



บริษัท จัสมิน เทเลคอม ซิสเต็มส์ จำกัด (มหาชน)
Jasmine Telecom Systems Public Company Limited

200 หมู่ 4 ชั้น 9 จัสมิน อินเตอร์เนชั่นแนล ทาวเวอร์ ถนนแจ้งวัฒนะ ตำบลปากเกร็ด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120
200 Moo 4, 9th Floor, Jasmine International Tower, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand.
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(TRANSLATION)

March 27, 2015

- Subject** : Invitation to the 2015 Annual General Meeting of Shareholders
To : Shareholders
Jasmine Telecom Systems Public Company Limited
Enclosures : 1) A copy of the Minutes of the 2014 Annual General Meeting of Shareholders
2) A CD-ROM of the 2014 Annual Report, including the Company's Financial Statements, ended December 31, 2014
3) Brief Curriculum Vitae of the Directors due to retire and proposed to be re-elected
4) Regulations and Articles of Association of the Company with respect to the Meeting of Shareholders
5) Proxy Form B
6) Personal data of the Independent Directors being proposed as a proxy holder
7) A map to Jasmine International Tower (The Meeting Venue)

The Board of Directors of Jasmine Telecom Systems Public Company Limited (the "**Company**") has resolved to call for the 2015 Annual General Meeting of Shareholders (the "**AGM**") on Wednesday 29th April, 2015 at 10.00 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200 Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand, to consider the following agendas:-

Agenda 1 To consider certifying the Minutes of the 2014 Annual General Meeting of Shareholders, held on April 24, 2014

Fact and Reason

The 2014 AGM was held on April 24, 2014. The Minutes was properly prepared and accordingly submitted to the Stock Exchange of Thailand (the "**SET**") and the Ministry of Commerce within the period specified by law. It has been completely disclosed to the public on the Company's website. A copy of the Minutes of the meeting is attached herewith (Enclosure 1).

Opinion of the Board

The Board of Directors has deemed it appropriate to propose the shareholders' meeting to adopt the Minutes of the 2014 AGM.

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

Agenda 2 To acknowledge the Company's operating result for the year 2014

Fact and Reason

The Company's operating result for the year 2014 is shown in the 2014 Annual Report (Enclosure 2).

Opinion of the Board

The Board of Directors has deemed it appropriate to acknowledge the shareholders' meeting of the Company's operating result for the year 2014.

Resolution This agenda does not require any vote; it is for acknowledgement only.

Agenda 3 To consider approving the Company's financial statements, ended December 31, 2014

Fact and Reason

The Company's financial statements, ended December 31, 2014 as shown in Enclosure 2, 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

The Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve the Company's financial statements, ended December 31, 2014.

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

Agenda 4 To consider the allocation of net profit as legal reserve and the dividend payment from the operating result for the year 2014

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 profits 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 in the ratio of not less than 40 percent of net profit after tax and such dividend payment shall have no significant effect on the Company's operation. The Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve as the followings.

- 1) There shall be no allotment of the net profit as legal reserve due to the Company's net loss for the year 2014. Therefore, as at December 31, 2014, the Company totally had legal reserve of Baht 65,185,713.70
- 2) Omitting dividend payment from the operating result for the year 2014 in order to retain the earnings for working capital

Dividend Payment in Years 2014 and 2013

	2014 (Proposed year)	2013
1. Net Profit (Baht)	-300,022,363	5,518,279.42
2. Number of Shares (Share)	706,457,300	706,457,300
3. Total Dividend Payment/Share (Baht/Share)	No dividend payment	No dividend payment
4. Total Dividend Payment (Baht)	No dividend payment	No dividend payment
5. Dividend Payment Ratio (%)	-	-

Opinion of the Board

The Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve no allotment of the net profit as legal reserve and the omission of the dividend payment from the operation result for the year 2014.

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

Agenda 5 To consider an appointment of auditor and to fix audit fee for the year 2015Fact and Reason

According to the Public Limited Company Act, B.E.2535 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 2014, the 2014 AGM, convened on April 24, 2014 resolved to appoint auditors of EY Office Limited, namely, Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No. 3930 or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant (Thailand) No. 4523 or Ms. Supanee Triyanantakul, Certified Public Accountant (Thailand) No. 4498 as auditors of the Company and fix the audit fee at the amount of not exceeding Baht 1,290,000.-.

For the fiscal year 2015, the Board of Directors, by the suggestion of the Audit Committee, has deemed it appropriate to appoint the auditors whose names appear below from EY Office Limited as the Company's auditors :-

	<u>Name</u>	<u>CPA No.</u>	<u>Number of years of signing to certify the Company's financial statements</u>	
1	Mr. Supachai Phanyawattano	3930	1 (2013)	or
2	Mrs. Chonlaros Suntiasvaraporn	4523	-	or
3	Ms. Supanee Triyanantakul	4498	-	

All the 3 auditors have neither relationship nor interest with the Company/the subsidiary/executives/major shareholders or any persons related to the Company and the above-mentioned persons so they have independence in auditing and expressing opinions on the Company's financial statements. They also belong to the same company as the auditors of the Company's subsidiary. Moreover, the Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve fixing the audit fee for year 2015 at the amount of not exceeding Baht 1,290,000.- (One Million Two Hundred and ninety Thousand Baht Only), which is of the same amount as that approved by the shareholders' meeting for the previous year 2014.

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.

Opinion of the Board

The Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve the appointment of the auditors and fix the audit fee for the year 2015

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

Agenda 6 To consider the election of directors to replace those who retire by rotation and fix the remuneration for the year 2015

Fact and Reason

According to Clause 17 of the Articles of Association of the Company, in every annual general meeting of shareholders, one-third (1/3) of the directors who take the longest term shall retire by rotation. In 2015, the following 3 directors were to retire by rotation:-

- 1 Mr. Pleumjai Sinarkorn Director
- 2 Mr. Kriengsak Chalermtiragool Director
- 3 Major General Sunanta Sirisumpan Independent Director and Member of Audit Committee

Although the Company does not have a nomination and selection committee, the Board of Directors, except the 3 aforementioned retired directors, did consider the qualifications, education, knowledge, experience, professionalism and the performance of the retired directors; they were of the opinion that these 3 retired directors were qualified to be re-elected to directorship and the previous positions for another term. The curriculum vitae of the directors, retiring by rotation are attached hereto as Enclosure 3.

Regarding remuneration, the Board of Directors, in agreement with the opinion of the Remuneration Committee, which has proposed the remuneration for the directors of the Company, taking into account, the remuneration rates of other companies of the same industrial segments, the Company's business expansion and the growth of profits; has deemed it appropriate to propose fixing the remuneration for the directors according to their positions at the amount of not exceeding Baht 4,000,000.- (Four Million Baht Only) which was of the same amount as that approved for the year 2014.

Details of the directors' remuneration according to their positions were as follows :-

Position	Remuneration per Month (Baht)	
	2015 (Proposed year)	2014
Chairman	40,000	40,000
Vice Chairman	20,000	20,000
Independent Director	30,000	30,000
Non-Executive Director	30,000	30,000
Executive Director	10,000	10,000
Chairman of Audit Committee	10,000	10,000
Audit Committee Member	5,000	5,000
	Remuneration per Meeting (Baht)	
Chairman of Remuneration Committee	5,000	5,000
Remuneration Committee Member	5,000	5,000
Gratuity	✓	✓

Opinion of the Board

The Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve re-electing the 3 directors, retiring by rotation, whose names appear above to directorship for another term and approve the remuneration for

the Company's Directors, for the year 2015, at the total amount of not exceeding Baht 4,000,000.- (Four Million Baht Only)

Resolution The resolution on the election of the directors must be passed by a majority vote of the shareholders, attending the meeting and casting the vote.

The resolution on approving the directors' remuneration requires a vote of not less than 2/3 of the total votes of the shareholders, attending the meeting.

Agenda 7 To consider other issues (if any)

Fact and Reason

The second paragraph of Article 105 of the Public Limited Company Act, B.E.2535 provides that the shareholders with an aggregate number of shares of not less than 1/3 of all issued shares may request the meeting to consider matters than those set out in the invitation letter to the meeting.

Opinion of the Board

The Board of Directors has deemed it appropriate to include this agenda to allow any shareholder to propose matters other than those determined by the Board of Directors to this meeting.

Please be invited to attend the meeting at the date, time, and place, specified above. As a shareholder attending the meeting in person, kindly show your identification card upon your attendance. If you wish to appoint any person to attend and vote on your behalf, please complete and sign the proxy form, appearing in attachment 5 (please affix 20.-Baht duty stamp) and enclose documents or evidence of the shareholder or proxy entitled to attend the shareholders' meeting, then submit them to the meeting prior to the convening of the meeting. In case that a shareholder is a foreign investor appointing a Thai resident as custodian and safekeeper of the shares, he/she can use any one of the following proxy forms:- Form A, Form B or Form C. Other shareholders can use only one proxy form:- Form A or Form B. For your convenience, the Company would like to recommend the Proxy Form B which provides more definite details of authorization. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Secretary Section of the Company or download these forms from the website of the Company (www.jts.co.th). As a shareholder, you may appoint any person or one of the Company's independent directors to attend the meeting and vote on your behalf.

Yours sincerely

Jasmine Telecom Systems Public Company Limited

- Signature -
(Mr. Pleumjai Sinarkorn)
Director

- Signature -
(Mr. Kriengsak Chalermtiragool)
Director

Corporate Secretary Section, Administration Department

Tel. 0 2100 8232

Facsimile 0 2962 2523



(Enclosure 1)

(TRANSLATION)

**Minutes of the 2014 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited.**

Date, Time and Venue of the Meeting

The 2014 Annual General Meeting of Shareholders (the “**Meeting**”/ the “**AGM**”) of Jasmine Telecom Systems Pubic Company Limited (the “**Company**”) was held on Thursday, April 24, 2014 at 10.30 hrs. at Auditorium, 3rd Floor, Jasmine International Tower, No. 200, Moo 4, Chaengwatana Road, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120, Thailand.

Directors attending the Meeting

1	Mr. Annop	Suthakavatin	Independent Director and Member of the Audit Committee
2	Mr. Raks	Unahabhokha	Independent Director and Member of the Audit Committee
3	Mr. Pleumjai	Sinarkorn	Director
4	Mrs. Nonglug	Pongsrihadulchai	Director
5	Mrs. Nitt	Visesphan	Director
6	Mr. Kriengsak	Chalermtiragool	Director and President

Executive attending the Meeting

1	Mrs. Busakorn	Jongsaksawat	Vice President, Accounting and Finance Department
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Auditors attending the Meeting

Mr. Khitsada Lerdwana and Mr. Thannop Chanchiaw from EY Office Limited.

Before the commencement of the Meeting, the Company introduced the directors, the executive, the auditors and the legal advisor to the Meeting. Then, the Company informed the Meeting of the meeting procedure, the voting process and the vote counting procedure as the followings.

Prior to voting in each agenda, Chairman of the Meeting should ask the Meeting whether there is any shareholder who disagrees or abstains his/her vote. In case that none of the shareholders disagrees or abstains the vote, it should mean that the Meeting approves the proposed matter. For the shareholder who disagrees or abstains the vote, his/her voting ballot shall be collected; the vote would be accordingly subtracted from the total votes with respect to the voting conditions of that particular agenda. For the proxy case, the Company shall record in the computer system the shareholder’s specific intentions apparent in proxy form B (in which definite details of authorization are provided) or form C (which is for foreign investor shareholder appointing a Thai resident as custodian and safe keeper of the shares only); such votes shall be counted in each agenda for the Meeting resolution. Regarding voting, one share is counted as one vote. The voting and the vote counting shall be in compliance with the regulation specified for each agenda as informed in the invitation letter, in accordance with the relevant law and the Company’s Articles of Association.

As the Company has not yet considered appointing the Chairman and the Vice Chairman of the Board of Directors to replace the directors who resigned, the Meeting lacked Chairman of the Meeting. Thus, Ms. Patthamarat Sophanawan, a proxy of Mr. Wichai Tanjariyaporn, asked the Meeting to allow her to proceed with Clause 34 of the Articles of Association of the Company, which stipulates that "The Chairman of the Board of Directors is the Chairman of the Meeting. In case that the Chairman of the Board of Directors is not present at the Meeting or is not able to perform his duty, the Vice Chairman of the Board of Directors chairs the Meeting. In case that the Company has no Vice Chairman or the Vice Chairman is not present at the Meeting or is not able to perform his duty, it is allowed that the Meeting choose a shareholder who attends the Meeting to act as Chairman of the Meeting." She proposed the Meeting to consider selecting Mr. Pleumjai Sinarkorn, a director and a shareholder of the Company, to be Chairman of the 2014 AGM. There was no objection; therefore, Mr. Pleumjai Sinarkon acted as the Chairman of the Meeting. He conducted the Meeting sequentially according to the agenda items specified in the invitation letter.

Commencement of the Meeting

Mr. Pleumjai Sinarkorn, Chairman of the Meeting (the "**Chairman**"), notified the Meeting that 123 shareholders from the total 3,555 shareholders were present both in person and by proxy, with 365,914,673 shares in aggregate from the total paid up shares of 706,457,300 shares of the Company, equivalent to 51.7957 percent, establishing the quorum in accordance with Article 103 of the Public Limited Company Act and Clause 33 of the Company's Articles of Association.

The Chairman declared the Meeting convened to consider the following agendas.

Agenda 1 To consider certifying the minutes of the 2013 Annual General Meeting of Shareholders

The Chairman informed the Meeting that the Company had distributed a copy of the minutes of the 2013 Annual General Meeting of Shareholders convened on April 26, 2013 to every shareholder as an attachment to the letter of invitation to the 2014 AGM. He, then, proposed the Meeting to consider certifying the minutes of the 2013 Annual General Meeting of Shareholders. According to the regulation, this agenda must be passed by a majority vote of the shareholders, attending the meeting and casting the vote. There was no shareholder without the voting right in this agenda.

Resolution

The Meeting unanimously resolved to certify the minutes of the 2013 Annual General Meeting of Shareholders held on April 26, 2013. The Meeting resolution was as follows :-

Agree	365,914,673	shares	or	100	percent
Disagree	-	shares	or	-	percent
Abstain	-	shares	or	-	percent
<u>Total</u>	365,914,673	shares	or	100	percent

Agenda 2 To acknowledge the Company's operating results in the fiscal year 2013

The Chairman informed the Meeting that the Company's operating results for the year 2013 as shown in the 2013 Annual Report, sent to the shareholders together with the invitation letter, had been considered by the Board of Directors as correct and adequate to propose to the Meeting for acknowledgment. He assigned Mrs. Busakorn Jongsaksawat, Vice President, Accounting and Finance Department, to give a brief report on the Company's operating results for the year 2013 to the Meeting.

Mrs. Busakorn Jongsaksawat, Vice President, Accounting and Finance Department, informed the Meeting that, in 2013, for Telecom Systems Integration business, the Company continued the projects with both the existing customers and the new customers.

As for Telecom Services business, the Company provided the customers with various services, including the service of equipment and system maintenance. The Company implemented the Universal Service Obligation (“USO”) projects in accordance with NBTC promulgation for the licensees and offered “EasyConnect” service, a rental service for Hosted Contact Center on broadband Internet network.

The Company’s subsidiary, Cloud Computing Solutions Co., Ltd. (“CCS”), engaged in cloud computing business. CCS provided rental service for Software Based Services (Software-as-a-Service) and Cloud Infrastructure Service (Infrastructure-as-a-Service) which were alternative technologies, suitable for the small and medium sized businesses that need IT technology to support the operation. Business owners who were interested in these services did not have to invest by themselves for the systems; however, they could rent them from the company as it was more time saving and convenience.

Financial details

Vice President, Accounting and Finance Department gave the summary of the 2013 operating results to the Meeting as follows:-

- In 2013, the Company and its subsidiary had sales and service income of Baht 311.20 million. It had the total revenues of Baht 348.82 million. The cost of sales and service and the expenses on sales, services and administration was Baht 301.52 million. The gross profit was Baht 139.73 million while the net profit was Baht 12.01 million.
- As for financial position, for the year 2013, the Company and its subsidiary had total assets of Baht 1,991.19 million; whereas, it had total liabilities of Baht 751.70 million. Its shareholders’ equity was of Baht 1,239.49 million in total.
- As at December 31, 2013, the Company totally had paid-up shares of 706,457,300 shares. According to the consolidated financial statements, the basic earnings per share of the Company and its subsidiary was Baht 0.02 per share and the book value per share was at Baht 1.75 apiece.

Significant financial ratio, according to the consolidated financial statements, was as summarized below:-

- In 2013, current ratio was at 3.22 times, debt to equity ratio was at 0.61 times, return on total assets ratio was 0.51percent and return on shareholders’ equity was at 0.96 percent.

Interested shareholders could see further details of the Company’s operating results for the year 2013 in the 2013 Annual Report, enclosed with this AGM invitation letter.

The Chairman informed the Meeting that this agenda was for acknowledgement only; thus, no voting was required.

Agenda 3

To consider approving the Company financial statements and the auditor’s report ended December 31, 2013

The Chairman informed the Meeting that the consolidated financial statements and the auditor’s report, for the fiscal year ended December 31, 2013 of the Company and its subsidiary, as shown in Enclosure 2 of the invitation letter to the 2014 AGM that the Company had sent to the shareholders, were completely audited and certified by Company’s auditor, reviewed by the Audit Committee and

approved by the Board of Directors, respectively. Thus, the Company deemed it appropriate to propose the Meeting for approval.

None of the shareholders had any question. The Chairman; therefore, proposed the Meeting to consider approving the Company's consolidated financial statements and the auditor's report ended December 31, 2013. According to the regulation, this agenda must be passed by a majority vote of the shareholders, attending the meeting and casting the vote. There was no shareholder without the voting right in this agenda.

While the Meeting was proceeding, some shareholders registered to attend the Meeting, representing 366,155,673 shares, as a consequence.

Resolution

The Meeting unanimously resolved to approve the Company's consolidated financial statements and the auditor's report ended December 31, 2013. The Meeting resolution was as follows :-

Agree	366,125,673	shares	or	100	percent
Disagree	-	shares	or	-	percent
Abstain	30,000	shares	or	N/A	percent
<u>Total</u>	366,125,673	shares	or	100	percent

Agenda 4 To consider the allocation of profit as legal reserve and the dividend payment for the year 2013

The Chairman informed the Meeting that 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 profits 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 in the ratio of not less than 40 percent of net profit after tax and such dividend payment shall have no significant effect on the Company's operations. The Board of Directors deemed it appropriate to propose the shareholders to approve as the followings.

- 1) The Company's net profit gained in the year 2013 was Baht 5,518,279.42; thus, the amount of Baht 275,913.97, equivalent to 5 percent of the net profit for the year 2013, shall be allocated for legal reserve. Therefore, as at December 31, 2013, the Company totally had legal reserve of Baht 65,185,713.70.
- 2) Omitting dividend payment for the operation year 2013 in order to retain the earnings for working capital, maintain the Company's liquidity and support the Company's operation.

Dividend Payment in Years 2013 and 2012

	2013 (Proposed year)	2012
1. Net Profit (Baht)	5,518,279.42	34,470,819.41
2. Number of Shares (Share)	706,457,300	706,457,300
3. Total Dividend Payment/share (Baht/Share)	No dividend payment	0.10
4. Total Dividend Payment (Baht)	No dividend payment	70,645,730.00
5. Dividend Payment Ratio (%)	-	*Remarks

*Remarks:- The dividend payment ratio for the year 2012 cannot be calculated from the net profit; it was the dividend paid from unappropriated retained earnings.

None of the shareholders had any questions. The Chairman; therefore, proposed the Meeting to consider approving the allocation of profit as legal reserve and the omission of the dividend payment for the year 2013. According to the regulation, this agenda must be passed by a majority vote of the shareholders, attending the meeting and casting the vote. There was no shareholder without the voting right in this agenda.

While the Meeting was proceeding, some shareholders registered to attend the Meeting, representing 366,175,673 shares, as a consequence.

Resolution

By the majority vote of the shareholders who attended the Meeting and cast the vote, the Meeting resolved to approve the allocation of the Company's annual net profit of 275,913.97 Baht as legal reserve and the omission of the dividend payment for the year 2013. The Meeting resolution was as follows :-

Agree	365,351,673	shares	or	99.7832	percent
Disagree	794,000	shares	or	0.2168	percent
Abstain	30,000	shares	or	N/A	percent
Total	366,145,673	shares	or	100	percent

Agenda 5 To consider an appointment of the auditor and fix the audit fee for year 2014

The Chairman assigned Mr. Annop Suthakavatin, Member of the Audit Committee, to give the Meeting the information on this issue.

Mr. Annop Suthakavatin, Member of the Audit Committee, told the Meeting that according to Clause 36 (5) of the Articles of Association of the Company, every year, the annual general meeting of shareholders must appoint the auditor and fix the audit fee. In the previous year, the Annual General Meeting of Shareholders resolved to appoint auditors of Ernst & Young Office Limited, presently known as EY Office Limited, namely, Mr. Khitsada Lerdwana, Certified Public Accountant (Thailand) No. 4958 or Mr. Narong Puntawong, Certified Public Accountant (Thailand) No. 3315 or Ms. Thipawan Nananuwat, Certified Public Accountant (Thailand) No. 3459 as auditors of the Company and fixed the audit fee at the amount of not exceeding 1,240,000.-Baht.

For the fiscal year 2014, the Board of Directors, by the suggestion of the Audit Committee, deemed it appropriate to appoint auditors whose names appear below from EY Office Limited as the Company's auditors :-

	<u>Name</u>	<u>CPA Number</u>	<u>Duration of Auditing for the Company</u>
1	Mr. Supachai Phanyawattano	3930	- or
2	Mrs. Chonlaros Suntiasvaraporn	4523	- or
3	Ms. Supanee Triyanantakul	4498	-

Any of the above auditors could conduct the audit and express an opinion on the Company's financial statements. For the year 2014, the Audit Committee deemed it appropriate to fix the audit fee at the total amount of not exceeding 1,290,000.- Baht (One Million and Two Hundred ninety Thousand Baht Only), increasing by 50,000 Baht (Fifty Thousand Baht Only) or 4.03 percent from the previous year's amount due to the higher market price of auditors. All the 3 auditors had neither relationship nor interest with the Company/the subsidiary/executives/major shareholders or any persons related to the Company and the above-mentioned persons. The auditors of the Company and its subsidiary belonged to the same company.

Audit Fee in Years 2014 and 2013

Audit Fee	2014 (Proposed year)	2013
Audit Fee	1,290,000.00	1,240,000.00
Non-audit Service Fee	None	None

None of the shareholders had any questions. The Chairman; therefore, proposed the Meeting to consider approving the appointment of the auditor and fixing the audit fee for year 2014. According to the regulation, this agenda must be passed by a majority vote of the shareholders, attending the meeting and casting the vote. There was no shareholder without the voting right in this agenda.

Resolution

The Meeting unanimously resolved to approve appointing Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No. 3930 or Mrs. Chonlaros Suntiasvaraporn, Certified Public Accountant (Thailand) No. 4523 or Ms. Supanee Triyanantakul, Certified Public Accountant (Thailand) No. 4498 from EY Office Limited to be auditors of the Company for the year 2014 and fixing the audit fee for the fiscal year 2014 at the amount of not exceeding 1,290,000.- Baht (One Million and Two Hundred ninety Thousand Baht Only.) The Meeting resolution was as follows :-

Agree	365,081,673	shares	or	100	percent
Disagree	-	shares	or	-	percent
Abstain	1,094,000	shares	or	N/A	percent
<u>Total</u>	365,081,673	shares	or	100	percent

Agenda 6 To consider the election of the directors to replace those who retire by rotation and fix the remuneration for the year 2014

The Chairman informed the Meeting that according to Clause 17 of the Articles of Association of the Company, in every annual general meeting of shareholders, one-third (1/3) of the directors who take the longest term shall retire by rotation. In 2014, the following 3 directors were to retire by rotation:-

1	Mr. Annop	Suthakavatin	Independent Director and the Audit Committee Member
2	Mr. Raks	Unahabhokha	Independent Director and the Audit Committee Member
3	Mrs. Nitt	Visesphan	Director

Although the Company does not have a nomination and selection committee, the Board of Directors did consider the qualifications of a person who was appropriate for being a Company director. The Board of Directors was of the opinion that the shareholders should vote to re-elect these three retired directors to directorship and the previous positions for another term since the Board of Directors viewed that these directors had appropriate qualifications to be the

directors of the Company; furthermore, they were adept, competent and experienced in the Company's business.

In order not to influence the voting, the retired directors volunteered to leave the Meeting while the voting was in process.

Then, the Chairman proposed the Meeting to consider and vote for electing the directors. He requested that the shareholders and the proxy holders submit the voting ballots upon which stating the intension of agreement or disagreement or abstention for electing all the 3 directors at the same time. According to the regulation, this agenda must be passed by a majority vote of the shareholders, attending the meeting and casting the vote. There was no shareholder without the voting right in this agenda.

While the Meeting was proceeding, some shareholders registered to attend the Meeting, representing 366,425,673 shares, as a consequence.

Resolution

By the majority vote of the shareholders, attending the meeting and casting the vote, the Meeting resolved to re-elect Mr. Annap Suthakavatin, Mr. Raks Unahabhokha and Mrs. Nitt Visesphan to directorship both in the Board of Directors and the Audit Committee for another term. The Meeting resolution was as follows:-

	Agree	Disagree	Abstain
1. Mr. Annap Suthakavatin	365,345,673 shares (99.99 percent)	30,000 shares (0.008 percent)	1,050,000 shares N/A
2. Mr. Raks Unahabhokha	365,345,673 shares (99.99 percent)	30,000 shares (0.008 percent)	1,050,000 shares N/A
3. Mrs. Nitt Visesphan	365,345,673 shares (99.99 percent)	30,000 shares (0.008 percent)	1,050,000 shares N/A

The re-elected directors were invited back to the Meeting.

Next, the Chairman informed the Meeting that the Board of Directors deemed it appropriate to propose the Meeting to consider approving the remuneration for the directors to be fixed at the amount of not exceeding 4,000,000 Baht (Four Million Baht Only) which was of the same amount as approved for the year 2013, by taking into account, the remuneration rates of other companies of the same industrial segments, the Company's business expansion and the growth of profits. Details of the directors' remuneration according to their positions were as follows :-

Position	Remuneration per month (Baht)	Remuneration per month (Baht)
	2014 (Proposed year)	2013
Chairman	40,000	40,000
Vice Chairman	20,000	20,000
Independent Director	30,000	30,000
Non-Executive Director	30,000	30,000
Executive Director	10,000	10,000
Chairman of Audit Committee	10,000	10,000
Audit Committee Member	5,000	5,000
Chairman of Executive Committee	10,000	10,000

Position	Remuneration per month (Baht)	Remuneration per month (Baht)
	2014 (Proposed year)	2013
Executive Committee Member	5,000	5,000
Chairman of Remuneration Committee	5,000 per meeting	5,000 per meeting
Remuneration Committee Member	5,000 per meeting	5,000 per meeting
Gratuity	✓	✓

He also informed the Meeting that the resolution for this agenda was to be passed by no less than two-third (2/3) of the total votes of the shareholders who attended the Meeting. The directors who were also shareholders of the Company who registered and attended the Meeting and who represented 50,000 shares in total would not vote in this agenda.

None of the shareholders had any questions. The Chairman; therefore, proposed the Meeting to vote.

While the Meeting was proceeding, some shareholders registered to attend the Meeting, representing 366,565,173 shares, as a consequence.

Resolution

The resolution of this agenda was passed by 99.6856 percent of the total votes of the shareholders who attended the Meeting. Therefore, the Meeting resolved to fix the remuneration for the directors for the year 2014 at the amount of not exceeding 4,000,000.- Baht (Four Million Baht Only). The meeting resolution was as follows :-

Agree	365,412,673	shares	or	99.6856	percent
Disagree	1,094,000	shares	or	0.2984	percent
Abstain	58,500	shares	or	0.0160	percent
<u>Total</u>	365,565,173	shares	or	100	percent

Agenda 7 To consider other matters (if any)

The Chairman inquired the shareholders who attended the Meeting if any of them had any issue to propose the Meeting for consideration. That was to offer them a chance to raise agendas other than the ones set out by the Board of Directors. The shareholders, holding shares altogether not less than one-third (1/3) of the total paid-up shares may request the meeting to consider matters other than those set out in the invitation letter to the meeting.

There was no other matter proposed for consideration. Hence, the Chairman declared to close this agenda.

The Chairman thanked the shareholders, proxy of the shareholders and all the participants for their time to take part in this 2014 AGM till the end of the Meeting. He declared to close the Meeting at 11:20 hours. There were 131 shareholders, both in person and by proxy, from the total of 3,555 shareholders, attending the Meeting and representing 366,565,173 shares in aggregate from the total paid-up shares of 706,457,300 shares of the Company, equivalent to 51.8878 percent.

Signed _____ - *signature* - _____ Director

(Mr. Pleumjai Sinarkorn)

Signed _____ - *signature* - _____ Director

(Mr. Kriengsak Chalermtiragool)

CD Rom of Annual Report 2014
and
The Company Financial Statement as at December 31, 2014
enclosed with the invitation sent to the shareholders

Preliminary Details of Directors Retiring by Rotation and Proposed for Re-election

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

The Company does not have a procedure for nomination and selection for the director as the Company does not have nomination and selection committee yet but the Board of Directors do consider the qualifications, education and training, experiences, professional, qualifications as stated in the principles of the Stock Exchange of Thailand including the performance of a person appropriate for a director of the Company. Then, the board of directors deemed it appropriate to propose this matter 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 parents, spouses, brothers , sisters , children , including as spouses of children, executives, major shareholders, authorized persons or persons nominated as executives or authorized persons 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 aids 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 and 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*

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



1. Name-Surname : **Mr. Pleumjai Sinarkorn**
- Position proposed for election : Director
- Age : 82 Years
- Education : Ph.D. (Innovative Management),
Suan Sunandha Rajabhat University
- Training for director course : From Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP)
 - Role of the Compensation Committee (RCC)
 - DCP Refresher Course
- Work experience :
- 2014-present - Chairman of Remuneration Committee, Jasmine Telecom Systems PCL.
 - 2008-present - Director and Advisor, Jasmine International Group
 - 2004-present - Director, Executive Director and Remuneration Committee, Jasmine Telecom Systems PCL.
 - 1994-present - Director, TT&T PCL.
- Share holding in the Company as at March 26, 2015 : 50,000 shares, equal to 0.007% of paid up capital
- Director/Executive position in other listed companies : 2 company
- Director, Jasmine International PCL.
 - Director, TT&T PCL.
- Director/Executive position in other companies (non-listed companies) : 1 company (subsidiary)
- Director/Executive position in other companies which may cause conflict of interest to the Company : -None-
- Duration of being directors : 10 Years
- First Appointment as director : February 19, 2004
- Participation in BOD Meetings in 2014 : 4 times from the total 7 times

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



2. Name-Surname : **Mr. Kriengsak Chalermtiragool**
Position proposed for election : Director
Age : 63 Years
Education : Ph.D. (Electrical Engineering)
University of Notre Dame
Training for director course : From Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP)
Work Experience : 2010-present Director and President, Jasmine Telecom Systems PCL
2008-present Advisor, Jasmine International Group
Share holding in the Company : -None-
as at March 26, 2014
Director/Executive position in : -None-
other listed companies
Director/Executive position in other companies : 1 company (subsidiaries)
(non-listed companies)
Director/Executive position in other companies : -None-
which may cause conflict of interest to the Company
Duration of being director : 4 Years
First Appointment as director : July 27, 2010
Participation in BOD Meetings in 2014 : 7 times from the total 7 times

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



2. Name-Surname : **Major General Sunanta Sirisumpan**
Position proposed for election : Independent Director and Audit Committee
Age : 65 Years
Education : Bachelor of Arts (Political Science),
Chiang Mai University
Training for director course : -None-
Work Experience : 2014-present - Independent Director and Audit Committee Member,
Jasmine Telecom Systems PCL.
2007 - Secretary, Royal Thai Army Radio and Television
Station Channel 5
- Share holding in the Company : -None-
as at March 26, 2015
Director/Executive position in : -None-
other listed companies
Director/Executive position in other companies (non-listed companies) : -None-
Director/Executive position in other companies which may cause : -None-
conflict of interest to the Company
Duration of being directors : 10 Months
First Appointment as director : May 8, 2014
Participation in BOD Meetings in the year 2014 : 2 times from the total 7 times
(Since appointed as director,
attended 2 meetings out of
totally 2 the board of director
meetings.)
- Relationship with the Company/Major company/subsidiaries/associates or other juristic persons which
may have conflicts at present or during the past 2 years :
1. Not being an executive director, staff, employee or advisor receiving regular salary
 2. Having no significant business relationship which may affect the independence in performing duties
 3. Not being a professional service provider (such as auditor or law consultant)

Conditions and Articles of Association of the Company with respect to the meeting of Shareholders

I Documents or Evidences of Shareholders or Proxy Holders Entitled to Attend the Shareholders Meeting

Pursuant to the policy of the Stock Exchange of Thailand Committee, Ref.: Procedures in Organizing Shareholders' Meeting of Listed Companies dated February 19, 1999, which was issued as a procedure for listed companies, in order to create trust for shareholders, investors and all related parties, as well as to have transparency and justification in the meetings of shareholders and for the benefit of the shareholders, as a tendency for future practice, the Company deems it appropriate to verify documents and evidences of shareholders or proxy holders entitled to attend the meetings. In this regard, the Company hereby reserves its right to relax the submission of documents or evidences of shareholders or proxy holders who are entitled to attend the meeting on a case by case basis at its discretion.

1. Individuals

1.1 Thai Shareholder

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

1.2 Foreign Shareholder

- (a) Passport of shareholder
- (b) In case granting proxy, copy of passport of proxy grantor and identity card or passport (in case of foreigner) of proxy holder.

2. Corporations

2.1 Thai Corporation

- (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 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 proxy holder.

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

II Proxy Process

1. There are 3 proxy forms.
 - Form A : A general proxy form which is easy and not complicated.
 - Form B : A proxy form which provides more definite details of the authorization.
 - Form C : A proxy form use only for foreign investor shareholder appointing Thai resident as custodian and safekeeper of the shares.
2. In case of foreign investor shareholder appointing Thai resident as Custodian and safekeeper of the shares can use any one of the following proxy forms :- Form A, Form B or Form C. For other shareholders can use only one of proxy Form A or Form B.
3. The Company attaches only proxy Form B with this invitation letter. Any shareholder who would like to use proxy Form A or Form C can contact the Corporate Secretary Administration Section of the Company, telephone number 02-100-8232 or download these forms from website of the Company (www.jts.co.th)
4. Any shareholder who cannot attend the meeting in person may be present by proxy or appoint any person or any of the following independent directors of the Company to vote on his/her behalf. However, proxy holder only one can attend the meeting.

The shareholder may specify three proxy holders as for your convenience in case any of the proxy holders cannot attend the meeting, other proxy holders who were authorized will attend the meeting instead.

Name list of independent directors of the Company whom the shareholder may appoint as proxy holder.

- 1) Mr. Raks Unahabhokha, Age 76 years, Independent Director and Chairman of Audit Committee Residing at 6, Soi Rama IX 41 (soi 12 Seree 2) Suan Luang, Suan Luang, Bangkok 10250
 - 2) Mr. Annop Suthakavatin, Age 73 years, Independent Director and Audit Committee Member Residing at 101, Soi Phahonyottingolf, Ladyao, Jatujak, Bangkok 10900
 - 3) Major General Sunanta Sirisumpan, Age 65 years, Independent Director and Audit Committee Member Residing at 38, Soi Pradiphat10, Pradiphat Road, Samsaennai, Phayathai, Bangkok 10400
5. For the benefit and right to attend the meeting, please complete information and sign the proxy form and affix Baht 20 duty stamp. The certified copies of the grantor's and the proxy's identity are needed (except a proxy is the Company's independent directors).
6. The Company reserves the right to reject the proxy form which specified number of shares exceeding those number of shares shown in the share registration book.

III Registration of Attendance

Shareholders or proxy holders may register and submit documents or evidences for inspection at the place of the meeting on 29th of April 2014 from 09.00 hrs. onwards.

After the shareholder or the proxy holder has already registered, the Company's officer will give a vote card to them for voting as the following details :-

1. Shareholder in person will receive one vote card.
2. The proxy holder
 - 2.1 In case any shareholder does not specify his/her intention to vote in the proxy form, the proxy holder will receive a vote card for voting.
 - 2.2 The proxy holder holding proxy form B which specified the shareholder's intention to vote will not receive a vote card since the Company's officer has already recorded his/her votes according to the proxy form when making attending registration. Then these votes will be combined altogether with the votes from attending shareholders. (The proxy holder who wants a vote card to copy the proxy grantor's vote for verifying his/her votes can ask for a vote card from the Company's officer but cannot re-vote in the meeting.)

IV How to Vote

1. To consider any agenda, the Chairman of the meeting shall ask the shareholders to raise their hands if there are any shareholders who disagree or abstain, then the Company's officer will collect their vote cards to sum up by subtracting the vote of shareholders who disagree or abstain according to their holding shares from the total votes of shareholders attending and have the right to vote in the meeting. In case there is no shareholder who disagree or abstain his vote, it shall mean that the meeting agrees or approves the proposed matter.
2. A shareholder having special interest in any matter cannot vote on such matter. The chairman of the meeting may request such shareholder to leave the meeting room during the voting of such agenda.
3. The election of directors shall be made in accordance with Clause 16 of Articles of Association of the Company.

Clause 16 The election of the Company's directors shall be made by a general meeting of shareholders in accordance with the following rules and methods.

 - (1) Each shareholder shall have the number of votes equal to the number of shares held by him (one share per one vote).
 - (2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but cannot split his votes among any such persons.
 - (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

V Articles of Association of the Company concerning shareholders meeting

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 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.

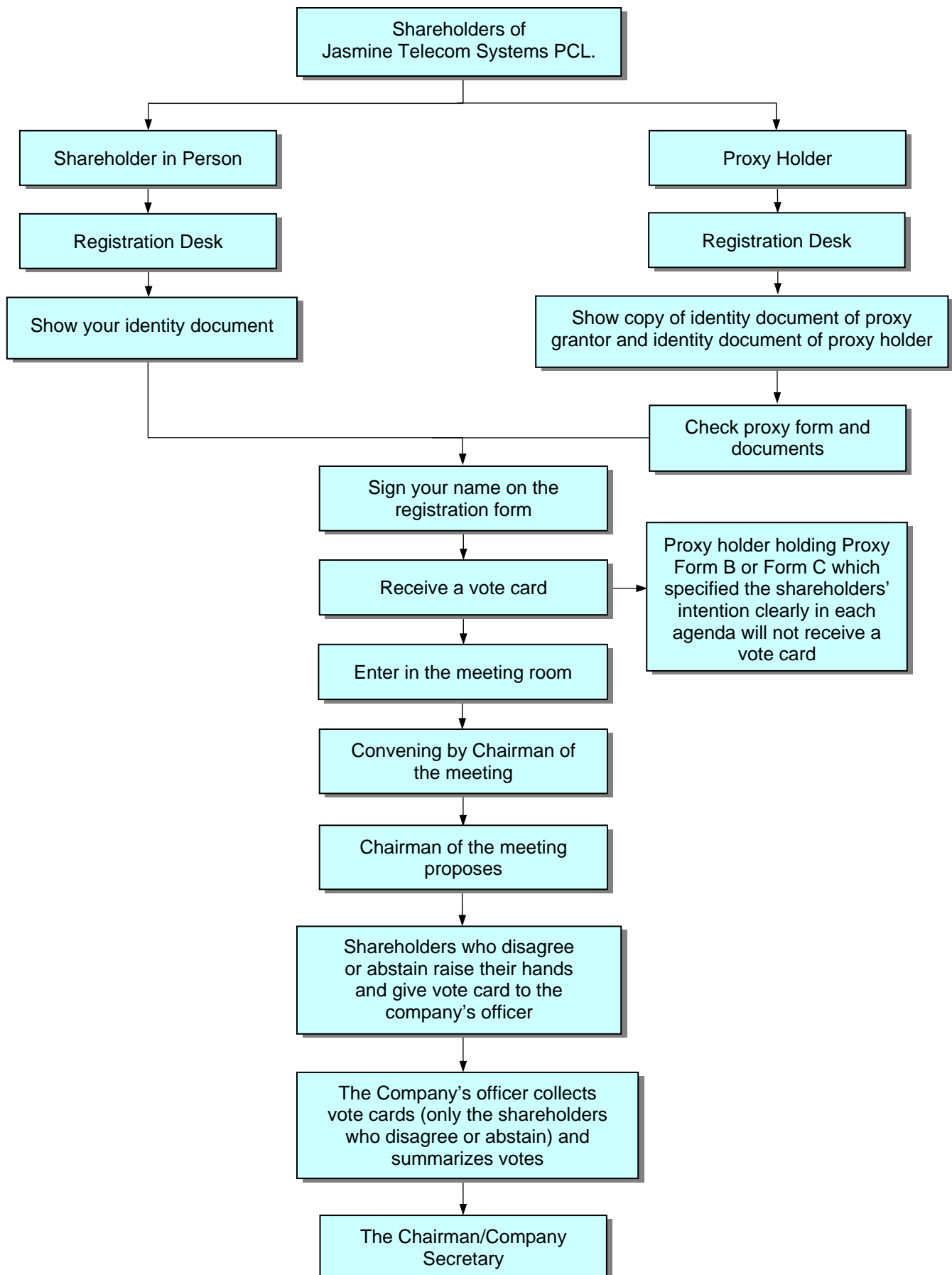
Clause 35 The vote in the shareholders meeting is one share per one vote. Any shareholder who has interest on any matter, except for the vote to elect director(s), shall omit his right to vote. The resolution of the shareholders meeting shall require the following votes.

- (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 hold 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.

**Process of Attending the 2015 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited
April 29, 2015**




**** Please return voting cards to the Company officer after the meeting adjourned ****

PROXY FORM B

(See or Download Proxy Form B at www.jts.co.th)

Personal Data of the Independent Directors being Proposed as a Proxy Holder

Name	Mr. Raks Unahabhokha	
Position	Independent Director and Chairman of Audit Committee	
Age	76 Years	
Date of Birth	April 29, 1939	
Address	6, Soi Rama IX 41 (soi 12 Seree 2) Suan Luang, Suan Luang, Bangkok 10250	
Education	- Ph.D. in Chemical Engineering, University College London, U.K. - Bachelor of Engineering (Honours) in Industrial Engineering, Chulalongkorn University	
Conflicts of interest in the agenda of this AGM meeting	None	

Work Experience

Period	Title	Company
2014-present	Chairman of the Audit Committee	Jasmine Telecom Systems PCL.
2013-present	Independent Director and Audit Committee	Jasmine Telecom Systems PCL.
2002-present	Vice Chairman	Assumption College Alumni
2002-2009	Independent Director and Chairman of the Audit Committee	TT&T Public Company Limited
2002-2003	Board Member of the Trade Competition Commission	Ministry of Commerce
2001-2002	Director	Thai Maritime Navigation Co., Ltd
2000-2008	Advisor	British-Thai Synthetic Textile Co., Ltd.
1999-2002	Head of the consulting team advising SME	Ministry of Industry
1992-present	Board Member	Assumption College Parents and Teachers Association
1988-1999	Managing Director	Rubia Industries Ltd.
1984-1987	Deputy Managing Director	Betagro Group
1978-1983	Director of Operation	Johnson and Johnson (Thailand) Ltd.

Personal Data of the Independent Directors being Proposed as a Proxy Holder

Name Mr. Annop Suthakavatin
 Position Independent Director and Audit Committee Member
 Age 73 Years
 Date of Birth March 28, 1942
 Address 101, Soi Phahonyotingolf, Ladyao, Jatujak,
 Bangkok 10900
 Education - Bachelor of Accounting, Thammasat University
 Conflicts of interest in the agenda of this AGM meeting None

*Work Experience*

Period	Title	Company
2010-present	Remuneration Committee Member	Jasmine Telecom Systems PCL.
2004-present	Independent Director and Audit Committee Member	Jasmine Telecom Systems PCL.
2004-present	Independent Director and Audit Committee	Chao Praya Insurance PCL.
2003-2010	Independent Director and Audit Committee	Professional West Technology (1999) PCL.
2003-present	Director	Rent A-V Co., Ltd.
2001-present	Independent Director and Audit Committee	Royal Orchid Hotel (Thailand) PCL.
2000-present	Advisor	Krung Thai Tractor Co., Ltd.
1998	Acting for Managing Director	Bangkok Asian Finance Ltd.
1997	Vice President, Audit and Analysis Department	Bangkok Motor Works Co, Ltd.
1993-1997	Director and Deputy Managing Director	Bangkok Asian Finance Ltd.
1971-present	Auditor, Shareholders, Director	Bancheekij Auditing Co,Ltd.

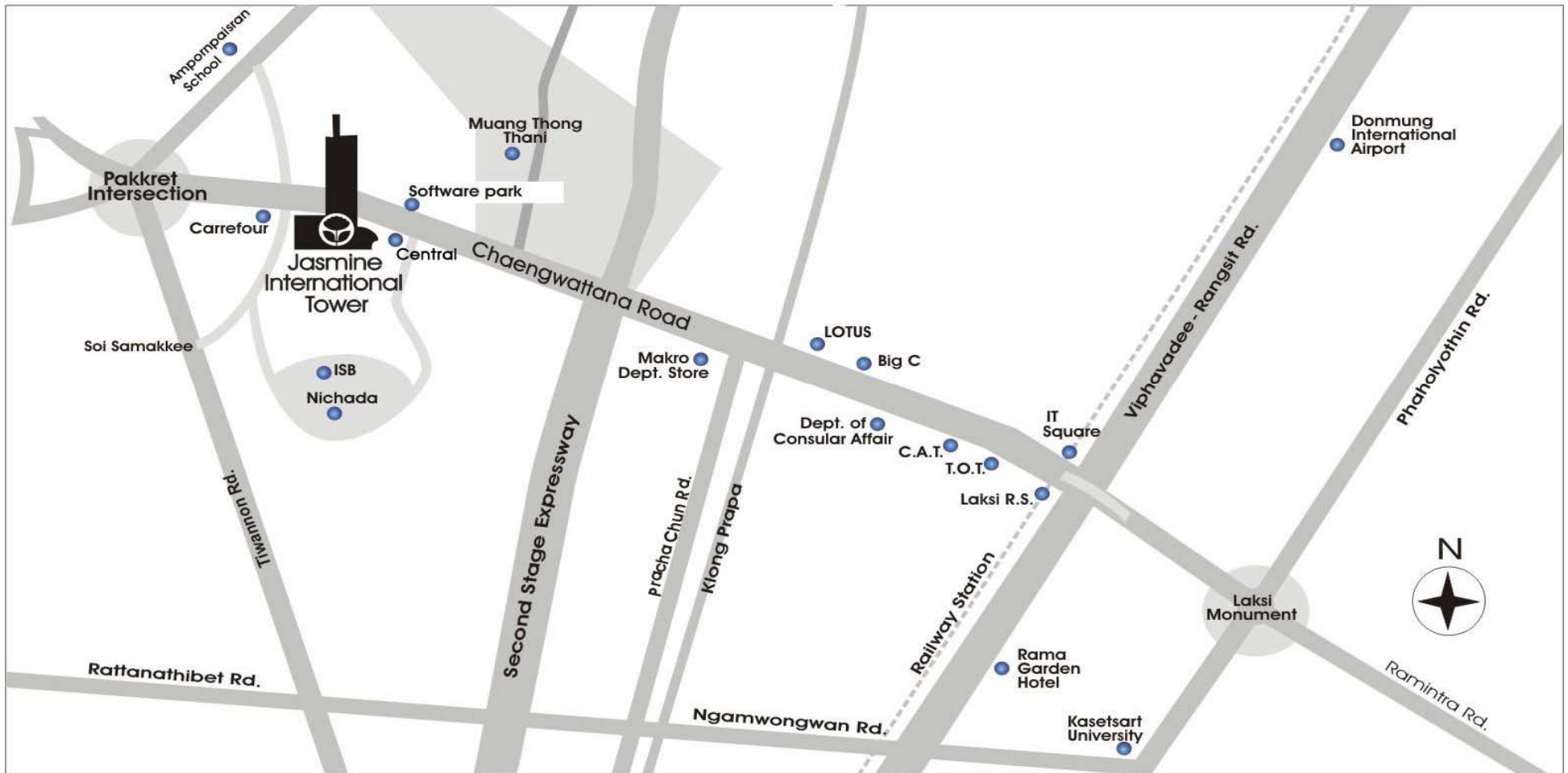
Name Major General Sunanta Sirisumpan
 Position Independent Director and Audit Committee Member
 Age 65 Years
 Date of Birth 6 May, 1950
 Address 38, Soi Pradiphat10, Pradiphat Road,
 Samsaennai, Phayathai, Bangkok 10400
 Education - Bachelor of Arts (Political Science), Chiang Mai University
 Conflicts of interest in the agenda of this AGM meeting Yes, Agenda no. 6, the election of the director

*Work Experience*

Period	Title	Company
2014-present	Independent Director and Audit Committee Member	Jasmine Telecom Systems PCL.
2007	Secretary	Royal Thai Army Radio and Television Station Channel 5



MAP OF JASMINE INTERNATIONAL TOWER



200 Moo 4 Chaengwatana Road Pakkred Pared Nonthaburi 111 Tel. 02-100-8232

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