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Ref: IR62/012

13 November 2019

Subject: Notification of Board Resolution on Investment in Beans and Brown Co., Ltd and Set up new subsidiary of J Venture Co., Ltd
To: The President
The Stock Exchange of Thailand

Jaymart Public Company Limited (“the Company”) would like to inform the resolutions of the Board of Director’s Meeting No.4/2019 held on 13 November 2019 through the Stock Exchange of Thailand as follows:

1. Approve to invest in Beans and Brown Co., Ltd (“BB”) by acquisition existing shares from Jas Asset Public Company Limited, a subsidiary of the Company, at a purchase price of 10 Baht per share with a number of share 2,579,998 shares. After the transaction complete the Company will own a share proportion 60% of the total outstanding share of BB.

Such transaction is an acquisition of assets pursuant to the notification of the Capital Market Supervisory Board No. Tor Jor 20/2551 re: rules on entering into material transactions deemed as acquisition or disposal of assets as of 31 August 2008 (and the amendment) and the notification of the Board of Governors of the Stock Exchange of Thailand re: disclosure of information and other acts of listed companies concerning the acquisition or disposal of assets B.E. 2547 as of 29 October 2018 (as amended). However, after calculation of the size of the transaction pursuant to such notifications, the highest transaction size is 0.13 per cent. Therefore, the highest transaction size does not exceed 15 per cent pursuant to such notifications. The Company, therefore, is not required to proceed in accordance with such notifications. Moreover, such transaction is also not a connected transaction pursuant to the notification of the Capital Market Supervisory Board no. Tor Jor 21/2551 re: rules on entering into connected transaction as of 31 August 2008 (and the amendment) and the notification of the Board of Governors of the Stock Exchange of Thailand re: disclosure of information and other acts of listed company in respect of connected transaction B.E. 2546 as of 19 November 2003 (as amended).

Nevertheless, such transaction is regarded as a partnership with other companies, with the ratio of partnership from 10 per cent of paid-up capital of the partnering company, according to the rules of The Stock Exchange of Thailand re: rules, conditions and procedures governing the disclosure of information and other acts of a listed company as of 2 October 2018 (as amended).

2. Approve to set up new subsidiary of J Ventures Co., Ltd name J P2P Co., Ltd to conduct business in related to system or electronic network for peer to peer lending platform. The register and paid-up capital is 5,000,000 Baht and J Ventures will own 99.99 percent of its shareholding structure.

Your Sincerely

-Signed-

Ms. Ladda Waruntarakul
Company Secretary