Co., Ltd.
2017-present	Chairman of the Nomination and Remuneration Committee	After You Public Company Limited
2015-present	Chairman of the Board of Directors / Audit Committee	After You Public Company Limited
2014-present	Independent Director/Chairman of Audit Committee	JAS Asset Public Company Limited

**Special interest in this meeting:**

-None-



**Acceptance for the invitation of online meeting of JAS Asset Public Company Limited**

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

- (1) I/We .....Identification Card/Passport number.....  
 Nationality..... Residing at No. ....Road.....  
 Sub district..... District.....  
 Province..... Postal Code.....

- (2) Being a shareholder of JAS Asset Public Company Limited

Holding the total amount of \_\_\_\_\_ shares

I would like to participate the E-AGM for Annual General Meeting 2025

- Self-Attending  
 Proxy to.....attend the meeting.

- (3) Please send the Link to join the meeting by below email

E-Mail.....Please fil in the blank.

Mobile Number.....Please fil in the blank.

- (4) Please submit the required document per an attachment 7 by **3 April 2025**  
 (5) Once you have verified, the company will send the Link to join the meeting via email  
 (6) Please prepare your Account Number and your Identification Card Number for log in the meeting.

Signed..... Shareholder  
 (.....)

**Rules for attending the shareholders' meeting via electronic media (E-AGM)**

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company on April 7, 2025. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

**Requesting to attend the meeting via electronic media**

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

**If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 7) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
  - 2.1 Shareholders who are natural persons:
    - If a shareholder wishes to attend the meeting in person via E-Meeting:
      - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
    - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
      - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
      - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
      - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.
  - 2.2 Shareholders who are juristic persons:
    - If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
      - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
      - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
    - If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
      - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
      - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
      - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
      - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company on April 8, 2025.
  - Email channel: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)

- Postal channels: details of Company address  
 Registration Form for the Annual General Meeting of Shareholders 2025  
 JAS Asset Public Company Limited  
 Investor Relations Department, 7th Floor  
 No. 187 Jaymart Building, Ramkhamhaeng Road  
 Ratphattana Sub-district, Saphan Sung District, Bangkok 10240

**If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code**

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://j.thekoble.com/agm/emeeting/index/1">https://j.thekoble.com/agm/emeeting/index/1</a>

2. Fill in the information of shareholders:
  1. Securities holder account number;
  2. Name (do not include a title)
  3. Last Name
  4. ID card number;
  5. Choose to accept the terms and consent to access to personal information;
  6. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
  1. Name - Surname (English);
  2. Email to receive a link to attend the meeting;
  3. Mobile phone number;  
Self-Attending: Shareholder's mobile number.  
Proxy: **Proxy's mobile number**. (Used to log in system).
  4. Select the attendance type:
    - i. Attend the meeting in person via E-AGM;
    - ii. Authorize the natural persons to attend the meeting via E-AGM;
    - iii. Assign a proxy to an independent director;
  5. Press "Next"

**In the case of shareholders attending the meeting in person:**

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

**In the case of appointing the natural person to attend the meeting via E-AGM:**

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
  - a. Name-surname of the proxy (Thai language);
  - b. Name-surname of the proxy (English);
  - c. Attach a copy of the proxy's identity document;
  - d. Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

**In the case of appointing a proxy to an independent director:**

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;



Remark: The system for receiving the request to attend the meeting will be open for operation from 25 March 2025 to 8 April 2025 date or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

**Electronic Meeting Attendance (E-AGM):**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 9 April 2025 date, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting  
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.  
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 9) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date (7-10 days before the date of the meeting specified by the Company) On April 7, 2025, at 5:00 p.m.via the following channels:

- By Email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
- By mail: details of Company address

Registration Form for the Annual General Meeting of Shareholders 2025  
JAS Asset Public Company Limited  
Investor Relations Department, 7th Floor  
No. 187 Jaymart Building, Ramkhamhaeng Road  
Ratphattana Sub-district, Saphan Sung District, Bangkok 10240

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - By Email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
  - By mail: details of Company address  
Registration Form for the Annual General Meeting of Shareholders 2025  
JAS Asset Public Company Limited  
Investor Relations Department, 7th Floor  
No. 187 Jaymart Building, Ramkhamhaeng Road  
Ratphattana Sub-district, Saphan Sung District, Bangkok 10240

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date on April 8, 2025 through the following channels:
  - By Email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th); [IR@jaymart.co.th](mailto:IR@jaymart.co.th)
  - Telephone: 023088197, 023088068, 023088152
  - By mail: .....(details of Company address)  
Registration Form for the Annual General Meeting of Shareholders 2025  
JAS Asset Public Company Limited  
Investor Relations Department, 7th Floor  
No. 187 Jaymart Building, Ramkhamhaeng Road  
Ratphattana Sub-district, Saphan Sung District, Bangkok 10240
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
  - Q&A Chat channel for text messages;
  - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.

Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

### **Explanation of the proxy voting procedure, registration for the meeting, and the voting process during the meeting**

The company has sent out Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce. This form outlines the various items to be addressed in detail and clearly presents them to shareholders. It allows shareholders who cannot attend the meeting in person to decide whether to appoint another individual or one of the company's nominated directors as their proxy. The details of the nominated directors are provided in the attached document, allowing shareholders to select a proxy. Shareholders may name more than one proxy to provide flexibility in case the first proxy is unable to attend. However, only one proxy can attend and vote on behalf of the shareholder. The shareholder cannot divide their votes among multiple proxies. Additionally, when voting on each agenda item, shareholders are entitled to cast a vote in one of the following ways: in favor, against, or abstaining.

The company has also provided Proxy Form A, which is a simple and straightforward general proxy form, and Proxy Form C, which is specifically for shareholders who are foreign investors and appoint a custodian in Thailand to hold and manage their shares. Shareholders who are interested can download the forms from the company's website at [www.jasasset.co.th](http://www.jasasset.co.th)

#### Registration for the Meeting

The company will begin registering shareholders for the meeting more than one hour prior to the start of the meeting. Registration will open at 7:30 a.m. onwards at the meeting room, Building B, 2nd Floor, Jemart Group Holdings Public Company Limited (Head Office), as shown in the attached map of the meeting venue.

#### Proof of Identity for Meeting Attendance

Participants are required to present the following documents (as applicable) before entering the meeting.

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.

Stamp duty of  
20 Baht

**Form of Proxy, Form A. (General Form)**

Made at \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

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

(2) Being a shareholder of 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

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 9:00 a.m. This meeting will be conducted in a hybrid format (Hybrid), 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.

Signed \_\_\_\_\_ Grantor  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy  
(\_\_\_\_\_)

**Remarks**

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

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

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

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

**Form of Proxy, Form B.**

Stamp duty of  
20 Baht

Written at .....

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

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

(2) Being a shareholder of JAS Asset Public Company Limited (The Company),

Holding the total amount of ..... shares which the voting rights or ..... votes as follows:

Ordinary shares: ..... shares which the voting rights or ..... votes; and

Preferred shares: ..... shares which the voting rights or ..... votes,

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

(1) ..... Age ..... years,

Residing/Located at No. .... Road, Tambol/Kwaeng ....., Amphur.....

/Khet ....., Province ....., Postal Code ....., or

(2) ..... Age ..... years,

Residing/Located at No. .... Road, Tambol/Kwaeng ....., Amphur.....

/Khet ....., Province ....., Postal Code ....., or

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 9:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), 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 grant authority to my/our proxy to vote on my/our behalf at the aforementioned meeting in the following manner:

- Agenda 1. To consider and certify the 2024 Annual General Meeting of Shareholders
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain

- Agenda no. 2 To acknowledge the report on the Company's operating result for the year 2024.

(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 2024
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain

- Agenda no. 4 To consider the suspension of Legal Reserve Allocation and Dividend Payment for the Company's Performance in the Year 2024
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain

- Agenda no. 5 To consider and approve the appointment of directors to replace those retiring by rotation for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - To elect directors as a whole
    - Approve                       Disapprove                       Abstain
  - The appointment of an individual.
    - Name of Director: Mr. Suphot Sirikulapas
    - Approve                       Disapprove                       Abstain
    - Name of Director: Ms. Pannee Choedrum-phai
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 6 To consider and Approve of the Appointment of New Directors, Approval of Changes to the Names and Number of Directors Authorized to Sign on Behalf of the Company, and Approval of the Limitation of Directors' Powers
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain
  
- Agenda no. 7 To consider and approve the determination of directors' remuneration for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain
  
- Agenda no. 8 To consider and approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - Approve                       Disapprove                       Abstain
  
- Agenda no. 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                       Disapprove                       Abstain

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

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

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

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

Signed..... Proxy  
(.....)

Signed..... Proxy  
(.....)

**Remarks**

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

Attachment to Proxy Form B.

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

The 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 9:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

-----

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

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

- Agenda no. 5 To consider and approve the appointment of directors to replace those retiring by rotation for the year 2025.
- (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
- (b) To grant my/our proxy to votes at my/our desire as follows.
  - To elect directors as a whole
    - Approve                       Disapprove                       Abstain
  - The appointment of an individual.
    - Name of Director: Mr. Suphot Sirikulapas
      - Approve                       Disapprove                       Abstain
    - Name of Director: Ms. Pannee Choedrum-phai
      - Approve                       Disapprove                       Abstain

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

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

Signed ..... Proxy  
(.....)



### Form of Proxy, Form C.

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

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

**You can scan the signed proxy form and supporting documents. Then send to email: [kulchaya@jaymart.co.th](mailto:kulchaya@jaymart.co.th)**

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

Stamp duty of  
20 Baht

**Form of Proxy, Form C.**

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

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Written at .....

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

(1) We .....  
 Located at No. ...., Road, Tambol/Kwaeng .....,  
 Amphur/Khet ....., Province ....., Postal Code .....,  
 In our capacity as the custodian for .....,  
 Being a shareholder of 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 ....., or

Authorize any individual as my/our proxy to participate and cast votes on my/our behalf at the 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 9:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

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

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

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

- Agenda 1. To consider and certify the 2024 Annual General Meeting of Shareholders
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
- Agenda no. 2 To acknowledge the report on the Company's operating result for the year 2024.

(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 2024
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 4 To consider the suspension of Legal Reserve Allocation and Dividend Payment for the Company's Performance in the Year 2024
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 5 To consider and approve the appointment of directors to replace those retiring by rotation for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - To elect directors as a whole
      - Approve                       Disapprove                       Abstain
    - The appointment of an individual.
      - Name of Director : Mr. Suphot Sirikulapas
      - Approve                       Disapprove                       Abstain
      - Name of Director : Ms. Pannee Choedrum-phai
      - Approve                       Disapprove                       Abstain
  
- Agenda no. 6 To consider and Approve of the Appointment of New Directors, Approval of Changes to the Names and Number of Directors Authorized to Sign on Behalf of the Company, and Approval of the Limitation of Directors' Powers
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 7 To consider and approve the determination of directors' remuneration for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 8 To consider and approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2025.
  - (a) To grant my/our proxy to consider and votes on my/our behalf at their own discretion.
  - (b) To grant my/our proxy to votes at my/our desire as follows.
    - Approve                       Disapprove                       Abstain
  
- Agenda no. 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                       Disapprove                       Abstain

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

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

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

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

Signed..... Proxy  
 (.....)

Signed..... Proxy  
 (.....)

**Remarks**

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

**Attachment to Proxy Form C.**

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

The 2025 Annual General Meeting of Shareholders scheduled for April 10, 2025, at 9:00 a.m. This meeting will be conducted in a hybrid format (Hybrid Meeting), The meeting will be live-streamed via the ZOOM program from the meeting room on the 2nd floor, Building B, Jaymart Group Holdings Public Company Limited, located at No. 189 Jay Mart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240. Alternatively, the meeting may be adjourned to a different date, time, or location.

-----  
 Agenda no. .... re: .....

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

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

Approve                                       Disapprove                                       Abstain

Agenda no. .... re: .....

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

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

Approve                                       Disapprove                                       Abstain

Agenda no. 5 To consider and approve the appointment of directors to replace those retiring by rotation for the year 2025.

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

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

To elect directors as a whole

Approve                                       Disapprove                                       Abstain

The appointment of an individual.

Name of Director: Mr. Suphot Sirikulapas

Approve                                       Disapprove                                       Abstain

Name of Director: Ms. Pannee Choedrum-phai

Approve                                       Disapprove                                       Abstain

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

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

## 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 or reduce of shares
- (f) The issuance of debenture
- (g) The merger or cancellation of the Company



## 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 2025 Annual General Meeting of Shareholders under the law.
- To deliver the notice of the 2025 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 2025 Annual General Meeting of Shareholders.

### Data Processing

The Company uses the Personal Data relating to the 2025 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 2025 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 2025 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

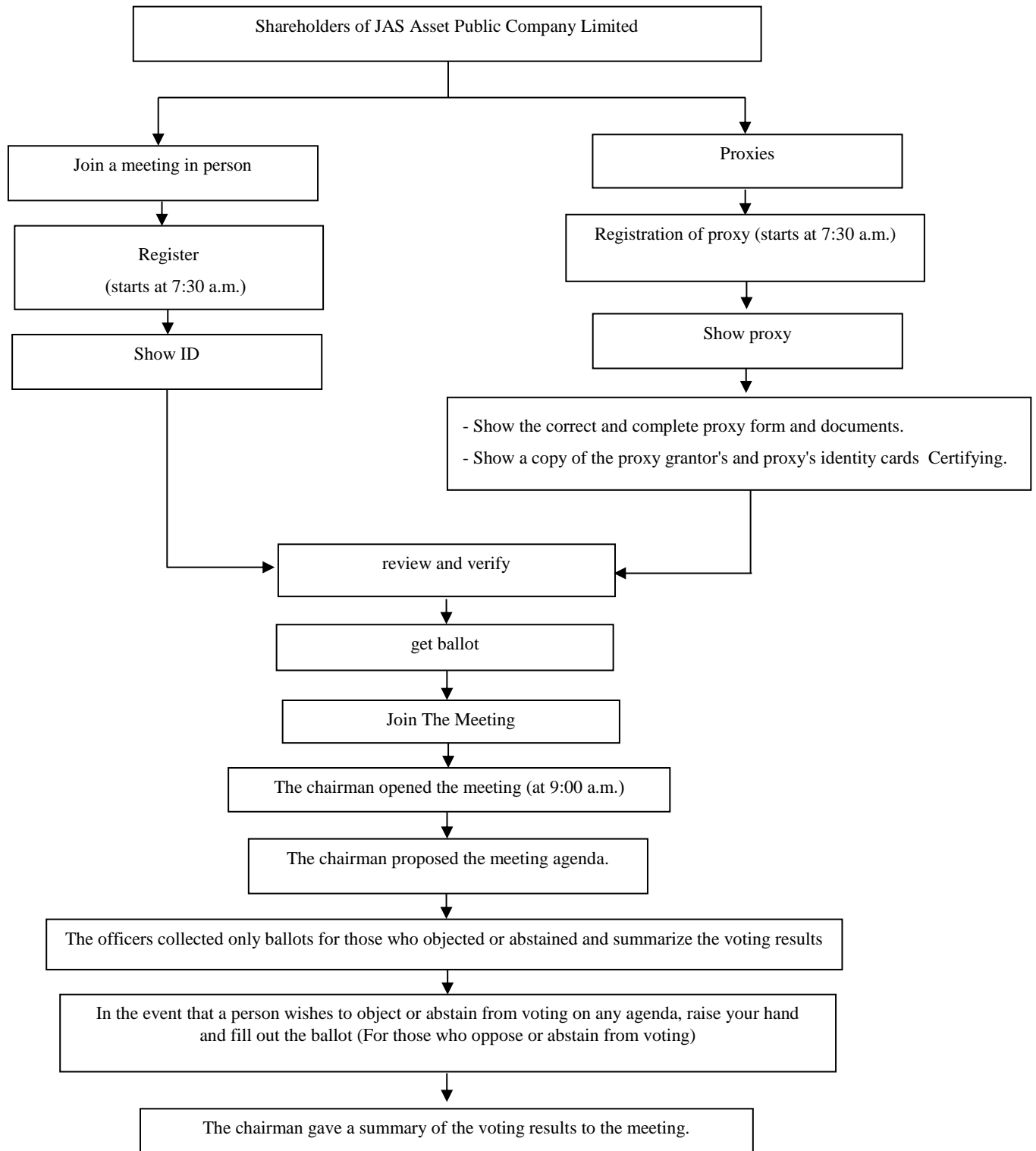
- 1) by post: "Investor Relations Department", JAS Asset Public Company Limited, Jay Mart Building 187 Ramkhamhaeng Road, Ratthana Sub-district, Saphan Sung District, Bangkok 10240
- 2) by E-mail: [jas-dpo@jasasset.co.th](mailto:jas-dpo@jasasset.co.th)

### 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.

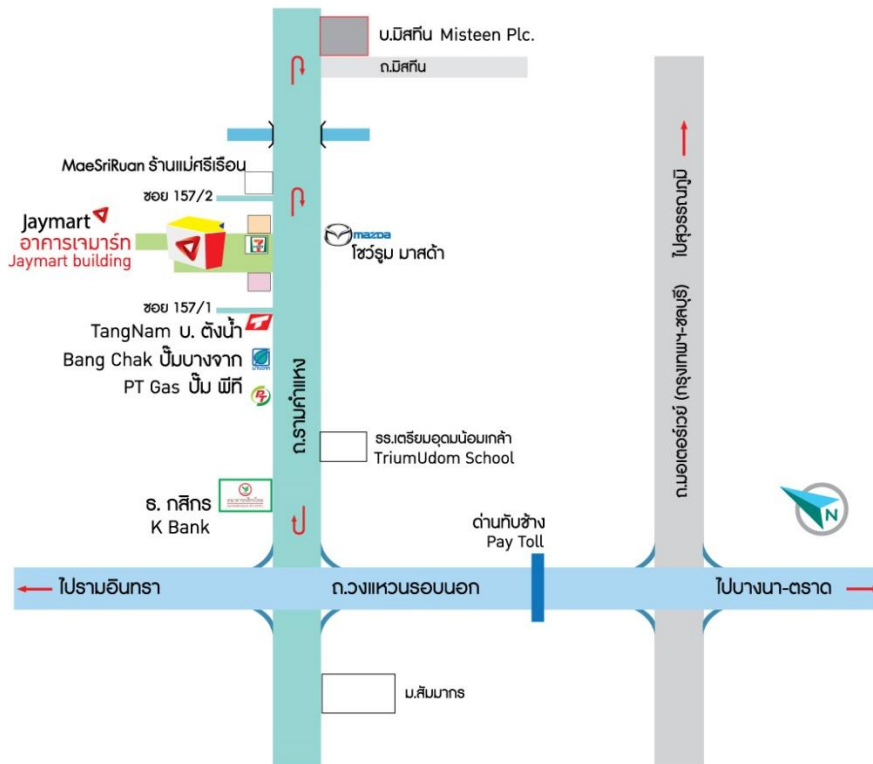
**Remark** In the identification documents which you send to the company such as copy of national identification card or other official documents, you can conceal the sensitive information before sending to the company, such as race, blood type, religion, which is not an information necessary for the 2025 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.

**Procedures for attending the 2025 Annual General Meeting of Shareholders  
in person at the meeting place (Physical)  
JAS Asset Public Company Limited  
10 April 2025**



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

**Map for document delivery and meeting venue**



**Remark:** Send the proxy documents for the 2025 Annual General Meeting of Shareholders to “Investor Relations” on 7<sup>th</sup> Floor,  
 JAS Asset Public Company Limited  
 No. 187 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. 113, 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](mailto: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.

**Form for Requesting Meeting Documents and Submitting Questions in Advance,  
as Per the Agenda for the 2025 Annual General Meeting of Shareholders.**

Shareholders are invited to request meeting documents and submit questions in advance, in accordance with the agenda for the 2025 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, JAS Asset Public Company Limited, located at No. 187 Jaymart Building, Ramkhamhaeng Road, Rat Phatthana Subdistrict, Saphan Sung District, Bangkok 10240.

- ( ) Notice of the 2025 Annual General Meeting of Shareholders
- ( ) Annual Report 2024 (Form 56-1 One Report)

**Part 1: Shareholder Information**

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

**Information on Interests (if any):**

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

**Part 2: Inquiry**

- 1).....
- 2).....
- 3).....
- 4).....
- 5).....
- 6).....
- 7).....
- 8).....
- 9).....

Kindly note: For inquiries in advance regarding the agenda for the shareholder meeting, please submit questions by 5:00 p.m. on April 8, 2025.