

Our Ref. JTS/CSD-018/2567

November 12, 2024

Subject : Notification of the resolutions of the Board of Directors on the issuance and offering of Debentures, and the Schedule of Extraordinary General Meeting of Shareholders No. 1/2024

Attention : The President of the Stock Exchange of Thailand

Jasmine Technology Solution Public Company Limited (the “Company”) wishes to inform you the resolutions of the Board of Directors' meeting No. 7/2024, convened on November 12, 2024 in the material matters as follows:

- Resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of debentures of Jasmine Technology Solution Public Company Limited in an amount not exceeding Baht 3,000 million with the details as follows:

Objective:	To be utilized for the redemption of existing debentures (Roll-Over) and/or for repayment of debts owed to financial institutions, and/or for repayment of other corporate debts, and/or for investments in the Generative AI business, and/or for business expansion, and/or to serve as working capital for the Company, and/or to provide loans to related companies, and/or for other purposes aligned with the Company’s ordinary course of business.
Type of Debentures:	The debentures of all types, including but not limited to short-term debentures, long-term debentures, name-registered debentures, bearer debentures, with or without collateral, with or without a debenture holders’ representative, and subordinated or unsubordinated debentures, shall be issued as deemed appropriate, based on prevailing market conditions or other relevant factors at the time of issuance and offering of the debentures.
Currency	Thai Baht and/or foreign currencies, using the exchange rate applicable at the time of issuance and offering of the debentures in each instance.
Total Debentures Value	The total value and outstanding amount shall not exceed 3,000 million Baht at any given time. The debentures may be issued and offered in a single series or multiple series at the same time or across several occasions. In the event of early redemption of any debentures and/or the maturity of debentures, the Company may issue additional debentures, provided that the value of the newly issued debentures, combined with the outstanding debentures that have not yet been redeemed, does not exceed the total value as specified in this resolution or equivalent (Revolving Principal Basis).
Maturity of Bonds in Each Issuance	The maturity shall not exceed 5 years from the date of issuance of the debenture in each instance.
Collateral and Guarantee	May or may not include collateral or guarantee, depending on the market conditions at the time of issuance and offering of the debenture, or as per the terms and conditions of the debenture issued and offered in each instance.

Offering	The debentures may be offered in a single issuance and/or multiple issuances, and/or as a program, and/or on a revolving basis. Such debentures may be offered domestically and/or internationally to general investors, and/or specifically designated investors, and/or domestic institutional investors, and/or foreign institutional investors, and/or high-net-worth investors. The offerings may occur in one or multiple rounds, in accordance with the criteria stipulated in the relevant notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board, or other applicable regulations in effect at the time of each issuance and offering of debentures.
Early Redemption	The debenture holders may or may not have the right to request early redemption of the debentures prior to the maturity date. Also, the Company may or may not have the right to request early redemption of the debentures prior to the maturity date. In this regard, it will be in accordance with the terms and conditions set forth for each issuance of the debentures.
Interest Rate	It will depend on the market conditions at the time of issuance and offering of the debentures, or as per the terms and conditions of the debenture issued and offered in each instance.
Authority to Determine Other Details	<p>The authority is delegated to the President, the Board of Directors, the Executive Committee of the Company, or a director authorized to sign on behalf of the Company, or individuals appointed by the President, the Board of Directors, the Executive Committee, or a director authorized to sign on behalf of the Company, with the following powers:</p> <p>(1) To determine the details related to the debentures, including the type, name, purpose of fund utilization, interest rate, interest payment structure, guarantees, guarantee fees, collateral, tenure, redemption period, early redemption rights, appointment of the debenture holders' representative, appointment of the debenture registrar, as well as the details related to the offering which are including but not limited to the price, method, duration of the offering and allocation, and related fees. This also includes the authority to decide or amend the terms of the issued and offered debt securities as deemed appropriate.</p> <p>(2) To appoint the financial advisor, legal advisor, underwriter, debenture registrar, paying agent, debenture holders' representative, trustee, asset appraiser, credit rating agencies, other consultants, or any other individuals involved in the issuance and offering of debentures, which must be appointed in accordance with the relevant regulations or in any other cases which the Company deems appropriate.</p> <p>(3) To negotiate, agree upon, amend, certify, and sign contracts or documents, or any other actions necessary and related to the issuance and offering of debentures, including seeking approval and/or consent from relevant parties to amend or waive the performance of obligations under any contracts or documents related to the issuance and offering of debentures of the Company. This includes dealing with, providing information, and submitting documents and evidence to the Securities and Exchange Commission, the Thai Bond Market Association, the Bank of Thailand, or any relevant or necessary individual related to the issuance and offering of debentures. It also includes the registration or listing of the debentures with the Thai Bond Market Association or other secondary markets, and having the authority to take any actions necessary or relevant with any agency or individual for the issuance and offering of debentures, as deemed appropriate.</p>

	(4) To appoint or designate any individual as an attorney-in-fact, representative, or agent to perform any actions specified in items (1) - (3) above. (5) Any other matters (if applicable)
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2. Approved the date of the Extraordinary General Meeting No. 1/2024 on December 20, 2024, at 14:00 hrs., by which the meeting will be convened via electronic media in accordance with the Electronic Conferencing Decree B.E. 2563 (2020) and other relevant laws and regulations. The agendas for the meeting are as follows:

Agenda 1 Consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2024 convened on April 26, 2024

Agenda 2 Consider and approve the issuance and offering of debentures of Jasmine Technology Solution Public Company Limited in an amount not exceeding Baht 3,000 million

Agenda 3 Other matters (If any)

3. Approved that Tuesday, November 26, 2024, is scheduled as the date to record the names of the shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No.1/2024. The President shall be empowered to adjust the date fixed to determine the names of shareholders who entitle to attend the Extraordinary General Meeting of Shareholders No.1/2024, including with the adjustment of date, time, and place for Extraordinary General Meeting of Shareholders No.1/2024 in case that the Company encounters problems or delays in preparing documents and/or there is an event necessary to amend or adjust such date and time as appropriate and in accordance with prescribed criteria.

Please be informed accordingly.

Sincerely yours,

Sang Do Lee

(Mr. Sang Do Lee)

President