



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.
Tel : +66 (0) 2100 8300 Fax : +66 (0) 2502 3363 URL : http://www.jts.co.th Registration No. 0107547000109

(TRANSLATION)

March 28, 2016

- Subject** : Invitation to the 2016 Annual General Meeting of Shareholders
To : Shareholders
Jasmine Telecom Systems Public Company Limited
Enclosures : 1) A copy of the Minutes of the 2015 Annual General Meeting of Shareholders
2) A CD-ROM of the 2015 Annual Report, including the Company's Financial Statements, ended December 31, 2015
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 2016 Annual General Meeting of Shareholders (the "**AGM**") on Thursday 28th April, 2016 at 14.00 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 2015 Annual General Meeting of Shareholders, held on April 29, 2015

Fact and Reason

The 2015 AGM was held on April 29, 2015. 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 2015 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 2015

Fact and Reason

The report on the Company's operating result for the year 2015 is shown in the 2015 Annual Report (Enclosure 2).

Opinion of the Board

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 2015.

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, 2015

Fact and Reason

The Company's financial statements, ended December 31, 2015 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, 2015.

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 2015

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 in the ratio of not less than 40 percent of net profit after tax according to the Company's financial statements and based on the condition that 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) Not allocating the net profit as legal reserve due to the Company's net loss for the year 2015. Therefore, as at December 31, 2015, the Company totally had legal reserve of Baht 65,185,713.70
- 2) Omitting dividend payment from the operating result for the year 2015 in order to retain the earnings for working capital

Comparison of dividend payment between the year 2014 and the year 2015

	2015 (Proposed year)	2014
1. Net Profit (Baht)	-42,024,338	-300,022,363
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 operating result 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 5 To consider an appointment of auditor and to fix audit fee for the year 2016Fact 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 2015, the 2015 AGM, convened on April 29, 2015 resolved to appoint auditors of EY Office Limited, namely Mr. Supachai Phanyawattano, Certified Public Accountant (Thailand) No. 3930 or Mrs. Chonlaros Suntasvaraporn, 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.-, excluding other expenses.

For the fiscal year 2016, 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	2 years(2014-2015) or
2 Mrs. Chonlaros Suntasvaraporn	4523	- or
3 Ms. Supanee Triyanantakul	4498	-

All the 3 auditors 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. Moreover, the Board of Directors has deemed it appropriate to propose the shareholders' meeting to approve fixing the audit fee for year 2016 at the amount of not exceeding Baht 1,290,000.- (One Million Two Hundred and Ninety Thousand Baht Only), excluding other expenses, which is of the same amount as that approved by the shareholders' meeting for the previous year 2015.

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 2016

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 2016

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. The retired director is eligible for the re-election. Presently, there are 7 director positions in the Company. For the year 2016, the following 3 directors were to retire by rotation:-

- | | |
|---|---|
| 1 Acting Second Lieutenant Annop Suthakavatin | Independent Director and
Member of Audit Committee |
| 2 Mrs. Nonglug Pongsrihadulchai | Director |
| 3 Mrs. Nitt Visesphan | Director |

The Company does not have a nomination committee; thus, 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 and being proposed for re-election 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 according to the positions and the gratuity for the Board of Directors and the Subcommittees of the Company 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 2015 as detailed below.

Position	Remuneration per Month (Baht)	
	2016 (Proposed year)	2015
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 and the previous positions for another term and

approve the remuneration according to the positions and the gratuity for the Board of Directors and the Subcommittees of the Company, for the year 2016, at the total amount of not exceeding Baht 4,000,000.- (Four Million Baht Only).

Resolution The resolution on the election of the directors, retiring by rotation, 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. (According to Article 90 of the Public Limited Company Act and Clause 22 of the Articles of Association of the Company)

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.

The Company has fixed the Record Date to determine the names of the shareholders who are entitled to attend the 2016 AGM to be on Tuesday, March 29, 2016 and the closing date of the share registration book for compiling the shareholders' names under Section 225 of the Securities and Exchange Act to be on Wednesday, March 30, 2016.

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 Enclosure 5 (please affix 20.-Baht duty stamp) and enclose identity 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 -
(Mrs. Nonglug Pongsrihadulchai)
Director

Corporate Secretary Administration Section, Administration Department

Tel. 0 2100 8232

Facsimile 0 2962 2523



(Enclosure 1)

(TRANSLATION)

**Minutes of the 2015 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited**

Date, Time and Venue of the Meeting

The 2015 Annual General Meeting of Shareholders (the “**Meeting**”/ the “**AGM**”) of Jasmine Telecom Systems Pubic Company Limited (the “**Company**”) was held on Wednesday, April 29, 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.

Directors attending the Meeting

1	Mr. Raks	Unahabhokha	Independent Director, Chairman of Audit Committee and Member of Remuneration Committee
2	Mr. Annop	Suthakavatin	Independent Director, Member of Audit Committee and Member of Remuneration Committee
3	Major General Sunanta	Sirisumpan	Independent Director and Member of Audit Committee
4	Mr. Pleumjai	Sinarkorn	Director and Chairman of Remuneration Committee
5	Mr. Kriengsak	Chalermtiragool	Director and President
6	Mrs. Nitt	Visesphan	Director
7	Mrs. Nonglug	Pongsrihadulchai	Director and Corporate Secretary

Executive attending the Meeting

1	Ms. Saengdao	Dechaduangsakul	Vice President, Accounting and Finance Department
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Other persons attending the Meeting

1	Mr. Supachai	Phanyawattano	Auditor, EY Office Limited.
2	Mr. Vasu	Prasannate	Legal Advisor, Vasu Prasannate Law office

Preliminary Proceeding

Ms.Vasita Chotipruk, staff of Administrative Department of the Company and proxy of Mr. Wichai Tanjariyaporn acted as master of ceremonies (the “**MC**”) at the AGM. The MC introduced the directors and the executive of the Company and other persons concerned to the Meeting. Then, she informed the Meeting of the meeting procedure, the voting process and the vote counting procedure as detailed below.

Prior to voting in each agenda, the Chairman of the Meeting (the “**Chairman**”) shall ask the Meeting whether there is any shareholder at the Meeting wishing to vote for disagreement or abstention. In case that no shareholder disagrees or abstains his/her vote, it shall mean that the Meeting approves or agrees with the proposed matter. However, for any shareholder who disagrees or abstains his/her vote, he/she has to declare the intention in writing on a voting ballot provided by the Company and submit it to a Company staff. All the votes for disagreement or abstention will be subtracted from the entire votes of the shareholders with respect to the voting conditions of that particular agenda. For the proxy case, the Company shall record in the computer system, during the registration, the shareholder’s specific intentions apparent in proxy form B or form C; 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 accordance with the regulation specified for each agenda as informed in the invitation letter, in line 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 ones who resigned, the Meeting lacked Chairman of the Meeting. Thus, the MC, proxy of Mr. Wichai Tanjariyaporn, requested that the Meeting 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 2015 AGM.

The Meeting agreed; therefore, Mr. Pleumjai Sinarkorn acted as the Chairman of the Meeting. He conducted the Meeting sequentially according to the 2015 AGM agenda items specified in the invitation letter.

The Chairman notified the Meeting that 97 shareholders from the total 3,750 shareholders were present both in person and by proxy, with 364,033,759 shares in aggregate from the total paid up shares of 706,457,300 shares of the Company, equivalent to 51.5295 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 2014 Annual General Meeting of Shareholders , held on April 24, 2014

The Chairman informed the Meeting that the Company had distributed a copy of the minutes of the 2014 AGM to every shareholder as an enclosure to the letter of invitation to the 2015 AGM. He proposed the Meeting to consider certifying the minutes of the 2014 AGM, convened on April 24, 2014.

Resolution

The Meeting resolved to certify the minutes of the 2014 AGM, held on April 24, 2014. The resolution was passed by a unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the votes in this agenda item was 364,103,759 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right in this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agree	364,103,759	100
Disagree	0	0
Abstain	0	N/A

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

The Chairman informed the Meeting that the report on the Company's operating result for the year 2014 as shown in the 2014 Annual Report, sent to the shareholders together with the invitation letter (Enclosure 2), had been considered by the Board of Directors as correct and adequate to propose to the Meeting for acknowledgment. He assigned Ms. Saengdao Dechaduangsakul, Vice President, Accounting and Finance Department, to give a brief report on the Company's operating result for the year 2014 to the Meeting.

Ms. Saengdao Dechaduangsakul, Vice President, Accounting and Finance Department, informed the Meeting of the Company's operating result for the year 2014 as follows:-

Financial Report Summary

Significant financial information of the Company and its subsidiary for the year 2014 is as follows:-

- Sales and service income was Baht 109.55 million, compared to that of Baht 311.20 million in 2013.
- Total revenue was of Baht 127.61 million, compared to that of Baht 348.82 million in 2013.
- Cost of sales and services and selling and administrative expenses were of Baht 180.11 million, compared to those of Baht 301.98 million in 2013.
- Gross profit was of Baht 54.95 million, compared to that of Baht 139.73 million in 2013.
- Net loss was of Baht 133.92 million, compared to the net profit of Baht 12.01 million in 2013.
- Total assets were of Baht 1,750.42 million, compared to those of Baht 1,991.19 million in 2013.
- Total liabilities were of Baht 644.68 million, compared to those of Baht 751.70 million in 2013.
- Shareholders' equity was Baht 1,105.74 million, compared to that of Baht 1,239.49 million in 2013.

Sales and Services Income

Sales and services income for the year 2014 of the Company and its subsidiary comprised the followings:-

- The income obtained from Telecom Systems Integration business of Baht 38.35 million, compared to that of Baht 196.20 million in 2013
- The income obtained from Telecom Service business of Baht 9.19 million, compared to that of Baht 44.17 million in 2013
- The income obtained from Computer Systems Integration business of Baht 62.01 million, compared to that of Baht 70.83 million in 2013
- The total Sales and Service income was of Baht 109.55 million, compared to that of Baht 311.20 million in 2013
- Gain of exchange rate of Baht 23.03 million
- Other income of Baht 18.05 million, compared to that of Baht 14.59 million in 2013
- The total income was of Baht 127.61 million, compared to that of Baht 348.82 million in 2013.

Interested shareholders could see further details of the Company's operating result for the year 2014 in the 2014 Annual Report, enclosed with this AGM invitation letter.

After the Vice President, Accounting and Finance Department, had finished her report on the operating result of the Company for the year 2014, the Chairman allowed the shareholders to express their opinions and raise questions.

None of the shareholders expressed any opinion nor did they have any question that was related to this agenda item, the Chairman; therefore, announced that the Meeting acknowledged the report on the Company's operating result for the year 2014. (This agenda requires no vote since it is for acknowledgement.)

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

The MC informed the Meeting that the consolidated financial statements and the auditor's report, for the fiscal year ended December 31, 2014 of the Company, as shown the Financial Statements Section in the 2014 Annual Report of the Company (Enclosure 2 of the 2015 AGM invitation letter), were audited by EY Office Limited, the Company's auditor, reviewed by the Audit Committee and approved by the Board of Directors, respectively prior to proposing to the Meeting for approval.

After the MC had completely given the information on this agenda item, the Chairman allowed the shareholders to express their opinions and raise questions.

None of the shareholders expressed the opinion or made any query that was related to this agenda item, the Chairman; thus, proposed the Meeting to vote for approval.

Resolution of the Meeting

The Meeting resolved to approve the Company's financial statements ended December 31, 2014. The resolution was passed by a unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the vote in this agenda item was 364,104,759 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right in this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agree	364,104,759	100
Disagree	0	0
Abstain	0	N/A

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

The MC 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) as a reserve fund until such 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 according to the Company's financial statements and based on the condition that such dividend payment shall have no material effect on the Company's operation. The Board of Directors deemed it appropriate to propose the Meeting to approve as the followings.

- 1) Not allocating 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.

Detailed comparison between the 2013 and 2014 dividend payment from the annual net profit was presented in the AGM invitation letter.

After the MC had completely given the information on this agenda item, the Chairman allowed the shareholders to express their opinions and raise questions.

- Mrs.Nongyao Chomposri, a minor shareholder, raised the following question:-

“Is there a tendency for the Company to pay dividend for the year 2015 as the Company omitted dividend payment for the years 2013 and 2014?”

The Chairman assigned Vice President, Accounting and Finance Department, to answer this question.

Vice President, Accounting and Finance Department’s reply :
 “According to the policy on dividend payment, the Company’s dividend shall be paid in the ratio of not less than 40 percent of net profit after tax recorded in the Company’s financial statements. Thus, for the past 2 years, the Company had not been able to pay dividend in accordance with the said policy. For the year 2015, the directors will do the best for the shareholders.”

No other shareholder wished to state any opinion or raise any question that was related to this agenda item, the Chairman; thus, proposed the Meeting to vote for approval.

Resolution

By the majority vote of the shareholders who attended the Meeting and cast the vote, the Meeting resolved to approve no allocation of net profit as legal reserve and the omission of the dividend payment from the operating result for the year 2014. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the vote in this agenda item was 364,134,859 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right in this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agree	364,132,059	99.9992
Disagree	2,800	0.0008
Abstain	0	N/A

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

The Chairman assigned Mr. Raks Unahabhokha, the Chairman of the Audit Committee, to give the Meeting the information on this agenda item.

The Chairman of the Audit Committee told the Meeting that to be in compliance with the Public Limited Company Act, B.E.2535 and 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 and that by the suggestion of the Audit Committee, the Board of Directors had considered this matter and deemed it appropriate to propose the Meeting to approve appointing the following auditors of EY Office Limited to be the auditors of the Company for the year 2015; to this regard, one of them shall be responsible for auditing and providing the opinions on the Company’s financial statements:-

	<u>Name</u>	<u>CPA Number</u>	<u>Duration of Auditing</u>
1	Mr. Supachai Phanyawattano	3930	1 year (2014) or
2	Mrs. Chonlaros Suntiasvaraporn	4523	- or
3	Ms. Supanee Triyanantakul	4498	-

All the 3 auditors have neither the relationship nor any interest with the Company/the subsidiary/executives/major shareholders or any person related to the above-mentioned persons so they have independence in auditing and stating the 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 also deemed it appropriate to propose the Meeting to approve fixing the audit fee for the year 2015 at the amount of not exceeding Baht 1,290,000.- (One Million Two Hundred and Ninety Thousand Baht Only), which was of the same amount as that approved by the shareholders' meeting for the previous year 2014.

The Company did not have any non-audit fee in the previous fiscal year as 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 that were related to the auditors and the audit office to which the Company's auditors belonged.

After the Chairman of the Audit Committee had completely given the information on this agenda item, the Chairman allowed the shareholders to express their opinions and raise questions.

None of the shareholders expressed the opinion or made any query that was related to this agenda item, the Chairman; thus, proposed the Meeting to vote for approval.

Resolution of the Meeting

The Meeting resolved to approve appointing the auditors from EY Office Limited whose names appear above as the auditor of the Company for the fiscal year 2015 and fixing the annual audit fee for the year 2015 at the amount of not exceeding Baht 1,290,000.- (One Million Two Hundred and Ninety Thousand Baht Only). The resolution was passed by a unanimous vote of the shareholders, attending the Meeting and casting the votes. Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting and casting the vote in this agenda item was 364,163,165 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right in this agenda item. The Meeting resolutions was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agree	364,163,165	100
Disagree	0	0
Abstain	0	N/A

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

As the Chairman himself was the director who was due to retire in 2015, he assigned the Chairman of the Audit Committee to act as the Chairman for this agenda item.

The Chairman assigned the MC to give the Meeting the information on the election of directors to replace those who retire by rotation. The MC 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. The director who has been in the office for the longest term shall firstly be retired. 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

The Company does not have a nomination committee; thus, the Board of Directors, except the 3 aforementioned retired ones, were the directors who considered the qualifications of the retired directors; they were of the opinion that it was appropriate to propose the Meeting to approve the re-election of the 3 retired directors to directorship and the previous positions for another term. In view of the Board, these directors possessed qualifications, knowledge, ability experiences and professionalism which were useful for the Company's operation.

Preliminary details of the directors who were due to retire by rotation and were proposed for the re-election were shown in Enclosure 3 of the invitation letter.

In order not to influence the voting, the 3 retired directors volunteered to leave the Meeting while the voting was in process.

After the MC had completely given the information on this agenda item, the Chairman allowed the shareholders to express their opinions and raise questions.

None of the shareholders expressed the opinion or made any query that was related to this agenda item, the Chairman; thus, proposed the Meeting to vote. He also requested that the shareholders and the proxy holders submit the voting ballots upon which stated the intentions of agreement or disagreement or abstention at the same time.

Resolution of the Meeting

By the majority vote of the shareholders who attended the Meeting and cast the vote, the Meeting resolved to approve electing the 3 retired directors to resume their directorship and previous positions for another term. Details of the vote for each director are set out below.

The number of shares of the shareholders, attending the Meeting and casting the vote in this agenda item was 364,237,665 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right in this agenda item. The Meeting resolution was as follows:-

Director's Name/Position	Agree		Disagree		Abstain	
	Shares	%	Shares	%	Shares	%
1. Mr. Kriengsak Chalermtiragool Director	364,217,665	99.9945	20,000	0.0055	10,000	N/A
2. Major General Sunanta Sirisumpan Independent Director and Member of Audit Committee	364,213,865	99.9935	23,800	0.0065	10,000	N/A
3. Mr. Pleumjai Sinarkorn Director	364,167,865	99.9808	69,800	0.0192	10,000	N/A

Mr. Kriengsak Chalermtiragool, Major General Sunanta Sirisumpan and Mr. Pleumjai Sinarkorn were invited back to the Meeting.

The Chairman assigned the MC to give the Meeting the information on fixing the remuneration for the directors. The MC told the Meeting that the Board of Directors was in agreement with the Remuneration Committee which had considered the remuneration of the Company's directors 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 and deemed it appropriate to propose the Meeting to consider approving the remuneration for the directors according to their positions for the year 2015 to be fixed at the amount of not exceeding Baht 4,000,000.- (Four Million Baht Only) which was of the same amount as approved by the shareholders' meeting for the year 2014. Details of the remuneration were shown in the invitation letter.

The MC informed the Meeting that the resolution for this agenda item 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 the shareholders of the Company who registered and attended the Meeting and who represented 50,000 shares in total would not vote in this agenda item.

After the MC had completely given the information on this agenda item, the Chairman allowed the shareholders to express their opinions and raise questions.

None of the shareholders expressed the opinion or made any query that was related to this agenda item, the Chairman; thus, proposed the Meeting to vote for approval.

Resolution of the Meeting

By the votes of not less than two-third (2/3) of the total votes of the shareholders who attended the Meeting, the Meeting resolved to approve fixing the remuneration for the Company's directors according to their positions for the year 2015 at the amount of not exceeding Baht 4,000,000.- (Four Million Baht Only). Details of the vote are set out below.

The number of shares of the shareholders, attending the Meeting in this agenda item was 364,257,665 shares (While the Meeting was proceeding, more shareholders registered to attend the Meeting.) There was no shareholder without the voting right in this agenda item. The Meeting resolution was as follows:-

Resolution	Number of shares	% of total shares of the shareholders, attending the Meeting and casting the votes
Agree	364,140,665	99.9679
Disagree	67,000	0.0184
Abstain	50,000	0.0137

Agenda 7 To consider other issues (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 the Meeting closed.

The Meeting was closed at 11.00 hrs.

Signed _____ - *signature*- Director Signed _____ - *signature*- Director

(Mr. Pleumjai Sinarkorn)

(Mrs. Nonglug Pongsrihadulchai)

CD Rom of Annual Report 2015
and
The Company Financial Statement as at December 31, 2015
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.

As the Company has not yet established a nomination committee, the selection of directors to replace those retiring by rotation of the Company for the year 2016 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 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*

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

1. Name-Surname : **Acting Second Lieutenant Annop Suthakavatin**
 Proposed Director Position : Independent Director and Audit Committee
 Age : 74 Years
 Education : Bachelor of Accounting,
 Thammasat University
 Specialization : Accounting and Auditing
 Training for director course : With Thai Institute of Directors Association (IOD)
 - Directors Certification Program (DCP)
 - Audit Committee Program (ACP)
 - MFR, MIR and MIA
 Work Experience : 2010-present - Member of Remuneration Committee,
 Jasmine Telecom Systems PCL.
 2004-present - Independent Director and Audit Committee,
 Jasmine Telecom Systems PCL.
 - Independent Director and
 Chairman of Audit Committee,
 Chao Praya Insurance PCL.
 2003-2010 - Independent Director and
 Chairman of 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.
 Share holding in the Company as at March 25, 2016 : JTS -None-
 ESOP -None-
 Warrant
 Position of Director/Executive in other listed companies : 1 company - Independent Director and Audit Committee,
 Royal Orchid Hotel (Thailand) PCL.
 Position of Director/Executive in other companies (non-listed companies) : 3 companies
 Position of Director/Executive in other companies which may cause conflict of interest to the Company : -None-
 Duration of being directors : 11 Years
 First Appointment as director : February 19, 2004
 Meeting attendance in 2015 (No. of the meetings/ No. of attendance) : - Board of Directors' Meeting : 7/7
 - Audit Committee Meeting : 4/4

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. Providing professional advice on accounting and being a Certified Public Accountant but not an auditor of the Company



2. Name-Surname : **Mrs. Nonglug Pongsrihadulchai**
- Proposed Director Position : Director
- Age : 60 Years
- Education : Master of Agricultural Economics,
Kasetsart University
Master of Environmental Management,
Mahidol University
Bachelor of Education,
Chulalongkorn University
- Specialization : Corporate Management
- Training for director course : With Thai Institute of Directors Association (IOD)
- Directors Certification Program (DCP) Class No. 147/2011
- Work Experience : 2010-present - Director,
Jasmine Telecom Systems PCL.
- Director,
Cloud Computing Solutions Co., Ltd.
- General Manager,
Acumen Co., Ltd.
- 2009-present - Director,
Triple T Broadband PCL.
- 2007-present - Director,
Triple T Internet Co., Ltd.
- Share holding in the Company as at March 25, 2016 : JTS -None-
ESOP -None-
Warrant
- Position of Director/Executive in other listed companies : -None-
- Position of Director/Executive in other companies (non-listed companies) : 4 companies
(subsidiaries and associated company)
- Position of Director/Executive in other companies which may cause conflict of interest to the Company : -None-
- Duration of being directors : 5 Years
- First Appointment as director : July 27, 2010
- Meeting attendance in 2015 (No. of the meetings/ No. of attendance) : - Board of Directors' Meeting : 7/7



3. Name-Surname : **Mrs. Nitt Visesphan**
 Proposed Director Position : Director
 Age : 55 Years
 Education : Master of Business Administration (MBA)
 (Public Management), Burapha University
 Bachelor of Arts, Chiang Mai University
 Specialization : Business Management
 Training for director course : -None-
 Work Experience : 2010-present - Director,
 Jasmine Telecom Systems PCL.
 - Director,
 Cloud Computing Solutions Co.,Ltd.
 1994-present - Vice President, Finance Department,
 Jasmine International PCL.
 1993-1994 - Vice President, Administration Department,
 Ban Chang Group
 1987-1993 - Assistant Manager, Patent Department,
 Tilleke and Gibbins Law Firm
 1982-1987 - Teacher,
 Assumption Commercial College
 Share holding in the Company : JTS -None-
 as at March 25, 2016 ESOP -None-
 Warrant
 Position of Director/Executive : 1 Company - Vice President, Finance Department,
 in other listed companies Jasmine International PCL.
 Position of Director/Executive in other companies : 1 company (Subsidiary company)
 (non-listed companies)
 Position of Director/Executive in other companies : -None-
 which may cause conflict of interest to the Company
 Duration of being directors : 5 Years
 First Appointment as director : July 27, 2010
 Meeting attendance in 2015 - Board of Directors' Meeting : 7/7
 (No. of the meetings/ No. of attendance)

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 0 2100 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, only one proxy holder 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 can attend the meeting instead.

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

- 1) Mr. Raks Unahabhokha, Age 77 years, Independent Director, Chairman of Audit Committee and Member of Remuneration Committee,
Residing at 6, Soi Rama IX 41 (soi 12 Seree 2) Suan Luang, Suan Luang, Bangkok 10250
 - 2) Acting Second Lieutenant Annop Suthakavatin,
Age 74 years, Independent Director, Member of Audit Committee and Member of Remuneration Committee,
Residing at 101, Soi Phahonyotingolf, Jatujak, Jatujak, Bangkok 10900
 - 3) Major General Sunanta Sirisumpan, Age 66 years, Independent Director and Member of Audit Committee,
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 28th of April 2016 from 13.00 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.

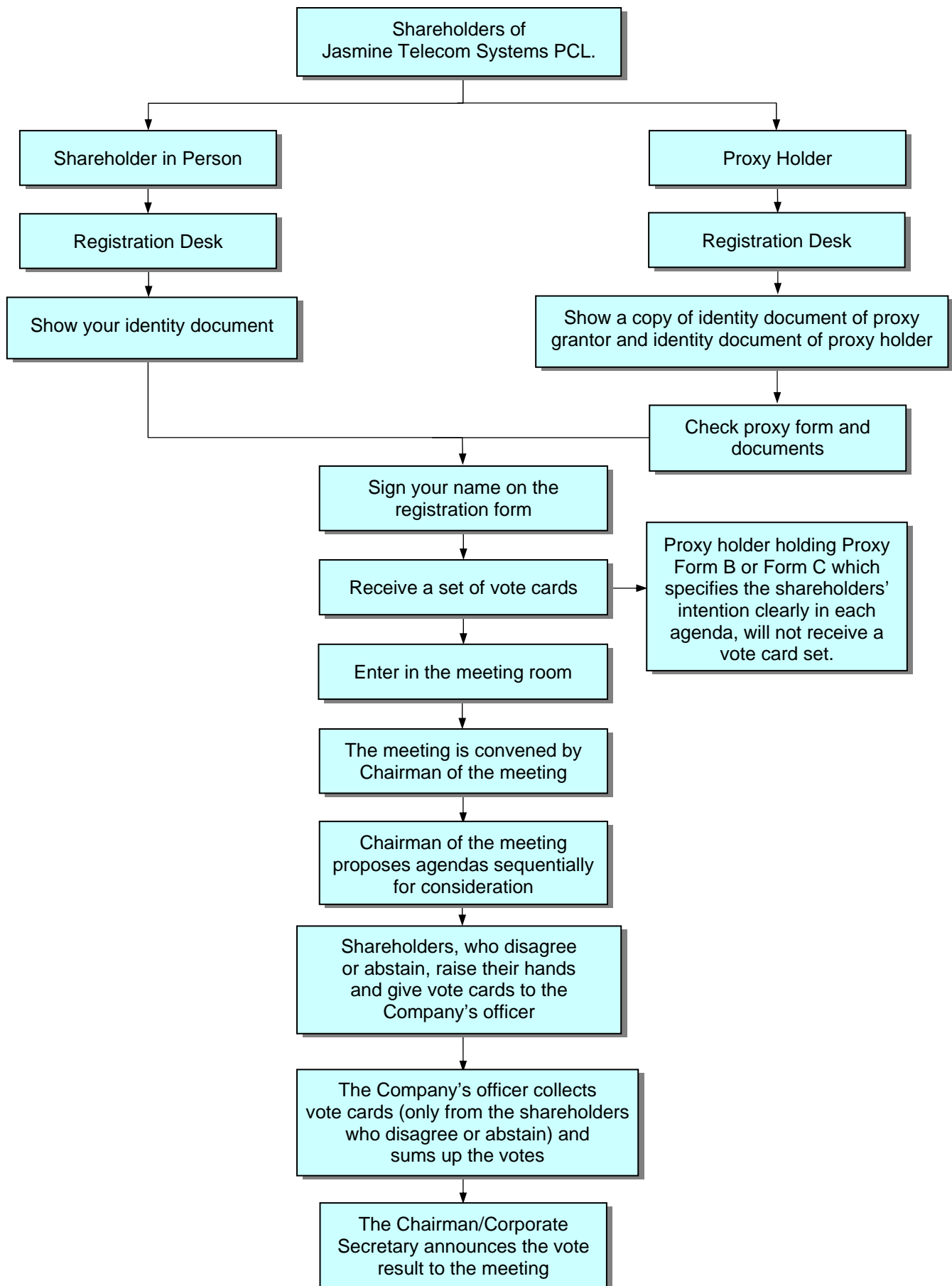
- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (2) In the following 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 2016 Annual General Meeting of Shareholders
Jasmine Telecom Systems Public Company Limited
April 28, 2016**



**** Please return the vote cards for all agendas to the Company's officer after the meeting was closed ****

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, Chairman of Audit Committee and Member of Remuneration Committee
 Age 77 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
 Conflict of interest in the agenda proposed for this AGM : None

Work Experience

Period	Position	Company
2014-present	Chairman of the Audit Committee and Member of Remuneration Committee	Jasmine Telecom Systems PCL.
2015-present	Advisor	Assumption College Parents and Teachers Association
2013-present	Independent Director and Member of 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
1992-2015	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.
1970-1977	Senior Technical Manager	Lever Brothers (Thailand) Ltd.

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

Name Acting Second Lieutenant Annop Suthakavatin
 Position Independent Director, Member of Audit Committee and Member of Remuneration Committee
 Age 74 Years
 Date of Birth April 28, 1942
 Address 101, Soi Phahonyotingolf, Jatujak, Jatujak, Bangkok 10900
 Education - Bachelor of Accounting, Thammasat University
 Conflict of interest in the agenda proposed for this AGM : Agenda no. 6, the election of the directors to replace those who retire by rotation

Work Experience

Period	Position	Company
2010-present	Member of Remuneration Committee	Jasmine Telecom Systems PCL.
2004-present	Independent Director and Member of Audit Committee	Jasmine Telecom Systems PCL.
2003-2010	Independent Director and Chairman of Audit Committee	Chao Praya Insurance PCL.
	Independent Director and Chairman of 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 C.P.A. (Thailand)	Freelance



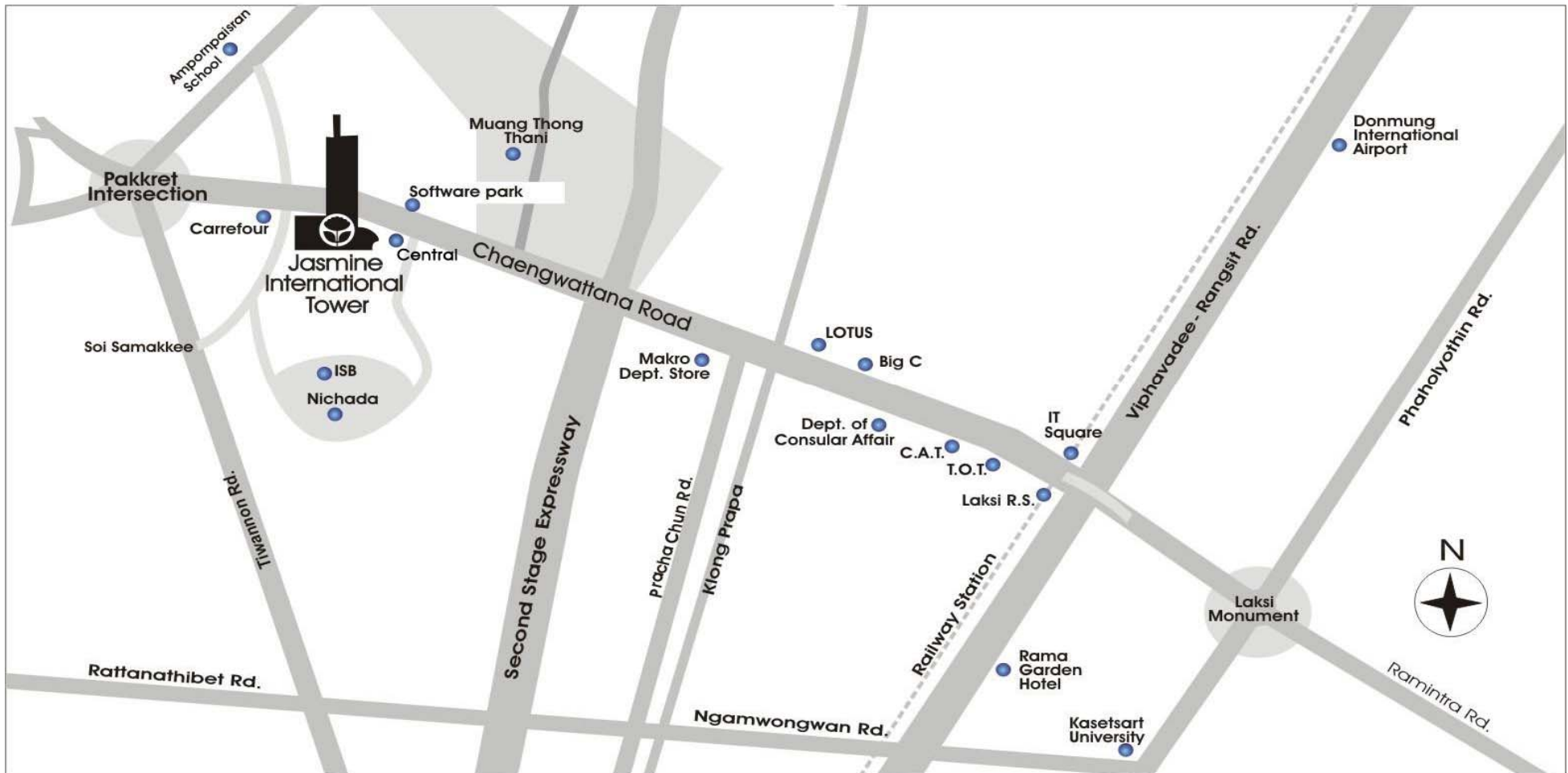
Name Major General Sunanta Sirisumpan
 Position Independent Director and Member of Audit Committee
 Age 66 Years
 Date of Birth May 6, 1950
 Address 38, Soi Pradiphat10, Pradiphat Road, Samsaennai, Phayathai, Bangkok 10400
 Education - Bachelor of Arts (Political Science), Chiang Mai University
 Conflict of interest in the agenda proposed for this AGM : None

Work Experience

Period	Position	Company
2014-present	Independent Director and Member of Audit Committee	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, Tambon Pakkret, Amphoe Pakkret, Nonthaburi 11120 Tel. 0 2100 8232

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