

(TRANSLATION)

March 25, 2022

- Subject** : Invitation to the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)
- To** : Shareholders of Jasmine Technology Solution Public Company Limited
- Enclosure** : 1) QR Code of the Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report 2021), including the Company's Financial Statements, ended December 31, 2021
- 2) Brief Curriculum Vitae of the Auditor
- 3) Brief Curriculum Vitae of the Directors due to retire and proposed to be re-elected
- 4) Articles of Association of the Company with respect to the meeting of shareholders
- 5) Proxy Form B
- 6) Personal data of the Independent Director and Audit and Corporate Governance Committee being proposed as proxy holders
- 7) Guideline for the shareholders on identity verification and procedures of attending the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)
- 8) A map of the location of the meeting place (Meeting via electronic method only, No registration system at the meeting)

The Board of Directors of Jasmine Technology Solution Public Company Limited (the “**Company**”) at the Meeting No. 1/2022, convened on February 15, 2022 has resolved to call for the 2022 Annual General Meeting of Shareholders (the “**2022 AGM**”) on Tuesday 26th April, 2022 at 14.00 hrs. via electronic method (E-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) at No. 200, Moo 4, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand, to consider the following agendas:-

- Agenda 1** **To acknowledge the Company’s operating result for the year 2021**
- Fact and Reason
- The report on the Company’s operating result for the year 2021 is shown in the Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report 2021) (Enclosure 1).
- Opinion of the Board of Directors
- The Board of Directors has deemed it appropriate to acknowledge the shareholders’ meeting of the report on the Company’s operating result for the year 2021.
- Resolution No vote is required since this agenda is for acknowledgement only.
- Agenda 2** **To consider approving the Company’s financial statements, ended December 31, 2021**
- Fact and Reason
- The Company’s financial statements, ended December 31, 2021 as shown in Enclosure 1, have been audited by the Company’s auditor, EY Office Limited,

reviewed by the Audit Committee and approved by the Board of Directors, respectively.

Opinion of the Board of Directors

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve the Company's financial statements, ended December 31, 2021.

Resolution The resolution under this agenda shall be passed by a majority vote of the shareholders, attending the meeting and casting the votes.

Agenda 3 To consider the allocation of net profit as a legal reserve and the dividend payment from the operating result for the year 2021

Fact and Reason

According to Article 116 of the Public Limited Company Act, B.E.2535 and Clause 43 of the Articles of Association of the Company, the Company shall appropriate not less than 5 percent of its annual net profit after deducting accumulated loss brought forward (if any) until the reserve fund reaches 10 percent of the registered capital. As for dividend payment, the Company has a policy of paying dividend at the ratio of not less than 40 percent of net profit after tax according to the Company's separate financial statements and based on the condition that such dividend payment shall have no significant effect on the Company's operation.

Opinion of the Board of Directors

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve as follows:-

- 1) Not allocating the net profit as legal reserve as the Company's current legal reserve has reached the minimum amount required by law (10 percent of the registered capital). At present, the Company's accumulated legal reserve is totally Baht 70,645,730. This is in compliance with Article 116 of the Public Limited Company Act, B.E. 2535 and the Company's Article of Association.
- 2) Omitting dividend payment from the operating result for the year 2021 in order to retain the earnings for working capital.

Comparison of dividend payment between the year 2021 and the year 2020

	2021 (Proposed year)	2020
1. Net profit (loss) for the year (Baht)	42,850,582.00	32,825,255.00
2. Number of Shares (Share)	706,457,300	706,457,300
3. Annual dividend payment (Baht/Share)	No dividend Payment	No dividend Payment
4. Total dividend payment (Baht)	-	-
5. Dividend payment ratio	-	-

Resolution The resolution under this agenda shall be passed by a majority vote of the shareholders, attending the meeting and casting the votes.

Agenda 4 To consider an appointment of the auditor and to fix the audit fee for the year 2022

Fact and Reason

According to the Public Limited Company Act, B.E.2535 Section 120 and Clause 36 (5) of the Articles of Association of the Company which states that every year, the annual general meeting of shareholders must appoint the auditor and fix the audit fee. In 2021, the 2021 AGM, convened on April 30, 2021, resolved to appoint auditors of EY Office Limited, namely Mr.Vatcharin Pasarapongun Certified Public Accountant Registration No. 6660 or Mr.Supachai Phanyawattano, Certified Public Accountant Registration No. 3930 or Mr. Natthawut Santipet Certified Public Accountant Registration No. 5730 as auditors of the Company and fix the audit fee at the amount of not exceeding Baht 1,670,000, excluding other expenses.

For the fiscal year 2022, the Board of Directors, by proposing the opinions of the Audit Committee, has deemed it appropriate to appoint one of the auditors from EY Office Limited whose names appear below as the Company's auditors :-

Name	CPA No.	Number of years of signing to certify the Company's financial statements	Period of approval from the SEC Office
1 Mr. Vatcharin Pasarapongun	6660	2 Years (2020-2021)	Year 2020-2025
2 Mr. Supachai Phanyawattano	3930	2 Years (2014-2015)	Year 2017-2022
3 Mr. Natthawut Santipet	5730	-	Year 2017-2022

In the event that these auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and state the opinions on the Company's financial statements in their place. These 3 auditors from EY Office Limited have a lot of audit experience as they have worked for many companies and are well recognized by several organizations; they have neither the relationship nor any interest with the Company/the subsidiary/executives/ major shareholders or any persons related to the above-mentioned persons so they have independence in auditing and stating opinions on the Company's financial statements. They also belong to the same company as the auditors of the Company's subsidiary. The Board of Directors will ensure that the preparation of financial statements can be completed in a timely.

Moreover, the Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve fixing the audit fee for year 2022 at the amount of not exceeding Baht 1,670,000 (One million, six hundred and seventy thousand Baht), excluding other expenses, which is of the same amount as that approved by the shareholders' meeting for the previous year 2021.

In the previous fiscal year, the Company did not receive any other service from the audit office to which the Company's auditors belonged or from any person or business related to the auditors and the audit office to which the Company's auditors belonged. The details are as follows:-

Details	2022 (Proposed year)	2021
1. Audit Fee	Baht 1,670,000	Baht 1,670,000
2. Non-Audit Fee	-	-
Total	Baht 1,670,000	Baht 1,670,000

Opinion of the Board of Directors

The Board of Directors has considered this matter, based on the opinion of the Audit Committee, and deemed it appropriate to propose to the shareholders' meeting to approve the appointment of the auditors from EY Office Limited as the Company's auditors and fix the audit fee for the year 2022 at the amount of not exceeding Baht 1,670,000, excluding other expenses.

Resolution The resolution under this agenda shall be passed by a majority vote of the shareholders, attending the meeting and casting the votes.

Agenda 5 To consider the election of directors to replace those who retire by rotation for the year 2022

Fact and reason

According to Clause 17 of the Company's Articles of Association, "At every annual general meeting of shareholders, one-third of the directors shall retire from office. The director who has been in the office for the longest term shall firstly be retired. If their number is not a multiple of three, the number nearest to one-third must retire from office. The retired director is eligible for the re-election." Presently, there are 9 director positions in the Company. For the year 2022, the following 3 directors must retire from office.

- | | |
|----------------------------|---|
| 1 Mr. Pavuth Sriaranyakul | Independent Director and Chairman of Audit and Corporate Governance Committee |
| 2 Mr. Kriengsak Thiennukul | Independent Director and Audit and Corporate Governance Committee |
| 3 Mr. Dusit Srisangaoran | Director |

The Remuneration and Nomination Committee (excluding the interested director), has proceeded to carry out the nomination in accordance with its established procedures with prudence, for the optimum benefit of the Company, taking into account the appropriateness as required by the director selection criteria; for instances, qualifications, knowledge, capability, experience and expertise of the nominees and finally resolved to propose that these 3 directors be appointed to the previous positions for another term. The names of the directors proposed herein above have already been approved by the Board of Directors.

Opinion of the Board of Directors

The Board of Directors (excluding the interested directors), has prudently considered the appropriateness of the directors, being nominated by the Remuneration and Nomination Committee for the re-election, and deemed it appropriate to propose to the shareholders' meeting to consider approving the re-election of these 3 directors to directorship and the previous positions for another term as their qualifications, knowledge, capability, and experience are appropriate and useful for the businesses of the Company. For the independent directors who are nominated for the re-election this year, both are capable of providing the opinions independently, in accordance with related regulations.

The Company has provided a chance for the shareholders to nominate the persons who are qualified by relevant laws for a director position. It appears that none of the shareholders proposed any candidate for directorship to the Company.

(The curriculum vitae of the directors, retiring by rotation and being proposed for re-election are attached hereto as Enclosure 3).

Resolution The resolution under this agenda shall be passed by a majority vote of the shareholders, attending the meeting and casting the votes.

Agenda 6 To consider fixing the remuneration for the year 2022Fact and reason

In 2021, the 2021 AGM approved fixing the directors' remuneration according to their positions in the Board of Directors and the subcommittees of the Company, including the gratuities at the amount of not exceeding Baht 4,000,000. (Four Million Baht Only)

Opinion of the Board of Directors

The Company's Remuneration and Nomination Committee has carefully considered the remuneration for the Board of Directors and the subcommittees of the Company by taking into account the remuneration paid by several companies of similar industry, the Company's business expansion and growth of profits, including the duties and responsibilities of the Board of Directors and the subcommittees; then, is of the opinion that it is appropriate to approve the remuneration and gratuities for the Board of Directors and the subcommittees for the year 2022 at the amount of not exceeding Baht 8,000,000 (Eight Million Baht Only), which increased from the remuneration approved by the 2021 Annual General Meeting of Shareholders, as detailed below:-

Position	Remuneration	
	2022 (Proposed year)	2021
Chairman of the Board of Directors	72,000 per month	40,000 per month
Independent Director	45,000 per month	30,000 per month
Non-Executive Director	30,000 per month	30,000 per month
Executive Director	27,000 per month	10,000 per month
Chairman of Audit and Corporate Governance Committee	31,000 per month	10,000 per month
Audit and Corporate Governance Committee Member	22,000 per month	5,000 per month
		Remuneration per Meeting
Chairman of Remuneration and Nomination Committee	18,000 per month	5,000 Baht
Remuneration and Nomination Committee Member	9,000 per month	5,000 Baht
Gratuity	✓	✓
Other Benefits	None	None

The Board of Directors has deemed it appropriate to propose to the shareholders' meeting to approve fixing the remuneration and gratuities for the Board of Directors and the subcommittees of the Company for the year 2021 as stated above. (Please see detailed scopes of duties of the Board of Directors and the subcommittees of the Company in the Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report 2021), Part 2 Clause 7 Corporate Governance Structure, Page 78-83)

Resolution The resolution under this agenda shall be passed by not less than 2/3 of the total votes of the shareholders, attending the meeting. (According to Article 90 of the Public Limited Company Act and Clause 22 of the Articles of Association of the Company)

Agenda 7 Other matters (if any)

The Company has fixed the Record Date to determine the names of the shareholders who are entitled to attend the 2022 AGM to be on Wednesday, March 2, 2022.

Please be invited to attend the 2022 AGM which will be held via electronic method (E-AGM) pursuant to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) on Tuesday 26th April, 2022 at 14.00 hrs. at No. 200, Moo 4, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand. The electronic registration system will be open for the shareholders to register for attending the Meeting at 12.00 hrs. The Company would like to ask the shareholders and/or the proxies for your kind cooperation to study Enclosure No.7) for the terms and conditions, the registration methods, the meeting procedures and the vote casting process of the 2022 AGM and accordingly prepare all the necessary documents for your identity verification as stated therein. Kindly submit your identity verification documents and the complete proxy form with your signature (in case of proxy) to the Company within April 19, 2022. For your convenience, the Company would like to recommend Proxy Form B as it provides more definite details of authorization. Nevertheless, the shareholders who would like to use proxy Form A or Form C can download them from the Company's website (www.jts.co.th).

As a shareholder, you may appoint any person whom you deem appropriate or one of the following directors of the Company to attend the meeting and vote on your behalf.

- | | |
|-------------------------------|---|
| 1. Mr. Pavuth Sriaranyakul | Independent Director and Chairman of Audit and Corporate Governance Committee |
| 2. Mr. Kriengsak Thiennukul | Independent Director and Member of Audit and Corporate Governance Committee |
| 3. Mr. Charoen Saengwichaipat | Independent Director and Member of Audit and Corporate Governance Committee |

(Please see the personal data of the Company's Independent Director and Audit and Corporate Governance Committee, proposed as proxy holders for the 2022 AGM in Enclosure No.6)

Yours sincerely,

Jasmine Technology Solution Public Company Limited

- Signature -
(Mr. Somboon Patcharasopak)
Director

- Signature -
(Mr. Dusit Srisangaoran)
Director

Regulatory and Compliance Department
Tel. 0 2100 8232-4
Facsimile 0 2962 2523
e-mail racd_jts@jasmine.com

**The Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report 2021),
including the Company's Financial Statements, ended December 31, 2021**

(You can view or download via QR Code from Monday, April 4, 2022 onwards.)



(<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=JTS&date=220426>)

QR Code Downloading Procedures for

The Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report 2021), including
the Company's Financial Statements, ended December 31, 2021

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- 1) Open Line application and click on "Add friend"
 - 2) Choose "QR Code"
 - 3) Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

Brief Curriculum Vitae of the Auditor

Name: Mr. Vatcharin Pasarapongum **Age:** 44 years

Nationality: Thai

Certified Public Accountant (Thailand) No.: 6660

Highest Educational Background: Master of Science in Accounting, Thammasat University

Work Experience: Mr. Vatcharin has been working with EY for more than 24 years of public accounting experience and serving clients in a wide range of industries, including multinational corporations and listed companies in Thailand, and is specialized in telecommunications, manufacturing, services, and real estate industries. He is a certified auditor who has been approved by the Securities and Exchange Commission (SEC).

No. of Shareholding in the Company (%): -None-

Record of illegal action: -None-



Name: Mr. Supachai Phanyawattano **Age:** 57 years

Nationality: Thai

Certified Public Accountant (Thailand) No. : 3930

Highest Educational Background: Master Degree in Management from Sasin Graduate Institute of Business Administration of Chulalongkorn University

Work Experience: Mr. Supachai has been working with EY for more than 30 years. He leads audits in various large companies including those listed on the Stock Exchange of Thailand and multinational companies in a number of different business fields and industries, with expertise in manufacturing, real estate, construction, telecommunications and entertainment. He is a certified auditor who has been approved by the Securities and Exchange Commission (SEC).

No. of Shareholding in the Company (%):-None-

Record of illegal action: -None-



Name: Mr. Natthawut Santipet **Age:** 47 years

Nationality: Thai

Certified Public Accountant (Thailand) No. : 5730

Highest Educational Background: Master Degree in Accounting from Thammasat University

Work Experience: Mr. Natthawut has been working with EY for more than 20 years with expertise in manufacturing, distribution, service business, real estate development and construction business. He leads audits in various large companies including those multinational companies and he is a certified auditor who has been approved by the Securities and Exchange Commission (SEC).

No. of Shareholding in the Company (%):-None-

Record of illegal action: -None-



Brief Curriculum Vitae of the Directors due to retire and proposed to be re-elected

I. The principles and procedures of nomination of the directors.

The selection process of the Company's director Has been considered by the Remuneration and Nomination Committee, the selection of directors to replace those retiring by rotation of the Company for this year has passed the consideration of the Board of Directors which took into account the proposed directors' qualifications, knowledge, experience, professionalism, performances as directors in the past and the qualifications as required by the Stock Exchange of Thailand, prior to proposing to the shareholders' meeting for further approval.

II. Definition of Independent Director

Independent director is a non-executive director who does not involve in the day-to-day management. Nor is he a major shareholder of the Company. Each Independent Director must possess the following qualifications:-

1. Holding no more than 1 % of all the shares having the right to vote in the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority¹⁾ in the company, including the shares held by the persons who are related to him
2. Not assuming, both at present and in the past of at least 2 years prior to the appointment date, the position of executive director, employee, staff or advisor receiving regular salary or having controlling authority in the company, holding company, subsidiary, associated company, subsidiary of the same level or a major shareholder or any person having controlling authority in the company; this condition does not include an Independent Director who used to be a government officer or advisor to any official sector²⁾ who is a major shareholder or a person having the controlling authority in the company
3. Not having the relationship by blood line or legal registration as parent, spouse, brother , sister, child and spouse of the child of any executive, major shareholder, authorized person or person nominated as executive or authorized person of the company or the subsidiary
4. Not having, both at present and in the past of at least 2 years prior to the appointment date, any business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company in the manner that may hinder his own freedom of judgment in addition to not being both in the past and at present, a significant shareholder, or a person with controlling authority of any person having business relationship with the company, holding company, subsidiary, associated company, a major shareholder or any person having controlling authority in the company

The above mentioned business relationship includes normal business transaction, rental or lease of immovable property, the transaction relating to assets or services as well as the offer or the receipt of financial assistance by way of borrowing or loan, guarantee, collateral loan and other transactions of similar manner which may cause debt burden between the company and the party to agreement from the amount of 3 per cent of net tangible assets of the company or Baht 20,000,000 up, whichever is lower. Mutatis mutandis, in calculating such debt, the method of calculating the value of related transactions stated in the announcement of Capital Market Supervisory Board regulations on the execution of related transaction should be applied. Any debt burden occurring during the period of one year prior to the date of the business relationship with the same person must be included when considering such debt burden.

5. Not being, both at present and in the past of at least 2 years prior to the appointment date, an auditor of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company as well as not being a significant shareholder, a person having controlling authority, or a partner of the audit firm in which the auditors of the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority are working for.
6. Not being, both at present and in the past of at least 2 years prior to the appointment date, a provider of any occupational services inclusive of legal and financial advising service offering, obtaining the service charge of over Baht 2,000,000 per annum from the company, holding company, subsidiary, associated company, a major shareholder or a person having controlling authority in the company in addition to not being a significant shareholder, a person with controlling authority or a partner of any occupational service provider.

7. Not being a director appointed to be the representative of the company's directors, major shareholders or shareholders who are related to the major shareholders
8. Not operating any business that is of the same nature as or that significantly competes with the business of the company or subsidiary as well as not being a significant partner in a limited company, an executive director, employee, staff, advisor receiving regular salary or a person holding over 1% of the total number of shares with voting rights of other companies which operate the same type of business and which significantly competes with the company's and the subsidiary's business operation
9. Possessing no other traits which impede the ability to independently give opinions on the company's operation

The above mentioned definition is equal to the minimum standard of the definition of Capital Market Supervisory Board and the Stock Exchange of Thailand.

Remarks : ¹⁾ *A person having controlling authority refers to a shareholder or any person who by action is significantly influential to management policy set-up or business operation of the company whether or not such influence is derived due to his / her status as a shareholder or as a representative by contract or by other transactions; such a person having controlling authority is, in particular, a person who falls into one of the following criteria : (A) Holding over 25% of shares, (B) Having the mandate to control the appointment / removal of directors, (C) Having the mandate to control a person in charge of policy set-up (D) Having power / responsibility for business operation as an executive*

²⁾ *Official sector refers to a central official unit, according to the Law on Administration of State Affairs*

III Brief Curriculum Vitae of the Directors due to Retire and Proposed to be Re-elected

- 1) **Name-Surname** : **Mr. Pavuth Sriaranyakul**
Proposed Director Position : Independent Director and Chairman of the Audit and Corporate Governance Committee
- Age** : 58 Years
Education : Ph.D. in Management, Singapore Management University, Singapore
Master of Management in Marketing, Assumption University (ABAC)
Bachelor of Industrial Engineering, Ryerson University, Toronto, Canada
- Specialization** : Digital Asset Management
Training for director course : Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP) No. 314/2022
- Advance Audit Committee Program (AACP) No. 42/2021
- Director Accreditation Program (DAP) No. 188/2021
- 5 Years' Working Experience:** **Position in Jasmine Technology Solution PCL.**
2021-present Independent Director and Chairman of the Audit and Corporate Governance
Position in Other Listed Companies : Does not hold any position.
Position in Other Companies (Non-listed Companies)
2021-present Chairman of the Board of Director
Imsub Global Cuisine Co., Ltd.
2020-2021 Chief Executive Officer, Huobi (Thailand) Co., Ltd.
2018-2020 Director, Lotte Duty Free (Thailand) Co., Ltd.
Director, Lotte Rent-a-Car (Thailand) Co., Ltd.
2017-2019 Deputy Chief Executive Officer, Show DC Group Co., Ltd.
Executive Committee, YG Foods Asia Co., Ltd.
- Securities Holding Ratio** : -None- (As at March 24, 2022)
Position of Director/Executive in other companies which may cause conflict of interest to the Company : Does not hold any position as a director/executive in such business
Date of being Appointed Director : September 28, 2021
Duration of being director : 6 Months
Total number of years to hold directorship until the end of this term : 3 Years 6 Months (will complete his term again in 2025)
Meeting attendance in 2021 - Board of Directors' Meeting : 4 times out of 12 meetings
- Audit Committee Meeting : 3 times out of 9 meetings



Relationship with the Company/Major company/subsidiaries/associates or other corporates which may have conflicts at present or during the past 2 years

1. Having no relationship as close relative of executives or major shareholders of the Company/subsidiary or other juristic persons which may have conflicts.
2. Not being an executive director, staff, employee or advisor receiving regular salary
3. Having no significant business relationship which may affect the independence in performing duties
4. Not being a professional service provider (such as auditor or legal advisor)

2) **Name-Surname** : **Mr. Kriengsak Thiennukul**

Proposed Director Position : Independent Director, Member of Audit and Corporate Governance Committee and Member of Remuneration and Nomination Committee

Age : 57 Years

Education : Master of Management, Chulalongkorn University
Master of Management, Assumption University (ABAC)

Specialization : Business Management

Training for director course : Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) No. 101/2556

5 Years' Working Experience: **Position in Jasmine Technology Solution PCL.**
2021-present Independent Director, Member of Audit and Corporate Governance Committee and Member of Remuneration and Nomination Committee

Position in Other Listed Companies
2012-present Independent Director, Member of Audit and Corporate Governance Committee and Member of Nomination and Remuneration Committee, Mono Next PCL.

Position in Other Companies (Non-listed Companies)
2021-present Director, Wawa Service and Marketing Group Co., Ltd.
Director, Wawa Innovation Group Co., Ltd.
2017-present Director, Wawa Land Co., Ltd.
2016-present Director, Four Strong Winds Co., Ltd.
2005-present Director, Media Shaker Development Co., Ltd.
2004-present Director, I Advisory Co., Ltd.
1999-present Director, CDC One Co., Ltd.
1998-present Director and Managing Director, Banana & Sons Co., Ltd.
1992-present Director, Prestige Gift and Premium Co., Ltd.
1989-present Director and Managing Director, New Waitek Co., Ltd.

Securities Holding Ratio : -None- (As at March 24, 2022)

Position of Director/Executive in other companies which may cause conflict of interest to the Company : Does not hold any position as a director/executive in such business

Date of being Appointed Director : September 28, 2021

Duration of being director : 6 Months

Total number of years to hold directorship until the end of this term : 3 Years 6 Months (will complete his term again in 2025)

Meeting attendance in 2021 - Board of Directors' Meeting : 4 times out of 12 meetings
- Audit Committee Meeting : 3 times out of 9 meetings
- Remuneration and Nomination Committee Meeting : 0 times out of 1 meeting



Relationship with the Company/Major company/subsidiaries/associates or other corporates which may have conflicts at present or during the past 2 years

1. Having no relationship as close relative of executives or major shareholders of the Company/subsidiary or other juristic persons which may have conflicts.
2. Not being an executive director, staff, employee or advisor receiving regular salary
3. Having no significant business relationship which may affect the independence in performing duties
4. Not being a professional service provider (such as auditor or legal advisor)

3) **Name-Surname** : **Mr. Dusit Srisangaoran**

Proposed Director Position : Director

Age : 43 Years

Education : Master of Engineering, Enterprise Architecture,
Mahidol University
Master of Management, (E-Commerce
Management) College of Management,
Mahidol University

Specialization : Information Technology Management

Training for director course : Thai Institute of Directors Association (IOD)

- Financial Statements for Directors (FSD) No. 45/2022
- Corporate Governance for Executives (CGE) No. 18/2021
- Director Accreditation Program (DAP) No. 188/2021

5 Years' Working Experience: **Position in Jasmine Technology Solution PCL.**

2021-present Director, Executive Director and President

2016-2018 Director and President

Position in Other Listed Companies

2018-2019 Vice President, Office of CEO,
Jasmine International PCL.

Position in Other Companies (Non-listed Companies)

2021-present Director, Cloud Computing Solutions Co., Ltd.
Senior Vice President - Head of Technology Group,
Triple T Broadband PCL.

2020-present Acting Head of Data Center and Cloud Service Business
Unit, JasTel Network Co., Ltd.

2019-2021 Acting Senior Vice President, Head of Technology Group,
Triple T Broadband PCL.

Securities Holding Ratio : -None- (As at March 24, 2022)

Position of Director/Executive in other companies which may cause conflict of interest to the Company : Does not hold any position as a director/executive in such business

Date of being Appointed Director : June 23, 2021

Duration of being director : 9 Months

Total number of years to hold directorship until the end of this term : 3 Years 9 Months (will complete his term again in 2025)

Meeting attendance in 2021

- Board of Directors' Meeting : 6 times out of 12 meetings
- Executive Committee Meeting : 3 times out of 3 meetings



Articles of Association of the Company with respect to the meeting of shareholders

- Clause 31 The board of directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company.

All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it thinks fit.

The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued shares make a request in writing to the board of directors to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The board shall summon a shareholders meeting within one month from the date the shareholders' request is received.

- Clause 32 In summoning a shareholders meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters. Such notice shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

- Clause 33 At a shareholders meeting, there must be not less than twenty-five shareholders and/or the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third of the total issued shares attending the meeting to constitute a quorum.

In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.

- Clause 34 The Chairman of the board is the chairman of the shareholders' meeting. In the event that the chairman could not attend the shareholders meeting, The Vice-Chairman shall take the role. If the Company does not have a Vice-Chairman or he could not attend the shareholders meeting as well, then, the shareholders in the meeting shall select one shareholder in the meeting to be the chairman of shareholders meeting.

- Clause 35 The vote in the shareholders meeting is one share per one vote. Any shareholder who has interest on any matter, except for the vote to elect director(s), shall omit his right to vote. The resolution of the shareholders meeting shall require the following votes.

- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (2) In the following cases, the resolution shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present and entitled to vote, and of which one share will be counted as one vote.
 - (a) Sale or transfer of the whole or an essential part of the Company's business to other person.
 - (b) Purchase or acceptance of transfer of business of any other private company.
 - (c) Execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the Company's business, the assignment to any other person to manage the Company's business or the consolidation of the Company's business with other persons for the purpose of profit and loss sharing.
 - (d) Amend the Memorandum of Association or the Articles of Association.
 - (e) Increase or decrease registered capital.
 - (f) Wind up the company.
 - (g) Merge with another company.

The shares held by the company shall have no vote.

- Article 36 The business to be transacted at the annual ordinary meeting are as follows:
- (1) To consider the report proposed to the meeting by the board of directors on the Company's business operation during the past year.
 - (2) To consider and approve the balance sheet of the Company.
 - (3) To consider and approve the appropriation of profit and the dividend.
 - (4) Election of directors in place of those retiring by rotation and fixing director's remuneration.
 - (5) Appointment of an auditor and fixing auditor's remuneration.
 - (6) Other businesses.

ประชุมผ่านสื่ออิเล็กทรอนิกส์เท่านั้น

For Electronic AGM only

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

(ปิดอากรแสตมป์ 20 บาท)

(Affix 20 Baht duty stamp)

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เขียนที่

Written at

วันที่

Date

เดือน

Month

พ.ศ.

Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

address

สัญชาติ

nationality

(2) เป็นผู้ถือหุ้นของ บริษัท จัสมิน เทคโนโลยี โซลูชั่น จำกัด (มหาชน) (“บริษัท”)

being a shareholder of **Jasmine Technology Solution Public Company Limited (the “Company”)**โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding shares at the total amount of☐ หุ้นสามัญ

ordinary share

☐ หุ้นบุริมสิทธิ

preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares and having the right to vote equal to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares and having the right to vote equal to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares and having the right to vote equal to

เสียง ดังนี้

votes as follows:

เสียง

votes

เสียง

votes

(3) ขอมอบฉันทะให้
hereby appoint

() ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name

Age

years, residing at

ถนน _____

ตำบล/แขวง _____

อำเภอ/เขต _____

Road

Tambol/Khwaeng

Amphoe/Khet

จังหวัด _____

รหัสไปรษณีย์ _____

หรือ

Province

Postal Code

or

() นายพาวุฒิ ศรีอรุณกุล ตำแหน่ง กรรมการอิสระและประธานคณะกรรมการตรวจสอบและธรรมาภิบาล อายุ 58 ปี (มีส่วนได้เสียพิเศษในวาระเลือกตั้งกรรมการ เพราะเป็นผู้ที่จะต้องถูกเลือกตั้งกลับเข้าเป็นกรรมการอีกครั้งหนึ่ง)

Mr. Pavuth Sriaranyakul, Independent Director and Chairman of Audit and Corporate Governance Committee, Age 58 years, (Having a special conflict of interest in the agenda regarding the election of directors since he is proposed to be re-elected as a Company Director.)

ที่อยู่ เลขที่ 419 ซอยศูนย์วิจัย 4 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310 หรือ

Residing at 419, Soi Soonvijai 4, Bangkapi, Huai Khwang, Bangkok 10310 or

() นายเกรียงศักดิ์ เขียวนุกูล ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบและธรรมาภิบาล อายุ 57 ปี (มีส่วนได้เสียพิเศษในวาระเลือกตั้งกรรมการ เพราะเป็นผู้ที่จะต้องถูกเลือกตั้งกลับเข้าเป็นกรรมการอีกครั้งหนึ่ง)

Mr. Kriengsak Thiennukul, Independent Director and Audit and Corporate Governance Committee, Age 57 years, (Having a special conflict of interest in the agenda regarding the election of directors since he is proposed to be re-elected as a Company Director.)

ที่อยู่ เลขที่ 383/1 ถ.สีพระยา แขวงสีพระยา เขตบางรัก กรุงเทพฯ 10500 หรือ

Residing at 383/1, Si Phraya Rd., Si Phraya, Bang Rak, Bangkok 10500 or

() นายเจริญ แสงวิชัยภัทร ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบและธรรมาภิบาล อายุ 50 ปี (ไม่มีส่วนได้เสียพิเศษในวาระที่เสนอในการประชุม AGM ครั้งนี้)

Mr. Charoen Saengwichaipat, Independent Director and Audit and Corporate Governance Committee, Age 50 years, (Having no special interests in the proposed agendas of this AGM)

ที่อยู่ เลขที่ 17/66 ซอยรามคำแหง 43/1 (คุนหมิงเจือ) แขวงพลับพลา เขตวังทองหลาง กรุงเทพฯ 10310

Residing at 17/66, Soi Ramkhamhaeng 43/1 (Khunying Juea), Plubpla, Wang Thonglang, Bangkok 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันอังคารที่ 26 เมษายน 2565 เวลา 14.00 น. ณ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders, held via electronic method (E-AGM) on Tuesday 26th April 2022, at 14.00 hrs., at No. 200, Moo 4, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi, 11120 or on the date, at time and place, as may be postponed or changed.

ผู้ถือหุ้นควรศึกษารายละเอียดของวาระการประชุมก่อนตัดสินใจมอบฉันทะ

Shareholders should study the details of the meeting agenda before deciding to appoint a proxy.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows: -

วาระที่ 2 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda No. 2 To consider approving the Company's financial statements, ended December 31, 2021

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

วาระที่ 3 พิจารณาเรื่องการจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลจากผลการดำเนินงานประจำปี 2564

Agenda No. 3 To consider the allocation of net profit as legal reserve and the dividend payment from the operating result for the year 2021

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

วาระที่ 4 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนการตรวจสอบบัญชีประจำปี 2565

Agenda No. 4 To consider an appointment of the auditor and to fix the audit fee for the year 2022

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระสำหรับปี 2565

Agenda No. 5 To consider the election of directors to replace those who retire by rotation for the year 2022

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐

การเลือกตั้งกรรมการทั้งชุด

The election of the complete set of the directors

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

☐

การเลือกตั้งกรรมการเป็นรายบุคคล ดังรายนามต่อไปนี้

The election of the individual director, namely;

1. นายพาวุฒิ ศรีอรัญญากุล/ 1. Mr. Pavuth Sriaranyakul

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

2. นายเกรียงศักดิ์ เรียงรูกุล/ 2. Mr. Kriengsak Thiennukul

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

3. นายดุสิต ศรีสง่าโอฬาร/ 3. Mr. Dusit Srisangaoran

☐

เห็นด้วย/Agree

☐

ไม่เห็นด้วย/Disagree

☐

งดออกเสียง/Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการสำหรับปี 2565

Agenda No. 6 To consider fixing the remuneration for the year 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows: -
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ งดออกเสียง/Abstain

วาระที่ 7 เรื่องอื่นๆ (ถ้ามี)

Agenda No. 7 Other issues (if any).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows: -
- ☐ เห็นด้วย/Agree ☐ ไม่เห็นด้วย/Disagree ☐ งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy holder does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified my/our voting intention on any agenda or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts performed by the proxy holder in this meeting, except in the event that the proxy holder does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Proxy Grantor
()

ข้าพเจ้ายินยอมเป็นผู้รับมอบฉันทะในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ของบริษัทฯ โดยจะดำเนินการตามที่ผู้ถือหุ้นมอบฉันทะให้ และหากข้าพเจ้าไม่ดำเนินการตามที่ได้รับมอบฉันทะ ผู้ถือหุ้นที่ได้รับความเสียหายสามารถใช้สิทธิดำเนินคดีตามกฎหมายกับผู้ชักชวนและข้าพเจ้าได้

I/we agree to be a proxy holder at the 2022 Annual General Meeting of Shareholders of the Company, which will proceed as the shareholder has authorized. In case I/we do not proceed as assigned, the damaged shareholder can take legal action against the solicitor and me/us.

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy Holder
()

ผู้ถือหุ้นควรศึกษารายละเอียดของวาระการประชุมก่อนตัดสินใจมอบฉันทะ

Shareholder should study the details of the meeting agenda before deciding to appoint a proxy.

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy holder shall appoint only one proxy holder to attend the meeting and cast the vote. The shareholder cannot split his/her votes to different proxy holders to vote separately.
2. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case where the statement exceeds those specified above, additional details may be specified in the continued list of Proxy Form B as per attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
The continued list of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท จัสมิน เทคโนโลยี โซลูชั่น จำกัด (มหาชน)
A proxy is granted by the shareholder of **Jasmine Technology Solution Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันอังคารที่ 26 เมษายน 2565 เวลา 14.00 น. ณ เลขที่ 200 หมู่ 4 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2022 Annual General Meeting of Shareholders, held via electronic method on Tuesday 26th April 2022, at 14.00 hrs., at No. 200, Moo 4, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi, 11120 or on the date, at time and place, as may be postponed or changed.

วาระที่ _____ เรื่อง _____
Agenda No. Subject:

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda No. Subject:

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda No. Subject:

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

วาระที่ _____ เรื่อง _____
Agenda No. Subject:

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder is entitled to consider and vote on my/our behalf as it deems appropriate in all respects.

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows: -

☐ เห็นด้วย/Agree

☐ ไม่เห็นด้วย/Disagree

☐ งดออกเสียง/Abstain

Personal Data of the Independent Director and Audit and Corporate Governance Committee being Proposed as Proxy Holders



Name Mr. Pavuth Sriaranyakul
 Position Independent Director, Chairman of Audit and Corporate Governance Committee
 Age 58 Years
 Date of Birth August 11, 1964
 Address 419, Soi Soonvijai 4, Bangkapi, Huai Khwang, Bangkok 10310
 Education - Ph.D. in Management, Singapore Management University, Singapore
 - Master of Management in Marketing, Assumption University (ABAC)
 - Bachelor of Industrial Engineering, Ryerson University, Toronto, Canada
 Conflict of interest in the agendas proposed for this AGM : Having a special conflict of interest in the agenda regarding the election of directors since he is proposed to be re-elected as a Company Director.

Work Experience

Period	Position	Company
2021-present	Independent Director and Chairman of the Audit and Corporate Governance Committee	Jasmine Technology Solution PCL.
2021-present	Chairman of the Board of Director	Imsub Global Cuisine Co., Ltd.
2020-2021	Chief Executive Officer	Huobi (Thailand) Co., Ltd.
2018-2020	Director	Lotte Duty Free (Thailand) Co., Ltd.
	Director	Lotte Rent-a-Car (Thailand) Co., Ltd.
2017-2019	Deputy Chief Executive Officer	Show DC Group Co., Ltd.
	Executive Committee	YG Foods Asia Co., Ltd.
2002-2014	Associate Vice President	Diageo Moet Hennessy (Thailand) Co., Ltd.



Name Mr. Kriengsak Thiennukul
 Position Independent Director, Member of Audit and Corporate Governance Committee and Member of Remuneration and Nomination Committee
 Age 57 Years
 Date of Birth June 5, 1965
 Address 383/1, Si Phraya Rd., Si Phraya, Bang Rak, Bangkok 10500
 Education - Master of Management, Chulalongkorn University
 - Master of Management, Assumption University (ABAC)
 Conflict of interest in the agendas proposed for this AGM : Having a special conflict of interest in the agenda regarding the election of directors since he is proposed to be re-elected as a Company Director.

Work Experience

Period	Position	Company
2021-present	Independent Director, Member of Audit and Corporate Governance Committee and Member of Remuneration and Nomination Committee	Jasmine Technology Solution PCL.
	Director	Wawa Service and Marketing Group Co., Ltd.
	Director	Wawa Innovation Group Co., Ltd.
2017-present	Director	Wawa Land Co., Ltd.
2016-present	Director	Four Strong Winds Co., Ltd.

Period	Position	Company
2012-present	Independent Director, Member of Audit and Corporate Governance Committee and Member of Nomination and Remuneration Committee	Mono Next PCL.
2005-present	Director	Media Shaker Development Co., Ltd.
2004-present	Director	I Advisory Co., Ltd.
1999-present	Director	CDC One Co., Ltd.
1998-present	Director and Managing Director	Banana & Sons Co., Ltd.
1992-present	Director	Prestige Gift and Premium Co., Ltd.
1989-present	Director and Managing Director	New Waitek Co., Ltd.

Name Mr. Charoen Saengwichaipat
 Position Independent Director, Member of Audit and Corporate Governance Committee and Member of Nomination Committee
 Age 50 Years
 Date of Birth January 14, 1972
 Address 17/66, Soi Ramkhamhaeng 43/1 (Khunying Juea), Plubpla, Wang Thonglang, Bangkok 10310
 Education - Bachelor of Engineering, Chulalongkorn University
 Conflict of interest in the agendas proposed for this AGM : None



Work Experience

Period	Position	Company
2021-present	Independent Director, Member of Audit and Corporate Governance Committee and Member of Remuneration and Nomination	Jasmine Technology Solution PCL.
2020-present	Independent Director, Member of Audit and Corporate Governance Committee and Member of Nomination and Remuneration	Mono Next PCL.
1993-present	Director	Amadeus Piano Co., Ltd.

Guideline for the shareholders on identity verification and procedures of attending the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM)

As the Company will hold the 2022 Annual General Meeting of Shareholders via electronic method (E-AGM), pursuant to the Emergency Decree on Electronic Meeting B.E.2563 (2020), on Tuesday, April 26, 2022 at 14.00 hrs. at No. 200, Moo 4, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, the Shareholders or the proxies who wish to attend this E-AGM are requested to state your intention and submit the identity documents specified below to the Company **within April 19, 2022.**

Identity Verification

1. Individuals

1.1 Thai Shareholder

Identity documents required:

- (a) Identity Card of shareholder (citizen identity card, civil servant identity card, state enterprise identity card or driver license card);
- (b) For the case of granting proxy: a copy of identity card of the proxy grantor and identity card or passport (in case of foreigner) of the proxy holder

1.2 Foreign Shareholder

Identity documents required:

- (a) Passport of the shareholder
- (b) For the case of granting proxy: a copy of passport of the proxy grantor and identity card or passport (in case of foreigner) of the proxy holder

2. Corporations

2.1 Thai Corporation

Identity documents required:

- (a) Copy of affidavit issued by the Department of Business Development, Ministry of Commerce, dated not more than 30 days
- (b) Copy of identity card or passport (in case of foreigner) of the authorized director(s) who signed the proxy, including identity card or passport (in case of foreigner) of the proxy holder

2.2 Foreign Corporation

- (a) Copy of affidavit
- (b) Copy of identity card or passport (in case of foreigner) of the authorized director(s) who signed the proxy, including identity card or passport (in case of foreigner) of the proxy holder

All the copies of the documents must be certified. Documents issued outside Thailand should be certified by a notary public.

Proxy Process

1. There are 3 proxy forms.
 - Form A : General proxy form which is easy and not complicated
 - Form B : The proxy form which provides more definite details of the authorization
 - Form C : The proxy form, used only by foreign investor shareholders appointing Thai resident as a custodian and safe keeper of the shares
2. Foreign investor shareholders who appoint the Thai resident as custodian and safe keeper of the shares can use any one of the following proxy forms :- Form A, Form B or Form C ; whereas, other shareholders can use only one type of proxy, Form A or Form B.
3. Only Proxy Form B is enclosed with this invitation letter. Any shareholder who would like to use Proxy Form A or Form C can contact the Regulatory and Compliance Department of the Company, telephone number 0 2100 8232-4 or download them from the Company's website (www.jts.co.th).
4. The shareholders who are unable to attend the meeting in person may be present by proxy by appointing the person whom you deem appropriate or any of the independent director and audit and corporate governance committee of the Company to attend the meeting and vote on your behalf.

The Shareholder should specify the name with details of the person to be your proxy or mark in front of the names of independent directors and audit and corporate governance committees as the Company specified in the proxy form.

The Independent Director and Audit and Corporate Governance Committee of the Company whom the shareholders may appoint as proxy holders are as follows:-

- | | |
|--------------------------------|--|
| 1) Dr. Pavuth Sriaranyakul, | Independent Director and Chairman of Audit and Corporate Governance Committee
Age : 58 years
Residing at : 419, Soi Soonvijai 4, Bangkapi, Huai Khwang, Bangkok 10310 |
| 2) Mr. Kriengsak Thiennukul, | Independent Director and Member of Audit and Corporate Governance Committee
Age : 57 years
Residing at : 383/1, Si Phraya Rd., Si Phraya, Bang Rak, Bangkok 10500 |
| 3) Mr. Charoen Saengwichaipat, | Independent Director and Member of Audit and Corporate Governance Committee
Age : 50 years,
Residing at : 17/66, Soi Ramkhamhaeng 43/1 (Khunying Juea), Plubpla, Wang Thonglang, Bangkok 10310 |

5. For the benefit and the right to attend the meeting, please complete the information, sign the proxy form, and affix a 20-Baht stamp duty upon it. The shareholders are also requested to provide certified copies of both the grantor's and the proxy's identity cards and attach them to the Proxy Form (except for the case that the shareholders choose to appoint the Company's independent director and audit and corporate governance committee as their proxies).
6. The Company reserves the right to reject the proxy form therein stated the number of shares, exceeding the number of shares shown in the share registration book.

How to submit the shareholders' identity documents

It is requested that the shareholders or the proxies scan or photo the signed identity documents and notice of the meeting (the page with QR Code) and the signed proxy forms (in case of appointing the proxy) and submit them to the Company via E-mail: racd_jts@jasmine.com or to

Regulatory and Compliance Department, Jasmine Technology Solution PCL.
No. 200, Moo 4, 9th Fl., Jasmine International Tower, Chaengwatana Road, Tambon Pakkret,
Amphoe Pakkret, Nonthaburi 11120.

within April 19, 2022.

After the Company has already verified the list and the information of the shareholders as of the latest Record Date, the Company will send the Username and the Password to the shareholders or the proxies via e-mail addresses that they have previously given to the Company so that they can log in to enter the Electronic meeting program for the 2022 AGM (E-AGM). The Company would like to seek for the shareholders' kind cooperation to proxy the Company's independent director and audit committee to attend and vote on your behalf instead of attending this online meeting yourselves.

Procedures and methods to attend the Electronic AGM meeting (E-AGM)

Prior to the Meeting Date

1. The shareholders or the proxies, who already stated the intention to attend the 2022 AGM, to be conducted via electronic method, are requested to download the E-AGM Meeting Program from www.conovance.com/download.php, starting from April 19, 2022 onwards and also prepare the followings:-
 - Computer/Notebook/Tablet (***Windows OS only***): Windows XP/7/8/10
 - Internet Bandwidth 3.0 Mbps.
 - Microphone and camera to identify yourself before the commencement of the meeting
2. The shareholders or the proxies can download the manual of the E-AGM Meeting Program from www.conovance.com/support.php, starting from April 19, 2022 onwards. The system supports both the E-Meeting and E-Voting, facilitating the shareholders who attend the meeting in person or by proxy (Proxy Form B is set out in Enclosure No. 5)

Sending questions in advance

The shareholders who are interested in sending questions in relation to the agenda items proposed for the 2022 AGM in advance, are requested to send your questions to the Company within April 20, 2022 only via e-mail: racd_jts@jasmine.com. Relevant questions will be recorded in the minutes of the 2022 AGM. Nonetheless, the shareholders or the proxies who attend the meeting can still raise questions during the meeting, on the meeting date.

The Meeting Day

On April 26, 2022, the Meeting Date, the electronic registration system will be open for the shareholders to register to attend the Meeting at 12.00 hrs. The meeting will commence at 14.00 hrs.

Vote Casting Process

1. The Chairman of the Meeting shall propose the shareholders to cast the votes for each agenda item.
2. Only the shareholders who wish to vote for disapproval or to abstain your vote are required to accordingly put a tick in the checkboxes, specifically provided for disapproval or abstention, to facilitate the vote-counting system.
3. In the case whereby the shareholders disagree with the proposed matter, but do not put any mark to indicate this intention, it will be assumed that such shareholders approve the agenda items as proposed by the Chairman of the Meeting.

Vote Counting Criteria

1. One share is counted as one vote. The majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman of the Meeting shall have the right to cast a deciding vote.
2. The vote counting result of each agenda item is derived by deducting the votes for disapproval and abstention, cast by the shareholders during the Meeting, from the total votes of the shareholders and the proxies, attending the Meeting, that are recorded prior to the meeting commencement.

The Company will take the video and audio recording of the whole proceedings of the 2022 AGM. The shareholders who are interested in obtaining the video file can make a request to the Company, 3 business days after the meeting date.

Contact Channel

1. Post:

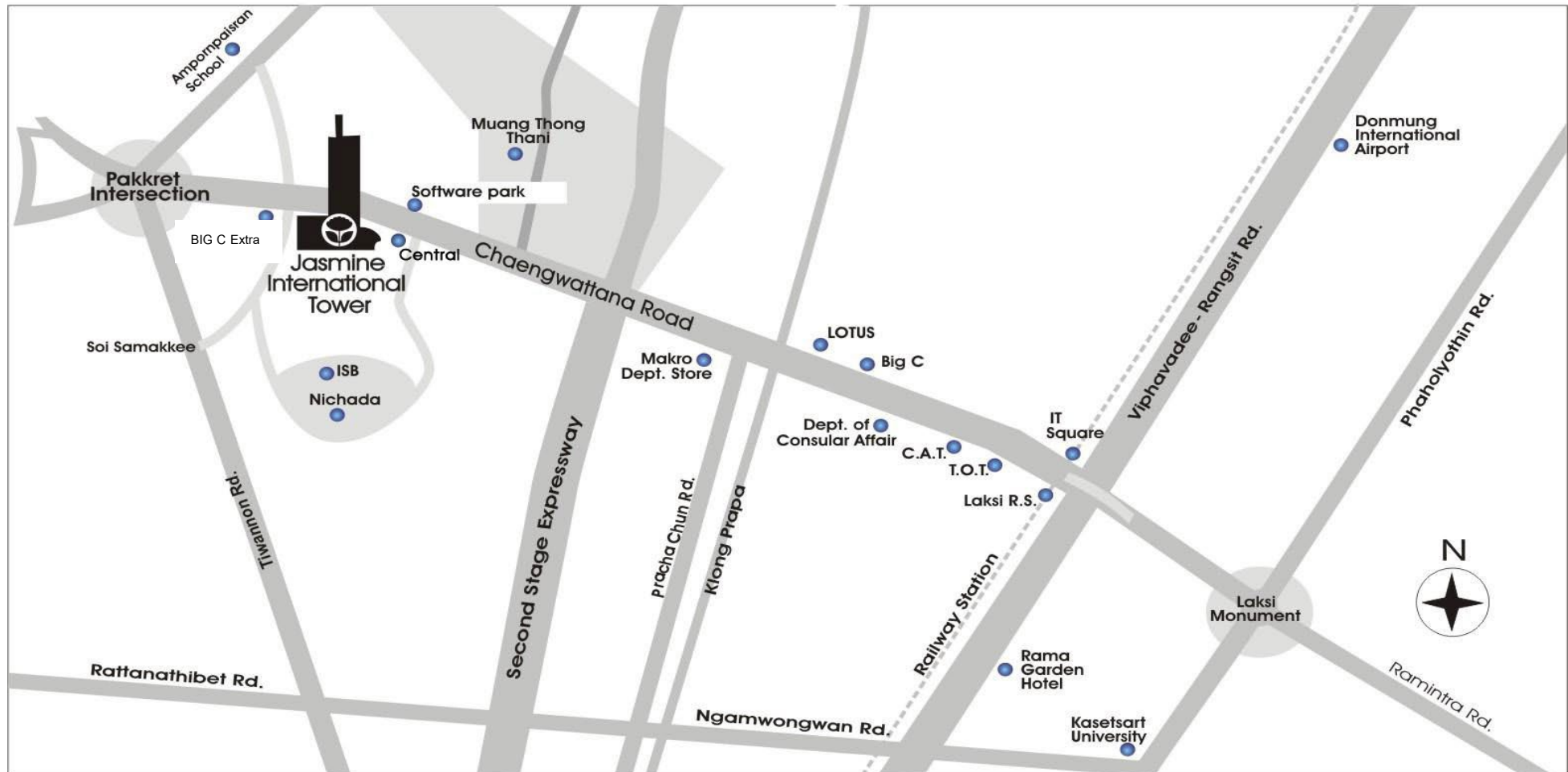
Regulatory and Compliance Department, Jasmine Technology Solution PCL.
No. 200, Moo 4, 9th Fl., Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120.

2. E-mail: racd_jts@jasmine.com

3. Tel: 02 100 8300 ext.8232-4 (Regulatory and Compliance Department)



MAP OF JASMINE INTERNATIONAL TOWER



200, Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120 Tel. 0 2100 8232

Buses No. 51, 52, 150, 356 and Air-condition Buses No. 150, 166, 356